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China New Holdings Limited
中新控股有限公司

(formerly known as Royal Century Resources Holdings Limited 仁德資源控股有限公司)

(incorporated in Hong Kong with limited liability)

(Stock Code: 8125)

DISCLOSEABLE TRANSACTION
DISPOSAL OF INTERESTS IN A SUBSIDIARY

The Board announces that on 17 March 2026, the Vendor, being a subsidiary of the Company, entered into the Agreement with the Purchaser for the disposal of the entire issued share capital of the Disposal Subsidiary, a subsidiary of the Company, for a cash consideration of one Hong Kong Dollar (HK$1.00).

Upon Completion, the Disposal Subsidiary will no longer be a subsidiary of the Company, and the Company will cease to hold any of the issued share capital of the Disposal Subsidiary. Accordingly, the financial results of the Disposal Subsidiary will no longer be consolidated into the consolidated financial statements of the Group.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under Chapter 14 of the Listing Rules) in respect of the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement.

THE AGREEMENT

The principal terms of the Agreement are set out as follows:

Date:	17 March 2026
Parties of the Agreement:	(1) Royal Century Investment Group Limited, as the Vendor; and (2) Liu Shaoxun (劉少訓), as the Purchaser To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser is an Independent Third Party as at the date of this announcement.
Subject matter:	The Vendor conditionally agreed to sell and the Purchaser conditionally agreed to acquire the Sale Share, representing 100% of the issued share capital of the Disposal Subsidiary.
Consideration:	HK$1.00
Payment Terms:	The consideration shall be payable in cash on the date of the Agreement The consideration was determined after arm's length negotiations between the parties with reference to the unaudited management account of the Disposal Subsidiary for the 6 months ended 30 September 2025 and the financial performance of the Disposal Subsidiary.

Conditions	The Disposal is conditional upon the Agreement being executed and internal approvals by the parties having been completed, and any third-party consents or approvals for the transactions contemplated having been obtained.

INFORMATION OF THE DISPOSAL SUBSIDIARY

The Disposal Subsidiary was incorporated in Hong Kong and is beneficially owned as to 100% by the Vendor as at the date of the Agreement. It is principally engaged in leasing of construction equipment and provision of related installation services.

The audited financial results for the two years ended 31 March 2025 and 2024 and the unaudited financial results for the six months ended 30 September 2025 of the Disposal Subsidiary which are prepared in accordance with the accounting principles generally accepted in Hong Kong and its contribution to the Group are as follows.

	For the six months ended 30 September 2025	**For the year ended 31 March**	
		2025	**2024**
	HK$'000	*HK$'000*	*HK$'000*
Revenue	3,524	8,639	12,966
Net profit/(loss) after taxation	(5,680)	(8,934)	3,746

The unaudited net liabilities (excluding intercompany balances) of the Disposal Subsidiary amounted to approximately HK$0.4 million as at 30 September 2025.

As at 30 September 2025, the unaudited net liabilities (excluding intercompany balances) of the Disposal Subsidiary comprised of (i) property, plant and equipment of HK$1.8 million; (ii) bank balances of HK$0.8 million; (ii) outstanding trade receivables of HK$4.6 million, and (iv) outstanding liabilities, including overdue trade and other payables of HK$7.6 million.

The Directors note that such net liabilities position was mainly attributable to accumulated operating losses and long outstanding trade and other payables.

DIRECTORS' ASSESSMENT ON FAIRNESS AND REASONABLENESS OF THE CONSIDERATION

The Disposal Subsidiary was in a net liabilities position at the time of the Disposal and the Directors understand that the Purchaser is willing to acquire the Disposal Subsidiary based on his experience and network in the leasing of construction equipment business, and his confidence in resolving the outstanding liabilities, and recovering the outstanding trade receivables after the Completion.

Taking into account (i) the net liabilities position of the Disposal Subsidiary, (ii) the transfer of the liabilities of the Disposal Subsidiary to the Purchaser, and (iii) fixed cost savings from the storage costs and the repair and maintenance expenses for the aged construction equipment upon the Completion, the Disposal was conducted at a nominal consideration of HK$1.

The Board considers that the Consideration is fair and reasonable, on normal commercial terms, and that the Disposal is in the interests of the Company and its shareholders as a whole.

FINANCIAL IMPACT OF THE DISPOSAL

Upon the Completion, the Group will no longer have any interest in the Disposal Subsidiary and the Disposal Subsidiary will cease to be accounted for as a subsidiary of the Group. The Group will no longer be interested in the operation of leasing of construction equipment and provision of related installation services.

Based on the unaudited management accounts of the Group, the estimated net gain on the Disposal (after deducting estimated expenses) is approximately HK$0.4 million.

Shareholders should note that the actual amount of the gain/loss on the Disposal to be recognised in the consolidated financial statements of the Company depends on the value of the Sale Share as at the Completion and therefore may be different from the amount as mentioned above.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Before the Disposal, the Group is principally engaged in (i) the provision of design, fitting out and engineering and procurement of furnishings and related products services; (ii) the leasing of construction equipment and provision of related installation services; (iii) the sourcing and merchandising of fine and rare wines; and (iv) the provision of financial services comprising securities advisory services, securities dealing and brokerage services and asset management services and money lending.

The Board considers that the Disposal represents an opportunity for the Group to streamline the Group's operations and allow the Group to reallocate its resources to other existing opportunities. Considering the financial performance and after reviewing the business and operation status of the Disposal Subsidiary, the Board considers that it is appropriate for the Group to proceed with the Disposal.

The net proceeds from the Disposal will be used as general working capital of the Group.

The Board (including the independent non-executive Directors) believes that the terms of the Agreement are on normal commercial terms, fair and reasonable, and that the Disposal is in the interests of the Company and its shareholders as a whole.

INFORMATION ON THE PARTIES

The Company

The Company is an investment holding company.

The Vendor

The Vendor is a limited liability company established in Hong Kong and is an investment holding company. It is a direct wholly-owned subsidiary of the Company.

The Purchaser

The Purchaser is an individual and to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Vendor is an Independent Third Party to the Company.

LISTING RULES IMPLICATIONS

As the highest of the applicable percentage ratios is over 5% but under 25%, the Disposal constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules. It is exempt from the circular and shareholders' approval requirements.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

"Agreement"	means the sale and purchase agreement dated 17 March 2026 and entered into between the Vendor and the Purchaser in respect of the Disposal;
"Board"	means the board of Directors;
"Company"	means China New Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on GEM of the HKEX (Stock Code: 8125);
"Completion"	means completion of the Disposal;
"Directors"	means the directors of the Company
"Disposal"	means the sale of the Sale Share by the Vendor to the Purchaser;
"Disposal Subsidiary"	means Royal Century Construction Equipment Limited(仁德建築設備有限公司), a company incorporated in Hong Kong with limited liability and an in-direct wholly-owned subsidiary of the Company

"Group"	means the Company and its subsidiaries;
"HK$"	means Hong Kong dollar, the lawful currency of Hong Kong;
"Hong Kong"	means the Hong Kong Special Administrative Region of the People's Republic of China;
"HKEX"	means The Stock Exchange of Hong Kong Limited;
"Independent Third Party(ies)"	means any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, is/are not connected persons of the Company and is/are third party(ies) independent of the Company and its connected person(s) in accordance with the Listing Rules;
"Listing Rules"	means the Rules Governing the Listing of Securities on the HKEX;
"Purchaser"	means Liu Shaoxun (劉少訓), an Independent Third Party;
"Sale Share"	means 100% of the issued share capital of the Disposal Subsidiary;
"Vendor"	means Royal Century Investment Group Limited, a company incorporated in Hong Kong with limited liability and an in-direct wholly-owned subsidiary of the Company

By order of the Board
China New Holdings Limited
(formerly known as Royal Century Resources Holdings Limited)
Law Hok Yu
Executive Director and Company Secretary

Hong Kong, 17 March 2026

As at the date of this announcement, the executive Directors are Mr. Li Ling, Ms. Miao Xianliu, Mr. Law Hok Yu, Ms. Chen Qiuling and Mr. Teng Wei; and the independent non-executive Directors are Ms. Tsang Hau Wai, Mr. Li Ka Chun Gordon and Ms. Chan Wai Yan.

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 Stock Exchange of Hong Kong Limited 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 on the "Latest Listed Company Information" page of the HKEX website at www.hkex.com.hk for at least 7 days from the date of its posting and on the website of the Company at www.chinanewholdings.com.hk.