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HAO TIAN INTERNATIONAL CONSTRUCTION INVESTMENT GROUP LIMITED

昊天國際建設投資集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1341)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

昊天國際證券有限公司
Hao Tian International Securities Limited

THE PLACING

On 7 August 2025 (after trading hours), the Placing Agent and the Company entered into the Placing Agreement, pursuant to which the Company has conditionally agreed to place, through the Placing Agent on a best efforts basis, an aggregate of up to 200,000,000 Placing Shares at the Placing Price of HK$0.20 per Placing Share to not less than six Placees who and whose ultimate beneficial owners will be third parties independent of the Company and its connected persons.

The maximum number of 200,000,000 Placing Shares under the Placing represents approximately 2.21% of the existing issued share capital of the Company of 9,046,152,835 Shares as at the date of this announcement and approximately 2.16% of the issued share capital as enlarged by the allotment and issue of the Placing Shares in full (assuming there is no change in the number of issued Shares between the date of the Placing Agreement and the date of completion of the Placing).

The Placing Price of HK$0.20 represents (i) a discount of approximately 3.85% to the closing price of HK$0.208 per Share as quoted on the Stock Exchange on the date of the Placing Agreement and (ii) a discount of approximately 5.03% to the average closing price of HK$0.2106 per Share for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Shares will be allotted and issued pursuant to the General Mandate. The Placing is conditional upon (i) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Placing Shares on the Stock Exchange; (ii) compliance by the Company of all requirements under the Listing Rules in respect of the Placing and the General Mandate and (iii) the Company having obtained all necessary consents, authorisations and approvals for the Placing in accordance with the applicable laws, regulations and rules (including the Listing Rules).

Assuming that all the Placing Shares are fully placed, the maximum gross proceeds from the Placing will amount to approximately HK$40 million. The maximum net proceeds from the Placing will amount to approximately HK$39.4 million.

USE OF PROCEEDS

The Company intends to use the estimated net proceeds of the Placing for general working capital of the Group.

Completion of the Placing is subject to the satisfaction of the condition precedent in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

THE PLACING

The Placing Agreement

Date:

7 August 2025 (after trading hours)

Parties:

(1) The Company; and

(2) The Placing Agent.

The Placing Agent has conditionally agreed to place a maximum of 200,000,000 Placing Shares at the Placing Price of HK$0.2 on a best efforts basis and will receive a placing commission of 1.5% of the aggregate Placing Price of the Placing Shares being placed. The Company shall bear the Placing Agent's out-of-pocket expenses reasonably and properly incurred by the Placing Agent in relation to the Placing. The Placing Agent is an indirect wholly-owned subsidiary of the Company.

Placees

The Placing Agent will place the Placing Shares, on a best effort basis, to not less than six Placees who and whose ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons. It is expected that none of the Placees will become a substantial shareholder of the Company as a result of the Placing.

Number of Placing Shares

The 200,000,000 Placing Shares under the Placing represent approximately 2.21% of the existing issued share capital of the Company of 9,046,152,835 Shares as at the date of this announcement and approximately 2.16% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares in full (assuming there is no change in the number of issued Shares between the date of the Placing Agreement and the date of completion of the Placing). The total nominal value of the Placing Shares, if fully placed, is HK$2,000,000.

Placing Price

The Placing Price of HK$0.2 per Placing Share represents:

(i) a discount of approximately 3.85% to the closing price of HK$0.208 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and

(ii) a discount of approximately 5.03% to the average closing price of HK$0.2106 per Share for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Price was negotiated and arrived at after arm's length negotiation between the Company and the Placing Agent with reference to the prevailing market price of the Shares and the current market conditions.

Ranking of Placing Shares

The Placing Shares under the Placing will rank, upon issue, pari passu in all respects with the existing Shares in issue on the date of issue.

General Mandate to issue Placing Shares

The Placing Shares will be allotted and issued under the General Mandate granted to the Directors at the annual general meeting of the Company held on 19 September 2024. Under the General Mandate, the Company is authorized to issue up to 1,524,230,567 Shares. As at the date of this announcement, 1,300,000,000 Shares has been allotted and issued under the General Mandate. Therefore, up to 224,230,567 shares were authorized to be allotted and issued under the General Mandate and there is sufficient remaining General Mandate for the allotment and issue of the Placing Shares.

Therefore, the allotment and issue of Placing Shares are not subject to any Shareholders' approval.

Application for listing of Placing Shares

Application will be made by the Company to the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares on the Stock Exchange.

Condition of the Placing Agreement

Completion of the Placing under the Placing Agreement is conditional upon:

1. the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Placing Shares on the Stock Exchange;

2. compliance by the Company of all requirements under the Listing Rules in respect of the Placing and the General Mandate; and

3. the Company having obtained all necessary consents, authorisations and approvals for the Placing in accordance with the applicable laws, regulations and rules (including the Listing Rules).

If the above condition is not satisfied on or before 28 August 2025 (or such later date as the Company and the Placing Agent may agree in writing), all obligations of the Placing Agent and the Company under the Placing Agreement shall cease and terminate and none of the parties shall have any claim against the other in relation to the Placing Agreement.

Termination of the Placing

Under the Placing Agreement, the Placing Agent may terminate the Placing Agreement by giving notice to the Company at any time between the date of the Placing Agreement and at or before 8:00 a.m. on the date of completion, if:

(1) there is any material change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or

(2) there is any material breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or

(3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed; or

(4) any statement contained in the previous announcements, circulars, interim and annual reports issued by the Company (if any) since the publication of the announcement of the Company relating to the annual results of the Company for the year ended 31 March 2025 has become or been discovered to be untrue, incorrect or misleading in any material respect which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing.

Upon termination of the Placing Agreement pursuant to the above paragraphs, all liabilities of the Company and the Placing Agent under the Placing Agreement shall cease and determine and neither the Company nor the Placing Agent shall have any claim against the other party in respect of any matter or thing 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 will take place on the fifth Business Day after the fulfillment of the condition set out in the Placing Agreement or such other date as the Company and the Placing Agent may agree in writing.

FUNDRAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Apart from the fund raising activities mentioned below, the Company has not conducted any fund-raising activities in the past twelve months before the date of this announcement:

Date of announcement	Date of completion	Fund raising activity	Net proceeds	Intended use of net proceeds	Actual use of proceeds
3 October 2024 & 12 May 2025	12 May 2025	Placing of new Shares under specific mandate	HK$49.25 million	72.66% for the development of an internet data centre; 15.68% as general working capital; and 11.66% for repayment of loans.	Approximately HK$13.5 million has been used for general working capital and repayment of loan. The remaining of approximately HK$35.75 million remains unused.
18 July 2025 & 5 August 2025	5 August 2025	Placing of new Shares under general mandate	HK$255.5 million	Approximately 97.85% for repayment of indebtedness of the Group and approximately 2.15% for general working capital of the Group for payment of salaries and rentals.	HK$250 million has been used for repayment of indebtedness of the Group. The remaining of approximately HK$5.5 million remains unused.

EFFECT OF THE PLACING ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after completion of the Placing will be as follows (assuming that (i) there is no change in the number of issued Shares between the date of this announcement and the date of completion of the Placing and (ii) the 200,000,000 Placing Shares are fully placed under the Placing):

Name of shareholders	**Immediately before the completion**		**Immediately after the completion**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Fok Chi Tak *(Note 1)*	7,610	0.00%	7,610	0.00%
Xu Lin *(Note 2)*	4,146,342	0.05%	4,146,342	0.05%
China Harbour International Asset Management Limited	1,001,400,000	11.07%	1,001,400,000	10.83%
Public Placees	–	–	200,000,000	2.16%
Other public shareholders	8,040,598,883	88.88%	8,040,598,883	86.96%
Total	9,046,152,835	100.00%	9,246,152,835	100.00%

Notes:

1. Mr. Fok Chi Tak, being an executive director and the chief executive officer of the Company, is interested in 7,610 Shares as at the date of this announcement.

2. Mr. Xu Lin, being a non-executive Director, is interested in 4,146,342 Shares as at the date of this announcement.

USE OF PROCEEDS

Assuming that all the Placing Shares are fully placed, the maximum gross proceeds from the Placing will be approximately HK$40 million. The estimated net proceeds from the Placing (after deducting all fees, costs and expenses properly incurred by the Company (including the Placing Agent's commission, trading fee and transaction levy) to be borne by the Company, and other expenses incurred by the Company, in connection with the Placing) are expected to be approximately HK$39.4 million. The estimated net Placing Price, after deducting such fees, costs and expenses, is therefore approximately HK$0.197 per Placing Share.

The Company intends to use the estimated net proceeds of the Placing for general working capital of the Group.

REASONS FOR THE PLACING

As at the date of this announcement, the principal activities of the Group include: (i) rental and sales of construction machinery and spare parts; (ii) provision of repair and maintenance and transportation services; (iii) money lending services; (iv) provision of asset management, securities brokerage and other financial services; and (v) property development.

The Directors consider that the Placing will provide opportunities to raise further capital for the Company, whilst broadening the Shareholder base and the capital base of the Company.

The Directors consider that the Placing Agreement were entered into upon normal commercial terms following arm's length negotiations between the parties and that the terms of the Placing Agreement (including the Placing Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Completion of the Placing is subject to the satisfaction of the condition precedent in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this announcement:

"Board"	the board of Directors
"Business Day"	any day on which banks are generally open for business in Hong Kong
"Company"	Hao Tian International Construction Investment Group Limited (昊天國際建設投資集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1341)
"connected person(s)"	has the same meaning as ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandate"	the general mandate granted to the Directors by a resolution passed at the annual general meeting of the Company held on 19 September 2024 to allot, issue or otherwise deal with Shares up to the maximum 20% of the total number of issued Shares as at 19 September 2024
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Placee(s)"	independent professional, institutional and/or individual investor(s) procured by the Placing Agent to subscribe for the Placing Shares
"Placing"	the placement of up to 200,000,000 Placing Shares pursuant to the terms of the Placing Agreement at the Placing Price

"Placing Agent"	Hao Tian International Securities Limited, a licensed corporation to carry on business in Type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), an indirect wholly-owned subsidiary of the Company
"Placing Agreement"	the placing agreement entered into between the Company and the Placing Agent dated 7 August 2025 in respect of the Placing
"Placing Price"	HK$0.2 per Placing Share
"Placing Share(s)"	up to 200,000,000 new Shares to be placed under the Placing
"PRC"	the People's Republic of China which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Share(s)"	the ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the issued Share(s)
"Stock Exchange"	the Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the same meaning as ascribed to it under the Listing Rules
"%"	per cent

By order of the HTICI Board
Hao Tian International Construction Investment Group Limited
Fok Chi Tak
Executive Director

Hong Kong, 7 August 2025

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Fok Chi Tak, Mr. Tang Yiu Chi James and Dr. Zhiliang Ou, J.P. (Australia); two non-executive Directors, namely Mr. Xu Lin and Ms. Jiang Yang; and four independent non-executive Directors, namely Mr. Mak Yiu Tong, Mr. Li Chi Keung Eliot, Mr. Shek Lai Him Abraham and Mr. Chan Ming Sun Jonathan.