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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)

DISCLOSEABLE TRANSACTION SECOND SUPPLEMENTAL LOAN AGREEMENT IN RELATION TO THE GRANT OF REVOLVING LOAN FACILITY

References are made to the announcement of the Company dated 9 July 2024 and 30 April 2025 in relation to, among other things, (i) the grant of revolving loan facility; and (ii) the Supplemental Loan Agreement in respect of the revolving loan facility of up to HK\$15,000,000.

The Board announces that, on 6 February 2026, the Lender entered into the Second Supplemental Loan Agreement with the Borrower, pursuant to which both the Lender and the Borrower agreed to increase the principal amount of the revolving loan facility from HK\$15,000,000 to HK\$25,000,000 with the final repayment date further extended to 31 January 2027.

GEM LISTING RULES IMPLICATION

As one or more applicable percentage ratios calculated pursuant to Rule 19.07 of the GEM Listing Rules in respect of the Second Supplemental Loan Agreement exceeds 5% but are less than 25%, the entering into of the Second Supplemental Loan Agreement constitutes a discloseable transaction for the Company under Rule 19.33 of the GEM Listing Rules and is subject to the notification and announcement requirements.

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THE SECOND SUPPLEMENTAL LOAN AGREEMENT

The principal terms of the Second Supplemental Loan Agreement are summarised as follows:

Date of the Second Supplemental Loan Agreement: 6 February 2026

Lender: Goldstone Finance Limited

Borrower: Astrum Financial Holdings Limited

Loan Facility: HK\$25,000,000

Term: The final repayment date shall be further extended to 31 January 2027

Save as amended by the Second Supplemental Loan Agreement, all other terms and conditions of the Loan Agreement shall remain unchanged and in full force and effect.

As at the date of this announcement, the principal amount of HK\$15,000,000 has been drawn by the Borrower. The remaining undrawn amount under the Loan Facility will be funded by internal resources of the Group. The terms of the Second Supplemental Loan Agreement have been agreed by both the Lender and the Borrower after arm's length negotiation.

INFORMATION ON THE GROUP AND THE LENDER

The principal activity of the Company is investment holding. The Group is principally engaged in the provision of foundation work and machinery rental in Hong Kong. The Lender is a wholly-owned subsidiary of the Company. The Lender is a registered money lender holding a valid Money Lenders Licence under the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) and its principal activities include money lending business.

INFORMATION ON THE BORROWER

The Borrower is a company incorporated in the Cayman Islands with limited liability. The principal activity of the Borrower is investment holding and the principal activities of its subsidiaries include provision of (i) brokerage services; (ii) placing and underwriting services; (iii) corporate finance advisory services; (iv) financing services including securities and initial public offering financing; and (v) asset management services. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, the Borrower and its ultimate beneficial owners are Independent Third Parties.

REASONS FOR AND BENEFITS OF THE SECOND SUPPLEMENTAL LOAN AGREEMENT

The Lender is a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of the Company and a licensed money lender in Hong Kong registered under Money Lenders Ordinance, Chapter 163 of the Laws of Hong Kong. The granting of the Loan Facility to the Borrower pursuant to the Second Supplemental Loan Agreement is in the Lender's ordinary and usual course of business.

The Directors consider that the terms of the Second Supplemental Loan Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

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DEFINITIONS

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

“Board”	the board of Directors
“Borrower”	Astrum Financial Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on GEM (stock code: 8333)
“Company”	China New Consumption Group Limited, a company incorporated in the Cayman Island with limited liability whose issued share are listed on GEM (stock code: 8275)
“Directors”	the directors of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People's Republic of China

“Independent Third Party(ies)”	person(s) or company(ies) who/which is not connected with (within the meaning of the Listing Rules) and is/are independent of the directors, chief executives and substantial Shareholders of the Group or any of their respective associates
“Lender”	Goldstone Finance Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“Loan Agreement”	The loan agreement dated 9 July 2024 entered into between the Lender and the Borrower in respect of the loan facility as amended by the Supplemental Loan Agreement and the Second Supplemental Loan Agreement
“Loan Facility”	revolving loan facility of up to HK\$25,000,000 granted by the Lender pursuant to the terms of the Second Supplemental Loan Agreement
“Second Supplemental Loan Agreement”	The second supplemental loan agreement dated 6 February 2026 entered into between the Lender and the Borrower in respect of the Loan Facility
“Shareholder(s)”	holder(s) of the issued ordinary share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Loan Agreement”	The supplemental loan agreement dated 30 April 2025 entered into between the Lender and the Borrower in respect of the loan facility
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent

By order of the Board
CHINA NEW CONSUMPTION GROUP LIMITED
Liu Ching Man
Executive Director

Hong Kong, 6 February 2026

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. Ma Kwok Wah 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.