

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

PineStone 鼎石

Pinestone Securities Limited

References are made to the announcements of Zhong Jia Guo Xin Holdings Company Limited (the “Company”) dated 20 May 2025 and 4 June 2025 in relation to the placing of new shares under the general mandate (the “Placing Announcements”). Capitalised terms used herein shall have the same meanings as those defined in the Placing Announcements unless otherwise specified.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions as set out in the Placing Agreement have been fulfilled and completion of the Placing took place on 11 June 2025. A total of 170,100,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.1 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 11.46% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon completion of the Placing.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, (i) each of the Placees and their respective ultimate beneficial owner(s) (if any) is third parties independent of the Company and its connected persons; and (ii) none of the Placees has become a substantial Shareholder (as defined under the Listing Rules) upon completion of the

Placing.

The net proceeds from the Placing, after deduction of the placing commission and other related expenses, amounted to approximately HK\$16.3 million. The Company intends to use such net proceeds for (i) approximately HK\$11 million will be utilised for the purpose of repaying such loan financing of the Group used to support the ordinary and usual course of business of the Group and the Group's amount payables; and (ii) the remainder, in the amount of approximately HK\$5.3 million, will be utilised for the Company's Hong Kong office for the upcoming twelve months including staff cost, professional fees, rental payments and other general administrative and operating expenses.

The Company may reallocate the use of the net proceeds in response to changing business conditions and appropriate disclosure(s) regarding the change(s), if any, will be made in due course in accordance with the Listing Rules.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and upon completion of the placing is as follows:

		Immediately before completion of the Placing		Immediately upon completion of the Placing	
Beneficial owners of the Shares					
	Notes	Number of Share s	Approx. %	Number of Shares	Approx. %
Yao Jigen	(1)	252,973,800	19.26%	252,973,800	17.05%
Li Jia Yi		233,921,000	17.81%	233,921,000	15.76%
Creation Financial Group Limited		110,490,000	8.41%	160,420,000	7.45%
Chen Huaijun		73,000,000	5.56%	73,000,000	4.92%
Public Shareholders					
–The Placees	(2)	-	-	170,100,000	11.46%
–Other public Shareholders		643,378,560	48.96%	593,448,560	43.36%
		<hr/>			
Total		1,313,763,360	100.00%	1,483,863,360	100.00%

Notes:

1. Yao Jigen personally holds 9,700,000 Shares and Full Tenda Development Limited, a company wholly and beneficially owned by Yao Jigen, holds 243,273,800 Shares. The total number of Shares beneficially owned by Yao Jigen is 252,973,800 Shares.
2. It is expected that none of the Placees will become a substantial Shareholder upon Completion.

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

Hong Kong, 11 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.