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.

JIADING INTERNATIONAL GROUP HOLDINGS LIMITED
嘉鼎國際集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08153)

DISCLOSEABLE TRANSACTION

On 31 July 2025, the Company entered into the Agreement with the Purchaser for the sale of 100% equity interest in the Targets at the consideration of HK$150,000 to be paid upon completion.

As the highest percentage ratio under the GEM Listing Rules exceeds 5% but is under 25%, the Disposal constitutes a discloseable transaction and is subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

THE AGREEMENT

Date: 31 July 2025

Parties:

1. the Company as vendor;

2. Mr. Lau Yip On as purchaser.

To the best of the Directors' knowledge, information and belief, and after making all reasonable enquiries, the Purchaser is an Independent Third Party.

Assets to be disposed

The Company shall sell 100% equity interest in the Targets.

Consideration

The consideration is HK$150,000 to be paid in cash upon completion.

Basis of consideration

The consideration of HK$150,000 was determined after arm's length negotiations between the Company and the Purchaser with reference to (i) the net liabilities of the Target Group as at 30 June 2025 of approximately HK$2.2 million and (ii) the financial performance of the Target Group for the last financial year.

The Directors consider that the consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Conditions precedent

Completion of the Agreement shall be conditional upon:

(a) all necessary consents and approvals required to be obtained on the part of the Company, the Targets and the Purchaser in respect of the Agreement and the transactions contemplated thereunder having been obtained; and

(b) all necessary waiver, consent, approval, licence, authorisation, permission, order and exemption from the relevant governmental or regulatory authorities or other third parties which are necessary in connection with the Agreement and the transactions contemplated thereunder having been obtained.

If the above conditions have not been satisfied on or before 31 October 2025, the Agreement shall cease and determine and thereafter neither party shall have any obligations and liabilities towards each other hereunder save for any antecedent breaches of the terms hereof.

Completion

Completion shall take place within ten business days after all the conditions precedent of the Agreement are satisfied, or such other date as the Vendor and the Purchaser may agree.

After Completion, the Targets shall cease to be subsidiaries of the Company and the Company shall not hold any interest in the Target Group.

INFORMATION ON THE TARGET GROUP

Target A is a company incorporated under the laws of the British Virgin Islands and is principally engaged in investment holding. Target A Group is principally engaged in sales of new energy batteries in the PRC.

Target B is a company incorporated under the laws of Hong Kong and is principally engaged in investment holding. Target B Group is principally engaged in sales of health products and new energy off-road vehicles in the PRC.

Set out below is the financial information of Target A Group attributable to the Group extracted from the unaudited financial statements of Target A Group for the year ended 31 March 2025 and 31 March 2024:

	For the year ended 31 March 2025	For the year ended 31 March 2024
	HK$'000	*HK$'000*
Profit/(Loss) before taxation	**(16,256)**	(826)
Profit/(Loss) after taxation	**(15,713)**	(763)

The net liabilities of Target A Group as at 30 June 2025 was approximately HK$0.7 million.

Set out below is the financial information of Target B Group attributable to the Group extracted from the unaudited financial statements of Target B Group for the year ended 31 March 2025 and 31 March 2024:

	For the year ended 31 March 2025	For the year ended 31 March 2024
	HK$'000	*HK$'000*
Profit/(Loss) before taxation	**(32,172)**	8,670
Profit/(Loss) after taxation	**(32,227)**	8,052

The net liabilities of Target B Group as at 30 June 2025 was approximately HK$1.5 million.

REASONS FOR THE DISPOSAL

The Group is principally engaged in the provision of advertising services in Hong Kong and the PRC, sales of health products, sales of new energy off-road vehicles and sales of new energy batteries.

As disclosed in the Company's annual report for the year ended 31 March 2025, the Group recorded a revenue of approximately HK$88.3 million and a loss of approximately HK$64.8 million. The business segments carried on by the Target Group only contributed a revenue of approximately HK$4.2 million but recorded a loss of approximately HK$49.5 million. While the advertising segment of the Group contributed over 95% of the total revenue and recorded a loss of approximately HK$3.1 million. The Company has decided to shift its focus back to Hong Kong and concentrate on its existing advertising media business in order to improve its performance and shareholders returns.

The Directors are of the view that the terms and conditions of the Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EXPECTED FINANCIAL EFFECT OF THE DISPOSAL

The Group expects to recognise a gain of approximately HK$2.4 million in relation to the Disposal based on (i) the consideration for the Disposal of HK$150,000, less (ii) the unaudited net liabilities of the Target Group as at 30 June 2025 of HK$2,222,000. Shareholders should note that the actual financial results in relation to the Disposal shall be subject to review and audit by the Company's auditors.

GEM LISTING RULES IMPLICATIONS

As the highest percentage ratio under the GEM Listing Rules exceeds 5% but is under 25%, the Disposal constitutes a discloseable transaction and is subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and phrases have the following meanings:

"Agreement"	the sale and purchase agreement dated 31 July 2025 made between the Company and the Purchaser relating to the sale and purchase of 100% equity interest in the Targets
"Board"	the Board of directors of the Company
"business day"	a day (other than a Saturday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
"connected persons"	has the meaning ascribed to it under the GEM Listing Rules
"Company"	Jiading International Group Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on GEM
"Completion"	completion of the transactions under the Agreement pursuant to the terms thereof
"Directors"	the directors of the Company
"Disposal"	the disposal of the Targets pursuant to the Agreement
"GEM"	GEM operated by the Stock Exchange

"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
"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 PRC
"Independent Third Party"	a third party independent of the Company and its connected persons
"PRC"	The People's Republic of China
"Purchaser"	Mr. Lau Yip On
"Share(s)"	ordinary share(s) of HK$0.0001 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary"	has the meaning ascribed to it under the GEM Listing Rules
"Targets"	Target A and Target B
"Target A"	Mou Bros. Limited, a company incorporated in the British Virgin Islands and a wholly owned subsidiary of the Company
"Target A Group"	Target A and its subsidiaries
"Target B"	Jiading Global Limited, a company incorporated in Hong Kong and a wholly owned subsidiary of the Company
"Target B Group"	Target B and its subsidiaries
"Target Group"	the Targets and their subsidiaries

By order of the Board
Jiading International Group Holdings Limited
Chan Tat Lin
Executive Director

Hong Kong, 31 July 2025

As of the date of this announcement, the executive Director is Mr. Mou Zhongwei and Mr. Chan Tat Lin; and the independent non-executive Directors are Mr. Lui Chi Kin, Mr. Shin Ho Chuen and Ms. Li Hiu Wah.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Exchange 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 of the website of the Exchange at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at www.jiadingint.com.