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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

Planetree Securities Limited

Planetree

THE PLACING

On 1 December 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 fully underwritten basis, an aggregate of 249,224,000 Placing Shares at the Placing Price of HK$0.118 per Placing Shares 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 249,224,000 Placing Shares under the Placing represent approximately 2.30% of the existing issued share capital of the Company of 10,846,152,835 Shares as at the date of this announcement and approximately 2.25% 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$0.118 per Placing Share represents (i) a premium of approximately 0.85% to the closing price of HK$0.117 per Share as quoted on the Stock Exchange on the date of the Placing Agreement and (ii) a discount of approximately 0.84% to the average closing price of HK$0.119 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 Share; (ii) the respective obligations of the Company and the Placing Agent under the Placing Agreement not being terminated in accordance with terms of the Placing Agreement.

Assuming that all the Placing Shares are fully placed, the gross proceeds from the Placing will amount to approximately HK$29.4 million. The net proceeds from the Placing will amount to approximately HK$28.7 million.

USE OF PROCEEDS

The Company intends to use the estimated net proceeds of the Placing for the expansion of the margin financing business of the Licensed Corporation.

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:

1 December 2025 (after trading hours)

Parties:

(1) The Company; and

(2) The Placing Agent.

The Placing Agent has conditionally agreed to place 249,224,000 Placing Shares at the Placing Price of HK$0.118 on a fully underwritten basis and will receive a placing commission of 2.5% 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 Planetree (BVI) Capital Limited ("**PCL**") and, the Company holds approximately 29.82% of the issued shares of PCL. Save and except the aforesaid, the Placing Agent is independent of and not connected with the Company and its connected persons.

Placees

The Placing Agent will place the Placing Shares, on a fully underwritten 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 249,224,000 Placing Shares under the Placing represent approximately 2.30% of the existing issued share capital of the Company of 10,846,152,835 Shares as at the date of this announcement and approximately 2.25% 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 HK2,492,240.

Placing Price

The Placing Price of HK$0.118 per Placing Share represents:

(i) a premium of approximately 0.85% to the closing price of HK$0.117 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and

(ii) a discount of approximately 0.84% to the average closing price of HK$0.119 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 16 September 2025. Under the General Mandate, the Company is authorized to issue up to 1,849,230,567 Shares. As at the date of this announcement, 1,600,000,000 Shares has been allotted and issued under the General Mandate. Therefore, there remains up to 249,230,567 Shares 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 will not be 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; and

2. the respective obligations of the Company and the Placing Agent under the Placing Agreement not being terminated in accordance with terms of the Placing Agreement.

If the above conditions are not satisfied on or before 22 December 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 10:00 a.m. on the date of completion, if:

(1) any material breach of any of the representations and warranties set out in the Placing Agreement; or

(2) any of the following events:

    (a) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof; or

    (b) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date hereof and including an event or change in relation to or a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions; or

    (c) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or

    (d) a change or development involving a prospective change in taxation in Hong Kong or Cayman Islands or the implementation of exchange controls which shall or might materially and adversely affect the Group (as a whole) or its present or prospective shareholders in their capacity as such; or

    (e) any change or deterioration in the conditions of local, national or international securities markets occurs,

then and in any such case, the Placing Agent may terminate this Agreement without liability to the Company by giving notice in writing to the Company, provided that such notice is received prior to 10:00 a.m. on the completion date.

In the event that the Placing Agent terminates this Agreement pursuant to the above, all obligations of each of the parties under this Agreement shall cease and determine and no party shall have any claim against the other party in respect of any matter arising out of or in connection with this Agreement except for any breach arising prior to such termination.

Completion of the Placing

Completion of the Placing will take place on the third Business Day after the fulfillment of the conditions 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, 3 September 2025 & 15 October 2025	12 May 2025	Placing of new Shares under specific mandate	Approximately HK$49.25 million	Approximately HK$25.75 million will be used for the purpose of enhancing the working capital of the Licensed Corporation for expanding its margin financing business; approximately HK$10.00 million will be used for the working capital required for the development of the Group's virtual assets business; and the remaining balance of approximately HK$13.50 million will be used as general working capital and the repayment of loans.	Approximately HK$13.50 million has been used for general working capital and repayment of loan. The remaining balance of approximately HK$35.75 million remains unused.
18 July 2025 & 5 August 2025	5 August 2025	Placing of new Shares under general mandate	Approximately HK$255.50 million	HK$250.00 million for repayment of indebtedness of the Group and approximately HK$5.50 million for general working capital of the Group for the payment of salaries and rentals.	HK$250.00 million has been used for repayment of the indebtedness of the Group; approximately HK$5.50 million has been used as general working capital.

Date of announcement	Date of completion	Fund raising activity	Net proceeds	Intended use of net proceeds	Actual use of proceeds
7 August 2025 & 21 August 2025	21 August 2025	Placing of new Shares under general mandate	HK$39.4 million	Approximately HK$30.00 million will be utilized for the business development of the Company, particularly in the provision of safety deposit box services in Hong Kong; the remaining balance of approximately HK$9.40 million will be utilized for general working capital of the Group for the payment of salaries, rentals and professional fees.	Approximately HK$30.00 million was paid as initial deposit for the business of provision of safety deposit box services; approximately HK$9.40 million has been used as general working capital.

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 249,224,000 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	0.04%	4,146,342	0.04%
China Harbour International Asset Management Limited	1,001,400,000	9.23%	1,001,400,000	9.02%
Public Placees	–	–	249,224,000	2.25%
Other public shareholders	9,840,598,883	90.73%	9,840,598,883	88.69%
Total	10,846,152,835	100.00%	11,095,376,835	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 gross proceeds from the Placing will be approximately HK$29.4 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$28.7 million. The estimated net Placing Price, after deducting such fees, costs and expenses, is therefore approximately HK$0.115 per Placing Share.

The Company intends to use the estimated net proceeds of the Placing for the expansion of the margin financing business of the Licensed Corporation.

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 capital so raised will be used for the expansion of the margin financing business of the Licensed Corporation.

In addition, with reference to the announcements of the Company made on 17 September 2025 and 22 October 2025 in relation to the Company's subscription of shares in PCL, the cooperation with the Placing Agent (being an indirect wholly-owned subsidiary of PCL) in this fund-raising activity also marks a successful start of the strategic collaboration between the Company and PCL.

The Directors consider that the Placing Agreement was entered into on 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 conditions 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 (excluding Saturdays, Sundays and public holidays) 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 16 September 2025 to allot, issue or otherwise deal with Shares up to the maximum 20% of the total number of issued Shares as at 16 September 2025
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Licensed Corporation"	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), and a wholly-owned subsidiary of the Company
"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 249,224,000 Placing Shares pursuant to the terms of the Placing Agreement at the Placing Price
"Placing Agent"	Planetree Securities Limited, a licensed corporation to carry on business in Type 1 (dealing in securities), Type 3 (leveraged foreign exchange trading) and Type 7 (providing automated trading services) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Placing Agreement"	the placing agreement entered into between the Company and the Placing Agent dated 1 December 2025 in respect of the Placing
"Placing Price"	HK$0.118 per Placing Share
"Placing Share(s)"	the 249,224,000 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, 1 December 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.