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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)**

## **VOLUNTARY ANNOUNCEMENT**

### **FRAMEWORK AGREEMENT WITH ZHONGMIAO HOLDINGS (QINGDAO) CO., LTD. AND ACQUISITION OF SHARES IN ZHONGMIAO HOLDINGS (QINGDAO) CO., LTD.**

#### **PREAMBLE**

The board of directors (the “**Board**”) of ITC Properties Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that the Group has entered into a framework agreement (the “**Agreement**”) with Zhongmiao Holdings (Qingdao) Co., Ltd. (“**Zhongmiao Holdings**”) and has acquired in the open market an aggregate of 525,100 shares in Zhongmiao Holdings (the “**Share Acquisition**”), with a view to establishing a long-term strategic cooperative relationship.

#### **THE AGREEMENT**

Pursuant to the Agreement, the parties will jointly explore innovative business models of “Physical Asset Supply + Digital Financial Safeguard” through resource integration and technological synergy, and collaborate on areas including the tokenization of real-world assets (“**RWA**”), digital asset risk management, and cross-border asset distribution.

Based on the cooperation principles set out in the Agreement, the Group and Zhongmiao Holdings will leverage the Group’s strengths in global real estate resources and Zhongmiao Holdings’ professional capabilities in digital risk management and insurance technology to pursue strategic cooperation in the following areas (including but not limited to):

##### **(i) Security in Web3 and Digital Assets Management**

Relying on Zhongmiao Holdings’ professional capabilities on the aspects of insurance technology and risk management, combining with its experience in technologies like artificial intelligence and big data, the Group and Zhongmiao Holdings will explore to establish a system targeting on risk hedging of digital assets, credit enhancement and compliance risk management, in order to strengthen the stability of related asset structures and enhance the confidence of investors, promoting the standardization of Web3 and digital finance with high-quality development.

*\* For identification purpose only*

(ii) Support on Cross-border Assets Distribution and Digital Insurance Solutions

Leveraging on Zhongmiao Holdings' advantages in the fields of fintech and digital risk management, as well as the advantages of the Group in the integration of overseas resources and market networks, the Group and Zhongmiao Holdings will explore a cooperation model by combining cross-border assets distribution in compliance with applicable laws and regulations and digital insurance solutions, safeguarding cross-border assets.

## THE SHARE ACQUISITION

As at the date of this announcement, the Group has acquired in the open market an aggregate of 525,100 shares in, representing approximately 0.37% of the total number of issued shares of, Zhongmiao Holdings at a total consideration of approximately HK\$10.0 million (excluding transaction costs) and equivalent to an average price of approximately HK\$19.00 per share.

## INFORMATION ON ZHONGMIAO HOLDINGS

Zhongmiao Holdings is a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 1471). As a leading digital insurance service and risk management platform, Zhongmiao Holdings adopts a dual-pronged model of “insurance distribution + fintech” leveraging its own digital capabilities to provide users with end-to-end technical and risk management services. Against the backdrop of rapid development in Web3 and digital finance, Zhongmiao Holdings is actively expanding its services for risk hedging and credit enhancement across the entire asset lifecycle.

## REASONS FOR AND BENEFITS OF THE ENTERING INTO OF THE AGREEMENT AND THE SHARE ACQUISITION

The Company considers that the entering into of the Agreement aligns with the Group's long-term development strategy of promoting asset management and business model innovation. By partnering with a collaborator possessing insurance technology and digital risk management capabilities, the Group can, under compliant premises, explore the tokenization of real-world assets and related application scenarios. This is conducive to enhancing asset management efficiency and potential liquidity, and is expected to create long-term value for the Company and its shareholders.

The Agreement constitutes a framework arrangement for strategic cooperation, aiming to establish the direction and principles of collaboration between the parties, and does not constitute any specific transaction or investment commitment. The terms and implementation arrangements for specific cooperation projects will be subject to separate legally binding agreements to be entered into by the parties.

Also, the Share Acquisition is in line with the strategic cooperation between the Group and Zhongmiao Holdings.

The transactions contemplated under the Agreement and the Share Acquisition do not constitute any connected transaction of the Company under Chapter 14A nor any notifiable transaction of the Company under Chapter 14 both of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

**This announcement is made by the Company on a voluntary basis. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 6 February 2026

As at the date of this announcement, the directors of the Company 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*), Mr. Wu Yao

*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, Mr. Chan Chun Hung, Vincent

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