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NEWLINK TECHNOLOGY INC.

新紐科技有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9600)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

東興證券(香港)
DONGXING SECURITIES (HONG KONG)

On 4 February 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, a maximum of 60,000,000 Placing Shares at the Placing Price of HK$0.300 per Placing Share.

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 60,000,000 Placing Shares represents (i) approximately 6.36% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 5.98% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

The Placing Shares will be placed to one placee.

The Placing Price of HK$0.300 per Placing Share represents (i) a premium of approximately 48.51% to the closing price of HK$0.202 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a premium of approximately 45.91% to the average closing price per Share of approximately HK$0.2056 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 60,000,000 Placing Shares are fully placed, the gross proceeds and net proceeds (after deducting the placing commission and other related expenses) are estimated to be HK$18,000,000 and HK$17,909,270, respectively, and the net price per Placing Share is estimated to be approximately HK$0.298. The Company intends to apply the net proceeds from the Placing to replenish general working capital of the Group.

Shareholders and potential investors of the Company should be aware that the Placing is on a best effort basis and the Completion is subject to the fulfillment of the conditions set out in 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 AGREEMENT

Details of the Placing Agreement are set out as follows:

Date

4 February 2026 (after trading hours)

Parties

Issuer: The Company

Placing Agent: Dongxing Securities (Hong Kong) Company Limited

Placing Agent

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

Information on the Placee

The Placing Shares will be placed to one placee, namely Blossoming M Holdings Limited ("**Blossoming M**"). Blossoming M is a limited liability company incorporated in the British Virgin Island which is principally engaged in investment holding. As at the date of this announcement, Blossoming M is wholly-owned by Ms. GUO Yumei (郭玉梅女士).

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Placee and its ultimate beneficial owner is not a connected person of the Company.

Upon Completion, it is expected that the Placee will not become a substantial Shareholder.

Placing Shares

As at the date of this announcement, the Company has 943,817,280 Shares (including 5,952,800 treasury 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 60,000,000 Placing Shares represent (i) approximately 6.36% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 5.98% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

Assuming all 60,000,000 Placing Shares are successfully placed by the Placing Agent, the aggregate nominal value of the maximum number of Placing Shares is US$60.00.

Placing Price

The Placing Price of HK$0.300 per Placing Shares represents:

(i) a premium of approximately 48.51% to the closing price of HK$0.202 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and

(ii) a premium of approximately 45.91% to the average closing price per Share of approximately HK$0.2056 as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Directors consider that the Placing at premium aims to establish long-term cooperation by attracting high-quality, long-term specific investors who recognize that the Company's intrinsic value exceeds its current stock price. By conducting the Placing at premium, the Company will be able to raise additional capital while mitigating dilution effects, which aligns with the overall interests of the Company and its shareholders as a whole. The Placing Price was determined with reference to the prevailing market price and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the Placing Price is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

General Mandate

The Placing Shares will be allotted and issued under the General Mandate granted to the Board pursuant to which the Board is authorised to allot, issue and deal with up to 187,572,896 Shares, being 20% of the then issued share capital of the Company (excluding treasury shares, if any). As at the date of this announcement, no Shares has been allotted and issued pursuant to the General Mandate and therefore the allotment and issue of the Placing Shares is not subject to the approval by the Shareholders.

Ranking of the 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.

Conditions of the Placing

The Placing is conditional upon the following conditions being fulfilled:

(i) the Listing Committee granting the listing of, and permission to deal in, the Placing Shares; and

(ii) the obligations of the Placing Agent under the Placing Agreement not being terminated in accordance with the terms of the Placing Agreement, including provisions regarding force majeure events.

None of the Conditions Precedent may be waived by the Parties.

If the Conditions Precedent shall not have been fulfilled in full by 5:00 p.m. on 16 February 2026 (or such late date as may be agreed by the Parties in writing), all rights, obligations and liabilities of the Parties under the Placing Agreement shall cease and terminate and no Party shall have any claim against the other in relation thereto save for antecedent breaches of the provisions 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 at 10:00 a.m. (Hong Kong time) on the Completion Date which is such date as shall be notified by the Placing Agent to the Company in the Completion Notice, such date shall be a Business day, not less than two clear Business days after the date on which the Completion Notice is served on the Company and not more than four clear Business days after all the Conditions Precedent shall have been fulfilled. The Completion shall take place in accordance with the completion mechanics under the Placing Agreement.

Termination of the Placing Agreement

The Placing Agent may terminate the Placing Agreement by notice in writing prior to 9:00 a.m. on the Completion Date, in accordance with the terms under the Placing Agreement, on the grounds of, including but not limited to, material breach of or omits to observe by the Company any of the obligations or undertakings expressed or assumed under the Placing Agreement, as set out in the Placing Agreement and the occurrence of certain force majeure events.

Upon giving of notice pursuant to the above, all obligations of the Placing Agent under the Placing Agreement shall cease and determine and no Party shall have any claim against any other Party in respect of any matter or thing arising out of or in connection with the Placing Agreement, save for any antecedent breaches.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Company is an investment holding company, and its subsidiaries are primarily engaged in providing IT solutions, especially technology-driven IT solutions based on self-developed software products.

Assuming the maximum 60,000,000 Placing Shares are fully placed, the gross proceeds and net proceeds (after deducting the placing commission and other related expenses) are estimated to be HK$18,000,000 and HK$17,909,270, respectively, and the net price per Placing Share is estimated to be approximately HK$0.298. The Company intends to apply the net proceeds from the Placing to replenish general working capital of the Group, among which, (a) 20% of the net proceeds from the Placing, or HK$3,581,854 are intended to be used for professional fees; (b) 60% of the net proceeds from the Placing, or HK$10,745,562 are intended to be used for employee salaries; and (c) 20% of the net proceeds from the Placing, or HK$3,581,854 are intended to be used for utility expenses and other costs.

The Board considers that the Placing represents an opportunity to raise capital for the Company while broadening its shareholder and capital base. As the Company intends to apply the net proceeds from the Placing to replenish general working capital of the Group, the Placing would strengthen the financial position of the Group and provide additional working capital to the Group for its long-term development and growth.

The Board considers that the terms of the Placing Agreement and the transactions contemplated thereunder (including the Placing, the Placing Price and the Placing commission) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES BY THE COMPANY IN THE PAST TWELVE MONTHS

The Company has not conducted any fund raising activities in the past twelve months immediately prior to the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the Completion, assuming that there is no change in the issued share capital of the Company between the date of this announcement and the Completion Date and the maximum of 60,000,000 Placing Shares are fully placed is set out below:

Shareholders	**As at the date of this announcement**		**Immediately after Completion**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Mr. ZHAI Shuchun *Note 1*	304,500,800	32.26%	304,500,800	30.33%
Mr. YUAN Yukai *Note 2*	134,400,000	14.24%	134,400,000	13.39%
Mr. GUO Hao	80,000,000	8.48%	80,000,000	7.97%
Mr. ZHAI Guanhua *Note 3*	12,845,600	1.36%	12,845,600	1.28%
Ms. QIN Yi	1,604,800	0.17%	1,604,800	0.16%
treasury shares *Note 4*	5,952,800	0.63%	5,952,800	0.59%
The Placee	12,457,600	1.32%	72,457,600	7.22%
Other public Shareholders	392,055,680	41.54%	392,055,680	39.06%
Total	**943,817,280**	**100.00%**	**1,003,817,280**	**100.00%**

Note 1: Mr. ZHAI Shuchun indirectly holds 304,500,800 Shares through Nebula SC Holdings Limited, a company wholly owned by Mr. ZHAI Shuchun.

Note 2: Mr. YUAN Yukai indirectly holds 134,400,000 Shares through Earnest Kai Holdings Limited, a company wholly owned by Mr. YUAN Yukai.

Note 3: Mr. ZHAI Guanhua is the chief financial officer of the Company, and he is the son of Mr. ZHAI Shuchun.

Note 4: As at the date of this announcement, the Company holds a total of 5,952,800 Shares which have been repurchased and retained as treasury shares.

Note 5: The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures to two decimal places.

Shareholders and potential investors of the Company shall be aware that the Placing is on a best effort basis and the Completion is subject to fulfillment of the conditions set out in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings ascribed to them respectively:

"AGM"	the annual general meeting of the Company held on 9 June 2025
"Board"	the board of Directors
"Business Day"	a day (excluding Saturday, Sunday and any day on which a tropical cyclone warning 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 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 generally open for business throughout their normal business hours
"Company"	Newlink Technology Inc.(新紐科技有限公司*), an exempted company incorporated under the laws of Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
"Completion"	the completion of the Placing in accordance with the terms and conditions set out in the Placing Agreement
"Completion Date"	the date of Completion

"Completion Notice"	a notice in writing to be issued by the Placing Agent and served on the Company nominating the Completion Date under the Placing Agreement
"Conditions Precedent"	conditions precedent to the Completion as set out in the section headed "The Placing Agreement – Conditions of the Placing" in this announcement
"connected person(s)"	has the meanings as ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandate"	the general mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution passed at the AGM, to allot and issue up to 187,572,896 Shares, being 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the AGM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	any person or company and their respective ultimate beneficial owners (if applicable) who, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons
"Listing Committee"	the listing committee of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Parties"	the Company and the Placing Agent, and a "Party" shall refer to either one of them
"Placee"	Blossoming M Holdings Limited

"Placing"	the placing, on a best effort basis, of a total of up to 60,000,000 new Shares to be allotted and issued under the General Mandate pursuant to the terms of the Placing Agreement
"Placing Agent"	Dongxing Securities (Hong Kong) Company Limited(東興證券(香港)有限公司), a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Placing Agreement"	the conditional placing agreement dated 4 February 2026 entered into between the Company and the Placing Agent in relation to the Placing
"Placing Price"	the placing price of HK$0.300 per Placing Share
"Placing Share(s)"	a maximum up to 60,000,000 new Shares to be placed pursuant to the Placing Agreement
"PRC"	the People's Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Share(s)"	ordinary share(s) of par value of US$0.000001 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"treasury share(s)"	has the meanings as ascribed thereto under the Listing Rules
"%"	per cent

By order of the Board
Newlink Technology Inc.
ZHAI Shuchun
Chairman and Chief Executive Officer

Beijing, the PRC, 4 February 2026

As at the date of this announcement, the executive Directors are Mr. ZHAI Shuchun, Ms. QIN Yi and Mr. LI Xiaodong; and the independent non-executive Directors are Mr. TANG Baoqi, Ms. YANG Juan and Mr. YOU Linfeng.

* *For identification purpose only*