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Asia Strategy Digit Technology Holdings Limited
亞洲策略數字科技控股有限公司

(formerly known as 中國集成控股有限公司 China Jicheng Holdings Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1027)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

Suncorp
Securities Limited

On 3 March 2026 (after trading hours of the Stock Exchange), 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 effort basis, up to 5,000,000 Placing Shares at the Placing Price of HK\$1.80 per Placing Share to not less than six Placees who and whose beneficial owners are Independent Third Parties. The Placing Shares will be allotted and issued under the General Mandate.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of 5,000,000 Placing Shares under the Placing represents (i) 1.21% of the existing issue share capital of the Company of 412,550,000 Shares as at the date of this announcement; and (ii) approximately 1.20% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK\$160,000.

The Placing Price of HK\$1.80 per Placing Share represents (i) a discount of approximately 18.2% to the closing price of HK\$2.20 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 17.8% to the average closing price of HK\$2.19 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

It is expected that the maximum gross proceeds and net proceeds from the Placing will be approximately HK\$9.0 million and approximately HK\$8.7 million, respectively. The net price per Placing Share is approximately HK\$1.74.

As the completion of the Placing is subject to fulfillment of the conditions under the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

THE PLACING AGREEMENT

Date

3 March 2026 (after trading hours)

Parties

Issuer: The Company

Placing Agent: Suncorp Securities Limited

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Placing

The Placing Agent has conditionally agreed to place, or procure the placing of, up to 5,000,000 Placing Shares at the Placing Price of HK\$1.80 per Placing Share on a best effort basis. The placing commission to be received by the Placing Agent pursuant to the Placing Agreement is (i) a fixed fee of HK\$300,000; or (ii) 3.5% of the aggregate amount equal to the Placing Price multiplied by the actual number of Placing Shares placed by the Placing Agent, whichever is lower.

The placing commission payable to the Placing Agent was arrived at after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market commission rate for similar transactions. The Directors are of the view that the placing commission is fair and reasonable.

Placees

The Placing Agent will, on a best effort basis, place the Placing Shares either by itself or through its agents to not less than six Placees (who are professional, institutional or other investors), who and whose ultimate beneficial owner(s) are Independent Third Parties.

Number of Placing Shares

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of 5,000,000 Placing Shares under the Placing represents (i) 1.21% of the existing issue share capital of the Company of 5,000,000 Shares as at the date of this announcement; and (ii) approximately 1.20% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK\$160,000.

Ranking of Placing Shares

The Placing Shares, when allotted and issued, will rank *pari passu* in all respects with the existing Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK\$1.80 per Placing Share represents (i) a discount of approximately 18.2% to the closing price of HK\$2.20 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 17.8% to the average closing price of HK\$2.19 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Price was determined with reference to the prevailing market prices of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the Placing Price is fair and reasonable based on the current market conditions.

General Mandate

The Placing Shares will be allotted and issued under the General Mandate granted to the Board at the annual general meeting of the Company held on 2 June 2025, pursuant to which the Board is authorised to allot, issue and deal with up to 82,510,000 Shares. As at the date of this announcement, the Company has not utilised the General Mandate. The allotment and issue of the Placing Shares is not subject to any additional Shareholders' approval.

Application for listing of Placing Shares

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

Conditions precedent

The Placing is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares.

In the event the aforesaid conditions are not fulfilled by 23 March 2026 (or such later date as may be agreed by the Placing Agent and the Company in writing), the Placing will not proceed and all rights, obligations and liabilities of the parties under the Placing Agreement shall cease and determine and none of the parties shall have any claim against the other party save for any antecedent breaches.

Completion of the Placing

Completion of the Placing will take place within four (4) Business Days 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).

Rescission of the Placing Agreement

If any of the following events occur at any time prior to 10:00 a.m. on the Completion Date, the Placing Agent may (after such consultation with the Company and/or its advisers as the circumstances shall admit or be necessary), by giving a written notice to the Company, at any time prior to the Completion Date provided that such notice is received prior to 6:00 p.m. on the day immediately preceding the Completion Date, rescind the Placing Agreement without liability to the other party, and the Placing Agreement shall thereupon cease to have effect and none of the parties shall have any rights or claims by reason thereof save for any rights or obligations which may accrue under the Placing Agreement prior to such termination:

- (i) in the reasonable opinion of the Placing Agent there shall have been since the date of the Placing Agreement such a change in national or international financial, political or economic conditions or taxation or exchange controls as would be likely to prejudice materially the consummation of the Placing; or
- (ii) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any matter whatsoever which may adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (iii) any material breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the Completion Date which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of the representations and warranties contained in the Placing Agreement untrue or incorrect in any material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or
- (iv) any moratorium, suspension or restriction on trading in shares or securities generally on the Stock Exchange due to exceptional financial circumstances; or
- (v) there is any adverse change in the financial position of the Company which in the reasonable opinion of the Placing Agent is material in the context of the Placing.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group was principally engaged in the manufacturing and sale of POE umbrellas, nylon umbrellas and umbrella parts.

The Directors are of the view that the Placing can provide the Company with additional funds to strengthen the financial position of the Group and provide funding for the business operation of the Group.

Assuming that all the Placing Shares are fully placed, the estimated gross proceeds and net proceeds (after deducting the placing commission and other related expenses and professional fees) from the Placing will amount to approximately HK\$9.0 million and approximately HK\$8.7 million, respectively. The net placing price per Placing Share will be approximately HK\$1.74. The Company intends to use the net proceeds from the Placing as to (i) approximately HK\$3.7 million for the development of new business; and (ii) approximately HK\$5.0 million for general working capital of the Group.

The terms of the Placing Agreement were determined after arm's length negotiations between the Company and the Placing Agent. The Directors (including the independent non-executive Directors) consider that the terms of the Placing Agreement are on normal commercial terms, fair and reasonable and that the Placing will strengthen the Group's financial position, broaden the Company's shareholder base and is in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS FROM THE DATE OF THIS ANNOUNCEMENT

The Company has not conducted any equity fund raising activities in the past twelve months immediately prior to the date of this announcement.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 412,550,000 Shares in issue. The following chart sets out the shareholding structure of the Company, assuming there is no other change to the issued share capital of the Company, (i) as at the date of this announcement; and (ii) immediately upon completion of the Placing:

	(a) As at date of this announcement		(b) Immediately upon completion of the Placing	
	<i>Number of Shares held</i>	<i>Approximate % of Shares in issue</i>	<i>Number of Shares held</i>	<i>Approximate % of Shares in issue</i>
Benefit Gateway Limited	123,140,900	29.85%	123,140,900	29.49%
Directors				
Huang Wenji	1,890,000	0.46%	1,890,000	0.45%
Yang Guang	1,890,000	0.46%	1,890,000	0.45%
Lin Zhenshuang	1,890,000	0.46%	1,890,000	0.45%
Chung Kin Hung, Kenneth	1,890,000	0.46%	1,890,000	0.45%
Tso Sze Wai	1,890,000	0.46%	1,890,000	0.45%
Lee Kit Ying, Winnie	1,890,000	0.46%	1,890,000	0.45%
Shareholders				
Placees	–	–	5,000,000	1.2%
Other public shareholders	278,069,100	67.39%	278,069,100	66.61%
Total	<u>412,550,000</u>	<u>100.00%</u>	<u>417,550,000</u>	<u>100.00%</u>

As the completion of the Placing is subject to fulfillment of the conditions under the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday or Sunday or public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	Asia Strategy Digit Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Completion Date”	within four (4) Business Days (or such other date as the Company and the Placing Agent may agree in writing) following the fulfillment of the conditions set out in the Placing Agreement

“Directors”	directors of the Company
“General Mandate”	the general mandate granted to the Directors pursuant to the resolution passed at the Company’s annual general meeting on 2 June 2025 to allot, issue and deal with up to 82,510,000 Shares, representing 20% of the then issued Shares as at the date of passing such resolution
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not connected persons (as defined in the Listing Rules) of the Company and are third parties independent of the Company and its connected persons
“Listing Committee”	the listing sub-committee of the board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any professional, institutional or other investor(s) procured by the Placing Agent or its agents to subscribe for any of the Placing Shares
“Placing”	the placing of up to 5,000,000 Placing Shares by the Placing Agent on a best effort basis pursuant to the terms of the Placing Agreement
“Placing Agent”	Suncorp Securities Limited (新確證券有限公司), a licensed corporation to carry on Type 1 (dealing in securities) regulated activities under the SFO
“Placing Agreement”	the conditional placing agreement entered into between the Company and the Placing Agent dated 3 March 2026 in relation to the Placing
“Placing Price”	HK\$1.80 per Placing Share
“Placing Shares”	up to a total of 5,000,000 new Shares to be placed pursuant to the Placing Agreement
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Share(s)”	ordinary share(s) of HK\$0.032 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By Order of the Board
Asia Strategy Digit Technology Holdings Limited
Steve Andrew Chen
Chairman

Hong Kong, 3 March 2026

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Steve Andrew Chen, Mr. Huang Wenji, Mr. Yang Guang, Mr. Lin Zhenshuang and Mr. Chung Kin Hung, Kenneth, and three independent non-executive Directors, namely Mr. Tso Sze Wai, Mr. Yang Xuetai and Ms. Lee Kit Ying, Winnie.