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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 PROPOSED CAPITAL REORGANISATION**

References are made to (i) the announcements of Zhong Jia Guo Xin Holdings Company Limited (the “**Company**”) dated 2 June 2025 (the “**Announcement**”), in relation to, among others, the proposed Capital Reorganisation. Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Announcement.

The Company wishes to provide the following additional information, supplement the information and make amendments (with the amendments underlined and bolded) in relating to the Capital Reorganisation.

The Company wishes to provide the following additional information on page 3 as below:

#### **PROPOSED CAPITAL REORGANISATION**

##### **(1) Share Consolidation**

The Share Consolidation will involve a consolidation of every ten (10) issued **and unissued** Existing Shares of par value of HK\$0.10 each into one (1) Consolidated Share of par value of HK\$1.00 each. As at the date of this announcement, (a) the authorised share capital of the Company is HK\$2,500,000,000 divided into 25,000,000,000 Existing Shares of par value HK\$0.10 each; and (b) there are 1,313,763,360 Existing Shares of par value HK\$0.10 each in issue which are fully paid or credited as fully paid. Immediately after the Share Consolidation and assuming no further Shares will be issued or repurchased or surrendered from the date of this announcement up to the effective date of the Share Consolidation, there will be 131,376,336 Consolidated Shares of par value HK\$1.00 each in issue.

### (3) Subdivision

Immediately following the Share Consolidation becoming effective, the Subdivision will involve each authorised but unissued Consolidated Shares be subdivided into one hundred (100) authorised but unissued New Shares of par value HK\$0.01 each.

### (4) Credit Arising from the Capital Reduction

Immediately following the Capital Reorganisation, and the credit arising from the Capital Reduction will be transferred to the contributed surplus account of the Company within the meaning of the Companies Act to then be applied by the Board in a manner as permitted by the Bye-Laws and all applicable laws of Bermuda from time to time without further authorisation from the Shareholders.

The Company wishes to supplement the information and make amendments on page 3 as below:

Immediately following **the Share Consolidation, the Subdivision and the Capital Reduction (collectively, the “Capital Reorganisation”)** becoming effective, the authorised share capital of the Company will be **HK\$2,500,000,000** divided into **250,000,000,000** New Shares with par value of HK\$0.01 each, of which 131,376,336 New Shares will be in issue and fully paid. **The New Shares will rank pari passu in all respects with each other.**

The Company wishes to supplement the information and make amendments on page 3 as below:

#### **Conditions of the Capital Reorganisation**

- (iii) the compliance with the relevant procedures and requirements under the Companies Act and applicable laws of Bermuda to effect the Capital **Reorganisation**, which includes the Directors being satisfied that on the date the Capital Reorganisation is to take effect, there are no reasonable grounds for believing that the Company is, or after the Capital **Reorganisation** would be, unable to pay its liabilities as they become due;
- (iv) the compliance with the relevant procedures and requirements under the Bye-laws, **the laws of Bermuda** and the Listing Rules to effect the Capital Reorganisation; and

The Company wishes to supplement the information and make amendments on page 5 as below:

Assuming that no further Existing Shares are allotted, issued or repurchased from the date of this announcement up to and including the effective date of the Capital Reorganisation, immediately upon the Capital Reorganisation becoming effective, the authorised share capital of the Company shall become **HK\$2,500,000,000** divided into **250,000,000,000** New Shares of par value of HK\$0.01 each, of which **131,376,336** New Shares will be in issue and fully paid or credited as fully paid and **249,868,623,664** New Shares will remain **authorised but** unissued.

	As at the date of this announcement	Immediately upon the Capital Reorganisation becoming effective
Par value	HK\$0.10 per Existing Share	HK\$0.01 per New Share
<b>Authorised share capital</b>		
Amount of authorized share capital	HK\$2,500,000,000.00	<b><u>HK\$2,500,000,000.00</u></b>
Number of authorized shares	25,000,000,000 Existing Shares	<b><u>250,000,000,000</u></b> New Shares
<b>Issued share capital</b>		
Amount of issued share capital	HK\$131,376,336.00	HK\$1,313,763.36
Number of issued shares	1,313,763,360 Existing Shares	131,376,336 New Shares
<b>Unissued share capital</b>		
Amount of unissued share capital	HK\$2,368,623,664.00	<b><u>HK\$2,498,686,236.64</u></b>
Number of unissued shares	23,686,236,640 Existing Shares	<b><u>249,868,623,664</u></b> New Shares

As at the date of this announcement, 1,313,763,360 Existing Shares are issued and fully paid or credited as fully paid. Immediately upon the Share Consolidation becoming effective, the Capital Reduction will involve a reduction of the par value of each issued Consolidated Share from HK\$1.00 to HK\$0.01 by (a) eliminating any fraction of a Consolidated Share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of the Consolidated Shares to a whole number; and (b) cancelling the paid-up share capital to the extent of HK\$0.99 per issued Consolidated Share by way of a reduction of capital, the Company's existing issued share capital of HK\$131,376,336.00 will be reduced by HK\$130,062,572.64 to HK\$1,313,763.36, and **the authorised share capital of the Company shall become HK\$2,500,000,000 divided into 250,000,000,000** New Shares with par value of HK\$0.01 each.

Save as disclosed above, all other information set out in the Announcement remains unchanged.

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

Hong Kong, 4 June 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.*