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)

SUBSCRIPTIONS OF NEW SHARES UNDER GENERAL MANDATE

THE SUBSCRIPTIONS

The Board is pleased to announce that on 19 May 2026 (after trading hours), the Company entered into eight Subscription Agreements with eight Subscribers, pursuant to which the Company contemplates to allot and issue and the Subscribers are desirous of subscribing for an aggregate of 19,770,000 Subscription Shares at a price of HK$0.420 per Subscription Share.

The Subscription Shares will be allotted and issued under the General Mandate. The 19,770,000 Subscription Shares to be allotted and issued to the Subscribers represent (i) approximately 6.00% of the existing total number of issued Shares as at the date of the Subscription Agreements; and (ii) approximately 5.66% 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 date of the Subscription Agreements and up to the Completion Date. The aggregate nominal value of the Subscription Shares will be HK$197,700.

The gross proceeds from the Subscriptions will be HK$8,303,400, while the net proceeds from the Subscriptions are estimated to be approximately HK$8 million (after deducting the professional fees and other related costs and expenses incurred in the Subscriptions). The net issue price for each Subscription Share is approximately HK$0.405.

The Group intends to apply the net proceeds from the Subscriptions for the general working capital of the DGDB projects in Mongolia, including (i) approximately HK$3 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 million for research and development cost for advancing DGDB technologies and various project-related overhead expenses.

GENERAL

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

As the completion of the Subscriptions are subject to the fulfilment of the conditions precedent as set out in the respective Subscription Agreements, the Subscriptions may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

THE SUBSCRIPTIONS

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The principal terms of the Subscription Agreements are set out below:

Date

19 May 2026 (after trading hours)

Parties

(1) the Company

(2) the Subscribers

As at the date of the Subscription Agreements, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Subscribers and its ultimate beneficial owner are third parties independent of and not connected with the Company and its connected persons.

Consideration and the Subscription Shares

Subject to the fulfillment of the conditions to completion of the Subscriptions set out below, the Subscribers shall subscribe for 19,770,000 Subscription Shares in aggregate as follows:

	Subscriber	Number of Subscription Shares	Percentage of the existing issued share capital as at the date of the Subscription Agreements	Consideration
1.	Subscriber A	12,000,000	3.6420%	HK$5,040,000
2.	Subscriber B	500,000	0.1517%	HK$210,000
3.	Subscriber C	2,740,000	0.8316%	HK$1,150,800
4.	Subscriber D	530,000	0.1609%	HK$222,600
5.	Subscriber E	1,000,000	0.3035%	HK$420,000
6.	Subscriber F	1,000,000	0.3035%	HK$420,000
7.	Subscriber G	1,000,000	0.3035%	HK$420,000
8.	Subscriber H	1,000,000	0.3035%	HK$420,000

Note:

As at the date of the Subscription Agreements, Subscriber D, Subscriber G and Subscriber H hold 620,000 Shares, 1,000,000 Shares and 1,700,000 Shares, respectively, representing approximately 0.1882%, 0.3035% and 0.5159% of the existing total number of issued Shares.

As at the date of the Subscription Agreements, the 19,770,000 Subscription Shares to be allotted and issued to the Subscribers represent (i) approximately 6.00% of the existing total number of issued Shares as at the date of the Subscription Agreements; and (ii) approximately 5.66% 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 date of the Subscription Agreements and up to the Completion Date. The aggregate nominal value of the Subscription Shares will be HK$197,700. The total consideration of the Subscriptions is HK$8,303,400.

Subscription Price

The Subscription Price of the Subscriptions is HK$0.420 per Subscription Share, which represents:

(i) a discount of approximately 19.23% to the closing price of HK$0.520 per Share as quoted on the Stock Exchange on the date of the Subscription Agreements; and

(ii) a discount of approximately 17.97% to the average closing price of HK$0.512 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Subscription Agreements.

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. The Directors consider that the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

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 and clear of all encumbrances.

Conditions precedent of the Subscription Agreements

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

(a) the Company having complied with all laws applicable to the Subscriptions;

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

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

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

(e) 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 (d) above cannot be waived by any of the parties of the respective Subscription Agreements, whereas the condition precedent (e) 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 eight Subscription Agreements are not inter-conditional upon each other.

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.

GENERAL MANDATE

The Subscription Shares will be allotted and issued under the General Mandate, subject to the limit up to 58,210,544 Shares (representing 20% of the then issued Shares). As at the date of this announcement, the remaining number of Shares can be allotted and issued General Mandate is 19,770,544. The General Mandate is sufficient for the allotment and issue of 19,770,000 Subscription Shares. Accordingly, the allotment and issue of the Subscription Shares is not subject to the Shareholders' approval.

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 HK$8,303,400, while the net proceeds from the Subscriptions are estimated to be approximately HK$8 million (after deducting the professional fees and other related costs and expenses incurred in the Subscriptions). The net issue price for each Subscription Share is approximately HK$0.405.

Reference is made to the announcement of the Company dated 11 February 2026 in relation to the strategic cooperation agreement as one of the DGDB projects in Mongolia. The Group intends to apply the net proceeds from the Subscriptions for the general working capital of the projects, including (i) approximately HK$3 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 million for research and development cost for advancing DGDB technologies and various project-related overhead expenses.

The Directors are of the view that (i) the terms of the Subscription Agreements were determined after arm's length negotiations between the Company and the Subscribers and are on normal commercial terms; (ii) the Subscriptions represent a good opportunity for the Company to raise additional funds as well as to broaden the capital and shareholder base of the Company; and (iii) the net proceeds from the Subscriptions will improve the financial position as well as the cash flow level of the Group. 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.

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

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$6.50 million for the manufacturing and parts procurement of machinery and equipment required for the project operation; (ii) Approximately HK$2.00 million for the professional testing and analysis of iron ores; (iii) Approximately HK$1 million for staff costs of the project's technical and support personnel; (iv) Approximately HK$1.00 million for logistics and transportation expenses relating to the delivery of equipment and materials; and (v) Approximately	(i) Approximately HK$3.00 million had been used for the manufacturing and parts procurement of machinery and equipment required for the project operation, and approximately HK$3.50 million remaining balance of the net proceeds will be utilized as intended by July 2026; (ii) Approximately HK$500,000 had been used for the professional testing and analysis of iron ores, and approximately 1.50 million remaining balance of the net proceeds will be utilized as intended by July 2026; (iii) approximately HK$200,000 hand been utilized for staff costs of the project's technical

			HK$2.00 million for research and development cost for advancing DGDB technologies and various project-related overhead expenses	and support personnel, and approximately HK$800,000 remaining balance of the net proceeds will be utilized as intended by August 2026; (iv) approximately HK$200,000 had been used for logistics and transportation expenses relating to the delivery of equipment and materials, and approximately HK$800,000 remaining balance of the net proceeds will be utilized as intended by July 2026 ; and (v) approximately HK$500,000 had been used for research and development cost for advancing DGDB technologies and various project-related overhead expenses, and approximately HK$1.50 million will be utilized as intended by August 2026
18 February 2025, 14 March 2025, 28 March 2025, 2 May 2025, 21 May 2025, 5 June 2025, 4 July 2025, 9 July 2025 and 17 July 2025	(1) Proposed rights issue on the basis of four (4) rights shares for every one (1) existing share held on the record date on a non- underwritten basis; and (2) Placing of unsubscribed rights shares under specific mandate	HK$71.6 million	(i) Approximately HK$50.90 million (being approximately 71.1% of the net proceeds) is intended to be used for repayment of outstanding liabilities of the Group; (ii) Approximately HK$9.40 million (being approximately 13.1% of the net proceeds) is intended to be used for general working capital of the Group; and (iii) Approximately HK$11.30 million (being approximately 15.8% of the net proceeds) is intended to be used for the convergence media business	(i) Approximately HK$19.20 million had been used for repayment of outstanding liabilities of the Group, and approximately HK31.70 million of the remaining balance of the net proceeds will be utilised as intended by December 2026; (ii) Approximately HK$9.40 million had been used for general working capital of the Group; and (iii) Approximately HK$9.00 million had been used for the convergence media business, and approximately HK2.30 million of the remaining balance of the net proceeds will be utilised as intended by June 2026

Save as disclosed above, the Company has not conducted any other equity fund raising activities in the past 12 months immediately prior to the date of this announcement.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purposes only, set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after completion of the Subscriptions (assuming there will be no other change in the total number of issued Shares from the date of this announcement 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 date of this announcement and up to the Completion Date other than full conversion of all outstanding convertible bonds of the Company):

Shareholders	As at the date of this announcement		Immediately after the completion of the Subscriptions: Assuming there will be no other change in the total number of issued Shares from the date of this announcement and up to the Completion Date		Immediately after the completion of the Subscriptions: Assuming there will be no other change in the total number of issued Shares from the date of this announcement and up to the Completion Date other than full conversion of all outstanding convertible bonds of the Company	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*	*No. of Shares*	*Approximate %*
Directors						
Mr. Wang Bin *(Note 1, 5)*	–	–	–	–	10,335,917	2.7761%
Mr. Zhang Yi *(Note 2, 5)*	2,154,275	0.6538%	2,154,275	0.6168%	2,154,275	0.5786%
Ms. Chu Wei Ning *(Note 3, 5)*	300,000	0.0910%	300,000	0.0859%	300,000	0.0806%
Ms. Lam Sze Man *(Note 4, 5)*	5,000	0.0015%	5,000	0.0014%	5,000	0.0013%
Mr. Chan Kee Huen, Michael *(Note 5)*	250	0.0001%	250	0.0001%	250	0.0001%
Sub-total	2,459,525	0.7464%	2,459,525	0.7042%	12,795,442	3.4367%
Subscribers						
Subscriber A	–	–	12,000,000	3.4358%	12,000,000	3.2230%
Subscriber B	–	–	500,000	0.1432%	500,000	0.1343%
Subscriber C	–	--	2,740,000	0.7845%	2,740,000	0.7359%
Subscriber D	620,000	0.1882%	1,150,000	0.3293%	1,150,000	0.3089%
Subscriber E	–	-	1,000,000	0.2863%	1,000,000	0.2686%
Subscriber F	–	-	1,000,000	1.6606%	1,000,000	0.2686%
Subscriber G	1,000,000	0.3035%	2,000,000	0.5726%	2,000,000	0.5372%
Subscriber H	1,700,000	0.5159%	2,700,000	0.7731%	2,700,000	0.7252%
Sub-total	3,320,000	1.0076%	23,090,000	6.6111%	23,090,000	6.2016%
Holder of Zifeng CB	–	–	–	–	11,223,753	3.0145%
Holders of 2024 GM CB	–	–	–	–	1,500,000	0.4029%
Public Shareholders	323,713,198	98.2459%	323,713,198	92.6847%	323,713,198	86.9443%
Total	329,492,723	100.0000%	349,262,723	100.0000%	372,322,393	100.0000%

Notes:

1. Hong Fu (HF) Holdings Group Limited is the bondholder of the convertible bonds in the principal amount of RMB20,000,000 (approximately HK$23,255,813.96), which may be converted into no more than 10,335,917 Shares based on the conversion price of HK$2.25 upon full conversion. Hong Fu (HF) Holdings Group Limited is ultimately owned by Mr. Wang Bin as to 85.05%. In addition, Mr. Wang Bin owns 1,200,000 share options which entitle him to subscribe for 1,200,000 Shares.

2. 800 Shares are beneficially owned by Mr. Zhang Yi, 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 389,312 share options which entitle him to subscribe for 389,312 Shares.

3. In addition to 300,000 Shares, Ms. Chu Wei Ning owns a total of 3,299,312 share options which entitle her to subscribe for 3,299,312 Shares.

4. In addition to 5,000 Shares, Ms. Lam Sze Man owns a total of 3,104,656 share options which entitle her to subscribe for 3,104,656 Shares.

5. Mr. Wang Bin, Mr. Zhang Yi, Ms. Chu Wei Ning and Ms. Lam Sze Man are executive Directors, and Mr. Chan Kee Huen, Michael is an independent non-executive Director.

* 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.

GENERAL

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

As the completion of the Subscriptions are subject to the fulfilment of the conditions precedent as set out in the respective Subscription Agreements, the Subscriptions may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, 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"	any Business Day within a period of five (5) Business Days after the fulfilment and/or satisfaction (or waiver, as appropriate) of the conditions precedent as set out in the Subscription Agreements
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandate"	the general mandate granted by the Shareholders at the annual general meeting of the Company held on 30 September 2025 to the Directors to allot, issue and deal with up to 58,210,544 new Shares to be issued and allotted by the Company

"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
"Long Stop Date"	30 June 2026 (or such later date as may be agreed in writing by the Company and the Subscribers)
"PRC"	the People's Republic of China
"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
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber A"	Mr. Sun Wenli, a senior management in real estate industry from the PRC
"Subscriber B"	Mr. Dong Zigang, , an individual investor from the PRC
"Subscriber C"	Mr. Zhou Donghao, an individual investor from the PRC
"Subscriber D"	Ms. Fan Gaiping, an individual investor from the PRC
"Subscriber E"	Mr. Chen Xi, an individual investor from the PRC
"Subscriber F"	Mr. Zhang Hongwei, an individual investor from the PRC
"Subscriber G"	Ms. Zhang Jianying, an individual investor from the PRC
"Subscriber H"	Ms. Yu Ping, 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 19 May 2026 in relation to the Subscriptions
"Subscription Price"	HK$0.420 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 19,770,000 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
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Zifeng CB"	the convertible bonds in the principal amount of RMB 128 , 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 date of this announcement, the remaining principal amount is RMB123,370,000 (equivalent to approximately HK$133,589,605)
"%"	per cent.

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

Hong Kong, 19 May 2026

As at the date of this announcement, 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.