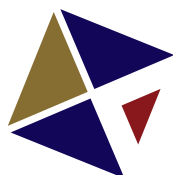


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CHINA PROPERTIES INVESTMENT HOLDINGS LIMITED

中國置業投資控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 736)

SUBSCRIPTIONS OF NEW SHARES UNDER GENERAL MANDATE

SUBSCRIPTIONS OF NEW SHARES

The Board announces that on September 25, 2025 (after trading hours), the Company and the six individual third parties entered into six separate Subscription Agreements, pursuant to which, the Company has conditionally agreed to allot and issue and the Subscribers have conditionally agreed to subscribe for, an aggregate of 53,433,000 Subscription Shares at a price of HK\$0.43 per Subscription Share.

As at the date of this announcement, the Company has 267,166,606 Shares in issue. The total number of 53,433,000 Subscription Shares represents:

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

The Subscription Price of HK\$0.43 per Subscription Share represents:

- (i) a discount of approximately 18.87% to the closing price of HK\$0.53 per Share as quoted on the Hong Kong Stock Exchange on September 25, 2025 (Hong Kong time), being the date of the Subscription Agreements; and

- (ii) a discount of approximately 18.87% to the average closing price of HK\$0.53 per Share as quoted on the Hong Kong Stock Exchange for the five consecutive trading days immediately prior to the date of the Subscription Agreements.

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

USE OF PROCEEDS

The Company intends to use the net proceeds of the Subscriptions by December 31, 2026 in the following manners: (i) to acquire cryptocurrency(ies), and (ii) to replenish working capital and other corporate purposes.

Since completion of the Subscriptions is subject to the satisfaction of the conditions set out in the Subscription Agreements, the Subscriptions may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares or other securities of the Company.

Reference is made to the voluntary announcement of the Company dated September 18, 2025. The Board hereby announces that on September 25, 2025 (after trading hours), the Company and six individual third parties entered into six separate Subscription Agreements, pursuant to which, the Company has conditionally agreed to allot and issue and the Subscribers have conditionally agreed to subscribe for, an aggregate of 53,433,000 Subscription Shares at a price of HK\$0.43 per Subscription Share.

THE SUBSCRIPTION AGREEMENTS

Each of the Subscription Agreements is on substantially the same terms (other than the number of Subscription Shares) and the major terms of the Subscription Agreements are as follows:

Date

September 25, 2025

Parties and number of Subscription Shares

Subscription Agreements	Parties	No. of Subscription Shares	Consideration (approximately)
Subscription Agreement A	(1) The Company (2) Subscriber A	5,343,000	HK\$2.30 million
Subscription Agreement B	(1) The Company (2) Subscriber B	10,686,000	HK\$4.59 million
Subscription Agreement C	(1) The Company (2) Subscriber C	8,016,000	HK\$3.45 million
Subscription Agreement D	(1) The Company (2) Subscriber D	8,016,000	HK\$3.45 million
Subscription Agreement E	(1) The Company (2) Subscriber E	10,686,000	HK\$4.59 million
Subscription Agreement F	(1) The Company (2) Subscriber F	10,686,000	HK\$4.59 million
Total:		<u>53,433,000</u>	<u>HK\$22.97 million</u>

It is expected that none of the Subscribers will become a substantial shareholder (as defined under the Listing Rules) of the Company as a result of the Subscriptions.

The Subscribers

The Subscriber A is a company incorporated in Singapore with limited liability. As at the date of this announcement, the Subscriber A is owned as to 20% by Zhou Yaojia and as to 80% by Shao Jianliang.

The Subscriber B is a company incorporated in the Republic of Seychelles with limited liability. As at the date of this announcement, the Subscriber B is wholly owned by Li San Chi.

The Subscriber C is a company incorporated in the United Kingdom with limited liability. As at the date of this announcement, the Subscriber C is wholly owned by Jiang Zhu.

The Subscriber D is a company incorporated in the British Virgin Islands with limited liability. As at the date of this announcement, the Subscriber D is wholly owned by Chen Si.

The Subscriber E is a company incorporated in British Virgin Islands with limited liability. As at the date of this announcement, the Subscriber E is wholly owned by Shi Yingdi.

The Subscriber F is a company incorporated in Hong Kong with limited liability. As at the date of this announcement, the Subscriber F is wholly owned by Fan Changqing.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) each of the Subscribers is an Independent Third Party; and (ii) the Subscriber A, the Subscriber B, the Subscriber C, the Subscriber D, the Subscriber E and the Subscriber F are independent of and not connected with each other.

The Subscription

Pursuant to the respective Subscription Agreements, the Company has conditionally agreed to allot and issue an aggregate of up to 53,433,000 Subscription Shares (with total nominal value of HK\$21,373,200) at the Subscription Price of HK\$0.43 per Subscription Share to the Subscribers.

Number of Subscription Shares

As at the date of this announcement, the Company has 267,166,606 Shares in issue. The total number of 53,433,000 Subscription Shares represents:

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

The Subscription Shares, when issued and fully paid, shall rank *pari passu* in all respects with the Shares then in issue, including the right to receive all dividends and/or distributions declared, made or paid at any time after the date of issuance.

Subscription Price

The Subscription Price of HK\$0.43 per Subscription Share represents:

- (i) a discount of approximately 18.87% to the closing price of HK\$0.53 per Share as quoted on the Hong Kong Stock Exchange on September 25, 2025 (Hong Kong time), being the date of the Subscription Agreement; and

- (ii) a discount of approximately 18.87% to the average closing price of HK\$0.53 per Share as quoted on the Hong Kong Stock Exchange for the five consecutive trading days immediately prior to the date of the Subscription Agreement.

The net Subscription Price is approximately HK\$0.43 per Subscription Share.

The Subscription Price was determined on an arm's length basis between the Company and each of the Subscribers, with reference to the market condition and the prevailing market price of the Shares.

Conditions precedent and Closing

Subject to the fulfilment of the following conditions, the Company and the Subscribers shall proceed with completion of the Subscriptions:

- (i) the Listing Committee having granted the approval for the listing of, and permission to deal in, the Subscription Shares and such approval not having been revoked, withdrawn or cancelled;
- (ii) the current listing of the Shares on the Hong Kong Stock Exchange not having been cancelled or withdrawn; and
- (iii) all consents, approvals or waivers (as the case may be) that the Company and the Subscribers reasonably considers necessary pursuant to applicable laws, regulations or rules (including but not limited to the Listing Rules) for its execution, implementation and completion of the Subscription Agreements having been obtained.

If all conditions above are not satisfied as required by 5:00 pm on the Long Stop Date; or (ii) any consent or approval required under any condition is granted on terms which are not acceptable to a party to whom the condition is expressed to be for the benefit of, and that party has given notice to the other parties of that fact on or before 5:00 p.m. on the Long Stop Date, then the respective Subscription Agreements terminates at 5:00 p.m. on the Long Stop Date.

Completion of the Subscriptions

Completion of the Subscriptions will take place on the on the Completion Date on or before 5:00 p.m.

Application for listing

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

Since completion of the Subscriptions is subject to the satisfaction of the conditions set out in the Subscription Agreements, the Subscriptions may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares or other securities of the Company.

EFFECT ON THE SHARE CAPITAL OF THE COMPANY AS A RESULT OF THE SUBSCRIPTIONS

	As at the date of this announcement		Immediately after the completion of the Subscriptions	
	Share number	%	Share number	%
Public Shareholders				
Subscriber A	—	—	5,343,000	1.67
Subscriber B	—	—	10,686,000	3.33
Subscriber C	—	—	8,016,000	2.50
Subscriber D	—	—	8,016,000	2.50
Subscriber E	—	—	10,686,000	3.33
Subscriber F	—	—	10,686,000	3.33
Other Public Shareholders	<u>267,166,606</u>	<u>100.00</u>	<u>267,166,606</u>	<u>83.33</u>
Total	<u>267,166,606</u>	<u>100.00</u>	<u>320,596,606</u>	<u>100.00</u>

Notes:

1. The above assumes there is no change to the issued share capital of the Company from the date of this announcement up to the completion of the Subscriptions, save for the allotment and issue of the Subscription Shares.
2. Certain figures and percentage figures included in the above table have been subject to rounding adjustments.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION AND USE OF PROCEEDS

The Company explores that, the application of blockchain and Web3 has become more mature in recent years. Investment in cryptocurrencies would be a new opportunity and benefit to the Company.

Therefore, it is expected that the proceeds of the Subscriptions will be primarily utilized to invest in cryptocurrencies

Specifically, the estimated gross proceeds and net proceeds from the Subscriptions will amount to approximately HK\$22,970,000, respectively. The Company intends to use the net proceeds of the Subscriptions in the following manners: (i) to invest in cryptocurrencies, and (ii) to replenish working capital and other corporate purposes.

Having considered that the Subscriptions will facilitate the ongoing development, as well as further enlarge its Shareholders' equity base and optimize its capital structure, the Directors consider that the terms and conditions of the Subscriptions are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

GENERAL MANDATE

By an ordinary resolution of the Shareholders passed on August 27, 2024, a General Mandate was granted to the Directors to (i) allot, issue or deal with additional Shares and (ii) sell and/or transfer Shares out of treasury that are held as treasury shares not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution. Under the General Mandate, the Company is authorised to issue up to 53,433,321 Shares.

Since the grant of the General Mandate on August 27, 2024 and up to the date of this announcement, the Directors have not exercised their power to allot or issue any new Shares pursuant to such General Mandate.

The Subscription Shares will be allotted and issued under the General Mandate, and therefore no Shareholders' approval is required for the allotment and issue of the Subscription Shares.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST 12 MONTHS

The Company has not conducted any fund raising activities in the 12 months immediately preceding the date of this announcement.

INFORMATION ABOUT THE COMPANY

The principal businesses of the Group are property investment and money lending.

DEFINITIONS

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

“Board”	the board of Directors
“Business Days”	a day other than Saturday, Sunday and public holidays in Hong Kong
“Company”	China Properties Investment Holdings Limited, an company with limited liability incorporated in the Bermuda and the Shares of which were listed on the Main Board of the Hong Kong Stock Exchange

“Completion Date”	three (3) Business Days after the satisfaction or waiver of the last condition, in accordance with the terms of the respective Subscription Agreements, or any other date agreed by the Company and the Subscribers
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“General Mandate”	the general mandate granted to the Directors by an ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on August 27, 2024, pursuant to which the Company has been authorised to (i) allot, issue or deal with additional Shares and (ii) sell and/or transfer Shares out of treasury that are held as treasury shares not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution
“Group”	the Company, its subsidiaries and the consolidated affiliated entities from time to time
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Third Party(ies)”	third party(ies) who/which is/are not connected person(s) of the Group
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange for considering applications for listing and the granting of listing
“Listing Rules”	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended and supplemented from time to time
“Long Stop Date”	October 31, 2025 or such other date as may be agreed by the parties of the respective Subscription Agreements
“Subscriber A”	CBE Foundation PTE. LTD.
“Subscriber B”	Dreamx Group Limited
“Subscriber C”	K24 Ventures Ltd.

“Subscriber D”	Lianwu Ltd.
“Subscriber E”	VICTORBTC Ltd.
“Subscriber F”	China Standard Technology Holding Group Limited
“Subscribers”	Subscriber A, Subscriber B, Subscriber C, Subscriber D, Subscriber E and Subscriber F
“Subscription Agreement A”	subscription agreement dated September 25, 2025 entered into between the Company and the Subscriber A
“Subscription Agreement B”	subscription agreement dated September 25, 2025 entered into between the Company and the Subscriber B
“Subscription Agreement C”	subscription agreement dated September 25, 2025 entered into between the Company and the Subscriber C
“Subscription Agreement D”	subscription agreement dated September 25, 2025 entered into between the Company and the Subscriber D
“Subscription Agreement E”	subscription agreement dated September 25, 2025 entered into between the Company and the Subscriber E
“Subscription Agreement F”	subscription agreement dated September 25, 2025 entered into between the Company and the Subscriber F
“Subscription Agreements”	Subscription Agreement A, Subscription Agreement B, Subscription Agreement C, Subscription Agreement D, Subscription Agreement E and Subscription Agreement F
“Subscription Price”	HK\$0.43 per Subscription Share
“Subscription Shares”	53,433,000 new Shares to be subscribed for by the Subscribers pursuant to the Subscription Agreements
“Subscriptions”	the Subscription of 53,433,000 Subscription Shares pursuant to the terms of the Subscription Agreements
“Share(s)”	ordinary Shares of HK\$0.43 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares

“substantial shareholder(s)” has the meaning ascribed to it under the Listing Rules

“%” per cent

By order of the Board
China Properties Investment Holdings Limited
Han Wei
Chairman

Hong Kong, September 25, 2025

As at the date of this announcement, the executive Directors are Mr. Han Wei, Mr. Au Tat On and Mr. Wang Linbo and the independent non-executive Directors are Mr. Tang Yiu Kay, Ms. Cao Jie Min and Mr. Liang Kuo-Chieh.