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China New Holdings Limited
中新控股有限公司
(incorporated in Hong Kong with limited liability)
(Stock Code: 8125)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

ADVENT
宏智證券(香港)
Advent Securities (Hong Kong) Limited

Reference is made to the announcement of China New Holdings Limited (the "**Company**") dated 23 April 2026 (the "**Announcement**") and the supplemental announcement (the "**Supplemental announcement**") dated 11 May 2026 in relation to the Placing. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been fulfilled and the Placing was completed on 15 May 2026 in accordance with the terms and conditions of the Placing Agreement. The Placing Agent has successfully placed 15,440,000 Placing Shares, representing approximately 8.55% of the issued share capital of the Company immediately after completion of the Placing, to three Placees, namely, Mr. Cui Feng ("**Mr. Cui**"), Ms. Zhang Yue ("**Ms. Zhang**"), and Mr. Guo Lei ("**Mr. Guo**"), at the Placing Price of HK$0.425 per Placing Share.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, (i) each of the Placees is an Independent Third Party; (ii) Mr. Cui, Ms. Zhang and Mr. Guo are independent of and not connected with each other; and (iii) none of the Placees has become a substantial Shareholder immediately upon completion of the Placing.

USE OF PROCEEDS

The net proceeds from the Placing (after deduction of the placing commission in respect of the Placing and other related expenses including, among others, the professional fees) are approximately HK$6.1 million, which will be used for the purpose in the following manners.

Use of proceeds	*HK$*
(i) Working capital for the Group's financial services business	2.35 million
(ii) Working capital for the Group's engineering business	2.35 million
(iii) General corporate and administrative expenses	1.4 million
Total	6.1 million

EFFECT ON SHAREHOLDING STRUCTURE

The table below sets out the changes in the shareholding structure of the Company (i) immediately before completion of the Subscriptions; and (ii) immediately after completion of the Placing:

	As at the date of this announcement		**Immediately after completion of the Placing**	
	No. of Shares	*Approx. %*	*No. of Shares*	*Approx. %*
Substantial Shareholder				
China Flash Gift Group Co., Limited ("**China Flash Gift**") *(Note)*	50,713,600	28.08	50,713,600	25.87
Shareholders				
Mr. Cui	–		7,440,000	3.79
Ms. Zhang	–		5,720,000	2.92
Mr. Guo	–		2,280,000	1.16
Other public Shareholders	129,896,960	71.92	129,896,960	66.26
	180,610,560	100	196,050,560	100

(Note)

Mr. Yang Ronghui ("**Mr. Yang**") and Mr. Yuan Zhiwei ("**Mr. Yuan**") are the legal and beneficial owners of the entire issued share capital of China Flash Gift, and thus Mr. Yang and Mr. Yuan are deemed to be interested in all the 50,713,600 shares held by China Flash Gift for the purpose of the SFO.

By Order of the Board of
China New Holdings Limited
Law Hok Yu
Executive Director and Company Secretary

Hong Kong, 18 May 2026

As at the date of this announcement, the executive Directors are Ms. Miao Xianliu, Mr. Law Hok Yu, Ms. Chen Qiuling, Ms. Li Ling, Mr. Teng Wei and Ms. Wang Cuiping; and the independent non-executive Directors are Ms. Chan Wai Yan, Ms. Yuan Huiyun, Mr. Huang Shaojun and Ms. Li Yixuan.

This announcement, for which the Directors 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, having made all reasonable enquires, 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 the Company website at www.chinanewholdings.com.hk.