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Touyun Biotech Group Limited
透 雲 生 物 科 技 集 團 有 限 公 司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1332)

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

On 25 August 2026 (after the trading hours), the Company and the Subscriber entered into the Agreement under which the Company conditionally agreed to allot and issue and the Subscriber conditionally agreed to subscribe 123,000,000 new Shares at the Subscription Price of HK$0.122 per Share.

The Subscription Shares will be allotted and issued under the General Mandate.

The gross proceeds and the net proceeds from the Subscription are HK$15,006,000 and HK$14,990,000, respectively.

The total number of Subscription Shares represent approximately 4.38% of the issued share capital of the Company as at the date of this announcement and approximately 4.20% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

Shareholders and potential investors should note that Completion is subject to the fulfillment or waiver of the conditions under the Agreement. The Subscription may or may not complete. Shareholders and potential investors of the Company should exercise caution when they deal or contemplate dealing in the shares or other securities of the Company.

THE SUBSCRIPTION

On 25 August 2026 (after the trading hours), the Company and the Subscriber entered into the Agreement. The principal terms of the Agreement are set out below.

Subscription

The Company conditionally agreed to allot and issue and the Subscriber conditionally agreed to subscribe for 123,000,000 new Shares at the Subscription Price of HK$0.122 per Share.

Subscription Shares

The 123,000,000 new Shares represent approximately 4.38% of the issued share capital of the Company as at the date of this announcement and approximately 4.20% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The aggregate nominal value of the Subscription Shares is HK$4,920,000.

Subscription Price

The Subscription Price of HK$0.122 per Share represents:

(a) a discount of approximately 18.67% to the closing price of HK$0.150 per Share as quoted on the Stock Exchange on the date of the Agreement; and

(b) a discount of approximately 18.34% to the average closing price of HK$0.1494 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately before the date of the Agreement.

After deducting the relevant expenses of the Subscription, the net subscription price is approximately HK$0.1219 per Share.

The Subscription Price was determined with reference to the prevailing market price of the Shares and after arm's length negotiation between the Company and the Subscriber.

General Mandate

The Subscription Shares will be allotted and issued under the General Mandate granted to the Directors at the AGM.

Under the General Mandate, a maximum of 561,190,429 new Shares may fall to be allotted and issued.

Since the date of the AGM and up to the date of this announcement, no new Shares have been allotted and issued by the Company under the General Mandate. The allotment and issue of the Subscription Share is therefore not subject to the approval of the Shareholders.

Ranking of the Subscription Shares and Application for Listing

The Subscription Shares will be allotted and issued together with all rights attaching to them, including the right to receive all dividends declared and will rank pari passu with all other issued Shares in all respects as at the date of allotment and issue. The Company will apply to the Listing Committee for listing of and permission to deal in the Subscription Shares.

Condition of the Agreement

Completion of the Subscription is conditional upon the satisfaction (or waiver, as applicable) of the following conditions:

1. compliance with all relevant disclosure, approval and consent requirements under the Listing Rules by the Company;

2. the listing status of the Shares on the Stock Exchange not being cancelled or revoked;

3. the Listing Committee granting the listing of, and permission to deal in, the Subscription Shares;

4. the representations and warranties given by the Company remaining true, accurate and not misleading; and

5. no material adverse event having occurred prior to Completion.

Conditions 1 to 3 specified above are non-waivable. The Company and/or the Subscriber may waive conditions 4 and 5 in writing.

If any of the above conditions is not satisfied on or before the Long Stop Date, the Subscription Agreement will lapse and neither party to the Agreement may have any claim against each other save for antecedent breaches.

Completion

Completion is expected to take place within five (5) Business Days after the date upon satisfaction of the condition.

INFORMATION ON THE SUBSCRIBER

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Subscriber is an Independent Third Party. The Subscriber is experienced in finance industry.

REASONS FOR THE ISSUE OF SUBSCRIPTION SHARES AND USE OF PROCEEDS

The principal activities of the Group are (i) the manufacture and sale of packaging products; (ii) investments and trading in securities and money lending; and (iii) production and sale of Chlamydomonas reinhardtii, micro-algae and related products.

The Board considers that the terms of the Agreement (including the Subscription Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The gross proceeds and the net proceeds from the Subscription are HK$15,006,000 and HK$14,990,000, respectively.

The Group intends to apply the net proceeds as general working capital of the Group.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding interest of the Shareholders would be diluted upon Completion. The shareholding structure of the Company (i) as at the date of this announcement, and (ii) immediately after Completion, assuming that there is no further allotment of Shares from the date of this announcement are as follows:

	As at the date of this announcement		**Immediately after Completion**	
	Number of Shares	*Approximate percentage of shareholding*	*Number of Shares*	*Approximate percentage of shareholding*
Mr. Wang Liang *(Note 1)*	617,500,000	22.01	617,500,000	21.08
Mr. Qin Fen	197,470,000	7.04	197,470,000	6.74
Ms. Qiao Yanfeng *(Note 2)*	150,000,000	5.35	150,000,000	5.12
Ms. Tian Yuze *(Note 3)*	145,805,135	5.20	145,805,135	4.98
The Subscriber	—	—	123,000,000	4.20
Other Shareholders	1,695,177,014	60.40	1,695,177,014	57.88
Total	2,805,952,149	100	2,928,952,149	100

Notes:

1. Mr. Wang Liang is the chairman and an executive Director of the Company.

2. Ms. Qiao Yanfeng ("Ms. Qiao") is deemed to be interested in 150,000,000 shares through TY Technology Group Limited which is in turn owned as to 90% by Wise Tech Enterprises Incorporated (wholly-owned by Ms. Qiao) and 10% by Truthful Bright International Holding Limited (wholly-owned by Ms. Qiao). Ms. Qiao is Mr. Wang Liang's mother.

3. Ms. Tian Yuze is a non-executive Director of the Company.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any fund raising activities in the past twelve (12) months immediately before the date of this announcement.

Shareholders and potential investors should note that Completion is subject to the fulfillment or waiver of the conditions under the Agreement. The Subscription may or may not complete. Shareholders and potential investors of the Company should exercise caution when they deal or contemplate dealing in the shares or other securities of the Company.

DEFINITIONS

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

"AGM"	the annual general meeting of the Company held on 5 June 2026
"Agreement"	the agreement dated 25 August 2026 entered into between the Company and the Subscriber in relation to the Subscription
"Board"	the board of Directors
"Business Day(s)"	a day, other than a Saturday and Sunday, on which licensed banks in Hong Kong are generally open for business
"Company"	Touyun Biotech Group Limited, a company with limited liability incorporated under the laws of the Bermuda whose shares are listed on the Stock Exchange (Stock Code: 1332)
"Completion"	completion of the Subscription
"Director(s)"	the director(s) of the Company
"General Mandate"	the general mandate granted to the Directors by the Shareholders at the AGM to allot, issue and deal with 20% of the then issued share capital of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

"Independent Third Party(ies)"	independent third party(ies) who is (are) independent of, and not connected with, the Company and its connected persons
"Listing Committee"	the listing sub-committee of the board of directors of the Stock Exchange with responsibility for considering applications for listing and the granting of listing on the Main Board of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	25 September 2026 (or such other date as the Company and the Subscriber may agree in writing)
"Shares"	ordinary shares of HK$0.04 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber"	Mr. Peng Yi, an individual investor
"Subscription"	the subscription for the Subscription Shares by the Subscriber pursuant to the terms and conditions of the Agreement
"Subscription Price"	HK$0.122 per Share
"Subscription Shares"	123,000,000 new Shares
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"%"	per cent.

By order of the Board
Touyun Biotech Group Limited
Wang Liang
Chairman

Hong Kong, 25 August 2026

As at the date of this announcement, the Board comprises:

Executive Directors
Mr. Wang Liang *(Chairman)*
Ms. Zhou Ruijuan *(Vice Chairlady)*
Mr. Du Dong

Non-executive Directors
Mr. Chen Hui
Ms. Tian Yuze
Mr. Zhang Lele

Independent Non-executive Directors
Mr. Cheung Wing Ping
Mr. Ha Kee Choy Eugene
Mr. To Shing Chuen