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Data Union Capital International Holdings Group Limited
數盟資本國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8375)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

雅利多證券
ARISTO SECURITIES LIMITED

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 29 December 2025 (after trading hours of the Stock Exchange), the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Placing Agent has conditionally agreed to procure the placing of a maximum of 57,600,000 Placing Shares on best endeavor basis to not less than six (6) Placees at a price of HK$0.99 per Placing Share. The Placing is conditional upon, among other things, the Listing Committee granting approval for the listing of, and permission to deal in, the Placing Shares.

The Placing Shares will be allotted and issued pursuant to the General Mandate.

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 other than the allotment and issue of the Placing Shares, the maximum number of Placing Shares of 57,600,000 Shares represents (i) approximately 20.00% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The maximum aggregate nominal value of the Placing Shares under the Placing will be HK$2,880,000.

The Placing Price of HK$0.99 per Placing Share represents (i) a discount of approximately 19.51% to the closing price of HK$1.23 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a discount of approximately 3.88% to the average closing price of approximately HK$1.03 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the Last Trading Day.

Assuming the Placing Shares are fully placed, the maximum aggregate gross proceeds from the Placing are expected to be HK$57,024,000, and the net proceeds from the Placing (after deducting all applicable costs and expenses, including placing commission and levies) will be approximately HK$55,784,020, representing a net price per Placing Share of approximately HK$0.968. The Company intends to apply the net proceeds from the Placing for the following purposes:

(i) Approximately 30% for the Group's business development in trading electronic components, including the recruitment of new employees, development of marketing plans, and expansion of the product mix and sales network;

(ii) Approximately 30% for the Group's business development in software-as-a-service ("**SaaS**") solutions and innovative digital products, including the recruitment of new employees, development of marketing plans, and expansion of the sales network;

(iii) Approximately 30% for technical upgrades and research and development in the Pilot Algorithm System ("**PAS**"); and

(iv) The remaining balance will be allocated for the general working capital of the Group.

Shareholders and potential investors of the Company should note that completion of the Placing is subject to the fulfillment of the conditions under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 29 December 2025 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent. The principal terms of the Placing Agreement are summarised below:

THE PLACING AGREEMENT

Date: 29 December 2025

Parties: (i) the Company, as issuer; and

(ii) Aristo Securities Limited, as placing agent.

Placing Agent and placing commission

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

The Placing Agent has conditionally agreed to procure the placing of a maximum of 57,600,000 Placing Shares on best endeavor basis to not less than six (6) Placees. In consideration thereof and upon completion of the Placing, the Placing Agent will receive a placing commission of 2.0% of the amount equal to the Placing Price multiplied by the number of Placing Shares successfully placed by the Placing Agent.

The placing commission was determined after arm's length negotiations between the Company and the Placing Agent with regard to the market rate, the size of the Placing and time allowed for the Placing Agent to procure the prospective Placees under the prevailing market conditions.

Placees

The Placing Shares will be placed to not less than six (6) Placees (who will be independent institutional, professional, individual and/or corporate investors), who and whose ultimate beneficial owner(s) shall be independent of and not acting in concert (as defined in the Takeovers Code) with or connected with each other, or with any directors, chief executive, controlling shareholder(s) or substantial shareholder(s) (if any) of the Company or any of its subsidiaries and their respective associates and in any case each of the Placees and their respective ultimate beneficial owners shall not be a connected person of the Company. It is expected that none of the Placees will become a substantial shareholder of the Company as a result of the Placing.

Placing Shares

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 other than the allotment and issue of the Placing Shares, the maximum number of 57,600,000 Placing Shares represents (i) approximately 20.00% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The maximum aggregate nominal value of the Placing Shares under the Placing will be HK$2,880,000.

Placing Price

The Placing Price is HK$0.99 per Placing Share and represents:

(a) a discount of approximately 19.51% to the closing price of HK$1.23 per Share as quoted on the Stock Exchange on the Last Trading Day; and

(b) a discount of approximately 3.88% to the average closing price of approximately HK$1.03 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the Last Trading Day;

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent, with reference to the prevailing market price of the Shares, market demand for the Placing Shares and the general market conditions.

Ranking of the Placing Shares

The Placing Shares shall, when fully paid, rank pari passu in all respects with the existing Shares in issue, including the rights to receive all dividends and distributions which may be declared, made or paid in respect of the Shares, the record date for which shall fall on or after the Closing Date.

General Mandate to allot and issue the Placing Shares

The Placing Shares will be allotted and issued under the General Mandate granted to the Directors by a resolution of the Shareholders passed at the annual general meeting of the Company held on 16 May 2025, pursuant to which the Directors are allowed to allot and issue up to 57,600,000 Shares.

As at the date of this announcement, no Shares have been allotted and issued pursuant to the General Mandate and accordingly the allotment and issue of the Placing Shares is not subject to any further approval by the Shareholders.

Conditions of the Placing

Completion of the Placing is conditional upon the fulfillment of the following conditions:

(a) the Listing Committee granting the listing of, and permission to deal in, the Placing Shares; and

(b) any other approval as may be required for the Placing.

The Placing Agreement shall automatically become null and void and of no effect if the conditions set forth above remain unfulfilled on or before 19 January 2026 or such a date both parties thereto may mutually agree in writing (the "**Long Stop Date**") and, in such event, neither party to the Placing Agreement shall have any claim against the other save and except in respect of: (i) any rights, obligations or claims which are expressed or intended to survive the termination of the Placing Agreement; or (ii) any breach or default of the other party antecedent to such termination.

Termination and Force Majeure

The Placing Agreement may be terminated by the Placing Agent, after consultation with the Company and giving notice to the Company in writing if at any time at or before 10:00 a.m. on the Closing Date, there occurs:

(a) the introduction of any new law or regulation 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 Company; or

(b) 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 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 Company or adversely prejudices the success of the Placing of the Placing Shares to potential investor(s) or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or

(c) any significant change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities of the Company) occurs which affect the success of the Placing (such success being the completion of the placing of the Placing Shares to potential investor(s)) or otherwise in the reasonable opinion of the Placing Agent make it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing; or

(d) the Company commits any material breach of or omits to observe any of the obligations or undertakings expressed or assumed under the Placing Agreement which breach or omission is not remedied prior to the Closing Date; or

(e) any adverse change in the business, financial or trading position of any member of the Company and its subsidiaries which is material to the Placing; or

(f) the Placing Agent shall become aware of the fact that any of the representations or warranties given by the Company contained in the Placing Agreement was, when given, untrue or inaccurate in any material respect or would in any material respect be untrue or inaccurate, or if repeated the Placing Agent shall determine in its reasonable opinion that any such untrue representation or warranty represents or is likely to represent a material adverse change in the financial or trading position or prospects of the Company or will otherwise have a material prejudicial effect on the Placing.

If at any time between the date of the Placing Agreement and at or before 10:00 a.m. on the Closing Date, there is a breach of the warranties, representations and undertakings given by the Placing Agent in the Placing Agreement and such breach is considered by the Company on reasonable grounds to be material, the Company may terminate the Placing Agreement by notice in writing to the Placing Agent.

If the Placing Agreement shall be terminated pursuant to the above or any of the conditions of the Placing is not fulfilled on or before the Long Stop Date, all obligations of the parties to the Placing Agreement shall cease and the Company shall not be liable to pay any placing commission under the Placing Agreement, and no party shall have any claim against the other party for compensation, costs, damages or otherwise arising out of or in connection with the Placing Agreement, save in respect of any antecedent breach of any obligation under the Placing Agreement.

Completion of the Placing

Completion of the Placing shall take place on the Closing Date, which shall be within two (2) Business Days after the fulfillment of the conditions set out in the paragraph headed "Conditions of the Placing" above in this announcement or any other date as the parties to the Placing Agreement may agree.

APPLICATION FOR LISTING

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Placing Shares.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the manufacturing and trading of aluminum electrolytic capacitors and the trading of electronic components. As previously disclosed in the announcements of the Company dated 15 August 2025 and 8 September 2025, respectively, the Group has established a subsidiary in the Emirate of Dubai, United Arab Emirates, aimed at supporting the development of the Group's new business in SaaS solutions and digital marketing solutions through the utilization of the PAS.

In view of the recent market conditions, the Directors consider that the Placing represents an opportunity for the Group to raise additional funds to further strengthen its capital base and financial position, including its ability to meet and settle its expenses and any future obligations and support the Group's continuous development and business growth as well as daily operating expenses.

Assuming the Placing Shares are fully placed, the maximum aggregate gross proceeds from the Placing are expected to be HK$57,024,000, and the net proceeds from the Placing (after deducting all applicable costs and expenses, including placing commission and levies) will be approximately HK$55,784,020, representing a net price per Placing Share of approximately HK$0.968. On such basis, the maximum net price raised per Placing Share upon completion of the Placing will be approximately HK$0.968.

The Company intends to apply the net proceeds from the Placing for the following purposes:

(i) Approximately 30% for the Group's business development in trading electronic components, including the recruitment of new employees, development of marketing plans, and expansion of the product mix and sales network;

(ii) Approximately 30% for the Group's business development in SaaS solutions and innovative digital products, including the recruitment of new employees, development of marketing plans, and expansion of the sales network;

(iii) Approximately 30% for technical upgrades and research and development in the PAS; and

(iv) The remaining balance will be allocated for the general working capital of the Group.

The Directors (including independent non-executive Directors) are of the view that the Placing, the Placing Price and the terms of the Placing Agreement are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

EQUITY FUNDRAISING ACTIVITIES IN THE PAST TWELVE MONTHS

As at the date of this announcement, the Company has not conducted any fundraising activities involving the issue of equity securities in the past twelve (12) months immediately prior to the date of this announcement.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there will be no change in the issued share capital of the Company between the date of this announcement and completion of the Placing and all the Placing Shares are fully placed, the shareholding structure of the Company as at the date of this announcement and immediately after the completion of the Placing will be as follows:

Name of Shareholders	**As at the date of this announcement**		**Immediately after completion of the Placing**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Super Date Co., Ltd ("**Super Date**") *(Notes 1 and 2)*	188,150,000	65.33	188,150,000	54.44
Placees	–	–	57,600,000	16.67
Other Shareholders	99,850,000	34.67	99,850,000	28.89
Total	**288,000,000**	**100.00**	**345,600,000**	**100.00**

Note:

(1) Super Date is wholly and beneficially owned by Mr. Guo Fan ("**Mr. Guo**"). Therefore, Mr. Guo is deemed to be interested in all the shares held by Super Date under the SFO.

(2) Ms. Jiang Caiyun ("**Ms. Jiang**") is the spouse of Mr. Guo. Therefore, Ms. Jiang is deemed to be interested in the same number of Shares in which Mr. Guo is interested by virtue of the SFO.

(3) Certain percentage figures included in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

Shareholders and potential investors of the Company should note that completion of the Placing is subject to the fulfillment of the conditions under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context requires otherwise:

"associate"	has the meaning ascribed thereto in the Listing Rules
"Board"	the board of Directors
"Business Day"	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business to the public
"Closing Date"	the date of completion of the Placing, which shall be within two (2) Business Days after the fulfillment of the conditions set out in the section headed "The Placing Agreement – Conditions of the Placing" in this announcement or such other date as the Company and the Placing Agent may agree
"Company"	Data Union Capital International Holdings Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on GEM (stock code: 8375)
"connected person"	has the meaning ascribed thereto in the Listing Rules
"controlling shareholder"	has the meaning ascribed thereto in the Listing Rules
"Director(s)"	the director(s) of the Company

"GEM"	GEM operated by the Stock Exchange
"General Mandate"	the general mandate granted to the Directors by a resolution of the Shareholders passed at the annual general meeting of the Company held on 16 May 2025 pursuant to which the Directors are allowed to allot and issue up to 57,600,000 Shares
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	individual(s) or company(ies) who is or are independent of and not connected person(s) of the Company and not acting in concert (within the meaning of the Takeovers Code) with the Company or any of its connected persons
"Last Trading Day"	29 December 2025, being the date of the Placing Agreement and the full trading day in respect of the trading of the Shares immediately prior to the entry into the Placing Agreement and publication of this announcement
"Listing Committee"	has the meaning ascribed thereto in the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
"Placee(s)"	independent institutional, professional, individual and/or corporate investors whom the Placing Agent or its agent(s) has procured or will procure to purchase any of the Placing Shares
"Placing"	the placing of the Placing Shares to the Placee(s) at the Placing Price pursuant to the terms and conditions of the Placing Agreement
"Placing Agent"	Aristo Securities Limited, a licensed corporation incorporated in Hong Kong to carry out Type 1 (dealing in securities) regulated activity under the SFO
"Placing Agreement"	the placing agreement dated 29 December 2025 entered into between the Company and the Placing Agent in respect of the Placing

"Placing Price"	the placing price of HK$0.99 per Placing Share
"Placing Share(s)"	a maximum of 57,600,000 new Shares to be placed pursuant to the Placing Agreement
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Shareholders"	holders of the issued Shares
"Share(s)"	ordinary share(s) of HK$0.05 each in the share capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning ascribed thereto in the Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs
"%"	per cent

By order of the Board
Data Union Capital International Holdings Group Limited
Mai Junhui
Chairman

Hong Kong, 29 December 2025

As at the date of this announcement, the executive Directors are Mr. Mai Junhui and Mr. Zhong Chuanyong; and the independent non-executive Directors are Mr. Deng Kaihong, Mr. Wu Yuantao and Ms. Li Weiwei.

This announcement, for which the directors of the Company 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 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 announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.dataunioncapital.com.