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Zhongshi Minan Holdings Limited
中食民安控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8283)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF FIVE (5) RIGHTS SHARES FOR EVERY ONE (1) SHARE HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

Reference is made to the prospectus of Zhongshi Minan Holdings Limited (the "**Company**") dated 5 January 2026 (the "**Prospectus**") and the announcement of the Company dated 26 January 2026 (the "**Announcement**") in relation to the Rights Issue and the Placing. Unless the context otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Prospectus and the Announcement.

RESULTS OF THE RIGHTS ISSUE AND THE PLACING

As disclosed in the Announcement, as at 4:00 p.m. on Monday, 19 January 2026, being the latest time for acceptance of the Rights Issue, a total of 12 valid acceptances for a total of 24,458,532 Rights Shares had been received, representing approximately 8.49% of the total number of the Offered Shares. As at the Record Date, there were no Excluded Shareholders and the number of the ES Unsold Shares is nil. Based on the results of valid acceptances, the total number of Unsubscribed Rights Shares subject to the Compensatory Arrangements shall be 263,541,468 Rights Shares. The Company has, pursuant to 10.31(1)(b) of the GEM Listing Rule, made the Compensatory Arrangements by entering into the Placing Agreement with the Placing Agent pursuant to which the Company has appointed the Placing Agent and the Placing Agent has agreed to act as the placing agent for the Company to procure, on a best effort basis, placees to subscribe for the Unsubscribed Rights Shares in accordance with the terms of the Placing Agreement.

The Board wishes to announce that at 6:00 p.m. on Tuesday, 3 February 2026, being the latest time for the Placing, all the 263,541,468 Unsubscribed Rights Shares were successfully placed at the price of HK$0.35 per Share, which is equal to the Subscription Price, under the Placing. Therefore, there is no Net Gain available for distribution to the No Action Shareholders under the Placing.

As all the conditions with respect to the Rights Issue and the Placing as set out in the Prospectus have been fulfilled, the Rights Issue and the Placing became unconditional at 4:10 p.m. on Wednesday, 4 February 2026.

Based on the results of acceptance of the Rights Issue and the results of the Placing, the Rights Shares to be allotted and issued amounted to 288,000,000 Rights Shares, representing 100% of the total number of Rights Shares offered for subscription under the Rights Issue.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the placees and where appropriate, their respective ultimate beneficial owner(s), is an Independent Third Party; and (ii) none of the placees has become a substantial Shareholder immediately upon completion of the Rights Issue and the Placing.

Accordingly, the gross proceeds raised from the Rights Issue were approximately HK$100.80 million and the net proceeds (after deduction of expenses) from the Rights Issue were approximately HK$96.97 million. As disclosed in the Prospectus, the Company intends to apply the net proceeds from the Rights Issue as to (i) approximately HK$43 million for the establishment of the refined sales and marketing strategies; (ii) approximately HK$20 million is planned as reserve for any future co-operation/investment opportunities; (iii) approximately HK$17 million for repayment of outstanding amount owed to Mr. Wang; (iv) approximately HK$7 million to replenish working capital for the Group's existing principal businesses; and (v) approximately HK$9.97 million to replenish the Company's general working capital.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, set out below is the shareholding structure of the Company immediately before and after the completion of the Rights Issue and the Placing:

Name of Shareholder	Immediately before completion of the Rights Issue and the Placing		Immediately after completion of the Rights Issue and the Placing	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Mr. WANG Lei *(Note 1)*	11,817,400	20.52	11,817,400	3.42
Mr. CHEN Huichun *(Note 2)*	14,000	0.02	84,000	0.02
Public Shareholders				
Placees	–	–	263,541,468	76.26
Other public Shareholders	45,768,600	79.46	70,157,132	20.30
	57,600,000	100.00	345,600,000	100.00

Note(s):

1. Mr. WANG Lei is an executive Director, Chairman and Chief Executive Officer of the Company.

2. Mr. CHEN Huichun is an independent non-executive Director of the Company.

DESPATCH OF SHARE CERTIFICATES FOR RIGHTS SHARES

Share certificates for the fully-paid Rights Shares are expected to be posted on or before Thursday, 12 February 2026 to those entitled thereto at their registered addresses by ordinary post at their own risk.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 13 February 2026.

By order of the Board
Zhongshi Minan Holdings Limited
WANG Lei
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 11 February 2026

As at the date of this announcement, the executive Directors are Mr. WANG Lei, Mr. CHUA Boon Hou (CAI Wenhao) and Ms. WU Mengmeng; and the non-executive Director is Mr. LI Xiaodong; and the independent non-executive Directors are Mr. CHEN Huichun, Mr. GAO Yan and Mr. WU Guoyong.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM 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 in this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at http://www.zhongshiminanholdings.com.