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CCF FORTIS HOLDINGS LIMITED
(中 建 富 通 集 團 有 限 公 司)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 00138)

**(1) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
AND
(2) CONNECTED TRANSACTION –
PROPOSED ISSUE OF CONVERTIBLE BONDS
UNDER SPECIFIC MANDATE**

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



**Lego Corporate
Finance Limited**
力高企業融資有限公司

Lego Corporate Finance Limited

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

In order to accommodate to the development of the Group and to provide the Company with greater flexibility in the issue of the Conversion Shares under the Convertible Bonds and other possible fund-raising activities of the Company in the future as and when necessary, the Board proposes to increase the authorised share capital of the Company from HK\$200,000,000 divided into 2,000,000,000 Shares to HK\$2,000,000,000 divided into 20,000,000,000 Shares by the creation of an additional 18,000,000,000 unissued Shares. The Increase in Authorised Share Capital is subject to the approval of the Shareholders by the passing of an ordinary resolution by the Shareholders at the SGM, and the Increase in Authorised Share Capital will become effective on the date of the SGM upon the passing of the relevant ordinary resolution.

PROPOSED ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

On 16 November 2022 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Company conditionally agrees to issue and the Subscriber conditionally agrees to subscribe for the Convertible Bonds in the principal amount of HK\$220,000,000 and pay the Subscription Price by setting off against the outstanding principal amount of the 2024 Bonds held by the Subscriber at Completion. As at the date of this announcement, the aggregate outstanding principal amount of the 2024 Bonds is HK\$220,000,000, all of which is held by the Subscriber.

The Conversion Shares will be issued under the Specific Mandate to be sought from the Independent Shareholders at the SGM. The Subscription is conditional upon, among others, the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the Conversion Shares and the passing of necessary resolution(s) by the Independent Shareholders at the SGM to approve the Subscription Agreement and the transactions contemplated thereunder.

LISTING RULES IMPLICATIONS

The Subscriber is beneficially and ultimately owned by Mr. Mak, being the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company, and is a connected person of the Company under Chapter 14A of the Listing Rules. Mr. Mak holds 25,589,652 Shares and is deemed under Part XV of the SFO to be interested in an aggregate of 446,025,079 Shares held by Capital Winner, New Capital and Capital Force, representing approximately an aggregate of 54.01% of the issued share capital of the Company. Accordingly, the Subscription constitutes a connected transaction on the part of the Company and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. In addition, the Convertible Bonds and the Conversion Shares will be issued under the Specific Mandate which is subject to Independent Shareholders' approval at the SGM. The SGM will be convened and held for the purposes of considering, and if thought fit, approving, among other things, the Increase in Authorised Share Capital, the Subscription, and the Specific Mandate to allot and issue the Conversion Shares.

GENERAL

An Independent Board Committee comprising all the independent non-executive Directors has been established to consider, and to advise the Independent Shareholders regarding the Subscription and the transactions contemplated thereunder, and as to whether the Subscription is on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. Lego Corporate Finance has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

An SGM will be convened and held for the Shareholders to consider and, if thought fit, to approve by way of poll, among other matters, the Increase in Authorised Share Capital and for the Independent Shareholders to consider and, if thought fit, to approve by way of poll, among other matters, the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate for the allotment and issue of the Conversion Shares).

Save that the Subscriber and its associates, being interested in the transactions contemplated under the Subscription Agreement, shall abstain from voting for the resolution to approve the Subscription Agreement and the transactions contemplated thereunder at the SGM, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting for the resolution to approve the Subscription Agreement and the transactions contemplated thereunder at the SGM or the resolution to approve the Increase in Authorised Share Capital at the SGM. As at the date of this announcement, the Subscriber and its associates are interested in 471,614,731 Shares, representing approximately 54.01% of the issued share capital of the Company.

A circular containing, among others, (i) further details of the Increase in Authorised Share Capital; (ii) further details of the Subscription Agreement and the transactions contemplated thereunder, including the issue of the Convertible Bonds and the Conversion Shares under the Specific Mandate; (iii) a letter of recommendations from the Independent Board Committee to the Independent Shareholders; (iv) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Subscription Agreement; and (v) a notice convening the SGM will be despatched by the Company to the Shareholders on or before 12 December 2022 so as to allow sufficient time for preparation of the relevant information for inclusion in the circular.

Completion is subject to the fulfillment of the conditions precedent as set out in this announcement. As the Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

In order to accommodate to the development of the Group and to provide the Company with greater flexibility in the issue of the Conversion Shares under the Convertible Bonds and other possible fund-raising activities of the Company in the future as and when necessary, the Board proposes to increase the authorised share capital of the Company from HK\$200,000,000 divided into 2,000,000,000 Shares to HK\$2,000,000,000 divided into 20,000,000,000 Shares by the creation of an additional 18,000,000,000 unissued Shares. The Increase in Authorised Share Capital is subject to the approval of the Shareholders by the passing of an ordinary resolution by the Shareholders at the SGM, and the Increase in Authorised Share Capital will become effective on the date of the SGM upon the passing of the relevant ordinary resolution.

The Directors are of the view that the Increase in Authorised Share Capital is in the interests of the Company and the Shareholders as a whole.

BACKGROUND OF THE 2024 BONDS

As at the date of this announcement and immediately before the entering into of the Subscription Agreement, the aggregate outstanding principal amount of the 2024 Bonds is HK\$220,000,000, all of which is held by the Subscriber. The 2024 Bonds will fall due on 31 December 2024 and shall be redeemable at the option of the Company at any time on or before 31 December 2024.

The Board is pleased to announce that on 16 November 2022 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Company conditionally agrees to issue and the Subscriber conditionally agrees to subscribe for the Convertible Bonds in the principal amount of HK\$220,000,000 and pay the Subscription Price by setting off against the outstanding principal amount of the 2024 Bonds held by the Subscriber at Completion.

THE SUBSCRIPTION AGREEMENT

Set out below are the principal terms of the Subscription Agreement:

Date : 16 November 2022 (after trading hours)

Parties : (i) the Company as issuer; and
(ii) the Subscriber

The Subscriber is beneficially and ultimately owned by Mr. Mak, being the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company, and is a connected person of the Company under Chapter 14A of the Listing Rules

Subscription Price : HK\$220,000,000

The Subscription Price shall be set off against the outstanding principal amount of HK\$220,000,000 under the 2024 Bonds held by the Subscriber at Completion.

Conditions of the Subscription Agreement

The Subscription is conditional upon:

- (i) the passing by the Independent Shareholders of relevant resolution(s) at the SGM in compliance with the requirements of the Listing Rules approving:
 - (a) the Subscription Agreement and the transactions contemplated thereunder; and
 - (b) the issue of the Convertible Bonds and the Specific Mandate for the allotment and issue of the Conversion Shares to holder(s) of the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds;
- (ii) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained;
- (iii) all necessary consents and approvals required to be obtained on the part of the Subscriber in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained;

- (iv) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Conversion Shares to be allotted and issued upon exercise of the conversion rights attached to the Convertible Bonds;
- (v) none of the warranties given by the Company under the Subscription Agreement having been breached in any material respect (or, if capable of being remedied, has not been remedied), or is misleading or untrue in any material respect;
- (vi) none of the warranties given by the Subscriber under the Subscription Agreement having been breached in any material respect (or, if capable of being remedied, has not been remedied), or is misleading or untrue in any material respect; and
- (vii) the Increase in Authorised Share Capital having become effective.

In the event that the conditions of the Subscription are not fulfilled on or before 28 February 2023 or such other date as may be agreed between the parties to the Subscription Agreement, the Subscription Agreement shall cease and terminate and neither the Company nor the Subscriber shall have any obligations and liabilities under the Subscription Agreement.

Completion

The Subscription Agreement shall complete within 3 Business Days after the day on which the conditions set out above are fulfilled or, as the case may be, waived (or such later date as may be agreed between the Company and the Subscriber in writing). Upon Completion, the outstanding principal amount of the 2024 Bonds held by the Subscriber will be set-off against the Subscription Price in full, and the obligation and liability of the Company to the Subscriber under the 2024 Bonds will be extinguished.

Principal terms of the Convertible Bonds

Issuer	:	The Company
Subscriber	:	Treasure Goal International Limited, which is principally engaged in investment holding
Issue price	:	100% of the principal amount
Principal amount	:	HK\$220,000,000
Conversion price	:	The Conversion Price per Conversion Share shall be HK\$0.16, subject to adjustments as hereafter described

- Adjustment events : The Conversion Price shall from time to time be subject to adjustment upon occurrence of the following events:
- (a) an alteration to the nominal amount of the Shares by way of consolidation, sub-division, or reclassification;
 - (b) an issue (other than in lieu of cash dividend and other than issue that would amount to capital distribution) of any Shares credited as fully paid to the Shareholders by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
 - (c) a capital distribution (in cash or specie and whether on a reduction of capital or otherwise) to the Shareholders or grant to the Shareholders rights to acquire for cash assets of the Group;
 - (d) an offer of new Shares to the Shareholders for conversion by way of rights, or grant, to Shareholders of any options or warrants to subscribe for new Shares, at a price which is less than 90% of the market price on the date of the announcement of the terms of the offer or grant;
 - (e) (aa) an issue of securities wholly for cash or for reduction of liabilities or for acquisition of asset which by their terms are convertible into or exchangeable for or carry rights of conversion for new Shares, and the total effective consideration per Share initially receivable for such securities is less than 90% of the market price on the date of the announcement of the terms of issue of such securities;

(bb) modification of the rights of conversion or exchange or subscription attached to any such securities as are mentioned in section (aa) of this paragraph (e), so that the total effective consideration per Share initially receivable for such securities shall be less than 90% of the market price on the date of announcement of the proposal to modify such rights of conversion or exchange or subscription;

(f) an issue of any Shares wholly for cash or for reduction of liabilities at a price per Share which is less than 90% of the market price on the date of the announcement of the terms of such issue; and

(g) an issue of any Shares for the acquisition of asset at a total effective consideration per Share which is less than 90% of the market price at the date of the announcement of the terms of such issue.

Interest rate : 4.5% per annum (payable monthly)

Conversion Shares : Based on the principal amount of the Convertible Bonds of HK\$220,000,000, the Convertible Bonds are convertible into 1,375,000,000 Conversion Shares at the initial conversion price of HK\$0.16 per Conversion Share (subject to adjustments)

Conversion period : The period commencing from the issue date of the Convertible Bonds up to 4:00 p.m. (Hong Kong time) on the day immediately prior to and exclusive of the Maturity Date

- Conversion rights and restrictions : The holder(s) of the Convertible Bonds shall, subject to compliance with the procedures set out in the terms and conditions thereunder, have the right at any time during the conversion period to convert the whole or part of the outstanding principal amount of the Convertible Bonds registered in its name into the Conversion Shares provided further that (i) any conversion shall be made in amounts of not less than a whole multiple of HK\$500,000 on each conversion save that if at any time the aggregate outstanding principal amount of the Convertible Bonds is less than HK\$500,000, the whole (but not part only) of the outstanding principal amount of the Convertible Bonds may be converted; and (ii) the exercise of the conversion rights attached to the Convertible Bonds will not cause the Company to be unable to meet the public float requirement under the Listing Rules.
- Early redemption at the option of the Company : The Company shall be entitled at its sole discretion, by giving not less than seven (7) days' notice to the holder(s) of the Convertible Bonds, propose to the holder(s) to redeem the outstanding Convertible Bonds (in multiples of HK\$500,000 or such lesser amount as may represent the entire principal amount thereof) an amount equivalent to 100% of the principal amount of such outstanding Convertible Bonds at any time after the date of issue of the Convertible Bonds up to and including the date falling seven (7) days immediately before the maturity date of the Convertible Bonds.
- Ranking : The Conversion Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issue on the relevant conversion date including the right to all dividends or other distributions, paid or made on or after the relevant conversion date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the relevant conversion date.
- Maturity date : 31 December 2025

- Voting rights : The holder(s) of the Convertible Bonds shall not have any right to attend or vote in any general meeting of the Company
- Transferability : Subject to compliance with the Listing Rules, the Convertible Bonds may be transferred or assigned in whole or in part in integral multiples of HK\$500,000 by the holder(s) of the Convertible Bonds to any party, save and except that the Convertible Bonds shall not be transferred to a connected person of the Company unless with the prior written consent of the Company
- Security : The obligations of the Company under the Convertible Bonds are unsecured

Based on the initial Conversion Price of HK\$0.16 per Conversion Share, a maximum number of 1,375,000,000 Conversion Shares will be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds in full, which represent: (i) approximately 157.48% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 61.16% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares upon the exercise of the conversion rights attaching to the Convertible Bonds in full.

The maximum aggregate nominal value of the Conversion Shares is HK\$137,500,000.

Conversion Price

The initial Conversion Price of HK\$0.16 per Conversion Share represents:

- (i) a premium of approximately 10.35% over the closing price of HK\$0.145 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement; and
- (ii) a premium of approximately 5.82% over the average closing price of HK\$0.1512 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Subscription Agreement.

The net Conversion Price, after deduction of relevant expenses, is approximately HK\$0.1596 per Conversion Share.

The Conversion Price was arrived at after arm's length negotiations between the Company and the Subscriber, taking into account of, among others, the recent trading performance of the Shares and the financial position of the Group. The Directors (excluding the members of the Independent Board Committee whose views are to be included in the circular to be despatched by the Company, after being advised by the Independent Financial Adviser) consider that the Conversion Price and the terms and conditions of the Subscription Agreement and the Convertible Bonds are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Mandate to issue the Conversion Shares

The Conversion Shares will be allotted and issued pursuant to the Specific Mandate to be sought from the Shareholders at the SGM.

Application for listing

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares. No application will be made for listing of, or permission to deal in, the Convertible Bonds on the Stock Exchange or any other stock exchange.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon full conversion of the Convertible Bonds at the initial Conversion Price (assuming that there are no other changes to the shareholding structure of the Company from the date of this announcement up to the full conversion of the Convertible Bonds) are as follows:

	(i) As at the date of this announcement		(ii) Immediately upon full conversion of the Convertible Bonds at the initial Conversion Price ^(Note 3)	
	No. of Shares	Approximate %	No. of Shares	Approximate %
The Subscriber	–	–	1,375,000,000	61.16
Mr. Mak ^(Note 1)	25,589,652	2.93	25,589,652	1.14
Capital Winner Investments Limited (“ Capital Winner ”) ^(Note 2)	177,798,672	20.36	177,798,672	7.91
New Capital Industrial Limited (“ New Capital ”) ^(Note 2)	171,357,615	19.63	171,357,615	7.62
Capital Force International Limited (“ Capital Force ”) ^(Note 2)	96,868,792	11.09	96,868,792	4.31
Other public Shareholders	<u>401,496,721</u>	<u>45.99</u>	<u>401,496,721</u>	<u>17.86</u>
Total	<u>873,111,452</u>	<u>100.00</u>	<u>2,248,111,452</u>	<u>100.00</u>

Notes:

1. Mr. Mak is the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company.
2. Capital Winner, New Capital and Capital Force are private corporations owned as to 51% by Mr. Mak and as to 49% by Mr. Mak Chun Kiu, a son of Mr. Mak, beneficially. Mr. Mak is deemed to be interested in 446,025,079 Shares held by these companies under the SFO as he controls the exercise of all the voting power at respective general meetings of these companies.
3. For illustration purposes only, under the terms of the Convertible Bonds, the exercise of the conversion rights attached to the Convertible Bonds shall not cause the Company to be unable to meet the public float requirements under the Listing Rules.

FUND RAISING DURING THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising exercises in the past twelve months immediately preceding the date of this announcement.

INFORMATION OF THE GROUP

The Company is an investment holding company. As at the date of this announcement, the Group is principally engaged in (i) property business; (ii) securities business; (iii) Blackbird Group's multi-faceted automotive business; (iv) investment in collectible precision devices; and (v) cultural entertainment business.

INFORMATION OF THE SUBSCRIBER

The Subscriber is an investment holding company. The Subscriber is beneficially and ultimately owned by Mr. Mak, being the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company, and is a connected person of the Company under Chapter 14A of the Listing Rules.

REASONS FOR AND BENEFITS OF THE PROPOSED ISSUE OF THE CONVERTIBLE BONDS AND USE OF PROCEEDS

As at the date of this announcement, the outstanding principal amount of the 2024 Bonds held by the Subscriber is HK\$220,000,000 and will fall due on 31 December 2024. The 2024 Bonds shall be redeemable at the option of the Company at any time on or before 31 December 2024.

The Board considers that the issue of the Convertible Bonds at the Subscription Price which will be set off against the outstanding principal amount of the 2024 Bonds held by the Subscriber allows the Company to retain its financial resources for a longer period of time and represents an opportunity to enhance the working capital of the Company.

No net proceeds will be received by the Company from the issue of the Convertible Bonds. The outstanding principal amount of the 2024 Bonds of HK\$220,000,000 held by the Subscriber as at the date of this announcement will be settled through the issuance of the Convertible Bonds on the date of Completion to the Subscriber. Accordingly, no immediate cash outflow will be incurred in the settlement of the outstanding principal amount of the 2024 Bonds held by the Subscriber, thus providing more flexibility to the Company in its future cash management. The conversion of the Convertible Bonds (if any) may also strengthen the capital base and reduce the liability of the Company, and thus improve the financial position of the Company.

Hence, the Directors (excluding the members of the Independent Board Committee whose views are to be included in the circular to be despatched by the Company, after being advised by the Independent Financial Adviser) consider that the terms and conditions of the Subscription Agreement and the Convertible Bonds are fair and reasonable based on the current market conditions and are on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The Subscriber is beneficially and ultimately owned by Mr. Mak, being the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company, and is a connected person of the Company under Chapter 14A of the Listing Rules. Mr. Mak holds 25,589,652 Shares and is deemed under Part XV of the SFO to be interested in an aggregate of 446,025,079 Shares held by Capital Winner, New Capital and Capital Force, representing approximately an aggregate of 54.01% of the issued share capital of the Company. Accordingly, the Subscription constitutes a connected transaction on the part of the Company and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. In addition, the Convertible Bonds and the Conversion Shares will be issued under the Specific Mandate which is subject to Independent Shareholders' approval at the SGM. The SGM will be convened and held for the purposes of considering, and if thought fit, approving, among other things, the Increase in Authorised Share Capital, the Subscription, and the Specific Mandate to allot and issue the Conversion Shares.

Mr. Mak has abstained from voting on the resolutions in relation to the Subscription Agreement proposed to the Board. Save as disclosed above, none of the Directors attended the Board meeting has a material interest in the Subscription.

GENERAL

An Independent Board Committee comprising all the independent non-executive Directors has been established to consider, and to advise the Independent Shareholders regarding the Subscription and the transactions contemplated thereunder, and as to whether the Subscription is on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. Lego Corporate Finance has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

An SGM will be convened and held for the Shareholders to consider and, if thought fit, to approve by way of poll, among other matters, the Increase in Authorised Share Capital and for the Independent Shareholders to consider and, if thought fit, to approve by way of poll, among other matters, the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate for the allotment and issue of the Conversion Shares).

Save that the Subscriber and its associates, being interested in the transactions contemplated under the Subscription Agreement, shall abstain from voting for the resolution to approve the Subscription Agreement and the transactions contemplated thereunder at the SGM, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting for the resolution to approve the Subscription Agreement and the transactions contemplated thereunder at the SGM or the resolution to approve the Increase in Authorised Share Capital at the SGM. As at the date of this announcement, the Subscriber and its associates are interested in 471,614,731 Shares, representing approximately 54.01% of the issued share capital of the Company.

A circular containing, among others, (i) further details of the Increase in Authorised Share Capital; (ii) further details of the Subscription Agreement and the transactions contemplated thereunder, including the issue of the Convertible Bonds and the Conversion Shares under the Specific Mandate; (iii) a letter of recommendations from the Independent Board Committee to the Independent Shareholders; (iv) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Subscription Agreement; and (v) a notice convening the SGM will be despatched by the Company to the Shareholders on or before 12 December 2022 so as to allow sufficient time for preparation of the relevant information for inclusion in the circular.

Completion is subject to the fulfillment of the conditions precedent as set out in this announcement. As the Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“2024 Bonds”	the bonds due on 31 December 2024 issued by the Company on 29 April 2022 with coupon rate of 4.5% per annum and an aggregate outstanding principal amount of HK\$220,000,000 as at the date of this announcement
“Board”	Board of Directors of the Company
“Business Day(s)”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which “extreme conditions” announced by the Government of Hong Kong or a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon

“Company”	CCT Fortis Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on the Stock Exchange (stock code: 138)
“Completion”	the completion of the Subscription under the Subscription Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Conversion Price”	the conversion price per Conversion Share (subject to adjustments) of the Convertible Bonds
“Conversion Share(s)”	the Shares to be issued and allotted upon conversion of the Convertible Bonds
“Convertible Bonds”	the 4.5% coupon convertible bonds due on 31 December 2025 in the principal amount of HK\$220,000,000 to be issued by the Company to the Subscriber in accordance with the terms of the Subscription Agreement
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Increase in Authorised Share Capital”	the proposed increase in authorised share capital of the Company from HK\$200,000,000 divided into 2,000,000,000 Shares to HK\$2,000,000,000 divided into 20,000,000,000 Shares
“Independent Board Committee”	an independent board committee comprising the independent non-executive Directors to advise the Independent Shareholders as to the fairness and reasonableness of the proposed Subscription and the transactions contemplated thereunder

“Independent Financial Adviser” or “Lego Corporate Finance”	Lego Corporate Finance Limited, a corporation licensed to carry on type 6 (advising on corporate finance) regulated activity under the SFO, and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Subscription
“Independent Shareholders”	the Shareholders not required under the Listing Rules to abstain from voting on the resolution(s) approving the Subscription Agreement and the transactions contemplated thereunder including but not limited to the grant of the Specific Mandate for the allotment and issue of the Conversion Shares
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Maturity Date”	31 December 2025, being the maturity date of the Convertible Bonds
“Mr. Mak”	Mr. Mak Shiu Tong, Clement is the sole beneficial owner of the Subscriber and the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company, and holds 25,589,652 Shares and is deemed under Part XV of the SFO to be interested in 446,025,079 Shares, representing approximately an aggregate of 54.01% of the issued share capital of the Company as the date of this announcement
“PRC”	the People’s Republic of China which, and for the sole purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held to consider and approve (i) the Increase in Authorised Share Capital; and (ii) the Subscription Agreement and the transactions contemplated thereunder including the grant of the Specific Mandate for the allotment and issue of the Conversion Shares

“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Specific Mandate”	the specific mandate to be granted by the Independent Shareholders at the SGM to allot and issue the Conversion Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Treasure Goal International Limited, a company incorporated in the British Virgin Islands with limited liability, which is beneficially and ultimately owned by Mr. Mak
“Subscription”	the subscription of the Convertible Bonds contemplated under the Subscription Agreement
“Subscription Agreement”	the conditional subscription agreement dated 16 November 2022 and entered into between the Company as issuer and the Subscriber in relation to the subscription of the Convertible Bonds
“Subscription Price”	the subscription price of HK\$220,000,000 pursuant to the Subscription Agreement
“%”	per cent.

By Order of the Board
CCT FORTIS HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman and Chief Executive Officer

Hong Kong, 16 November 2022

As at the date of this announcement, the executive Directors are Mr. Mak Shiu Tong, Clement and Ms. Cheng Yuk Ching, Flora and the independent non-executive Directors are Mr. Chen Li, Mr. Chow Siu Ngor and Mr. Lau Ho Kit, Ivan.