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King's Stone Holdings Group Limited

金石控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1943)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

PineStone 鼎石

THE PLACING

The Board is pleased to announce that on 25 June 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent have conditionally agreed to act as the placing agent of the Company for the purpose of procuring, on a best effort basis, the Placing of a maximum of 200,000,000 Placing Shares to not less than six Placees who and whose ultimate beneficial owners (if applicable) are Independent Third Parties at the Placing Price of HK\$0.5456 per Placing Share.

Assuming there will be no change in the issued share capital of the Company between the date of this announcement and the Completion Date, the maximum number of 200,000,000 Placing Shares under the Placing Agreement represents: (a) approximately 19.41% of the total number of Shares in issue as at the date of this announcement; and (b) approximately 16.25% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares in full.

The Placing Price of HK\$0.5456 per Placing Share represents: (i) a discount of approximately 18.57% to the closing price of HK\$0.67 per Share as quoted on the Stock Exchange on 25 June 2026, being the date of the Placing Agreement; and (ii) a discount of approximately 17.33% to the average closing price of HK\$0.66 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement. Assuming that all the Placing Shares are fully placed, the gross proceeds from the Placing will be HK\$109.12 million and the net proceeds (after deduction of placing commission and other expenses of the Placing) from the Placing are estimated to be approximately HK\$107.75 million, representing a net placing price of approximately HK\$0.539 per Placing Share.

The Group intends to apply (i) approximately HK\$39.31 million, equivalent to approximately 36.48% of the net proceeds from the Placing for supporting energy solutions for industrial park renovation and upgrading, encompassing the planning, procurement, construction and sales of energy storage systems, as well as the planning, procurement, construction, and sales of light-duty vehicle batteries and associated battery-swapping infrastructure, along with other business; and (ii) approximately HK\$38.79 million, equivalent to approximately 36% of the net proceeds from the Placing for the equipment procurement and construction, and sales of data storage, computing power, and power energy infrastructure for next-generation industrial and commercial parks, encompassing computing centers, data centers, high-technology industrial parks, and other developments; (iii) approximately HK\$21.03 million, equivalent to approximately 19.52% of the net proceeds from the Placing for enrichment of general working capital including employee remuneration and benefits, rental and management fees, professional fees and other payables and reserves; and (iv) approximately HK\$8.62 million, equivalent to 8% of the net proceeds will be reserved as a buffer for allocation purposes.

GENERAL

The Placing Shares will be allotted and issued pursuant to the General Mandate. Application will be made by the Company to the Listing Committee for the grant of the approval for the listing of, and permission to deal in, the Placing Shares.

Completion of the transactions contemplated under the Placing Agreement is subject to the Placing Agreement not being terminated in accordance with the terms thereof, and is subject to the satisfaction of conditions precedent under the Placing Agreement. As the Placing may or may not proceed to completion, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 25 June 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent have conditionally agreed to act as the placing agent of the Company for the purpose of procuring, on a best effort basis, the Placing of a maximum of 200,000,000 Placing Shares to not less than six Placees who and whose ultimate beneficial owners (if applicable) are Independent Third Parties at the Placing Price of HK\$0.5456 per Placing Share.

The principal terms of the Placing Agreement are summarised below:

Date

25 June 2026 (after trading hours)

Parties

- (1) the Company; and
- (2) the Placing Agent.

Placing Agent

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.

Placing commission

The Placing Agent will charge the Company a placing commission of 0.75% of the aggregate amount equal to the Placing Price multiplied by the number of the Placing Shares being placed by the Placing Agent. The placing commission payable to the Placing Agent under the Placing Agreement was negotiated on arm's length basis among the Company and the Placing Agent under normal commercial terms and with reference to the prevailing commission rate for similar transactions, the size of the Placing and the price performance of the Shares.

Placees

The Placing Agent will, on a best effort basis, place the Placing Shares to not less than six Placees who and whose ultimate beneficial owner(s) (if applicable) shall be Independent Third Parties. Upon Completion, it is expected that none of the Placees will become a substantial Shareholder.

Number of Placing Shares

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement up to Completion, the maximum number of 200,000,000 Placing Shares under the Placing represents (i) approximately 19.41% of the existing issued share capital of the Company of 1,030,545,000 Shares as at the date of this announcement; and (ii) approximately 16.25% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares in full. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK\$2,000,000.

Ranking of Placing Shares

The Placing Shares will, on allotment and issue, rank pari passu in all respects with other existing Shares then in issue free and clear of any pledges, liens, charges and encumbrances, equities, security interests or other claims, and together with all rights attaching to them as at the date of issue of the Placing Shares, including the right to receive all dividends and other distributions declared, made or paid on the record date of which falls on or after the date of issue of the Placing Shares.

Placing Price

The Placing Price of HK\$0.5456 represents:

- (1) a discount of approximately 18.57% to the closing price of HK\$0.67 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and
- (2) a discount of approximately 17.33% to the average closing price of approximately HK\$0.66 per Share as quoted on the Stock Exchange for 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 prices of the Shares, the recent trading performance of the Shares and the nominal value of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the Placing Price is determined on normal commercial terms and are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

General Mandate to allot and issue of the Placing Shares

The Placing Shares will be allotted and issued under the General Mandate granted to the Directors by resolution of the Shareholders passed at the AGM subject to the limit of up to 20% of the then number of issued Shares (excluding treasury shares, if any) as at the date of the AGM. Under the General Mandate, the Company is authorised to issue up to 200,000,000 Shares. As at the date of this announcement, no Shares have been issued under the General Mandate. Therefore, the Placing will not be subject to any further Shareholders' approval.

Application for listing of Placing Shares

Application will be made by the Company to the Listing Committee for the grant of the listing of, and permission to deal in, the Placing Shares.

Conditions of the Placing

Completion of the Placing is conditional upon fulfilment of the following conditions: (i) the Listing Committee granting the approval for the listing of, and the permission to deal in, the Placing Shares; and (ii) all necessary consents and approvals to be obtained on the part of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated hereunder having been obtained.

In the event any of the conditions above is not fulfilled on or before 16 July 2026 (or such other date as may be agreed among the parties to the Placing Agreement in writing), all rights, obligations and liabilities of the parties to the Placing Agreement shall cease and terminate and no party shall have any claim against the other parties save for any antecedent breach under the Placing Agreement prior to such termination.

Completion of the Placing

Completion of the Placing will take place within four (4) Business Days after the day on which all the conditions set out in the section headed “Conditions of the Placing” of this announcement have been fulfilled (or such other date as may be agreed between the Company and the Placing Agent in writing and in compliance with the Listing Rules).

Termination

The Placing Agent may terminate the Placing Agreement without any liability to the Company save for antecedent breach under the Placing Agreement prior to such termination, by notice in writing given to the Company at any time prior to 8:00 a.m. on the Completion Date upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the Placing or the full placement of all of the Placing Shares or has or may otherwise make it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (i) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the Placing Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent’s absolute opinion would adversely affect the success of the Placing; or

- (ii) the imposition of any moratorium, suspension (for more than seven (7) trading days) or restriction on trading in the securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's reasonable opinion, would adversely affect the success of the Placing; or
- (iii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's reasonable opinion any such new law or change may adversely affect the business or financial prospects of the Group and/or the success of the Placing; or
- (iv) any litigation or claim being instigated against any member of the Group, which has or may have an adverse effect on the business or financial position of the Group and which in the Placing Agent's reasonable opinion would adversely affect the success of the Placing; or
- (v) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
- (vi) any breach of any of the representations and warranties of the Company set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the Completion Date which if had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect or there has been a breach by the Company of any other provision of the Placing Agreement; or
- (vii) 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.

If notice is given pursuant to this section, the Placing Agreement shall terminate and be of no further effect and no party shall be under any liability to the other parties in respect of the Placing Agreement save for any antecedent breach under the Placing Agreement prior to such termination.

REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The Company is an investment holding company. The Group is principally engaged in providing construction services including traditional formwork, system formwork and ancillary works for the public and private sectors in Hong Kong. Over the years, the Group has cultivated deep expertise in the construction and infrastructure engineering industry, amassing substantial project management experience and technical know-how, and building a stable customer base.

Against the backdrop of the global energy transition and the rapid advancement of the digital economy, green and low-carbon development alongside new infrastructure construction have emerged as key pillars driving industrial upgrading and high-quality economic development. As disclosed in the Company's 2025 interim report and the annual results announcement for the year ended 31 March 2026, the Group intends to align itself with industry trends by continuing to foster the deep convergence of its core construction business with intelligent, digital, and green low-carbon technologies, while progressively expanding into park-level energy management and smart infrastructure development and operations. This strategic pivot positions the Group for a transformation from a traditional construction contractor to an integrated service provider specializing in green energy and intelligent infrastructure. The Placing constitutes a capital exercise designed to support the Group's strategic direction.

Assuming that all the Placing Shares are fully placed, the gross proceeds from the Placing will be HK\$109.12 million and the net proceeds (after deduction of placing commission and other expenses of the Placing) from the Placing are estimated to be approximately HK\$107.75 million, representing a net placing price of approximately HK\$0.539 per Placing Share.

In particular, approximately HK\$39.31 million, equivalent to approximately 36.48% of the net proceeds will be used for supporting energy solutions for industrial park renovation and upgrading, encompassing the planning, procurement, construction and sales of energy storage system facilities, as well as the planning, procurement, construction and sales of light-duty vehicle batteries and associated battery-swapping infrastructure, along with other business; approximately HK\$7.86 million will be invested in technological R&D to continuously enhance the functionality of the battery system and the energy management system; approximately HK\$15.72 million will be used for the procurement of batteries, energy storage systems, charging and swapping facilities; approximately HK\$9.43 million will be used for market expansion and business development, encompassing marketing and promotional efforts as well as investment initiatives; approximately HK\$6.29 million will be used as working capital for relevant projects. In light of the continued advancement of green energy and green power industry policies, coupled with increasingly stringent technological requirements, existing industrial parks are confronted with pressing needs to optimize their energy structures and enhance safety management. Drawing upon its extensive experience in engineering construction and its resource integration capabilities, the Group intends to offer park clients comprehensive services spanning solution design, equipment supply,

installation and commissioning, and ongoing operation and maintenance. Through this approach, the Group seeks to develop a business model anchored in intelligent energy management applications, facilitating cost reduction, operational efficiency gains, and green transformation for industrial parks.

Approximately HK\$38.79 million (equivalent to approximately 36% of the net proceeds) will be applied to the planning, equipment procurement and construction, and sales of data storage, computing power, and power energy infrastructure for next-generation industrial and commercial parks, encompassing computing centers, data centers, high-technology industrial parks, and other developments. Within this allocation, approximately HK\$25.21 million will be used for the acquisition of data storage, computing, and power and energy-related equipment; approximately HK\$9.7 million will be used toward business promotion and market development; and approximately HK\$3.88 million will be used as working capital for project operations. In view of the rapid expansion of the digital economy and the artificial intelligence sector, computing power infrastructure and high-reliability power systems have emerged as essential pillars underpinning industrial advancement. Capitalizing on its expertise in construction engineering and infrastructure development, the Group intends to actively engage in the construction and equipment provisioning of relevant parks, thereby progressively strengthening its market position in the smart park and new-generation infrastructure domains.

Approximately HK\$21.03 million (equivalent to approximately 19.52% of the net proceeds) will be used for the Group's day-to-day operating and management expenses, comprising approximately HK\$8.07 million for employee salaries and benefits, approximately HK\$2.25 million for rental and management fees, approximately HK\$3.56 million for professional fees, and approximately HK\$7.15 million for other payables and reserve funds. The Board considers that, as the Group pursues business transformation and ventures into new business sectors, maintaining a sufficient and prudent level of working capital is conducive to strengthening corporate governance and risk management, thereby safeguarding the sustained stability of the Group's overall operations.

Furthermore, approximately HK\$8.62 million (equivalent to approximately 8% of the net proceeds) will be set aside as a buffer for allocation purposes, in order to accommodate any adjustments or fund reallocations that may arise in the course of actual implementation across the three aforementioned usage categories. In the event that the actual capital required for any of the above projects proves to be greater or lesser than anticipated, the Group may flexibly reallocate funds among such usage categories, provided that such adjustments are made within the scope of the reserved buffer amount and do not affect the principal use plans.

The Board is of the view that the Placing will serve to reinforce the Group's capital base, expedite the execution of its established strategic initiatives, bolster the Group's overall competitive position in the green energy and intelligent infrastructure sectors, and lay a solid groundwork for the Group's sustainable development over the medium to long term. As the relevant businesses are progressively rolled out and scale effects become apparent, the Group's overall business quality and profitability are expected to see further improvement. The Directors further consider that the Placing Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Placing Agent and 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 ACTIVITIES IN THE PAST TWELVE MONTHS

Save as the fundraising activities mentioned in the table below, the Company did not conduct any other fundraising activity involving in the issuance of its equity securities in the past twelve months immediately preceding the date of this announcement.

Date of announcement	Fundraising activity	Net proceeds raised	Proposed use of proceeds	Actual use of proceeds
5 September 2025, 16 September 2025, 25 September 2025 and 14 October 2025	the placing of 28,970,000 new Shares at the Placing Price of HK\$0.637 per Share under the General Mandate	HK\$17.87 million	(i) approximately HK\$12.60 million be applied to the development of user-side industrial and commercial energy storage power station operations and the industrial upgrading of newly constructed industrial parks; and (ii) approximately HK\$5.27 million will be used to expand general working capital.	(i) approximately HK\$12.60 million has been fully deployed for the development of user-side industrial and commercial energy storage power station operations and the industrial upgrading of newly constructed industrial parks; and (ii) approximately HK\$5.27 million has been fully deployed for expanding general working capital.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon Completion (assuming the maximum number of Placing Shares are placed and there is no change in the share capital of the Company from the date of this announcement up to the Completion) is set out as below:

Name of Shareholder	As at the date of this announcement		Immediately upon Completion ^(Note 1)	
	No. Shares	Approximate % of number of Shares in issue	No. Shares	Approximate % of number of Shares in issue
<i>Controlling Shareholder</i>				
Ms. Zeng ^(Note 2)	658,795,000	63.93	658,795,000	53.54
<i>Director/former Director</i>				
Mr. He Xin	750,000	0.07	750,000	0.06
Mr. Chiu Sui Keung	10,750,000	1.04	10,750,000	0.87
<i>Public Shareholders</i>				
Placees	–	–	200,000,000	16.25
Other public Shareholders	360,250,000	34.96	360,250,000	29.28
Total	1,030,545,000	100	1,230,545,000	100

Notes:

1. Assuming there is no change in total issued share capital of the Company other than the Placing.
2. In particular, 658,720,000 Shares are directly held by Huayu Holdings Limited (“**Huayu Holdings**”), which is a company incorporated in the British Virgin Islands with limited liability and held as to 98% equity interest by Ms. Zeng. For the purpose of part XV of the SFO, Ms Zeng is deemed to be interested in the Shares held by Huayu Holdings. Additionally, Ms. Zeng holds 75,000 Shares in her personal capacity.

GENERAL

Completion of the transactions contemplated under the Placing Agreement is subject to the Placing Agreement not being terminated in accordance with the terms thereof, and is subject to the satisfaction of conditions precedent under the Placing Agreement. As the Placing may or may not proceed to completion, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 26 September 2025
“Board”	the board of Directors
“Business Day(s)”	any day (other than a Saturday or Sunday) on which commercial banking institutions in Hong Kong are generally open for transactions of normal banking business
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	King’s Stone Holdings Group Limited, a company incorporated in the Cayman Islands as an exempted company with limited liability, the Share of which are listed and traded on the Main Board of the Stock Exchange
“Completion”	the completion of the Placing in accordance with the terms and conditions as set out in the Placing Agreement
“Completion Date”	a date falling on the Business Day after the day on which all the conditions set out in the section headed “Conditions of the Placing” of this announcement have been fulfilled (or such other date as may be agreed between the Company and the Placing Agent in writing and in compliance with the Listing Rules)
“connected person”	has the meaning ascribed to it under the Listing Rules
“controlling Shareholder(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 to the Directors pursuant to the resolution passed by the Shareholders at the AGM to allot, issue and deal with up to 20% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the AGM

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and any of its connected persons
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Ms. Zeng”	Ms. Zeng Jingwen (曾靖雯), an executive Director and one of our controlling Shareholders
“Placee(s)”	any professional, institutional and/or other investor(s) procured by the Placing Agent or its agent(s) to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the placing, on a best effort basis, of up to 200,000,000 Placing Shares by the Placing Agent pursuant to the terms and conditions set out in the Placing Agreement
“Placing Agent”	Pinestone Securities Limited (鼎石證券有限公司), a licensed corporation to carry on business in type 1 (dealing in securities) regulated activity under the SFO
“Placing Agreement”	the placing agreement dated 25 June 2026 and entered into between the Company and the Placing Agent
“Placing Price”	HK\$0.5456 per Placing Share (exclusive of all brokerage, if any), transaction levies of the Securities and Futures Commission and the Accounting and Financial Reporting Council and trading fees of the Stock Exchange)
“Placing Shares”	up to 200,000,000 new Shares to be placed under the Placing
“PRC”	the People’s Republic of China, and for the purposes of this announcement only and except where the context requires otherwise, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company, currently of nominal value HK\$0.01 each
“Shareholder(s)”	holder(s) of the Shares
“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
King’s Stone Holdings Group Limited
He Xin
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 25 June 2026

As at the date of this announcement, the Board comprises Mr. He Xin (Chairman and Chief Executive Officer), Ms. Zeng Jingwen and Ms. Cai Ruoxi as executive Directors, and Mr. Lam Williamson, Mr. Li, Sheung Him Michael and Mr. Yu Kuai as independent non-executive Directors.