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CSI PROPERTIES LIMITED
資本策略地產有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 497)

(Warrant code: 2612)

DISCLOSEABLE TRANSACTION
DISPOSAL OF INVESTMENT

THE DISPOSAL

The Board hereby announces that on 15 May 2026 (after trading hours), the Seller (an indirect wholly-owned subsidiary of the Company) entered into the Sale and Purchase Agreement with the Purchasers, pursuant to which (i) the Seller has conditionally agreed to sell, and the Purchasers have conditionally agreed to purchase, the Sale Shares, representing 49.9% of the issued share capital of the Target Company; and (ii) the Seller has conditionally agreed to assign to the Purchasers the Sale Shareholder Loans, for an aggregate Consideration of AU\$29,940,000 (equivalent to approximately HK\$170,658,000) (subject to adjustment as described below).

Upon Completion, the Seller's shareholding in the Target Company will be reduced from 56.06% to 6.16%.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the Listing Rules) calculated under Rule 14.07 of the Listing Rules in respect of the Disposal exceeds 5% but all are less than 25%, the Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but is exempt from the circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

* For identification purpose only

INTRODUCTION

The Board hereby announces that on 15 May 2026 (after trading hours), the Seller (an indirect wholly-owned subsidiary of the Company) entered into the Sale and Purchase Agreement with the Purchasers, pursuant to which (i) the Seller has conditionally agreed to sell, and the Purchasers have conditionally agreed to purchase, the Sale Shares, representing 49.9% of the issued share capital of the Target Company; and (ii) the Seller has conditionally agreed to assign to the Purchasers the Sale Shareholder Loans, for an aggregate Consideration of AU\$29,940,000 (equivalent to approximately HK\$170,658,000) (subject to adjustment as described below).

As at the date of this announcement, the Seller held 56.06% of the issued share capital of the Target Company. Upon Completion, the Seller's shareholding in the Target Company will be reduced from 56.06% to 6.16%. The Target Company is not a subsidiary of the Company as at the date of this announcement and both immediately before and after Completion. Accordingly, the financial results, assets and liabilities of the Target Company are currently not, and will following Completion continue not to be, consolidated into the accounts of the Group.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are set out below:

Date:	15 May 2026 (after trading hours)
Parties:	(i) the Seller, an indirect wholly-owned subsidiary of the Company; (ii) AIP Aggregator; and (iii) AIP Amber. (AIP Aggregator and AIP Amber are collectively referred to as the “Purchasers”)
Subject matter of the Disposal:	The Seller has conditionally agreed to sell, and the Purchasers have conditionally agreed to purchase, the Sale Shares, comprising 4,990 ordinary shares of the Target Company. The Sale Shares represent 49.9% of the entire issued share capital of the Target Company.

Sale Shareholder Loans:	In connection with the sale and purchase of the Sale Shares, the Seller has also conditionally agreed to assign to the Purchasers all of the Seller's rights, title, interest and benefits in and to the Sale Shareholder Loans, pursuant to the Deed of Assignment to be entered into at Completion.
Consideration and payment terms:	The aggregate Consideration for the Disposal is AU\$29,940,000 (equivalent to approximately HK\$170,658,000), subject to adjustment as described below. The Purchasers shall pay the full amount of the Consideration to the Seller by bank transfer at Completion. The Consideration is subject to a downward adjustment by an amount equal to the sum of all distributions in respect of the Sale Shares paid or made after 31 December 2025 through (and including) the Completion Date. As at the date of this announcement, no distributions have been declared or paid after 31 December 2025.
Conditions precedent:	Completion is conditional upon the satisfaction (or waiver, as the case may be) of the following conditions (the “Condition(s)”): (i) either (a) the Purchasers having received written notice under the Foreign Acquisitions and Takeovers Act 1975 (Cth) of Australia (“FATA”) by, or on behalf of, the Treasurer of the Commonwealth of Australia (the “Treasurer”) stating that, or to the effect that, the Commonwealth Government does not object to the acquisition of the Sale Shares by the Purchasers (either without conditions or on conditions that are acceptable to the Purchasers acting reasonably, save for any customary tax conditions imposed by the Treasurer); or (b) following notice of the proposed acquisition of the Sale Shares being given by or on behalf of the Purchasers to the Treasurer under the FATA, the Treasurer becoming precluded from making an order under Division 2 of Part 3 of the FATA in relation to the proposed acquisition of the Sale Shares by the Purchasers;

- (ii) (a) the written consent from each of the Other Shareholders to the transfer of the Sale Shares and the assignment of the Sale Shareholder Loans by the Seller to the Purchasers pursuant to the Sale and Purchase Agreement; and (b) the waiver from each of the Other Shareholders of any pre-emption rights, right of first refusal, tag along rights and/or any other rights it may have, whether arising under the constitutional documents of the Target Company, the existing shareholders' agreement in respect of the Target Company or otherwise, in respect of the Disposal, in each case remaining valid and not having been revoked;
- (iii) (a) the trustee of the underlying trust invested by the Target Company; and (b) the trustee of the other unitholders of the underlying trust having provided its written consent to the transfer of the Sale Shares by the Seller to the Purchasers pursuant to the Sale and Purchase Agreement, and such consents remaining valid and not having been revoked;
- (iv) (a) the written consent from the Commonwealth Bank of Australia to the transfer of the Sale Shares and the assignment of the Sale Shareholder Loans by the Seller to the Purchasers pursuant to the Sale and Purchase Agreement; and (b) the waiver from the Commonwealth Bank of Australia of all the rights and remedies it may have under a facility agreement and a general security agreement as a result of the Disposal, in each case remaining valid and not having been revoked; and
- (v) certain representations and warranties given by the Seller under the Sale and Purchase Agreement which are qualified by reference to "material" being true and accurate in all respects and not misleading and all other relevant representations and warranties given by the Seller being true and accurate in all material respects and not misleading.

The Purchasers may waive in whole or in part all or any of the Conditions.

If (a) any of the Conditions (other than Condition (v) above) is not fulfilled or waived on or before the long stop date; or (b) Condition (v) above is not fulfilled or waived on the date of satisfaction or waiver of the last of the other Conditions (or having been so fulfilled, does not continue to be true up to Completion (unless waived)), the Purchasers shall be entitled to terminate the Sale and Purchase Agreement.

The long stop date is the date falling 3 months after the date of the Sale and Purchase Agreement, which may be extended by either party by a further 3 months (subject to certain conditions as set out in the Sale and Purchase Agreement), or such other date as the parties may agree in writing. As at the date of this announcement, none of the Conditions have been satisfied or waived.

Completion: Completion shall take place on the Completion Date. Upon Completion, among other things:

- (i) the Sale Shares will be transferred from the Seller to the Purchasers; and
- (ii) the Sale Shareholder Loans will be assigned from the Seller to the Purchasers pursuant to the Deed of Assignment.

Immediately after Completion, the Seller will hold 6.16% of the issued share capital of the Target Company and the Purchasers will hold 49.9% of the issued share capital of the Target Company in aggregate.

BASIS OF THE CONSIDERATION

The Consideration was determined after arm's length negotiations between the Seller and the Purchaser on normal commercial terms, after taking into account, among others:

- (i) the historical paid-up capital contributed by the Seller in respect of the Sale Shares;
- (ii) the outstanding principal amount of the Sale Shareholder Loans;
- (iii) performance of the underlying Properties as well as the overall Brisbane office market;
- (iv) recent comparable transactions in the Brisbane office market, and the implied capitalisation rates; and
- (v) other factors as set out in the paragraph headed "Reasons for and Benefits of the Disposal" below.

INFORMATION OF THE TARGET COMPANY

The Target Company is a company incorporated in the British Virgin Islands with limited liability in March 2019. It is principally engaged in investment holding and its principal business activity is its investment in the Properties through the holding of a majority stake of units in certain unit trusts. As at the date of this announcement, the Seller held 56.06% of the issued share capital of the Target Company.

Set out below is the financial information of the Target Company for the financial years ended 31 December 2025 and 31 December 2024 as extracted from the unaudited financial statements of the Target Company prepared in accordance with the Hong Kong Financial Reporting Standards:

	For the financial year ended 31 December 2025 HK\$	For the financial year ended 31 December 2024 HK\$
Revenue	Nil	Nil
Net profit/(loss) before tax	Nil	Nil
Net profit/(loss) after tax	Nil	Nil
	As at 31 December 2025 HK\$	As at 31 December 2024 HK\$
Total assets	429,758,450.26	429,758,450.26
Total liabilities	429,680,015.46	429,680,015.46
Net assets	78,434.80	78,434.80

As at 31 March 2026, based on the unaudited financial statements of the Target Company, the net asset value of the Target Company was approximately HK\$78,434.80.

FINANCIAL EFFECTS AND USE OF PROCEEDS OF THE DISPOSAL

As at the date of this announcement, the Seller held 56.06% of the issued share capital of the Target Company. Upon Completion, the Seller's shareholding in the Target Company will be reduced from 56.06% to 6.16%. The Target Company is not a subsidiary of the Company as at the date of this announcement and both immediately before and after Completion. Accordingly, the financial results, assets and liabilities of the Target Company are currently not, and will following Completion continue not to be, consolidated into the accounts of the Group.

As a result of the Disposal, the Group is expected to recognise an aggregate loss of approximately HK\$3,665,000, which is estimated with reference to the difference between the Consideration of AU\$29,940,000 (equivalent to approximately HK\$170,658,000) receivable by the Group and the aggregate carrying value of the Sale Shares and Sale Shareholder Loans of approximately HK\$174,323,000 as at 31 March 2026.

Shareholders and potential investors should note that the above figure is for illustrative purposes only. The actual amount of gain or loss as a result of the Disposal to be recorded by the Group will be subject to review and final audit by the auditor of the Group. The Group expects to receive net proceeds of approximately AU\$29,933,000 (equivalent to approximately HK\$170,618,000) from the Disposal (after deducting the relevant transaction costs). The Group currently intends to use the proceeds from the Disposal as general working capital.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group's interest in the Target Company, which indirectly holds the Properties (comprising office buildings completed in 1976 and 1982) in Brisbane, Australia, represents a non-core investment outside the Group's principal markets. The Board has been monitoring the performance of the investment and the conditions of the Australian commercial property market on an ongoing basis. The Board notes that recently the Australian office market has been facing headwinds. The Board also notes that elevated interest rates, persistent inflationary pressures and uncertainties in the global economic outlook continue to weigh on the prospects of the Australian commercial property market. Accordingly, the Board is not optimistic about the near-to-medium term prospects of the Australian commercial property market and the outlook for the value of the investment in the Target Company, particularly given the profile and positioning of the Properties and the competitive dynamics of the Brisbane office market.

While the Disposal is expected to be completed at a discount to the Group's historical net investment cost and the Group is expected to record a loss from the Disposal, the Board considers that the Disposal nonetheless represents a timely opportunity for the Group to realise its investment in the Target Company and to crystallise value at the current prevailing market conditions, thereby avoiding the risk of further deterioration in value.

The net proceeds from the Disposal will strengthen the Group's cash position and provide the Group with additional financial flexibility to deploy capital towards general working capital or other investment/business opportunities.

In view of the above, the Directors considered that the terms of the Sale and Purchase Agreement and the Disposal are on normal commercial terms and fair and reasonable and in the interests of the Company and its Shareholders as a whole.

INFORMATION OF THE GROUP AND THE SELLER

The Group is principally engaged in the business of property development and investment, and securities investment.

The Seller is a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company. The Seller is principally engaged in investment holding.

INFORMATION OF THE PURCHASER

Each of AIP Aggregator and AIP Amber is a company incorporated in Singapore with limited liability, principally engaged in investment holding, and operates as an investment fund managed by Aquilius.

Aquilius is a Singapore-based asset management firm specialising in secondary investments across private equity and real estate markets in the Asia-Pacific region, with substantial assets under management on behalf of global institutional investors.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Purchasers and Aquilius are Independent Third Parties.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the Listing Rules) calculated under Rule 14.07 of the Listing Rules in respect of the Disposal exceeds 5% but all are less than 25%, the Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but is exempt from the circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings when used herein:

“AIP Aggregator”	AIP SFII Aggregator Pte. Ltd., a company incorporated in Singapore with limited liability;
“AIP Amber”	AIP Amber I Holdco Pte. Ltd., a company incorporated in Singapore with limited liability;
“Aquilius”	Aquilius Investment Partners Pte Ltd, a company incorporated in Singapore with limited liability;
“AU\$”	Australian dollars, the lawful currency of Australia;
“Board”	the board of Directors;

“Business Day”	a day (other than a Saturday or Sunday or a public holiday) when commercial banks are open for ordinary banking business in the British Virgin Islands, Hong Kong and Singapore
“Company”	CSI Properties Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 497);
“Completion”	completion of the Disposal in accordance with the terms and conditions of the Sale and Purchase Agreement and the Deed of Assignment;
“Completion Date”	the date falling 5 Business Days after (and excluding) the day on which the last of the Conditions has been satisfied or waived in accordance with the Sale and Purchase Agreement, or such other date as the parties may agree in writing;
“Consideration”	the aggregate consideration of AU\$29,940,000 (equivalent to approximately HK\$170,658,000), subject to adjustment, payable by the Purchasers to the Seller for the Sale Shares and the Sale Shareholder Loans pursuant to the Sale and Purchase Agreement;
“Deed of Assignment”	the deed of assignment to be entered into on the Completion Date amongst the Seller, the Purchasers and the Target Company in relation to the assignment of the Sale Shareholder Loans;
“Director(s)”	the director(s) of the Company;
“Disposal”	the disposal of the Sale Shares and the assignment of the Sale Shareholder Loans by the Seller to the Purchasers pursuant to the Sale and Purchase Agreement and the Deed of Assignment;
“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)”	third party(ies) which is/are independent of the Company and its connected persons (as defined in the Listing Rules);
“Listing Rules”	the rules governing the listing of securities on the Stock Exchange;
“Other Shareholders”	the existing shareholders of the Target Company as of the date of the Sale and Purchase Agreement other than the Seller;
“Properties”	two properties, comprising of approximately 35,649 square meters of net lettable office space and 157 car bays on a site of approximately 2,544 square meters in aggregate, located at 239 George Street and 15 Adelaide Street, Brisbane, Queensland, Australia;
“Purchasers”	AIP Aggregator and AIP Amber;
“Sale and Purchase Agreement”	the share sale and purchase agreement dated 15 May 2026 entered into among the Seller, AIP Aggregator and AIP Amber in relation to, amongst other things, the sale and purchase of the Sale Shares and the assignment of the Sale Shareholder Loans;
“Sale Shareholder Loans”	the interest-free shareholder loans in the aggregate principal amount of AU\$39,005,307 owed by the Target Company to the Seller, to be assigned to the Purchasers pursuant to the Deed of Assignment;
“Sale Shares”	4,990 ordinary shares of the Target Company, representing 49.9% of the entire issued share capital of the Target Company;
“Seller”	Trade Sector Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company;
“Share(s)”	ordinary share(s) in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary”	any entity within the meaning of the term “subsidiary” as defined in the Listing Rules and the term “subsidiaries” shall be construed accordingly;
“Target Company”	Action Soar Investments Limited, a company incorporated in the British Virgin Islands with limited liability; and
“%”	per cent.

By Order of the Board
CSI Properties Limited
Tang Wallace
Company Secretary

Hong Kong, 15 May 2026

For the purposes of this announcement, the exchange rate of AU\$1.00 = HK\$5.70 has been used for currency translation, where applicable. Such an exchange rate is for illustrative purposes and does not constitute representations that any amount in AU\$ or HK\$ has been, could have been or may be converted at such a rate.

As at the date of this announcement, the executive Directors are Mr. Chung Cho Yee, Mico (Chairman), Mr. Kan Sze Man, Mr. Chow Hou Man, Mr. Ho Lok Fai, Mr. Leung King Yin, Kevin, Ms. Chung Yuen Tung, Jasmine and Mr. Yip Chai Tuck; the non-executive Director is Mr. Lo Hing Hung (with Mr. Ip Ho Wang as his alternate); and the independent non-executive Directors are Mr. Shek Lai Him, Abraham, GBS, JP, Dr. Lo Wing Yan, William, JP, Mr. Chak Hubert and Mr. Yip Ka Kay.