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.

JISHENG GROUP HOLDINGS LIMITED
吉盛集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8133)

(I) TERMINATION OF THE RIGHTS ISSUE AND THE PLACING AGREEMENT; (II) CONTINUATION OF THE CAPITAL REORGANISATION; AND (III) DESPATCH OF CIRCULAR AND UPDATE ON EXPECTED TIMETABLE

References are made to the Initial Announcement, the Delay Announcements, and the announcements of the Company dated 31 March 2026 (the "**Supplemental Announcement**") and 8 May 2026 in relation to, among other things, the Capital Reorganisation, the Rights Issue and the transactions contemplated thereunder. Capitalised terms used in this announcement shall have the same meanings as defined in the Supplemental Announcement unless otherwise stated.

TERMINATION OF THE RIGHTS ISSUE AND THE PLACING AGREEMENT

The Board announces that in view of the conditions of the Rights Issue cannot be fulfilled, after trading hours of the Stock Exchange on 22 May 2026, the Placing Agent and the Company mutually agreed to terminate the Placing Agreement with immediate effect by entering into an agreement of termination. The Placing Agreement is therefore terminated and be of no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement.

In light of the above, the Board has resolved that the Rights Issue will not proceed and the Rights Issue will lapse. As at the date of this announcement, no securities have been issued by the Company under the Rights Issue.

The Board does not consider that the aforesaid termination will have any immediate material adverse effect on the business operation or financial position of the Group. The Group may formulate alternative or revise the business plans which were originally proposed to be funded by the Rights Issue and will consider fundraising activities as and when appropriate in the future.

CONTINUATION OF THE CAPITAL REORGANISATION

Notwithstanding the termination of the Rights Issue and the Placing Agreement, the proposed Capital Reorganisation will continue to proceed. The Board considers that the Capital Reorganisation will provide the Company with greater flexibility to carry out future fundraising activities and corporate actions as and when appropriate.

The Capital Reorganisation is independent of, and not conditional upon, the completion of the Rights Issue.

DESPATCH OF CIRCULAR AND UPDATE ON EXPECTED TIMETABLE

The Board wishes to clarify that notwithstanding the termination of the Rights Issue, the circular, containing solely, among other things, detailed information regarding the proposed Capital Reorganisation and the notice of the EGM is expected to be despatched on or before Tuesday, 30 June 2026.

As the Rights Issue has been terminated, the expected timetable for the Capital Reorganisation and the associated trading arrangements as set out in the Supplemental Announcement will be revised. The revised expected timetable for the Capital Reorganisation will be incorporated into the circular.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares. The Directors believe that the termination of the Placing Agreement and the Rights Issue have no material adverse impact on the interests of the Company and the Shareholders, as well as the existing business and financial position or the operations of the Group.

By order of the Board of
Jisheng Group Holdings Limited
Woo Lan Ying
Chairman

Hong Kong, 26 May 2026

As at the date of this announcement, the executive Directors are Ms. Woo Lan Ying, Mr. Li Qizhi and Mr. Yang Yueyong; and the independent non-executive Directors are Ms. Leung Shuk Lan, Ms. Yuen Wai Man and Mr. Au Sui Keung Albert.

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 website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least seven days after the date of publication and on the Company's website at www.jishenggroup.com.