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新華聯合投資有限公司

CHINA UNITED VENTURE INVESTMENT LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8159)

(I) COMPLETION OF THE FIRST SUBSCRIPTION AGREEMENT AND THE SECOND SUBSCRIPTION AGREEMENT AND (II) LAPSE OF THE THIRD SUBSCRIPTION AGREEMENT IN RELATION TO SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcements issued by China United Venture Investment Limited (the “**Company**”) dated 30 September 2025 (the “**Subscription Announcement**”) and 31 December 2025 (together, the “**Announcements**”) in relation to the subscription of new shares under the General Mandate. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE FIRST SUBSCRIPTION AGREEMENT AND THE SECOND SUBSCRIPTION AGREEMENT

The Board is pleased to announce that on 30 January 2026 (after trading hours), all the Conditions Precedent under the First Subscription Agreement and the Second Subscription Agreement have been fulfilled. Consequently, the transactions contemplated under the First Subscription Agreement and the Second Subscription Agreement were completed on 30 January 2026 (the “**Completion**”).

Additional Information

Pursuant to the Second Subscription Agreement, the Company conditionally agreed to allot and issue to the Second Subscriber (or its nominee, which will be a company wholly-owned or ultimately beneficially controlled by the Second Subscriber), and the Second Subscriber conditionally agreed to subscribe for 30,000,000 Second Subscription Shares at the Subscription Price.

The subscription amount payable by the Second Subscriber under the Second Subscription Agreement shall be satisfied by cash payment of HK\$2,400,000 at completion of the Second Subscription Agreement.

At Completion, the Company issued and allotted to Second Subscription Shares to China Digital Development Group Limited, a company wholly-owned by the Second Subscriber.

LAPSE OF THE THIRD SUBSCRIPTION AGREEMENT

Pursuant to the Third Subscription Agreement, completion of the Third Subscription is subject to the fulfilment of the conditions precedent under the Third Subscription Agreement. In the event that not all the conditions have been fulfilled on or before the Long Stop Date, the Third Subscription Agreement shall terminate and none of the parties to the Third Subscription Agreement shall have any claim or liability or obligation to the other party save in respect of any antecedent breach. As certain condition(s) of the Third Subscription have not been fulfilled by the Long Stop Date and the parties to the Third Subscription Agreement have not agreed on any further extension of the Long Stop Date, the Third Subscription Agreement lapsed on 31 January 2026 accordingly.

For the avoidance of doubt, as disclosed in the Subscription Announcement, completion of each of the Subscription Agreements is not inter-conditional upon each other, and therefore, the lapse of the Third Subscription Agreement does not affect the completion of the First Subscription Agreement and the Second Subscription Agreement.

FINANCIAL EFFECT OF THE SUBSCRIPTION AND USE OF PROCEED

Following (i) the completion of the First Subscription Agreement and the Second Subscription Agreement, and (ii) the lapse of the Third Subscription Agreement, an amount of HK\$5,664,000 of the China Success Payables owing by the Company have been capitalized and settled. The gross proceeds and net proceeds raised by the Company are HK\$2,400,000 and approximately HK\$2,000,000 respectively. Such Net Proceeds shall be applied for the Group's general working capital purpose.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before the Completion; and (ii) immediately upon the Completion are set out below:

Shareholders	Immediately before the Completion		Immediately upon the Completion	
	No. of Shares	%	No. of Shares	%
Mr. Wang Li Feng ("Mr. Wang") (Note 1)	52,595,000	7.47%	52,595,000	6.53%
PT Design Group Holdings Limited ("PT Design") (Note 2)	355,620,000	50.51%	355,620,000	44.19%
Wise Thinker Holdings Limited ("Wise Thinker") (Note 1 & 2)	355,620,000	50.51%	355,620,000	44.19%
Modern Wealth Assets Limited	74,403,000	10.57%	74,403,000	9.24%
The First Subscriber	–	–	70,800,000	8.80%
The Second Subscriber	–	–	30,000,000	3.73%
Other public Shareholders	221,382,000	31.45%	221,382,000	27.51%
Total	<u>704,000,000</u>	<u>100%</u>	<u>804,800,000</u>	<u>100%</u>

Note:

- Mr. Wang owns 52,595,000 shares as beneficial owner. Mr. Wang wholly owns Wise Thinker. By virtue of the SFO, Mr. Wang is deemed to be interested in the 355,620,000 shares held by Wise Thinker.
- Wise Thinker controls 63.28% of the voting rights in PT Design. By virtue of the SFO, Wise Thinker is deemed to be interested in the 355,620,000 shares held by PT Design.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By order of the Board
CHINA UNITED VENTURE INVESTMENT LIMITED
Wang Li Feng
Chairman and Non-Executive Director

Hong Kong, 31 January 2026

As at the date of this announcement, the executive Director is Mr. Fan Xiaoling; the non-executive Director is Mr. Wang Li Feng (Chairman); and the independent non-executive Directors are Dr. Yan Ka Shing (Lead Independent Director), Mr. Zhang De An, Ms. Lo Choi Ha and Ms. Yeung Sum.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange website at <http://www.hkexnews.hk> for at least 7 days from the date of its publication and on the website of the Company at www.glorymark.com.tw/hk/investor.htm. In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.