THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Baoli Technologies Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

China Baoli Technologies Holdings Limited
中國寶力科技控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 164)

ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE AND NOTICE OF SPECIAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the SGM to be held on Tuesday, 6 October 2026 at 3:00 p.m. at Unit 3302, 33/F, Shun Tak Centre West Tower, 200 Connaught Road Central, Sheung Wan, Hong Kong is set out on pages SGM-1 to SGM-3 of this circular and a form of proxy for the SGM is despatched together with this circular.

Whether or not you are able to attend the SGM, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment meeting should you so wish. In such event, the form of proxy shall be deemed to be revoked.

A letter from the Board is set out on pages 5 to 21 of this circular.

18 September 2026

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In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

"2024 GM CB"	the convertible bonds in the aggregate principal amount of HK$6,000,000 issued by the Company to the subscribers on 25 July 2024 pursuant to the bond instrument constituting such convertible bonds, details of which are disclosed in the announcement of the Company dated 12 July 2024
"acting in concert"	shall have the meaning ascribed to it in the Takeovers Code
"Board"	the board of Directors
"Business Day"	a day (excluding Saturday, Sunday or public holiday and any day on which "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black rainstorm warning signal" is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general banking business
"Company"	China Baoli Technologies Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on Main Board of the Stock Exchange
"Completion Date"	a Business Day within 5 Business Days after the conditions precedent set out in the Subscription Agreements have been fulfilled (or waived, where applicable), provided that such conditions precedent (other than those which have been waived or are capable of being waived) shall remain valid and satisfied at completion
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of PRC
"Latest Practicable Date"	15 September 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

"Listing Rules"	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
"Long Stop Date"	30 November 2026 (or such later date as may be agreed in writing by the Company and the Subscribers)
"PRC"	the People's Republic of China
"SGM"	the special general meeting of the Company to be held to approve the Subscription Agreements and the transactions contemplated thereunder
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s) from time to time
"Specific Mandate"	the specific mandate to be granted by the Shareholders to the Board at the SGM to allot and issue the Subscription Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber A"	Lin Shuo, an individual investor from Hong Kong
"Subscriber B"	Zhou Qiwei, an individual investor from the PRC
"Subscriber C"	Yao Yuanfang, an individual investor from the PRC
"Subscriber D"	Wu Junjie, an individual investor from Hong Kong
"Subscriber E"	Zhang Hongwei, an individual investor from the PRC
"Subscriber F"	Liu Xicui, an individual investor from the PRC
"Subscriber G"	Wang Haoran, an individual investor from the PRC
"Subscriber H"	Chen Nuo, an individual investor from Hong Kong
"Subscriber I"	Feng Yinzhong, an individual investor from Hong Kong
"Subscriber J"	Wang Jianquan, an individual investor from Hong Kong
"Subscriber K"	Geng Juan, an individual investor from Hong Kong
"Subscriber L"	Ni Gang, an individual investor from the PRC

"Subscriber M"	Better Choice Group Limited, a company incorporated in BVI, which is principally engaged in investment holding and is ultimately wholly-owned by Lo Siu Kit, an individual investor from Hong Kong
"Subscriber N"	Risen Worldwide Holdings Limited, an investment holding company incorporated in Hong Kong with limited liability and is ultimately owned as to 30% by Subscriber D, 30% by Mr. Sun Liang and 40% by Mr. Gao Shang, each of whom is an individual investor in Hong Kong
"Subscriber O"	Liu Wanquan, an individual merchant from the PRC
"Subscriber P"	Fu Yuhua, an individual investor from the PRC
"Subscriber Q"	Zhang Jianying, an individual investor from the PRC
"Subscriber R"	Yu Ping, an individual investor from the PRC
"Subscriber S"	Liu Yuxia, an individual merchant from the PRC
"Subscriber T"	Zhao Fang, an individual investor from the PRC
"Subscribers"	the subscribers who respectively entered into the Subscription Agreements with Company in respect of the Subscriptions
"Subscription Agreements"	the conditional subscription agreements entered into between the Company and the Subscribers dated 28 August 2026 in relation to the Subscriptions
"Subscription Price"	HK$0.481 per Subscription Share
"Subscription Share(s)"	new Share(s) to be allotted and issued to the Subscribers pursuant to the Subscription Agreements, comprising a total of 132,682,600 new Shares to be allotted and issued to the Subscribers
"Subscriptions"	the subscriptions of the Subscription Shares by the Subscribers pursuant to the Subscription Agreements
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong

"Zifeng CB"	the convertible bonds in the principal amount of RMB128,370,000 (equivalent to approximately HK$139,003,790) issued by the Company to Chongqing Zifeng Business Partnership (Limited Partnership)* (重慶市梓峰商貿合夥企業(有限合夥)) on 23 October 2024 pursuant to the bond instrument constituting such convertible bonds, details of which are disclosed in the announcements of the Company dated 14 August 2024 and 23 October 2024 and the circular of the Company dated 20 September 2024. As at the Latest Practicable Date, the remaining principal amount is RMB123,370,000 (equivalent to approximately HK$133,589,605)
"RMB"	Renminbi, the lawful currency of the PRC
"%"	per cent

* *For identification purposes only*

China Baoli Technologies Holdings Limited
中國寶力科技控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 164)

Executive Directors:
Mr. Wang Bin *(Chairman)*
Mr. Zhang Yi *(Vice Chairman)*
Ms. Chu Wei Ning *(Chief Executive Officer)*
Ms. Lam Sze Man

Independent non-executive Directors:
Mr. Chan Fong Kong, Francis
Mr. Chan Kee Huen, Michael
Mr. Feng Man

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
Suites 3706–3708, 37/F
Dah Sing Financial Centre
248 Queen's Road East
Wanchai, Hong Kong

18 September 2026

To the Shareholders,

Dear Sir/Madam,

ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE
AND
NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 28 August 2026 regarding issue of new Shares under Specific Mandate.

The purpose of this circular is to provide you with information in respect of, among other things, (i) further details of the Subscription Agreements and the transactions contemplated thereunder; and (ii) a notice convening the SGM.

THE SUBSCRIPTIONS

On 28 August 2026 (after trading hours), the Company entered into twenty Subscription Agreements with twenty Subscribers, pursuant to which the Company contemplates to allot and issue and the Subscribers are desirous of subscribing for an aggregate of 132,682,600 Subscription Shares at a price of HK$0.481 per Subscription Share.

The Subscription Agreements

Date

28 August 2026 (after trading hours)

Parties

(i) the Company

(ii) the Subscribers

Among the twenty Subscribers, except for Subscriber M and Subscriber N are corporations, each of the remaining Subscribers is an individual. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries and save as disclosed, (i) each of the Subscribers and/or its ultimate beneficial owner are third parties independent of and not connected with the Company and its connected persons; and (ii) save for the previous participation of certain Subscribers in the Company's fundraising exercises as disclosed below, none of the Subscribers had any prior business or other relationship with the Company, its connected persons or any of the other Subscribers.

The Company is from time to time evaluating its funding needs based on the business development situation and financial position. The Company also disclosed in its recent quarterly update announcement that to further strengthen the Company's financial position and support the development of its existing business operations, the Company continues to proactively identify and evaluate potential fundraising opportunities. In recent months, the Group has continued to advance its operations in Mongolia, achieving several notable milestones for the iron ore project and the coal mine processing project. The Company then considered it an appropriate time to consider conducting fundraising activities and started to directly approach different potential investors.

The Company has a team with finance and investor relations experience that assists the Company in identifying and approaching potential investors. The Subscribers were identified principally through introductions by business associates of the Group, the personal and business contacts of the Group's management, and connections established through the Company's previous fundraising activities. Certain Subscribers, including Subscriber A, Subscriber D, Subscriber E, Subscriber P, Subscriber Q and Subscriber R, had previously subscribed for Shares issued by the Company pursuant to the fundraising activities disclosed in the Company's announcements dated 30 March 2026 and 19 May 2026 and were approached again to discuss their possible participation in the Subscriptions.

Consideration and the Subscription Shares

Pursuant to the Subscription Agreements, the Subscribers shall subscribe for, and the Company shall allot and issue to the Subscribers on the Completion Date, all of the Subscription Shares, free from all encumbrances.

As at the Latest Practicable Date, the aggregate 132,682,600 Subscription Shares to be allotted and issued to the Subscribers represent (i) approximately 38.00% of the existing total number of issued Shares as at the Latest Practicable Date; and (ii) approximately 27.54% of the total number of issued Shares as enlarged by the allotment and issuance of the Subscription Shares, assuming there will be no change in the total number of issued Shares from the Latest Practicable Date and up to the Completion Date. The aggregate nominal value of the Subscription Shares will be HK$1,326,826. The total consideration of the Subscriptions is approximately HK$63,820,331 and will be paid by the Subscribers through bank transfer or wiring transfer (or such other way as may be agreed between the Company and the Subscribers) at completion.

Set out below the number of Subscription Shares, consideration and percentage of the total number of issued Shares as at the Latest Practicable Date of each of the Subscribers:

Subscriber	**Number of Subscription Shares**	**Percentage of the total number of issued Shares as at the Latest Practicable Date**	**Consideration**
Subscriber A	5,000,000	1.43%	$2,405,000.00
Subscriber B	5,000,000	1.43%	$2,405,000.00
Subscriber C	1,039,500	0.30%	$499,999.52
Subscriber D	1,871,100	0.54%	$899,999.04
Subscriber E	2,875,000	0.82%	$1,382,875.00
Subscriber F	4,107,200	1.18%	$1,975,563.42
Subscriber G	1,039,500	0.30%	$499,999.52
Subscriber H	1,039,500	0.30%	$499,999.52
Subscriber I	15,187,000	4.35%	$7,304,947.00
Subscriber J	27,671,000	7.92%	$13,309,751.00
Subscriber K	10,000,000	2.86%	$4,810,000.00
Subscriber L	10,954,300	3.14%	$5,269,018.28
Subscriber M	4,740,100	1.36%	$2,279,987.98
Subscriber N	5,000,000	1.43%	$2,405,000.00
Subscriber O	1,000,000	0.29%	$481,000.00
Subscriber P	2,700,000	0.77%	$1,298,700.00
Subscriber Q	800,000	0.23%	$384,800.00
Subscriber R	1,500,000	0.43%	$721,500.00
Subscriber S	17,894,400	5.12%	$8,607,206.25
Subscriber T	13,264,000	3.80%	$6,379,984.00
Total	**132,682,600**	**38.00%**	**$63,820,330.53**

As at the Latest Practicable Date, each of Subscriber A, Subscriber D, Subscriber E, Subscriber F, Subscriber G, Subscriber O, Subscriber P, Subscriber Q, Subscriber R, Subscriber S and Subscriber T is interested in 2,270,000, 12,000,000, 1,000,000, 1,830,000, 765,000, 75,000, 7,800,000, 2,000,000, 2,700,000, 1,800,000 and 3,200,000 Shares respectively, representing approximately 0.65%, 3.44%, 0.29%, 0.52%, 0.22%, 0.02%, 2.23%, 0.57%, 0.77%, 0.52% and 0.92% respectively of the total existing issued Shares.

Subscription Price

The Subscription Price of the Subscriptions is HK$0.481 per Subscription Share, which represents:

(i) a premium of approximately 4.57% over the closing price of HK$0.46 per Share as quoted on the Stock Exchange on the date of the Subscription Agreements;

(ii) a premium of approximately 14.52% over the average closing price of HK$0.42 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Subscription Agreements; and

(iii) a premium of approximately 10.57% over the closing price of HK$0.435 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Subscription Price was arrived at after arm's length negotiations between the Company and the Subscribers with reference to the prevailing trading price of the Shares, the prevailing market sentiment and the funding needs of the Group. Based on the closing prices of the Shares during the six-month and three-month periods immediately preceding the date of the Subscription Agreements, (i) the average and median closing prices for the six-month period were HK$0.473 and HK$0.480 per Share respectively; and (ii) both the average and median closing prices for the three-month period were HK$0.480 per Share. Accordingly, the Subscription Price of HK$0.481 per Subscription Share represents a slight premium of (i) approximately 1.69% over the average closing price for the six-month period; and (ii) approximately 0.21% over the median closing price for the six-month period and both the average and median closing prices for the three-month period. The Directors consider that the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

According to the calculation of the theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules), there is no theoretical dilution effect as there is a premium of approximately 1.26%. Taking into account that, during the 12-month period immediately preceding the date of the Subscription Agreements, the Company has not undertaken any other rights issue, open offer or specific mandate placing, the Directors consider that the Subscriptions are in compliance with Rule 7.27B of the Listing Rules.

Ranking of the Subscription Shares

The Subscription Shares to be issued will be fully paid up and rank *pari passu* in all respects, including as to the right to receive all dividends and other distributions which may be declared, made or paid after completion of the Subscriptions, and will be issued free from all encumbrances.

Conditions precedent of the Subscription Agreements

The completion of the Subscriptions shall be subject to the satisfaction and/or fulfillment of the following conditions precedent:

(a) the Company having complied, and has procured compliance, with all laws applicable to the Subscriptions;

(b) the passing of all necessary resolutions to be proposed at the SGM for approving the respective Subscriptions, the respective Subscription Agreements and the respective transactions contemplated thereunder;

(c) the Company having obtained approval from the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares;

(d) trading in the Shares not being suspended (except where such Subscriptions have resulted in the necessity for a suspension of trading in the Shares);

(e) the listing status of the Shares not being revoked, cancelled, withdrawn, or suspended; and

(f) all representations and warranties having remained true, accurate, valid, binding and not misleading up to the completion of the Subscriptions.

The conditions precedent (a) to (e) above cannot be waived by any of the parties of the respective Subscription Agreements, whereas the condition precedent (f) above may be waived by any parties in their respective Subscription Agreements at any time prior to the Long Stop Date by notice in writing to the other party. The Company and the Subscribers shall use their respective best endeavours to ensure that the above conditions precedent (other than the condition precedent waived or to be waived pursuant to this paragraph) are fulfilled and satisfied as soon as possible after the execution of the Subscription Agreements and, in any event, no later than the Long Stop Date.

Unless otherwise stated in the Subscription Agreements, if any of the conditions precedent set out above (other than the condition precedent waived or to be waived pursuant to the above paragraph) are not fulfilled or satisfied by 5:00 p.m. on the Long Stop Date, and unless the relevant parties to the Subscription Agreements agree in writing to extend the Long Stop Date to another Business Day, save for applicable clauses, the Subscription Agreements shall automatically terminate and cease to have effect. Furthermore, save in the case of any antecedent breach of the terms of the Subscription Agreements, neither parties shall have any claim or liability of any nature against the other.

The twenty Subscription Agreements are not inter-conditional upon each other.

As at the Latest Practicable Date, none of the conditions precedent (a) to (e) above have been fulfilled. Further, condition precedent (f) above has not been waived by any parties in their respective Subscription Agreements.

Completion of the Subscriptions

The completion of the Subscriptions shall take place at 4:00 p.m. on the Completion Date. Upon the completion of the Subscriptions, each of the Subscribers and party(ies) acting in concert with him/her/it shall not hold Shares in such portfolio which may trigger any mandatory general offer obligation under Rule 26.1 of the Takeovers Code.

Application for listing

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

SPECIFIC MANDATE

The Subscription Shares will be allotted and issued under the Specific Mandate which is subject to the Shareholders' approval at the SGM.

EQUITY FUNDRAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

Date of announcement/ circular/prospectus	Event	Net proceeds raised (approximately)	Proposed use of proceeds	Actual use of proceeds
19 May 2026 and 1 June 2026	Subscription of new shares under general mandate	HK$8.0 million	(i) Approximately HK$3.0 million for the manufacturing and parts procurement of machinery and equipment required for the project operation; (ii) Approximately HK$0.5 million for the professional testing and analysis of iron ores; (iii) Approximately HK$2.0 million for staff costs of the project's technical and support personnel; (iv) Approximately HK$0.5 million for logistics and transportation expenses relating to the delivery of equipment and materials; and (v) Approximately HK$2.0 million for research and development cost for advancing DGDB technologies and various project-related overhead expenses	(i) Approximately HK$2.0 million had been used for the manufacturing and parts procurement of machinery and equipment required for the project operation, and approximately HK$1.0 million will be utilized as intended by September 2026; (ii) Approximately HK$0.5 million had been used for the professional testing and analysis of iron ores; (iii) Approximately HK$1.0 million had been used for staff costs of the project's technical and support personnel, and approximately HK$1.0 million will be utilized as intended by September 2026; (iv) Approximately HK$0.5 million had been used for logistics and transportation expenses relating to the delivery of equipment and materials; and (v) Approximately HK$2.0 million for research and development cost for advancing DGDB technologies and various project-related overhead expenses will be utilized as intended by October 2026

Date of announcement/ circular/prospectus	Event	Net proceeds raised (approximately)	Proposed use of proceeds	Actual use of proceeds
30 March 2026, 2 April 2026 and 15 April 2026	Subscription of new shares under general mandate	HK$12.5 million	(i) Approximately HK$6.5 million for the manufacturing and parts procurement of machinery and equipment required for the project operation; (ii) Approximately HK$2.0 million for the professional testing and analysis of iron ores; (iii) Approximately HK$1.0 million for staff costs of the project's technical and support personnel; (iv) Approximately HK$1.0 million for logistics and transportation expenses relating to the delivery of equipment and materials; and (v) Approximately HK$2.0 million for research and development cost for advancing DGDB technologies and various project-related overhead expenses	(i) Approximately HK$6.5 million had been used for the manufacturing and parts procurement of machinery and equipment required for the project operation; (ii) Approximately HK$2.0 million had been used for the professional testing and analysis of iron ores; (iii) Approximately HK$1.0 million had been utilized for staff costs of the project's technical and support personnel; (iv) Approximately HK$1.0 million had been used for logistics and transportation expenses relating to the delivery of equipment; and (v) Approximately HK$2.0 million had been used for research and development cost for advancing DGDB technologies and various project-related overhead expenses

Save as disclosed above, the Company has not conducted any other equity fundraising activities in the past 12 months immediately prior to the Latest Practicable Date.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Subscriptions (assuming there will be no other change in the total number of issued Shares from the Latest Practicable Date and up to the Completion Date); and (iii) immediately after the completion of the Subscriptions (assuming there will be no other change in the total number of issued Shares from the Latest Practicable Date and up to the Completion Date or the date of full conversion of all outstanding convertible bonds of the Company, whichever is later):

	As at the Latest Practicable Date		Immediately after the completion of the Subscriptions			
			Assuming there will be no other change in the total number of issued Shares from the Latest Practicable Date and up to the Completion Date		Assuming there will be no other change in the total number of issued Shares from the Latest Practicable Date and up to the Completion Date or the date of full conversion of all outstanding convertible bonds of the Company, whichever is later	
Shareholders	*No. of Shares*	*Approximate %*	*No. of Shares*	*Approximate %*	*No. of Shares*	*Approximate %*
Directors						
Mr. Zhang Yi *(Note 1)*	2,154,275	0.6168%	2,154,275	0.4470%	2,154,275	0.4355%
Ms. Chu Wei Ning *(Note 2)*	300,000	0.0859%	300,000	0.0622%	300,000	0.0606%
Ms. Lam Sze Man *(Note 3)*	5,000	0.0014%	5,000	0.0010%	5,000	0.0010%
Mr. Chan Kee Huen, Michael *(Note 4)*	250	0.0001%	250	0.0001%	250	0.0001%
Sub-total	2,459,525	0.7042%	2,459,525	0.5103%	2,459,525	0.4972%
Subscribers						
Subscriber A	2,270,000	0.6499%	7,270,000	1.5085%	7,270,000	1.4697%
Subscriber B			5,000,000	1.0375%	5,000,000	1.0108%
Subscriber C			1,039,500	0.2157%	1,039,500	0.2101%
Subscriber D *(Note 5)*	12,000,000	3.4358%	13,871,100	2.8781%	13,871,100	2.8041%
Subscriber E	1,000,000	0.2863%	3,875,000	0.8040%	3,875,000	0.7834%
Subscriber F	1,830,000	0.5240%	5,937,200	1.2319%	5,937,200	1.2002%
Subscriber G	765,000	0.2190%	1,804,500	0.3744%	1,804,500	0.3648%
Subscriber H			1,039,500	0.2157%	1,039,500	0.2101%
Subscriber I			15,187,000	3.1512%	15,187,000	3.0701%
Subscriber J			27,671,000	5.7415%	27,671,000	5.5938%
Subscriber K			10,000,000	2.0749%	10,000,000	2.0216%
Subscriber L			10,954,300	2.2729%	10,954,300	2.2145%
Subscriber M			4,740,100	0.9835%	4,740,100	0.9582%
Subscriber N *(Note 5)*			5,000,000	1.0375%	5,000,000	1.0108%
Subscriber O	75,000	0.0215%	1,075,000	0.2231%	1,075,000	0.2173%
Subscriber P	7,800,000	2.2333%	10,500,000	2.1787%	10,500,000	2.1226%
Subscriber Q	2,000,000	0.5726%	2,800,000	0.5810%	2,800,000	0.5660%
Subscriber R	2,700,000	0.7731%	4,200,000	0.8715%	4,200,000	0.8491%
Subscriber S	1,800,000	0.5154%	19,694,400	4.0864%	19,694,400	3.9813%
Subscriber T	3,200,000	0.9162%	16,464,000	3.4162%	16,464,000	3.3283%
Sub-total	35,440,000	10.1471%	168,122,600	34.8842%	168,122,600	33.9868%
Holder of Zifeng CB	–	–	–	–	11,223,753	2.2689%
Holders of 2024 GM CB	–	–	–	–	1,500,000	0.3032%
Public Shareholders	311,363,198	89.1487%	311,363,198	64.6055%	311,363,198	62.9439%
Total	349,262,723	100.0000%	481,945,323	100.0000%	494,669,076	100.0000%

Notes:

1. As at the Latest Practicable Date, 800 Shares are beneficially owned by Mr. Zhang Yi, an executive Director, and 2,153,475 Shares are beneficially owned by One Faith Investments Limited, which is beneficially and wholly owned by Mr. Zhang Yi. In addition, Mr. Zhang Yi owns 372,156 share options which entitle him to subscribe for 372,156 Shares.

2. As at the Latest Practicable Date, in addition to 300,000 Shares, Ms. Chu Wei Ning, an executive Director, owns a total of 3,282,156 share options which entitle her to subscribe for 3,282,156 Shares.

3. As at the Latest Practicable Date, in addition to 5,000 Shares, Ms. Lam Sze Man, an executive Director, owns a total of 3,096,078 share options which entitle her to subscribe for 3,096,078 Shares.

4. Mr. Chan Kee Huen, Michael is an independent non-executive Director.

5. Subscriber N is an investment holding company incorporated in Hong Kong with limited liability and is ultimately owned as to 30% by Subscriber D, 30% by Mr. Sun Liang and 40% by Mr. Gao Shang, each of whom is an individual investor in Hong Kong.

* Certain percentage figures included in the table above have been subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding them.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS AND USE OF PROCEEDS

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are dry grinding and dry beneficiation ("**DGDB**") business and convergence media business.

The gross proceeds from the Subscriptions will be approximately HK$63,820,331, while the net proceeds from the Subscriptions are estimated to be approximately HK$60.3 million (after deducting the professional fees and other related costs and expenses of approximately HK$3.5 million incurred in the Subscriptions payable by the Company). The net issue price for each Subscription Share is approximately HK$0.454.

The Group intends to apply the net proceeds from the Subscriptions for: (i) general working capital of the head office of approximately HK$17.0 million; (ii) the development of the convergence media business of the Group of approximately HK$3.0 million; and (iii) DGDB business for the Mongolia mining projects (covering both iron ore and coal ore processing activities) of approximately HK$40.3 million.

General Working Capital

The Group intends to apply approximately HK$17.0 million of the net proceeds from the Subscriptions for the general working capital requirements of its head office, of which (a) approximately HK$5.95 million will be used for salaries and other employee benefits; (b) approximately HK$1.36 million will be used for statutory and corporate registration fees; (c) approximately HK$5.10 million will be used for the settlement of accrued corporate liabilities, including interest payable on loans and convertible bonds; (d) approximately HK$2.04 million will be used for office-related operating expenses, including rental expenses, insurance, utilities, office supplies, travelling expenses and investor relations expenses; and (e) approximately HK$2.55 million will be used for legal and other professional fees, including audit, legal and corporate consultancy fees and company secretarial retainers.

The Group expects to utilise most of the funds allocated to salaries and other employee benefits and statutory and corporate registration fees by December 2026, and to settle most of the accrued corporate liabilities by November 2026. The remaining amounts allocated to statutory and corporate registration fees and accrued corporate liabilities are expected to be utilised within 12 months after the completion of the Subscriptions. The amounts allocated to office-related operating expenses and legal and other professional fees are expected to be utilised by March 2027.

The Mongolia Projects

The Company intends to apply approximately HK$40.3 million for the DGDB business for the Mongolia mining projects, covering both iron ore and coal ore processing activities, including (a) approximately HK$15.3 million for procurement of processing equipment and essential fuels; (b) approximately HK$9.4 million for infrastructure and enhancement; (c) approximately HK$6.4 million for staff costs, technical specialist deployment, recruitment-related expenses and project-related overhead expenses; (d) approximately HK$3.5 million for logistics crew and transportation; and (e) approximately HK$5.7 million for project-related research and development expenses and new project due diligence and evaluation expenses.

Business plan

The Company has commenced its DGDB-based iron ore and coal processing projects in Mongolia, supported by the local operational resources and its core competence in DGDB technology. A core pillar underpinning both projects is continuous R&D activities, aimed at ongoing optimisation of DGDB processing parameters, adaption of the technology to different orebody characteristics, improvement of processing yield and energy efficiency, as well as development of technical know-how for future geographic rollout.

– **Iron ore project**: The Group collaborates with its project partner and provides ongoing engineering and technical support for the implementation and operation of DGDB technology at the mine site. Pursuant to the contractual arrangement, the Group licenses its DGDB technology for a processing capacity of up to 1 million tonnes of iron ore per annum to produce iron ore fines/concentrate. The Group will also act as exclusive sales agent for the resulting products.

- **Coal mine project**: The Group holds exclusive rights for the deployment of DGDB processing technology, on-site transportation arrangements, and sales of processed coal products in relation to the coal-mine-processing operation. Production is expected to ramp up progressively to 2 million tons per annum, with a longer-term target of 5 million tons per annum subject to the completion of necessary external transportation infrastructure upgrades. The Group will also explore opportunities to utilise cost-effective power generated by pithead facilities at the coal mine site to support the development of digital infrastructure-related initiatives.

Current progress and key milestones

In February 2026, the Group signed the iron ore DGDB agreement, marking the first planned commercial scale deployment of the Group's DGDB technology for mineral processing production. This milestone represents a significant step forward in demonstrating the viability of DGDB technology as a sustainable and efficient processing solution suited for Mongolia's arid operating environment.

During FY2025/2026, the DGDB segment recorded year-on-year revenue growth derived principally from technical-service income and preliminary licensing-related activities for the iron ore project. These developments highlight the growing commercial traction of the DGDB business and reinforce its potential to deliver long-term value.

At the same time, the Group has achieved encouraging progress on its coal mine processing project. The foundational infrastructure, including mining camps and staff accommodation, has been completed. Recruitment for both PRC dispatched specialists and local Mongolian onsite employees has been substantially carried out, forming the preliminary workforce base for subsequent site execution. Equipment procurement, raw material sourcing and site preparation works are in progress. Continuous R&D work for coal ore processing is also underway, while additional capital resources and operational preparations remain required before full scale processing operations can commence.

Expected implementation and completion timetable

The Group's Mongolia iron ore project has advanced into the formal construction phase, following the successful procurement of core equipment, part of which has already cleared customs and been delivered to site. The Group has dispatched technical specialists to site for equipment installation supervision, commissioning, calibration, and performance optimisation, supported by continuous R&D testing of ore samples. Subject to smooth execution and adequate funding, management anticipates that the first batch of processed iron ore concentrate will be available before the end of this year.

Meanwhile, the Mongolia coal mine processing project has established essential groundwork including mining camps and staff accommodation. Recruitment, equipment procurement, and construction activities are progressing, though additional resources, capital investment, and operational preparations remain necessary before full-scale production can commence. Subject to timely funding support and smooth execution of operational plans, the Group expects revenue generation from the coal mine project by the end of this year.

The estimated total capital expenditure for the Group's Mongolia DGDB projects up to the commencement of initial production is approximately HK$50,000,000. As at the Latest Practicable Date, the Group has incurred approximately HK$13,000,000 of such capital expenditure.

Separately, the Group has cumulatively expended approximately HK$10,000,000 on ongoing project operating expenses, including site consumables, on-site staff costs, staff quarters and land usage fees, project specific and continuous DGDB-related research and development, and logistics related out-of-pocket expenses to sustain pre-production site activities.

The Directors consider that the Subscriptions will provide the Group with additional financial resources to accelerate the implementation of the Mongolia mining projects under the DGDB banner. The proceeds will support machinery and spare part procurement, fuel and consumable stocking, site rental and infrastructure enhancement, mine site road enhancement works, staff remuneration and deployment, dedicated logistics crew and transportation arrangements, ore processing focused R&D activities, new project due diligence and evaluation exercises, together with broad project overhead requirements. Such funding is necessary for the Group to progress both the iron ore and coal ore processing workstreams from preparatory and testing stages towards operational production readiness, while pursuing new geographic growth opportunities for the DGDB business.

The Board is of the view that the development of the Mongolia DGDB project represents an important step in expanding the Group's DGDB business footprint. DGDB technology is expected to enhance mineral processing efficiency via dry grinding and dry separation methods. Given Mongolia's abundant mineral resource base, successful project delivery is expected to broaden the revenue stream of the Group. Concurrent evaluation of overseas prospective projects will further diversify the Group's resource base and reduce reliance on a single jurisdiction.

The net proceeds from the Subscriptions will also strengthen the Group's working capital position and provide greater financial flexibility to meet the capital requirements for both convergence media related initiatives and the DGDB-project pipeline. Accordingly, the Directors consider the terms of the Subscription Agreements (including but not limited to the Subscription Price) are fair and reasonable and the Subscriptions are in the interests of the Company and the Shareholders as a whole.

As the projects advance through their respective development phases, the Group recognises that the timing, scope and precise amount of funding required may remain subject to a degree of uncertainty and may vary depending on project progress, operational requirements, development outcomes and prevailing market conditions. The Group will therefore continue to monitor and evaluate its funding requirements on an ongoing basis and, where appropriate, consider and implement suitable financing, cost-management or other measures to ensure that adequate resources are available to support the timely and effective advancement of the projects.

The Company has from time to time explored different fundraising opportunities, including both debt financing and equity financing, with a view to strengthening the Group's working capital position and supporting its business operations and development. In relation to debt financing, the Company had approached and held preliminary discussions with a number of banks and other financial institutions regarding possible loan facilities. However, having regard to, among other things, the Group's net liabilities position, the Company encountered considerable difficulty in obtaining debt financing of an amount and on terms acceptable to the Company.

The Company then considered equity fundraising methods, including a rights issue and the issue of convertible bonds. The Company conducted a rights issue last year. However, only approximately 1.57% of the rights shares were taken up by the then Shareholders. The subsequent placing of the unsubscribed rights shares also achieved limited results. The Company therefore considered that another rights issue would provide insufficient certainty as to the amount of funds to be raised and would involve additional time and costs.

The Company also considered issue of convertible bonds. However, this would incur interest expenses and increase the Group's indebtedness before or if no conversion, it would therefore not improve the Group's net liabilities position.

The Subscriptions, on the other hand, provide greater certainty as to the amount and timing of the fundraising, without incurring interest expenses or repayment obligations. The Directors therefore consider that issue of new Shares represents a more appropriate means of fundraising to strengthen the financial position of the Group.

The Company has approached and held preliminary discussions with several financial institutions regarding their possible appointment as placing agent. Certain financial institutions indicated an interest in acting as placing agent on a best-efforts basis but were not confident in identifying sufficient investors willing to subscribe for new Shares that could meet the Company's intended fundraising amount.

In light of this, the Company considered that a best-efforts placing would involve uncertainty as to both the timing and the amount of funds that might ultimately be raised. Referring to the results of the rights issue and placing conducted by the Company as announced on 17 July 2025, which included arrangements for the placing of unsubscribed rights shares on a best-efforts basis, only approximately 42.88% of the maximum intended fundraising amount was raised. In considering the previous experience, the Company was concerned that pursuing another best-efforts placing might involve considerable time and administrative costs without providing sufficient certainty that the required funding could eventually be obtained. The Company therefore considered it may be more commercially practicable to approach potential investors directly through its own network.

SGM

The SGM will be convened and held at Unit 3302, 33/F, Shun Tak Centre West Tower, 200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 6 October 2026 at 3:00 p.m. for the purpose of considering and, if thought fit, approving the Subscription Agreements and the transactions contemplated thereunder, including the allotment and issue of the Subscription Shares and the grant of the Specific Mandate. The proposed resolution will be conducted by way of poll at the SGM pursuant to Rule 13.39(4) of the Listing Rules and an announcement on the results of the SGM will be made by the Company after the SGM.

The register of members of the Company will be closed from Wednesday, 30 September 2026 to Tuesday, 6 October 2026 (both days inclusive) for determining the entitlements of the Shareholders to attend and vote at the SGM. The record date for determining the entitlement of the Shareholders to attend and vote at the SGM will be Tuesday, 6 October 2026. In order to be eligible to attend and vote at the SGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 29 September 2026.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend and/or vote at the SGM in person, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish. In such event, the form of proxy shall be deemed to be revoked.

A notice of the SGM is set out on pages SGM-1 to SGM-3 of this circular.

As at the Latest Practicable Date, each of Subscriber A, Subscriber D, Subscriber E, Subscriber F, Subscriber G, Subscriber O, Subscriber P, Subscriber Q, Subscriber R, Subscriber S and Subscriber T is interested in 2,270,000, 12,000,000, 1,000,000, 1,830,000, 765,000, 75,000, 7,800,000, 2,000,000, 2,700,000, 1,800,000 and 3,200,000 Shares respectively, representing approximately 0.65%, 3.44%, 0.29%, 0.52%, 0.22%, 0.02%, 2.23%, 0.57%, 0.77%, 0.52% and 0.92% respectively of the total existing issued Shares. In accordance with Rule 2.15 of the Listing Rules, given that Subscriber A, Subscriber D, Subscriber E, Subscriber F, Subscriber G, Subscriber O, Subscriber P, Subscriber Q, Subscriber R, Subscriber S and Subscriber T have material interest in the Subscription Agreements, they are required to abstain from voting on the relevant resolutions at the SGM accordingly. Save as disclosed above and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholder has any material interest in the Subscription Agreements that will be required to abstain from voting at the SGM in respect of the approval of the Subscription Agreements and the transactions contemplated thereunder.

As the completion of the Subscriptions is subject to the fulfilment of the conditions precedent under the respective Subscription Agreements, the Subscriptions may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

RECOMMENDATION

The Board considers that the terms and conditions of the Subscription Agreements and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to approve the Subscription Agreements and the transactions contemplated thereunder, including the grant of the Specific Mandate for the allotment and issue of the Subscription Shares at the SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
China Baoli Technologies Holdings Limited
Chu Wei Ning
Executive Director and Chief Executive Officer

China Baoli Technologies Holdings Limited
中國寶力科技控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 164)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") of China Baoli Technologies Holdings Limited (the "**Company**") will be held on Tuesday, 6 October 2026 at 3:00 p.m. at Unit 3302, 33/F, Shun Tak Centre West Tower, 200 Connaught Road Central, Sheung Wan, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT**:

1. (a) the conditional subscription agreements dated 28 August 2026 (the "**Subscription Agreements**", a copy of each of the twenty Subscription Agreements has been produced to the SGM and signed by the chairman of the SGM for identification purposes) entered into between the Company and the subscribers (the "**Subscribers**") in relation to the subscriptions of a total of 132,682,600 new Shares (the "**Subscription Share(s)**") to be allotted and issued by the Company to the Subscribers at the subscription price of HK$0.481 per Subscription Share pursuant to the Subscription Agreements, and the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares) be and are hereby approved, confirmed and ratified;

   (b) subject to The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares to be allotted and issued, the directors of the Company (the "**Directors**") be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Subscription Shares; and

   (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, appropriate, desirable or expedient for the purposes of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Subscription Agreements and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Subscription Agreements) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole."

By order of the Board
China Baoli Technologies Holdings Limited
Chu Wei Ning
Executive Director and Chief Executive Officer

Hong Kong, 18 September 2026

Notes:

1. Any shareholder entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy needs not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company (the "**Shares**") may appoint more than one proxy to attend and vote on the same occasion.

2. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the SGM, either in person or by proxy in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the SGM or any adjournment thereof (as the case may be), the more senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

3. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the SGM or any adjournment thereof (as the case may be).

4. Completion and return of the form of proxy will not preclude members of the Company from attending and voting at the SGM or any adjournment thereof (as the case may be) should they so wish and in such event, the form of proxy shall be deemed to be revoked.

5. The register of members of the Company will be closed from Wednesday, 30 September 2026 to Tuesday, 6 October 2026, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the SGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 29 September 2026.

6. If a tropical cyclone warning signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force any time from 12:00 noon to 3:00 p.m. on the date of the SGM, the SGM will be postponed and members of the Company will be informed of the date, time and venue of the postponed SGM by a supplementary announcement posted on the website of the Stock Exchange. The SGM will be held as scheduled even when tropical cyclone warning signal No. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Members of the Company should make their own decisions as to whether they would attend the SGM under such bad weather conditions and if they choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the executive Directors are Mr. Wang Bin (Chairman), Mr. Zhang Yi (Vice Chairman), Ms. Chu Wei Ning (Chief Executive Officer) and Ms. Lam Sze Man; and the independent non-executive Directors are Mr. Chan Fong Kong, Francis, Mr. Chan Kee Huen, Michael and Mr. Feng Man.