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JIMU GROUP LIMITED
積木集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8187)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

Jakota Securities Group Limited

PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 23 September 2026 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 30,336,768 Placing Shares at the Placing Price of HK$0.55 per Placing Share to not less than six (6) Placees who and whose ultimate beneficial owners shall be Independent Third Parties. The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors by the Shareholders at the AGM. The allotment and issue of the Placing Shares will not require further Shareholder approval.

The Placing Shares represent (i) 20% of the total number of issued Shares as at the date of this announcement; and (ii) approximately 16.67% of the total number of issued Shares as enlarged by the allotment and issue of the Placing Shares in full, assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the Placing Completion Date. The aggregate nominal value of the maximum number of Placing Shares to be alloted and issued under the Placing will be HK$6,067,353.6.

Assuming that all the Placing Shares are successfully placed by the Placing Agent, the maximum gross proceeds from the Placing are estimated to be approximately HK$16.7 million, and the maximum net proceeds from the Placing, after deducting the placing commission, professional fees and other related expenses payable by the Company are estimated to be approximately HK$16.1 million.

The Company intends to apply the net proceeds from the Placing as to (i) approximately HK$3.0 million (being approximately 18.6% of the net proceeds) for repayment of loans; and (ii) approximately HK$13.1 million (being approximately 81.4% of the net proceeds) as general working capital of the Group.

Completion of the Placing is subject to the satisfaction of the conditions precedent under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

On 23 September 2026 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent.

THE PLACING AGREEMENT

The principal terms of the Placing Agreement are summarised below:

Date:	23 September 2026 (after trading hours)	
Parties:	Issuer:	The Company
	Placing Agent:	Jakota Securities Group Limited

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Placing Agent and its ultimate beneficial owner(s) is an Independent Third Party as at the date of this announcement.

Subject matter

Pursuant to the terms of the Placing Agreement, the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, a maximum of 30,336,768 Placing Shares to not less than six (6) Placees who and whose ultimate beneficial owners are Independent Third Parties.

Placing Commission

The Placing Agent will charge the Company a placing commission of 3% of the aggregate amount equal to the Placing Price multiplied by the number of the Placing Shares being placed by the Placing Agent (the "**Placing Commission**"). The Placing Commission was negotiated on arm's length basis between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions, and the Directors are of the view that the Placing Commission is fair and reasonable.

Placees

The Placing Agent will, on a best efforts basis, place the Placing Shares with not less than six (6) Placees who and whose ultimate beneficial owner(s) (where applicable) shall be Independent Third Parties.

The Placing Agent will use its best endeavours and make all reasonable enquiries to ensure that none of the Placees will, immediately upon the Completion, become a substantial shareholder (as defined under the GEM Listing Rules) of the Company.

Number of Placing Shares

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the Placing Completion Date, the maximum number of Placing Shares under the Placing represent (i) 20% of the total number of issued Shares as at the date of this announcement; and (ii) approximately 16.67% of the total number of issued Shares as enlarged by the allotment and issue of the Placing Shares in full. The aggregate nominal value of the maximum number of Placing Shares to be alloted and issued under the Placing will be HK$6,067,353.6.

Ranking of Placing Shares

The Placing Shares under the Placing, when alloted, issued and fully paid, will rank *pari passu* in all respects with the Shares in issue as at the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK$0.55 per Placing Share represents:

(a) a discount of approximately 8.33% to the closing price of HK$0.6 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and

(b) a discount of approximately 3.85% to the average closing price of HK$0.572 per Share as quoted on the Stock Exchange in the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Price of the Placing was determined with reference to, among other things, the prevailing market prices of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the Placing Price and the terms of the Placing Agreement are fair and reasonable and are in the best interests of the Company and the Shareholders as a whole.

Upon completion of the Placing, the maximum gross proceeds and net proceeds (after deducting placing commission and other relevant costs and expenses) from the Placing are estimated to be approximately HK$16.7 million and approximately HK$16.1 million respectively. Accordingly, the net issue price will be approximately HK$0.53 per Placing Share.

General Mandate

The Placing Shares will be allotted and issued pursuant to the General Mandate. The maximum number of Shares that may be alloted and issued under the General Mandate is 30,336,768 Shares. As at the date of this announcement, no Shares have been allotted and issued pursuant to the General Mandate. Accordingly, the General Mandate is sufficient for the allotment and issue of all the Placing Shares, and the allotment and issue of the Placing Shares is not subject to further Shareholders' approval. Assuming that the maximum number of 30,336,768 Placing Shares are fully placed, the General Mandate will be fully utilised upon the completion of the Placing.

Application for listing of Placing Shares

Application will be made by the Company to the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

Conditions and completion of the Placing

Completion of the Placing is conditional upon fulfilment of the following conditions:

(i) the GEM Listing Committee of the Stock Exchange having granted the approval for the listing of, and the permission to deal in, the Placing Shares; and

(ii) all necessary consents and approvals required to be obtained by the Company and the Placing Agent, in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained.

In the event that any of the above conditions is not fulfilled on or before the Long Stop Date, all rights, obligations and liabilities of the parties to the Placing Agreement shall cease and terminate and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the Placing Agreement prior to such termination.

Completion of the Placing

Completion of the Placing will take place within four (4) Business Days after the fulfillment of all of the above conditions precedent, or such other date as may be agreed in writing between the Company and the Placing Agent.

Termination

The Placing Agent may terminate the Placing Agreement without any liability to the Company save for antecedent breach under the Placing Agreement prior to such termination, by notice in writing given to the Company at any time prior to 8:00 a.m. on the Placing Completion Date upon the occurrence of the following events:

(i) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the Placing Agreement) 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, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's absolute opinion would adversely affect the success of the Placing; or

(ii) the imposition of any moratorium, suspension (for more than seven (7) trading days) or restriction on trading in the securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's absolute opinion, would adversely affect the success of the Placing; or

(iii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's absolute opinion any such new law or change may adversely affect the business or financial prospects of the Group and/or the success of the Placing; or

(iv) any litigation or claim being instigated against any member of the Group, which has or may have an adverse effect on the business or financial position of the Group and which in the Placing Agent's absolute opinion would adversely affect the success of the Placing; or

(v) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or

(vi) any breach of any of the representations and warranties of the Company to the Placing Agent under the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the Placing Completion Date which if had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect or there has been a breach by the Company of any other provision of the Placing Agreement; or

(vii) any material change (whether or not forming part of a series of changes) in market conditions which in the absolute opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

If notice is given pursuant to this section, the Placing Agreement shall terminate and be of no further effect and neither party shall be under any liability to the other party in respect of this Agreement save for any antecedent breach under this Agreement prior to such termination.

REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the trading of footwear, apparel and sports-related peripheral products businesses.

Having reviewed the latest unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2026 and the latest audited consolidated financial statements of the Group for the year ended 31 December 2025, the Directors note that:

(i) the Group recorded a consolidated net loss of approximately HK$6.5 million for the six months ended 30 June 2026, representing an increase in net loss by approximately 66.7% as compared with the consolidated net loss of approximately HK$3.9 million for the six months ended 30 June 2025;

(ii) the Group's cash and cash equivalents decreased from approximately HK$5.0 million as at 1 January 2025 to approximately HK$2.2 million as at 31 December 2025, representing a net decrease of approximately HK$2.8 million for the year ended 31 December 2025; and

(iii) the Group recorded a further net decrease of approximately HK$0.4 million for the six months ended 30 June 2026, from approximately HK$2.2 million as at 1 January 2026 to approximately HK$1.8 million as at 30 June 2026.

Further to the above, as disclosed in the Company's interim report for the six months ended 30 June 2026, the Group had obtained two unsecured loans from Independent Third Parties during the six months ended 30 June 2026, with an aggregate principal amount of approximately HK$3.0 million, bearing interest at 10% and 12% per annum respectively and repayable after a year from the date of drawdown.

In light of the Group's financial condition, including its continued net losses, decrease in cash and cash equivalents, limited cash resources, and existing debt obligations, the Directors consider the Group to be in a weak cash position. Based on the Group's current cash position and its projected cash requirements, the Group's existing cash resources are not expected to be sufficient to meet its anticipated funding needs, including the repayment of the aforesaid loans upon maturity, the payment of related interest and the funding of its ongoing working capital requirements and general operating expenses.

Accordingly, the Directors consider it necessary for the Group to raise additional funds to strengthen its liquidity and working capital position. The Placing will provide the Group with an additional source of funding to meet its anticipated cash requirements, including repayment of the aforesaid loans and financing its ongoing business and operating activities. It will also enable the Group to raise funds without incurring further interest-bearing debt, thereby reducing the Group's reliance on external borrowings and avoiding the associated finance cost.

Subject to completion of the Placing and assuming all the Placing Shares are successfully placed by the Placing Agent, the maximum gross proceeds from the Placing are estimated to be approximately HK$16.7 million. The maximum net proceeds from the Placing, after deducting the placing commission, professional fees and all related expenses payable by the Company, are estimated to be approximately HK$16.1 million.

The Company intends to apply the net proceeds from the Placing as to: (i) approximately HK$3.0 million (approximately 18.6% of the net proceeds) for the repayment of the aforesaid unsecured loans and/or the related accrued interest; and (ii) approximately HK$13.1 million (approximately 81.4% of the net proceeds) as general working capital of the Group to support and facilitate the Group's existing business and operating activities including the funding of the Group's ongoing operating expenses, trade and other payables and other general corporate and business needs.

The Directors consider that the Placing will broaden the Company's capital base, enhance the Group's liquidity, and provide the Group with additional financial resources to meet its working capital requirements. The Directors further consider that the Placing enables the Company to raise funds in a timely manner while maintaining the Group's existing capital structure and without incurring additional interest-bearing liabilities. Accordingly, the Directors are of the view that the Placing is in the interests of the Company and the Shareholders as a whole.

The Directors consider that the Placing Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market conditions and the recent trading performance of the Shares. Having considered the terms of the Placing Agreement including the Placing Price and the Placing Commission, the Directors are of the view that such terms are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY

The Company has not conducted any equity fund raising activities involving the issue of its equity securities in the 12 months immediately preceding the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming that there will be no other changes in the share capital of the Company from the date of this announcement up to completion of the Placing, set out below is the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after completion of the Placing.

	As at the date of this announcement		**Immediately after completion of the Placing (assuming all the Placing Shares are fully placed)**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Mr. Chow Ngai Fung *(Note 1)*	28,155,000	18.56	28,155,000	15.47
Modern Innovative Digital Technology Company Limited *(Note 2)*	16,900,000	11.14	16,900,000	9.28
Mr. Shum Tsz Yeung *(Note 3)*	6,750	0.01	6,750	0.01
Public Shareholders				
The Placees	–	–	30,336,768	16.67
Other public Shareholders	106,622,090	70.29	106,622,090	58.57
Total	151,683,840	100.00	182,020,608	100.00

Notes:

1. Mr. Chow Ngai Fung is an executive Director and the Chief Executive Officer of the Company.

2. Based on public information, Modern Innovative Digital Technology Company Limited is a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2322).

3. Mr. Shum Tsz Yeung is a non-executive Director of the Company.

4. Certain percentage figures included in the table above have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

Completion of the Placing is subject to the fulfillment of the conditions as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

Unless the context requires otherwise, the following terms have the following meanings in this announcement:

"AFRC"	the Accounting and Financial Reporting Council of Hong Kong
"AGM"	the annual general meeting of the Company held on 11 May 2026
"Board"	the board of Directors
"Business Day"	a day (excluding Saturday, Sunday, public holiday and any day on which "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
"Company"	Jimu Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8187)
"connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Directors"	Directors of the Company
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"General Mandate"	the general mandate granted to the Directors by the Shareholders at the AGM, pursuant to which the Directors are authorised to allot, issue and deal in not more than 30,336,768 new Shares, representing 20% of the issued share capital of the Company as at the date of the AGM
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

"Independent Third Party(ies)"	independent third party(ies), 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 Listing Rules)
"Long Stop Date"	14 October 2026 or such later date as may be agreed between the parties to the Placing Agreement in writing
"Placee(s)"	any person or entity procured by the Placing Agent or its agent(s) to subscribe for any Placing Share
"Placing"	the placing of the Placing Shares on and subject to the terms and condition set out in the Placing Agreement
"Placing Agent"	Jakota Securities Group Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Placing Agreement"	the agreement entered into between the Company and the Placing Agent dated 23 September 2026 in respect of the Placing
"Placing Completion Date"	a date falling within four (4) Business Days after the day on which all the conditions set out in the section headed "Conditions and completion of the Placing" of this announcement have been fulfilled (or such later date as may be agreed between the parties hereto in writing)
"Placing Price"	HK$0.55 per Placing Share (exclusive of any brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee as may be payable)
"Placing Share(s)"	up to 30,336,768 new Shares to be placed pursuant to the Placing Agreement
"SFC"	the Securities and Futures Commission of Hong Kong
"Share(s)"	the ordinary shares of HK$0.2 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"substantial shareholder(s)"	has the meaning ascribed to it under the GEM Listing Rules
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

By Order of the Board
Jimu Group Limited
Chan Ting Leuk Arthur
Executive Director

Hong Kong, 23 September 2026

As at the date of this announcement, the executive Directors of the Company are Mr. Chan Ting Leuk Arthur, Mr. Chow Ngai Fung (Chief Executive Officer) and Mr. Huang Yiyuan; the non-executive Director of the Company is Mr. Shum Tsz Yeung; and the independent non-executive Directors of the Company are Mr. Choi Ho Yan, Mr. Yiu Yu Hong John and Ms. Chu Wei Ning.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 Announcements" page of the Stock Exchange's website at http://www.hkexnews.hk for at least 7 days from the date of its posting and on the Company's website at http://www.jimugrouphk.com.