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Litian Pictures Holdings Limited
力天影業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9958)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent to the Company

KGI Asia Limited

THE PLACING

On 10 April 2026 (after trading hours), the Placing Agent and the Company entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed act as the placing agent of the Company for the purpose of procuring, on a best effort basis, the Placing of up to a maximum of 68,000,000 Placing Shares at the Placing Price of HK$0.156 per Placing Share to not less than six (6) Placees who and whose ultimate beneficial owners are Independent Third Parties.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement up to Completion, the maximum number of 68,000,000 Placing Shares under the Placing represents (i) 15.74% of the existing issued share capital of the Company of 432,000,000 Shares as at the date of this announcement; and (ii) approximately 13.6% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares in full. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK$680,000.

The Placing Price of HK$0.156 per Placing Share represents (i) a discount of approximately 15% to the closing price of HK$0.183 per Share as quoted on the Stock Exchange on the date of the Placing Agreement, being the Last Trading Day; and (ii) a discount of approximately 16.82% to the average closing price of HK$0.187 per Share on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day.

Assuming all of the Placing Shares are fully placed, the net proceeds (after deduction of placing commission and other expenses of the Placing) from the Placing are estimated to be approximately HK$10.61 million, representing a net placing price of approximately HK$0.152 per Placing Share. The Directors intend to use the net proceeds from the Placing as general working capital of the Group.

Shareholders and potential investors should note that Completion of the Placing is subject to fulfillment of the conditions under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

THE PLACING

On 10 April 2026 (after trading hours), the Placing Agent and the Company entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed act as the placing agent of the Company for the purpose of procuring, on a best effort basis, the Placing of up to a maximum of 68,000,000 Placing Shares at the Placing Price of HK$0.156 per Placing Share to not less than six (6) Placees who and whose ultimate beneficial owners are Independent Third Parties.

The principal terms and conditions of the Placing Agreement are set out below.

Date: 10 April 2026 (after trading hours)

Parties: The Company as the issuer; and

KGI Asia Limited as placing agent

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

The terms of the Placing Agreement were arrived at arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions and the recent trading performance of the Shares. The Directors are of the view that the terms of the Placing Agreement are fair and reasonable based on current market conditions and the Placing is in the interests of the Company and the Shareholders as a whole.

Placing

The Placing Agent will charge the Company a placing commission of 0.75% 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 payable to the Placing Agent under the Placing Agreement was negotiated on arm's length basis between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing commission rate for similar transactions, the size of the Placing and the price performance of the Shares.

Placees

The Placing Agent will, on a best effort basis, place the Placing Shares to not less than six Placees who and whose ultimate beneficial owner(s) (if applicable) shall be Independent Third Parties. Upon Completion, it is expected that none of the Placees will become a substantial shareholder 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 up to Completion, the maximum number of 68,000,000 Placing Shares under the Placing represents (i) 15.74% of the existing issued share capital of the Company of 432,000,000 Shares as at the date of this announcement; and (ii) approximately 13.6% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares in full. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK$680,000.

Ranking of Placing Shares

The Placing Shares will, on allotment and issue, rank *pari passu* in all respects with other existing Shares upon issuance free from all claims, charges, liens, encumbrances and equities, and together with all rights attaching to them as at the date of issue of the Placing Shares, including the right to receive all dividends declared, made or paid on the record date of which falls on or after the date of issue of the Placing Shares.

Placing Price

The Placing Price of HK$0.156 per Placing Share represents:

(i) a discount of approximately 15% to the closing price of HK$0.183 per Share as quoted on the Stock Exchange on the date of the Placing Agreement, being the Last Trading Day;

(ii) a discount of approximately 16.82% to the average closing price of HK$0.187 per Share on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day.

The Placing Price of the Placing was determined with reference to the prevailing market prices of the Shares, the recent trading performance of the Shares and the nominal value 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 is determined on normal commercial terms and are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

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 by resolution of the Shareholders passed at the EGM subject to the limit of up to 20% of the then number of issued Shares as at the date of the EGM. Under the General Mandate, the Company is authorised to issue up to 86,400,000 Shares. Having regard to the authorized 500,000,000 shares, the maximum number of Placing Shares that should be allotted and issued under the General Mandate is 68,000,000 Shares. As at the date of this announcement, no Shares have been issued under the General Mandate. Therefore, the General Mandate is sufficient for the issue and allotment of the Placing Shares and the allotment and issue of the Placing Shares is not subject to Shareholders' approval.

Application for listing of Placing Shares

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

Conditions of the Placing

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

(i) the Listing Committee granting the approval for the listing of, and the permission to deal in, the Placing Shares (either unconditionally or subject to conditions which are acceptable to the Company and the Placing Agent); and

(ii) no representation, warranty or undertaking under the Placing Agreement having been breached in any material respect by the Company or is otherwise rendered inaccurate, untrue or misleading in any material respect, in each case on or prior to the Completion.

In the event of the conditions above not having been fulfilled by the Long Stop Date, all rights, obligations and liabilities of the parties hereunder in relation to the Placing shall cease and determine and none of the parties shall have any claim against the other in respect of the Placing, save for any antecedent breaches of the Placing Agreement.

Completion of the Placing

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

Termination

The Placing Agent may, upon the occurrence of the following events, terminate the Placing Agreement by notice in writing given to the Company at any time prior to 12:00 p.m. on Completion Date.

(a) there is any change in national or national financial, political or economic conditions or taxation or exchange controls as world, in the reasonable opinion of the Placing Agent, be likely to prejudice materially the consummation of the Placing; or

(b) there is any material breach of any of the representations and warranties set out in the Placing Agreement that comes to the knowledge of the Placing Agent or any event occurs or any matter arises prior to the Completion Date which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in any material respect or there has been a material breach by the Company of any other provisions of the Placing Agreement; or

(c) any moratorium, suspension or material restriction on trading in shares or securities generally on the Stock Exchange due to exceptional financial circumstances or otherwise.

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

REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the in the production, distribution and licensing of broadcasting rights of drama series in the PRC.

Assuming all of the Placing Shares are fully placed, the gross proceeds from the Placing will be approximately HK$10.61 million and the net proceeds (after deduction of placing commission and other expenses of the Placing) from the Placing are estimated to be approximately HK$10.33 million, representing a net placing price of approximately HK$0.152 per Placing Share.

The Directors intend to use the net proceeds from the Placing as are intended to be applied for general working capital purposes for the Group's existing business which are expected to be fully utilized by December 2026.

The Directors consider that the Placing represents a good opportunity for the Company to raise additional funds for the business operations of the Group and will strength the Group's financial position, enlarge the Company's shareholder base which may in turn enhance liquidity of the Shares and provide capital to meet any financial obligations the Group may require without incurring the interest expenses involved with debt fund raising.

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 and the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

Date of announcement	Fund-raising activities	Net Proceeds	Intended use of proceeds	Actual use of proceeds as at the date of this announcement
4 February 2026	Placing of new Shares under general mandate	HK$14.0 million	Applied for the payment for production costs of drama series which are expected to be fully utilized by December 2026.	Fully utilized as intended

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the completion of the Placing (assuming all the Placing Shares are fully placed and there is no other change in the issued share capital of the Company before the completion of the Placing) are set out below:

	At the date of this announcement		**Immediately after completion of the Placing (assuming all Placing Shares are fully placed)**	
	Number of Shares held	*Approximate %*	*Number of Shares held*	*Approximate %*
Marshal Investment Co. Ltd.[(1)(2)]	64,380,501	14.9	64,380,501	12.87
Ma Shaohai	22,000,000	5.09	22,000,000	4.4
Zhou Xianmei	25,000,000	5.80	25,000,000	5.0
Placees	–	–	68,000,000	13.6
Other public Shareholders	320,619,499	74.21	320,619,499	64.13
	432,000,000	100.00	500,000,000	100.00

Notes:

1. Ms. Tian Tian is the spouse of Mr. Yuan Li. Therefore, Mr. Yuan Li is deemed to be interested in the Shares held by Marshal Investment under the SFO.

2. Ms. Tian Tian is the sole shareholder of Marshal Investment Co., Ltd. and she is therefore deemed to be interested in the Shares held by Marshal Investment Co., Ltd. under the SFO.

3. Percentage figures around rounded to two decimal places, and certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

Shareholders and potential investors should note that Completion of the Placing is subject to fulfillment of the conditions under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

Terms used in this announcement have the following meanings unless the context otherwise requires:

"associate(s)"	has the same meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Business Day"	any day (other than a Saturday, Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted or the Extreme Conditions is announced in Hong Kong between 9:00 a.m. to 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
"Company"	Litian Pictures Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange (Stock Code: 9958)
"Completion Date"	within four (4) Business Day following the day on which all the conditions set out in the Placing Agreement are satisfied or such other date as the Company and the Placing Agent may agree in writing
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company for the time being
"EGM"	the extraordinary general meeting of the Company held on 23 March 2026
"General Mandate"	the general mandate granted by the shareholders of the Company at the EGM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Independent Third Party(ies)"	third party(ies) independent of and not connected with the Company and any of its connected persons or their respective associates
"Last Trading Day"	10 April 2026
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	30 April 2026 or such later date as the Company and the Placing Agent may agree in writing
"Placee(s)"	any person or entity, who is professional, institutional or other investor(s), procured by the Placing Agent or its agent(s) to subscribe for any of the Placing Shares pursuant to the Placing Agreement
"Placing"	the placing of up to 68,000,000 Placing Shares by the Placing Agent, on a best effort basis, subject to the terms and conditions set out in the Placing Agreement
"Placing Agent"	KGI Asia Limited, a corporation licensed to carry on type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO
"Placing Agreement"	the placing agreement dated 10 April 2026 and entered into between the Company and the Placing Agent in relation to the Placing on a best effort basis
"Placing Price"	HK$0.156 per Placing Share
"Placing Share(s)"	a maximum of 68,000,000 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 PRC and Taiwan
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) with a nominal value 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
"substantial shareholder(s)"	has the same meaning ascribed thereto under the Listing Rules
"%"	per cent

By order of the Board
Litian Pictures Holdings Limited
Yuan Li
Chairman

Hong Kong, 10 April 2026

As at the date of this announcement, the Board includes Mr. Yuan Li, Ms. Tian Tian, Mr. Huang Zhiqiang, Mr. Lin Mingwei and Ms. Huang Meiyuan as executive directors, and Mr. Xie Taoquan, Mr. Jing Quanliang and Mr. Chen Tong as independent non-executive directors.