華億金控集團有限公司

SINOFORTUNE FINANCIAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 08123)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 17.10 OF THE GEM LISTING RULES AND INSIDE INFORMATION PROVISIONS

This announcement is made by Sinofortune Financial Holdings Limited (the "**Company**, together with its subsidiaries, the "**Group**") pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers ("**Takeovers Code**"), Rule 17.10 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "**SFO**").

The board (the "**Board**") of directors (the "**Directors**") of the Company has noted the recent unusual movements in the price and trading volume of the Company's shares (the "**Shares**"). Having made all such enquiries with respect to the Company as is reasonable in the circumstances, the Board confirms that, save as disclosed below, it is not aware of any reasons for these movements in the price and trading volume or of any information which must be announced to avoid a false market in the Shares or of any inside information which needs to be disclosed under Part XIVA of the SFO.

The Board wishes to inform the shareholders and potential investors of the Company that Mr. Wang Jiawei ("**Mr. Wang**"), an executive Director and a substantial shareholder of the Company, is currently in negotiation with the Company to enter into a subscription agreement to capitalise all or part of the outstanding shareholder's loan owing by the Company to him (the "**Possible Debt Capitalisation**"). As at the date of this announcement, Mr. Wang is interested in 35,389,932 Shares, representing approximately 27.4% of the issued share capital of the Company. If the Possible Debt Capitalisation materialises, it may lead to a change in control of the Company and trigger an obligation of Mr. Wang and parties acting in concert with him to make a mandatory general offer under Rule 26.1 of the Takeovers Code.

As at the date of this announcement, no definitive agreement has been entered into in respect of the Possible Debt Capitalisation, and the terms and conditions thereof are yet to be finalized. As such, the Possible Debt Capitalisation may or may not proceed.

The Company is contemplating a potential rights issue (the "**Possible Rights Issue**") following the completion of the Possible Debt Capitalisation and the close of the offer. The Possible Rights Issue may or may not be conducted on underwritten basis and Mr. Wang may or may not undertake to subscribe his entitlement in respect of the Shares he is or will be interested in following the close of the offer, if any. Further announcement in respect of the Possible Rights Issue will be made in accordance with the GEM Listing Rules.

SECURITIES OF THE COMPANY

As at the date of this announcement, the Company has 129,149,302 Shares in issue and the Company does not have any other outstanding Shares, options, warrants, derivatives or other securities which are convertible into Shares or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) and has not entered into any agreement for the issue of such options, warrants, derivatives or other relevant securities which are convertible or exchangeable into Shares.

COMMENCEMENT OF OFFER PERIOD

By virtue of the publication of this announcement, for the purpose of the Takeovers Code, the offer period of the Company is deemed to commence on the date of this announcement, being 10 June 2026.

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the GEM Listing Rules and the Takeovers Code (as the case may be).

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period commenced on the date of this announcement. As required under Rule 3.8 of the Takeovers Code, the respective associates (as defined in the Takeovers Code and including, among others, a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company and Mr. Wang are reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

"Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than $1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation."

WARNINGS: There is no assurance that the Possible Debt Capitalisation will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of the Takeovers Code. The Possible Debt Capitalisation and the Possible Rights Issue, therefore, may or may not proceed. Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult with their professional adviser(s).

By order of the Board
Sinofortune Financial Holdings Limited
Wang Jiawei
Chairman

Hong Kong, 10 June 2026

As of the date of this announcement, the executive directors are Mr. Wang and Ms. Lai Yuk Mui, the independent non-executive directors are Professor Zhang Benzheng, Mr. Li Jianxing, Professor Chen Shu Wen and Mr. Lee Kwun Kwan.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement (other than that relating to Mr. Wang and parties acting in concert with him) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by Mr. Wang) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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 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.

Mr. Wang accepts full responsibility for the accuracy of information contained in this announcement (other than that relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by other Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, 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 of Hong Kong Limited at http://www.hkexnews.hk for at least 7 days from the date of its posting and on the Company's website at http://www.sinofortune.hk.