

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.

This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



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)

MR. WANG JIAWEI

(the subscriber and offeror)

JOINT ANNOUNCEMENT

- (1) CONNECTED TRANSACTION IN RELATION TO ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE FOR DEBT CAPITALISATION;
(2) POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER BY ASIAN CAPITAL LIMITED FOR AND ON BEHALF OF MR. WANG FOR ALL THE ISSUED SHARES OF THE COMPANY (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY MR. WANG AND PARTIES ACTING IN CONCERT WITH HIM (EXCLUDING MS. LAI));
(3) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER;
AND
(4) RESUMPTION OF TRADING**

Financial advisor to Mr. Wang



**Independent financial adviser to
the Independent Board Committee and the Independent Shareholders**



THE DEBT CAPITALISATION

After trading hours of the Stock Exchange on 15 June 2026, the Company and Mr. Wang entered into the Subscription Agreement, pursuant to which, the Company has conditionally agreed to allot and issue, and Mr. Wang has conditionally agreed to subscribe for, 215,499,000 Capitalisation Shares at the Capitalisation Issue Price of HK\$0.1 per Capitalisation Share. The subscription price in the amount of HK\$21,549,900 payable by Mr. Wang under the Subscription Agreement shall be satisfied by setting off against all of the shareholder's loans owing by the Company to Mr. Wang on a dollar-to-dollar basis.

Assuming there will be no issue of other new Shares from the date of this joint announcement up to the date of completion of the Subscription Agreement, the Capitalisation Shares represent (i) approximately 166.9% of the issued share capital of the Company as at the date of this joint announcement; and (ii) approximately 62.5% of the issued share capital of the Company as enlarged by the allotment and issue of the Capitalisation Shares.

THE OFFER

As at the date of this joint announcement, Mr. Wang and parties acting in concert with him are interested in 37,854,877 Shares in aggregate, representing approximately 29.31% of the issued share capital of the Company. Immediately upon the completion of the Subscription Agreement, Mr. Wang and parties acting in concert with him will be interested in 253,353,877 Shares in aggregate, representing approximately 73.51% of the total issued share capital of the Company as enlarged by the allotment and issue of the Capitalisation Shares.

Pursuant to Rule 26.1 of the Takeovers Code, following completion of the Subscription Agreement, Mr. Wang is required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned or agreed to be acquired by Mr. Wang and parties acting in concert with him (excluding Ms. Lai)).

As at the date of this joint 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.

The Offer Price is HK\$0.1 per Offer Share, which is the same as the Capitalisation Issue Price. Upon the completion of the Subscription Agreement, there will be a total of 344,648,302 Shares in issue assuming there is no change in the issued share capital of the Company from the date of this joint announcement up to the date of completion of the Subscription Agreement. On the basis of the Offer Price of HK\$0.1 per Offer Share, the entire issued share capital of the Company would be valued at HK\$34,464,830.2. Excluding the 37,808,542 Shares beneficially owned by Mr. Wang and parties acting in concert with him (excluding Ms. Lai) and the 215,499,000 Capitalisation Shares to be allotted and issued to Mr. Wang pursuant to the Debt Capitalisation and assuming there is no change in the issued share capital of the Company from the date of this joint announcement up to the date of completion of the Subscription Agreement, a total of 91,340,760 Offer Shares will be subject to the Offer. Based on the Offer Price of HK\$0.1 per Offer Share and on the basis of full acceptance of the Offer, the maximum payment obligations payable by Mr. Wang under the Offer would be HK\$9,134,076.

Confirmation of Financial Resources

Mr. Wang intends to finance the maximum payment obligations payable for the Offer by his own internal financial resources. Such resources are not borrowed from or provided by any third party. Asian Capital, the financial adviser to Mr. Wang in respect of the Offer, is satisfied that sufficient financial resources are, and will remain, available to Mr. Wang to satisfy the maximum consideration payable under the Offer.

GEM LISTING RULES IMPLICATIONS

As at the date of this joint announcement, Mr. Wang is an executive Director and a Substantial Shareholder interested in approximately 27.40% of the issued share capital of the Company. As such, Mr. Wang is a connected person of the Company. Accordingly, the Debt Capitalisation constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules and is subject to announcement, reporting and the Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The granting of the Specific Mandate for the allotment and issue of the Capitalisation Shares is also subject to the approval by more than 50% of the votes cast by the Independent Shareholders at the EGM.

The theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) arising from the Debt Capitalisation represented a discount of approximately 20.5% of the theoretical diluted price to the benchmarked price (as defined under Rule 10.44A of the GEM Listing Rules). As such, the Debt Capitalisation would not result in a theoretical dilution effect of 25% or more and is therefore in compliance with Rule 10.44A of the GEM Listing Rules.

ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising all the independent non-executive Directors namely, Professor Zhang Benzhen, Mr. Li Jianxing, Professor Chen Shu Wen and Mr. Lee Kwun Kwan who have no direct or indirect interest in the transactions contemplated under the Debt Capitalisation and the Offer, has been established to make recommendations to the Independent Shareholders in respect of (i) the Subscription Agreement and the Specific Mandate and the transactions contemplated thereunder, and as to the voting action therefor; and (ii) the Offer and as to the acceptance of the Offer.

Ignite Capital (Asia Pacific) Limited has been appointed as the Independent Financial Adviser by the Company and approved by the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of (i) the Subscription Agreement and the Specific Mandate and the transactions contemplated thereunder, and as to voting action therefor; and (ii) the Offer, and in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer pursuant to Rule 2.1 of the Takeovers Code.

DESPATCH OF CIRCULAR AND COMPOSITE DOCUMENT

The Circular containing, among other things, (i) details of the Debt Capitalisation and the Specific Mandate; (ii) a letter of recommendations from the Independent Board Committee in respect of the Debt Capitalisation and the Specific Mandate; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Debt Capitalisation and the Specific Mandate; (iv) other information required under the GEM Listing Rules; and (v) a notice convening the EGM, should be despatched to the Shareholders within 15 Business Days from the date of this joint announcement pursuant to Rule 20.66(11) of the GEM Listing Rules. As the Company requires additional time to prepare the relevant information for inclusion in the Circular, it is expected that the Circular will be despatched to the Shareholders on or before 24 July 2026, which is more than 15 Business Days (as required by the GEM Listing Rules) after the publication of this joint announcement. The Company will apply to the Stock Exchange for a waiver from strict compliance with Rule 20.66(11) of the GEM Listing Rules and make a further announcement regarding any delay in despatch of the Circular in due course.

It is the intention of Mr. Wang and the Company to combine the offer document and the offeree board circular into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, a composite document containing, among other things, (i) further details on the terms of the Offer; (ii) the recommendation from the Independent Board Committee in respect of the Offer; and (iii) the letter from the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders in respect of the Offer, together with the acceptance and transfer form, should be despatched to the Shareholders within 21 days from the date of this joint announcement or such later date as the Executive may approve. As the Composite Document will be despatched following completion of the Subscription Agreement, an application will be made by Mr. Wang and the Company for the extension of the deadline for the despatch of the Composite Document under Note 2 to Rule 8.2 of the Takeovers Code. Further announcement(s) will be made when the Composite Document is despatched.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Tuesday, 16 June 2026 pending the publication of this joint announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on Wednesday, 24 June 2026.

WARNINGS

Shareholders and potential investors of the Company should note that the transactions contemplated under the Subscription Agreement are subject to, among other things, the Independent Shareholders' approval at the EGM.

Accordingly, the transactions contemplated under the Subscription Agreement may or may not proceed. The making of the Offer is subject to the completion of the Subscription Agreement.

AS SUCH, THE MAKING OF THE OFFER IS A POSSIBILITY ONLY.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and, if they are in any doubt about their positions, they should consult their professional advisers.

Shareholders and potential investors should note that the Independent Board Committee has yet to consider and evaluate the Offer. The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement. Shareholders should read the Composite Document carefully, including the recommendations of the Independent Board Committee in respect of the Offer and a letter of advice from the Independent Financial Adviser, before forming a view on the Offer.

Shareholders and potential investors are advised to monitor the announcements to be made by the Company or jointly by Mr. Wang and the Company in respect of the progress of the Offer and exercise caution when dealing in the securities of the Company. If Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

THE DEBT CAPITALISATION

On 15 June 2026 (after trading hours), the Company and Mr. Wang entered into the Subscription Agreement, pursuant to which, the Company has conditionally agreed to allot and issue, and Mr. Wang has conditionally agreed to subscribe for, 215,499,000 Capitalisation Shares at the Capitalisation Issue Price of HK\$0.1 per Capitalisation Share.

The subscription price in the amount of HK\$21,549,900 payable by Mr. Wang under the Subscription Agreement shall be satisfied by setting off against all of the shareholder's loans owing by the Company to Mr. Wang on a dollar-to-dollar basis.

The Subscription Agreement

Date

15 June 2026

Parties

- (i) The Company, as issuer; and
- (ii) Mr. Wang, as subscriber.

As at the date of this joint announcement, Mr. Wang is interested in 35,389,932 Shares, representing approximately 27.40% of the total issued share capital of the Company. Ms. Chen Dongjin, the mother of Mr. Wang, is interested in 2,418,610 Shares, representing approximately 1.87% of the total issued share capital of the Company.

Ms. Lai, an executive Director who is presumed to be acting in concert with Mr. Wang under class (6) of the presumptions of acting in concert, is interested in 46,335 Shares, representing approximately 0.04% of the total issued share capital of the Company. In aggregate, Mr. Wang and parties acting in concert with him are interested in 37,854,877 Shares, representing approximately 29.31% of the total issued share capital of the Company. Mr. Wang is a Substantial Shareholder and an executive Director. As such, Mr. Wang is a connected person of the Company.

Subject matter

As at the date of this joint announcement, the aggregate amount owing by the Company to Mr. Wang was approximately HK\$21.5 million, comprising (i) interest-free loans of HK\$4.5 million in aggregate under several loan agreements which are repayable on demand and (ii) interest-free loans of approximately RMB14.8 million in aggregate (equivalent to approximately HK\$17.0 million) under several loan agreements with a term of one year each.

Pursuant to the Subscription Agreement, the Company will allot and issue, and Mr. Wang will subscribe for, 215,499,000 Capitalisation Shares at the Capitalisation Issue Price, which will be set-off against the entire amount of the outstanding shareholder's loans owing by the Company to Mr. Wang of approximately HK\$21.5 million in aggregate on a dollar-to-dollar basis by execution of a deed of set-off upon completion of the Subscription Agreement. Following completion of the Subscription Agreement, there will be no outstanding loan owing by the Company to Mr. Wang.

Capitalisation Shares

An aggregate of 215,499,000 Capitalisation Shares will be allotted and issued, credited as fully paid, by the Company to Mr. Wang under the Debt Capitalisation. Assuming there will be no issue of other new Shares from the date of this joint announcement and up to the date of completion of the Subscription Agreement, the Capitalisation Shares represent (i) approximately 166.9 % of the issued share capital of the Company as at the date of this joint announcement; and (ii) approximately 62.5% of the issued share capital of the Company as enlarged by the allotment and issue of the Capitalisation Shares.

Capitalisation Issue Price

The Capitalisation Issue Price of HK\$0.1 per Capitalisation Share represents:

- (i) a discount of approximately 29.1% to the closing price of HK\$0.141 per Share as quoted on the Stock Exchange on 15 June 2026, being the Last Trading Day;
- (ii) a discount of approximately 32.9% to the average closing price of approximately HK\$0.149 per Share based on the daily closing prices as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 18.7% to the average closing price of approximately HK\$0.123 per Share based on the daily closing prices as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day;

- (iv) a discount of approximately 39.4% to the average closing price of approximately HK\$0.165 per Share based on the daily closing prices as quoted on the Stock Exchange for the thirty (30) consecutive trading days up to and including the Last Trading Day;
- (v) a premium of approximately 1150% over the audited consolidated net asset value attributable to the Shareholders of approximately HK\$0.008 per Share as at 31 December 2025, calculated by dividing the Group's audited consolidated net assets attributable to the Shareholders of approximately HK\$1.0 million as at 31 December 2025 by 129,149,302 Shares in issue as at the date of this joint announcement;
- (vi) a discount of approximately 32.7% to the benchmarked price of HK\$0.1486 per Share (as defined under Rule 10.44A of the GEM Listing Rules), taking into account the higher of (i) the closing price of HK\$0.141 per Share on the Last Trading Day; and (ii) the average closing price of the Shares as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day of HK\$0.1486 per Share; and
- (vii) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) represented by a discount of approximately 20.5% of the theoretical diluted price of approximately HK\$0.1182 per Share to the benchmarked price of approximately HK\$0.1486 per Share (as defined under Rule 10.44A of the GEM Listing Rules), taking into account the higher of (i) the closing price of HK\$0.141 per Share on the Last Trading Day; and (ii) the average closing price of the Shares as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day of HK\$0.1486 per Share.

The Capitalisation Issue Price was arrived at after arm's length negotiation between the Company and Mr. Wang taking into account audited consolidated net asset value of the Company as at 31 December 2025, the prevailing market prices, the thin trading volume of the Shares in the past year, as well as the current market conditions. Having considered the above and taking into account the reasons for the Debt Capitalisation as disclosed in the section headed "Reasons for and benefits of the Debt Capitalisation" below, the Director (excluding members of the Independent Board Committee whose opinion will be set forth in the Circular after having been advised by the Independent Financial Adviser) consider that the terms of the Subscription Agreement (including the Capitalisation Issue Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Conditions precedent

Completion of the Subscription Agreement is subject to and conditional upon:

- (i) the approval of the Subscription Agreement and the transactions contemplated thereunder by the Board;

- (ii) the approval of the Subscription Agreement and the transactions contemplated thereunder, including the granting of the Specific Mandate for the allotment and issue of the Capitalisation Shares to Mr. Wang, by the Independent Shareholders at the EGM;
- (iii) all other necessary consents and approvals required to be obtained from the relevant governmental authorities and regulatory bodies on the part of the Company and/or Mr. Wang, if any, for the Subscription Agreement and the transactions contemplated thereunder, having been obtained and remain in full force and effect;
- (iv) the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Capitalisation Shares; and
- (v) there has been no material breach of any warranties or agreements by any party prior to the completion of the Subscription Agreement.

None of the above conditions can be waived by the parties to the Subscription Agreement. As at the date of this joint announcement, each of the Company and Mr. Wang is not aware of any other approval and consent which is required in respect of condition (iii). As at the date of this joint announcement, other than condition (i) that the Board has approved the Subscription Agreement and executed the same, none of the above conditions has been fulfilled. Mr. Wang has abstained from voting at the meeting of the Board convened to consider the Subscription Agreement.

If the above conditions are not fulfilled on or before 30 September 2026 (or such later date as may be agreed between the parties to the Subscription Agreement in writing), the Subscription Agreement shall cease and terminate and neither parties shall have any claim against the other for compensation save for any antecedent breach of the Subscription Agreement.

Completion of the Subscription Agreement

Completion of the Subscription Agreement shall take place within three (3) Business Days after the date upon which all the aforesaid conditions have been fulfilled, or at such other date as the parties may agree in writing, and at the principal place of business of the Company in Hong Kong or such venue as the parties may agree.

Ranking of the Capitalisation Shares

The Capitalisation Shares, when issued and fully paid, will rank pari passu in all respects among themselves and with all other Shares in issue at the time of allotment and issue of the Capitalisation Shares.

Specific Mandate

The Capitalisation Shares will be allotted and issued pursuant to the Specific Mandate to be sought and approved by more than 50% of the Independent Shareholders at the EGM.

Application for listing of the Capitalisation Shares

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Capitalisation Shares.

THE OFFER

As at the date of this joint announcement, Mr. Wang and parties acting in concert with him are interested in 37,854,877 Shares in aggregate, representing approximately 29.31% of the issued share capital of the Company. Immediately upon the completion of the Subscription Agreement, Mr. Wang and parties acting in concert with him will be interested in 253,353,877 Shares in aggregate, representing approximately 73.51% of the total issued share capital of the Company as enlarged by the allotment and issue of the Capitalisation Shares.

Pursuant to Rule 26.1 of the Takeovers Code, following completion of the Subscription Agreement, Mr. Wang is required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned or agreed to be acquired by Mr. Wang and parties acting in concert with him (excluding Ms. Lai)).

Subject to the completion of the Subscription Agreement, Asian Capital will, for and on behalf of Mr. Wang, make the Offer in compliance with the Takeovers Code on the following basis:

The Offer

For each Offer Share.HK\$0.1 in cash

The Offer Price of HK\$0.1 per Offer Share under the Offer which is the same as the Capitalisation Issue Price per Capitalisation Share under the Subscription Agreement.

The Offer will be extended to all Shareholders other than Mr. Wang and parties acting in concert with him (excluding Ms. Lai) in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer shall be fully paid and free from all encumbrances and together with all rights and interests attaching thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of the despatch of the Composite Document. As at the date of this joint announcement, the Company does not have any dividend or distribution recommended, declared or made but unpaid and has no intention to make any distribution or declare dividends before the Closing Date.

The Offer Price

The Offer Price is HK\$0.1 per Offer Share, which is the same as the Capitalisation Issue Price. The price comparison of the Offer Price with the prevailing market prices of the Shares and the net asset value attributable to the Shareholders is the same as that for the Capitalisation Issue Price as discussed in the section headed “THE DEBT CAPITALISATION – Capitalisation Issue Price” above.

Highest and Lowest Closing Price of the Shares

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the six-month period immediately preceding the commencement of the offer period (as defined under the Takeovers Code) (i.e. 10 June 2026) and up to and including the Last Trading Day were HK\$0.600 per Share (from 15 December 2025 to 22 April 2026) and HK\$0.081 per Share (on 29 May 2026 and 4 June 2026), respectively, having been adjusted for the capital reorganisation of the Company which became effective on 23 April 2026.

Value of the Offer

As at the date of this joint 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.

Upon the completion of the Subscription Agreement, there will be a total of 344,648,302 Shares in issue assuming there is no change in the issued share capital of the Company from the date of this joint announcement up to the date of completion of the Subscription Agreement. On the basis of the Offer Price of HK\$0.1 per Offer Share, the entire issued share capital of the Company would be valued at approximately HK\$34,464,830.2.

Excluding the 37,08,542 Shares beneficially owned by Mr. Wang and parties acting in concert with him (excluding Ms. Lai) and the 215,499,000 Capitalisation Shares to be allotted and issued to Mr. Wang pursuant to the Debt Capitalisation and assuming there is no change in the issued share capital of the Company from the date of this joint announcement up to the date of completion of the Subscription Agreement, a total of 91,340,760 Offer Shares will be subject to the Offer. Based on the Offer Price of HK\$0.1 per Offer Share and on the basis of full acceptance of the Offer, the maximum payment obligations payable by Mr. Wang under the Offer would be HK\$9,134,076.

Confirmation of Financial Resources

Mr. Wang intends to finance the maximum payment obligations payable for the Offer by his own financial resources. Such resources are not borrowed from or provided by any third party. Asian Capital, the financial adviser to Mr. Wang in respect of the Offer, is satisfied that sufficient financial resources are, and will remain, available to Mr. Wang to satisfy the maximum consideration payable under the Offer.

Effect of Accepting the Offer

The Offer, if made, will be unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Offer Shares or any other conditions.

Acceptance of the Offer by any Shareholders will constitute a warranty by such person that all Offer Shares to be sold by such person under the Offer are fully paid and free from all encumbrances whatsoever together with all rights and interests attaching thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid at any time on or after the date of the Composite Document.

Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

Hong Kong Stamp Duty

Seller's Hong Kong ad valorem stamp duty arising in connection with acceptance of the Offer at a rate of 0.1% of the consideration payable in respect of the relevant acceptances, or (if higher) the value of the Offer Shares as determined by the Collector of Stamp Revenue under the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong), will be deducted from the amount payable to the Shareholders who accept the Offer. Mr. Wang will then arrange for payment of the stamp duty on behalf of those Shareholders who accepted the Offer. Mr. Wang will bear the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares.

Payment

Payment in cash in respect of acceptances of the Offer, net of the seller's Hong Kong ad valorem stamp duty, will be made as soon as possible but in any event within seven (7) business days (as defined in the Takeovers Code) following the date of receipt of a duly completed form of acceptance of the Offer and the relevant documents of title to the Offer Shares in respect of such acceptance are received by or on behalf of Mr. Wang to render each such acceptance complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest cent.

Taxation Advice

Shareholders are recommended to consult their own professional advisers as to the taxation implications of accepting or rejecting the Offer. It is emphasised that none of the Company, Mr. Wang or parties acting in concert with him, Asian Capital, the Independent Financial Adviser or any of their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation or other effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Overseas Shareholders

The Offer will be extended to all Shareholders other than Mr. Wang and parties acting in concert with him (excluding Ms. Lai) in accordance with the Takeovers Code, including the Overseas Shareholders. The availability of the Offer to any Overseas Shareholders may be affected by the applicable laws and regulations of their relevant jurisdictions of residence. Overseas Shareholders should observe any applicable legal or regulatory requirements and, where necessary, consult their own professional advisers. It is the responsibilities of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant overseas jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such Overseas Shareholders in respect of such overseas jurisdictions).

If the despatch of the Composite Document to Overseas Shareholders is prohibited by any applicable laws and regulations or may only be effected upon compliance with conditions or requirements in such overseas jurisdictions that would be unduly onerous or burdensome (or otherwise not in the best interest of Mr. Wang or the Company or the Shareholders), the Composite Document, subject to the Executive's consent (which may or may not be granted), may not be despatched to such Overseas Shareholders. In those circumstances, Mr. Wang will apply for a waiver from the Executive regarding the issuance of the Composite Document to particular overseas shareholders pursuant to Note 3 to Rule 8 of the Takeovers Code at such time (where appropriate). Any such waivers will only be granted if the Executive is satisfied that it would be unduly burdensome to despatch the Composite Document to such Overseas Shareholders. The Composite Document will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.sinofortune.hk>), and all material information in the Composite Document will be made available to such Overseas Shareholders.

Acceptance of the Offer by any Overseas Shareholder will be deemed to constitute a representation and warranty from such Overseas Shareholder to Mr. Wang that the local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt.

DEALING AND INTERESTS IN THE SECURITIES OF THE COMPANY

Mr. Wang confirms that, as at the date of this joint announcement:

- (i) save for the 37,854,877 Shares and the Capitalisation Shares upon completion of the Subscription Agreement in which Mr. Wang and parties acting in concert with him are interested, neither Mr. Wang, and/or parties acting in concert with him owned or had control or direction over any voting rights or rights over Shares or convertible securities, warrants, options of the Company or any derivatives in respect of such securities;
- (ii) save for the allotment and issue of the Capitalisation Shares upon completion of the Subscription Agreement, neither Mr. Wang nor any person acting in concert with him had dealt for value in any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of such securities in the six months prior to and including the date of this joint announcement;
- (iii) save for the Subscription Agreement, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of Mr. Wang or the Shares and which might be material to the Offer;
- (iv) save for the Subscription Agreement, there is no agreement or arrangement to which Mr. Wang or any person acting in concert with him, is a party which relates to circumstances in which Mr. Wang may or may not invoke or seek to invoke a pre-condition or a condition to the Offer;
- (v) neither Mr. Wang nor any person acting in concert with him has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (vi) neither Mr. Wang nor any person acting in concert with him received any irrevocable commitment to accept the Offer;
- (vii) there is no outstanding derivative in respect of the securities in the Company entered into by Mr. Wang or any person acting in concert with him;
- (viii) there is no consideration, compensation or benefits in whatever form paid or to be paid by Mr. Wang and parties acting in concert with him to the Company or any party acting in concert with it in connection with the allotment and issue of the Capitalisation Shares under the Subscription Agreement; and

- (ix) save for the Subscription Agreement, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (a) any Shareholders; and (b) (i) Mr. Wang or parties acting in concert with him, or (b)(ii) the Company, its subsidiaries or associated companies.

INFORMATION OF MR. WANG

Mr. Wang, aged 39, is a Substantial Shareholder as at the date of this joint announcement and will be a Controlling Shareholder upon the allotment and issue of the Capitalisation Shares. Mr. Wang has been an executive Director, a member of nomination committee of the Company since May 2013. He was also appointed as the chairman and chief executive officer of the Company and a member of remuneration committee of the Company with effect from 22 September 2015. He is a director of various subsidiaries of the Group.

INTENTION OF MR. WANG REGARDING THE GROUP

Mr. Wang will continue to support the independent operation of the Company and maintain the Company's listing status in the Hong Kong capital market. It is the intention of Mr. Wang that the Company will continue to focus on the development of its Existing Businesses. Mr. Wang does not intend to introduce any major changes to the existing operations and business of the Group (including any redeployment of the fixed assets of the Group) upon the close of the Offer.

Mr. Wang has no intention to terminate the employment of any employees of the Group or to make significant changes to any employment or to dispose of or re-allocate the Group's fixed assets other than relate to the ordinary and usual course of business of the Group as a result of close of the Offer. However, Mr. Wang reserves the right to make such changes that it deems necessary or appropriate to the Group's business and operations to optimise the value of the Group.

As at the date of this joint announcement, no material investment or business opportunity has been identified nor has Mr. Wang entered into any agreement, arrangement, understanding or negotiation in relation to the injection of any assets or business into the Group.

PUBLIC FLOAT AND LISTING STATUS OF THE COMPANY

Mr. Wang intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offer. Mr. Wang does not intend to avail itself of any power of compulsory acquisition of any Shares outstanding after the close of the Offer.

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares, are held by the public at all times, or if the Stock Exchange believes that:

- (i) false market exists or may exist in the trading of the Shares; or
- (ii) there are insufficient Shares in public hands to maintain an orderly market,

then it will consider exercising its discretion to suspend dealings in the Shares until the prescribed level of public float is restored.

Mr. Wang and the Directors will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares following the close of the Offer, which, may include but not limited to placing down of sufficient number of accepted Offer Shares by Mr. Wang and/or issue of additional Shares by the Company for this purpose. No arrangements have been confirmed or put in place as at the date of this joint announcement. Further announcement(s) will be made in accordance with the requirements of the GEM Listing Rules and the Takeovers Code as and when appropriate.

DISCLOSURE OF DEALINGS

In accordance with Rule 3.8 of the Takeovers Code, associates of the Company or Mr. Wang (including persons holding 5% or more of a class of relevant securities of the Company) are reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code.

The full text of Note 11 of Rule 22 of the Takeovers Code is reproduced below pursuant to Rule 3.8 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

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.”

REASONS FOR AND BENEFITS OF THE DEBT CAPITALISATION

Over the past few years, the Group faced significant challenges including the effect of the COVID-19 pandemic, the ongoing Sino-US trade war and the intense “price war” among automakers in the PRC. As an independent and small-scale parallel importer, the Group had limited ability to compete on pricing amid these adverse market conditions and continued to incur losses. The common practice of providing deposits to suppliers in the parallel-imported vehicle industry has also placed considerable pressure on the Group’s working capital. In view of the above, Mr. Wang has provided loan facilities to the Group to provide sufficient working capital and enable the Group to meet its financial obligations as and when they fall due for the foreseeable future.

Mr. Wang granted a total of four outstanding unsecured interest-free loans in Hong Kong dollars to the Company in October 2025, December 2025, January 2026 and March 2026, all of which are repayable on demand. Mr. Wang also granted a total of three outstanding unsecured interest-free loans in RMB to the Company in January 2026, March 2026 and June 2026, all of which are repayable within one year. As at the date of this joint announcement, the outstanding balance of shareholder’s loans from Mr. Wang amounted to approximately HK\$21.5 million in aggregate, comprising loan principals of HK\$4.5 million and approximately RMB14.8 million (equivalent to approximately HK\$17.0 million).

The shareholder’s loans were granted by Mr. Wang to the Company for funding the operations of the Group. Given the Group’s liquidity constraints and financial position, securing the necessary funds to repay the loans would require significant effort and impose substantial repayment pressure to the Group. As such, taking into account the total amount of the outstanding loans, the Company proposed, and Mr. Wang conditionally agreed, to capitalise all of the shareholder’s loans owing to Mr. Wang. This approach will settle a large portion of the Group’s outstanding debts without depleting its existing financial resources or triggering significant cash outflows, particularly having considered the Group’s limited liquidity.

It is noted that the allotment and issue of the Capitalisation Shares would dilute the shareholding of other Shareholders (other than Mr. Wang and parties acting in concert with him) from approximately 70.7% to 26.5%. However, having considered that the Debt Capitalisation would (i) alleviate the Group's financial burden and the repayment pressure on the outstanding debts; (ii) preserve as much liquidity as possible; (iii) expand the Company's capital base; and (iv) reduce the gearing ratio while improving the net asset position, and thereby strengthen the Group's financial position, and taking into account the terms of the Debt Capitalisation, the Director (excluding members of the Independent Board Committee whose opinion will be set forth in the Circular after having been advised by the Independent Financial Adviser) is of the view that the merits of the Debt Capitalisation justify the dilution and the terms of the Debt Capitalisation are on normal commercial terms and are fair and reasonable, and the respective transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE GROUP

The Company was incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM of the Stock Exchange. The Group is principally engaged in trading of motor vehicles, provision of agency services and accessories sourcing, and provision of digital marketing services.

FINANCIAL INFORMATION OF THE GROUP

Set out below is a summary of the audited consolidated results of the Group for the two financial years ended 31 December 2024 and 2025 as extracted from the annual report of the Company for the corresponding period:

	For the year ended 31 December 2024	For the year ended 31 December 2025
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Audited)</i>	<i>(Audited)</i>
Revenue	32,148	29,054
(Loss)/Profit before tax	(101,533)	(14,790)
(Loss)/Profit after tax	(99,019)	(14,678)

The net assets of the Group as at 31 December 2025 was approximately HK\$903,000.

EXPECTED TIMETABLE

Set out below is an expected timetable for the Debt Capitalisation and the Offer, which is for indicative purposes only and has been prepared on the assumption that the respective conditions to the Debt Capitalisation and the Offer will be fulfilled. The expected timetable is subject to change, and any changes will be announced by the Company as and when appropriate.

All times and dates in the below timetable and in this joint announcement refer to Hong Kong local times and dates.

Event	Time and Date
Expected despatch date of Circular with notice and form of proxy for the EGM	on or before Friday, 24 July 2026
Latest time for lodging transfer of the Shares in order to qualify for attendance and voting at the EGM.	4:30 p.m. on Monday, 3 August 2026
Register of members of the Company closes for attending and voting at the EGM (both days inclusive).	Tuesday, 4 August 2026 to Monday, 10 August 2026
Latest time for lodging forms of proxy for the purpose of the EGM (not less than 48 hours prior to the time of the EGM)	11:00 a.m. on Saturday, 8 August 2026
Record date for determining attendance and voting at the EGM.	Monday, 10 August 2026
Expected date of the EGM	Monday, 10 August 2026
Announcement of poll results of the EGM	Monday, 10 August 2026
Register of members of the Company re-opens	Tuesday, 11 August 2026
The following events are conditional on the completion of the Subscription Agreement and therefore the dates are tentative only.	
Expected date of completion of the Subscription Agreement.	Thursday, 13 August 2026
Expected despatch date of the Composite Document	Thursday, 20 August 2026
Expected Closing Date of the Offer	Thursday, 10 September 2026

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The tables below set out the shareholding structure of the Company (i) as at the date of this joint announcement; and (ii) upon the allotment and issue of the Capitalisation Shares:

Name of Shareholders	(i) As at the date of this joint announcement		(ii) Upon the allotment and issue of the Capitalisation Shares	
	No. of Shares	%	No. of Shares	%
Mr. Wang	35,389,932	27.40	250,888,932	72.80
Ms. Chen Dongjin ^{Note 1}	2,418,610	1.87	2,418,610	0.70
Ms. Lai ^{Note 2}	46,335	0.04	46,335	0.01
Sub-total of Mr. Wang and parties acting in concert with him	37,854,877	29.31	253,353,877	73.51
Public Shareholders	91,294,425	70.69	91,294,425	26.49
Total	<u>129,149,302</u>	<u>100.00</u>	<u>344,648,302</u>	<u>100.00</u>

Note 1: Ms. Chen Dongjin is the mother of Mr. Wang.

Note 2: Ms. Lai is an executive Director, who is presumed to be acting in concert with Mr. Wang under class (6) of the presumptions of acting in concert. Other than Mr. Wang and Ms. Lai, no other directors own any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

EQUITY FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company has not conducted any equity fund raising activity in the past 12 months immediately preceding the date of this joint announcement.

GEM LISTING RULES IMPLICATIONS

As at the date of this joint announcement, Mr. Wang is an executive Director and a Substantial Shareholder interested in approximately 27.40% of the issued share capital of the Company. As such, Mr. Wang is a connected person of the Company. Accordingly, the Debt Capitalisation constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules and is subject to announcement, reporting and the Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The granting of the Specific Mandate for the allotment and issue of the Capitalisation Shares is also subject to the approval by more than 50% of the votes cast by the Independent Shareholders at the EGM.

The theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) arising from the Debt Capitalisation represented a discount of approximately 20.5% of the theoretical diluted price to the benchmarked price (as defined under Rule 10.44A of the GEM Listing Rules). As such, the Debt Capitalisation would not result in a theoretical dilution effect of 25% or more and is therefore in compliance with Rule 10.44A of the GEM Listing Rules.

As Mr. Wang, an executive Director, has a material interest in the Subscription Agreement, he has abstained from voting at the meeting of the Board convened to consider the Debt Capitalisation. Other than Mr. Wang, no other Directors were involved in and/or interested in the Debt Capitalisation and the transactions contemplated thereunder (including the granting of the Special Mandate).

EGM

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve, among other things, the Subscription Agreement and the transactions contemplated thereunder (including the granting of the Specific Mandate).

Given that Mr. Wang has a material interest in the Subscription Agreement, Mr. Wang and his respective associates and concert parties are required to abstain from voting on the resolution(s) to be proposed at the EGM to approve the Subscription Agreement and the respective transactions contemplated thereunder (including the grant of the Specific Mandate).

The register of members of the Company will be closed from Tuesday, 4 August 2026 to Monday, 10 August 2026 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM.

ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 20.42 of the GEM Listing Rules and Rule 2.1 of the Takeovers Code, the Independent Board Committee, comprising all the independent non-executive Directors namely, Professor Zhang Benzhen, Mr. Li Jianxing, Professor Chen Shu Wen and Mr. Lee Kwun Kwan who have no direct or indirect interest in the transactions contemplated under the Debt Capitalisation and the Offer, has been established to make recommendations to the Independent Shareholders in respect of (i) the Subscription Agreement and the Specific Mandate and the transactions contemplated thereunder, and as to the voting action therefor; and (ii) the Offer and as to the acceptance of the Offer.

Ignite Capital (Asia Pacific) Limited has been appointed as the Independent Financial Adviser by the Company and approved by the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of (i) the Subscription Agreement and the Specific Mandate and the transactions contemplated thereunder, and as to voting action therefor; and (ii) the Offer, and in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer pursuant to Rule 2.1 of the Takeovers Code.

The advice of the Independent Financial Adviser and the recommendation of the Independent Board Committee in respect of the Subscription Agreement and transactions contemplated thereunder will be included in the Circular for the EGM to be despatched to the Shareholders. The advice of the Independent Financial Adviser and the recommendation of the Independent Board Committee in respect of the Offer, in particular as to whether the terms of the Offer are fair and reasonable and as to acceptance of the Offer pursuant to Rule 2.1 of the Takeovers Code, will be included in the Composite Document to be despatched to the Shareholders.

DESPATCH OF CIRCULAR AND COMPOSITE DOCUMENT

The Circular containing, among other things, (i) details of the Debt Capitalisation and the Specific Mandate; (ii) a letter of recommendations from the Independent Board Committee in respect of the Debt Capitalisation and the Specific Mandate; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Debt Capitalisation and the Specific Mandate; (iv) other information required under the GEM Listing Rules; and (v) a notice convening the EGM, should be despatched to the Shareholders within 15 Business Days from the date of this joint announcement pursuant to Rule 20.66(11) of the GEM Listing Rules. As the Company requires additional time to prepare the relevant information for inclusion in the Circular, it is expected that the Circular will be despatched to the Shareholders on or before 24 July 2026, which is more than 15 Business Days (as required by the GEM Listing Rules) after the publication of this joint announcement. The Company will apply to the Stock Exchange for a waiver from strict compliance with Rule 20.66(11) of the GEM Listing Rules and make a further announcement regarding any delay in despatch of the Circular in due course.

It is the intention of Mr. Wang and the Company to combine the offer document and the offeree board circular into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, a composite document containing, among other things, (a) further details on the terms of the Offer; (b) the recommendation from the Independent Board Committee in respect of the Offer; and (c) the letter from the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders in respect of the Offer, together with the acceptance and transfer form, will be despatched to the Shareholders within 21 days from the date of this joint announcement or such later date as the Executive may approve. As the Composite Document will be despatched following completion of the Subscription Agreement, an application will be made by Mr. Wang and the Company for the extension of the deadline for the despatch of the Composite Document under Note 2 to Rule 8.2 of the Takeovers Code. Further announcement(s) will be made when the Composite Document is despatched.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Tuesday, 16 June 2026 pending the publication of this joint announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on Wednesday, 24 June 2026.

WARNINGS

Shareholders and potential investors of the Company should note that the transactions contemplated under the Subscription Agreement are subject to, among other things, the Independent Shareholders' approval at the EGM.

Accordingly, the transactions contemplated under the Subscription Agreement may or may not proceed. The making of the Offer is subject to the completion of the Subscription Agreement.

AS SUCH, THE MAKING OF THE OFFER IS A POSSIBILITY ONLY.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and, if they are in any doubt about their positions, they should consult their professional advisers.

Shareholders and potential investors should note that the Independent Board Committee has yet to consider and evaluate the Offer. The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement. Shareholders should read the Composite Document carefully, including the recommendations of the Independent Board Committee in respect of the Offer and a letter of advice from the Independent Financial Adviser, before forming a view on the Offer.

Shareholders and potential investors are advised to monitor the announcements to be made by the Company or jointly by Mr. Wang and the Company in respect of the progress of the Offer and exercise caution when dealing in the securities of the Company. If Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

Terms used in this joint announcement have the following meanings unless the context otherwise requires:

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“Asian Capital”	Asian Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, the financial adviser to Mr. Wang in respect of the Offer
“associates”	has the meaning ascribed to it under the Takeovers Code or the GEM Listing Rules (as the case may be)
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or public holiday) or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted or the Extreme Conditions is announced in Hong Kong between 9:00 a.m. to 5:00 p.m. on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Capitalisation Issue Price”	HK\$0.1 per Capitalisation Share
“Capitalisation Share(s)”	an aggregate of 215,499,000 Shares to be issued and allotted by the Company to Mr. Wang pursuant to the Subscription Agreement
“Circular”	the circular of the Company to be despatched to the Shareholders containing, among other things, (i) details of the Debt Capitalisation and the Specific Mandate; (ii) a letter of recommendations from the Independent Board Committee in respect of the Debt Capitalisation and the Specific Mandate; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Debt Capitalisation and the Specific Mandate; (iv) other information required under the GEM Listing Rules; and (v) a notice convening the EGM

“Closing Date”	the date to be stated in the Composite Document as the first closing date of the Offer or any subsequent closing date(s) as may be announced by Mr. Wang and in compliance with the Takeovers Code
“Company”	Sinofortune Financial Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM of the Stock Exchange (Stock Code: 8123)
“Composite Document”	subject to completion of the Subscription Agreement, the composite offer and response document to be jointly despatched by Mr. Wang and the Company in accordance with the Takeovers Code, containing, among other things, details of the Offer, the form of acceptance and transfer of Shares in respect of the Offer, the respective letters of advice from the Independent Board Committee and the Independent Financial Adviser in respect of the Offer
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Debt Capitalisation”	the capitalisation of all of the outstanding shareholder’s loans owing by the Company to Mr. Wang pursuant to the Subscription Agreement
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve the Subscription Agreement and the respective transactions contemplated thereunder including the Specific Mandate
“Executive”	the Executive Director of the Corporate Finance Division of the SFC from time to time or any delegate of such executive director
“Existing Businesses”	trading of motor vehicles, provision of agency services and accessories sourcing, and provision of digital marketing services

“Extreme Conditions”	extreme conditions including but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons as announced by the government of Hong Kong
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM issued by the Stock Exchange, as amended or supplemented from time to time
“Group”	the Company and its subsidiaries from time to time
“Independent Board Committee”	the Independent Board Committee established by the Board comprising all the independent non-executive Directors, for the purpose of making recommendation to the Independent Shareholders in respect of the Subscription Agreement, the Specific Mandate and the Offer and the respective transactions contemplated thereunder
“Independent Financial Adviser”	Ignite Capital (Asia Pacific) Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Debt Capitalisation and the Offer
“Independent Shareholder(s)”	for the purpose of the Debt Capitalisation, the Shareholders other than Mr. Wang and his concert parties and those who are involved in, and/or interested in, the Subscription Agreement and the Specific Mandate and the respective transactions contemplated thereunder; for the purpose of the Offer, the Shareholders other than Mr. Wang and parties acting in concert with him
“Independent Third Party(ies)”	a third party(ies) independent of the Company and its connected persons

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Last Trading Day”	15 June 2026, being the last trading day of the Shares on the Stock Exchange before the release of this joint announcement
“Listing Committee”	has the same meaning ascribed to GEM Listing Committee under the GEM Listing Rules
“Mr. Wang”	<p>Mr. Wang Jiawei, an executive Director and a Substantial Shareholder who is interested in approximately 27.4% of the issued share capital of the Company as at the date of this joint announcement.</p> <p>Mr. Wang is the subscriber under the Subscription Agreement and the offeror under the Offer.</p>
“Ms. Lai”	<p>Ms. Lai Yuk Mui, an executive Director who is interested in approximately 0.04% of the issued share capital of the Company as at the date of this joint announcement.</p> <p>Ms. Lai is presumed to be acting in concert with Mr. Wang under class (6) of the presumptions of acting in concert.</p>
“Offer”	the possible mandatory unconditional cash offer to be made by Asian Capital Limited for and on behalf of Mr. Wang to acquire all the issued Shares (other than those already owned or agreed to be acquired by Mr. Wang and parties acting in concert with him (excluding Ms. Lai)) pursuant to Rule 26.1 of the Takeovers Code
“Offer Price”	the price per Offer Share at which the Offer will be made in cash, being HK\$0.1 per Offer Share
“Offer Share(s)”	issued Share(s) other than those already owned by Mr. Wang and parties acting in concert with him (excluding Ms. Lai)
“Overseas Shareholder(s)”	the Shareholder(s) whose registered address(es) as shown in the Register is (are) in (a) place(s) outside Hong Kong

“PRC”	the People’s Republic of China, which for the purpose of this joint announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Registrar”	Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	the specific mandate to be sought from the Independent Shareholders at the EGM for the allotment and issue of the Capitalisation Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the agreement dated 15 June 2026 entered into between the Company and Mr. Wang in respect of the Debt Capitalisation
“Substantial Shareholder(s)”	has the same meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the SFC, as amended or supplemented from time to time
“%”	per cent

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

Hong Kong, 23 June 2026

For the purpose of illustration only and unless otherwise stated, conversion of RMB into HK\$ in this announcement is based on the exchange rate of HK\$1 to approximately RMB0.8696. Such conversion should not be construed as a representation that any amount has been, could have been, or may be, exchanged at this rate or any other rate.

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

This joint 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 joint 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 joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to Mr. Wang and parties acting in concert with him) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint 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 joint announcement, the omission of which would make any statement in this joint announcement misleading.

Mr. Wang accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group), and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors (except Mr. Wang)) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

This joint announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange 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>.