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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 Offeror)

JOINT ANNOUNCEMENT

(1) COMPLETION OF THE SUBSCRIPTION AGREEMENT UNDER SPECIFIC MANDATE; AND (2) MONTHLY UPDATE ON THE 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))

Financial adviser to the Offeror

ASIAN CAPITAL

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

Ignite Capital

References are made to (i) the joint announcement dated 23 June 2026 (the "**Rule 3.5 Announcement**") issued by Sinofortune Financial Holdings Limited (the "**Company**") and Mr. Wang Jiawei ("**Mr. Wang**" or the "**Offeror**") in relation to, among other things, (a) the Debt Capitalisation under Specific Mandate; and (b) the Offer; (ii) the joint announcement dated 14 July 2026 issued by the Company and the Offeror in relation to the delay in despatch of the Composite Document (the "**Delay in Despatch Announcement**"); and (iii) the poll results announcement of the Company in relation to the EGM dated 10 August 2026 (the "**Poll Results Announcement**"). Unless the context otherwise requires, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Rule 3.5 Announcement.

The Company and the Offeror wish to update the Shareholders and the potential investors of the Company on further developments in relation to, among other things, the Debt Capitalisation and the Offer.

As stated in the Rule 3.5 Announcement, the making of the Offer is subject to the completion of the Subscription Agreement, which is in turn subject to the fulfilment of the conditions precedent thereunder.

The EGM was held on 10 August 2026. As disclosed in the Poll Results Announcement, the resolution in respect of the Subscription Agreement and the Specific Mandate was duly passed by the Independent Shareholders at the EGM. Furthermore, the Stock Exchange granted its listing approval in respect of the Capitalisation Shares on 11 August 2026.

COMPLETION OF THE SUBSCRIPTION AGREEMENT

The Board is pleased to announce that all conditions precedent of the Subscription Agreement have been fulfilled and the completion of the Subscription Agreement took place on 13 August 2026, whereby the Company simultaneously allotted and issued, and the Offeror subscribed for, 215,499,000 Capitalisation Shares at the Capitalisation Issue Price of HK$0.1 per Capitalisation Share and set off the shareholder's loans owing by the Company to the Offeror in the sum of HK$21,549,900 on a dollar-to-dollar basis upon the completion of the Subscription Agreement under the Specific Mandate.

Immediately upon the completion of the Subscription Agreement and as at the date of this joint announcement, the Offeror and parties acting in concert with him are 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.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately before the completion of the Subscription Agreement; and (ii) immediately upon the completion of the Subscription Agreement and as at the date of this joint announcement:

Name of Shareholders	**Immediately before the completion of the Subscription Agreement**		**Immediately upon the completion of the Subscription Agreement and as at the date of this joint announcement**	
	No. of shares	*%*	*No. of shares*	*%*
The Offeror	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 the Offeror 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	**129,149,302**	**100.00**	**344,648,302**	**100.00**

Note 1: Ms. Chen Dongjin is the mother of the Offeror.

Note 2: Ms. Lai is an executive Director, who is presumed to be acting in concert with the Offeror under class (6) of the presumptions of acting in concert. Other than the Offeror 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.

THE OFFER

Accordingly, the Offeror 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 the Offeror and parties acting in concert with him (excluding Ms. Lai)) pursuant to Rule 26.1 of the Takeovers Code.

As disclosed in the Delay in Despatch Announcement, the Composite Document containing, among other things, (i) details of the Offer; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, together with the relevant form of acceptance and transfer, is required to be despatched to the Shareholders on a date falling (i) no later than 7 days after the date of completion of the Subscription Agreement; or (ii) by 7 October 2026, whichever is earlier. It is therefore expected that the Composite Document will be despatched on or before 20 August 2026 (or such later date to which the Executive may consent).

Further joint announcement(s) will be made by the Company and the Offeror as and when appropriate in accordance with the GEM Listing Rules and the Takeovers Code to update the Shareholders and potential investors of the Company on the status and progress of the Offer and when the Composite Document is despatched.

WARNINGS

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. Independent 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 of the Company are advised to exercise caution when dealing in the securities of the Company. If Shareholders and potential investors of the Company are in any doubt about their position, they should consult their professional advisers.

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

Hong Kong, 13 August 2026

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 Benzheng, 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 the Offeror 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 the Offeror) 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.

The Offeror 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 inquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors (except the Offeror)) 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.