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JOLIMARK HOLDINGS LIMITED

映美控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2028)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

PLACING AGENT



瑞城證券有限公司

Gransing Securities Co., Limited

On 26 May 2026 after trading hours, the Company entered into the Placing Agreement with the Placing Agent in relation to the Placing. Pursuant to the Placing Agreement, the Company has agreed to place, through the Placing Agent, up to 122,576,300 new Shares in the Company to the Places at the Placing Price of HK\$0.11 per Placing Share.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the Placing Shares represent (i) approximately 20% of the existing issued share capital of the Company, and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the issue of the Placing Shares.

The Placing is conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares.

Shareholders and potential investors should note that the Placing is subject to the fulfillment of the conditions under the Placing Agreement as set out in the section headed “Conditions of the Placing”. As the Placing may or may not proceed to Completion, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

On 26 May 2026 after trading hours, the Company entered into the Placing Agreement with the Placing Agent in relation to the Placing. Pursuant to the Placing Agreement, the Company has agreed to place, through the Placing Agent, up to 122,576,300 new shares in the Company to the Placees at the Placing Price of HK\$0.11 per Placing Share.

The principal terms of the Placing Agreement are set out below.

The Placing Agreement

Date: 26 May 2026

Parties

Issuer: the Company

Placing Agent: Gransing Securities Co., Limited

To the best of the Director's knowledge, information and belief having made all reasonable enquiry, the Placing Agent and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Placing Shares

The Placing Agent has conditionally agreed with the Company to place, on a best effort basis, up to a total of 122,576,300 new Shares of the Company to not less than six independent individual, corporate and/or institutional Placees. It is not expected that the Placing Agent or any Placee will become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of the Placing.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the Placing Shares represent (i) approximately 20% of the existing issued share capital of the Company, and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the issue of the Placing Shares.

Based on the closing price of the Shares of HK\$0.133 per Share on 26 May 2026, the date of the Placing Agreement, the Placing Shares have a market value of HK\$16.30 million. The Placing Shares have an aggregate nominal value of HK\$1.23 million.

The Placing Shares will rank, upon issue, *pari passu* in all respect with the Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price is HK\$0.11 per Placing Share and represents:

- (i) a discount of approximately 17.29% to the closing price of HK\$0.133 per Share as quoted on the Stock Exchange as at the date of the Placing Agreement;
- (ii) a discount of approximately 10.57% to the average closing price of HK\$0.123 per Share as quoted on the Stock Exchange for the last five trading days up to and including 22 May 2026, the last trading day immediately preceding the date of the Placing Agreement; and
- (iii) a discount of approximately 6.86% to the average closing price of HK\$0.118 per Share as quoted on the Stock Exchange for the last ten trading days up to and including 22 May 2026, the last trading day immediately preceding the date of the Placing Agreement.

The Placing Price was determined by the Company and the Placing Agent after arm's length negotiations with reference to the prevailing trading price of the Shares. The Directors consider that the Placing Price is fair and reasonable under the current market conditions.

Condition of the Placing

Completion of the Placing is conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Placing Shares.

In the event that the condition to the Placing is not fulfilled on or before 16 June 2026 (or such later date as may be agreed between the Company and the Placing Agent), the Placing Agreement and all rights and obligations thereunder will cease and terminate.

An application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

Termination

The Placing is subject to termination on the occurrence of certain events before 5:00 p.m. (Hong Kong time) on the Business Day prior to the completion date of the Placing Agreement including:

- (i) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

- (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date of the Placing Agreement) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which would, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (iii) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities).

The Board is not aware of the occurrence of any of such events as at the date of this announcement.

Placing Commission

The Placing Agent will charge the Company a placing commission equivalent to 2% of the aggregate Placing Price for the Placing Shares successfully placed by the Placing Agent. The terms of the Placing Agreement, including the placing commission, were negotiated on an arm's length basis between the Company and the Placing Agent under normal commercial terms and determined with reference to, amongst other things, the prevailing market conditions, the prevailing commission rate charged by other Placing Agent and the size of the Placing.

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

Completion of the Placing

Completion of the Placing is expected to take place on the second Business Day (or such other time or date as the Company and the Placing Agent may agree in writing) after the condition to the Placing has been satisfied.

General Mandate

The Placing Shares will be issued under the general mandate granted by the Shareholders to the Directors pursuant to the resolution passed at the annual general meeting of the Company held on 28 May 2025. On the date of the annual general meeting, the Company had 612,881,500 Shares in issue, and the general mandate granted to the Directors was to issue up to 122,576,300 Shares, representing 20% of the number of Shares of the Company in issue as at the date of the passing of the resolution.

As at the date of this announcement, no Shares have been issued pursuant to such general mandate, and the Company has not carried out any buy-back of Shares in the 30 days immediately preceding the date of the Placing Agreement. Accordingly, the issue of Placing Shares is not subject to further approval of the Shareholders.

Upon completion of the Placing, assuming that the maximum of 122,576,300 Placing Shares will be issued, such general mandate will be fully utilized.

EFFECT ON THE SHAREHOLDING OF THE COMPANY FOLLOWING COMPLETION OF THE PLACING

Set out below is the table of the shareholdings in the Company before and after completion of the Placing (assuming all the Placing Shares are fully placed and there is no other change in the shareholding structure of the Company before the allotment and issue of the Placing Shares), to the best of the Director's knowledge, information and belief after having made all reasonable enquiries:

Shareholders	Shareholding as at the date of this announcement		Shareholding upon completion of the Placing	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Kytronics Holdings Limited	445,027,533	72.61	445,027,533	60.51
Kent C. McCarthy	31,200,000	5.09	31,200,000	4.24
Placeses	–	–	122,576,300	16.67
Public shareholders	136,653,967	22.30	136,653,967	18.58
Total	612,881,500	100.00	735,457,800	100.00

CAPITAL-RAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company has not carried out any capital raising activities during the 12 months immediately preceding the date of this announcement.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the manufacturing and sale of printers, tax control equipment and other electronic products in the PRC.

According to the Group's annual report for the year ended 31 December 2025, the Group had a total deficit of approximately RMB44 million. The Directors consider that the Placing will help to increase the Group's capital base and strengthen the financial position of the Group for future business development. The Placing will also provide additional funding to support the Group's business operations. Accordingly, the Directors intend to apply all of the net proceeds from the Placing for general working capital of the Company.

On the assumption that the Placing is completed in full, it will raise gross proceeds of approximately HK\$13.48 million and net proceeds (after deducting the placing commission and all related expenses) of approximately HK\$13 million (equivalent to a net issue price of approximately HK\$0.106 per Placing Share), which will be used for general working capital of the Company. Of the net proceeds, (i) approximately 60% or HK\$7.8 million will be used for staff salaries and benefit expenses, and (ii) approximately 40% or HK\$5.2 million will be used for procurement expenses.

Shareholders and potential investors should note that the Placing is subject to the fulfillment of the conditions under the Placing Agreement as set out in the section headed “Conditions of the Placing”. As the Placing may or may not proceed to Completion, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Board”	the board of Directors;
“Business Day”	any day (excluding Saturday and Sunday) on which banks are generally open for business in Hong Kong;
“Company”	Jolimark Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange;
“connected persons”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	director(s) of the Company from time to time;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Committee”	has the meaning ascribed to such term in the Listing Rules;
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board;

“Placee(s)”	any individuals, corporates, institutional investors or other investors to be procured and selected by the Placing Agent in its sole discretion to subscribe for any of the Placing Shares, who and whose ultimate beneficial owners shall be third parties independent to the Company and its connected persons;
“Placing”	the placing of the Placing Shares pursuant to the terms of the Placing Agreement;
“Placing Agent”	Gransing Securities Co., Limited is a company incorporated in Hong Kong and licensed under the Securities and Futures Ordinance to carry on Type 1, Type 4, Type 6 and Type 9 regulated activities (Central Entity No. AER434).
“Placing Agreement”	a conditional placing agreement entered into between the Company and the Placing Agent dated 26 May 2026 in relation to the Placing;
“Placing Price”	HK\$0.11 per Placing Share;
“Placing Shares”	up to a maximum of 122,576,300 Shares to be placed pursuant to the terms of the Placing Agreement;
“Share(s)”	ordinary shares of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent.

By order of the Board of
Jolimark Holdings Limited
Au Kwok Lun
Director

Hong Kong, 26 May 2026

As at the date of this announcement, the executive directors of the Company are Mr. Au Pak Yin and Mr. Au Kwok Lun, the non-executive director of the Company is Mr. Ou Guo Liang; and the independent non-executive directors of the Company are Ms. Kan Lai Kuen, Alice, Mr. Sun Po Yuen and Mr. Yeung Kwok Keung.