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

Hong Kong Robotics Group Holding Limited
港仔機器人集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 370)

PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE ON A FULLY UNDERWRITTEN BASIS

Financial Advisers to the Company

SOMERLEY CAPITAL LIMITED

Underwriter of the Rights Issue

PROPOSED RIGHTS ISSUE

The Company proposes to raise up to approximately HK$220.3 million, before expenses, by issuing 1,048,812,995 Rights Shares by way of Rights Issue at the Subscription Price of HK$0.21 per Rights Share, on the basis of one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date.

Assuming there is no change in the number of issued Shares on or before the Record Date, the net proceeds from the Rights Issue after deducting the estimated expenses in relation to the Rights Issue are estimated to be approximately HK$203.3 million. The Company intends to use the net proceeds from the Rights Issue as to (a) approximately HK$134.7 million (representing approximately 66.3% of the net proceeds from the Rights Issue) for the procurement and development of the Group's robotics business and ancillary projects; (b) approximately HK$10.0 million (representing approximately 4.9% of the net proceeds from the Rights Issue) for the building and construction business of the Group; (c) approximately HK$23.6 million (representing approximately 11.6% of the net proceeds from the Rights Issue) for general working capital of the Group; and (d) approximately HK$35.0 million (representing approximately 17.2% of the net proceeds from the Rights Issue) for repayment of outstanding indebtedness of the Group. For details, please refer to the section headed "Reasons for the Rights Issue and Use of Proceeds" in this announcement.

The Rights Issue is only available to Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company on the Record Date and must not be a Non-Qualifying Shareholder. In order to be registered as members of the Company on the Record Date, Shareholders must lodge any transfers of Shares (together with the relevant share certificates) with the Registrar for registration no later than 4:30 p.m. (Hong Kong time) on Monday, 7 September 2026.

The Rights Shares, when allotted, issued and fully paid, will rank pari passu with the Shares then in issue in all respects. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Rights Shares in their fully-paid form.

THE IRREVOCABLE UNDERTAKINGS

As at the date of this announcement, South Leader holds 624,980,154 Shares, representing approximately 29.79% of the issued share capital of the Company. South Leader is ultimately wholly-owned by Mr. Li Mengzhe. Pursuant to the Irrevocable Undertaking, Mr. Li Mengzhe has irrevocably undertaken to the Company, among other things, that:

(a) from the date of the Irrevocable Undertaking to the Record Date, he will procure that South Leader will not, sell, transfer, charge, or create any encumbrance or grant any option over or otherwise dispose of, nor enter into any agreement (whether conditional or not) for the sale, transfer, charge, or creation of an encumbrance or grant of any option over or otherwise dispose of, any of the Shares held by South Leader or any interest in them, save with the prior written consent of the Company; and

(b) he will procure that South Leader will accept and pay for in full at the Subscription Price such number of Rights Shares to be provisionally allotted to South Leader pursuant to the Rights Issue as shall be determined by Mr. Li Mengzhe (the exact number of Rights Shares to be subscribed for by South Leader has yet to be determined as at the date of this announcement), provided that in any event, the subscription of the Rights Shares by South Leader shall not trigger an obligation on the part of Mr. Li Mengzhe or any person acting in concert with him to make a mandatory general offer for the Shares under Rule 26.1 of the Takeovers Code.

Save for the Irrevocable Undertaking, the Company has not received any information or irrevocable undertaking from any other Shareholders of their intention in relation to the Rights Shares to be allotted to them under the Rights Issue as at the date of this announcement.

THE UNDERWRITING AGREEMENT

On 27 August 2026 (after trading hours), the Company entered into the Underwriting Agreement with the Underwriter in relation to the underwriting and respective arrangements in respect of the Rights Issue. Pursuant to the Underwriting Agreement, the Underwriter will fully underwrite all the Unsubscribed Rights Shares, either itself or through subscribers procured by it. Details of the Underwriting Agreement are set out in the paragraph headed "Underwriting Arrangement" below in this announcement.

IMPLICATIONS UNDER THE LISTING RULES

As the Rights Issue will not increase either the number of issued shares or the market capitalisation of the Company by more than 50% within the 12-month period immediately preceding the date of this announcement, the Rights Issue is not conditional on approval by the Shareholders pursuant to Rule 7.19A(1) of the Listing Rules.

The Rights issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

GENERAL

Subject to the fulfillment of certain conditions of the Rights Issue, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders. The Company will despatch the Prospectus to the Non-Qualifying Shareholders for their information only, but the Company will not send the PAL and EAF to the Non- Qualifying Shareholders.

WARNING ON THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Underwriter has the right in certain circumstances to terminate the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the paragraph headed "Termination of the Underwriting Agreement" under the section headed "Underwriting Arrangement" in this announcement). Accordingly, the proposed Rights Issue may or may not proceed.

Any Shareholder or other person dealing in the existing Shares and/or the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue are fulfilled or waived (as applicable) (and the date on which the Underwriter's right of termination and rescission of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the existing Shares and/or the nil-paid Rights Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

PROPOSED RIGHTS ISSUE

The Company proposes to raise up to approximately HK$220.3 million, before expenses, by issuing 1,048,812,995 Rights Shares by way of Rights Issue at the Subscription Price of HK$0.21 per Rights Share, on the basis of one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date (assuming no change in the number of Shares in issue on or before the Record Date). The Rights Issue will not be extended to the Non-Qualifying Shareholder(s) (if any).

The details of the Rights Issue are set out as follows:

Issue statistics

Basis of the Rights Issue:	One (1) Rights Shares for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date
Subscription Price:	HK$0.21 per Rights Share

Number of existing Shares in issue as at the date of this announcement:	2,097,625,991 existing Shares
Number of Rights Shares to be issued under the Rights Issue:	1,048,812,995 Rights Shares *(Note 1)*
Aggregate nominal value of the Rights Shares:	HK$104,881,299.5 *(Note 1)*
Number of Shares in issue immediately upon completion of the Rights Issue:	3,146,438,986 Shares *(Note 1)*
Amount to be raised by the Rights Issue before expenses:	Approximately HK$220.3 million *(Note 1)*
Right of excess applications:	Qualifying Shareholders may apply for the Rights Shares in excess of their provisional allotment
Underwriter:	RaffAello Securities (HK) Limited
Number of Rights Shares underwritten by the Underwriter:	Pursuant to the Underwriting Agreement, the Underwriter will fully underwrite all the Unsubscribed Rights Shares, either itself or through subscribers procured by it. Accordingly, assuming none of the Rights Shares are subscribed for by the Qualifying Shareholders, up to 1,048,812,995 Rights Shares will be underwritten by the Underwriter.

Note:

1. Assuming no change in the number of Shares in issue on or before the Rights Issue Record Date

As at the date of this announcement, the Company has outstanding share options which, if exercised in full, would require the Company to allot and issue 34,384,738 Shares, and outstanding awarded shares which, if fully vested, would require the Company to allot and issue 40,875,000 Shares. Save for the outstanding share options and the outstanding awarded shares, the Company does not have any outstanding convertible securities, options or warrants in issue or similar rights which confer any right to subscribe for, convert or exchange into the Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

Assuming that there is no change in the issued share capital of the Company from the date of this announcement up to the Record Date, the 1,048,812,995 Rights Shares to be issued and allotted pursuant to the Rights Issue (i) represent 50.0% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 33.3% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

Subscription Price

The Subscription Price of HK$0.21 per Rights Share is payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares under the Rights Issue or when a transferee of the nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

(a) a discount of approximately 22.2% to the closing price of HK$0.27 per Share as quoted on the Stock Exchange on the Last Trading Day;

(b) a discount of approximately 19.5% to the average closing price of approximately HK$0.261 per Share as quoted on the Stock Exchange for the five (5) previous consecutive trading days up to and including the Last Trading Day;

(c) a discount of approximately 25.0% to the average closing price of approximately HK$0.280 per Share as quoted on the Stock Exchange for the thirty (30) consecutive trading days up to and including the Last Trading Day;

(d) a discount of approximately 45.7% to the average closing price of approximately HK$0.387 per Share as quoted on the Stock Exchange for the ninety (90) consecutive trading days up to and including the Last Trading Day;

(e) a discount of approximately 16.0% to the theoretical ex-rights price of approximately HK$0.250 per Share based on the benchmarked price of approximately HK$0.270 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of (i) the closing price of the Shares as quoted on the Stock Exchange on the Last Trading Day; and (ii) the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of this announcement); and

(f) a discount of approximately 4.5% to the net asset value of the Company of approximately HK$0.22 per Share based on the net asset value attributable to owners of the Company of approximately HK$465.9 million as at 31 March 2026 as shown in the annual results announcement of the Company for the year ended 31 March 2026 and divided by the existing number of Shares in issue as at the date of this announcement (i.e. 2,097,625,991 Shares).

During the 12-month period immediately preceding the date of this announcement, the Company has not undertaken (whether by reference to the date of agreement or announcement or the date of commencement of dealing of shares) any rights issue, open offer or specific mandate placing. The theoretical diluted price, the benchmarked price and theoretical dilution effect (as those terms are defined under Rule 7.27B of the Listing Rules) for the Rights Issue are approximately HK$0.250 per Share, HK$0.270 per Share and 7.41%, respectively. The Rights Issue will not result in a theoretical dilution effect of 25% or more. As such the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

The Subscription Price was arrived at after arm's length negotiation between the Company and the Underwriter with reference to, among other things, the market price and trading liquidities of the Shares under the prevailing market conditions, the financial condition of the Company and the reasons for and benefits of Rights Issue as discussed in the section headed "Reasons for the Rights Issue and Use of Proceeds" in this announcement. The Board considers, despite any potential dilution impact of the proposed Rights Issue on the shareholding interests of the Shareholders, the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole, after taking into account that (i) the Qualifying Shareholders who do not wish to take up their provisional entitlements under the Rights Issue can sell the Nil-paid Rights in the market; (ii) the Rights Issue allows the Qualifying Shareholders to subscribe for their pro-rata Rights Shares for the purpose of maintaining their respective existing shareholding interests in the Company at a relatively low price as compared to the historical market price of the Shares and discount to the recent closing prices of the Shares; and (iii) the proceeds from the Rights Issue can fulfil the funding needs of the Group.

As all Qualifying Shareholders are entitled to subscribe for the Rights Shares in the same proportion to his/her/its existing shareholding in the Company held on the Record Date, the Board considers that the discount of the Subscription Price would encourage the Qualifying Shareholders to participate in the future growth of the Group.

The estimated net price per Rights Share (assuming no further issue of new Shares or repurchase of Shares on or before the Record Date) after deducting the related expenses of the Rights Issue will be approximately HK$0.194.

The Irrevocable Undertaking

As at the date of this announcement, South Leader holds 624,980,154 Shares, representing approximately 29.79% of the issued share capital of the Company. South Leader is ultimately wholly-owned by Mr. Li Mengzhe. Pursuant to the Irrevocable Undertaking, Mr. Li Mengzhe has irrevocably undertaken to the Company, among other things, that:

(a) from the date of the Irrevocable Undertaking to the Record Date, he will procure that South Leader will not, sell, transfer, charge, or create any encumbrance or grant any option over or otherwise dispose of, nor enter into any agreement (whether conditional or not) for the sale, transfer, charge, or creation of an encumbrance or grant of any option over or otherwise dispose of, any of the Shares held by South Leader or any interest in them, save with the prior written consent of the Company; and

(b) he will procure that South Leader will accept and pay for in full at the Subscription Price such number of Rights Shares to be provisionally allotted to South Leader pursuant to the Rights Issue as shall be determined by Mr. Li Mengzhe (the exact number of Rights Shares to be subscribed for by South Leader being yet to be determined as at the date of this announcement), provided that in any event, the subscription of the Rights Shares by South Leader shall not trigger an obligation on the part of Mr. Li Mengzhe or any person acting in concert with him to make a mandatory general offer for the Shares under Rule 26.1 of the Takeovers Code.

Save for the Irrevocable Undertaking, the Company has not received any information or irrevocable undertaking from any other Shareholders of their intention in relation to the Rights Shares to be allotted to them under the Rights Issue as at the date of this announcement.

Conditions of the Rights Issue

The Rights Issue is conditional upon the fulfillment or waiver (as the case may be) of the following conditions:

(a) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively of the Prospectus Documents in compliance with the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance not later than the Prospectus Posting Date;

(b) the posting of the Prospectus Documents to the Qualifying Shareholders on or before the Prospectus Posting Date;

(c) the Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares, in nil-paid and fully-paid forms; and

(d) that the Underwriting Agreement not being terminated in accordance with the terms thereof on or before the Latest Time for Termination.

The Company shall use all reasonable endeavours to procure the fulfilment or waiver (as the case may be) of all the above conditions precedent by the Latest Time for Termination or such other time and date as the Company and the Underwriter may agree.

If the conditions set out in paragraphs (a) to (d) above (none of which can be waived) are not fulfilled in whole or in part by the Latest Time for Termination or such other date as the Company and the Underwriter may agree, the Underwriting Agreement shall terminate (save and except the provisions regarding fees, notices and governing law and jurisdiction which shall remain in full force and effect) and no party shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches.

Basis of provisional allotment

The basis of the provisional allotment shall be one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date. Acceptance of all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a remittance for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance. Qualifying Shareholders who take up their pro rata entitlement in full will not be subject to any dilution of their interests in the Company. If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

Status of the Rights Shares

The Rights Shares, when allotted, issued and fully-paid, will rank pari passu with the Shares then in issue in all respects. Holders of the fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Rights Shares in their fully-paid form. Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, AFRC transaction levy or any other applicable fees and charges in Hong Kong.

Closure of register of members

The register of members of the Company will be closed from Tuesday, 8 September 2026 to Monday, 14 September 2026, both dates inclusive, to determine entitlements of the Qualifying Shareholders to participate in the Rights Issue. No transfer of Shares will be registered during this period.

Qualifying Shareholders

The Rights Issue will only be available to the Qualifying Shareholders. Subject to the registration of the Prospectus Documents in accordance with the applicable laws and regulations, the Prospectus Documents setting out details of the Rights Issue will be despatched to the Qualifying Shareholders on the Prospectus Posting Date.

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company on the Record Date and must not be a Non-Qualifying Shareholder.

Shareholders whose Shares are held by nominee companies should note that the Board will regard a nominee company as a single Shareholder according to the register of members of the Company. Shareholders with their Shares held by nominee companies are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date. Shareholders and investors should consult their professional advisers if they are in doubt as to their status and action to be taken.

In order to be registered as members of the Company on the Record Date, Shareholders must lodge any transfers of the Shares (together with the relevant share certificates and/or the instrument(s) of transfer) with the Registrar at Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Monday, 7 September 2026.

It is expected that the last day for dealing in the Shares on a cum-rights basis is Thursday, 3 September 2026. The Shares will be dealt with on an ex-rights basis from Friday, 4 September 2026.

The latest time for acceptance of and payment for the Rights Shares and payment and for application and payment for excess Rights Shares is expected to be at 4:00 p.m. on Tuesday, 29 September 2026.

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholders should note that their shareholdings in the Company will be diluted.

Non-Qualifying Shareholders

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong.

Pursuant to Rule 13.36(2)(a) of the Listing Rules, the Company will make enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholders. The Company notes the requirements specified in section 140 of the Companies Ordinance and Rule 13.36(2)(a) of the Listing Rules and will only exclude from the Rights Issue the Overseas Shareholders whom the Directors, after making enquiries, consider it necessary or expedient to exclude on account of either the legal restrictions under the laws of the relevant jurisdictions or any requirements of the relevant regulatory bodies or stock exchanges in such jurisdictions. The basis of exclusion of the Non-Qualifying Shareholders from the Rights Issue, if any, will be disclosed in the Prospectus. The Company will not offer the Rights Shares to the Non-Qualifying Shareholders. Accordingly, no provisional allotment of Rights Shares will be sent to the Non-Qualifying Shareholders. The Company will, subject to the advice of the Company's legal advisers in the relevant jurisdiction(s) where the Non-Qualifying Shareholders are located and to the extent reasonably practicable, send copies of the Prospectus to the Non-Qualifying Shareholders (if any) for their information only, but the Company will not send any PAL and EAF to them.

Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders had they been Qualifying Shareholders, to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and in any event before dealings in the nil-paid Rights Shares end, if a premium in excess of all expenses of sale can be obtained. The aggregate net proceeds of such sale will be distributed by the Company to the Non-Qualifying Shareholders (pro-rata to their respective entitlements on the Record Date and round down to the nearest cent) in Hong Kong dollars, provided that if any of such Non-Qualifying Shareholders would be entitled to a sum not less than HK$100. In view of administrative costs, the Company will retain individual amount of less than HK$100 for its own benefit. Any unsold nil-paid Rights Shares to which such Non-Qualifying Shareholders (if any) would otherwise have been entitled will be made available for excess application by the Qualifying Shareholders under the EAFs.

Overseas Shareholders and beneficial owners of the Shares who are residing outside Hong Kong should note that they may or may not be entitled to the Rights Issue pursuant to section 140 of the Companies Ordinance and Rule 13.36(2)(a) of the Listing Rules subject to the results of the enquiries made by the Board. The Company reserves the right to treat as invalid any acceptance of or applications for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Overseas Shareholders and beneficial owners of the Shares who are residing outside Hong Kong should exercise caution when dealing in the Shares.

The Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. Shareholders and beneficial owners of the Shares (including, without limitation, their respective agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Application for excess Rights Shares

Qualifying Shareholders are entitled to apply for, by way of excess application:

(a) any unsold entitlements to the Rights Shares of the Non-Qualifying Shareholder(s) (if any);

(b) any unsold Rights Shares created by aggregating fractions of the Rights Shares; and

(c) any nil-paid Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise not subscribed for by renouncees or transferees of nil-paid Rights Shares.

Applications for excess Rights Shares may be made by completing an EAF and lodging the same with a separate remittance for the full amount payable for the excess Rights Shares being applied for. The Directors will allocate any excess Rights Shares at their discretion on a fair and equitable basis on the following principles:

(a) subject to availability of the excess Rights Shares, any excess Rights Shares will be allocated to Qualifying Shareholders who apply for them as far as practicable on a pro-rata basis by reference to the number of the excess Rights Shares applied for under each application;

(b) no reference will be made to the Rights Shares subscribed through applications by PALs or the existing number of Shares held by Qualifying Shareholders;

(c) no preference will be given to applications for topping up odd-lot holdings to whole lot holdings as the giving of such preference may potentially be abused by certain investors by splitting their Shares and thereby receiving more Rights Shares than they would receive if such preference is not given, which is an unintended and undesirable result; and

(d) pursuant to Rule 7.21(3)(b) of the Listing Rules, the Company will also take steps to identify the applications for excess Rights Shares made by any controlling shareholder or its associates (the "**Relevant Shareholders**"), whether in their own names or through nominees.

The Company shall disregard the Relevant Shareholders' applications for excess Rights Shares to the extent that the total number of excess Rights Shares they have applied for exceeds a maximum number equivalent to the total number of Rights Shares offered under the Rights Issue minus the number of Rights Shares taken up by the Relevant Shareholders under their assured entitlement to the Rights Shares.

If the aggregate number of Unsubscribed Rights Shares is greater than the aggregate number of excess Rights Shares being applied for under EAFs, the Directors will allocate to each Qualifying Shareholder who applies for excess Rights Shares the actual number of excess Rights Shares being applied for.

In the event that the Board notes unusual patterns of excess applications and has reason to believe that any excess application may have been made with the intention to abuse the mechanism, such application(s) for excess Rights Shares may be rejected at the sole discretion of the Board.

Investors whose Shares are held by a nominee (or which are held in CCASS) should note that the Board will regard the nominee (including HKSCC Nominees Limited) whose name appears on the register of members of the Company (the "**Registered Nominee**") as a single Shareholder under the aforesaid arrangement in relation to the allocation of excess Rights Shares. Beneficial owners who hold Shares through a Registered Nominee are advised to consider whether they would like to arrange for the registration of their Shares in their own names prior to the Record Date.

Investors whose Shares are held by a Registered Nominee and who would like to have their names registered on the register of members of the Company, must lodge all necessary documents with the Registrar at Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for completion of the relevant registration by 4:30 p.m. on Monday, 7 September 2026 as the last day for transfer. The register of members of the Company will be closed from Tuesday, 8 September 2026 to Monday, 14 September 2026, both dates inclusive.

Qualifying Shareholders who wish to apply for excess Rights Shares in addition to their provisional allotment must complete and sign an EAF and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with the Registrar of the Company in Hong Kong, Tricor Investor Services Limited on or before the Latest Time for Acceptance.

Fractions of the Rights Shares

The Company will not provisionally allot and issue and will not accept application for any fraction of the Rights Shares and the entitlements of the Qualifying Shareholders will be rounded down to the nearest whole number. All fractions of Rights Shares will be aggregated (rounded down to the nearest whole number). All nil-paid Rights Shares arising from such aggregation will be provisionally allotted (in nil-paid form) and sold in the market for the benefit of the Company if a premium (net of expenses) can be obtained, and the Company will retain the proceeds from such sale. Any unsold fractions of Rights Shares will be made available for excess application by the Qualifying Shareholders under the EAFs.

Share certificates and refund cheques for the Rights Shares

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all fully paid Rights Shares are expected to be posted to those who have accepted and (where applicable) applied for and paid for the Rights Shares on or before Wednesday, 7 October 2026 by ordinary post at their own risk. If the Rights Issue is terminated or for unsuccessful application for Rights Issue, refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Wednesday, 7 October 2026 by ordinary post to the applicants at their own risk.

Odd lot arrangement

In order to facilitate the trading of odd lots of the Shares arising from the Rights Issue, a designated broker will be appointed to match the purchase and sale of odd lots of the Shares at the relevant market price per Share for the period from 8 October 2026 to 16 October 2026 (both days inclusive). Holders of odd lots of Shares should note that successful matching of the sale and purchase of odd lots of Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers. Details of the odd lot arrangement will be provided in the Prospectus.

Application for listing of the Rights Shares

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares in both their nil-paid and fully paid forms on the Stock Exchange. No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully paid forms on the Stock Exchange as well as compliance with the stock admission requirement of HKSCC, the Rights Shares in both their nil-paid and fully paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement dates of dealings in Rights Shares in both their nil-paid and fully paid forms on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

The nil-paid Rights Shares shall have the same board lot size as the Shares, i.e. 6,000 Shares per each board lot.

Dealings in the Rights Shares in both their nil-paid and fully paid forms, which are registered in the branch register of members of the Company in Hong Kong, will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, AFRC transaction levy or any other applicable fees and charges in Hong Kong.

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND INTENDED USE OF PROCEEDS

The Company is a company incorporated in Bermuda with limited liability. The Group's principal business comprises the robotics and compute business (including the sales of compute appliances and robots and the provision of robotics application solutions), geothermal energy business, building construction contracting, money lending, property investment and other businesses including property brokerage, project management and customised technical support.

For the purposes of enabling the Shareholders to make an informed assessment of the Rights Issue, the Board wishes to provide the Shareholders with an overview of the current status of the Group's principal businesses as set out below.

Robotics and compute business

The Group's robotics and compute business, which commenced in March 2025, is premised on a business model of first identifying real-life application scenarios in which robots can generate tangible economic returns for customers, and then procuring or developing robotic products tailored to such scenarios and matching them with robot investors and scenario providers. These robotic products are deeply built upon the Group's years of accumulated resources and expertise in the real estate sector, and are primarily deployed across various property management applications. The Group has also entered into a collaboration with 達闥機器人股份有限公司 (Dataa Robotics Co., Ltd.*) ("**Dataa**") to develop its robotics business. Since entering into of the cooperation agreement with Dataa in March 2025, such collaboration has progressed positively and has been instrumental in driving the development of the Group's robotics business. The Company will publish a separate business update announcement to inform the Shareholders on the latest status of its cooperation with Dataa.

The Group provides full-stack robot operation services (全棧式機器人運營服務) to its customers, including scenario-specific customisation, deployment, full-process technical support and ongoing operational maintenance. The types of robots currently procured and deployed by the Group include:

(a) mobile charging robots (移動充電機器人), which are developed by leveraging the Group's deep network and years of established resources in the real estate sector. Through active communication with multiple leading domestic property management companies, the Group identifies properties with charging demand within residential and commercial application scenarios managed by such companies, and designs mobile charging robots tailored to the unique characteristics of each property. These robots utilise autonomous driving capabilities to provide electric vehicle charging services in residential or commercial car parks and similar locations, addressing the shortage of fixed charging stations by enabling a "charger-finds-car" (樁找車) service model;

(b) health check-up robots (體檢機器人), co-developed with a PRC-listed health check-up company, which provide health examination and health management services in business, residential, community and school settings, and which are equipped with the Group's proprietary medical AI agent (including a traditional Chinese medicine large language model which has achieved a top ranking in the traditional Chinese medicine large model track on MedBench (a globally authoritative medical AI evaluation platform));

(c) inspection robots (巡檢機器人) (including quadruped robots (機器狗)), which are designed to mitigate labour shortages and enhance operational security by assisting or in some cases replacing security personnel in conducting continuous safety patrols in residential communities, office buildings, customs facilities and similar venues; and

(d) humanoid robots (人形機器人) for property management applications, designed to capture emerging demand in the premium automated facility management sector, which are deployed in senior living and elderly care communities to provide companionship and lifestyle support services.

(e) The Group procures both whole robotic machines and, where appropriate, key components (such as batteries sourced from BYD (比亞迪)) from suppliers for assembly, depending on the product requirements.

The Group's principal robotic products, including mobile charging robots, health check-up robots and inspection robots, are commercially mature products. Each of these products has completed its full product development cycle, has successfully passed the proof-of-concept stage through deployment in real-life application scenarios, and has demonstrated a proven ability to generate revenue for both the Group and its customers in their respective deployment scenarios.

The Group's principal value-add lies in its end-to-end product development process, whereby the Group first completes the research and development and product design for each robotic product, and then places orders with hardware manufacturers for the production of the required robot hardware, during which process the Group integrates its proprietary systems and licensed software, including the Cloud Brain system, proprietary AI agents, patent-licensed technologies, product-specific algorithms and operating system software, onto the robot hardware to form a complete product, thereby transforming the robots from standardised hardware into application-ready products capable of generating revenue for customers in their respective deployment scenarios. In addition to the foregoing system and software integration, the Group also undertakes scenario-specific adaptive training for each robotic product to enable the robots to perform effectively in their intended application environments.

The Group's revenue model of its robotics and compute business primarily comprises revenue from the sale of robotic products and ongoing technical service fees. The Group's robotic products are designed to generate revenue or achieve cost savings for customers in their respective application scenarios – for example, mobile charging robots generate electricity sales revenue for customers by providing charging services to new energy vehicles, health check-up robots generate revenue for customers through the provision of health management services and related health product sales to end consumers, and inspection robots reduce customers' labour costs by partially replacing manual security patrols. The operation of these robotic products and their movement within designated areas require real-time data support and feedback from the Cloud Brain system. Accordingly, the Group's technical service fees primarily comprise: (i) data service fees charged for the provision of ongoing Cloud Brain data support to customers' deployed robotic products; (ii) technical service fees charged for the provision of data analytics and AI agent services tailored to customers' operational needs; and (iii) technical support fees charged for system optimisation and service upgrades undertaken in response to customers' evolving requirements from time to time. For the financial year ended 31 March 2026, the revenue recognised by the Group in this business segment was primarily attributable to the sale of robotic products. Going forward, as the Group's deployed product base continues to expand and application scenarios are progressively broadened and upgraded, the Group expects to derive an increasing proportion of its revenue from technical service fees as elaborated above.

As regards production facilities, the Group has been in discussions with local governments in a number of PRC cities regarding the potential establishment of robotic production lines or industrial parks; however, given the significant capital investment required and the need for government support and subsidies, no substantive outcome has been achieved as at the date of this announcement, and the Group will continue to pursue such opportunities on a prudent basis as and when appropriate.

The Group's principal competitive advantages in the robotics and compute business include: (i) its technology advantage, leveraging its proprietary data analytics capabilities and licensed intellectual property rights to efficiently develop fit-for-purpose robotic products; (ii) its service advantage, centred on a customer profitability-oriented approach whereby the Group provides comprehensive support to customers throughout the product lifecycle, including application scenario services, product development services and operational management services, thereby fostering sustainable and recurring demand for robotic products; and (iii) its application scenario development advantage, drawing on the management team's extensive experience in the real estate sector to identify and develop profitable robotic product applications around themes such as smart communities and robotics elderly care communities.

The Group's robotics business has experienced significant revenue growth since its commencement in March 2025 and the Group is currently in negotiations with customers in respect of prospective robot sales orders for approximately 5,000 to 10,000 units. Such estimate is based on management's assessment taking into account: (i) strategic cooperation agreements already entered into by the Group; (ii) advanced business negotiations currently in progress; and (iii) market feedback received since the commencement of the Group's robotics business in March 2025. The table below sets out a summary of the Group's existing contracts, cooperation/framework agreements and prospective order pipeline in respect of its principal robotic products as at the date of this announcement:

Customer/ Counterparty	Product type	Nature of agreement/status	Target (as set out in the relevant agreement)/ Expected (management's expectation)	Confirmed quantity as at the date of this announcement
Company A, a leading professional health check-up chain in the PRC and listed on the Shenzhen Stock Exchange	Health check-up robots (體檢機器人)	Three-year strategic cooperation agreement (signed at headquarters level); regional implementation agreements signed with 6 local subsidiaries	Target: up to 20,000 units over three years, as set out in the agreement. Expected: approx. 1,000-2,000 units in 2026, per management's expectation.	6 units
Company B, a leading property management service provider in China and listed on the Stock Exchange	Inspection robots (巡檢機器人)	Cooperation framework agreement (signed at headquarters level); in negotiation for regional implementation	Target: 2,000 units, as set out in the agreement. Expected: approx. 1,000 units (100-200 initial deployment in 2026), per management's expectation.	–
Company C, a leading enterprise in intelligent energy storage	Mobile charging robots (移動充電機器人)	Strategic cooperation agreement	Target: 10,000 units over two years, as set out in the agreement.	–
Company D, a provider of intelligent robotics and new energy equipment services, whose business scope includes charging piles, Internet of Things devices and related services	Mobile charging robots (移動充電機器人)	Sales contract	N/A	335 units
Company E, a new energy charging station operator, whose business scope includes the investment and construction of charging stations for residential communities, commercial complexes and industrial parks, charging pile hardware and software solutions, and digitalised station operation and maintenance services	Mobile charging robots (移動充電機器人)	Sales contract	N/A	175 units

Customer/ Counterparty	Product type	Nature of agreement/status	Target (as set out in the relevant agreement)/ Expected (management's expectation)	Confirmed quantity as at the date of this announcement
Other PRC property management companies and local government elderly care departments	Health check-up robots (體檢機器人)	In negotiation	Expected: approx. 1,000-2,000 units, per management's expectation.	–
PRC telecommunications infrastructure companies, Greater Bay Area investment enterprises and PRC-listed companies	Mobile charging robots (移動充電機器人)	In negotiation	Expected: approx. 4,000-6,000 units, per management's expectation.	–
Chongming Island demonstration park	Elderly care robots (長者護理機器人)	Planned	Expected 500 units for the first batch; details to be determined by management upon further visibility into the project development parameters	–

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, all of the Group's customers referred to above and their respective ultimate beneficial owner(s) are Independent Third Parties. The Group's business relationships with such customers were established through normal commercial channels in the ordinary course of business, including industry introductions, business negotiations and commercial referrals. The Group's robotic products are customised solutions tailored to specific application scenarios and customer requirements, and are sold to customers through direct commercial negotiations on a bilateral basis. The nature of the Group's products and services does not fall within the categories of goods or services that are subject to mandatory public tender or auction requirements under applicable PRC laws and regulations, and accordingly the Group's business is not obtained through public tender or auction processes.

The strategic cooperation agreement with Company A and the cooperation framework agreement with Company B were each entered into on a non-exclusive basis. The signing of the regional implementation agreements with the respective local subsidiaries of Company A and Company B is principally subject to the Group having sufficient financial resources to cover the upfront production and procurement costs associated with the fulfilment of such orders, which is one of the principal reasons for conducting the proposed Rights Issue. Save for the availability of financial resources, there are no other material outstanding conditions or unresolved issues that would impede the execution of such implementation agreements. The deployment targets set out in the relevant agreements were mutually agreed between the Group and the respective counterparties following arm's length commercial negotiations. In respect of Company A, the agreed target of 20,000 units over three years represents approximately 6.7% of Company A's total institutional client base of over 300,000 clients. In respect of Company B, the agreed target of 2,000 units represents an average of approximately 0.25 units per residential community across Company B's portfolio of approximately 8,000 residential communities nationwide, which the Directors consider to be a conservative estimate relative to the theoretical addressable demand.

Having regard to the prevailing industry trends in the PRC robotics sector and the availability of the technologies and commercial networks accessible to the Group, the Directors are confident that the cooperation and framework agreements summarised above are capable of being progressively converted into realisable commercial opportunities.

To illustrate this, in July 2026, pursuant to the three-year strategic cooperation agreement with Company A, the Group entered into regional implementation sales contracts with six local subsidiaries of Company A located in Shanghai, Hangzhou, Lanzhou, Xinjiang and Weifang, with an aggregate contract value of approximately RMB1,000,000. The contract value of each sales contract ranged from RMB69,000 to RMB315,800. The unit price of each set of health check-up robots varies depending on the components and configurations and the purpose for which the robots are expected to be deployed by the relevant customers, and accordingly the unit price can vary significantly. The execution of these initial regional implementation contracts demonstrates tangible commercial traction and validates the demand for the Group's health check-up robots within Company A's network. The Directors believe that, upon the successful completion of the Rights Issue and the availability of sufficient financial resources to support upfront procurement, the Group will be in a position to rapidly accelerate the execution of further regional implementation contracts with Company A's local subsidiaries and clients.

Building and construction business

In light of the prevailing sluggish conditions in the PRC real estate market, the Group has scaled back its traditional real estate projects. The Group currently has two contracted projects which have not yet been fully completed:

(a) a project in Zhangjiakou, Hebei Province (河北省張家口), which is a traditional real estate development project with a total saleable gross floor area of over 100,000 square metres, comprising primarily elderly care apartments, commercial facilities and ancillary facilities, and which is currently in the process of assisting the project owner in adjusting the planning proposal, with construction expected to commence in late 2026 or spring 2027. The adjustments to the planning proposal do not affect the contractual arrangements between the Group and the project owner, and the Group remains contracted to provide project management, construction and design services for the project. The principal remaining conditions before commencement of construction are the obtaining of the construction works planning permit (工程規劃許可證) and the construction commencement permit (施工許可證), which are required to be obtained by the project owner, with the Group assisting in completing the relevant application procedures. The Group estimates that the contract value (i.e. the total revenue to be generated from the project over its entire development cycle) will be approximately RMB400 million. The Group is not the developer of the Zhangjiakou project; the Group's role is limited to the provision of project management services, construction services and design services. The funding required for such services primarily comprises operational expenditure, including staff costs and office expenses, and is estimated at not more than RMB10 million, which is expected to be funded by project management fees receivable from the project owner and the Group's general working capital; and

(b) a project in Xi'an, Shaanxi Province (陝西省西安), which is a primarily residential development with ancillary commercial facilities, in respect of which the Group undertakes building construction services for approximately 200,000 square metres, with construction having commenced progressively since 2021, the vast majority of the project having been completed as at the date of this announcement, with only minor residual services remaining. Save for the foregoing, the Group does not have any other building construction projects that are contracted or in progress.

In addition, the Group has entered into a framework agreement in respect of a robotics elderly care demonstration park project in Haiyong Town, Chongming Island（崇明島海永鎮）(as disclosed in the Company's voluntary announcement dated 24 March 2025), which combines the Group's traditional real estate business with its robotics business. In July 2026, the project owner entered into a land redevelopment agreement (the "**Land Development Agreement**") with the People's Government of Haiyong Town, Haimen District, Nantong City（南通市海門區海永鎮人民政府）. The Land Development Agreement specifies that the project site has a land area of 47,519 square metres, with a total planned gross floor area of approximately 48,000 square metres and a planned gross floor area counting towards the plot ratio of approximately 43,000 square metres. The project is positioned as a smart elderly care demonstration community with embodied intelligent robot services as its core, integrating medical care, rehabilitation, leisure and lifestyle support functions, and will principally comprise elderly care apartments, a health management centre, an AI rehabilitation centre, entertainment and fitness facilities and a dietary wellness restaurant. The Land Development Agreement expressly provides that the project shall be developed through the introduction of the Company to integrate various quality resources and to serve as the core service provider for the embodied intelligent robot services within the project. Once completed, the project is expected to serve approximately 1,200 to 1,500 households, accommodating around 3,000 users with demand for rehabilitation and elderly care services. The scale and nature of the demonstration park is expected to generate significant demand for the Group's robotic products, including the deployment of health check-up robots for the provision of on-site health examination and health management services to residents, elderly care robots (including humanoid robots) for the provision of companionship and lifestyle support services, and inspection robots for security patrol functions across the park's facilities, as well as ongoing technical service fees for Cloud Brain data support, AI agent services and system upgrades in connection with the operation of such deployed robotic products. The Group's role in the Chongming Island project is that of a project management service provider (項目代管方) and construction service provider for the demonstration park. The Group is only required to invest approximately RMB10 million of its own funds for the construction of the robotics elderly care demonstration park within the project. The Group expects to derive revenue from the sale and deployment of robotic products within the demonstration park upon its completion, with an expected initial deployment of not less than 500 units comprising health check-up robots, elderly care robots (including humanoid robots) and inspection robots.

In the capacity of a project management service provider (項目代管方), based on the total saleable area, estimated selling price per square metre, and prevailing management fee rate, the estimated contract value for the Group's project management services is approximately RMB17 million. The Group will assist the project owner to apply for the subsequent construction approval procedures, principally including the applications for the construction planning permit (工程規劃許可證) and the construction commencement permit (施工許可證). The project owner has committed under the Land Development Agreement to commence construction by 30 June 2027. Construction is expected to commence upon the grant of the construction commencement permit, which is expected to be obtained by the end of 2026 or early 2027, with completion of the demonstration park in batches during 2027 to 2028.

The Group currently has approximately 25 employees in this business segment who are primarily responsible for project management, with construction labour outsourced to local workers at the relevant project sites on an as-needed basis.

Going forward, notwithstanding the prevailing challenging market conditions in the PRC real estate sector, the Group remains committed to and actively engaged in seeking new development opportunities. Management continues to closely monitor market dynamics, regulatory developments and potential high-quality projects that align with the Group's strategic objectives and risk appetite, and the Group will adopt a prudent and selective approach in evaluating such opportunities, focusing on projects with strong fundamentals, favourable locations and sustainable long-term prospects, while maintaining financial discipline. In particular, the Group intends to leverage the management team's extensive experience in the construction and real estate industry to actively explore opportunities to integrate its AI and embodied intelligent robotics businesses with real estate projects, with a particular focus on senior-care real estate projects, including robotics elderly care parks, smart community services and the construction and investment in robotics training grounds, with a view to identifying projects with more stable revenue streams and capital recovery profiles. The Group's robotic products and business are also premised on the management team's longstanding experience in the real estate sector and are primarily applied in property management scenarios; for example, mobile charging robots are primarily deployed in residential or commercial car parks to provide charging services, health check-up robots and inspection robots are primarily used for community health management and security, and elderly care robots are primarily deployed in elderly care communities to provide companion services. Such business activities serve to expand the Group's robotic product distribution channels while simultaneously enhancing the technology content and service quality of real estate projects for the Group's existing real estate clients, which the Directors believe is consistent with the prevailing demand trend in the PRC real estate industry.

Geothermal energy business

The Group has engaged in developing and utilising geothermal energy to provide heating and cooling supplies to various buildings located in residential areas in the PRC since March 2020. Currently, the Group's major places of geothermal energy business are located in Shaanxi Province and Henan Province of the PRC, with 12 drilling platforms and three heat exchange construction sites covering ten districts. The Group's geothermal energy business is expected to be maintained at its current scale of operations without material expansion plans, primarily due to the tightening of government approvals for underground water extraction in the relevant localities. The Group currently has approximately 30 employees in this business segment who are primarily responsible for project operations and maintenance, and the provision of heating and cooling services, with additional seasonal temporary workers engaged during the winter heating season as required.

Other businesses

The Group's other businesses, including money lending, property investment, property management and property brokerage are maintained at their existing scale.

Intended use of proceeds

The estimated net proceeds of the Rights Issue, if fully subscribed, will be up to approximately HK$203.3 million (assuming no change in the number of Shares in issue on or before the Record Date and no outstanding Share Options having been exercised).

After considering the Group's recent business development and funding needs, the Company intends to utilise the net proceeds from the Rights Issue in the following manner:

(a) approximately HK$134.7 million, representing approximately 66.3% of the net proceeds, will be used for the procurement and development of the Group's robotics business and ancillary projects, including:

    (i) approximately HK$23.0 million for the Group's robotic product research and development and robot training data analytics, which is an ongoing process with investment to be deployed progressively from September 2026 to March 2027, according to development milestones;

(ii) approximately HK$10.0 million for the establishment of robot data collection centres (robot training grounds) (機器人數據採集中心(機器人訓練場)) for the collection and analysis of robot training data to enhance the capabilities of the Group's robotic AI agents, with investment expected to commence in November 2026 and the first batch of training grounds expected to be completed by the first quarter 2027, with subsequent training grounds to be deployed across multiple regions based on different application scenarios;

(iii) settlement of approximately HK$56.0 million, representing approximately 90.0% of the outstanding payments owed to manufacturers for mobile charging robots (移動充電機器人) already delivered, which are expected to be payable between September and November 2026;

(iv) approximately HK$24.7 million for procurement of new mobile charging robots (移動充電機器人), including but not limited to payments to BYD (比亞迪) for batteries and to vehicle assembly manufacturers for autonomous driving chassis, which are expected to be payable between September and November 2026;

(v) approximately HK$14.0 million for procurement and deployment of health check-up robots (體檢機器人), representing approximately 50% of the total procurement costs, with payment expected to be made in the fourth quarter of 2026; and

(vi) approximately HK$7.0 million for procurement of inspection robots (巡檢機器人) (including quadruped robots (機器狗)), representing approximately 70% of the total procurement costs, with payment expected to be made in the fourth quater of 2026.

Taking into account the prepayment and milestone payment obligations under the Group's procurement arrangements with its robotic and component suppliers, the management estimates that the Group will require approximately HK$134.7 million from the net proceeds of the Rights Issue in procurement-related payments to support the anticipated order pipeline in 2026. Accordingly, the Directors consider that the allocation of approximately HK$134.7 million, representing 66.3% of the net proceeds, towards the robotics business is appropriate and necessary to support the Group's near-term procurement commitments and business development in this segment;

(b) approximately HK$10.0 million, representing approximately 4.9% of the net proceeds, will be used for the building and construction business of the Group, comprising approximately HK$10.0 million for construction works of the robotics elderly care demonstration park project in Haiyong Town, Chongming Island (崇明島海永鎮) (as disclosed in the Company's voluntary announcement dated 24 March 2025), which are expected to commence in the fourth quarter of 2026, with Phase 1 construction expected to be completed by the end of 2027. The amount of proceeds earmarked for this purpose has been determined with reference to the expected development timeline and progress of the robotics elderly care demonstration park as discussed in the section headed "Building and construction business" above;

(c) approximately HK$23.6 million, representing approximately 11.6% of the net proceeds, will be used for general working capital of the Group, including:

   (i) capital contributions of approximately HK$9.2 million (equivalent to approximately RMB8.0 million) to two PRC subsidiaries of the Group which are engaged in the robotics business in the PRC, namely, 港仔慧康(深圳)有限公司 (principally responsible for health check-up robot product selection, upgrades, marketing and sales) and 港仔智能智造科技有限公司 (principally responsible for mobile charging robot product selection, upgrades, marketing and sales), which capital contributions will be arranged immediately after the completion of the Rights Issue; and

   (ii) approximately HK$14.4 million for daily operating expenses of the Group's Hong Kong and PRC operations (including staff costs, office rental and other administrative expenses), which amount to approximately HK$7.0 million per month in aggregate, representing approximately two months of basic operating expenses and expected to be progressively deployed from or around October 2026; and

(d) approximately HK$35.0 million, representing approximately 17.2% of the net proceeds, will be used as a dedicated reserve for the partial settlement of overdue loans and other short-term loans and accrued interest payable to certain lenders (who are independent third parties) of the Group.

In light of the allocation of a portion of the net proceeds from the Rights Issue towards a dedicated reserve for the partial settlement of the Group's outstanding indebtedness as described above, the Board wishes to provide Shareholders with further information regarding the Group's indebtedness position and repayment ability. As at 31 July 2026, the Group's principal outstanding indebtedness comprised: (i) an overdue loan of RMB200 million, together with accrued interest of approximately RMB79.4 million; and (ii) two unsecured short-term loans, together with accrued interest, amounting to approximately RMB33.3 million in aggregate. All of the foregoing indebtedness is payable to lenders who are Independent Third Parties. As at the date of this announcement, the Group has not yet reached an agreed loan extension or restructured repayment arrangement with the lender of the overdue loan, notwithstanding that the Group's management has been actively negotiating with the relevant lender with a view to reaching appropriate repayment and settlement arrangements in respect of the outstanding indebtedness. To the best of the Company's knowledge, this is principally attributable to the fact that the relevant lender has undergone a significant change in its management personnel, and its new business operations have been suspended. Based on management's experience and market precedents in similar debt settlement cases in the PRC, the Group expects to reach a settlement with the relevant lender at a repayment ratio reflecting a significant haircut to the outstanding principal and accrued interest amounts, on terms acceptable to both parties.

Even in the event that a repayment plan with the management's expected repayment ratio cannot be reached with the relevant lender, the Group has access to multiple alternative sources of funding to service its outstanding indebtedness, including:

(i) operating cash flows generated by the Group's robotics and compute business as the business continues to scale;

(ii) the collection of outstanding receivables, noting that as at 31 March 2026, the Group's audited accounts recorded loan and interest receivables of approximately HK$149.7 million (of which approximately HK$3.4 million had been subsequently settled during the period from 1 April to 31 July 2026, and according to the relevant repayment schedules entered into in January 2026, approximately HK$60 million expected to be settled before 31 March 2027, and the outstanding balance expected to be progressively settled before 31 July 2028), trade and other receivables of approximately HK$520.6 million (of which approximately HK$67.5 million had been subsequently settled during the period from 1 April to 31 July 2026, with approximately HK$99.0 million expected to be settled before 31 March 2027 and approximately HK$26.4 million expected to be settled before 31 March 2028) and contract assets of approximately HK$336.9 million (in respect of which the relevant projects are expected to complete all works and enter the settlement phase progressively from the fourth quarter of 2026 to the first half of 2027, with the settlement processes expected to commence from early 2027 onwards);

(iii) refund of construction deposits of approximately HK$116.4 million in aggregate, comprising: (a) a construction deposit of approximately HK$63.1 million in respect of the Zhangjiakou project (as described in the section headed "Building and construction business" above), which is expected to be progressively recoverable in proportion to construction progress following the expected commencement of construction in early 2027; and (b) a construction deposit of approximately HK$53.3 million in respect of a project in Ningbo, which is expected to be received progressively in the earliest second half 2027. For the avoidance of doubt, such construction deposits form part of the trade and other receivables of approximately HK$520.6 million as at 31 March 2026 referred to in sub-paragraph (ii) above;

(iv) the financial support of the Company's substantial shareholder, who has provided a supporting letter in respect of prospective financing of no less than HK$50.0 million to support the Group's business development; and

(v) the Group's overall asset base, noting that as at 31 March 2026, the net assets of the Group amounted to approximately HK$486.2 million.

The expected cash inflows referred to above are primarily progressive in nature and will be received incrementally over the relevant period rather than being immediately available upon completion of the Rights Issue. Furthermore, channelling all anticipated cash inflows towards the repayment of outstanding indebtedness would not be conducive to the sustainable growth and development of the Group's business. In light of the foregoing, the allocation of approximately HK$35.0 million from the net proceeds of the Rights Issue as a dedicated reserve for the partial settlement of the Group's outstanding indebtedness represents a conservative and prudent risk management measure. The Directors consider that having committed funds readily available for the immediate partial settlement of the outstanding indebtedness represents an attractive proposition to the relevant creditors and will materially strengthen the Group's negotiating position, enabling the Group to leverage such financial commitment to negotiate more favourable repayment terms (including a lower settlement amount where possible). The Directors are therefore of the view that the reservation of such funds from the net proceeds of the Rights Issue is both prudent and strategically advantageous to the Group in the context of its ongoing debt management and settlement efforts.

The Board considers that the Rights Issue will be beneficial for the Group to enhance its competitiveness and equity base and improve its financial position.

Although the Rights Issue generally has an inherent dilutive nature if Qualifying Shareholders do not subscribe for their entitlement in full under the Rights Issue, the Company intends to set the Subscription Price at a discount to the current market price of the Shares to encourage Shareholder participation in the Rights Issue and reduce the potential dilution of approximately 33.3% to the shareholding of existing Shareholders in the event that they decide not to subscribe for their entitlement in full under the Rights Issue. In addition, the Rights Issue will provide an opportunity for Qualifying Shareholders to maintain their respective shareholding proportions in the Company and to share the growth and development achievements of the Group. As such, the Directors consider that raising funds through the Rights Issue is in the best interests of the Company and its Shareholders as a whole. **However, Qualifying Shareholders who do not wish to accept the Rights Shares that they are entitled to subscribe for and Non-Qualifying Shareholder are advised that their shareholding in the Company will be diluted upon the completion of the Rights Issue.**

Taking into account of the above in totality, the Board considers that raising funds through the Rights Issue is beneficial to the Company and its Shareholders as a whole.

UNDERWRITING ARRANGEMENT

On 27 August 2026 (after trading hours), the Company and the Underwriter entered into the Underwriting Agreement, pursuant to which the Rights Shares which have not been taken up will be fully underwritten by the Underwriter and/or subscribers procured by it subject to the terms and conditions set out in the Underwriting Agreement, in particular the fulfillment of the conditions contained therein. The principal terms of the Underwriting Agreement are as follows:

Date:	27 August 2026 (after trading hours)
Issuer:	the Company
Underwriter:	RaffAello Securities (HK) Limited, a corporation licensed to carry on type 1 (dealing in securities) regulated activity under the SFO and its ordinary course of business includes underwriting of securities. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Underwriter and its ultimate beneficial owner(s) are Independent Third Parties.
Number of underwritten Shares and the underwriting arrangement:	Pursuant to the Underwriting Agreement, the Underwriter will fully underwrite all the Unsubscribed Rights Shares, either itself or through subscribers procured by it. Accordingly, assuming none of the Rights Shares are subscribed for by the Qualifying Shareholders, up to 1,048,812,995 Rights Shares will be underwritten by the Underwriter.
Commission and expenses:	7.07% of the aggregate Subscription Price in respect of the Underwritten Shares.

As at the date of the Underwriting Agreement, the Underwriter is not interested in any Shares. The Underwriter confirmed that it has complied with Rule 7.19(1)(a) of the Listing Rules.

The terms of the Underwriting Agreement (including the commission and expenses) were determined after arm' s length negotiations between the Underwriter and the Company by reference to the financial position of the Group, the size of the Rights Issue and the prevailing market conditions. The Directors have been advised that the Underwriter, a reputable licensed corporation with a decade of experience in the underwriting business, has a well-established network of credible investors.

The Directors noted that the underwriting commission rate of 7.07% was consistent with the rate charged by the Underwriter in other rights issue exercises underwritten by the Underwriter. Details of such other cases are as follows:

Company name (stock code)	Date of underwriting agreement	Amounts raised from the rights issue before expenses	Basis of underwriting	Underwriting commission rate
Palinda Group Holdings Limited (stock code: 8179)	28/4/2022	Approximately HK$29.3 million	Fully underwritten	7.07%
China Wantian Holdings Limited (stock code: 1854)	11/4/2023	Approximately HK$111.4 million	Fully underwritten	7.07%
Wisdomcome Group Holdings Limited (stock code: 8079)	16/8/2023	Approximately HK$70.0 million	Fully underwritten	7.07%
Rare Earth Magnesium Technology (stock code: 601)	3/9/2023	Approximately HK$16.6 million	Fully underwritten	7.07%
Aidigong Maternal & Child Health Ltd. (stock code: 286)	20/3/2024	Approximately HK$62.1 million	Fully underwritten	7.07%
Guoen Holdings Limited (stock code: 8121)	21/2/2024	Approximately HK$17.3 million	Fully underwritten	7.07%
Lvji Technology Holdings Inc. (stock code: 1745)	28/07/2025	Approximately HK$151.8 million	Fully underwritten	7.07%
China Information Technology Development Limited (stock code: 8178)	06/10/2025	Approximately HK$35.44 million	Fully underwritten	7.07%

Accordingly, the Directors consider that the underwriting commission charged by the Underwriter is no less favourable to the Company than the commissions the Underwriter charges other listed issuers in the market. In addition, prior to entering into the Underwriting Agreement, the Company had approached and held discussions with a number of other securities firms in the market regarding the underwriting of the Rights Issue. While several of such firms expressed willingness to act as arranger or placing agent for the Rights Issue, the majority were not willing to provide a full underwriting commitment in respect of all the Unsubscribed Rights Shares. Based on management's discussions with such other securities firms and understanding of prevailing market conditions, the Directors noted that underwriters willing to assume full underwriting risk in respect of rights issues of comparable size are very limited in number, and that the very few firms which indicated willingness to provide full underwriting quoted commission rates higher than the rate of 7.07% charged by the Underwriter. The Underwriter was the only securities firm that offered to fully underwrite all the Unsubscribed Rights Shares at a commission rate acceptable to the Company. Accordingly, the Directors are satisfied that the underwriting commission rate of 7.07% is fair and reasonable having regard to the level of underwriting commission charged by other underwriters in the market for comparable rights issue transactions.

The Directors further consider that the underwriting commission rate of 7.07% is fair and reasonable, having regard to the following factors: (i) the Company has conducted thorough due diligence on the Underwriter's track record in rights issue transactions and is satisfied with its ability to discharge its underwriting obligations in respect of the Rights Issue; (ii) the Company has confidence in the Underwriter's reputation and influence in the Hong Kong capital market, which is expected to contribute positively to the success of the fund-raising exercise; (iii) taking into account the typical financing costs borne by small-to-medium-sized private enterprises in the Pearl River Delta region of China, the agreed commission rate is considered commercially acceptable and aligned with market conditions; and (iv) it is the interests of the Company and the Shareholders as a whole to secure a full underwriting commitment from the Underwriter, as a fully underwritten rights issue provides a significantly higher degree of certainty that the fund-raising will be completed, thereby enabling the Group to proceed with its operational and business development plans with greater confidence, and the availability of such full underwriting commitment was a material factor in the Directors' assessment of the overall fairness and reasonableness of the underwriting commission rate.

The Directors (including the independent non-executive Directors) consider that the terms of the Underwriting Agreement, including the commission and expenses charged, are fair and reasonable and the transactions contemplated under the Underwriting Agreement are on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

Subject to the fulfilment or waiver (where applicable) of all the conditions contained in the Underwriting Agreement and provided that the Underwriting Agreement is not terminated prior to the Latest Time for Termination in accordance with the terms thereof, the Underwriter shall fully underwrite all the Unsubscribed Rights Shares, either itself or through subscribers procured by it, pursuant to the terms and conditions of Underwriting Agreement.

The Underwriter unconditionally and irrevocably undertakes to the Company that in the event the Underwriter is called upon to subscribe or procure subscription of the Unsubscribed Rights Shares pursuant to the Underwriting Agreement:

(a) without affecting the Underwriter's obligation to underwrite all the Unsubscribed Rights Shares under the Underwriting Agreement, whether to underwrite the same by itself or procure sub-underwriting of the same, the Underwriter shall not subscribe, for its own account, for such number of Unsubscribed Rights Shares which will result in the shareholding of it and parties acting in concert with it in the Company to trigger a mandatory offer obligation under rule 26 of the Takeovers Code on the part of the Underwriter and parties acting in concert with it upon completion of the Rights Issue;

(b) the Underwriter shall use its best endeavours to ensure that each of the sub-underwriters, subscribers and purchasers of the Unsubscribed Rights Shares procured by it: (i) shall be third party independent of, not acting in concert with, and not connected with the Company, any of the Directors, chief executives or substantial shareholders of the Company or their respective associates (as defined under the Listing Rules); and (ii) shall not, together with any party acting in concert with such sub-underwriter, subscriber or purchaser, hold such number of Shares which will trigger a mandatory offer obligation under rule 26.1 of the Takeovers Code on the part of such sub-underwriter, subscriber or purchaser and parties acting in concert with such sub-underwriter, subscriber or purchaser upon completion of the Rights Issue; and

(c) the Underwriter shall use its best endeavours to procure that minimum public float requirement under the Listing Rules be fulfilled by the Company upon completion of the Rights Issue.

Termination of the Underwriting Agreement

The Underwriter shall be entitled by giving written notice to the Company to terminate the Underwriting Agreement if any of the following occurs prior to the Latest Time for Termination:

(a) any of the following which, in the reasonable opinion of the Underwriter, will or is likely to materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Rights Issue:

  (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof); and

  (ii) the occurrence, happening, coming into effect or becoming public knowledge of: (1) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before or after the date hereof) of a political, military, financial, economic or currency (including a change in the system under which the value of HK$ is linked to the currency of the United States of America) or other nature (whether or not such are of the same nature as any of the foregoing) or of the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities market; (2) a suspension or a material limitation in trading in securities generally on the Stock Exchange; (3) a suspension or a material limitation in trading in the Company's securities on the Stock Exchange for more than ten (10) consecutive Business Days (other than pending publication of this announcement or any document relating to the Rights Issue); (4) a general moratorium on commercial banking activities in Hong Kong declared by the relevant authority or a material disruption in commercial banking or securities settlement or clearance services in Hong Kong; or (5) a change or development involving a prospective change in taxation affecting the Company, the Shares or the transfer thereof;

(b) any change in the circumstances of the Company or any member of the Group occurs which in the reasonable opinion of the Underwriter will materially and adversely affect the prospects of the Company, including, without limitation, the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material assets of the Group;

(c) any event of force majeure occurs, including, without limitation, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, pandemic outbreak, terrorism, armed conflict, strike or lock-out;

(d) the commencement by any third party of any litigation or claim against any member of the Group which is material to the Group taken as a whole;

(e) any other material adverse change in relation to the business or the financial or trading position of the Group as a whole;

(f) the Company commits a material breach of the Underwriting Agreement where, in the reasonable opinion of the Underwriter, such breach will or is likely to have a material and adverse effect on the business or the financial or trading position of the Group taken as a whole or is otherwise likely to have a material prejudicial effect on the Rights Issue;

(g) the Underwriter receives notification pursuant to the Underwriting Agreement, or otherwise becomes aware of, the fact that any representation or warranty of the Company as set out in the Underwriting Agreement was, when given, untrue, inaccurate or would be untrue or inaccurate if repeated as provided in the Underwriting Agreement, and the Underwriter shall, in its reasonable discretion, determine that such untrue or inaccurate representation or warranty represents or is likely to present a material adverse change in the business or the financial or trading position of the Group taken as a whole or is otherwise likely to have a materially prejudicial effect on the Rights Issue;

(h) any condition to enable the Rights Issue (in nil-paid and fully-paid forms) to be admitted as eligible securities for deposit, clearance and settlement in CCASS is not satisfied or notification is received by the Company from HKSCC that such admission or facility for holding and settlement has been or is to be refused;

(i) any statement contained in this announcement or any Prospectus Document has been shown to be untrue, inaccurate, incomplete or misleading in a material respect with reference to the date on which such statement was made; or

(j) the Company shall, after any specified event has occurred or come to the Underwriter's attention, fail promptly to send out any announcement or circular (after the despatch of the Prospectus Documents) in such manner and with such content as the Underwriter may reasonably request for the purpose of preventing the creation of a false market in the securities of the Company and in accordance with the Listing Rules and/or the SFO.

Upon the giving of notice by the Underwriter pursuant to the Underwriting Agreement, all obligations of each of the parties to the Underwriting Agreement shall cease and determine and no party thereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement, but without prejudice to any rights of any party thereto in respect of any antecedent breaches.

If the Underwriter exercises such right to terminate the Underwriting Agreement, the Rights Issue will not proceed. A further announcement will be made by the Company if the Underwriting Agreement is terminated.

SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structures of the Company (i) as at the date of this announcement; (ii) immediately after the Rights Issue (assuming all Rights Shares are subscribed for by the Qualifying Shareholders); and (iii) immediately after the Rights Issue (assuming none of the Rights Shares are subscribed for by the Qualifying Shareholders and all Unsubscribed Rights Shares are subscribed for by or through the Underwriter):

	As at the date of this announcement		**Immediately upon completion of the Rights Issue**			
			Assuming all Qualifying Shareholders take up their respective allotment of Rights Shares in full		**Assuming none of the Rights Shares are subscribed for by the Qualifying Shareholders and all Unsubscribed Rights Shares are subscribed for by or through the Underwriter** *(Note 1)*	
	No. of Shares	*Approx. % (Note 2)*	*No. of Shares*	*Approx. % (Note 2)*	*No. of Shares*	*Approx. % (Note 2)*
Directors						
Mr. Li Mengzhe *(Note 3)*	624,980,154	29.79%	937,470,231	29.79%	624,980,154	19.86%
Mr. Liu Tonghui	11,750,000	0.56%	17,625,000	0.56%	11,750,000	0.37%
Mr. Li Haitao	3,550,000	0.17%	5,325,000	0.17%	3,550,000	0.11%
Mr. Qiu Yiyong	1,000,000	0.05%	1,500,000	0.05%	1,000,000	0.03%
Mr. Jia Liqun	375,000	0.02%	562,500	0.02%	375,000	0.01%
Mr. Chen Jianqiu	250,000	0.01%	375,000	0.01%	250,000	0.01%
Subtotal	641,905,154	30.60%	962,857,731	30.60%	641,905,154	20.40%
The Underwriter and subscribers procured by it *(Note 4)*	–	–	–	–	1,048,812,995	33.33%
Public Shareholders	1,455,720,837	69.40%	2,183,581,255	69.40%	1,455,720,837	46.27%
Total	**2,097,625,991**	**100.00%**	**3,146,438,986**	**100.00%**	**3,146,438,986**	**100.00%**

1 Assuming no excess applications are made by Qualifying Shareholders.

2. The percentage figures shown in the table above have been subject to rounding adjustments. Any discrepancies between totals and sums of the amounts listed herein are due to rounding adjustments.

3. The 624,980,154 Shares are held by South Leader, which is wholly-owned by Max Kensho Capital, which is in turn wholly-owned by Mr. Li Mengzhe, the Chairman and a non-executive Director of the Company. By virtue of the SFO, Mr. Li Mengzhe and Max Kensho Capital are deemed to be interested in all the Shares beneficially held by South Leader.

4. This scenario is for illustration purpose only. The Underwriter shall fully underwrite all the Unsubscribed Rights Shares, either itself or through subscribers procured by it pursuant to the Underwriting Agreement, without triggering a mandatory offer obligation under Rule 26.1 of the Takeovers Code on the part of the Underwriter and parties acting in concert with it upon completion of the Rights Issue. Please refer to "Underwriting Arrangement" in this announcement.

The public float requirements under the Listing Rules shall be fulfilled by the Company at all times. The Company will take all appropriate steps to ensure that sufficient public float be maintained at all times in compliance with Rule 13.32B of the Listing Rules.

EXPECTED TIMETABLE

The expected timetable for the Rights Issue set out below is indicative only and is subject to change. Any such change will be announced in a separate announcement by the Company as and when appropriate. All dates and times specified in this announcement refer to Hong Kong local dates and times.

Last day of dealings in the Shares on a cum-rights basis	Thursday, 3 September 2026
First day of dealings in the Shares on an ex-rights basis	Friday, 4 September 2026
Latest time for lodging transfers of Shares in order to be qualified for the Rights Issue	4:30 p.m., Monday, 7 September 2026
Register of members of the Company closes (both days inclusive)	Tuesday, 8 September 2026 to Monday, 14 September 2026
Record Date for determining entitlements to the Rights Issue	Monday, 14 September 2026
Register of members of the Company reopens	Tuesday, 15 September 2026
Despatch of Prospectus Documents (in case of Non-Qualifying Shareholders, the Prospectus for their information only)	Tuesday, 15 September 2026
First day of dealing in nil-paid Rights Shares	9:00 a.m., Thursday, 17 September 2026
Latest time for splitting of the PAL	4:30 p.m., Monday, 21 September 2026
Last day of dealing in nil-paid Rights Shares	Thursday, 24 September 2026
Latest Time for Acceptance of and payment for the Rights Shares and application and payment for excess Rights Shares	4:00 p.m., Tuesday, 29 September 2026

Latest Time for Termination of the Underwriting Agreement and for the Rights Issue to become unconditional (if applicable)	4:00 p.m., Wednesday, 30 September 2026
Announcement of results of acceptance of the Rights Issue to be published on the respective websites of the Stock Exchange and the Company	Tuesday, 6 October 2026
Despatch of certificates for fully-paid Rights Shares and refund cheques, if any, in respect of wholly or partially unsuccessful applications for excess Rights Shares	Wednesday, 7 October 2026
First day of dealings in the fully-paid Rights Shares	Thursday, 8 October 2026
Designated broker commences to provide matching services for odd lots of Shares	Thursday, 8 October 2026
Designated broker ceases to provide matching services for odd lots of Shares	Friday, 16 October 2026

Effect of bad weather or extreme conditions on the Latest Time for Acceptance of and Payment for the Rights Shares and for Application and Payment for Excess Rights Shares

The Latest Time for Acceptance of and payment for Rights Shares will not take place at the time indicated above if there is a tropical cyclone warning signal number 8 or above, a "black" rainstorm warning or "extreme conditions" is announced by the Government of Hong Kong:

(i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on 29 September 2026. Instead, the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or

(ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on 29 September 2026. Instead, the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance of and payment for the Rights Shares does not take place on or before 4:00 p.m., 29 September 2026, the dates mentioned in the section headed "Expected Timetable" in this announcement may be affected. An announcement will be made by the Company in such event.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

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

IMPLICATIONS UNDER THE LISTING RULES

As the Rights Issue will not increase either the number of issued shares or the market capitalisation of the Company by more than 50% within the 12-month period immediately preceding the date of this announcement, the Rights Issue is not conditional on approval by the Shareholders pursuant to Rule 7.19A(1) of the Listing Rules.

The Rights issue will not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

GENERAL

Subject to the fulfillment of certain conditions of the Rights Issue, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders. The Company will despatch the Prospectus to the Non-Qualifying Shareholders for their information only, but the Company will not send the PAL and EAF to the Non-Qualifying Shareholders.

FORWARD LOOKING STATEMENT

There is no assurance that any forward-looking statements regarding the business development of the Group contained in this announcement, or any of the matters set out herein, are attainable, will actually occur or will be realised, or are complete or accurate. The financial and other data relating to the Group as disclosed in this announcement have not been audited or reviewed by the auditors of the Company. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company and not to place any undue reliance on the information disclosed herein. Any Shareholder or potential investor who is in doubt is advised to seek advice from professional advisers.

WARNING OF THE RISKS OF DEALING IN SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Rights Issue may or may not proceed.

Shareholders should note that the Shares are expected to be dealt in on an ex-rights basis commencing from Friday, 4 September 2026. Dealings in the Rights Shares in the nil-paid form will take place from 9:00 a.m., on Thursday, 17 September 2026 to 4:00 p.m, on Monday, 21 September 2026 (both days inclusive).

Any Shareholder or other person contemplating selling or purchasing the Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company. Any Shareholders or other persons contemplating any dealings in the Shares or nil-paid Rights Shares are recommended to consult their own professional advisers.

DEFINITIONS

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

"acting in concert"	has the same meaning ascribed to it under the Takeovers Code
"AFRC"	the Accounting and Financial Reporting Council of Hong Kong
"associate(s)"	has the same meaning ascribed to it under the Listing Rules
"Board"	the board of directors of the Company

"Business Day(s)"	means a day (other than a Saturday and a day on which "extreme conditions" is announced by the Government of Hong Kong or 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 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 licensed banks in Hong Kong are open for business throughout their normal business hours
"BVI"	the British Virgin Islands
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"China" or "Mainland China" or "PRC"	the People' s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Company"	means Hong Kong Robotics Group Holding Limited 港仔機器人集團控股有限公司, a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange
"controlling shareholder(s)"	has the same meaning ascribed to it under the Listing Rules
"South Leader"	South Leader Limited, a company incorporated in the British Virgin Islands with limited liability and wholly-owned by Max Kensho Capital
"EAF(s)"	the form(s) of application for excess Rights Shares to be issued in connection with the Rights Issue
"Director"	the director(s) of the Company
"Group"	the Company and its subsidiaries

"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	any persons or company and their respective ultimate beneficial owner(s) which, to the best of the Directors' knowledge, information and belief having made all reasonable enquires, are third parties independent of and not connected with the Company and its connected persons (or any of their respective as sociate)
"Irrevocable Undertaking"	means the irrevocable undertaking given by Mr. Li Mengzhe to the Company as set out in the paragraph headed "Irrevocable Undertaking" in this announcement
"Last Trading Day"	27 August 2026, being the last trading day of the Shares on the Stock Exchange before the release of this announcement
"Latest Time for Acceptance"	4:00 p.m. on Tuesday, 29 September 2026 or such later time or date as may be determined by the Company, being the latest time for acceptance of, and payment for, the Rights Shares as described in the Prospectus Documents
"Latest Time for Termination"	4:00 p.m. on Wednesday, 30 September 2026 or such later time or date for the termination of the Underwriting Agreement
"Listing Committee"	has the same meaning ascribed to it under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Li Mengzhe"	means Mr. Li Mengzhe, the Chairman and a non-executive Director of the Company, who is the sole shareholder of Max Kensho Capital, which in turn wholly-owns South Leader
"Max Kensho Capital"	means Max Kensho Capital Group Limited, a company incorporated in the British Virgin Islands with limited liability and wholly-owned by Mr. Li Mengzhe, which in turn wholly-owns South Leader

"Main Board"	the main board of the Stock Exchange
"Net Gain"	any premiums paid by the subscribers over the Subscription Price for the Unsubscribed Rights Shares procured by the Underwriter
"No Action Shareholder(s)"	Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PAL(s) or their renouncees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed
"Non-Qualifying Shareholder(s)"	the Overseas Shareholder(s) whom the Board considers necessary or expedient to exclude from the Rights Issue on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
"Overseas Shareholder(s)"	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose registered address(es) as shown on such register at that time is (are) in (a) place(s) outside Hong Kong
"PAL(s)"	the provisional allotment letter(s) proposed to be issued to the Qualifying Shareholders in connection with the Rights Issue
"Prospectus"	the prospectus to be despatched to the Shareholders containing details of the Rights Issue
"Prospectus Documents"	collectively, the Prospectus, PAL and EAF
"Prospectus Posting Date"	Tuesday, 15 September 2026 or such other date as may be agreed by the Company, being the expected date the Prospectus Documents will be made available and/or sent (as the case may be) to the Qualifying Shareholders and the Prospectus for information only to the Non-Qualifying Shareholders
"Qualifying Shareholder(s)"	Shareholder(s), other than the Non-Qualifying Shareholders, whose name(s) appear(s) on the register of members of the Company on the Record Date

"Record Date"	Monday, 14 September 2026 or such other date as may be determined by the Company, being the date by reference to which the Shareholders' entitlements to the Rights Issue are to be determined
"Registrar"	Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company
"Rights Issue"	the proposed issue of the Rights Shares on the basis of one (1) Rights Shares for every two (2) existing Shares held on the Record Date at the Subscription Price pursuant to the Prospectus Documents
"Rights Share(s)"	1,048,812,995 new Shares proposed to be offered to the Qualifying Shareholders pursuant to the Rights Issue
"SFC"	Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.1 each in the share capital of the Company
"Shareholder(s)"	holder(s) of issued Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Price"	HK$0.21 per Rights Share
"substantial shareholder"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC
"Underwriter"	RaffAello Securities (HK) Limited, a corporation licensed to carry on Type 1 (dealing in securities) regulated activity under the SFO, and its ordinary course of business includes underwriting of securities

"Underwritten Shares"	the Rights Shares that are conditionally underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement
"Underwriting Agreement"	the Underwriting Agreement dated 27 August 2026 and entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue
"Unsubscribed Rights Shares"	(a) any unsold entitlements to the Rights Shares of the Non-Qualifying Shareholder(s) (if any); (b) any unsold Rights Shares created by aggregating fractions of the Rights Shares; and (c) any nil-paid Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise not subscribed for by renouncees or transferees of nil-paid Rights Shares
"%"	per cent.

* *Translation is provided for identification purposes only.*

By order of the Board
Hong Kong Robotics Group Holding Limited
Li Haitao
Executive Director

Hong Kong, 27 August 2026

As at the date of this announcement, the Board comprises two non-executive Directors, namely, Mr. Li Mengzhe (Chairman) and Mr. Qiu Yiyong (Deputy Chairman), four executive Directors, namely Ms. Wang Yingqian (Deputy Chairman), Mr. Li Haitao (Chief Executive Officer), Mr. Jia Liqun, and Mr. Chen Jianqiu, and three independent non-executive Directors, namely, Mr. Liu Tonghui, Ms. Yin Meiqun, and Mr. Ye Jianmu.