

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is made for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



鵬高控股集團

Pengo Holdings Group Limited

香港聯交所主板股份代碼:1865

Pengo Holdings Group Limited

鵬高控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1865)

SUBSCRIPTIONS OF NEW SHARES UNDER GENERAL MANDATE

On 10 August 2026 (after the trading hours), the Company entered into the Subscription Agreements with three Subscribers respectively, pursuant to which the Company has conditionally agreed to allot and issue and the Subscribers have conditionally agreed to subscribe for the Subscription Shares at the Subscription Price of HK\$0.34 per Share.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and Completion, the Subscription Shares represent approximately 11.4% of the existing issued share capital of the Company as at the date of this announcement and approximately 10.3% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

The Subscription Price of HK\$0.34 per Share represents (i) a discount of approximately 16.0% to the closing price per Share of HK\$0.405 as quoted on the Stock Exchange on the date of the Subscription Agreements; and (ii) a discount of approximately 19.2% to the average of the closing prices per Share of approximately HK\$0.421 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Subscription Agreements.

Assuming that all the Subscription Shares are fully subscribed, the gross proceeds from the Subscriptions will be approximately HK\$50.1 million and the net proceeds from the Subscriptions (after deducting other relevant expenses) will be approximately HK\$50.0 million. The Company intends to utilize (i) approximately 80%, or HK\$40.0 million, of the net proceeds for repayment of trade and other payables of the Group; and (ii) approximately 20%, or HK\$10.0 million, of the net proceeds for the replenishment of general working capital of the Group.

As Completion is subject to the satisfaction of the conditions in the Subscription Agreements, the Subscriptions may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE SUBSCRIPTIONS

On 10 August 2026 (after the trading hours), the Company entered into the Subscription Agreements with the three Subscribers, pursuant to which the Company has conditionally agreed to allot and issue and the Subscribers have conditionally agreed to subscribe for the Subscription Shares at the Subscription Price of HK\$0.34 per Share.

The Subscription Agreements

Set out below is a summary of the principal terms of the Subscription Agreements:

The Subscription Agreement A

Date: 10 August 2026 (after trading hours)

Parties: (1) the Company (as issuer); and
(2) Subscriber A (as subscriber)

Pursuant to Subscription Agreement A, the Subscriber A conditionally agreed to subscribe for 67,347,200 new Shares at the Subscription Price of HK\$0.34 per Subscription Share.

Subscriber A, Li Ling* (李凌), a resident of the PRC. He holds a Master's degree in EMBA from Tsinghua University. In 2018, he founded Hong Kong EverCrest Holdings Group*, concurrently serving as the chairman of several enterprises in general aviation, new energy, electricity retailing, and smart cities. He has led the investment, construction, and operation of the four major industries, possessing extensive experience in the operation and management of diversified industries of the group. In the social sector, he serves as the president of the Yichun Chamber of Commerce in Nanchang*, and the executive vice president of multiple Jiangxi business associations and Tsinghua alumni associations, actively promoting the matchmaking of Jiangxi business resources. He has earned accolades such as an Outstanding Entrepreneur of Jiangxi Province, an Excellent Entrepreneur of the Province, China's Best Employers, etc.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Subscriber A, is an Independent Third Party and does not hold any interests in Shares as at the date of this announcement.

The Subscription Agreement B

Date: 10 August 2026 (after trading hours)

Parties: (1) the Company (as issuer); and
(2) Subscriber B (as subscriber)

Pursuant to Subscription Agreement B, the Subscriber B conditionally agreed to subscribe for 48,000,000 new Shares at the Subscription Price of HK\$0.34 per Subscription Share.

Subscriber B, Li Wei Cheng* (李偉成), a resident of the PRC. She is a Senior Economist, a member of the Jiusan Society, and a National Model Worker. She serves as a Standing Committee Member of the Sichuan Provincial Federation of Industry and Commerce, vice chairman of the China Hairdressing & Beauty Association, and chairman of Beautiful Life Group*. Deeply rooted in the beauty industry for over twenty years, she founded Silktone in 1999, successively establishing an entire industrial chain encompassing lifestyle beauty, medical aesthetics, cosmetics R&D, and health management; she has organized multiple beauty vocational institutions and school-enterprise industry colleges, establishing an industry-academia-research platform to supply a large volume of professional and technical talent to the industry. Long dedicated to public welfare and charitable assistance, she has funded the construction of schools and rural roads in various regions, continuously promoting initiatives such as student aid, agricultural support, disaster relief, and plateau material donations, with various relief funds reaching millions of RMB. She has been honored with titles such as Advanced Individual and Charitable Individual in Sichuan Province's "Ten Thousand Enterprises Revitalize Ten Thousand Villages" Initiative.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Subscriber B, is an Independent Third Party and does not hold any interests in Shares as at the date of this announcement.

The Subscription Agreement C

Date: 10 August 2026 (after trading hours)

Parties: (1) the Company (as issuer); and
(2) Subscriber C (as subscriber)

Pursuant to Subscription Agreement C, the Subscriber C conditionally agreed to subscribe for 32,000,000 new Shares at the Subscription Price of HK\$0.34 per Subscription Share.

Subscriber C, Derian Tan Suan Boon, a resident of Malaysia. He holds a Bachelor (Honours) degree in Information Technology for Business from Oxford Brookes University and has 25 years of executive experience from multinational enterprises spanning various countries across Asia, Africa, and Europe. He has deeply cultivated fields including energy transition, renewable energy, sustainable infrastructure, environmental engineering, and international investment consulting. He currently serves as the regional director of Macau Wanao Energy*, oversees hundred-million-scale new energy projects in the Asia-Pacific region and manages a professional team of over 100 people. Concurrently, he serves as an independent consultant, providing energy conservation, carbon reduction, and ESG planning for Eurasian enterprises. He has previously served as regional director for environmental group, head of photovoltaic and biogas business units, and head of environmental engineering, possessing comprehensive industry operational experience. He has participated in the establishment of medical environment standards in Malaysia, assisted multiple governments in formulating renewable energy policies, and provided consultancy services for the Asian Development Bank and the World Bank. He has successfully delivered benchmark projects such as photovoltaic installations in Macau and a 200MW floating photovoltaic project in Malaysia, and participated in green energy infrastructure planning for semiconductor plants and data centers.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Subscriber C, is an Independent Third Party and does not hold any interests in Shares as at the date of this announcement.

Subscription Shares

The Subscription Shares comprise an aggregate of 147,347,200 new Shares, representing approximately 11.4% of the existing issued share capital of the Company as at the date of this announcement and approximately 10.3% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The aggregate nominal value of the Subscription Shares will be HK\$14,734,720.

Subscription Price

The Subscription Price of HK\$0.34 per Share represents:

- (i) a discount of approximately 16.0% to the closing price per Share of HK\$0.405 as quoted on the Stock Exchange on the date of the Subscription Agreements; and
- (ii) a discount of approximately 19.2% to the average of the closing prices per Share of approximately HK\$0.421 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Subscription Agreements.

The Subscription Price was determined and negotiated on an arm's length basis between the Company and the Subscribers with reference to the prevailing market conditions, prevailing market prices and liquidity of the Shares. The Directors consider that the Subscription Price is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

Completion of the Subscriptions

The completion of the Subscriptions will take place on the third Business Day after the conditions of the Subscriptions have been fulfilled (or on such other date and time as may be agreed between the Company and the Subscribers).

Ranking of Subscription Shares

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

General Mandate to issue the Subscription Shares

The Subscription Shares will be issued under the General Mandate to allot, issue and deal with shares granted to the Directors by resolution of the Shareholders passed on 21 August 2025 subject to the limit up to 20% of the then issued share capital of the Company as on 21 August 2025.

Under the General Mandate, the Company is authorized to issue up to 147,347,200 Shares. Up to the date of this announcement, no Share has been issued under the General Mandate. The maximum of 147,347,200 Subscription Shares to be allotted and issued will fall within the limit of the General Mandate. Therefore, the issue of the Subscription Shares is not subject to the approval of the Shareholders.

Conditions of the Subscriptions

The completion of the Subscriptions are conditional upon, among others, the following conditions being satisfied:

- (i) the Listing Committee of the Stock Exchange granting approval (subject to allotment) for the listing of and permission to deal in the Subscription Shares to be issued and such approval not being subsequently revoked;
- (ii) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreements and the transactions contemplated thereunder having been obtained and remaining in full force and effect; and
- (iii) all necessary consents and approvals required to be obtained on the part of the Subscribers in respect of the Subscription Agreements and the transactions contemplated thereunder having been obtained and remaining in full force and effect.

The parties to the Subscription Agreements shall use all endeavours to procure the fulfilment of all the conditions above by the Long Stop Date or such other date as the parties to the Subscription Agreements may agree in writing. In the event that all the conditions have not been fulfilled by the Long Stop Date and the Company and the Subscribers have not agreed to extend the Long Stop Date upon the expiry of the Long Stop Date, the Subscription Agreements will be terminated and ceased to be effective, and neither party shall have obligations and liabilities against the other thereafter, save for any antecedent breach of the Subscription Agreements.

Application for listing

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

REASONS FOR THE SUBSCRIPTIONS AND USE OF PROCEEDS

The Company is an investment holding company and the Group is principally engaged in provision of infrastructural pipeline construction and related engineering services mainly for gas, water, telecommunications and power industries, provision of engineering services and trading of building materials.

Assuming that all the Subscription Shares are fully subscribed, the gross proceeds from the Subscriptions will be approximately HK\$50.1 million, and the net proceeds from the Subscriptions (after deducting other relevant expenses) will be approximately HK\$50.0 million. The Company intends to utilize (i) approximately 80%, or HK\$40.0 million, of the net proceeds for repayment of trade and other payables of the Group; and (ii) approximately 20%, or HK\$10.0 million, of the net proceeds for the replenishment of general working capital of the Group, of which approximately HK\$8.0 million for the payment of staff costs, including salaries and wages, approximately HK\$2.0 million for other business and corporate expenses, including marketing and promotion expenses, office and general administrative expenses. The Company expects that the net proceeds will be fully utilized on or before 31 December 2026.

The Directors consider that the Subscriptions represent a good opportunity to raise additional funds through the equity market to strengthen the liquidity and financial position of the Group, to support the continuous development and business growth taken into account the fast changing market conditions, as well as to broaden the capital and shareholder base of the Company. Accordingly, the Board considers that the terms of the Subscriptions are fair and reasonable and the Subscriptions are in the interests of the Company and the Shareholders as a whole.

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 completion of the Subscriptions (assuming the maximum number of the Subscription Shares are subscribed and there is no other change in the issued share capital of the Company before the completion of the Subscriptions) are set out below:

	As at the date of this announcement		Upon Completion (Assuming all the Subscription Shares have been issued and allotted)	
	<i>Number of issued Shares</i>	<i>Approximately %</i>	<i>Number of issued Shares</i>	<i>Approximately %</i>
Subscriber A	–	–	67,347,200	4.7
Subscriber B	–	–	48,000,000	3.4
Subscriber C	–	–	32,000,000	2.2
Other public Shareholders	1,287,194,701	100.0	1,287,194,701	89.7
Total	1,287,194,701	100.0	1,434,541,901	100.0

FUND RAISING ACTIVITY OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company had carried out the following equity fund-raising activities in the 12 months immediately preceding the date of this announcement:

Date of announcement	Event	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds	Expected timeline for utilization
1 August 2025	Placing of convertible bonds	HK\$118.4 million	(i) approximately HK\$100.0 million or approximately 84.5% of the net proceeds for the project development costs regarding the first phase of the pumped storage power station project	Not yet utilized	On or before 31 March 2027
			(ii) approximately HK\$18.4 million or approximately 15.5% of the net proceeds for general working capital	Utilized as intended	N/A

Save as the abovementioned, the Company has not conducted any equity fund raising activity in the past 12 months immediately preceding the date of this announcement.

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

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or Sunday or days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks in Hong Kong are open for general banking business
“Company”	Pengo Holdings Group Limited, a company incorporated under the laws of the Cayman Islands, the issued shares of which are listed on the Stock Exchange
“Completion”	completion of the Subscriptions in accordance with the terms and conditions as set out in the Subscription Agreements
“connected persons”	has the meanings as ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate granted by the Shareholders to the Directors at the annual general meeting of the Company held on 21 August 2025 to allot, issue and deal with 147,347,200 Shares, being 20% of the total number of Shares in issue as at the date of the annual general meeting

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party(ies) who is (are) not connected person(s) of the Company and its subsidiaries and is (are) third party(ies) independent of the Company and connected persons of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	28 August 2026, or such later date as the parties to the Subscription Agreements may agree in writing
“PRC”	the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Share(s)”	ordinary shares of HK\$0.1 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber(s)”	the subscribers subscribing for the Subscription Shares under the Subscriptions, namely, Subscriber A, Subscriber B and Subscriber C

“Subscriber A”	Li Ling* (李凌), an Independent Third Party
“Subscriber B”	Li Wei Cheng* (李偉成), an Independent Third Party
“Subscriber C”	Derian Tan Suan Boon, an Independent Third Party
“Subscriptions”	the subscription for the Subscription Shares by each Subscriber on the terms and subject to the conditions set out in the relevant Subscription Agreements
“Subscription Agreement A”	the subscription agreement dated 10 August 2026 and entered into between the Company and Subscriber A in respect of the Subscriptions
“Subscription Agreement B”	the subscription agreement dated 10 August 2026 and entered into between the Company and Subscriber B in respect of the Subscriptions
“Subscription Agreement C”	the subscription agreement dated 10 August 2026 and entered into between the Company and Subscriber C in respect of the Subscriptions
“Subscription Agreements”	collectively, Subscription Agreement A, Subscription Agreement B and Subscription Agreement C
“Subscription Price”	the subscription price of HK\$0.34 per Share
“Subscription Shares”	an aggregate of 147,347,200 new Shares to be allotted and issued pursuant to the Subscription Agreements

“HK\$”

Hong Kong dollars, the lawful currency of Hong Kong

“%”

per cent.

By order of the Board
Pengo Holdings Group Limited
Feng Jiamin
Chairman

Hong Kong, 10 August 2026

As at the date of this announcement, the Board comprises Ms. Feng Jiamin, Mr. Michael Shi Guan Wah, Ms. Zhao Jianhong, Mr. Leung Yiu Cho, Mr. Liang Enkai and Mr. Fong Hang Fai as executive Directors; Mr. Dong Changzhou as non-executive Director and Mr. Wu Kai Tang, Mr. Shek Jun Chong, Mr. Qiu Yue and Ms. Tam Wing Yan as independent non-executive Directors.

* *for identification purpose only*