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Zhong Jia Guo Xin Holdings Company Limited

中加國信控股股份有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

**SUPPLEMENTAL ANNOUNCEMENT
VERY SUBSTANTIAL ACQUISITION
IN RELATION TO ACQUISITION OF REFUND PROPERTIES**

References are made to the announcements of the Company dated 28 February 2017, 23 August 2024, 6 December 2024 and 10 April 2025 regarding the very substantial acquisition in relation to, among others, acquisition of refund properties (collectively, the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise specified herein.

As disclosed in the Announcements, the Group entered into the 2017 Agreement on 28 February 2017 to purchase certain property located at Beijing Convention and Exhibition International Port (Exhibition Centre Ancillary Facilities) Project (Phase III)* (北京會展國際港展館配套設施項目第三期), i.e. the Beijing Property. Due to the financial difficulties faced by various property developers in the PRC during the year of 2024, the Group concerned that the financial situation of the Vendor may have deteriorated and unable to complete the Beijing Properties. In order to protect the interests of the Company and its shareholders as far as possible, the Group has promptly met and negotiated with the Vendor. The Vendor indicated that there may be difficulties in completing and delivering the Beijing Properties in accordance with the previously agreed original schedule. After series of negotiations, the Vendor proposed to refund the Deposit by way of transferring the Refund Properties, which initially comprise 10 properties of office premises and retail shops and 106 car parking spaces in Beijing, to the Group and pay an additional compensation of RMB8,000,000 in cash, i.e. the Refund Package. Given the uncertainties and risks involved and in order to recover from the Vendor as far as possible, the Group accepted the Refund Package.

As part of the Refund Package, on 24 March 2025, the Purchaser and the Vendor entered into the Agreement E and the Agreement F, pursuant to which the Purchaser has agreed to accept and the Vendor has agreed to transfer, Property E and Property F, in accordance with the terms and conditions of the Agreement E and the Agreement F respectively. Completion of the Agreement E and the Agreement F, has taken place on 23 April 2025

The parties to the Refund Package, the Agreement E and the Agreement F are the Vendor and the Purchaser. To the best of the Directors' knowledge, information and belief and having made all reasonable enquires, the Vendor and its ultimate beneficial owner were Independent Third Parties.

The principal terms of the Agreement E and the Agreement F are set out below:

Agreement E

Date

24 March 2025

Property to be acquired

Property E, i.e. Unit 3, 1st Floor of Building 1, No. 45 Yu'an Road, Shunyi District, Beijing, PRC* (北京市順義區裕安路45號院1號樓1層3號).[^]

[^]Note(1):

On 23 April 2025, the Vendor and the Purchaser entered into a supplemental agreement in relation to Agreement E to clarify the divergence of the Refund Package and Agreement E ("Supplemental Agreement E"), the address of Property E was temporarily assigned as No. 102 on the 1st Floor of Building 1, No. 16 Yufeng Road, Shunyi District, Beijing, PRC(Phase III) (北京市順義區裕豐路16號院1號樓1層102(三期)), as the part of the Refund Propertie, during the construction phase. After passing the construction completion acceptance and obtaining the presale permit for finished housing* (現房銷售許可證), due to factors such as the building's main entrance orientation in relation to municipal roads, the actual address of Property E as stated on the Agreement E is officially approved by the Place-Name Management Office of Shunyi Branch, Beijing Public Security Bureau*(北京市公安局順義分局地名管理辦公室) as Unit 3, 1st Floor of Building 1, No. 45 Yu'an Road, Shunyi District, Beijing, PRC* (北京市順義區裕安路45號院1號樓1層3號). The property's geographical location, actual construction area, layout structure, and housing nature remain unchanged from the original designation.*

Consideration and payment terms

The Consideration E for Property E was RMB 42,043,310 and was deemed to have been paid by the Purchaser to the Vendor by way of setting off part of the Deposit.

The Consideration E was determined after arm's length negotiations between the Parties on normal commercial terms with reference to, among other things, (i) the prevailing market prices of properties of similar nature available in the localities; and (ii) the PRC property market sentiment at the material time.

Completion

Completion has taken place on 23 April 2025, being the date on which the immovable property ownership certificate was issued to the Purchaser. (see Appendix I – Real Property Ownership Certificate)

Agreement F

Date

24 March 2025

Property to be acquired

Property F, i.e. Unit 4 on the 1st Floor of Building 1, No. 45 Yu'an Road, Shunyi District, Beijing, PRC* (北京市順義區裕安路45號院1號樓1層4號)^.

[^]Note(2):

*On 23 April 2025, the Vendor and the Purchaser entered into a supplemental agreement in relation to Agreement F to clarify the divergence of the Refund Package and Agreement F (“**Supplemental Agreement F**”), the address of Property F was temporarily assigned as No. 104 on the 1st Floor of Building 1, No. 16 Yufeng Road, Shunyi District, Beijing, PRC(Phase III)* (北京市順義區裕豐路16號院1號樓1層104(三期)), as the part of the Refund Propertie, during the construction phase. After passing the construction completion acceptance and obtaining the presale permit for finished housing* (現房銷售許可證), due to factors such as the building's main entrance orientation in relation to municipal roads, the actual address of Property F as stated on the Agreement F is officially approved by the Place-Name Management Office of Shunyi Branch, Beijing Public Security Bureau*(北京市公安局順義分局地名管理辦公室) as Unit 4 on the 1st Floor of Building 1, No. 45 Yu'an Road, Shunyi District, Beijing, PRC* (北京市順義區裕安路45號院1號樓1層4號). The property's geographical location, actual construction area, layout structure, and housing nature remain unchanged from the original designation.*

Consideration and payment terms

The Consideration F for Property F was RMB 38,439,310 and was deemed to have been paid by the Purchaser to the Vendor by way of setting off part of the Deposit.

The Consideration F was determined after arm's length negotiations between the Parties on normal commercial terms with reference to, among other things, (i) the prevailing market prices of properties of similar nature available in the localities; and (ii) the PRC property market sentiment at the material time.

Completion

Completion has taken place on 23 April 2025, being the date on which the immovable property ownership certificate was issued to the Purchaser. (see Appendix I – Real Property Ownership Certificate)

Up to the date of this announcement, the Group has received 6 properties (i.e. Property A, Property B, Property C, Property D, Property E, and Property F), and the other 4 properties and 106 car parking spaces were still pending to be delivered to the Group.

Completion of each Remaining Refund Properties will take place upon the immovable property ownership certificate of the relevant property is issued to the Purchaser.

Further announcement will be made by the Company if the Group has completed acquiring any of the Remaining Refund Properties.

DEFINITIONS

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

“Agreement E”	the sale and purchase agreement dated 24 March 2025 entered into between the Purchaser and the Vendor in relation to the acquisition of Property E (as supplemented by the Supplemental Agreement E)
“Agreement F”	the sale and purchase agreement dated 24 March 2025 entered into between the Purchaser and the Vendor in relation to the acquisition of Property F (as supplemented by the Supplemental Agreement F)
“Consideration E”	the consideration payable by the Purchaser to the Vendor for the Acquisitions in accordance with the terms and conditions of the Agreement E
“Consideration F”	the consideration payable by the Purchaser to the Vendor for the Acquisitions in accordance with the terms and conditions of the Agreement F
“Property E”	Unit 3, 1st Floor of Building 1, No. 45 Yu’an Road, Shunyi District, Beijing, PRC* (北京市順義區裕安路 45 號院 1 號樓 1 層 3 號)
“Property F”	Unit 4, 1st Floor of Building 1, No. 45 Yu’an Road, Shunyi District, Beijing, PRC* (北京市順義區裕安路 45 號院 1 號樓 1 層 4 號)
“Remaining Refund Properties”	those Refund Properties which have not yet transferred to the Group, i.e. the Refund Properties other than the Property A, Property B, Property C, Property D, Property E, and Property F

By order of the Board
Zhong Jia Guo Xin Holdings Company Limited
Ouyang Yanling
Chairman

Hong Kong, 29 April 2025

As at the date of this announcement, the Board consists of five executive directors, Ms. Ouyang Yanling, Mr. Li Yuguo, Mr. Liu Yan Chee James, Mr. Li Xiaoming and Mr. Chan Wai Fung; three non-executive directors, Mr. Chen Dong Yao, Mr. Yang Xiaoqiang and Mr. Huang Yilin; and four independent non-executive directors, Mr. Ba Junyu, Dr. Liang Jinxiang, Mr. Wong Sung and Mr. Xu Xingge.

* *For identification purposes only*

APPENDIX I – Real Property Ownership Certificates

Property E

京 (2025) 顺 不动产权第 0014457 号

权 利 人	深圳威斯顿投资发展有限公司
共有情况	单独所有
坐 落	顺义区裕安路45号院1号楼1层3号
不动产单元号	110113 005001 GB00880 F00760061
权利类型	国有建设用地使用权/房屋所有权
权利性质	出让/商品房
用 途	商业 / 商业用房
面 积	共有宗地面积 114236.1平方米/房屋建筑面积 793.27平方米
使用期限	国有建设用地使用权：2010-10-22 起2060-10-21 止
权利其他状况	房屋结构:钢混 专有建筑面积:607.82平方米 分摊建筑面积:185.45平方米 房屋总层数:4层 房屋所在层:1层 房屋竣工时间:2024-09-10

Property F

京 (2025) 顺 不动产权第 0014461 号	
权 利 人	深圳威斯顿投资发展有限公司
共有情况	单独所有
坐 落	顺义区裕安路45号院1号楼1层4号
不动产单元号	110113 005001 GB00830 F00760063
权利类型	国有建设用地使用权/房屋所有权
权利性质	出让/商品房
用 途	商业 / 商业用房
面 积	共有宗地面积 114236.1平方米/房屋建筑面积 725.27平方米
使用期限	国有建设用地使用权：2010-10-22 起2050-10-21 止
权利其他状况	房屋结构:钢混 专有建筑面积:555.72平方米 分摊建筑面积:169.55平方米 房屋总层数:4层 房屋所在层:1层 房屋竣工时间:2024-09-10