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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)

COMPLETION OF SUBSCRIPTIONS OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of the Company dated 10 August 2026 (the “**Announcement**”) in relation to the Subscription. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that all the conditions to the Subscription Agreements have been fulfilled and as at the date of this announcement, completion in relation to the allotment and issue of an aggregate of 147,347,200 Subscription Shares to the Subscribers had taken place in accordance with the terms and conditions of the Subscription Agreements.

The gross proceeds from the Subscription are approximately HK\$50.1 million. The net proceeds from the Subscriptions are 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.

Immediately before the completion of the Subscription, the Company had 1,287,194,701 Shares in issue. Upon the completion of the Subscription, 147,347,200 new Shares, representing approximately 11.4% of the issued share capital of the Company as at the date of this announcement (as enlarged by the allotment and issue of the Subscription Shares), have been duly allotted and issued as fully paid to the Subscribers, namely 147,347,200 new Shares in the name of Subscribers, at the Subscription Price of HK\$0.34 per Subscription Share. Accordingly, immediately after the completion of the Subscription, there are 1,434,541,901 Shares in issue.

CHANGES IN SHAREHOLDING STRUCTURE

	Immediately prior to the Completion		Immediately after the Completion	
	<i>Number of issued Shares</i>	<i>Approximately %</i>	<i>Number of issued Shares</i>	<i>Approximately %</i>
Public Shareholders				
Subscriber A	–	–	67,347,200	4.7
Subscriber B	–	–	48,000,000	3.4
Subscriber C	–	–	32,000,000	2.2
Other public Shareholders	<u>1,287,194,701</u>	<u>100.0</u>	<u>1,287,194,701</u>	<u>89.7</u>
Total	<u>1,287,194,701</u>	<u>100.0</u>	<u>1,434,541,901</u>	<u>100.0</u>

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

Hong Kong, 24 August 2026

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