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## **JF SmartInvest Holdings Ltd**

### **九方智投控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9636)**

## **VOLUNTARY ANNOUNCEMENT SUBSCRIPTION FOR SHARES IN EXIO GROUP LIMITED**

This announcement is made on a voluntary basis by JF SmartInvest Holdings Ltd (the “**Company**”, together with its subsidiaries, the “**Group**”). The purpose of this announcement is to inform the shareholders of the Company (the “**Shareholders**”) and potential investors about the Group’s subscription for shares.

### **SUBSCRIPTION**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that, on September 23, 2025, JF SmartTrade (BVI) Limited (“**JF SmartTrade**”), a wholly-owned subsidiary of the Company, entered into a share subscription agreement (the “**Share Subscription Agreement**”) with EXIO Group Limited (the “**EX.IO**” or the “**Target Company**”), pursuant to which JF SmartTrade agreed to subscribe for shares in EX.IO (the “**Subscription**”).

### **REASONS FOR AND BENEFITS OF THE SUBSCRIPTION**

Reference is made to in the announcements of the Company dated July 16, 2025 and July 28, 2025 in relation to the placing of the Company (the “**Placing**”), the Company has deep insight into the potential and broad prospects of the digital assets business and plans to promote the overseas strategic development of digital assets business. The proceeds from the Placing could be used in cultivating and developing on-chain financial ecosystem by strategically investing in digital asset exchanges, to develop digital assets business and form core component of the Company’s overseas strategy. The Board is of the view that the Subscription is in line with the Company’s overall strategic planning and the intended use of proceeds from the Placing. Through the investment in EX.IO, the Company can leverage its exchange resources and Web3 ecosystem advantages to accelerate its overseas layout and market expansion of digital assets business. This will further enhance its on-chain financial services capabilities, support the Company’s business diversification and sustainable development, and lay a solid foundation for its global market layout.

#### **(1) Entering the compliance digital finance sector and accelerating overseas business layout**

The digital-asset industry is rapidly developing around the world. As an international finance center, Hong Kong has a high-standard compliance and regulatory framework for digital assets. EXIO Limited, a subsidiary of EX.IO, holds one of the few license to operate a virtual asset trading platform (CE No.: BUT670) issued by the Securities and Futures Commission of Hong Kong (“**SFC**”) and can provide compliance assurance. The investment in a licensed digital asset exchange is expected to enhance the Company’s service capabilities and infrastructure in digital asset trading, asset management and custody, enable a closed-loop of compliant operations and services, accelerate the layout of digital qualification business, and secure a favorable position in the development of the digital finance ecosystem.

## **(2) Giving full play to business synergies and cultivating a digital asset ecosystem**

The parties will jointly seize the policy opportunities in Hong Kong's digital asset market and promote innovative cooperation in the field of digital assets. EXIO Limited is a compliant and licensed exchange for digital asset and plays an important role in digital asset markets. As the Company plans to leverage its existing resources (including but not limited to intended acquisition of Yintech Financial Holdings Company Limited) to strategically uplift its license and expand scope of business activities for digital assets, the cooperation between EXIO Limited and the Company could form a closed service loop covering issuance, trading, custody and investment advice of digital assets, which is expected to significantly improve our capabilities to serve customer and product diversity, achieving ecological complementarity and value synergy.

## **(3) Deepening technical cooperation and promoting the commercialization of innovative businesses empowered by digital assets**

EX.IO possesses expertise in providing technology and service of blockchain and Web3 infrastructure, while the Company has experience in developing smart investment advisory products for individual investors. The parties will jointly explore the in-depth integration of trading, asset management and smart investment advisory services for digital assets, and promote the innovative application of the "AI + research" strategy in digital asset scenarios. The cooperation will facilitate the research and development of digital asset investment advisory systems and algorithms, and further enhance the Company's competitive advantages and service capabilities in the digital finance field.

Based on the above, the Directors consider that the terms of the Subscription are fair and reasonable, on normal commercial terms, entered into following arm's length negotiations between the parties, and in the interests of the Company and the shareholders as a whole.

## **INFORMATION ON EX.IO**

EX.IO is a company incorporated in the Cayman Islands in 2023 with its principal place of business in Hong Kong, and its subsidiary, EXIO Limited, is a virtual asset trading platform licensed in Hong Kong. It obtained license to operate a virtual asset trading platform from SFC in December 2024 with the principal business of virtual asset exchange and virtual asset custody.

## **LISTING RULES IMPLICATIONS**

As all applicable percentage ratios under Rule 14.07 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") in relation to the Subscription are below 5%, the Subscription does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. Therefore, this announcement is made by the Company on a voluntary basis.

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

By order of the Board  
**JF SmartInvest Holdings Ltd**  
**CHEN Wenbin**  
*Chairman of the Board*

Hong Kong, China, September 23, 2025

*As at the date of this announcement, the executive Directors are Mr. CHEN Wenbin, Mr. CHEN Jigeng and Mr. ZHANG Peihong, the non-executive Directors are Mr. YAN Ming and Ms. CHEN NINGFENG and the independent non-executive Directors are Dr. ZHAO Guoqing, Mr. FAN Yonghong and Mr. TIAN Shu.*