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德祥地產集團有限公司*

ITC PROPERTIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 199)

**ISSUE OF NEW SHARES TO A SUBSCRIBER
UNDER GENERAL MANDATE
AND
RESUMPTION OF TRADING**

The Subscriber

REYNOLD LEMKINS

瑞凱

The Financial Adviser

 **China Renaissance 华兴资本**

The Board is pleased to announce that on 24 November 2025 (before trading hours), the Company and the Subscriber entered into the Subscription Agreement pursuant to which the Company agreed to issue (pursuant to the General Mandate), and the Subscriber agreed to subscribe for, an aggregate of 100,800,000 Subscription Shares at the Subscription Price of HK\$0.7 per Subscription Share.

The Subscription Shares represent approximately 11.11% of the total number of Shares in issue as at the date of this announcement and approximately 10.00% of the total number of Shares in issue as enlarged by the allotment and issue of the Subscription Shares, assuming that there will be no changes in the issued share capital of the Company between the date of this announcement and the date of allotment and issue of the Subscription Shares.

The Subscription Price of HK\$0.7 per Subscription Share represents: (i) a discount of approximately 16.67% to the closing price of HK\$0.84 per Share as quoted on the Stock Exchange as at the Last Trading Day; and (ii) a discount of approximately 17.45% to the average closing price of HK\$0.848 per Share as quoted on the Stock Exchange for the last five consecutive trading days before the Last Trading Day. The Subscription Shares will be subject to a lock-up period of twelve (12) months from the Completion Date.

* For identification purpose only

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of the Subscriber and its ultimate beneficial owner is an Independent Third Party. The Company intends to use the net proceeds from the Subscription of approximately HK\$68.76 million for (i) strategic transformation and upgrading of the Group's traditional real estate business through integration into the Web3 ecosystem; (ii) investment in strategic projects and resources conducive to the core business development and capital structure optimization; (iii) expansion of strategic partnerships and geographical market coverage; and (iv) general working capital.

The Subscription is conditional upon, among other things, the granting of approval for the listing of, and permission to deal in, the Subscription Shares by the Listing Committee. Application will be made to the Listing Committee for the listing of, and permission to deal in, the Subscription Shares.

The Company applied to the Stock Exchange for trading halt of its Shares with effect from 9:00 a.m. on 24 November 2025 pending the publication of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares from 9:00 a.m. on 25 November 2025.

Shareholders and potential investors of the Company should note that Completion is subject to the fulfillment of the Conditions. As the Subscription may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

THE SUBSCRIPTION AGREEMENT

Date

24 November 2025 (before trading hours)

Parties

- (i) the Company; and
- (ii) the Subscriber.

The Subscriber

The Subscriber, namely, The Reynold Lemkins Group (Asia) Limited, is an investment holding company incorporated in Hong Kong in 2020. The ultimate beneficial owner of the Subscriber is Mr. Liu Haoran (“**Mr. Liu**”), who is an entrepreneur. Further details of Mr. Liu are set out in the section headed “Invitation for New Executive Director” below.

The Subscriber has professional experience and track record in seeking excess returns by leveraging its global scale and capabilities across public and private markets in equity fixed income, derivatives, alternatives and capital solutions. The Subscriber has been active in the Hong Kong capital markets, investing in several cornerstone and anchor of Hong Kong initial public offerings, as well as in the limited partnership of investment funds in Hong Kong, such as the Robotics SP of Greater Bay Area Development Fund Management Limited. The Subscriber is adept at driving long-term value through the strategic transformation and broader industrial-upgrade initiatives of its portfolio companies. The Subscriber possesses a wide range of social resources and network. It is the official partner of the Greenwich Economic Forum Hong Kong 2025 in collaboration with the Stock Exchange; the legacy partner of the Asian Family Legacy Foundation.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of the Subscriber and its ultimate beneficial owner, i.e. Mr. Liu, is an Independent Third Party, and that as at the date of this announcement, the Subscriber and Mr. Liu do not hold any Shares. Upon Completion, the Subscriber will hold, in aggregate, approximately 10.00% of the total number of issued Shares as enlarged by the Subscription Shares.

The Subscription

Pursuant to the Subscription Agreement, the Company agreed to issue (pursuant to the General Mandate), and the Subscriber agreed to subscribe for, the Subscription Shares at the Subscription Price (payable in full at Completion).

The Subscription Shares

The total number of Subscription Shares is 100,800,000 Shares, representing (i) approximately 11.11% of the existing issued Shares as at the date of this announcement; and (ii) approximately 10.00% of the issued Shares as enlarged by the issue of the Subscription Shares.

The aggregate nominal value of the Subscription Shares is HK\$1,008,000.

The Subscription Price

The Subscription Price of HK\$0.7 per Subscription Share represents:

- (i) a discount of approximately 16.67% to the closing price of HK\$0.84 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 17.45% to the average closing price of HK\$0.848 per Share quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the Last Trading Day.

The total Subscription Price in the sum of HK\$70.56 million is payable in cash by the Subscriber on Completion.

The Subscription Price was arrived at after arm's length negotiations between the Company and the Subscriber taking into account the prevailing market price of the Shares, the Group's historical performance and present financial position as well as current market conditions.

The Board (including all independent non-executive Directors) considers that the Subscription Price and the terms of the Subscription Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Ranking

The Subscription Shares will, when fully paid, rank *pari passu* in all respects with the existing issued Shares upon issuance.

Conditions

Completion of the Subscription is conditional upon the fulfillment (or waiver, as applicable) of the following Conditions:

- (i) the listing of and permission to deal in all of the Subscription Shares to be issued having been granted by the Listing Committee (either unconditionally or subject to condition(s), and, if subject to condition(s), such condition(s) having been fulfilled or (if required to be fulfilled after Completion) the Company being able to fulfil the same) and such permission not having been subsequently revoked or withdrawn;
- (ii) the Company having obtained (where applicable) all other necessary approvals of the relevant authorities, including but not limited to the Stock Exchange and Securities and Futures Commission, for the entry into and/or implementation of the Subscription Agreement and the transactions contemplated thereunder, whether pursuant to the Listing Rules, the Hong Kong Code on Takeovers and Mergers and/or other applicable laws and regulations, such approvals being without conditions, or if subject to conditions, the Company being able to comply with the same;
- (iii) the Company having obtained all necessary consents and approvals required under any financing documents entered into by the Group;
- (iv) the warranties given by the Company under the Subscription Agreement remaining true and accurate in all material respects and not misleading; and
- (v) the warranties given by the Subscriber under the Subscription Agreement remaining true and accurate in all material respects and not misleading.

The Subscriber may, without prejudice to any of its rights and remedies under the Subscription Agreement, at its discretion waive at any time the Condition set out in (iv). The Company may, without prejudice to any of its rights and remedies under the Subscription Agreement, at its discretion waive at any time the Condition set out in (v). The Conditions set out in (i) and (ii) cannot be waived by either party, and the Condition set out in (iii) can only be waived by the joint agreement of the parties in writing.

In the event that the Conditions set out in (i), (ii) and/or (iii) cannot be fulfilled (and, in respect of the Condition set out in (iii), not waived by the parties in writing) on or before 8 December 2025 (or such other date as agreed between the parties in writing) (the “**Fulfilment Date**”), the Subscription Agreement will be terminated forthwith and neither party shall have any claim against the other for costs, damages, compensation or otherwise. If the Condition set out in (iv) is not fulfilled on the Fulfilment Date or does not remain fulfilled as at Completion, the Subscriber shall have the right to terminate the Subscription Agreement by notice in writing to the Company, or if the Condition set out in (v) is not fulfilled on the Fulfilment Date or does not remain fulfilled as at Completion, the Company shall have the right to terminate the Subscription Agreement by notice in writing to the Subscriber, in each case without prejudice to any other right and remedies it may have arising from the breach of the other party of any provisions of the Subscription Agreement.

As at the date of this announcement, none of the Conditions set out in (i), (ii) and (iii) have been fulfilled, and the Company is not aware of any non-fulfilment of the Conditions set out in (iv) and (v).

Completion

Completion shall take place on the seventh (7th) Business Day immediately after the Company notifying the Subscriber that the Conditions set out in (i), (ii) and (unless waived) (iii) have been fulfilled.

The Subscriber has undertaken that it shall not, without the prior written consent of the Company, sell, transfer, dispose of, or otherwise deal in any of the Subscription Shares (or any interest therein) within a period of twelve (12) months from the Completion Date.

FINANCIAL ADVISER

The Company has appointed China Renaissance Securities (Hong Kong) Limited, a licensed corporation to conduct Types 1, 4 and 6 regulated activities under the SFO, as its financial adviser in respect of the Subscription.

INVITATION FOR NEW EXECUTIVE DIRECTOR

The Company has extended an invitation to Mr. Liu for his potential appointment as an executive Director upon Completion.

Mr. Liu has more than 10 years of experience in primary and public market investments, derivatives, alternatives and structured products trading, and corporate governance of listed companies. Mr. Liu is currently the chairman of The Reynold Lemkins Group (Asia) Limited (i.e. the Subscriber), responsible for overall asset allocation, development strategy, risk control, public and government relations. Since 2022, he has been leading the Reynold Lemkins Group to achieve significant investment returns and continue to deliver steady year-on-year cash returns.

Mr. Liu is also committed to realizing social value, and serves as 2025 Advisory Board member of Asian Family Legacy Foundation, a trusted enclave of over 450 globally Prestigious Families and Multi-generational Legacies based in Hong Kong; Member of Families Business Network (FBN), the world's largest and most influential alliance of 4,000 business families and enterprises worldwide with headquarter in Switzerland; and Donor of Food For Good, a premier Hong Kong-based food rescue and environmental conservation charity founded and initiated by, among others, Mrs. Regina Leung Tong Ching-ye.

The appointment of Mr. Liu as an executive Director has not been finalised and remains subject to further discussion and completion of the necessary procedures. Further announcement will be made by the Company as and when appropriate.

USE OF PROCEEDS

The gross proceeds and net proceeds (after deducting the professional fee and all related expenses to be borne by the Company) from the issue of the Subscription Shares will amount to approximately HK\$70.56 million and HK\$68.76 million, respectively. The Directors intend to use the net proceeds as follows:

- (i) approximately HK\$20.63 million, equivalent to approximately 30% of the net proceeds, to support the strategic transformation of the Group's traditional real estate business through its integration into Web 3.0 ecosystem. The proceeds are intended to be applied towards developing the Group's digital infrastructure, strengthening capabilities in blockchain technologies and digital asset management, and advancing the tokenization of underlying real estate assets as real-world assets (RWA). These initiatives are intended to facilitate the Group's transition into a technology-enabled real estate platform;
- (ii) approximately HK\$17.19 million, equivalent to approximately 25% of the net proceeds, for selective acquisitions or investments in enterprises and projects that are highly synergistic with the Group's strategic transformation. These include targets that can enhance the Group's capabilities in artificial intelligence, digitalization, blockchain, and other beneficiary areas, thereby strengthening the Group's long-term development. As at the date of this announcement, no acquisition or investment target has been identified yet;
- (iii) approximately HK\$17.19 million, equivalent to approximately 25% of the net proceeds, for the expansion of strategic partnerships and geographical market coverage. The Group plans to establish long-term strategic cooperation with leading Web 3.0 related companies and institutions as well as financial and industrial partners, building an integrated ecosystem network to strengthen transformation, collaboration and innovation. The proceeds will also support the Group's business development and market expansion in Hong Kong, Singapore, Middle East, North America, Pan-Asia and other key overseas markets, enhancing its international presence and competitiveness in both technology and capital markets; and
- (iv) approximately HK\$13.75 million, equivalent to approximately 20% of the net proceeds, for general working capital of the Group.

GENERAL MANDATE TO ISSUE SHARES

The issue of the Subscription Shares will not be subject to the approval of the Shareholders and the Subscription Shares will be allotted and issued under the General Mandate granted to the Directors pursuant to a resolution passed by the Shareholders at the annual general meeting of the Company held on 3 September 2025, which authorised the Directors to allot, issue and deal with up to 181,439,682 Shares (representing 20% of the total number of issued Shares as at such date). As at the date of this announcement, no part of the General Mandate has been utilised.

The Subscription Shares will utilise approximately 55.56% of the General Mandate.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Company is a company incorporated in Bermuda with limited liability. The Company is an investment holding company and the Group is principally engaged in development of, selling of and investment in properties in Macau, Hong Kong, the PRC and Canada; securities investments and provision of loan financing services.

The Directors consider that the Subscriber, renowned for its extensive capital markets expertise and industrial network, is poised to deliver multifaceted value to the Group through the following strategic initiatives:

- (i) **Capital Markets Expertise Driving Business Transformation:** The Subscriber possesses extensive capital markets experience and an international strategic vision, which will assist the Company in transforming and upgrading its traditional real estate business. This includes integration into the Hong Kong and global Web3.0 ecosystem, leveraging international policies and market advantages to broaden channels for project development, acquisitions, financing, and sales, thereby improving cash flow, optimizing capital and business structures, and enhancing capital and resource utilization efficiency.
- (ii) **Industry Networks Enabling Strategic Partnerships and Market Expansion:** The Subscriber has extensive industry resources, which will help the Company expand strategic cooperation with leading global Web3 institutions. This includes exploring the implementation of real-world asset (RWA) tokenization, fintech applications, decentralized trading and settlement, and the development of a Web3-based real estate ecosystem, positioning the Company as a gateway for Web3 integration in the real estate sector, achieving scale effects in Web3 + real estate, and enhancing overall asset returns.
- (iii) **Investment Expertise and Emerging Business Development:** The Subscriber brings professional investment expertise that will assist the Company in expanding its footprint in emerging investment areas and supporting local initiatives in innovation and technology incubation. This includes activating cooperation with governments, research platforms, and traditional financial institutions in major global economies, driving “Web3.0 + investment asset” tokenization initiatives, and enhancing the Company’s overall value and international influence.

- (iv) **Governance Enhancement and Strategic Oversight:** The Subscriber will be able to assist in identifying individual with professional experience and public reputation for appointment as Director, thereby improving the Company's corporate governance, enhancing the overall professional standard of the Board and achieving a constructive interaction between governance and strategic development.

In view of the above, the Directors (including the independent non-executive Directors) consider that the Subscription is on normal commercial terms, fair and reasonable and in the interests of the Company and its Shareholders as a whole.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activity in the past twelve-month period immediately preceding the date of this announcement.

APPLICATION FOR LISTING

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

EFFECTS OF THE SUBSCRIPTION ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company immediately before and upon Completion is summarised as follows:

Shareholders	Immediately before Completion		Upon Completion	
	Number of Shares held	Percentage of issued Shares (%)	Number of Shares held	Percentage of issued Shares (%)
Directors				
Mr. Cheung Hon Kit	48,800,000	5.37	48,800,000	4.84
Dr. Chan (<i>Note</i>)	528,948,012	58.31	528,948,012	52.48
Mr. Chan Yiu Lun, Alan	4,075,781	0.45	4,075,781	0.40
Ms. Chau Mei Wah	11,952,564	1.32	11,952,564	1.19
Hon. Shek Lai Him Abraham, <i>GBS, JP</i>	322,347	0.04	322,347	0.03
The Subscriber	—	—	100,800,000	10.00
Other public Shareholders	313,099,706	34.51	313,099,706	31.06
Total	907,198,410	100%	1,007,998,410	100%

Note: By virtue of Part XV of the SFO, Dr. Chan was interested in and deemed to be interested in a total of 528,948,012 Shares as follows: (i) he was the beneficial owner having personal interests in 191,588,814 Shares; (ii) he was deemed to have corporate interests in 76,186,279 Shares which were owned by the companies wholly owned by him; and (iii) he was deemed to have family interests in 261,172,919 Shares which were owned by the companies wholly owned by his spouse, Ms. Ng Yuen Lan, Macy.

Shareholders and potential investors of the Company should note that Completion is subject to the fulfillment of the Conditions. As the Subscription may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

RESUMPTION OF TRADING

The Company applied to the Stock Exchange for trading halt of its Shares with effect from 9:00 a.m. on 24 November 2025 pending the publication of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares from 9:00 a.m. on 25 November 2025.

DEFINITIONS

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

“Board”	the board of Directors
“Business Day(s)”	a day (excluding Saturdays and Sundays and any day on which “extreme conditions” is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“Company”	ITC Properties Group Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 199)
“Completion”	completion of the Subscription pursuant to the Subscription Agreement
“Completion Date”	the date on which Completion takes place
“Condition(s)”	the condition(s) precedent to Completion as set out in the section headed “Subscription Agreement – conditions” above
“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules

“Director(s)”	the director(s) of the Company
“Dr. Chan”	Dr. Chan Kwok Keung, Charles, a Director and a substantial shareholder (as defined in the Listing Rules) of the Company
“General Mandate”	the general mandate granted to the Directors pursuant to a resolution passed by the Shareholders at the annual general meeting of the Company held on 3 September 2025, which authorised the Directors to allot, issue and deal with up to 181,439,682 Shares (representing 20% of the total number of issued Shares as at such date)
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected person(s)
“Last Trading Day”	21 November 2025, being the last trading day pending release of this announcement
“Listing Committee”	shall have the meaning as defined in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“PRC”	The People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau and Taiwan
“SFO”	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 issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscriber”	The Reynold Lemkins Group (Asia) Limited, a company incorporated in Hong Kong with limited liability and an Independent Third Party
“Subscription”	the subscription of the Subscription Shares by the Subscriber at the Subscription Price pursuant to the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 24 November 2025 entered into between the Company and the Subscriber in relation to the Subscription
“Subscription Price”	HK\$70,560,000 (i.e. HK\$0.7 per Subscription Share)
“Subscription Shares”	the 100,800,000 new and fully paid Shares to be subscribed by the Subscriber at the Subscription Price under the Subscription Agreement
“%”	per cent.

By order of the Board
ITC Properties Group Limited
Cheung Hon Kit
Chairman

Hong Kong, 25 November 2025

As at the date of this announcement, the Directors are as follows:

Executive Directors:

Mr. Cheung Hon Kit (*Chairman*), Dr. Chan Kwok Keung, Charles (*Joint Vice Chairman*), Mr. Chan Yiu Lun, Alan, Mr. Law Hon Wa, William (*Chief Financial Officer*)

Non-executive Director:

Ms. Chau Mei Wah

Independent Non-executive Directors:

Hon. Shek Lai Him, Abraham, *GBS, JP* (*Joint Vice Chairman*), Mr. Ip Hon Wah, Mr. Pang, Anthony Ming-tung

In case of any inconsistency, the English version of this announcement shall prevail over the Chinese version.