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雲工場科技控股有限公司

Cloud Factory Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2512)

SUBSCRIPTION FOR NEW SHARES UNDER THE GENERAL MANDATE

The Board is pleased to announce that on 18 July 2025, (i) the Company and the Subscriber A entered into the Subscription Agreement A pursuant to which the Company agreed to issue (pursuant to the General Mandate), and the Subscriber A agreed to subscribe for, an aggregate of 26,277,000 Subscription Shares at the Subscription Price of HK$4.98 per Share; and (ii) the Company and the Subscriber B entered into the Subscription Agreement B pursuant to which the Company agreed to issue (pursuant to the General Mandate), and the Subscriber B agreed to subscribe for, an aggregate of 19,708,000 Subscription Shares at the Subscription Price of HK$4.98 per Share.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Subscribers is an Independent Third Party. The Company will use the net proceeds from the Subscription of HK$228.0 million in the manner set out in the paragraph headed "USE OF PROCEEDS" of this announcement.

The Subscription is conditional upon the granting of approval for the listing of and permission to deal in the Subscription Shares. Application will be made to the Listing Committee of the Stock Exchange for the same.

As the Subscription is subject to the satisfaction of the Condition Precedent and may or may not proceed to Completion, Shareholders and prospective investors of the Company are advised to exercise caution when dealing in the Shares.

THE SUBSCRIPTION AGREEMENTS

Subscription Agreement A

Date: 18 July 2025

Parties:

(a) the Company; and

(b) the Subscriber A.

The Subscriber A is a limited partnership established in the PRC. It is principally engaged in equity investment and investment activities with own funds. The general partner of the Subscriber A is Wuxi Yunshang Venture Capital Investment Co., Ltd.* (無錫雲商創業投資有限公司). As at the date of this announcement, to the best knowledge of the Directors, the ultimate beneficial owners of the Subscriber A are State-owned Assets Supervision and Administration Commission of Wuxi Municipal People's Government (無錫市人民政府國有資產監督管理委員會) and Ms. Zhu Lingling (朱玲玲), who hold 55.29% interests and 29.14% interests in the Subscriber A, respectively.

Subscription Agreement B

Date: 18 July 2025

Parties:

(a) the Company; and

(b) the Subscriber B.

The Subscriber B is a limited partnership established in the PRC. It is principally engaged in equity investment and investment activities with its own funds. The general partner of the Subscriber B is Wuxi New District Linghang Venture Capital Co., Ltd.* (無錫新區領航創業投資有限公司). As at the date of this announcement, to the best knowledge of the Directors, the ultimate beneficial owner of the Subscriber B is Wuxi Xinwu District People's Government (無錫市新吳區政府), who holds 64.97% interests in the Subscriber B.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, each of the Subscribers and its ultimate beneficial owner(s) is an Independent Third Party. As at the date of this announcement, each of the Subscribers does not have any interest in the Shares. It is expected that, neither of the Subscribers will become a substantial Shareholder (as defined in the Listing Rules) of the Company immediately upon Completion of the respective Subscription.

The Subscription

Pursuant to the Subscription Agreement A, the Company agreed to issue (pursuant to the General Mandate), and the Subscriber A agreed to subscribe for, the Subscription Shares A at the Subscription Price (payable in full at Completion).

Pursuant to the Subscription Agreement B, the Company agreed to issue (pursuant to the General Mandate), and the Subscriber B agreed to subscribe for, the Subscription Shares B at the Subscription Price (payable in full at Completion).

The Subscription Shares

The total number of Subscription Shares A is 26,277,000 Shares, which represents approximately 5.71% of the existing total number of issued Shares and approximately 5.19% of the enlarged total number of issued Shares immediately following the Completion, assuming there will be no change in the issued share capital of the Company between the date of this announcement and the Completion.

The total number of Subscription Shares B is 19,708,000 Shares, which represents approximately 4.28% of the existing total number of issued Shares and approximately 3.89% of the enlarged total number of issued Shares immediately following the Completion, assuming there will be no change in the issued share capital of the Company between the date of this announcement and the Completion.

The aggregate nominal value of the Subscription Shares is US$459.85.

The Subscription Price

The Subscription Price of HK$4.98 per Subscription Share represents:

(i) a discount of approximately 0.40% to the closing price of HK$5.00 per Share as quoted on 18 July 2025, being the date of the Subscription Agreements; and

(ii) a premium of approximately 11.16% to the average closing price of HK$4.48 per Share quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Subscription Agreements.

The aggregate Subscription Price is payable in cash by bank transfer by the Subscribers.

The Subscription Price was arrived at after arm's length negotiations between the Company and the Subscribers taking into account the prevailing market price of the Shares, the Group's historical performance and present financial position as well as current market conditions. The Board (including all independent non-executive Directors) considers that the Subscription Price and the terms of the Subscription Agreements are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Ranking

The Subscription Shares, when issued and fully paid, will rank *pari passu* in all respects with Shares in issue at the time of allotment and issue of the Subscription Shares.

Condition Precedent

Completion of the Subscription Agreements is conditional upon:

(i) the listing of, and permission to deal, in all the Subscription Shares has been granted by the Listing Committee of the Stock Exchange (and such permission and listing not subsequently being revoked prior to the delivery of definitive share certificate(s) representing the Subscription Shares); and

(ii) all necessary consents, authorizations and licenses have been obtained by the parties in accordance with applicable laws, regulations, rules and their respective articles of association in relation to the Subscription Agreements and the transactions contemplated thereunder, and such consents, authorizations and licenses have not been revoked, revoked or cancelled.

The Payment of the Total Subscription Price

The Subscribers shall remit the subscription price in cash to the account designated by the Company or the Company's securities dealer on the Completion Date.

Completion

Under each Subscription Agreement, the Completion shall take place within five (5) Business Days immediately after the date upon which the last of the Condition Precedent shall have been satisfied or any other date as agreed by the related Subscriber and the Company in writing.

The Subscription Agreements are not conditional upon each other.

USE OF PROCEEDS

The gross proceeds from the issue of the Subscription Shares will amount to approximately HK$229.0 million. The net proceeds from the Subscription after deducting related expenses payable by the Company will amount to HK$228.0 million and the net price is approximately HK$4.96 per Subscription Share. The Company intends to apply the net proceeds as follows:

(i) 50% of the net proceeds will be utilised for the development of the Company's core business and the acceleration of the business expansion; and

(ii) 50% of the net proceeds will be utilised for the strategic investment in potential expansion opportunities, attraction and retention of talents, working capital replenishment and general corporate purposes.

GENERAL MANDATE TO ISSUE SHARES

The Subscription Shares will be allotted and issued pursuant to the General Mandate and will not be subject to further Shareholders' approval. As at the date of this announcement, the General Mandate has not been utilised. The 45,985,000 Subscription Shares will utilise the General Mandate as to approximately 49.98%.

REASONS FOR AND BENEFIT OF THE SUBSCRIPTION

The Company is a limited liability company incorporated in the Cayman Islands. The Group is principally engaged in the provision of Internet Data Centre (IDC) solution services, edge computing services, and Information Communications Technology (ICT) services and other services in the PRC.

The Directors consider that the Subscription will provide additional funding for the Company's business operation, and it shall also strengthen the capital base of the Company. The Directors are of the view that the net proceeds from the Subscription will be mainly used to further invest in the Company to promote the expected growth of its business development. In summary, the Directors believes that the Subscription will help the Company's long-term stable development, enhance the Company's comprehensive competitiveness, and create greater value for shareholders. Accordingly, the Subscription is in the overall interests of the Company and its Shareholders as a whole.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS PRIOR TO THE DATE OF THIS ANNOUNCEMENT

The Company has not conducted any equity fund raising activities in the past twelve (12) months immediately preceding the date of this announcement.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the total number of issued Shares is 460,000,000 Shares. The following table is only for illustrative purposes which sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately following the Completion, assuming there will be no change in the total number of Shares in issue (other than the issue of the Subscription Shares) between the date of this announcement and the date of issue of the Subscription Shares.

	As at the date of this announcement		**Immediately following the Completion**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
Ru Yi IT[(1)]	345,000,000	75%	345,000,000	68.19%
The Subscriber A	—	—	26,277,000	5.19%
The Subscriber B	—	—	19,708,000	3.89%
Other public Shareholders	115,000,000	25%	115,000,000	22.73%
Total	460,000,000	100%	505,985,000	100%

Note:

1. As at the date of this announcement, 345,000,000 Shares were held by Ru Yi IT, which was wholly owned by Mr. Sun. Accordingly, Mr. Sun was deemed to be interested in the Shares held by Ru Yi IT for the purpose of Part XV of the SFO.

As the Subscription is subject to the satisfaction of the Condition Precedent and may or may not proceed to Completion, Shareholders and prospective investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

"Board"	the board of Directors of the Company;
"Business Day(s)"	any day (other than a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are open for business throughout their normal business hours;
"Company"	Cloud Factory Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 02512);

"Completion"	completion of the Subscription pursuant to the Subscription Agreements;
"Completion Date"	any day within five (5) Business Days immediately after the date upon which the last of the Condition Precedent shall have been satisfied (or waived by the related Subscriber in writing) or any other date as agreed by the related Subscriber and the Company in writing;
"Condition Precedent"	the condition precedent in respect of the Completion set out in the Subscription Agreements;
"connected person"	has the meaning ascribed to it under the Listing Rules;
"Director(s)"	director(s) of the Company;
"General Mandate"	the general mandate granted to the Directors at the annual general meeting held on 16 June 2025 to allot, issue or otherwise deal in up to 92,000,000 additional Shares;
"Global Offering"	the Hong Kong Public Offering and International Offering (each as defined in the Prospectus);
"Group"	the Company and its subsidiaries;
"Independent Third Party(ies)"	an independent third party not connected with the Company and its subsidiaries, their respective directors, chief executives and substantial shareholders and any of their associates within the meaning of the Listing Rules;
"Listing Rules"	The Rules Governing the Listing of Securities on The Stock Exchange;
"Mr. Sun"	Mr. Sun Tao (孫濤), the Chairman of the Board, chief executive officer and an executive Director of the Company;
"PRC"	The People's Republic of China;
"Prospectus"	the prospectus in connection with the Global Offering issued by the Company dated 5 June 2024;
"Ru YI IT"	Ru Yi Information Technology Co., LTD, a business company incorporated in the British Virgin Islands on 5 November 2021, which is wholly owned by Mr. Sun;
"Share(s)"	ordinary share(s) of the Company with nominal value of US$0.00001 each in the share capital of the Company;

"Shareholder(s)"	Shareholders of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Subscriber A"	Xichuang Phase I Artificial Intelligence Investment (Wuxi) Partnership Enterprise (Limited Partnership)* (錫創一期人工智能投資(無錫)合夥企業(有限合夥)), a limited partnership established in the PRC. As at the date of this announcement, its partnership interests are held by Wuxi Yunshang Venture Capital Investment Co., Ltd.* (無錫雲商創業投資有限公司) as its general partner, and Wuxi Listed Company High Quality Development Fund (Limited Partnership)* (無錫市上市公司高質量發展基金(有限合伙)) and Nantong Hanxie Information Technology Co., Ltd.* (南通涵協信息科技有限公司) as its limited partners, as to approximately 0.0833%, 58.2847% and 41.6320%, respectively;
"Subscriber B"	Wuxi Xintou Chuangrong Equity Investment Partnership Enterprise (Limited Partnership)* (無錫新投創融股權投資合夥企業(有限合夥)), a limited partnership established in the PRC. As at the date of this announcement, its partnership interests are held by Wuxi New District Linghang Venture Capital Co., Ltd.* (無錫新區領航創業投資有限公司) as its general partner, and Wuxi Gaoxin District Venture Capital Holding Co., Ltd.* (無錫市高新區創業投資控股集團有限公司), Wuxi Xinfa Park Development Co., Ltd.* (無錫市新發園區發展有限公司) and Wuxi Xinwu District Grand Canal Cultural Development Co., Ltd.* (無錫市新吳區大運河文化發展有限公司) as its limited partners, as to approximately 0.0500%, 64.9675%, 24.9875% and 9.9950%, respectively;
"Subscribers"	Subscriber A and Subscriber B;
"Subscription"	the subscription by Subscriber A for, and the allotment and issue by the Company of, the Subscription Shares A under the terms and subject to the conditions of the Subscription Agreement A; and/or the subscription by Subscriber B for, and the allotment and issue by the Company of, the Subscription Shares B;
"Subscription Agreement A"	the conditional subscription agreement dated 18 July 2025 entered into between the Company and the Subscriber A in relation to the Subscription;
"Subscription Agreement B"	the conditional subscription agreement dated 18 July 2025 entered into between the Company and the Subscriber B in relation to the Subscription;

"Subscription Agreements"	Subscription Agreement A and Subscription Agreement B;
"Subscription Price"	approximately HK$229.0 million, being the aggregate subscription price for the Subscription Shares and representing a subscription price of HK$4.98 per Subscription Share;
"Subscription Shares A"	the 26,277,000 new and fully paid Shares to be subscribed for by the Subscriber A under the Subscription Agreement A;
"Subscription Shares B"	the 19,708,000 new and fully paid Shares to be subscribed for by the Subscriber B under the Subscription Agreement B;
"Subscription Shares"	Subscription Shares A and Subscription Shares B; and
"%"	per cent.

By Order of the Board
Cloud Factory Technology Holdings Limited
Mr. Sun Tao
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 18 July 2025

As at the date of this announcement, the Board comprises Mr. Sun Tao, Mr. Jiang Yanqiu, Mr. Ji Lijun and Mr. Zhu Wentao as executive Directors; and Mr. Ip Mun Lam, Mr. Cui Qi and Ms. Zhao Hong as independent non-executive Directors.

* *For identification purpose only.*