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

歡喜傳媒集團有限公司*
HUANXI MEDIA GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1003)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

寶新證券
GLORY SUN SECURITIES

The Board announces that after trading hours on 12 November 2026, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best endeavour basis, up to 323,000,000 Placing Shares, to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties at a price of HK$0.2480 per Placing Share.

The maximum number of the Placing Shares represents: (i) approximately 7.37% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 6.86% of the issued share capital of the Company as enlarged by the issue of the Placing Shares.

The Placing Price of HK$0.2480 per Placing Share represents: (i) a premium of approximately 1.64% over the closing price of HK$0.2440 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a premium of approximately 2.14% over the average closing price of approximately HK$0.2428 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the Last Trading Day.

* *For identification purposes only*

Assuming the maximum number of the Placing Shares is placed under the Placing Agreement, the gross proceeds from the Placing will be approximately HK$80.10 million and the net proceeds will be approximately HK$79.79 million (after deduction of placing commission and other expenses of the Placing). It is expected that the net proceeds from the Placing will be entirely used for investments in AI businesses, including but not limited to investments in company(ies) engaged in AI businesses.

The Placing Shares will be allotted and issued pursuant to the General Mandate. As at the date of this announcement, no new Shares have been issued pursuant to the General Mandate, and accordingly 876,822,072 Shares remain to be available for issue under the General Mandate. The allotment and issue of the Placing Shares are not subject to further Shareholders' approval.

Since Completion is subject to the fulfilment of the condition as described below, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

The Board announces that after trading hours on 12 November 2026, the Company and the Placing Agent entered into the Placing Agreement, the principal terms of which are summarised below.

THE PLACING AGREEMENT

Date

12 November 2026

Issuer

The Company

Placing Agent

Glory Sun Securities Limited

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

Placees

The Placing Shares are to be placed to not less than six Placees, who and whose ultimate beneficial owners shall be Independent Third Parties. The Placing Agent has represented, warranted and undertaken to the Company that none of the Placees will become a substantial shareholder (within the meaning of the Listing Rules) of the Company upon Completion.

Number of Placing Shares

The maximum number of the Placing Shares represents (i) approximately 7.37% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 6.86% of the issued share capital of the Company as enlarged by the issue of the Placing Shares.

The maximum aggregate nominal value of the Placing Shares under the Placing will be HK$3,230,000.

Placing Price

The Placing Price of HK$0.2480 per Placing Share represents:

(i) a premium of approximately 1.64% over the closing price of HK$0.2440 per Share as quoted on the Stock Exchange on the Last Trading Day; and

(ii) a premium of approximately 2.14% over the average closing price of approximately HK$0.2428 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the Last Trading Day.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to the recent market prices of the Shares.

The Directors consider that the Placing Price is fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Placing commission

The Placing Agent will receive a placing commission of 0.06% of the aggregate Placing Price of the Placing Shares actually placed in accordance with the Placing Agreement. The placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the current market conditions.

Ranking of Placing Shares

The Placing Shares, when issued, will be fully paid up and will rank *pari passu* in all respects with the other Shares in issue as at the date of allotment and issue of the Placing Shares.

Condition of the Placing

The Placing is conditional upon the granting or agreeing to grant by the Stock Exchange of the listing of, and permission to deal in, all of the Placing Shares. If the above condition is not fulfilled by 3 December 2026 (or such later date as the Company and the Placing Agent may agree in writing), all obligations of the Placing Agent and of the Company under the Placing Agreement shall cease and determine and none of the Placing Agent or the Company shall have any claim against the other in relation to the Placing, save in respect of any antecedent breach of any obligation under the Placing Agreement.

Completion

Completion of the Placing will take place within five (5) Business Days following the day on which the above condition is satisfied (or such other date as the Company and the Placing Agent may agree in writing).

Termination

Under the Placing Agreement:

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

    (a) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or

    (b) there is any breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or

    (c) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed; and

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

Upon termination of the Placing Agreement as mentioned above, all liabilities of the parties thereto thereunder 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 Placing Agreement save in respect of any antecedent breach of any obligation under the Placing Agreement.

APPLICATION FOR LISTING

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

GENERAL MANDATE TO ALLOT AND ISSUE THE PLACING SHARES

The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors by the Shareholders at the 2026 AGM. Under the General Mandate, the Company is authorised to allot and issue new shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing the relevant resolution approving the General Mandate. Such number of Shares shall not exceed 876,822,072 Shares. As at the date of this announcement, no new Shares have been issued under the General Mandate since its grant.

Accordingly, the allotment and issue of the Placing Shares are not subject to further Shareholders' approval.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Company is an investment holding and film investment company and its subsidiaries are principally engaged in media and entertainment related businesses, including development and investment in films and TV programmes rights, as well as operation of an online video platform.

The Directors are of the view that the Placing represents a good opportunity to raise additional funds under the prevailing market conditions that will strengthen the financial position of the Group, broaden the Shareholder's base and provide financial flexibility for potential business opportunities. The Placing will enable the Group to fund its strategic expansion into the AI sector, which is intended to complement and enhance the Group's existing media and entertainment related businesses, without placing undue strain on the Group's internal resources or operational cash flow. The Group intends to form strategic cooperation with the investee company(ies) engaging in AI businesses for exploration of the use of AI technologies and/or AI products in the Group's film and television production. As such, the Directors consider that the Placing is in the interests of the Company and the Shareholders as a whole.

Assuming the maximum number of the Placing Shares is placed under the Placing Agreement, the gross proceeds from the Placing will be approximately HK$80.10 million and the net proceeds will be approximately HK$79.79 million (after deduction of placing commission and other expenses of the Placing). On such basis, the net price per Placing Share will be approximately HK$0.247. The Company intends to use the entire net proceeds arising from the Placing for investments in AI businesses, including but not limited to investments in company(ies) engaged in AI businesses.

It is expected that the net proceeds of the Placing will be fully utilised by December 2027.

The Directors consider that the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITY OF THE COMPANY IN THE PAST TWELVE MONTHS

On 21 April 2026, the Company has allotted and issued 727,638,000 Shares to C River Limited, at a subscription price of approximately HK$0.30 per Share (the "**Previous Subscription**"). On 21 April 2026, the Company has issued 731,294,472 warrants (the "**Warrant Subscription**") to C River Limited, at the issue price of HK$0.01 per warrant. The exercise price is HK$0.44 per warrant. The Shares to be issued upon exercise of the warrants will be allotted and issued pursuant to the mandate to issue Shares granted to the Directors by the Shareholders at the special general meeting of the Company held on 8 January 2026. The aggregate of the net proceeds from the Previous Subscription and the Warrant Subscription amounts to approximately HK$225,100,000.

For details, please refer to the Company's announcements dated 11 November 2025, 12 November 2025, 8 January 2026 and 21 April 2026, and the Company's circular dated 22 December 2025.

Details of the use and the expected timeline for utilisation of the aggregate of the net proceeds from the Previous Subscription and the Warrant Subscription amounting to approximately HK$225,100,000 are set out below:

	Use of net proceeds	**Planned use of the net proceeds** *Approximately HK$*	**Actual use of net proceeds as of 30 September 2026** *Approximately HK$*	**Unused net proceeds as of 30 September 2026** *Approximately HK$*	**Expected timeline on utilisation**
(i)	Investments in enhancing the Company's capabilities to use advanced technologies				
	– Investment in an AI team to conduct research and analysis the application of the AI in the areas existing business of the Company, such as film and television production	60,000,000	–	60,000,000	Expected to be utilised by June 2027
	– Procurement of equipment, such as advanced computer hardware for AI development	20,000,000	–	20,000,000	Expected to be utilised by June 2027
	– Development of software and applications for film and television production	20,000,000	–	20,000,000	Expected to be utilised by June 2027
	Sub-total	100,000,000	–	100,000,000	

	Use of net proceeds	Planned use of the net proceeds *Approximately HK$*	Actual use of net proceeds as of 30 September 2026 *Approximately HK$*	Unused net proceeds as of 30 September 2026 *Approximately HK$*	Expected timeline on utilisation
(ii)	Investment in the film and TV programme rights business				
	– Investment in at least one film and TV programme rights where the production is based in the PRC and the initial target market is the PRC local market	50,000,000	(42,174,000)	7,826,000	Expected to be utilised by June 2027
(iii)	General working capital				
	– General working capital, such as payment of staff salaries, settlement of professional fees, trade and other payables, rental expenses, corporate utilities and expenses	75,100,000	(75,100,000)	–	
	Total	225,100,000	(117,274,000)	107,826,000	

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect of the Placing on the shareholding structure of the Company upon Completion (assuming the maximum number of the Placing Shares is placed and there is no other change in the shareholding structure of the Company before the issue of the Placing Shares under the Placing) are set out as below:

Shareholders	**As at the date of this announcement**		**Immediately after the Completion (assuming all the Placing Shares have been placed)**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
C River Limited *(Note 1)*	727,638,000	16.60%	727,638,000	15.46%
Newwood Investments Limited *(Notes 2 and 3)*	265,171,082	6.05%	265,171,082	5.63%
Numerous Joy Limited *(Notes 2 and 3)*	92,342,216	2.11%	92,342,216	1.96%
Highrise Castle Limited *(Notes 2 and 3)*	800,000	0.02%	800,000	0.02%
Mr. Dong Ping *(Notes 2 and 3)*	43,750,000	1.00%	43,750,000	0.93%
Pacific Wits Limited *(Notes 2 and 4)*	438,625,528	10.00%	438,625,528	9.32%
Tairong Holdings Limited *(Notes 2 and 5)*	438,625,528	10.00%	438,625,528	9.32%
Panfaith Investments Limited *(Note 6)*	15,060,000	0.34%	15,060,000	0.32%
Ms. Hu Hui *(Note 7)*	8,480,000	0.19%	8,480,000	0.18%
Mr. Wang Hong *(Note 8)*	200,000	0.00%	200,000	0.004%
Bilibili Inc. *(Note 9)*	328,366,954	7.49%	328,366,954	6.98%
Maoyan Entertainment *(Note 10)*	207,430,000	4.73%	207,430,000	4.41%
Placees *(Note 11)*	–	0%	323,000,000	6.86%
Other public Shareholders	1,817,621,054	41.46%	1,817,621,054	38.61%
Total	4,384,110,362	100.00%	4,707,110,362	100.00%

Notes:

1. C River Limited, an investment management company, serves as the general partner of Galaxy Haven Growth Capital L.P. that has funded the Previous Subscription and the Warrant Subscription. It also holds 731,294,472 warrants issued by the Company.

2. On 14 April 2015, Mr. Dong Ping (the former Chairman of the Company and a former executive Director, "**Mr. Dong**"), Newwood Investments Limited ("**Newwood**"), Pacific Wits Limited ("**Pacific Wits**"), Mr. Ning Hao (a non-executive Director, "**Mr. Ning**"), Tairong Holdings Limited ("**Tairong**") and Mr. Xu Zheng (a non-executive Director, "**Mr. Xu**") entered into a shareholders agreement (the "**Shareholders Agreement**"), which sets forth certain rights and obligations of each of the parties in respect of the governance of the Company. Newwood is therefore deemed to be interested in all the Shares in which Mr. Dong, Pacific Wits and Tairong are interested by virtue of section 317 of the SFO.

3. Newwood, Numerous Joy Limited and Highrise Castle Limited are wholly owned by Mr. Dong. Mr. Dong is also a party to the Shareholders Agreement, is therefore deemed to be interested in all the Shares in which Newwood, Pacific Wits and Tairong are interested by virtue of section 317 of the SFO.

4. Pacific Wits is wholly owned by Mr. Ning. Mr. Ning and Pacific Wits are also the parties to the Shareholders Agreement, are therefore deemed to be interested in all the Shares in which Mr. Dong, Newwood and Tairong are interested by virtue of section 317 of the SFO.

5. Tairong is wholly owned by Mr. Xu. Mr. Xu and Tairong are also the parties to the Shareholder Agreement, are therefore deemed to be interested in all the Shares in which Mr. Dong, Newwood and Pacific Wits are interested by virtue of section 317 of the SFO.

6. Panfaith Investments Limited is ultimately wholly owned by Mr. Li Xiaolong (an independent non-executive Director).

7. These Shares are personally held by Ms. Hu Hui (an executive Director).

8. These Shares are jointly held by Mr. Wang Hong (an independent non-executive Director) and his spouse.

9. Such disclosure of interests was made in the form of notice pursuant to Part XV of the SFO disclosed by Bilibili Inc. on 31 December 2024.

10. Such disclosure of interests was made in the form of notice pursuant to Part XV of the SFO disclosed by Maoyan Entertainment on 7 May 2026.

11. It is a term of the Placing Agreement that none of the Placees shall become a substantial shareholder of the Company upon Completion.

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

WARNING

Since Completion is subject to the fulfilment of the condition as described above, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

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

"2026 AGM"	the annual general meeting of the Company held on 9 June 2026 at which, among other things, the General Mandate was granted to the Directors
"AI"	artificial intelligence
"associate"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Business Day"	a day on which the Stock Exchange is open for business of dealing in securities
"Company"	Huanxi Media Group Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on Main Board of the Stock Exchange (stock code: 1003)
"Completion"	completion of the placing of the Placing Shares in accordance with the terms and conditions as set out in the Placing Agreement
"connected person"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company
"General Mandate"	the general mandate granted by the Shareholders at the 2026 AGM to authorise the Directors to allot, issue or otherwise deal with up to 876,822,072 new Shares
"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 the People's Republic of China
"Independent Third Party(ies)"	third party(ies) independent of the Company and the connected persons of the Company
"Last Trading Day"	12 November 2026, being the date of the Placing Agreement
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Placee(s)"	any individual(s), corporate(s), institutional investor(s) or other investor(s) procured by or on behalf of the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent's obligations under the Placing Agreement
"Placing"	the offer by way of private placing of the Placing Shares by or on behalf of the Placing Agent to the Placee(s), on a best endeavour basis, on the terms and subject to the conditions set out in the Placing Agreement
"Placing Agent"	Glory Sun Securities Limited, a corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO
"Placing Agreement"	the placing agreement dated 12 November 2026 entered into between the Company and the Placing Agent in relation to the Placing
"Placing Price"	HK$0.2480 per Placing Share
"Placing Shares"	up to 323,000,000 new Shares to be allotted and issued pursuant to terms and conditions of the Placing Agreement and each, a "Placing Share"
"PRC"	the People's Republic of China
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

"Share(s)"	ordinary share(s) of HK$0.01 each in the capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning ascribed to it under the Listing Rules
"%"	per cent.

By Order of the Board
Huanxi Media Group Limited
Xiang Shaokun, Steven
Executive Director and Chief Executive Officer

Hong Kong, 12 November 2026

As at the date of this announcement, the Board comprises Mr. Xiang Shaokun, Steven (Chief Executive Officer), Ms. Hu Hui and Ms. Jiang Meng as executive Directors, Mr. Ning Hao and Mr. Xu Zheng as non-executive Directors, and Mr. Wong Tak Chuen, Mr. Li Xiaolong, Mr. Wang Hong and Mr. Song Pengliang as independent non-executive Directors.