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**稀鎂科技
REMT**

稀鎂科技集團控股有限公司

RARE EARTH MAGNESIUM TECHNOLOGY GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 601)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



駿達證券有限公司

Tiger Faith Securities Limited

THE PLACING

The Board is pleased to announce that on 21 August 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, a maximum of 96,000,000 Placing Shares to not less than six (6) Placees who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK\$0.05 per Placing Share (excluding the Stock Exchange trading fee, SFC transaction levy, CCASS stock settlement fee and brokerage as may be payable by the Placees).

The maximum number of Placing Shares under the Placing represents (i) approximately 16.20% of the existing issued share capital of the Company of 592,595,103 Shares as at the date of this announcement; and (ii) approximately 13.94% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares (assuming there will be no other change to the total number of Shares in issue from the date of this announcement to the Completion Date).

The Placing Price of HK\$0.05 per Placing Share represents: (a) a discount of approximately 19.35% to the closing price of HK\$0.062 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (b) a discount of approximately 18.57% to the average closing price of HK\$0.0614 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the date of the Placing Agreement.

Assuming all the 96,000,000 Placing Shares are successfully placed, the gross proceeds from the Placing amount to HK\$4.8 million and the net proceeds from the Placing are estimated to be approximately HK\$4.5 million after deducting the placing commission and other relevant costs and expenses. On such basis, the net issue price will be approximately HK\$0.047 per Placing Share.

The Directors intend to apply (i) 50% of the Net Proceeds from the Placing, towards the payment of the audit and professional fees; (ii) 30% of the Net Proceeds for the payment of staff costs; and (iii) the remaining 20% for the settlement of trade and other payables. Details of which have been set out in the section headed “REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS” in this announcement.

GENERAL

The Placing Shares will be issued pursuant to the General Mandate and therefore the allotment and issue of the Placing Shares will not be subject to any approval of the Shareholders. Application will be made by the Company to the Stock Exchange for the approval for the listing of, and permission to deal in, the Placing Shares.

Shareholders and potential investors of the Company should note that the Placing is subject to the condition under the Placing Agreement to be fulfilled. 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.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 21 August 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement.

The principal terms of the Placing Agreement are summarised below:

Date: 21 August 2026 (after trading hours)

Issuer: The Company

Placing Agent: Tiger Faith Securities Limited

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

Pursuant to the terms of the Placing Agreement, the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, a maximum of 96,000,000 Placing Shares to not less than six (6) Placee(s) who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK\$0.05 per Placing Share (excluding the Stock Exchange trading fee, SFC transaction levy, CCASS stock settlement fee and brokerage as may be payable by the Placees). The terms of the Placing Agreement were arrived at after 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 commission

The Placing Agent will charge the Company a placing commission of 3% 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 in respect of the Placing was negotiated on arm's length basis between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions, and the Directors are of the view that the placing commission is fair and reasonable.

Placees

The Placing Shares will be placed by the Placing Agent, on a best effort basis, to not less than six (6) Placees who are individual(s), corporate(s) or institutional investor(s) who and whose ultimate beneficial owners are Independent Third Parties. It is not expected that any Placee will become a substantial shareholder (as defined under the Listing Rules) of the Company immediately after the Completion.

Number of 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 of the Placing, the maximum number of Placing Shares under the Placing represent (i) approximately 16.20% of the existing total number of issued Shares as at the date of this announcement; and (ii) approximately 13.94% of the total number of issued Shares as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK\$960,000.

Ranking of Placing Shares

The Placing Shares under the Placing will rank *pari passu* in all respects with the existing Shares in issue on the date of allotment and issue of the Placing Shares.

Condition of the Placing

Completion is conditional upon the Stock Exchange granting or agreeing to grant the approval for the listing of, and the permission to deal in, the Placing Shares.

In the event that the above condition is not fulfilled on or before 11 September 2026 (or such later date as may be agreed between the parties to the Placing Agreement in writing, i.e. the Long Stop Date), the Placing Agreement shall terminate and all rights, obligations and liabilities of the parties to the Placing Agreement shall cease and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the Placing Agreement prior to such termination.

Completion of the Placing

Subject to the fulfilment of the condition set out above, Completion shall take place on the Completion Date (or such other time, date and place as the parties hereto may agree in writing).

Placing Price

The Placing Price of HK\$0.05 per Placing Share represents:

- (a) a discount of approximately 19.35% to the closing price of HK\$0.062 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and
- (b) a discount of approximately 18.57% to the average closing price of HK\$0.0614 per Share as quoted on the Stock Exchange in the last five (5) consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Price of the Placing was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the Placing are on normal commercial terms and are fair and reasonable and are 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 pursuant to the General Mandate, pursuant to which the Directors are authorised to allot and issue up to 118,519,020 Shares, representing 20% of the total number of issued Shares as at the AGM. 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, and therefore, the issue of the Placing Shares is not subject to any Shareholders' approval. The General Mandate will be utilised as to 81.00% following the allotment and issue of all the Placing Shares.

Application for listing of Placing Shares

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

Termination

The Placing Agent may, in its reasonable opinion, after consultation with the Company, terminate the Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the Completion Date if:

- (i) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (ii) there is any breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or
- (iii) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

The Company may, in its reasonable opinion, after consultation with the Placing Agent, terminate the Placing Agreement by notice in writing to the Placing Agent at any time up to 8:00 a.m. on the Completion Date if there is a breach of the warranties, representations and undertakings given by the Placing Agent in the Placing Agreement and such breach is considered by the Company on reasonable grounds to be material.

Upon termination of the Placing Agreement, all liabilities of the parties hereto hereunder shall cease and determine and no party hereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Placing Agreement save in respect of any antecedent breach of any obligation under the Placing Agreement.

REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The Group is principle engaged in the magnesium product business.

Assuming all the 96,000,000 Placing Shares are successfully placed, the gross proceeds from the Placing amount to HK\$4.8 million and the net proceeds from the Placing are estimated to be approximately HK\$4.5 million after deducting the placing commission and other relevant costs and expenses. On such basis, the net issue price will be approximately HK\$0.047 per Placing Share.

The Directors intend to apply (i) 50% of the net proceeds from the Placing (the “**Net Proceeds**”), towards the payment of the audit and professional fees; (ii) 30% of the Net Proceeds for the payment of staff costs; and (iii) the remaining 20% of the Net Proceeds will be used for the settlement of trade and other payables.

The Directors consider that the Placing represents a valuable opportunity to raise additional funding for the business operations of the Group without any interest burden and broaden the Shareholder base of the Company which may in turn enhance the liquidity of the Shares and provide working capital to the Group to meet any of its financial obligations.

In light of the above, 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.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there being no other changes in the share capital of the Company from the date of this announcement up to the Completion Date, set out below is the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after Completion (assuming that all of the 96,000,000 Placing Shares will be placed in full).

	As at the date of this announcement		Immediately after Completion (assuming all the Placing Shares are fully placed)	
	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>
Ming Xin Developments Limited (Note 1&2)	237,049,786	40.00	237,049,786	34.43
Public Shareholders				
The Placees	—	—	96,000,000	13.94
Other public Shareholders	355,545,317	60.00	355,545,317	51.63
Total	592,595,103	100.00	688,595,103	100.00

Note:

- (1) Ming Xin Developments Limited (“**Ming Xin**”) is the beneficial owner of 237,049,786 Shares and the conversion rights attaching to the convertible bonds (“**CB**”) in the principal amount of HK\$431,471,192 (which is convertible into 462,455,726 new Shares).
- (2) Ming Xin is an indirect wholly-owned subsidiary of Century Sunshine and Century Sunshine is therefore deemed to be interested in all the Shares held by Ming Xin as well as Ming Xin’s interest in the CB by virtue of the SFO.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company had not conducted any fund-raising exercise by issuing equity securities in the past 12 months immediately before the date of this announcement.

Shareholders and potential investors of the Company should note that the Placing is subject to the condition under the Placing Agreement to be fulfilled. 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

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

“AGM”	the annual general meeting of the Company held on 30 June 2026
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, a Sunday or public holiday or any day on which a tropical cyclone warning signal 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 signal 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 commercial banks in Hong Kong are open for business
“Company”	Rare Earth Magnesium Technology Group Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 601)
“Completion”	completion of the Placing in accordance with the terms and condition set out in the Placing Agreement
“Completion Date”	a date falling within five (5) Business Days after the day on which the condition set out in the section headed “Condition of the Placing” of this announcement have been fulfilled (or such later date as may be agreed between the Company and the Placing Agent in writing)
“Century Sunshine”	Century Sunshine Group Holdings Limited, a company incorporated in Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 509)
“Directors”	directors of the Company
“General Mandate”	the general mandate which was granted to the Directors pursuant to an ordinary resolution passed at the AGM to allot and issue up to 118,519,020 new Shares, representing 20% of the issued share capital of the Company on such date of the annual general meeting
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Long Stop Date”	11 September 2026
“Independent Third Party(ies)”	any persons or company(ies) and their respective ultimate beneficial owners, to the best of the Director’s knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons (as defined in the Listing Rules)
“Placee(s)”	any individual(s), corporate(s) or institutional investor(s) procured by the Placing Agent or its agent(s) to subscribe for any Placing Shares
“Placing”	the placing, on a best effort basis, of up to 96,000,000 Placing Shares on and subject to the terms and condition set out in the Placing Agreement
“Placing Agent”	Tiger Faith Securities Limited, a corporation licensed by the Securities and Futures Commission to carry out Type 1 (dealing in securities) regulated activity under the SFO
“Placing Agreement”	the agreement entered into between the Company and the Placing Agent dated 21 August 2026 in respect of the Placing
“Placing Price”	HK\$0.05 per Placing Share
“Placing Share(s)”	up to 96,000,000 Shares to be issued under the Placing
“SFO”	Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares

