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OCI International Holdings Limited

東建國際控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 329)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



THE PLACING AGREEMENT

On 5 October 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company appointed the Placing Agent as the sole placing agent of the Company to procure, on a best effort basis and subject to the fulfilment of the conditions precedent to the Placing, the placing of up to 299,949,984 Placing Shares at a price of HK\$0.11 per Placing Share to expectedly no fewer than six (6) Placees. The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM and are thus not subject to any Shareholders' approval.

The maximum number of 299,949,984 Placing Shares represents (i) 20.00% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the issue of the Placing Shares (assuming there being no other change in the issued share capital of the Company from the date of this announcement up to the completion of the Placing).

Assuming the maximum number of the Placing Shares having been placed, the gross proceeds from the Placing will be approximately HK\$32.99 million and the net proceeds will be approximately HK\$32.63 million.

The Placing Price of HK\$0.11 per Placing Share was determined after arm's length negotiations between the Company and the Placing Agent and represents (i) a discount of approximately 10.57% to the closing price of HK\$0.123 per Share as quoted on the Stock Exchange on 5 October 2026, being the date of the Placing Agreement; and (ii) a discount of approximately 9.98% to the average closing price of approximately HK\$0.122 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Placing Agreement.

Shareholders and potential investors of the Company should note that the completion of the Placing is subject to the fulfilment of the conditions as set out in the Placing Agreement and that the Placing Agent has the right to terminate the Placing Agreement upon the occurrence of certain force majeure events or other events as mentioned in this announcement, and the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

THE PLACING AGREEMENT

On 5 October 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, the principal terms of which are summarized below:

Date:

5 October 2026 (after trading hours)

Parties:

- (a) The Company as the issuer; and
- (b) KGI Asia Limited as the placing agent

The Placing Agent has conditionally agreed to act as the sole placing agent of the Company to procure, on a best effort basis, the placing of up to 299,949,984 Placing Shares to no fewer than six (6) Placees. The Placing Agent will receive a placing commission of 0.5% of the aggregate Placing Price multiplied by the number of the Placing Shares placed by the Placing Agent pursuant to its obligations under the Placing Agreement. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Placees:

The Placing Agent will, on a best effort basis, place the Placing Shares to Placees who and whose ultimate beneficial owners (where appropriate) shall be Independent Third Parties and are not connected persons of the Company nor persons acting in concert with the Company (as defined in the Takeovers Code). It is currently expected that the Placing Shares will be placed to not fewer than six (6) Placees and none of the Placees nor their associates will become a substantial Shareholder immediately after the completion of the Placing.

Placing Price:

The Placing Price of HK\$0.11 per Placing Share represents

- (i) a discount of approximately 10.57% to the closing price of HK\$0.123 per Share as quoted on the Stock Exchange on 5 October 2026, being the date of the Placing Agreement; and
- (ii) a discount of approximately 9.98% to the average closing price of approximately HK\$0.122 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Placing Agreement.

The Placing Price was determined after arm's length negotiation between the Company and the Placing Agent with reference to the historical and prevailing market prices of the Shares, the prevailing market conditions and the liquidity of the Shares. Taking into account the foregoing factors, the Board considers that the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Assuming the maximum number of the Placing Shares having been placed, the gross and net proceeds from the Placing will be approximately HK\$32.99 million and HK\$32.63 million (after deduction of the placing commission and other expenses of the Placing) respectively. On such basis, the net placing price will be approximately HK\$0.109 per Placing Share.

Placing Shares:

The maximum number of 299,949,984 Placing Shares represents (i) 20.00% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the issue of the Placing Shares (assuming there being no other change in the issued share capital of the Company from the date of this announcement up to completion of the Placing). The maximum aggregate nominal value of the Placing Shares under the Placing will be HK\$2,999,499.84.

Ranking of the Placing Shares:

The Placing Shares will rank, when issued and fully paid up, pari passu in all respects with the Shares in issue as at the date of issue of the Placing Shares.

Conditions of the Placing:

Completion of the Placing is conditional upon:

- (i) the Listing Committee granting the approval of the listing of, and the permission to deal in, the Placing Shares, and such listing and permission not subsequently being revoked;
- (ii) all necessary consents and approvals to be obtained on the part of the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained;
- (iii) there shall not have occurred any material breach or any event which renders any of the representations, warranties or undertakings by the Company under the Placing Agreement untrue, inaccurate or misleading in any material respects; and
- (iv) the Placing Agreement not being terminated by the Placing Agent pursuant to the terms thereto.

If the above conditions are not satisfied and/or waived (other than condition (i) above) on or before the Long Stop Date, all rights, obligations and liabilities of the Placing Agent and the Company under the Placing Agreement in relation to the Placing shall cease and determine and none of the parties thereto shall have any claim against the other in respect of the Placing, save for any antecedent breach and/or any rights or obligations which may have accrued under the Placing Agreement prior to such termination.

Completion:

Completion of the Placing shall take place on the third Business Day after the fulfilment of the conditions above (or such later date as between the Company and the Placing Agent may agree in writing).

Termination:

The Placing Agent may, in its reasonable opinion, terminate the Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the Completion Date if:

- (i) there is any change in national, international financial, exchange control political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (ii) there is any breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or
- (iii) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed; or

- (iv) any statement contained in this announcement or any announcements and circulars issued by the Company to the Stock Exchange and/or Shareholders since the publication of the annual report of the Company for the year ended 31 December 2025 has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (v) there is any suspension of dealings in the Shares on the Stock Exchange for more than five consecutive Business Days (other than as a result of or in connection with the Placing); or
- (vi) any event of force majeure (being an event beyond the control of the parties and which is unforeseeable or unavoidable), including but without limiting the generality hereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out, occurs which prevents the performance of the contractual obligations of the parties hereunder; or
- (vii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in the Cayman Islands or Hong Kong and if in the reasonable opinion of the Placing Agent any such new law or change would materially and adversely affect the business or financial prospects of the Group taken as a whole and/or have an adverse impact on the success of the Placing; or
- (viii) any litigation or claim of material importance of any third party being instigated against any member of the Group, which has or may have a material adverse effect on the business or financial prospects of the Group taken as a whole and which in the reasonable opinion of the Placing Agent would materially prejudice the success of the Placing.

Upon termination of the Placing Agreement as described above, all rights, obligations and liabilities of the parties under the Placing Agreement shall cease and determine and no party thereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Placing Agreement save for any antecedent breach or any rights and/or obligations which may have accrued under the Placing Agreement prior to such termination.

Shareholders and potential investors of the Company should note that the completion of the Placing is subject to the fulfilment of the condition as set out in the Placing Agreement and that the Placing Agent has the right to terminate the Placing Agreement upon the occurrence of certain force majeure events or other events as mentioned in this announcement, and the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

GENERAL MANDATE TO ALLOT AND ISSUE THE PLACING SHARES

The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM. Under the General Mandate, the Company is authorised to allot and issue up to 299,949,984 Shares until the revocation, variation or expiration of the General Mandate. The Company has not exercised the power to allot and issue any new Shares pursuant to the General Mandate prior to the entry into the Placing Agreement by the Company. The allotment and issue of the Placing Shares are thus not subject to any Shareholders' approval.

APPLICATION FOR LISTING

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

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of asset management services, provision of investment and financial advisory services, provision of securities underwriting and placing services, securities trading and investments and trading of wines and beverages.

As disclosed in the interim report of the Group for the six months ended 30 June 2026 (the “**2026 IR**”), the Group's investment approach targets medium to long term opportunities, with a particular focus on private equity, pre-initial public offer (“**IPO**”) and IPO-stage investments, and alternative asset classes. The strategy aims to build exposure to high-growth sectors across Greater China, through both direct investments and co-investment vehicles anchored within the asset management business. Based on suitability, return potential, and alignment with the Group's licensing and regulatory profile, the Group may elect to invest in IPO Shares, special purpose acquisition companies (“**SPAC**”) Shares, SPAC Warrants, fixed coupon notes, cryptocurrencies, listed securities/warrants and private equity associates and unlisted funds.

The Board has been actively exploring suitable financing opportunities to enhance the Group's financial position and support its ongoing operations. The Board believes that the Placing will broaden the Shareholder base and strengthen its capital foundation for its investment business, other business development and working capital. In addition, the net proceeds of the Placing will reinforce the Group's financial resources and provide flexibility for future development of the Group. Accordingly, the Board considers that the Placing is in the interests of the Company and the Shareholders as a whole.

The Company intends to apply the net proceeds of approximately HK\$32.63 million (assuming all the Placing Shares having been placed) as follows:

- (i) Approximately 75.00% (HK\$24.47 million) will be allocated to seeding IPO investments. Over the past 12 months, the Group has actively participated in IPO opportunities. Given the continued strength of the IPO market, the Group expects to maintain its active participation and intends to replenish its capital to support IPO investments over the next 12 months.

- (ii) Approximately 12.50% (HK\$4.08 million) will be directed towards expanding the Group's wines and beverages business. This initiative leverages the recent decline in wine prices, creating an opportunity to acquire high-quality inventory at reduced cost. The Group will adopt a flexible inventory strategy, balancing short-term sales potential with longer-term holding value, and plans to launch promotion campaigns in the second half of the year.
- (iii) The remaining 12.50% (HK\$4.08 million) will be applied to general working capital, including staff cost, professional fees, rental payments and other general administrative and operating expenses. A portion will be deployed towards the building on its existing Type 1 and Type 9 licences, particularly in the securities underwriting and placing business segment.

FUND RAISED DURING THE PAST 12 MONTHS

During the past twelve (12) months immediately preceding the date of this announcement, the Company has not raised any fund involving the issue of equity securities.

EFFECTS OF THE PLACING ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after completion of the Placing (assuming the maximum number of the Placing Shares having been placed and there being no other change in the issued share capital of the Company before the completion of the Placing) are set out below:

	As at the date of this announcement		Immediately after Completion	
	<i>Number of Shares</i>	<i>Approximate percentage of issued Shares</i>	<i>Number of Shares</i>	<i>Approximate percentage of issued Shares</i>
Substantial Shareholder				
JZ Investment Fund L. P. (<i>Note 1</i>)	440,000,000	29.34%	440,000,000	24.45%
Golden Power Group Limited (<i>Note 2</i>)	314,000,000	20.94%	314,000,000	17.45%
Cheer Hope Holdings Limited (<i>Note 3</i>)	194,960,000	12.99%	194,960,000	10.83%
Public Shareholders				
Placees	—	—	299,949,984	16.67%
Other public shareholders	<u>550,789,920</u>	<u>36.73%</u>	<u>550,789,920</u>	<u>30.60%</u>
Total	<u>1,499,749,920</u>	<u>100.00%</u>	<u>1,799,699,904</u>	<u>100.00%</u>

Notes:

1. JZ Investment Fund L.P., an exempted limited partnership governed by the board of its general partner, JZ International Ltd..

2. Golden Power Group Limited is wholly-owned by Orient Ruixin Limited, which is in turn wholly owned by Orient Ruiyi (Shanghai) Investment Management Co., Ltd., which is in turn wholly owned by Shanghai Orient Securities Capital Investment Co., Ltd., which is in turn wholly owned by Orient Securities Co., Ltd. (東方證券股份有限公司).
3. Cheer Hope Holdings Limited is wholly owned by CCBI Investments Limited, which is in turn wholly owned by CCB International (Holdings) Limited, which is in turn wholly owned by CCB Financial Holdings Limited, which is in turn wholly owned by CCB International Group Holdings Limited, which is in turn wholly owned by China Construction Bank Corporation, which is in turn owned as to 57.11% by Central Huijin Investment Ltd..

DEFINITIONS

In this announcement, following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company held on 22 May 2026
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday or public holiday in Hong Kong or any day on which a tropical cyclone warning no. 8 or above or a black rainstorm warning signal is issued in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on weekdays) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours and the Stock Exchange is open for business of dealing in securities throughout its normal trading hours
“Company”	OCI International 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: 329)
“Completion Date”	a date falling on the third Business Day following the fulfilment of the conditions set out in the Placing Agreement or such other date as may be agreed between the Company and the Placing Agent in writing
“connected person(s)”	has the meaning as ascribed thereto in the Listing Rules
“controlling shareholder(s)”	has the meaning as ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the AGM to allot, issue and deal with up to 299,949,984 Shares, being 20% of the issued share capital of the Company as the date of the AGM

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	a third party who is independent of the Company and its connected persons
“Listing Committee”	has the meaning ascribed thereto in the Listing Rules
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	the twenty-first calendar days commencing immediately after the date of the Placing Agreement, being 26 October 2026, or such later date as the Company and the Placing Agent may agree in writing
“Placees”	any individual(s), corporate, institutional investor(s) or other investor(s) procured and selected by the Placing Agent in its sole discretion to subscribe for any of the Placing Shares under and pursuant to the Placing Agreement
“Placing”	the placing by the Placing Agent, on a best effort basis, of up to 299,949,984 Placing Shares to be allotted and issued to the Placees pursuant to the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	KGI Asia Limited, a licensed corporation to carry on Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities for the purpose of the SFO
“Placing Agreement”	the conditional placing agreement dated 5 October 2026 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	the price of HK\$0.11 per Placing Share
“Placing Shares”	up to 299,949,984 new Shares to be allotted and issued by the Company pursuant to the terms and conditions of the Placing Agreement and each a “Placing Share”
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers as amended from time to time and administered by the Securities and Futures Commission in Hong Kong
“%”	per cent.

By Order of the Board
OCI International Holdings Limited
Jiao Shuge
Chairman

Hong Kong, 5 October 2026

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Jiao Shuge (*Chairman*)
Mr. Tang Nanjun (*Chief Executive Officer*)
Mr. Chu Cun Ming

Non-executive Directors:

Mr. Wu Guangze
Mr. Zhao Li
Ms. Guo Ting Ting

Independent non-executive Directors:

Mr. Chong Ka Yee
Mr. Tso Siu Lun Alan
Mr. Li Xindan
Mr. Guo Liangzhong