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烽翼集團
CANOPY SKYFIRE

Canopy SkyFire Group Limited
烽翼集團有限公司

(Formerly known as Shanyu Group Holdings Company Limited 善裕集團控股有限公司)
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8245)

MAJOR TRANSACTION — ACQUISITION OF THE SALE SHARES IN THE TARGET COMPANIES

Financial Adviser to the Company

J & Partners Capital Limited

THE ACQUISITION

The Board is pleased to announce that on 24 August 2026 (after trading hours), the Purchaser, a wholly-owned subsidiary of the Company, and the Vendor entered into the Agreement in relation to the sale and purchase of the Sale Shares at an aggregate consideration of HK$5,070,000. Completion of the Agreement is conditional upon, among others, the Conditions Precedent as set out in the Agreement being satisfied.

The Target Companies are principally engaged in the retail and wholesale of mobile phones and accessories. Upon the Completion, the Target Companies will become an indirect non-wholly owned subsidiary of the Company and an indirect wholly-owned subsidiary of the Company, and accordingly, the financial information of the Target Companies will be consolidated into the accounts of the Group.

GEM LISTING RULE IMPLICATIONS

As one of the applicable percentage ratios is greater than 25% but less than 100%, the Acquisition constitutes a major transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the requirements of reporting, announcement and Shareholders' approval pursuant to the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Acquisition and therefore, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Acquisition.

GENERAL

An EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Acquisition and the transactions contemplated thereunder. A circular containing, among other things, (i) further details of the Acquisition and the transactions contemplated thereunder; (ii) a notice of EGM and proxy form; (iii) the financial information of the Target Companies; and (iv) other information required to be disclosed under the GEM Listing Rules, is expected to be despatched to the Shareholders on or before 14 September 2026.

WARNING NOTICE

Shareholders and potential investors of the Company should be aware that the Agreement is subject to the fulfillment of Conditions Precedent, as set out in the subsection headed "Conditions Precedent" of this announcement, being satisfied, and consequently the Acquisition may or may not proceed. Accordingly, they are advised to exercise caution when dealing in the securities of the Company and if they are in any doubt about their position, they should consult their professional advisers.

INTRODUCTION

The Board is pleased to announce that on 24 August 2026 (after trading hours), the Purchaser, a directly wholly-owned subsidiary of the Company, and the Vendor entered into the Agreement in relation to the sale and purchase of the Sale Shares. Completion of the Agreement is conditional upon, among others, the Conditions Precedent as set out in the Agreement being satisfied.

The principal terms of the Agreement are set out below:

THE AGREEMENT

Date

24 August 2026 (after trading hours)

Parties

Purchaser: Joy Ultima Holdings Limited, a direct wholly-owned subsidiary of the Company

Vendor: Mr. Lui Hon Fai

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor is an Independent Third Party of the Company and its connected persons as defined under the GEM Listing Rules.

Assets to be acquired by the Company

The Sale Shares, being 70% of the issued share capital of Tradelux Investment Limited and 100% of the issued share capital of Asian Link Limited.

Consideration

The Consideration of HK$5,070,000 shall be paid by the Purchaser to the Vendor in cash as follows:

(a) HK$507,000 (being 10% of the Consideration) shall be payable in cash upon the execution of the Agreement;

(b) HK$3,042,000 (being 60% of the Consideration) shall be payable in cash on or before 15 September 2026; and

(c) HK$1,521,000 (being 30% of the Consideration) shall be payable in cash on the Completion Date.

The Consideration was determined after arm's length negotiations between the Purchaser and the Vendor and was determined with reference to, among other things, the followings:

(i) the historical track record of the Target Companies;

(ii) the preliminary valuation assessment of 100% of the Target Companies of approximately HK$8.1 million as at 30 June 2026 based on the market approach conducted by the independent valuer, details of which, including details of the assumptions, basis and methodology of the valuation, will be set forth in the circular to be despatched to the Shareholders;

(iii) the net asset value of the Target Companies as at 30 June 2026; and

(iv) the factors as set out in the section headed "Reasons for the Acquisition" in this announcement.

The Directors consider that the Consideration and the terms and conditions of the Agreement are fair and reasonable and on normal commercial terms and the Acquisition is in the interests of the Company and the Shareholders as a whole.

The Group intends to satisfy the Consideration in full by its internal resources.

Working capital arrangement

Pursuant to the Agreement, the Purchaser shall, within ten Business Days after the Completion Date, provide working capital to Tradelux Investment Limited in the amount of HK$500,000. The Group intends to fund such working capital from internal resources.

Conditions Precedent

Completion is conditional upon the following conditions being fulfilled:

(a) the passing by the Shareholders at the EGM of all necessary resolutions approving the Acquisition and the transactions contemplated thereunder; and

(b) all necessary consents, approvals, permits, authorisations, waivers or notices required to be obtained on the part of the Parties having obtained from the relevant third parties (if required) in connection with the transactions contemplated under the Agreement.

Completion

Subject to the fulfillment of all the Conditions Precedent and all relevant obligations under the Agreement, Completion shall take place on the Completion Date.

Upon Completion, Tradelux Investment Limited will become an indirect non-wholly owned subsidiary of the Company and Asian Link Limited will become an indirect wholly-owned subsidiary of the Company and accordingly, the financial information of the Target Companies will be consolidated into the accounts of the Group.

INFORMATION ON THE COMPANY

The Company is an investment holding company. The Group is a two-way radio product designer and manufacturer established in 2001. The Group derives revenue principally from designing, manufacturing and selling of two-way radios, baby monitors and plastic products on original design manufacturing basis and provision of IT services.

INFORMATION ON THE VENDOR

The Vendor holds (i) 100% of the issued share capital of Tradelux Investment Limited, a company incorporated in Hong Kong and (ii) 100% of the issued share capital of Asian Link Limited, a company incorporated in Hong Kong.

To the best knowledge, information and belief of the Directors of the Company, having made all reasonable enquiries, the Vendor is a third party independent of the Company and its connected persons as defined under the GEM Listing Rules.

INFORMATION ON TARGET COMPANIES

Tradelux Investment Limited is a company incorporated in Hong Kong in 1989 with limited liability and is principally engaged in the retail and wholesale of mobile phones and accessories. Asian Link Limited is a company incorporated in Hong Kong in 2023 with limited liability and is principally engaged in expanding the Target Companies' local retail network and deeply cultivating the Hong Kong commercial real estate market.

The Vendor holds (i) 100% of the issued share capital of Tradelux Investment Limited and (ii) 100% of the issued share capital of Asian Link Limited. Through the Target Companies' retail network operated under the trade name Multi-Link (廣匯通訊), the business has been in operation since 1994 and focuses on the sale and distribution (retail and wholesale) of mobile phones and accessories.

The Multi-Link retail stores are located in Hong Kong, including branches covering Tseung Kwan O, Ma On Shan, Lantau Island and Tuen Mun.

FINANCIAL INFORMATION OF THE TARGET COMPANIES

Set out below is the summary of the financial information of (i) Tradelux Investment Limited for the two financial years ended 30 June 2025 and 2026, and (ii) Asian Link Limited for the two financial years ended 31 March 2025 and 2026, and the three months ended 30 June 2026:

1. Tradelux Investment Limited

	For the year ended 30 June	
	2025	**2026**
	HK$'000	*HK$'000*
	(Audited)	(Unaudited)
Turnover	28,685	25,980
Net profit (before tax)	1,140	2,008
Net profit (after tax)	1,140	2,008
Net assets	1,805	3,813

2. Asian Link Limited

	For the year ended 31 March		**For three months ended 30 June**
	2025	**2026**	**2026**
	HK$'000	*HK$'000*	*HK$'000*
	(Unaudited)	(Unaudited)	(Unaudited)
Turnover	1	176	381
Net (loss)/profit (before tax)	(7)	(3)	3
Net (loss)/profit (after tax)	(7)	(3)	3
Net liability	(7)	(10)	(7)

REASONS FOR THE ACQUISITION

(i) Potential synergy effect with the Group's manufacturing and selling business

The Target Companies operate in the mobile phone and accessories retail and wholesale segment through its Multi-Link network. The Board believes this business can complement the Group's existing capabilities in product sourcing, trading, supply chain coordination and sales execution, enabling the Group to leverage its experience in consumer electronics-related product operations to support the Target Companies' expansion and improve operating efficiency after Completion.

In addition, the acquisition may create opportunities for the Group to explore cross-selling, product portfolio expansion and channel cooperation, by combining the Target Companies' established retail presence with the Group's product development and procurement strengths, thereby enhancing the Group's overall competitiveness and market reach.

(ii) Diversification of the Group's clientele

The Group has historically derived a significant portion of revenue from a concentrated customer base, and its revenue performance has been sensitive to customers' purchase order patterns. The Acquisition provides the Group with exposure to a different customer segment and demand cycle in mobile phone and accessories wholesale sectors, which broadening the Group's revenue sources and reducing reliance on its existing product categories and customer mix.

Accordingly, the Board considers that the Target Companies can help create a more balanced business structure and strengthen the Group's resilience against fluctuations in individual product categories.

(iii) Solid historical track records and positive future prospects of the Target Companies

The Target Companies have demonstrated a business track record with improving results. Based on the financial information disclosed above, the Target Companies recorded net profit after tax of approximately HK$1.1 million for the financial year ended 30 June 2025 and approximately HK$2.0 million for financial year ended 30 June 2026, with net assets of approximately HK$3.8 million as at 30 June 2026.

The Board believes that, upon completion, the acquisition will (a) bring in an additional source of revenue, (b) improve the Group's overall profitability, and (c) strengthen the Group's business scale in terms of revenue and profit base. The Company also intends to retain the existing core management team of the Target Companies, which the Board considers important for maintaining continuity of operations and supporting the Target Companies' future development.

Taking into account (a) the Group's ongoing efforts to diversify and expand, (b) the potential operational and commercial synergies, and (c) the Target Companies' financial performance and prospects, the Board considers that the acquisition is conducted on normal commercial terms and is in the interests of the Company and the Shareholders as a whole.

GEM LISTING RULE IMPLICATIONS

As one of the applicable percentage ratios is greater than 25% but less than 100%, the Acquisition constitutes a major transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the requirements of reporting, announcement and Shareholders' approval pursuant to the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Acquisition and therefore, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Acquisition.

GENERAL

An EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Acquisition and the transactions contemplated thereunder. A circular containing, among other things, (i) further details of the Acquisition and the transactions contemplated thereunder; (ii) a notice of EGM and proxy form; (iii) the financial information of the Target Companies; and (iv) other information required to be disclosed under the GEM Listing Rules, is expected to be despatched to the Shareholders on or before 14 September 2026.

WARNING NOTICE

Shareholders and potential investors of the Company should be aware that the Agreement is subject to the fulfillment of the Conditions Precedent, as set out in the subsection headed "Conditions Precedent" of this announcement, being satisfied, and consequently the Acquisition may or may not proceed. Accordingly, they are advised to exercise caution when dealing in the securities of the Company and if they are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

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

"Acquisition"	the proposed acquisition of the Sale Shares by the Company from the Vendor pursuant to the terms and conditions of the Agreement

"Agreement"	the sale and purchase agreement dated 24 August 2026 entered into between the Purchaser and the Vendor in respect of the Acquisition
"Asian Link Limited"	a company incorporated in the Hong Kong with limited liability
"Board"	board of Directors of the Company
"Business Day(s)"	a day (excluding Saturday, Sunday and other general holidays in Hong Kong and any day on which a tropical cyclone warning no. 8 or above is hoisted) on which licensed banks in Hong Kong are generally open for business
"BVI"	the British Virgin Islands
"Company"	Canopy Skyfire Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
"Completion"	completion of the Acquisition
"Completion Date"	the date on which Completion occurs, being a date within five (5) Business Days after the fulfillment of the Conditions Precedent and in any event no later than 31 October 2026, or such other date as the parties may agree in writing
"Conditions Precedent"	the conditions precedent of the Agreement, details of which are set out in the subsection headed "Conditions Precedent" in this announcement
"connected person(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Consideration"	the aggregate consideration in relation to the sale and purchase of the Sale Shares, the details of which are set out in the section headed "Consideration" in this announcement
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting to be held by the Company for the purpose of considering and, if thought fit, approving the Acquisition and the transactions contemplated thereunder

"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	The Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	third party(ies) independent of the Company and its connected persons (as defined under the GEM Listing Rules)
"Long Stop Date"	means 30 November 2026 (being a date to be agreed between the parties, falling after the Completion Date), or such later date as the parties may agree in writing
"PRC"	the People's Republic of China, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
"Purchaser"	Joy Ultima Holdings Limited, a company incorporated in BVI with limited liability and a direct wholly-owned subsidiary of the Company
"Sale Shares"	70% of the issued share capital of Tradelux Investment Limited and 100% of the issued share capital of Asian Link Limited
"Share(s)"	ordinary share(s) of HK$0.0625 each in the issued share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Companies"	Tradelux Investment Limited and Asian Link Limited

"Tradelux Investment Limited"	a company incorporated in the Hong Kong with limited liability
"Vendor"	Mr. Lui Hon Fai, an Independent Third Party
"%"	per cent

By Order of the Board
Canopy SkyFire Group Limited
Shih Mei Ling
Chairperson

Hong Kong, 24 August 2026

As at the date of this announcement, the Board comprises two executive Directors, namely Ms. Wong Ming Kwan Victoria and Mr. Chu Wai Biu; one non-executive director namely Ms. Shih Mei Ling and three independent non-executive Directors, namely Mr. Choi Pun Lap, Mr. Yu Lap Pan and Ms. Chow Ching Man.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the website of the Exchange at www.hkexnews.hk for at least seven days from the day of its publication. This announcement will also be published on the Company's website at www.canopyskyfire.com.