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## **Zhong Jia Guo Xin Holdings Company Limited**

**中加國信控股股份有限公司**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 899)**

### **ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE IN RESPECT OF MAJOR TRANSACTION IN RELATION TO THE ACQUISITION OF TWO TARGET COMPANIES**

Reference is made to the announcement of Zhong Jia Guo Xin Holdings Company Limited (“**Company**”, together with its subsidiaries as, the “**Group**”) dated 23 August 2023 (the “**Announcement**”) and the circular of the Company dated 9 November 2023 (the “**Circular**”) in relation to, among other things, the Acquisitions. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement and Circular.

The Company hereby announces that, on 13 June 2024:

- (a) in accordance with the Agreement A, 32,000,000 Consideration Shares have been issued by the Company to the Vendor as part consideration for the acquisition of the Target Company A; and
- (b) in accordance with the Agreement B, 155,680,000 Consideration Shares have been issued by the Company to the Vendor as part consideration for the acquisition of the Target Company B.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and upon issue of the Consideration Shares is as follows:

Beneficial owners of the Shares	Notes	Immediately before issue of Consideration Shares		Upon issue of the Consideration Shares	
		Number of Shares	Approximate % of shareholding	Number of Shares	Approximate % of shareholding
Yao Jigen	(1)	252,973,800	22.46%	252,973,800	19.26%
Liang Shulian		100,190,000	8.90%	100,190,000	7.63%
Lam Pik Lam	(2)	133,921,000	11.89%	133,921,000	10.19%
Vendor		–	–	187,680,000	14.29%
Public Shareholders		<u>638,998,560</u>	<u>56.75%</u>	<u>638,998,560</u>	<u>48.63%</u>
<b>Total</b>		<b><u>1,126,083,360</u></b>	<b><u>100.00%</u></b>	<b><u>1,313,763,360</u></b>	<b><u>100.00%</u></b>

Notes:

1. Yao Jigen personally holds 9,700,000 Shares and Full Tenda Development Limited, a company wholly and beneficially owned by Yao Jigen, holds 243,273,800 Shares. The total number of Shares beneficially owned by Yao Jigen is 252,973,800 Shares.
2. These Shares are held by Green Deer Holdings Limited, which is wholly and beneficially owned by Lam Pik Lam.

Upon issue of the Consideration Shares to the Vendor, the Vendor has become a substantial Shareholder.

By Order of the Board  
**Zhong Jia Guo Xin Holdings Company Limited**  
**Ouyang Yanling**  
Chairman

Hong Kong, 13 June 2024

*As at the date of this announcement, the Board consists of five executive directors, Ms. Ouyang Yanling, Mr. Li Yuguo, Mr. Liu Yan Chee James, Mr. Li Xiaoming and Ms. Wen Junyi; three non-executive directors, Mr. Yang Xiaoqiang, Mr. Huang Yilin and Mr. Chen Dong Yao; and four independent non-executive directors, Mr. Ba Junyu, Mr. So Ting Kong, Mr. Wong Sung and Mr. Xu Xingge.*