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.

CHINA NEW CONSUMPTION GROUP LIMITED
中國新消費集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8275)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

軟庫中華 SBI China

SBI China Capital Financial Services Limited

Reference is made to the announcement of China New Consumption Group Limited (the "**Company**" together with its subsidiaries, the "**Group**") dated 24 November 2025 in relation to the placing of new shares under the general mandate (the "**Announcement**"). Capitalised terms used herein, unless otherwise defined, shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been fulfilled and completion of the Placing took place on 11 December 2025. A total of 143,997,475 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at Placing Price of HK$0.10 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 15.00% 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 (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 GEM 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$14.20 million. The Company intends to use such net proceeds from the Placing as follows:

(i) approximately HK$7.20 million or 50.70% of the net proceeds from the Placing towards purchasing machinery for leasing and trading purposes; and

(ii) approximately HK$7.00 million or 49.30% of the net proceeds from the Placing for the financial services business of the Company including but not limited to the money lending business.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) immediately before completion of the Placing; and (ii) immediately upon completion of the Placing and as at the date of this announcement:

	Immediately before completion of the Placing		**Immediately upon completion of the Placing and as at the date of this announcement**	
	Number of Shares	*Approx. %*	*Number of Shares*	*Approx. %*
Ms. Wong Fei Heung Terbe *(Note 1 and 2)*	47,875,000	5.87	47,875,000	4.99
Tibet Water Resources Ltd. *(Note 3)*	44,000,000	5.39	44,000,000	4.58
Other public shareholders	724,113,068	88.74	724,113,068	75.43
Placee(s) procured by the Placing Agent	–	–	143,997,475	15.00
TOTAL	**815,988,068**	**100.00**	**959,985,543**	**100.00**

Notes:

1. Ms. Wong Fei Heung Terbe ("**Ms. Wong**") legally and beneficially owns the entire issued share capital of Success Run International Limited ("**Success Run**"). Therefore, Ms. Wong is deemed, or taken to be, interested in all the 33,675,000 Shares held by Success Run for the purpose of the SFO. Ms. Wong is the sole director of Success Run.

2. Ms. Wong legally and beneficially owns the entire issued share capital of Lion Spring Enterprises Limited ("**Lion Spring**"). Therefore, Ms. Wong is deemed, or taken to be, interested in all the 14,200,000 Shares held by Lion Spring for the purpose of the SFO. Ms. Wong is the director of Lion Spring.

3. Tibet Water Resources Ltd., a company listed on Main Board of the Stock Exchange (stock code: 1115).

By order of the Board
China New Consumption Group Limited
Liu Ching Man
Executive Director

Hong Kong, 11 December 2025

As at the date of this announcement, the Board comprises Ms. Liu Ching Man as executive Director, and Mr. He Dingding, Ms. Chan Tsz Hei Sammi and Mr. Ng Kim Lung as independent non-executive Directors.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, 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 on the "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.irasia.com/listco/hk/chinanewcons.