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金石資本集團有限公司
GOLDSTONE CAPITAL GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1160)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

SUNWAH KINGSWAY

新華滙富

The Placing Agent

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 18 August 2026 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent agrees, as agent of the Company, to procure on a best effort basis not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 47,454,250 Placing Shares at the Placing Price of HK\$0.48 per Placing Share. Assuming there will be no change in the issued share capital of the Company between the date of this announcement and the Completion Date, the maximum of 47,454,250 Placing Shares represent (i) 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 all the Placing Shares.

The Placing Shares will be allotted and issued pursuant to the General Mandate and the Placing is not subject to further Shareholders' approval. An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

Assuming all the Placing Shares are fully placed, the gross proceeds from the Placing will be approximately HK\$22.8 million. The net proceeds, after deduction of all relevant expenses incidental to the Placing, are estimated to be approximately HK\$20.8 million. The Company intends to apply the net proceeds from the Placing for general working capital and business development.

Completion of the Placing is subject to the satisfaction of a number of conditions, including the listing approval for the Placing Shares, and therefore may not proceed. Accordingly, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's securities.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 18 August 2026 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent agrees, as agent of the Company, to procure on a best effort basis not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 47,454,250 Placing Shares at the Placing Price of HK\$0.48 per Placing Share. Details of the Placing Agreement are set out below:

Date: 18 August 2026

Parties: (A) the Company as issuer

(B) the Placing Agent as placing agent

The Placing Agent is a company incorporated in Hong Kong with limited liability. The Placing Agent is a licensed corporation to carry out Type 1 (Dealing in Securities), Type 2 (Dealing in Futures Contracts), Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated activities under the SFO. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Pursuant to the terms of the Placing Agreement, the Placing Agent will receive an upfront fee of HK\$200,000 and a placing commission of 7% of the aggregate amount which is equal to the Placing Price multiplied by the number of Placing Shares actually placed by the Placing Agent. The placing commission in respect of the Placing was negotiated on arm's length basis between the Company and the Placing Agent and was determined with reference to, among other things, the prevailing commission rate charged by other placing agents and the price performance of the Shares. The Directors consider that the fee and the placing commission in respect of the Placing is fair and reasonable based on the current market conditions.

Placees

The Placing Shares will be placed to not less than six Placees, each of whom, and the ultimate beneficial owners (if applicable) of which, are Independent Third Parties. Upon completion of the Placing, none of the Placees will become a Substantial Shareholder.

Placing Shares

Assuming there will be no change in the issued share capital of the Company between the date of this announcement and the Completion Date, the maximum of 47,454,250 Placing Shares represent (i) 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 all the Placing Shares. The maximum aggregate nominal value of the Placing Shares is HK\$4,745,425.

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

Placing Price

The Placing Price of HK\$0.48 per Placing Share represents:

- (a) equal to the closing price of HK\$0.48 per Share as quoted on the Stock Exchange on 18 August 2026, being the date of the Placing Agreement; and
- (b) a premium approximately 1.26% over the average closing price of HK\$0.474 per Share 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 arrived at after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market price and the recent trading performance 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.

Conditions of the Placing

Completion is conditional upon the fulfillment of the following conditions:

- (i) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares; and
- (ii) all necessary consents and approvals having been obtained by the Company and the Placing Agent to effect the execution, completion and performance of the obligations and other terms of the Placing Agreement.

In the event any of the above conditions is not fulfilled on or before 14 September 2026 (or such later date as may be agreed between the parties thereto in writing), all rights, obligations and liabilities of the parties hereto shall cease and terminate and neither of the parties shall have any claim against the other save for any antecedent breach under the Placing Agreement prior to such termination.

Completion of the Placing

Completion of the Placing shall take place on the third Business Days after the day on which all the conditions set out in the Placing Agreement have been fulfilled (or such later date as may be agreed between the parties to the Placing Agreement in writing).

Application for listing

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

General Mandate to issue the Placing Shares

The Placing Shares will be allotted and issued pursuant to the General Mandate. The maximum number of Shares that can be issued under the General Mandate is 47,454,250 Shares. As at the date of this announcement, no Shares have been allotted and issued under the General Mandate. The General Mandate is sufficient for the allotment and issue of all the Placing Shares. As such, the issue of the Placing Shares is not subject to further Shareholders' approval. The General Mandate will be fully utilised upon the allotment and issue of all the Placing Shares.

Termination

The Placing Agent reserves its right to terminate the arrangements set out in the Placing Agreement by notice in writing at or prior to 10:00 a.m. on the Completion Date (or such other date as may be agreed between the parties in writing), if in its reasonable opinion, the success of the Placing would be materially and adversely affected by any force majeure events (as defined below).

For this purpose, a "force majeure event" refers to

- (a) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

- (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date hereof) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which may, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudices the success of the Placing (such success being the placing of the Placing Shares to potential investor(s)) or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or
- (c) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities) occurs which affect the success of the Placing (such success being the placing of the Placing Shares to potential investor(s)) or otherwise in the reasonable opinion of the Placing Agent makes it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing.

REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The Company is an investment company incorporated on 15 April 2003 with limited liability as an exempted company in Bermuda. The Company is principally engaged in investing in listed and unlisted enterprises established in Hong Kong and the PRC with potential for earnings growth and capital appreciation.

Assuming all the Placing Shares are fully placed, the gross proceeds from the Placing will be approximately HK\$22.8 million. The net proceeds, after deduction of all relevant expenses incidental to the Placing, are estimated to be approximately HK\$20.8 million. The net placing price will be approximately HK\$0.438 per Placing Share. The Company intends to apply the net proceeds from the Placing as to approximately HK\$5 million towards general working capital of the Company including staff costs and rental and as to the remaining balance of HK\$15.8 million towards business development of the Company for investments.

As disclosed in the announcement of the Company dated 11 August 2026, as at 31 July 2026, the unaudited net liabilities value per share of the Company was approximately HK\$0.007. The Company's current net liabilities position limits its ability to pursue investment opportunities of a commercially meaningful scale. In this regard, the Placing will strengthen the Company's capital base, increase its investment capacity and enable the Company to pursue investment opportunities of a more meaningful scale.

Accordingly, the Board considers that the Placing is in the interests of the Company and the Shareholders as a whole as it represents an opportunity to raise additional funding to strengthen the Company's financial position.

The Board considers 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 are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

The Company has not conducted any equity fund raising activities in the past 12 months immediately preceding the date of this announcement.

GENERAL

Completion of the Placing is subject to the satisfaction of a number of conditions, including the listing approval for the Placing Shares, and therefore may not proceed. Accordingly, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's securities.

DEFINITIONS

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

“Board”	the board of Directors;
“Business Day(s)”	a day (other than a Saturday, Sunday and public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours;
“Company”	Goldstone Capital Group Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1160);
“Completion Date”	a date on which the Placing is completed in accordance with the terms and conditions of the Placing Agreement, which falls on the third Business Days following the satisfaction of the conditions precedent under the Placing Agreement or such other date as the Company and the Placing Agent may agree in writing;

“Director(s)”	director(s) of the Company;
“General Mandate”	the general mandate granted to the Directors pursuant to an ordinary resolution of the Company passed at the annual general meeting of the Company held on 15 August 2025 to allot, issue and deal with new Shares not exceeding 20% of the number of issued share capital of the Company as at the date of the annual general meeting;
“Group”	the Company and its subsidiaries (if applicable);
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Third Party(ies)”	third party(ies) independent of and not connected with, and are not acting in concert with the Company and any of its connected persons (having the meaning ascribed to it under the Listing Rules);
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Main Board”	the Main Board of the Stock Exchange;
“Placees”	any person or entity procured by the Placing Agent or its agent(s) to subscribe for any Placing Shares pursuant to the Placing Agreement;
“Placing”	the placing, on a best effort basis, of up to 47,454,250 Placing Shares on and subject to the terms and conditions set out in the Placing Agreement;
“Placing Agent”	Kingsway Financial Services Group Limited, being a corporation licensed to conduct Type 1 (Dealing in Securities), Type 2 (Dealing in Futures Contracts), Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated activities under the SFO;
“Placing Agreement”	the Placing Agreement dated 18 August 2026 entered into between the Company and the Placing Agent in relation to Placing;

“Placing Price”	HK\$0.48 per Placing Share;
“Placing Shares”	up to a total of 47,454,250 new Shares to be placed pursuant to the Placing Agreement;
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share(s)”	the share(s) of HK\$0.10 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 Shareholders”	has the meaning ascribed to this term under the Listing Rules;
“%”	per cent.

By order of the Board
Goldstone Capital Group Limited
Jin Qingjun
Chairman

Hong Kong, 18 August 2026

As at the date of this announcement, the board comprises Mr. Chan Cheong Yee as executive director; Mr. Jin Qingjun (Chairman), Mr. Chen Huaiyuan, Mr. Lam King, Mr. Wang Guozhen and Ms. An Ran as non-executive directors; and Mr. Hung Hoi Ming Raymond, Ms. Wan Yuk Ling and Ms. Xiao Ruimei as independent non-executive directors.