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Skymission Group Holdings Limited
天任集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1429)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

SOLARSTONE
Trade + Technology

THE PLACING

The Board is pleased to announce that on 27 November 2026 (after trading hours), 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 effort basis, a maximum of 320,000,000 Placing Shares to not less than six (6) Placee(s) who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK$0.10 per Placing Share (excluding the Stock Exchange trading fee, SFC transaction levy, CCASS stock settlement fee and brokerage as may be payable by the Placees).

The maximum number of Placing Shares under the Placing represents: (i) 16.67% of the existing issued share capital of the Company of 1,920,000,000 Shares as at the date of this announcement; and (ii) approximately 14.29% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares (assuming there will be no other change to the total number of Shares in issue from the date of this announcement to the Completion Date).

The Placing Price of HK$0.10 per Placing Share represents: (a) a discount of approximately 16.67% to the closing price of HK$0.12 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (b) a discount of approximately 17.90% to the average closing price of HK$0.1218 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the date of the Placing Agreement.

Assuming all the 320,000,000 Placing Shares are successfully placed, the gross proceeds from the Placing amount to HK$32.0 million and the net proceeds from the Placing are estimated to be HK$31.7 million after deducting the placing commission. On such basis, the net issue price will be approximately HK$0.099 per Placing Share.

The Directors intend to apply 50% of the net proceeds from the Placing, towards the settlement of trade and other payables and the remaining 50% for the payment of staff costs. Details of which have been set out in the section headed "REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS" in this announcement.

GENERAL

The Placing Shares will be issued pursuant to the General Mandate and therefore the allotment and issue of the Placing Shares will not be subject to any approval of the Shareholders. Application will be made by the Company to the Stock Exchange for the approval for the listing of, and permission to deal in, the Placing Shares.

Shareholders and potential investors should note that the Placing is subject to the condition under the Placing Agreement to be fulfilled. As the Placing may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 27 November 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement.

The principal terms of the Placing Agreement are summarised below:

Date: 27 November 2026 (after trading hours)

Issuer: The Company

Placing Agent: SolarStone Capital Limited

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

Pursuant to the terms of the Placing Agreement, the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, a maximum of 320,000,000 Placing Shares to not less than six (6) Placee(s) who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK$0.10 per Placing Share (excluding the Stock Exchange trading fee, SFC transaction levy, CCASS stock settlement fee and brokerage as may be payable by the Placees). The terms of the Placing Agreement were arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions and the recent trading performance of the Shares. The Directors are of the view that the terms of the Placing Agreement are fair and reasonable and the Placing is in the interests of the Company and the Shareholders as a whole.

Placing commission

The Placing Agent will charge the Company a placing commission of HK$300,000. The placing commission in respect of the Placing was negotiated on arm's length basis between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions and the Directors are of the view that the placing commission is fair and reasonable.

Placees

The Placing Shares will be placed by the Placing Agent, on a best effort basis, to not less than six (6) Placee(s) who are independent, professional or institutional investors who and whose ultimate beneficial owners are Independent Third Parties. It is not expected that any Placee will become a substantial shareholder of the Company immediately after the Completion.

Number of Placing Shares

The maximum number of Placing Shares under the Placing represents (i) 16.67 % of the existing issued share capital of the Company of 1,920,000,000 Shares as at the date of this announcement; and (ii) approximately 14.29 % of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares (assuming there will be no other change to the total number of Shares in issue from the date of this announcement to the Completion Date). The aggregate nominal value of the maximum number of Placing Shares will be HK$3,200,000 based on the nominal value of HK$0.01 per Share.

Ranking of Placing Shares

The Placing Shares under the Placing will rank *pari passu* in all respects with the existing Shares in issue on the date of allotment and issue of the Placing Shares.

Condition of the Placing

The Placing is conditional upon the Stock Exchange having granted approval for the listing of, and permission to deal in, the Placing Shares, and such approval not having been revoked, suspended, withdrawn or cancelled, or threatened with any revocation, suspension, withdrawal or cancellation at any time prior to the Closing Date.

The condition above cannot be waived. As soon as practicable after the execution of the Placing Agreement and in any event, by the Closing Date, the Company shall use its best endeavour to procure the satisfaction of the above condition.

If the condition above shall not have been satisfied or fulfilled by the Closing Date or any of the termination event set out in the Placing Agreement shall have occurred, subject to the Placing Agreement, all obligations and responsibilities of the Placing Agent and those of the Company thereunder shall cease and determine forthwith and no party shall have any claim whatsoever against the other party in relation thereto save for (i) any accrued rights and liabilities of each party incurred prior to such termination (including any antecedent breach) and (ii) the Company's obligation to pay the full amount of the placing commission of HK$300,000, in the event that the Placing Agent has successfully identified Placee(s) but the Placing fails to complete due to any default or breach on the part of the Company.

Completion of the Placing

Subject to the fulfilment of the condition set out above, the Completion shall take place on the Completion Date.

Placing Price

The Placing Price of HK$0.10 per Placing Share represents:

(a) a discount of approximately 16.67% to the closing price of HK$0.12 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and

(b) a discount of approximately 17.90% to the average closing price of HK$0.1218 per Share as quoted on the Stock Exchange in the last five (5) consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Price of the Placing was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the Placing are on normal commercial terms and are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

General Mandate to allot and issue the Placing Shares

The Placing Shares will be allotted and issued pursuant to the General Mandate, pursuant to which the Directors are authorised to allot and issue up to 320,000,000 Shares, representing 20% of the total number of issued Shares as at the AGM. As at the date of this announcement, no Shares have been allotted and issued under the General Mandate. The General Mandate is sufficient for the allotment and issue of all the Placing Shares, and therefore, the issue of the Placing Shares is not subject to any Shareholders' approval. The General Mandate will be utilised in full upon the allotment and issue of all the Placing Shares.

Application for listing of Placing Shares

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

Termination

The Placing Agent may terminate the Placing Agreement by notice in writing to the Company at any time up to 10:00 a.m. of the Business Day immediately preceding the Completion Date if:

(a) there develops, occurs or comes into force:

(i) any new law or regulation or any change in existing laws or regulations or the interpretation thereof which in the reasonable opinion of the Placing Agent may materially adverse effect on the business or financial condition or prospects of the Group as a whole; or

(ii) any local, regional, national or international event or change (whether or not permanent or forming part of a series of events or changes occurring or continuing, on and/or after the date of the Placing Agreement) of a political, military, economic or other nature (whether or not ejusdem generis with the foregoing) which, in the reasonable opinion of the Placing Agent will, or may be expected to, have a material adverse effect on the Placing; and

(iii) any significant change (whether or not permanent) in local, regional, national or international market conditions (or in conditions affecting a sector of the market) which in the reasonable opinion of the Placing Agent has or may have material adverse effect on the Placing; or

(b) any breach of any of the warranties given by the Company under the Placing Agreement which in the reasonable opinion of the Placing Agent is material in the context of the Placing, comes to the knowledge of the Placing Agent or there has been a breach of the Company of any other provision of the Placing Agreement which in the reasonable opinion of the Placing Agent is material in the context of the Placing; or

(c) trading in the Shares having been suspended or limited on, or by, the Stock Exchange for more than ten consecutive trading days, which in the reasonable opinion of the Placing Agent is or is likely to prejudice the success of the Placing or distribution of the Placing Shares or dealings in the Placing Shares in the secondary market, or makes it unfavourable or impracticable to proceed with the Placing.

REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The Company is principally engaged in the provision of formwork works services in Hong Kong.

Assuming all the 320,000,000 Placing Shares are successfully placed, the gross proceeds from the Placing amount to HK$32.0 million and the net proceeds from the Placing are estimated to be HK$31.7 million after deducting the placing commission. On such basis, the net issue price will be approximately HK$0.099 per Placing Share.

The Directors intend to apply 50% of the net proceeds from the Placing, towards the settlement of trade and other payables, as at 30 September 2026, the outstanding trade and other payables of the Company amounted to approximately HK$89.9 million. The remaining 50% of the net proceeds will be used for the payment of staff costs.

The Directors consider that the Placing represents a valuable opportunity to raise additional funding for the business operations of the Group without any interest burden and broaden the Shareholder base of the Company. In addition, the net proceeds of the Placing will strengthen the Group's financial position for future business development of the Group.

In light of the above, the Directors consider that the Placing Agreement is entered into upon normal commercial terms, the terms of which (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.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there being no other changes in the share capital of the Company from the date of this announcement up to the Completion Date, set out below is the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after Completion (assuming that all of the 320,000,000 Placing Shares will be placed in full).

	As at the date of this announcement		**Immediately after Completion (assuming all the Placing Shares are fully placed)**	
	Number of Shares	*Approximate % of issued Shares*	*Number of Shares*	*Approximate % of issued Shares*
Liangpin International Holdings Limited *(Note)*	853,236,000	44.44	853,236,000	38.09
Mr. Guo Jiequn	32,000,000	1.67	32,000,000	1.43
Mr. Yuan Bingbo	75,000,000	3.91	75,000,000	3.35
Mr. Qiu Jianyong	10,000,000	0.52	10,000,000	0.44
Public Shareholders				
The Placee(s)	–	–	320,000,000	14.29
Other public Shareholders	949,764,000	49.46	949,764,000	42.40
Total	**1,920,000,000**	**100.00**	**2,240,000,000**	**100.00**

Note: Liangpin International Holdings Limited is wholly-owned by Mr. Zou Feng, the Chairman and an executive Director of the Company.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

Date of announcement	**Fundraising activity**	**Intended use of proceeds**	**Net proceeds raised** *(HK$ million) (approximately)*	**Amount of the net proceeds utilised as at 30 September 2026** *(HK$ million) (approximately)*	**Balance of the net proceeds unutilised as at 30 September 2026** *(HK$ million) (approximately)*	**Expected timeline for utilising the unutilised proceeds**
14 August 2026	Placing of new shares under general mandate	(i) settlement of trade and other payables;	16.01	5.44	10.57	By 31 March 2027
		(ii) payment of staff costs	16.01	12.62	3.39	By 31 March 2027
			32.02	**18.06**	**13.96**	

Save as disclosed above, the Company had not conducted any equity fund-raising exercise in the past 12 months immediately before the date of this announcement.

Shareholders and potential investors of the Company should note that the Placing is subject to the condition under the Placing Agreement to be fulfilled. As the Placing may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

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

"AGM"	the annual general meeting of the Company held on 28 August 2026
"Board"	the board of Directors
"Business Day(s)"	a day (excluding Saturday, Sunday, 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 signal 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 business throughout their normal business hours
"Closing Date"	any Business Day not later than 31 December 2026, the date on which all conditions under the Placing Agreement have been satisfied or fulfilled, or such subsequent Business Day as the Company and the Placing Agent may agree in writing
"Company"	Skymission Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 1429)
"Completion"	completion of the Placing in accordance with the terms and conditions set out in the Placing Agreement
"Completion Date"	the date of Completion, which shall be any Business Day falling within five (5) Business Days after the Closing Date
"Directors"	directors of the Company

"General Mandate"	the general mandate which was granted to the Directors pursuant to an ordinary resolution passed at the AGM to allot and issue up to 320,000,000 new Shares, representing 20% of the issued share capital of the Company as at the date of AGM
"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 and not connected with the Company and its connected persons
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Placee(s)"	any professional, institutional or other individual investor(s) procured by the Placing Agent or its agent(s) to subscribe for any Placing Shares pursuant to the Placing Agreement
"Placing"	the placing, on a best effort basis, of up to 320,000,000 Placing Shares on and subject to the terms and conditions set out in the Placing Agreement
"Placing Agent"	SolarStone Capital Limited, a corporation licensed by the Securities and Futures Commission to carry out type 1 (dealing in securities) regulated activities under the SFO
"Placing Agreement"	the agreement entered into between the Company and the Placing Agent dated 27 November 2026 in respect of the Placing
"Placing Price"	HK$0.10 per Placing Share
"Placing Share(s)"	up to 320,000,000 Shares to be issued under the Placing
"SFO"	Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary shares of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning ascribed under the Listing Rules
"%"	per cent

By order of the Board
Skymission Group Holdings Limited
Mr. Zou Feng
Chairman and Chief Executive Officer

Hong Kong, 27 November 2026

As at the date of this announcement, the Board comprises Mr. Zou Feng (Chairman and Chief Executive Officer), Mr. Guo Jiequn, Mr. Leung Wing Chun and Mr. Qiu Jianyong as executive Directors; Mr. Yuan Bingbo as non-executive Director; and Mr. Chan Ngai Fan, Mr. Dai Chenglong and Ms. Ning Ziyi as independent non-executive Directors.