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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent
Mont Avenir Capital Limited

On 28 August 2026, the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has agreed to place, on a best effort basis, to not less than six independent Placees for up to 57,900,000 new Shares at a price of HK$0.120 per Placing Share, for and on behalf of the Company.

The Placing is conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of and permission to deal in the Placing Shares. If such condition is not fulfilled, the Placing will not proceed.

The maximum number of 57,900,000 Placing Shares represents approximately 19.99% of the entire issued share capital of the Company of 289,541,272 Shares as at the date of this announcement and approximately 16.67% of the Company's entire issued share capital as enlarged by the Placing. The net proceeds from the Placing of approximately HK$6.88 million (assuming the Placing Shares are fully placed and after all relevant expenses) will be used as working capital for the Group's operating business.

THE PLACING AGREEMENT

Date:	28 August 2026
Placing Agent:	Mont Avenir Capital Limited. To the best of the Company's knowledge, information and belief, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.
Placees:	The Placing Shares will be placed to not less than six Placees (who will be independent individual, corporate and/or other investors) and their ultimate beneficial owners will be Independent Third Parties. It is expected that no Placee will become a substantial Shareholder (as such term is defined in the GEM Listing Rules) immediately following completion of the Placing.
Number of Placing Shares:	Up to 57,900,000 new Shares, to be placed by the Placing Agent on a best effort basis. Assuming the Placing Shares are fully placed, the Placing Shares represents approximately 19.99% of the entire issued share capital of the Company of 289,541,272 Shares as at the date of this announcement and approximately 16.67% of the Company's entire issued share capital as enlarged by the Placing. The nominal value of the Placing Shares is HK$3,618,750.
Placing Price:	HK$0.120 per Placing Share. The Placing Price was agreed after arm's length negotiations between the Company and the Placing Agent, with reference to, among other things, the recent trading price of the Shares on GEM. The Placing Price represents:

(a) a discount of approximately 7.69% to the closing price of HK$0.130 per Share as quoted on the GEM on 28 August 2026, being the date of the Placing Agreement; and

(b) a discount of approximately 7.55% to the average closing price of approximately HK$0.130 per Share as quoted on the GEM for the last 5 full trading days of the Shares immediately before 28 August 2026 being the date of the Placing Agreement.

The Company will bear the costs and expenses in connection with the Placing and the net proceeds from the Placing is estimated to be approximately HK$6.88 million (assuming the Placing Shares are fully placed). As a result, the net price per Placing Share will be approximately HK$0.119.

Placing Commission:	The Placing Agent will receive a placing commission of 1.0% on the gross proceeds of the Placing.
General Mandate:	The Placing Shares will be issued pursuant to the general mandate to allot, issue and deal with Shares granted to the Directors by resolution of the Shareholders passed at the Company's annual general meeting held on 21 August 2026 up to 57,908,254 Shares. As at the date of this announcement, no Shares have been agreed to be issued pursuant to the general mandate.
Ranking of Placing Shares:	The Placing Shares, when issued and fully paid, will rank pari passu among themselves and with Shares in issue at the time of issue an allotment of the Placing Shares.
Conditions to the Placing:	The Placing is conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of and permission to deal in the Placing Shares. If the above condition is not fulfilled on or prior to 18 September 2026 or such later date as may be agreed between the Company and the Placing Agent, the Placing Agreement shall terminate and none of the Parties shall have any claim against the others for costs, damages, compensation or otherwise (save in respect of any antecedent breach). Application will be made to the Stock Exchange for approval for the listing of and permission to deal in the Placing Shares. No Shareholder approval is required for the Placing.
Completion of the Placing:	Subject to the satisfaction of the condition set out above, the Placing is expected to be completed on the third Business Day after fulfillment of the said condition or such later time and/or such other date as the Placing Agent and the Company may agree.
Termination:	The Placing Agent may terminate the Placing Agreement prior to completion of the Placing Agreement if in the opinion of the Placing Agent the success of the Placing or the business or financial prospects of the Group would or is likely to be materially and adversely affected by: (a) any material breach of any of the representations and warranties set out in the Placing Agreement; or

(b) any suspension in dealings in or the listing of the Shares on the Stock Exchange for a period of more than 5 trading days (other than in connection with the Placing); or

(c) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof; or

(d) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date hereof and including an event or change in relation to or a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions; or

(e) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or

(f) a change or development involving a prospective change in taxation in Hong Kong or the People's Republic of China or the implementation of exchange controls which shall or might materially and adversely affect the Group or its present or prospective shareholders in their capacity as such; or

(g) any change or deterioration in the conditions of local, national or international securities markets.

EFFECT OF THE PLACING ON SHAREHOLDING

The shareholdings in the Company as at the date of this announcement and immediately after completion of the Placing is and will be as follows:

Shareholders	**As at the date of this announcement**		**Immediately after completion of the Placing assuming the Placing Shares are fully subscribed**	
	No. of Shares	*%*	*No. of Shares*	*%*
Chu Wai Biu	25,727,272	8.89	25,727,272	7.40
Shanghai International Shanghai Growth Investment Limited	26,200,000	9.05	26,200,000	7.54
Lau Lai Yee	21,162,000	7.31	21,162,000	6.09
Placees	-	-	57,900,000	16.67
Other public Shareholders	216,452,000	74.75	216,452,000	62.30
Total	289,541,272	100.00	347,441,272	100.00

REASONS FOR AND BENEFITS OF THE PLACING

The Group principally engaged in designing, manufacturing and selling of two-way radios, baby monitors and plastic products on original design manufacturing basis and provision of IT services.

The Directors believe that the Placing represents an opportunity to provide immediate funding to strengthen the Company's financial position as well as to enlarge the shareholding base of the Company within a relatively shorter time frame and at a lower cost compared with other means of fund raising. Accordingly, the Board (including the independent non-executive Directors) is of the view that the Placing is in the interests of the Company and the Shareholders as a whole, and the terms of the Placing Agreement are on normal commercial terms and are fair and reasonable.

USE OF NET PROCEEDS FROM THE PLACING

The Company intends to use the net proceeds from the Placing, amounting to approximately HK$6.88 million, for the general working capital of the Group, including: (i) approximately HK$0.79 million for director remuneration; (ii) approximately HK$3.93 million for staff salaries; (iii) approximately HK$0.48 million for legal and professional expenses; (iv) approximately HK$0.45 million for audit fees; (v) approximately HK$0.54 million for the repayment of amounts due to a director; (vi) approximately HK$0.35 million for the purchase of computer equipment; and (vii) the remaining approximately HK$0.34 million for other general working capital of the Group, including but not limited to the management fee charged by the landlord of the new Company's office. The Company will bear all costs and expenses in connection with the Placing, amounting to approximately HK$69,000.

Set out below is the breakdown of the specific usages of the proceeds for general working capital:

Use of Net Proceeds	**Allocation of Net Proceeds**	**Expected Timeline of Usage**
Director remuneration	HK$0.79 million	By September 2027
Staff salaries	HK$3.93 million	By September 2027
Legal and professional expenses	HK$0.48 million	By October 2026
Audit fees	HK$0.45 million	By August 2027
Repayment of amount due to a director	HK$0.54 million	By September 2026
Computer Equipment	HK$0.35 million	By September 2026
Other general working capital	HK$0.34 million	By September 2027
Total	HK$ 6.88 million	

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has undertaken equity fund raising activities during the 12 months immediately preceding the date of this announcement. On 20 March 2026 (after trading hours), the Company entered into a placing agreement with the Placing Agent, pursuant to which the Placing Agent agreed to place, on a best-effort basis, up to 41,360,000 new Shares at a price of HK$0.083 per placing Share, for and on behalf of the Company, to not less than six independent placees. All conditions precedent set out in the placing agreement have been fulfilled, and the placing was completed on 14 April 2026. A total of 41,360,000 new Shares were issued to not less than six placees at the placing price. As at the date of this announcement, the net proceeds with a specified utilisation timeline by September 2026 have been fully utilised. Details are set out in the Company's announcements dated 20 March 2026 and 15 April 2026.

DEFINITIONS:

Unless the context otherwise requires, the following terms shall have the meanings set out below:

"Board"	board of Directors
"Business Day"	a day (excluding Saturday and other general holidays in Hong Kong) on which banks in Hong Kong are generally open for business
"Company"	Canopy SkyFire Group Limited, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on GEM
"connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	an independent third party, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, who is not connected with the Company and its connected persons (as defined under the GEM Listing Rules)
"Placee"	any individual, corporate or other investor procured by the Placing Agent to purchase any of the Placing Shares pursuant to the Placing Agreement
"Placing"	the placing of the Placing Shares by the Company, through the Placing Agent, pursuant to the Placing Agreement
"Placing Agent"	Mont Avenir Capital Limited

"Placing Agreement"	the placing agreement entered into between the Company and the Placing Agent dated 28 August 2026 in relation to the Placing
"Placing Price"	HK$0.120 per Placing Share
"Placing Shares"	a maximum of 57,900,000 new Shares to be placed pursuant to the Placing Agreement
"Share(s)"	ordinary share(s) of par value HK$0.0625 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

Shareholders and potential investors should note that the Placing is subject to the fulfilment of the condition(s) as set out in the Placing Agreement, and that the Placing may or may not proceed to completion. Shareholders of the Company and potential investors are reminded to exercise caution when dealing in the Shares.

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

Hong Kong, 28 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 7 days from the date of its posting and be posted on the website of the Company at www.canopyskyfire.com.