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中国科技产业集团有限公司
CHINA TECHNOLOGY INDUSTRY GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8111)

DECISION OF THE STOCK EXCHANGE ON GEM RULE 17.26

This announcement is made by China Technology Industry Group Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 30 September 2025, the Company received a letter from the Stock Exchange (the “**Letter**”) notifying the Company of its decision that the Company has failed to maintain a sufficient level of operations and assets of sufficient value to support its operations under Rule 17.26 of the GEM Listing Rules to warrant the continued listing of its shares and that, subject to whether the Company applies for a review of the Decision (defined hereafter), trading in the Company’s shares will be suspended on 14 October 2025 under Rule 9.04(3) of the GEM Listing Rules (the “**Decision**”).

The factors considered by the Stock Exchange in arriving the Decision as set out in the Letter are as follows:

ON OPERATION

The Company's operation has been deteriorating in recent years. Its revenue decreased by 99.7% over the past five years, from RMB276.9 million in the financial year ended 31 March 2021 ("**FY2021**") to RMB0.8 million in the financial year ended 31 March 2025 ("**FY2025**"). The Company's two core businesses, namely provision of integration services and sales of renewable energy products, have not generated revenue since the financial year ended 31 March 2022 ("**FY2022**") and the financial year ended 31 March 2024 ("**FY2024**"). The Company did not have any concrete plans to improve these businesses. During FY2025, the Company only generated minimal revenue of RMB0.8 million from the sales of electricity to CLP Power Hong Kong Limited, a new business that commenced in FY2025. It also consistently incurred net losses ranging between RMB3.7 million and RMB47.2 million since FY2022. The deterioration of the Company's business does not appear to be temporary. Further, the execution of the relevant agreements to operate the relevant power station is still subject to uncertainties, in particular, the Stock Exchange has concerns on whether the proposed acquisition (the "**Proposed Acquisition**") of a target company (the "Target Company", together with its subsidiaries, the "**Target Group**") should be treated as a reverse takeover ("**RTO**"). Overall, the Stock Exchange does not consider the Company has a business that is of substance, viable and sustainable.

(1) Provision of integration services

The scale of operation of this business has diminished to a minimal level over the past years. After completion of its only project in FY2022, this business has not generated any revenue. Although the Company entered into the co-operation agreement (the "**Co-operation Agreement**") for the construction and operation of the power plants in Henan Province, the People's Republic of China and was expected to generate revenue in January 2025, the Company decided not to proceed with the Co-operation Agreement and failed to carry out this business plan. The Company's plans to expand into overseas markets are preliminary and lack details. Given the above, this business has not been demonstrated to be viable and sustainable.

(2) Sales of Renewable Energy Products

Having considered the continuous decline in the retail price of solar module parts and thin profit margin, the Company is still evaluating the manufacturing plan of its under-construction solar modules production plant. The Company has also decided to reallocate its resources to other businesses. In light of the above, the Company has not demonstrated that this business is viable and sustainable.

(3) Sales of Electricity

The Company commenced this business in FY2025 through the acquisition of solar panel power generation systems installed on the rooftop of warehouses in Tin Shui Wai and Yuen Long to participate in the Feed-in Tariff Scheme (the “**FiT Scheme**”). This new business has low entry barriers. During FY2025, this new business only generated minimal revenue of RMB0.8 million. Although the Company forecasted revenue of RMB2 million for each of the financial year ending 31 March 2026 (“**FY2026**”) and the financial year ending 31 March 2027 (“**FY2027**”), such operating level will still be minimal. Given the above, this business has not been demonstrated to be of substance, viable and sustainable.

(4) Other business development – Operation of the Power Station

To secure a stable revenue stream, in June 2025, the Company entered into a service contract (the “**Service Contract**”) with 河北豐北新能源有限公司 (Hebei Fengbei New Energy Company Limited*) (“**Hebei Fengbei**”) for the provision of operation and maintenance services to the relevant power station (the “**Power Station**”) up to 30 June 2028. The Company forecasted minimal revenue of RMB3.2 million and RMB6.4 million for FY2026 and FY2027 respectively. Further, as it is subject to independent shareholders’ approval, the Service Contract is still subject to uncertainties.

The Company submitted that it will acquire 75% equity interest in Hebei Fengbei such that it can generate stable revenue directly from operating the Power Station. However, the Proposed Acquisition is subject to (i) addressing the Stock Exchange's concerns that the Proposed Acquisition may constitute a RTO; (ii) satisfactory of the audit and due diligence work on Hebei Fengbei; (iii) agreement of terms with the vendor and execution of the definitive agreement; and (iv) independent shareholders' approval, with Mr. Huang Bo, Mr. Huang Yuanming and Ms. Zhang Jinhua required to be abstained from voting. Therefore, it remains uncertainty as to whether the Proposed Acquisition can be completed. If the Company only proceeds with operating the Power Station solely through the Service Contract, the scale of operation is expected to be minimal. In view of the above, the Stock Exchange considers the Company's plan regarding the operation of the Power Station did not enable it to demonstrate its compliance with Rule 17.26 of the GEM Listing Rules.

ON ASSETS

As at 31 March 2025, the Company reported total assets of RMB97.4 million and net assets of RMB22.7 million which mainly comprised of (i) construction in progress and land use right in relation to the construction of the solar module production plant in Hebei Province; and (ii) solar power equipment for participation of the FiT Scheme. However, coupled with the Company's minimal operating level mentioned above, the Stock Exchange is of the opinion that this casts doubt on whether, and if so, how these assets can meaningfully support or enhance the Company's scale of operations.

RTO CONCERNS

After considering the submission made by the Company, the Stock Exchange is still concerned that the Proposed Acquisition may constitute a RTO under Rule 19.06B of the GEM Listing Rules:

- (i) the nature of the business of the Company and that of the Target Group are different and the Proposed Acquisition is extreme in size relative to the Company. As a result of the Proposed Acquisition, the Target Group's business would become the dominant business of the Company and result in a fundamental change in the Company's principal business;
- (ii) the Company admitted that the Proposed Acquisition may have an effect of achieving a listing of the Target Group;

- (iii) according to the Guide for New Listing Applicants issued by the Stock Exchange, where an applicant has not yet commenced generating any revenue and only recorded expenses related to preparation activities, such period will be excluded for the purpose of satisfying the adequate trading record. In this case, as the Power Station only commenced operation in July 2024, the track record period of the Target Group should be for the two financial years ending 31 December 2025. Therefore, the Target Group does not currently have an adequate trading record of at least two financial years under Rule 11.12A of the GEM Listing Rules; and
- (iv) according to the guidance letter HKEx-GL104-19 issued by the Stock Exchange, the extreme transaction classification would not be available where the listed issuer demonstrates “shell” like characteristics. In light of the Stock Exchange’s observations set out in the Letter, the Company is a listed shell and, therefore, the Proposed Acquisition would not be treated as an extreme transaction even if it can fulfil the requirement under Rule 11.12A of the GEM Listing Rules.

Pursuant to the Letter, the Company must re-comply with Rule 17.26 of the GEM Listing Rules, fulfill any resumption guidance that may be set by the Stock Exchange and be in full compliance with the GEM Listing Rules to the Stock Exchange’s satisfaction before the trading of the Company’s shares is allowed to resume. Under Rule 9.14A(1) of the GEM Listing Rules, the Stock Exchange may cancel the listing of the Company’s shares if trading remains suspended for a continuous period of 12 months.

Pursuant to Rule 4.06(1) of the GEM Listing Rules, the Company has the right to request for the Decision to be reviewed by the GEM Listing Committee within 7 business days of receipt of the Decision (i.e. on or before 13 October 2025). The Company is in the process of seeking advice from its external adviser and will actively consider to make a request for the Decision to be referred to the GEM Listing Committee for review. Pending the decision as to whether or not to request for a review of the Decision, trading in the shares of the Company will continue.

Shareholders and potential investors are reminded that the Company has yet to make a decision as to whether or not to request for a review of the Decision and the outcome of such review by the GEM Listing Committee, if undertaken, is uncertain.

Further announcements will be made by the Company as and when appropriate and in accordance with the requirements of the GEM Listing Rules. Shareholders who have any queries about the implication of the Decision are advised to obtain appropriate professional advice.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
China Technology Industry Group Limited
Huang Bo
Chairman

Hong Kong, 1 October 2025

As at the date of this announcement, the Board comprises five Executive Directors, namely Mr. Huang Bo (Chairman), Mr. Huang Yuanming, Ms. Zhang Jinhua, Mr. Tse Man Kit, Keith and Ms. Hu Xin and three Independent Non-Executive Directors, namely Mr. Cheung Ting Kin, Ms. Ma Xingqin and Mr. Qiao Wencai.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its publication and on the Company’s website at www.chinatechindgroup.com.