

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



HK1803

北京體育文化產業集團有限公司
BEIJING SPORTS AND ENTERTAINMENT INDUSTRY GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1803)

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

THE SUBSCRIPTION

On 11 May 2026 (after trading hours of the Stock Exchange), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, a total of 281,600,000 Shares at the Subscription Price of HK\$0.073 per Subscription Share. The Subscription Shares will be allotted and issued pursuant to the General Mandate.

Assuming that there will be no change in the number of issued Shares of the Company between the date of this announcement and the Completion, the Subscription Shares represent (i) approximately 20.00% of the number of existing issued Shares of the Company as at the date of this announcement; and (ii) approximately 16.67% of the number of issued Shares of the Company as enlarged by the allotment and issue of the Subscription Shares. The Subscription Price represents (i) a discount of approximately 18.89% to the closing price of HK\$0.09 per Share as quoted on the Stock Exchange on 11 May 2026, being the date of the Subscription Agreement; and (ii) a discount of approximately 14.52% to the average closing price per Share of HK\$0.0854 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Subscription Agreement.

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares on the Stock Exchange.

The gross proceeds and net proceeds from the Subscription will be approximately HK\$20,556,800 and HK\$20,500,000 respectively, and are intended to be used as to HK\$15,000,000 for existing money lending business, as to HK\$3,500,000 for expansion to overseas market and the balance of HK\$2,000,000 for the general working capital of the Group.

Completion is subject to fulfillment of the conditions precedent under the Subscription Agreement as set out in this announcement. Accordingly, the Subscription may or may not proceed. Holders of securities of the Company and potential investors are reminded to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

INTRODUCTION

On 11 May 2026 (after trading hours of the Stock Exchange), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, a total of 281,600,000 Shares at the Subscription Price of HK\$0.073 per Subscription Share. The Subscription Shares will be allotted and issued pursuant to the General Mandate.

SUBSCRIPTION AGREEMENT

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

Date:	11 May 2026
Parties:	(i) the Company, as the issuer; and (ii) Mr. Liu, as the Subscriber
Number of Subscription Shares:	281,600,000
Subscription Price:	HK\$0.073 per Subscription Share

The Subscriber

Mr. Liu has over 20 years of extensive investment experience across different industries, along with expertise in accounting, finance, and investment management.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, the Subscriber is an Independent Third Party. As at the date of this announcement, the Subscriber does not have any interest in the Shares. Upon Completion, Mr. Liu will hold approximately 16.67% of the total number of issued Shares and shall become a substantial shareholder (as defined under the Listing Rules) of the Company.

Subscription Shares

Pursuant to the terms of the Subscription Agreement, the Subscriber has conditionally agreed to subscribe for, and the Company has agreed to allot and issue 281,600,000 Subscription Shares at HK\$0.073 per Subscription Share, representing:

- (i) approximately 20.00% of the number of existing issued Shares of the Company as at the date of this announcement; and
- (ii) approximately 16.67% of the number of issued Shares of the Company as enlarged by the allotment and issue of the Subscription Shares.

Upon Completion, the Subscriber will become a substantial shareholder (as defined in the Listing Rules) and hence a connected person (as defined in the Listing Rules) of the Company.

Subscription Price

The Subscription Price represents:

- (i) a discount of approximately 18.89% to the closing price of HK\$0.09 per Share as quoted on the Stock Exchange on 11 May 2026, being the date of the Subscription Agreement; and
- (ii) a discount of approximately 14.52% to the average closing price per Share of HK\$0.0854 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Subscription Agreement.

The market value of the Subscription Shares is approximately HK\$25,344,000, based on the closing price of HK\$0.09 per Share as at the date of the Subscription Agreement.

The Subscription Price was negotiated on an arm's length basis between the Company and the Subscriber with reference to the current market conditions, prevailing market price and recent trading volume of the Shares.

The gross proceeds from the Subscription will be approximately HK\$20,556,800. The net proceeds from the Subscription, after deduction of the relevant expenses, will amount to approximately HK\$20,500,000, representing a net subscription price of approximately HK\$0.0728 per Subscription Share.

Ranking of Subscription Shares

The Subscription Shares, when allotted and issued, shall rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Subscription Shares.

Conditions precedent

Completion of the Subscription is conditional upon the Company having obtained the listing approval issued by the Stock Exchange in connection with the listing of and permission to deal in the Subscription Shares.

If the foregoing condition is not fulfilled by 5:00 p.m. on 11 June 2026, or such other time and date as may be agreed by the Subscriber and the Company all rights, obligations and liabilities of the Subscriber and the Company under the Subscription Agreement shall cease and determine thereafter and neither party shall have any claim against the other, save for any antecedent breaches of the terms thereof.

Completion

Completion shall take place at 4:00 p.m. on a date within five Business Days (or such other date and time as may be agreed by the Company) after the satisfaction of the condition precedent of the Subscription Agreement.

General Mandate

Pursuant to the General Mandate granted to the Directors at the AGM, the total number of new Shares that the Company is authorised to allot and issue is 281,603,800 Shares, representing approximately 20% of the number of entire issued Shares of the Company as at the date of the AGM. Since the date of the AGM and up to the date of this announcement, no new Shares has been allotted and issued by the Company under the General Mandate. Accordingly, the General Mandate is sufficient for the allotment and issue of the Subscription Shares, and the issue of the Subscription Shares will not be subject to further approval by the Shareholders.

APPLICATION FOR LISTING

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Company is an investment holding company. The Group is principally engaged in construction of air dome (as for sports stadium, warehousing for logistics and mining industries, etc.) in PRC, as well as money lending business in Hong Kong.

The Directors consider the local competition in China for air dome is rather intense, and accordingly are considering expanding into overseas market so as to utilise the Group's resources.

Meanwhile, the Directors are of the opinion that the current money lending business in Hong Kong is highly profitable amid a recovering property market.

Subject to completion of the Subscription, the gross proceeds and net proceeds (after deducting all the relevant costs and expenses) from the issue of the Subscription Shares will be approximately HK\$20,556,800 and approximately HK\$20,500,000, respectively. The Company intends to use such net proceeds as to HK\$15,000,000 for existing money lending business, as to HK\$3,500,000 for expansion to overseas market and the balance of HK\$2,000,000 for the general working capital of the Group.

The Directors consider that the raising of funds by the issue of the Subscription Shares is justifiable taking into account the recent market conditions which represent an opportunity for the Group to strengthen its capital base and financial position. The Directors consider that the issue of the Subscription Shares is an appropriate means of raising additional capital since the Subscription Price is at a discount to the market price as set out above, which was arrived at after arm's length negotiations between the Company and the Subscriber. The Directors (including the independent non-executive Directors) consider that the terms of the Subscription Agreement and the transactions contemplated thereunder, including the Subscription Price, are on normal commercial terms, fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the number of the total issued Shares of the Company is 1,408,019,000 Shares. The table below sets out a summary of the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon the Completion (assuming there is no change in the number of issued Shares up to the Closing Date):

	As at the date of this announcement		Immediately upon Completion	
	Number of Shares	Approx. % of shareholding	Number of Shares	Approx. % of shareholding
Directors				
Mr. Lok Lawrence Yuen Ming	295,000	0.02%	295,000	0.02%
Mr. Pan Lihui	347,600	0.02%	347,600	0.02%
Mr. Hu Yebi (Note 1)	262,602,500	18.65%	262,602,500	15.54%
Ms. Hu Yi Na (Note 1)	922,500	0.07%	922,500	0.05%
Others				
Beijing Health (Holdings) Limited (Note 2)	353,000,000	25.07%	353,000,000	20.89%
Ms. Han Jun (Note 3)	123,507,500	8.77%	123,507,500	7.31%
Mr. Niu Zhongjie (Note 4)	76,490,500	5.43%	76,490,500	4.53%
The Subscriber	–	0.00%	281,600,000	16.67%
Other Shareholders	591,775,900	42.03%	591,775,900	35.02%
Total	1,408,019,000	100.00%	1,689,619,000	100.00%

Notes:

1. By virtue of the SFO, Mr. Hu is interested in and deemed to be interested in a total of 262,602,500 Shares as follow: (i) he holds 261,680,000 Shares through Hollyview International Limited, an entity wholly owned by Mr. Hu; and (ii) he holds 922,500 Shares through Power Ace Investments Limited, an entity equally held by Mr. Hu and Ms. Hu. Ms. Hu is a daughter of Mr. Hu.
2. Beijing Health (Holdings) Limited is an entity whose shares are listed on the Stock Exchange of Hong Kong Limited, stock code of which is 2389.
3. By virtue of the SFO, Ms. Han is interested in and deemed to be interested in 123,507,500 Shares through Pieta Investment Limited, an entity wholly owned by Ms. Han.
4. By virtue of the SFO, Mr. Niu is interested in and deemed to be interested in a total of 76,490,500 Shares as follow: (i) he directly holds 290,500 Shares and (ii) he holds 76,200,000 Shares through Mass Talent Financial Limited, a company wholly owned by Mr. Niu.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company did not conduct any fundraising activities involving the issue of equity securities within the 12 months immediately prior to the date of this announcement:

Completion is subject to fulfillment of the conditions precedent under the Subscription Agreement as set out in this announcement. Accordingly, the Subscription may or may not proceed. Holders of securities of the Company and potential investors are reminded to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

DEFINITIONS

Unless the context requires otherwise, capitalised terms used in this announcement shall have the following meaning:

“AGM”	the annual general meeting of the Company held on 13 June 2025 whereby the resolution of the Shareholders was passed granting the General Mandate to the Directors
“Board”	the board of Directors
“Business Day”	any day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning signal is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours

“Company”	Beijing Sports and Entertainment Industry Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1803)
“Completion”	completion of the Subscription in accordance with the terms and conditions of the Subscription Agreement
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate granted to the Directors to allot and issue up to 281,603,800 Shares (representing approximately 20% of the number of Shares of the Company in issue on the date of the AGM) by the Shareholders at the 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”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the sole purpose of this announcement excludes Hong Kong, Macau Special Administrative Region and Taiwan
“SFO”	Securities and Future Ordinance
“Share(s)”	ordinary share(s) of HK\$0.005 each in the capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscriber”	Mr. Liu Hai, natural person and an Independent Third Party
“Subscription”	the subscription of the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement
“Subscription Agreement”	the conditional subscription agreement dated 11 May 2026 and entered into between the Company and the Subscriber in relation to the subscription of the Subscription Shares
“Subscription Price”	HK\$0.073 per Subscription Share
“Subscription Share(s)”	281,600,000 Shares to be subscribed by the Subscriber pursuant to the Subscription Agreement
“%”	per cent

By order of the Board
Beijing Sports and Entertainment Industry Group Limited
Hu Yebi
Chairman

Hong Kong, 12 May 2026

As at the date of this announcement, the executive Directors are Mr. Lam Ka Tak, Mr. Hou Gongda and Mr. Zhang Su; the non-executive Directors are Mr. Hu Yebi, Ms. Hu Yi Na and Mr. Liu Xue Heng; and the independent non-executive Directors are Mr. Tse Man Kit, Keith, Mr. Lok Lawrence Yuen Ming, Mr. Xin Luo Lin and Mr. Pan Lihui.