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偉祿科技股份有限公司
REALORD TECHNOLOGY COMPANY LIMITED

(Incorporated in Bermuda with limited liability)
(Stock code: 1196)

PLACING OF EXISTING SHARES AND TOP-UP SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

RHINO X

PLACING OF EXISTING SHARES AND TOP-UP SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

After the Stock Exchange trading hours on 30 October 2026, the Company, the Seller and the Placing Agent entered into the Placing and Subscription Agreement, pursuant to which (i) the Seller has conditionally agreed to sell, and the Placing Agent has conditionally agreed to act as the agent of the Seller to procure, on a fully underwritten basis, independent Placees to purchase 952,380,000 Placing Shares at the Placing Price of HK$0.21 per Placing Share; and (ii) the Seller has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue to the Seller, the Top-up Subscription Shares at the Top-up Subscription Price which is equivalent to the Placing Price pursuant to the General Mandate (and such number of Top-up Subscription Shares shall be the same as the number of Placing Shares placed by the Placing Agent pursuant to the Placing and Subscription Agreement).

The Placing Shares or the Top-up Subscription Shares represent (i) approximately 16.51% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 14.17% of the issued share capital of the Company as enlarged by the allotment and issue of the Top-up Subscription Shares (assuming that there is no change in the issued share capital of the Company from the date of this announcement to the completion of the Top-up Subscription save for the allotment and issue of the Top-up Subscription Shares).

The gross proceeds from the Top-up Subscription are expected to be approximately HK$200.0 million. The net proceeds from the Top-up Subscription, after deducting the placing commission and other fees, costs and expenses, are estimated to be approximately HK$197.2 million. The estimated net Top-up Subscription Price is approximately HK$0.207 per Top-up Subscription Share.

GENERAL MANDATE

The 952,380,000 Top-up Subscription Shares will be allotted and issued under the General Mandate. No separate Shareholders' approval is required for the allotment and issue of the Top-up Subscription Shares.

Application will be made by the Company to the Listing Committee for the listing of and permission to deal in the Top-up Subscription Shares.

TAKEOVERS CODE IMPLICATIONS

As a result of the Placing, the aggregate percentage shareholding of the Seller and its concert parties will be reduced from approximately 48.78% to approximately 32.27% (a decrease of approximately 16.51%) and as a result of the Top-up Subscription, their aggregate percentage shareholding will be increased from approximately 32.27% to approximately 41.87% (an increase of approximately 9.60%) (assuming that there is no change in the issued share capital of the Company from the date of this announcement to the completion of the Top-up Subscription save for the allotment and issue of the Top-up Subscription Shares). As such, an obligation to make a mandatory general offer by the Seller for all of the issued Shares other than those already owned by the Seller and its concert parties will be triggered upon the completion of the Top-up Subscription.

An application will be made by the Seller to the Executive for granting of the Waiver pursuant to Note 6 of the Notes on dispensations from Rule 26 of the Takeovers Code to waive the obligation to make a mandatory general offer for all of the issued Shares other than those already owned by the Seller and its concert parties.

WARNING

Completion of the Placing and completion of the Top-up Subscription are subject to the fulfilment of the conditions precedent set out in the Placing and Subscription Agreement respectively, and may or may not take place. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

The Board is pleased to announce that after the Stock Exchange trading hours on 30 October 2026, the Company, the Seller and the Placing Agent entered into the Placing and Subscription Agreement, pursuant to which (i) the Seller has conditionally agreed to sell, and the Placing Agent has conditionally agreed to act as the agent of the Seller to procure, on a fully underwritten basis, independent Placees to purchase 952,380,000 Placing Shares at the Placing Price of HK$0.21 per Placing Share; and (ii) the Seller has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue to the Seller, the Top-up Subscription Shares at the Top-up Subscription Price which is equivalent to the Placing Price pursuant to the General Mandate (and such number of Top-up Subscription Shares shall be the same as the number of Placing Shares placed by the Placing Agent pursuant to the Placing and Subscription Agreement).

Details of the Placing and Subscription Agreement are set out below:

THE PLACING AND SUBSCRIPTION AGREEMENT

Date:

30 October 2026

Parties:

Issuer:	The Company
Seller:	Manureen Holdings Limited
Placing Agent:	RhinoX Limited

Manureen Holdings Limited is a company incorporated in the British Virgin Islands with limited liability and is owned as to 70% by Dr. Lin and 30% by Madam Su. Both Dr. Lin and Madam Su are executive Directors. As at the date of this announcement, the Seller is beneficially interested in 2,814,474,000 Shares, representing approximately 48.78% of the issued share capital of the Company, and is the controlling Shareholder.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

THE PLACING

Number of Placing Shares

The Placing Shares, being 952,380,000 existing Shares beneficially owned by the Seller, represent (i) approximately 16.51% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 14.17% of the issued share capital of the Company as enlarged by the allotment and issue of the Top-up Subscription Shares (assuming that there is no change in the issued share capital of the Company from the date of this announcement to the completion of the Top-up Subscription save for the allotment and issue of the Top-up Subscription Shares).

Placing Price

The Placing Price is HK$0.21 per Placing Share, which represents:

(i) a discount of approximately 6.67% to the closing price of HK$0.225 per Share as quoted on the Stock Exchange on date of the Placing and Subscription Agreement; and

(ii) a discount of approximately 18.86% to the average closing price of approximately HK$0.2588 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the Placing and Subscription Agreement.

The Placing Price is exclusive of brokerage, trading fees, stamp duty, transaction fees and levies. A placing commission of 1% of the aggregate Placing Price shall be payable by the Seller to the Placing Agent and will be reimbursed by the Company to the Seller upon completion of the Top-up Subscription.

The Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis among the Company, the Seller and the Placing Agent.

The Directors consider that the Placing Price and the terms and conditions of the Placing and Subscription Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Placees

Pursuant to the Placing and Subscription Agreement, the Placing Agent will, on a fully underwritten basis, procure independent Placees who/which will be professional, institutional, and/or other investors to purchase the Placing Shares. The Placing Agent has undertaken and warranted that the Placees and their ultimate beneficial owners (if applicable) are third parties independent of, and not acting in concert with (i) the Company and its connected persons; (ii) the Seller and parties acting in concert with it; and (iii) any Directors, chief executives, or substantial Shareholders. In the event that the number of Placees is less than six, the Company will make further announcement setting out the names of the Placees in accordance with Rule 13.28(7) of the Listing Rules as and when appropriate.

Ranking of the Placing Shares

The Placing Shares rank *pari passu* in all respects with the other existing Shares in issue as at the date of this announcement including the right to receive all dividends and other distributions declared, made or payable at any time by reference to a record date falling on or after the date of the Placing and Subscription Agreement.

Condition of the Placing

Completion of the Placing is subject to the condition that the Stock Exchange has not withdrawn or cancelled the listing status of the Shares, and trading in the Shares has not been suspended or restricted (except for any short-term suspension of trading due to the transactions contemplated under the Placing and Subscription Agreement).

Completion of the Placing

Completion of the Placing is expected to take place on 4 November 2026, or at such other time or on such other date as the Seller and the Placing Agent may agree, provided that completion shall take place no later than seven days after the date of the Placing and Subscription Agreement.

Completion of the Placing shall take place in CCASS on a delivery versus payment basis.

THE TOP-UP SUBSCRIPTION

Number of Top-up Subscription Shares

The Top-up Subscription Shares, being 952,380,000 new Shares (which shall be equal to the number of Placing Shares placed by the Placing Agent pursuant to the Placing and Subscription Agreement) to be allotted and issued to the Seller, represent (i) approximately 16.51% of the issued share capital of the Company as at the date of this announcement; and

(ii) approximately 14.17% of the issued share capital of the Company as enlarged by the allotment and issue of the Top-up Subscription Shares (assuming that there is no change in the issued share capital of the Company from the date of this announcement to the completion of the Top-up Subscription save for the allotment and issue of the Top-up Subscription Shares).

Top-up Subscription Price

The Top-up Subscription Price per new Share is equivalent to the Placing Price of HK$0.21 per Placing Share. The aggregate amount of the Top-up Subscription Shares is approximately HK$200.0 million and the aggregate nominal amount of the Top-up Subscription Shares is approximately HK$23.8 million.

The Directors consider that the terms of the Top-up Subscription are fair and reasonable under the current market conditions and are in the interests of the Company and the Shareholders as a whole.

Ranking of the Top-up Subscription Shares

The Top-up Subscription Shares, when fully paid, shall rank *pari passu* in all respects with the other existing Shares in issue as at the date of allotment and issue of the Top-up Subscription Shares including the rights to receive all dividends and other distributions declared, made or payable at any time by reference to a record date falling on or after the date of allotment and issue of the Top-up Subscription Shares.

Conditions of the Top-up Subscription

The Top-up Subscription is conditional upon the fulfilment of the following conditions:

(i) the Listing Committee having granted the listing of and permission to deal in the Top-up Subscription Shares;

(ii) completion of the Placing having occurred pursuant to the terms of the Placing and Subscription Agreement;

(iii) the Executive having granted the Waiver (and such waiver has not been revoked, withdrawn, or subject to any additional conditions that are not reasonably acceptable to the Company and the Seller); and

(iv) any other approvals or consents required by the Stock Exchange and the SFC having been obtained (if any).

None of the conditions for the Top-up Subscription can be waived by the parties to the Placing and Subscription Agreement.

Completion of the Top-up Subscription

Completion of the Top-up Subscription is expected to take place on the next Business Day after the conditions precedent to the Top-up Subscription have been fulfilled, or at such other time or on such other date as the Company and the Seller may agree, provided that completion shall take place no later than 14 days after the date of the Placing and Subscription Agreement.

In the event that the conditions in respect of the Top-up Subscription are not fulfilled within 14 days after the date of the Placing and Subscription Agreement, the rights, obligations and liabilities of the Company and the Seller under the Top-up Subscription shall cease and terminate and neither the Placing Agent, the Placees, the Company and the Seller shall have any claim against the other, save for antecedent breaches.

GENERAL MANDATE

By an ordinary resolution of the Shareholders passed at the annual general meeting of the Company held on 5 June 2026, the General Mandate was granted to the Directors to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of the then issued share capital of the Company as at the date of the annual general meeting, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the relevant resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly.

The Company has implemented the Share Subdivision which took effect on 14 September 2026. As such, having adjusted with the effect of the Share Subdivision, the Company is authorised to issue up to 1,153,847,904 Shares under the General Mandate.

As at the date of this announcement, no portion of the General Mandate has been utilised. The 952,380,000 Top-up Subscription Shares will be allotted and issued under the General Mandate. Accordingly, no separate Shareholders' approval is required for the allotment and issue of the Top-up Subscription Shares.

APPLICATION FOR LISTING OF THE TOP-UP SUBSCRIPTION SHARES

Application will be made by the Company to the Listing Committee for the listing of and permission to deal in the Top-up Subscription Shares.

REASONS FOR AND BENEFITS OF THE PLACING AND THE TOP-UP SUBSCRIPTION AND USE OF PROCEEDS

The Group is principally engaged in (i) property investment, development and commercial operation; (ii) provision of financial services, including corporate finance advisory, asset management, securities brokerage services and margin financing, and money lending; (iii) scrap materials recycling business involving dismantling, processing, trading and sales of scrap materials; (iv) distribution and sales of motor vehicle parts; and (v) provision of citizenship application and consultancy services on citizenship by investment programme and development of project in Grenada.

The Directors consider that the Placing and the Top-up Subscription represent an opportunity for the Company to raise additional equity capital to strengthen its financial position and improve its capital structure and liquidity position, and enhance its financial flexibility in supporting its existing businesses and future development.

The gross proceeds from the Top-up Subscription are expected to be approximately HK$200.0 million. The net proceeds from the Top-up Subscription, after deducting the placing commission and other fees, costs and expenses, are estimated to be approximately HK$197.2 million. The estimated net Top-up Subscription Price is approximately HK$0.207 per Top-up Subscription Share. The Company intends to apply the net proceeds from the Top-up Subscription as to (i) approximately HK$85.0 million for payment of trade and other payables; (ii) approximately HK$12.0 million for construction payment for the property development project in Shenzhen; (iii) approximately HK$18.0 million for design fee and project expenses for the project in Grenada; and (iv) the remaining balance of approximately HK$82.2 million for the Group's working capital requirements, including but not limited to office rentals, staff salaries, administrative expenses and other operating and business expenditures of the Group.

Having considered the above, the Directors consider that the terms of the Placing and Subscription Agreement and the transactions contemplated thereunder (including the Placing, the Top-up Subscription, the Placing Price, the placing commission and the Top-up Subscription Price) are on normal commercial terms, are fair and reasonable having regard to the prevailing market conditions, and are in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company has not conducted any other fund raising activities involving the issue of its equity securities in the 12 months immediately preceding the date of this announcement.

CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 5,769,239,520 Shares in issue. Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately following the completion of the Placing but before the completion of the Top-up Subscription; and (iii) immediately following the completion of the Placing and the Top-up Subscription, for illustration purposes only:

	As at the date of this announcement		**Immediately following the completion of the Placing but before the completion of the Top-up Subscription**		**Immediately following the completion of the Placing and the Top-up Subscription**	
Name of Shareholder	**No. of Shares**	**Approx. %**	**No. of Shares**	**Approx. %**	**No. of Shares**	**Approx. %**
The Seller *(Note 1)*	2,814,474,000	48.78%	1,862,094,000	32.27%	2,814,474,000	41.87%
Other Directors:						
Mr. Yu Leung Fai *(Note 2)*	1,200,000	0.02%	1,200,000	0.02%	1,200,000	0.02%
Mr. Fang Jixin *(Note 3)*	1,000,000	0.02%	1,000,000	0.02%	1,000,000	0.01%
The Placees *(Note 4)*	–	–	952,380,000	16.51%	952,380,000	14.17%
Other public Shareholders	2,952,565,520	51.18%	2,952,565,520	51.18%	2,952,565,520	43.93%
Total	**5,769,239,520**	**100%**	**5,769,239,520**	**100%**	**6,721,619,520**	**100%**

Notes:

1. The Seller is beneficial owned as to 70% by Dr. Lin, the Chairman of the Company and an executive Director, and 30% by Madam Su, an executive Director.

2. Mr. Yu Leung Fai is an independent non-executive Director.

3. Mr. Fang Jixin is an independent non-executive Director.

4. The above shareholding structure assumes that all the Placing Shares are purchased by the Placees.

TAKEOVERS CODE IMPLICATIONS

As a result of the Placing, the aggregate percentage shareholding of the Seller and its concert parties will be reduced from approximately 48.78% to approximately 32.27% (a decrease of approximately 16.51%) and as a result of the Top-up Subscription, their aggregate percentage shareholding will be increased from approximately 32.27% to approximately 41.87% (an increase of approximately 9.60%) (assuming that there is no change in the issued share capital of the Company from the date of this announcement to the completion of the Top-up Subscription save for the allotment and issue of the Top-up Subscription Shares). As such, an obligation to make a mandatory general offer by the Seller for all of the issued Shares other than those already owned by the Seller and its concert parties will be triggered upon the completion of the Top-up Subscription.

An application will be made by the Seller to the Executive for granting of the Waiver pursuant to Note 6 of the Notes on dispensations from Rule 26 of the Takeovers Code to waive the obligation to make a mandatory general offer for all of the issued Shares other than those already owned by the Seller and its concert parties.

WARNING

Completion of the Placing and completion of the Top-up Subscription are subject to the fulfilment of the conditions precedent set out in the Placing and Subscription Agreement respectively, and may or may not take place. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

"acting in concert"	has the meaning ascribed thereto in the Takeovers Code
"associate(s)"	has the meaning ascribed thereto in the Listing Rules
"Board"	the board of Directors
"Business Day"	any day (excluding Saturdays, Sundays and public holidays in Hong Kong) on which licensed banks generally are open for business and the Stock Exchange is open for trading of securities in Hong Kong

"CCASS"	the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited
"Company"	Realord Technology Company Limited (偉祿科技股份有限公司), a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange (stock code: 1196)
"connected person(s)"	has the meaning ascribed thereto in the Listing Rules
"controlling Shareholder"	has the meaning ascribed thereto in the Listing Rules
"Director(s)"	the director(s) of the Company
"Dr. Lin"	Dr. Lin Xiaohui, the Chairman of the Company and an executive Director, and the beneficial owner of 70% equity interest in the Seller
"Executive"	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
"General Mandate"	the general mandate granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the total number of the then issued share capital of the Company as at the date of the annual general meeting held on 5 June 2026, subject to adjustment by any subsequent consolidation or subdivision of the Shares
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Listing Committee"	the Listing Committee of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"Madam Su"	Madam Su Jiaohua, an executive Director and the beneficial owner of 30% equity interest in the Seller
"Placees"	the independent professional, institutional and/or other investors procured by the Placing Agent to purchase the Placing Shares under the Placing
"Placing"	the placing, on a fully underwritten basis, of the Placing Shares pursuant to the terms and condition of the Placing and Subscription Agreement
"Placing Agent"	RhinoX Limited, a licensed corporation to carry out Type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Placing and Subscription Agreement"	the placing and subscription agreement dated 30 October 2026 entered into among the Company, the Seller and the Placing Agent in relation to the Placing and the Top-up Subscription
"Placing Price"	HK$0.21 per Placing Share
"Placing Share(s)"	952,380,000 Shares to be placed under the Placing
"Seller"	Manureen Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, and the controlling Shareholder beneficially interested in approximately 48.78% of the issued share capital of the Company as at the date of this announcement
"SFC"	the Securities and Futures Commission
"Share(s)"	ordinary share(s) of par value HK$0.025 each in the share capital of the Company
"Share Subdivision"	the share subdivision implemented by the Company to subdivide each of the then existing issued and unissued Share of HK$0.10 each in the share capital of the Company into four subdivided shares of HK$0.025 each, which took effect on 14 September 2026

"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs
"Top-up Subscription"	the subscription of the Top-up Subscription Shares by the Seller pursuant to the Placing and Subscription Agreement
"Top-up Subscription Price"	HK$0.21 per Top-up Subscription Share
"Top-up Subscription Shares"	952,380,000 new Shares to be allotted and issued by the Company and subscribed by the Seller pursuant to the terms and conditions of the Placing and Subscription Agreement
"Waiver"	a waiver from the Executive pursuant to Note 6 of the Notes on dispensations from Rule 26 of the Takeovers Code in connection with the Top-up Subscription
"%"	per cent

By order of the Board
Realord Technology Company Limited
Lin Xiaohui
Chairman

Hong Kong, 30 October 2026

As at the date of this announcement, the executive directors of the Company are Dr. Lin Xiaohui, Madam Su Jiaohua and Mr. Lin Xiaodong and the independent non-executive directors of the Company are Mr. Yu Leung Fai, Mr. Fang Jixin and Mr. Ho Chun Chung Patrick.