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Wenye Group Holdings Limited

文業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1802)

COMPLETION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

References are made to the announcements of Wenye Group Holdings Limited (the “**Company**”) dated 7 June 2024 and 13 October 2024 and the circular of the Company dated 24 September 2024 in relation to, among others, the subscription of 237,600,000 Subscription Shares by the Subscribers under Specific Mandate (the “**Circular**”). Unless otherwise stated, capitalized terms used in this announcement shall bear the same meanings as those defined in the Circular.

The Board is pleased to announce that the conditions precedent under the Subscription Agreements have been fulfilled and completion of the Subscriptions (the “**Completion**”) by the Subscribers took place on 17 April 2025. Pursuant to the Subscription Agreements, an aggregate of 237,600,000 Subscription Shares, representing approximately 28.6% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares, have been subscribed by the Subscribers at the Subscription Price of HK\$0.055 per Subscription Share. The aggregate nominal value of the Subscription Shares is HK\$23,760.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors’ knowledge, information and belief, after having made all reasonable enquiries, the table below sets out the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion:

| Shareholders | Immediately before Completion of the Subscriptions | | Immediately upon Completion of the Subscriptions | |
|-------------------------------|---|---------------------------|---|---------------------------|
| | Number of Existing Shares | Approximate Percentage | Number of Issued Shares | Approximate Percentage |
| Directors: | | | | |
| Mr. Mak | 37,072,000 | 6.24% | 64,344,727 | 7.74% |
| Mr. Chen (Note 1) | 19,350,000 | 3.26% | 19,350,000 | 2.33% |
| Mr. Kong | - | - | 62,313,673 | 7.49% |
| Public Shareholders | | | | |
| HK Monkey Asset Management | - | - | 58,790,836 | 7.07% |
| Mr. Lee | - | - | 26,909,091 | 3.23% |
| Shenzhen Xinhengfeng | - | - | 62,313,673 | 7.49% |
| Other public Shareholders | 537,578,000 | 90.50% | 537,578,000 | 64.64% |
| Total | <u>594,000,000</u> | <u>100.00%</u> | <u>831,600,000</u> | <u>100.00%</u> |

Notes:

1. Mr. Chen is deemed to be interested in the 19,350,000 Shares held by Chenli Holdings for the purpose of Part XV of the SFO. Chenli Holdings is indirectly wholly-owned by CMB Wing Lung (Trustee) Limited, the Trustee of the Chen Family Trust. The Chen Family Trust is a discretionary family trust established by Mr. Chen Li and for the benefit of himself.
2. The Subscription Shares of HK Monkey Asset Management, Mr. Lee and Shenzhen Xinhengfeng are expected to form part of the public float after Completion, and the Company is expected to maintain a sufficient amount of public float of at least 25% of the total number of issued Shares after Completion.

By order of the Board
Wenye Group Holdings Limited
Kong Guojing
Chairman

Shenzhen, PRC, 17 April 2025

As at the date of this announcement, the Board of the Company comprises (i) three executive directors, namely Mr. Kong Guojing (Chairman), Ms. Fan Shuying (Co-Chairwoman and Chief Executive Officer) and Mr. Peng Jihui; (ii) three non-executive directors, namely, Mr. Chen Li, Mr. Li Hongxing and Mr. Mak Ho Fai; and (iii) three independent non-executive directors, namely Mr. Huang Wei, Mr. Ma Kin Ling and Ms. Ye Jinyu.

In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.