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Imperium Technology Group Limited
帝國科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0776)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

Fortune (HK) Securities Limited

On 2 October 2025 (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, a maximum number of 74,648,500 Placing Shares at the Placing Price of HK$0.845 per Placing Share to not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties.

Assuming there will be no change in the number of issued Shares between the date of this announcement and the Completion Date, the maximum number of 74,648,500 Placing Shares represent (i) approximately 20.00% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

The Placing Price of HK$0.845 per Placing Share represents: (i) a discount of approximately 19.52% to the closing price of HK$1.050 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 15.67% to the average closing price per Share of approximately HK$1.002 as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

Assuming the maximum number of 74,648,500 Placing Shares are fully placed, the gross proceeds and net proceeds (after deducting the placing commission and other related expenses) are estimated to be approximately HK$63.08 million and approximately HK$62.35 million respectively. The Company intends to apply the net proceeds from the Placing in the manner detailed in the paragraph headed "Reasons for the Placing and Use of Proceeds" in this announcement.

Shareholders and potential investors should note that the completion of the Placing is subject to the fulfillment of the conditions 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.

THE PLACING

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, a maximum number of 74,648,500 Placing Shares at the Placing Price of HK$0.845 per Placing Share to not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties.

The Placing Agreement

The principal terms and conditions of the Placing Agreement are summarised as follows:

Date: 2 October 2025 (after trading hours)

Parties: (i) the Company

(ii) the Placing Agent

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Placees

The Placing Agent shall procure not less than six Placees on a best effort basis for the subscription of the Placing Shares at the Placing Price unless otherwise agreed by the Company.

The Placing Agent will use its reasonable endeavours to ensure that the Placee(s) (and where applicable, their ultimate beneficial owners) to be procured by or on behalf of the Placing Agent shall be independent of and not connected with the Company, the connected persons of the Company and their respective associates, and who and whose ultimate beneficial owners are Independent Third Parties.

Number of Placing Shares

As at the date of this announcement, the Company has 373,243,200 Shares in issue. Assuming there will be no change in the number of issued Shares between the date of this announcement and the Completion Date, the maximum number of 74,648,500 Placing Shares represent (i) approximately 20.00% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the Placing Shares is HK$746,485.

Placing Price

The Placing Price of HK$0.845 per Placing Share represents:

(i) a discount of approximately 19.52% to the closing price of HK$1.050 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and

(ii) a discount of approximately 15.67% to the average closing price per Share of approximately HK$1.002 as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

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

Placing Commission

The Placing Agent will receive a placing commission of 1% of the aggregate Placing Price for the Placing Shares successfully placed by the Placing Agent in pursuance of its obligations. The placing commission in respect of the Placing was negotiated on arm's length basis between the Company and the Placing Agent with reference to the prevailing market commission rate charged by other placing agents. The Directors consider that the placing commission is fair and reasonable.

Ranking of Placing Shares

The Placing Shares, when issued and fully paid, will rank pari passu in all respects among themselves and with the existing Shares in issue on the date of allotment and issue of the Placing Shares.

General Mandate to allot and issue the Placing Shares

The Placing Shares will be allotted and issued under the General Mandate granted to the Directors at the annual general meeting of the Company held on 27 June 2025. Pursuant to the General Mandate, the total number of new Shares that the Directors are authorised to allot and issue is 74,648,640 new Shares. Up to the date of this announcement, no new Shares have been issued under the General Mandate.

Conditions Precedent

Completion of the Placing is conditional upon:

(i) the Listing Committee granting the approval for the listing of, and permission to deal in, the Placing Shares and such listing and permission not subsequently being revoked;

(ii) all necessary consents and approvals to be obtained on the part of the Company in respect of the Placing Agreement and the transactions contemplated hereunder having been obtained;

(iii) there shall not have occurred any material breach or any event which renders any of the representations, warranties or undertakings by the Company under the Placing Agreement untrue, inaccurate or misleading; and

(iv) the Placing Agreement not having been terminated pursuant to the terms of the Placing Agreement.

The Company shall use its best endeavours to procure the satisfaction of the conditions precedent on or before the Long Stop Date, but if any of the conditions shall not be so satisfied, all rights, obligations and liabilities of the Placing Agent and the Company thereunder shall cease and determine and none of the parties shall have any claim against the other in relation thereto save in respect of (i) any antecedent breach of any obligation under the Placing Agreement; and (ii) any liabilities expressed to survive under the terms of the Placing Agreement.

Application for listing

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Placing Shares.

Completion

The Completion shall take place on a date falling within five Business Days after the fulfillment of all the conditions precedent or such later date as the Company and the Placing Agent may agree in writing.

Termination

If any of the following events occurs at any time prior to 8:00 a.m. on the Completion Date, the Placing Agent shall have the right exercisable at any time by notice in writing to the Company to terminate the Placing Agreement:

(i) there is or will be any change in national, international, financial, exchange control, political, economic conditions in Hong Kong or there is or will be any new law or change in existing laws or any change in the interpretation or application thereof by any court of competent authority which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or

(ii) there is any breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach to be material in the context of the Placing; or

(iii) there is any material change (whether or not forming part of a series of changes) in market conditions or the general affairs, management, business, financial, trading or other condition or prospects of the Company which would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed; or

(iv) there is any suspension of dealings in the Shares on the Stock Exchange for more than ten (10) consecutive Business Days (other than as a result of or in connection with the Placing), or there is any cancellation of the listing of the Shares on the Stock Exchange; or

(v) any litigation or claim of material importance of any third party being instigated against any member of the Group, which has or may have a material adverse effect on the business or financial prospects of the Group taken as a whole and which would materially prejudice the success of the Placing.

In the event that the Placing is not completed by the Completion Date, the Placing Agreement will terminate unless otherwise agreed between the Company and the Placing Agent.

Upon termination of the Placing Agreement, all rights, obligations and liabilities of the parties thereto thereunder shall cease and determine and no party thereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Placing Agreement save in respect of (i) any antecedent breach of any obligation under the Placing Agreement; and (ii) any liabilities expressed to survive under the terms of the Placing Agreement.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Company is an investment holding company and the Group is principally engaged in (i) marketing and operation of mobile games and computer games and sale of non-fungible tokens (NFTs) and other digital tokens; (ii) provision of cloud computing and data storage solutions to customers; and (iii) participating in esports competitions, streaming and marketing events and merchandise sales exports.

Assuming the maximum number of 74,648,500 Placing Shares are fully placed, the gross proceeds from the Placing will be approximately HK$63.08 million. The net proceeds, after deduction of all relevant expenses (including but not limited to placing commission, professional fees and other related expenses) incidental to the Placing, are estimated to be approximately HK$62.35 million, representing a net issue price of approximately HK$0.835 per Placing Share. The Company intends to apply the net proceeds from the Placing as follows:

(1) approximately HK$30.35 million (representing approximately 48.67% of the net proceeds) will be applied for direct and/or indirect investment in the development of artificial intelligence ("**AI**") technologies to support the Group's existing businesses. The Group expects the enhancement of its AI capabilities will better position the Group in its ongoing and future efforts in its online game business as the role of AI becomes increasingly critical, as well as its other potential endeavours relating to blockchain technology and Web3.0 of its cryptocurrency business;

(2) approximately HK$22.00 million (representing approximately 35.29% of the net proceeds) will be applied for a potential direct or indirect investment in an identified AI solution provider for commercial applications including biotechnology. Such investment is in line with the Group's strategy to seek further business opportunities related to, among others, AI, which may also extend beyond the existing segments to other business sectors, as previously discussed in the annual report for the year ended 31 December 2024 and the interim report for the six months ended 30 June 2025 of the Company; and

(3) approximately HK$10.0 million (representing approximately 16.04% of the net proceeds) will be applied for general working capital and general corporate purposes of the Group.

The Directors consider that the net proceeds from the Placing will raise additional funds for the Group's operation and future development and strengthen its financial position, and also broaden the shareholders and capital base of the Company, providing working capital to the Group to meet the financial needs of the Group without any interest burden. The Company expects that the net proceeds from the Placing will be utilised within the next twelve months.

The Directors consider that the terms of the Placing Agreement (including the Placing Price and the placing commission) are on normal commercial terms after arm's length negotiations between the Company and the Placing Agent and are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company has conducted the following equity fundraising activities in the past twelve months immediately prior to the date of this announcement:

Date of announcement	Event	Net proceeds (approximate)	Intended use of proceeds	Actual use of proceeds as at the date of this announcement
2 October 2024 and 24 October 2024	Placing of new Shares under general mandate	HK$109,737,000	(i) Approximately HK$99,737,000 for the repayment of loans owed by the Company	Fully utilized as intended.
			(ii) Approximately HK$10,000,000 for the general working capital of the Group	

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the Completion, assuming that the maximum number of 74,648,500 Placing Shares are issued and there is no other change in the issued share capital of the Company between the date of this announcement and the Completion:

Shareholder	**As at the date of this announcement**		**Immediately after completion of the Placing**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Diamond State Holdings Limited *(Note 1)*	72,888,488	19.53%	72,888,488	16.27%
Bluemount Investment Fund SPC *(Note 2)*	1,900,000	0.51%	1,900,000	0.42%
The Placees	—	—	74,648,500	16.67%
Public Shareholders	298,454,712	79.96%	298,454,712	66.64%
Total	373,243,200	100%	447,891,700	100%

Notes:

1. Diamond State Holdings Limited is wholly and beneficially owned by Mr. Cheng Ting Kong.

2. Bluemount Investment Fund SPC is wholly and beneficially owned by Mr. Yeung Tong Seng Terry, an executive Director of the Company.

Shareholders and potential investors should note that the completion of the Placing is subject to the fulfillment of the conditions 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.

DEFINITIONS

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

"associates"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"Business Day(s)"	any day (not being a Saturday, Sunday or public holiday in Hong Kong or any day on which a tropical cyclone warning no. 8 or above or a black rainstorm warning signal is issued in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on weekdays) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours and the Stock Exchange is open for business of dealing in securities throughout its normal trading hours
"Company"	Imperium Technology Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 776)
"Completion"	the completion of the placing of the Placing Shares in accordance with the terms and conditions as set out in the Placing Agreement
"Completion Date"	a date falling within five Business Days after the conditions precedent of the Placing Agreement have been fulfilled or such later date as may be agreed between the Company and the Placing Agent in writing
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandate"	the general mandate granted to the Directors by a resolution of the Shareholders passed at the annual general meeting of the Company held on 27 June 2025 to allot and issue up to 20% of the total number of Shares of the Company in issue on the same date
"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 PRC
"Independent Third Party(ies)"	person(s) or company(ies) and their respective ultimate beneficial owner(s) which, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, are third parties independent of and not connected with the Company and its connected persons as defined in the Listing Rules
"Listing Committee"	the listing committee appointed by the Stock Exchange for considering applications for listing and approving the listing of and dealing with securities on the Stock Exchange
"Listing Rules"	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Long Stop Date"	23 October 2025 or such other date as the Company and the Placing Agent may agree in writing
"Placee(s)"	any individual, corporate, institutional investors or other investors procured and selected by the Placing Agent to subscribe for any Placing Shares pursuant to its obligations under the Placing Agreement
"Placing"	the placing by or on behalf of the Placing Agent of the Placing Shares and subject to the terms and conditions set out in the Placing Agreement
"Placing Agent"	Fortune (HK) Securities Limited, a licensed corporation (CE No.: AHQ488) to carry out Type 1 (dealing in securities) regulated activities under the SFO
"Placing Agreement"	the conditional placing agreement dated 2 October 2025 entered into between the Company and the Placing Agent in relation to the Placing
"Placing Price"	HK$0.845 per Placing Share
"Placing Share(s)"	up to 74,648,500 new Shares to be placed pursuant to the Placing Agreement

"PRC"	the People's Republic of China, which for the 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)
"Share(s)"	ordinary share(s) of HK$0.01 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
"%"	per cent

By order of the Board
Imperium Technology Group Limited
Lin Junwei
Executive Director

Hong Kong, 2 October 2025

As at the date of this announcement, the executive Directors are Mr. Lin Junwei, Mr. Yeung Tong Seng Terry, Mr. Xiao Junjia and Ms. Li Tingting; and the independent non-executive Directors are Mr. Fung Tze Wa, Ms. Han Pingping and Mr. Hui Ka Lung.