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BitStrat Holdings Limited
比特策略控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6113)

DISCLOSEABLE TRANSACTION
ACQUISITION OF THE CORPORATE NOMINEE MEMBERSHIP

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The Board is pleased to announce that on 25 November 2025, the Company and the Vendor entered into the Sale and Purchase Agreement, pursuant to which the Company agreed to purchase the Corporate Nominee Membership at a consideration of HK$14,200,000 (equivalent to approximately RM7,553,191) from the Vendor.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios in respect of the Acquisition exceeds 5% but all are less than 25% under Rule 14.07 of the Listing Rules, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to reporting and announcement requirements but exempt from the Shareholders' approval requirement under the Listing Rules.

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Date:	25 November 2025
Parties:	The Company, as purchaser; and
	The Vendor, as seller.

Subject Matter:	Subject to the approval by the Club of the transfer, the Vendor shall sell and the Company shall purchase the Corporate Nominee Membership.
Consideration:	HK$14,200,000 (equivalent to approximately RM7,553,191), which includes the transfer fee of HK$4,500,000 (equivalent to approximately RM2,393,617) payable to the Club
Payment and Completion:	The Company and the Vendor shall separately inform the Club in writing within 10 working days after the execution of the Sale and Purchase Agreement of the proposed transfer of the Corporate Nominee Membership. Within 10 workings days after being notified of the approval of the proposed transfer of the Corporate Nominee Membership by the Club in writing and the receipt of the debit note from the Club (whichever is later), the Company shall pay HK$14,200,000 to the Club. The consideration will be held and handled by the Club and will be released to the Vendor (after deducting the requisite transfer fee) upon final approval of the proposed transfer of the Corporate Nominee Membership by the Club.
Termination:	The Sale and Purchase Agreement shall be terminated in the event that approval of the proposed transfer of the Corporate Nominee Membership to the Company is not granted by the Club or the proposed transfer of the Corporate Nominee Membership is not completed by 28 February 2026.

CONSIDERATION

The consideration paid by the Company pursuant to the Sale and Purchase Agreement is HK$14,200,000 with reference to the market value of the Corporate Nominee Membership.

The consideration for the Acquisition is arrived at after arm's length negotiations between the Company and the Vendor after taking into account the secondary market price of the Corporate Nominee Membership and the membership application price of HK$18,800,000 (equivalent to approximately RM10,000,000) from the Club.

The Company will fund the consideration of the Acquisition by its internal resources.

INFORMATION ON THE VENDOR AND THE CLUB

The Vendor is a licensed bank in Hong Kong, its common shares of which are listed for trading on the Toronto and New York stock exchanges.

The Club is a company incorporated under the laws of Hong Kong limited by guarantee. The Club is a non-profit making members owned club. The Club is principally engaged in the promotion of the game of golf in Hong Kong.

To the best of the Directors' knowledge, information and belief, the Vendor, the Club and their respective ultimate beneficial owners are Independent Third Parties.

REASONS AND BENEFITS FOR THE ACQUISITION

The Group is principally engaged in the provision of outbound telemarketing services and contact centre facilities for promotion of financial products and its related activities issued by authorised financial institutions, card companies or organisations worldwide. The Group is also pursuing a new strategic direction by expanding into digital asset and related businesses.

The Club is one of the most historic golf clubs in Asia founded in 1889, and with the Corporate Nominee Membership, the Group will be able to use the facilities of the Club as a networking space and serves as a means for the Group to facilitate business promotion and expansion of the Group's business.

Additionally, the limited number of nominee membership of the Club prompted the Corporate Nominee Membership to be valuable. With reference to the historical market price and its position in Hong Kong, the Corporate Nominee Membership has a secondary market and resale value.

The Directors are of the view that the terms of the Sale and Purchase Agreement are fair and reasonable and on normal commercial terms, and the Acquisition is in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As one of the applicable percentage ratios in respect of the Acquisition exceeds 5% but all are less than 25% under Rule 14.07 of the Listing Rules, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to reporting and announcement requirements but exempt from the Shareholders' approval requirement under the Listing Rules.

TERMS USED IN THIS ANNOUNCEMENT

In this announcement, unless the context otherwise requires, capitalized terms used shall have the following meanings:

"Acquisition"	the acquisition of the Corporate Nominee Membership from the Vendor pursuant to the Sale and Purchase Agreement
"Board" or "Director(s)"	the board of directors of the Company
"Club"	Hong Kong Golf Club, a company limited by guarantee incorporated in Hong Kong
"Company"	BitStrat Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 6113)

''connected person(s)''	has the meaning ascribed to it under the Listing Rules
''Corporate Nominee Membership''	a corporate nominee membership of the Club
''Group''	the Company and its subsidiaries from time to time
''HK$''	Hong Kong dollars, the lawful currency in Hong Kong
''Hong Kong''	the Hong Kong Special Administrative Region of the People's Republic of China
''Independent Third Party(ies)''	third party(ies) independent of, and not connected with, the Company and its connected persons (as defined in the Listing Rules)
''Listing Rules''	the Rules Governing the Listing of Securities on the Stock Exchange
''RM''	Malaysian Ringgit, the lawful currency of Malaysia from time to time
''Sale and Purchase Agreement''	the agreement dated 25 November 2025 entered into between the Company and the Vendor in relation to the Acquisition
''Shareholder(s)''	holder(s) of the ordinary shares of the Company
''Stock Exchange''	The Stock Exchange of Hong Kong Limited
''subsidiary(ies)''	has the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
''Vendor''	The Bank of Nova Scotia, a licensed bank in Hong Kong and an Independent Third Party

For the purpose of this announcement, unless otherwise specified, conversion of HK$ into RM is based on the approximate exchange rate of RM1.00=HK$1.88. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amounts in RM and HK$ have been, could have been or may be converted at such rate or any other exchange rate.

By Order of the Board
BitStrat Holdings Limited
Luo Zuchun
Chairman and Executive Director

Hong Kong, 25 November 2025

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Luo Zuchun (Chairman) and Mr. Lee Koon Yew; one non-executive Director, namely Mr. Chen Jiajun and three independent non-executive Directors, namely, Ms. Liu Mei, Mr. Cheuk Ho Kan and Mr. Cai Runjia.