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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)**

## DISCLOSEBALE TRANSACTION IN RELATION TO SUBSCRIPTION OF UNLISTED NOTES

### THE SUBSCRIPTION

On 3 November 2025, Imperium Cloud, a direct wholly-owned subsidiary of the Company, subscribed the Notes with principal amount of HK$30,000,000 (equivalent to approximately USD3,859,000) through its Investment Manager.

The Notes was subsequently redeemed in full on 30 March 2026 at an approximate amount of HK$31,093,000 (inclusive of net interest income of approximately HK$1,093,000 after deducting applicable charges).

### BREACH OF THE LISTING RULES

As one or more of the applicable ratios (as defined under the Listing Rules) in respect of the Subscription exceeded 5% but both were less than 25%, the Subscription constituted a discloseable transaction of the Company and was subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Due to an inadvertent misunderstanding of the Listing Rules, the Company failed to comply with relevant reporting and announcement requirements under Chapter 14 of the Listing Rules constituted a breach of Rule 14.34 of the Listing Rules.

## THE SUBSCRIPTION

On 3 November 2025, Imperium Cloud, a direct wholly-owned subsidiary of the Company, subscribed to the Notes with principal amount of HK$30,000,000 (equivalent to approximately USD3,859,000) through its Investment Manager.

## PRINCIPAL TERMS OF THE NOTES

The principal terms of the Notes are as follows:

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|---|---|
| Product name: | Global Market Fixed-rate Note USD |
| Date of the Subscription: | 3 November 2025 |
| Parties: | (i) Investment Manager; and<br>(ii) Imperium Cloud |
| Amount of the Subscription: | HK$30,000,000 (equivalent to approximately USD3,859,000) |
| Coupon rate: | 18% per annum |
| Redemption frequency: | On a daily basis, with 7 days' notice in advance |
| Interest payment frequency: | One off interest payment at redemption |
| Lock up period: | None |

## INFORMATION OF IMPERIUM CLOUD

Imperium Cloud is an investment holding company incorporated in Hong Kong with limited liability and is a direct wholly-owned subsidiary of the Company.

## INFORMATION OF THE INVESTMENT MANAGER

The Investment Manager, namely Arta Asset Management Limited, a licensed corporation (CE number: AQW828) under the SFO to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities.

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

## REASONS AND BENEFITS FOR THE SUBSCRIPTION

As of 30 June 2025, the Group recorded both net current liabilities and net liabilities. In addition to taking measures to tighten cost control over various costs, the Group also sought various strategies to enhance its income stream, such as placing short term time deposits. The Group considered the Subscription provided it with opportunity to enhance the return on temporarily available funds while maintaining a prudent liquidity profile and generating additional interest income for the Group, which also effectively avoided the opportunity cost associated with holding idle cash in low interest bank deposits, provided that the Notes offer a relatively high return with flexible of redemption mechanism.

The Subscription falls within the Group's treasury management and cash optimisation activities and was duly approved by the executive Directors of the Company. The Directors consider the terms of the Subscription are on normal commercial terms which are fair and reasonable and the Subscription is in the best interests of the Company and the Shareholders as a whole.

The Notes were subsequently redeemed in full on 30 March 2026, the Group received approximately HK$31,093,000 (inclusive of net interest income of approximately HK$1,093,000 after deducting applicable charges) at redemption.

## BREACH OF THE LISTING RULES

As one or more of the applicable percentage ratios under the Listing Rules in respect of the Subscription exceeded 5% but both were less than 25%, the Subscription constituted a discloseable transaction of the Company and was therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Due to an inadvertent misunderstanding of the Listing Rules, the Company failed to comply with the relevant reporting and announcement requirements under Chapter 14 of the Listing Rules in connection with the Subscription. The management of the Group at first considered the transactions as routine treasury management and cash optimisation activities, which according to the existing policies and procedures are not considered as transactions triggering the reporting obligations under Chapter 14 of the Listing Rules, hence overlooked the requirements under the Listing Rules. The Company acknowledges that it should have complied with the relevant reporting and announcement requirements under Chapter 14 of the Listing Rules in respect of the Subscription as and when such obligations arose. Regrettably, due to its unintentional and inadvertent oversight, the Company failed to do so in a timely manner.

Save as disclosed in the preceding paragraphs, as of the date of this announcement, the Board is not aware of any other similar breach of the relevant reporting and announcement requirements under Chapter 14 or Chapter 14A of the Listing Rules by the Company.

## REMEDIAL ACTIONS

The Board would like to emphasis that such delay in compliance with the Listing Rules was inadvertent and unintentional and the Company had no intention to withhold any information relating to the Subscription. To prevent the recurrence of similar non-compliance incidents in the future and to comply with the requirements under the Listing Rules on an on-going basis, the Company will adopt the following measures:

1. the Company will arrange training sessions and periodic update sessions for the new and existing Directors, senior management and the staff at both the subsidiary level and Group level (including but not limited to finance and compliance departments) to reinforce their understanding of the compliance requirements and practical application of the Listing Rules (in particular, Chapter 13, Chapter 14 and Chapter 14A);

2. the Company will review, strengthen and continue to monitor the relevant internal control measures of the Group to ensure that current and future transactions will be conducted in compliance with the applicable requirements under the Listing Rules and other relevant rules and regulations, for instance, to update the policies and procedures regarding treasury management function, to require management team to assess the implications under the Listing Rules for treasury products; and

3. the Company will work more closely with its legal advisers and consult other professional advisers before entering into any potential notifiable transaction or such transaction with any potential risk of violating the Listing Rules. If necessary, the Company might also consult the Stock Exchange on the proper treatment of the proposed transaction.

## DEFINITIONS

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

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| "Board" | the board of directors |
| "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) |
| "connected person(s)" | has the meaning ascribed to it under the Listing Rules |
| "Director(s)" | the director(s) of the Company |
| "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 |
| "Imperium Cloud" | Imperium Cloud Computing Digital Technology Company Limited, a direct wholly-owned subsidiary of the Company |
| "Independent Third Party(ies)" | third party(ies) independent of and not connected with the Company and its connected persons |
| "Investment Manager" | Arta Asset Management Limited, is a company incorporated in Hong Kong with limited liability and holds licenses from the SFC to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. The Investment Manager is a wholly-owned subsidiary of Arta TechFin Corporation Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 279) |
| "Listing Rules" | The Rules Governing the Listing of Securities on the Stock Exchange |
| "Notes" | the Global Market Fixed-rate Note USD managed by the Investment Manager |

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| "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 |
| "SFC" | Securities and Futures Commission of Hong Kong |
| "SFO" | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Subscription" | the subscription of the Notes with principal amount of HK$30,000,000 (equivalent to approximately USD3,859,000) by Imperium Cloud through its Investment Manager |
| "USD" | United States dollars, the lawful currency of the United States of America |
| "%" | per cent |

By order of the Board
**Imperium Technology Group Limited**
**Xiao Junjia**
*Executive Director*

Hong Kong, 20 May 2026

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