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RELIANCE GLOBAL HOLDINGS LIMITED

信保環球控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 723)

DISCLOSEABLE TRANSACTION
FORMATION OF JOINT VENTURE

FORMATION OF JOINT VENTURE

On 16 September 2025 (after trading hours), Reliance Global Capital entered into the JV Agreement with the AZIO, HK Chuang Xin Qi and Mega Link pursuant to which the parties agreed to establish the JV Company for the development and operation in forestry robotics related business.

Pursuant to the terms of the JV Agreement, the total capital commitment of the JV Company shall be HK$150 million, of which Reliance Global Capital, AZIO, HK Chuang Xin Qi and Mega Link shall contribute HK$60 million, HK$60 million, HK$13.5 million and HK$16.5 million respectively. The JV Company will be owned as to 40% by Reliance Global Capital, as to 40% by AZIO, as to 9% by HK Chuang Xin Qi and as to 11% by Mega Link upon its establishment. The JV Company will not be a subsidiary of the Company and its financial results will not be consolidated into the financial statements of the Group.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the formation of the JV Company exceeds 5% but less than 25%, the formation of the JV Company constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but is exempted from the Shareholders' approval requirement under Chapter 14 of the Listing Rule.

* *For identification purpose only*

FORMATION OF THE JV COMPANY

The Board is pleased to announce that on 16 September 2025 (after trading hours), Reliance Global Capital entered into the Joint Venture Agreement with the AZIO, HK Chuang Xin Qi and Mega Link pursuant to which the parties agreed to establish the JV Company for the development and operation in forestry robotics related business.

THE JV AGREEMENT

Date

16 September 2025 (after trading hours)

Parties

(i) Reliance Global Capital;

(ii) AZIO;

(iii) HK Chuang Xin Qi; and

(iv) Mega Link

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, AZIO, HK Chuang Xin Qi, Mega Link and their respective ultimate beneficial owners are Independent Third Parties.

Formation of the JV Company

Pursuant to the JV Agreement, Reliance Global Capital, AZIO, HK Chuang Xin Qi and Mega Link agree to set up the JV Company in accordance with the provisions of the JV Agreement. The JV Company will be a company incorporated in Hong Kong with limited liability.

The JV Company will be owned as to 40% by Reliance Global Capital, as to 40% by AZIO, as to 9% by HK Chuang Xin Qi and as to 11% by Mega Link upon its establishment. The JV Company will not be a subsidiary of the Company and its financial results will not be consolidated into the financial statements of the Group.

Purpose of the formation of the JV Company

The JV Company shall be principally engaged in the development and operation of forestry robotics related business.

Capital Commitment

Pursuant to the terms of the JV Agreement, the total capital commitment of the JV Company shall be HK$150 million, of which Reliance Global Capital, AZIO, HK Chuang Xin Qi and Mega Link shall contribute HK$60 million, HK$60 million, HK$13.5 million and HK$16.5 million respectively. The capital commitment will be paid in cash by its shareholders in proportion to their respective equity interests in the JV Company within 5 years of the establishment of the JV Company.

The amount of capital commitment was determined after arm's length negotiations between the parties with reference to the business plans and the capital needs of the JV Company. The Group intends to finance its investment in the JV Company from its internal resources.

Board composition of the JV Company and corporate governance

Pursuant to the JV Agreement, the board of directors of the JV Company shall consist of five directors. Reliance Global Capital is entitled to appoint and nominate two directors and each of AZIO, HK Chuang Xin Qi and Mega Link is entitled to appoint and nominate one director to the board of directors of the JV Company.

The board of directors of the JV Company shall be responsible for the execution and making decisions relating to the operation of the JV Company. The parties agree that board resolution shall be passed at a meeting of the board of directors of the JV Company for material matters and the quorum of such meeting shall be two directors, comprising at least one director being appointed by a different shareholder.

Restrictions on transfer of shares

Pursuant to the JV Agreement, no shareholder may transfer all or any part of its shares without the prior consent of all shareholders of the JV Company.

Each shareholder shall have a right of first refusal in the event any shareholder wishes to transfer any of its shares in the JV Company. The transferring shareholder shall issue a written transfer notice setting out the proposed terms of transfer. Each shareholder shall have 30 days to elect whether to purchase such shares on a pro rata basis. If no election is made within the period, the transferring shareholder may proceed with the sale to the proposed transferee on proposed terms within 60 days.

INFORMATION OF THE PARTIES TO THE JV AGREEMENT

Reliance Global Capital

Reliance Global Capital is a company incorporated in the British Virgin Islands with limited liability and is a wholly-owned subsidiary of the Company. It is principally engaged in investment holding.

AZIO

AZIO is a company incorporated in the United States and principally engaged in distribution of high-end electronic products. AZIO is owned by David Shiue as to 55%, Shu Tang Tsai as to 15%, Yi Chen Tsai as to 10%, Jenny Yang as to 10% and Perry Hsieh as to 10%.

HK Chuang Xin Qi

HK Chuang Xin Qi is a company incorporated in the Hong Kong with limited liability and principally engaged in investment holding. HK Chuang Xin Qi is owned by Li Bingcheng as to 50% and Wang Jian as to 50%.

Mega Link

Mega Link is a company incorporated in the British Virgin Islands with limited liability and principally engaged in investment holding. Mega Link is owned by Sun Nan.

REASONS FOR AND BENEFITS OF JV AGREEMENT

The Company is an investment holding company. The Group is principally engaged in forest-related business comprising timber supply chain and sustainable forest management, and money lending business.

The Group's timber supply chain operation encompasses all value-added activities, ranging from plantation and harvesting rights management to sourcing and procurement, timber harvesting and logging to quality inspection, transportation to wood processing, inventory management to customs clearance, as well as sales and marketing and after-sales services.

With the advance in technology, robotics play an emerging role in forest industry. For example, drones are commonly deployed for data acquisition, monitoring tree inventories, tracking forest regeneration and monitoring wildfire. On the other hand, the research and development of unmanned ground vehicles, such as autonomous logging machine, will play an important role in the future forest industry. Riding on expertise of AZIO in information technology and artificial intelligence, together with the Group's experience in forest industry, the JV Company will be principally engaged in the development and operation of forestry robotics related business.

The Board is of the view that the formation of the JV Company will enable the Group to capture the opportunity in the emerging forestry robotics and supplement the Group's timber supply chain business. The Directors consider that the terms of the JV Agreement are fair and reasonable and the transactions thereunder are on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the formation of the JV Company exceeds 5% but less than 25%, the formation of the JV Company constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but is exempted from the Shareholders' approval requirement under Chapter 14 of the Listing Rule.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

"AZIO"	AZIO Corporation, a company incorporated in the United States
"Board" or "Director(s)"	the board of directors of the Company
"BVI"	British Virgin Islands
"Company"	Reliance Global Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 723)
"Group"	the Company and its subsidiaries
"HK Chuang Xin Qi"	HK Chuang Xin Qi Trading Co., Limited, a company incorporated in Hong Kong with limited liability
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	third party(ies) independent of and not connected with the Company and/or its subsidiaries and their respective connected persons (as defined in the Listing Rules)
"JV Agreement"	the joint venture agreement dated 16 September 2025 entered into between Reliance Global Capital, AZIO, HK Chuang Xin Qi and Mega Link in relation to the formation of the JV Companies
"JV Company"	the company to be formed pursuant to the JV Agreement
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"Reliance Global Capital"	Reliance Global Capital Limited, a company incorporated in BVI with limited liability and a wholly-owned subsidiary of the Company
"Share(s)"	ordinary share(s) of the Company
"Shareholder(s)"	holder(s) of the Shares of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
"United States"	the United States of America (including its territories and dependencies, any state in the US and the District of Columbia)
"Mega Link"	Mega Link International Limited, a company incorporated in BVI with limited liability
"%"	per cent.

By order of the Board
Reliance Global Holdings Limited
Yang Zheng
Chairman

Hong Kong, 16 September 2025

As at the date of this announcement, the Board comprises Mr. Yang Zheng (Chairman), Mr. Lai Ming Wai (Chief Executive Officer) and Ms. Yiu Wai Yee, Catherine as Executive Directors and Mr. Fung Kim Shun, Ms. Han Li and Mr. Lin Wei Qiao as Independent Non-Executive Directors.