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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)

- 1) COMPLETION OF DISCLOSEABLE TRANSACTION IN RELATION TO
THE DISPOSAL OF THE SALE SHARES;**
- 2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- 3) CHANGE OF COMPOSITION OF BOARD COMMITTEES;**
- AND**
- 4) COMPLIANCE WITH THE LISTING RULES AND TERMS OF
REFERENCE**

COMPLETION OF DISCLOSEABLE TRANSACTION

References are made to the announcements of the Company dated 15 October 2025 and 5 November 2025 in relation to the disposal of the Sale Shares (the “**Announcements**”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Announcements.

The board (the “**Board**”) of directors (the “**Directors**”) of Zhong Jia Guo Xin Holdings Company Limited (the “**Company**”, together with its subsidiaries as, the “**Group**”) is pleased to announce that the conditions precedent as set out under the Agreement have been fulfilled. The Group has also confirmed receiving the Consideration from the Purchaser in accordance with the Agreement, hence completion of the Disposal was deemed to have taken place on 6 November 2025. After the Completion, the Company no longer, directly or indirectly, holds any equity interest in any of the Target Companies. The Target Companies ceased to be the subsidiaries of the Company and the financial results of the Target Group will no longer be consolidated into the financial statements of the Group.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 6 November 2025, Mr. Wang Pengwei (“**Mr. Wang**”), has been appointed as independent non-executive Director.

The biographical details of Mr. Wang are set out below:

Mr. Wang Pengwei (王芃偉), aged 46, has been appointed as an independent non-executive Director with effect from 6 November 2025.

Mr. Wang possesses over 20 years of extensive government administration and supervision experience in both mainland China and Hong Kong. He previously served at the Yuanling Police Station of the Futian Branch of the Shenzhen Public Security Bureau* (深圳市公安局福田分局園嶺派出所) and the Cyber Surveillance Unit of the Shenzhen Public Security Bureau*(深圳市公安局網絡監察支隊), where he was responsible for internet patrols and case investigation. He also worked at the Shenzhen Human Resources and Social Security Bureau*(深圳市人力資源及社會保障局) (formerly the Shenzhen Personnel Bureau*(深圳市人事局)), where he was in charge of personnel wage verification for public institutions across the city, as well as the introduction and review of foreign cultural and educational experts, and expert training. From 2013 to 2019, he served at the Liaison Office of the Central People's Government of the People's Republic of China in Hong Kong Special Administrative Region. His responsibilities included arranging receptions for central government delegations and important activities of local governments visiting Hong Kong, as well as handling daily liaison affairs between the office and the Hong Kong Special Administrative Region government.

Mr. Wang received his Bachelor's Degree from the National University of Defense Technology of the People's Liberation Army* (中國人民解放軍國防科技大學) in 2003. He is pursuing an Executive Master of Business Administration (EMBA) degree from ESC Clermont Business School (Shenzhen).

Pursuant to the letter of appointment with the Company, Mr. Wang's appointment has commenced on 6 November 2025 for a term of 3 years, subject to retirement by rotation and re-election according to the bye-laws of the Company. He is entitled to a monthly remuneration of HK\$13,000 for being an independent non-executive Director. The remuneration was determined by the Board and the remuneration committee of the Company with reference to the prevailing market conditions, qualification, duties and responsibilities of Mr. Wang.

Save as disclosed above, as at the date of this announcement, Mr. Wang does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)).

Mr. Wang does not have any interest in the shares or underlying shares of the Company within the

meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Save as disclosed above, there is no other information relating to Mr. Wang’s appointment which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Wang has confirmed (a) his independence as regards each of the factors for independence referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that he had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment.

The Board would like to express its warmest welcome to Mr. Wang on his new appointment.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Mr. Wang is also appointed as a member of each of the audit committee, the remuneration committee and the nomination committee of the Company.

COMPLIANCE WITH THE LISTING RULES AND TERMS OF REFERENCE

After the appointment of Mr. Wang:

1. the Company has at least three independent non-executive Directors and at least one of them must have appropriate professional qualifications or accounting or related financial management expertise in accordance with Rule 3.10 of the Listing Rules;
2. the number of independent non-executive Directors represents at least one-third of the Board in accordance with Rule 3.10A of the Listing Rules;
3. the audit committee of the Company comprises at least three members and at least one of them must have appropriate professional qualifications or accounting or related financial management expertise in accordance with Rule 3.21 of the Listing Rules;
4. the remuneration committee of the Company comprises not less than three members in accordance with the terms of reference of the remuneration committee of the Company; and
5. the nomination committee of the Company is chaired by an independent non-executive Director and comprise a majority of independent non-executive Directors in accordance with Rule 3.27A of the Listing Rules.

By order of the Board
Zhong Jia Guo Xin Holdings Company Limited
Chan Wai Fung
Executive Director & chief executive officer

Hong Kong, 6 November 2025

As at the date of this announcement, the Board consists of two executive Directors, Mr. Chan Wai Fung and Ms. Yau Ho Yi; one non-executive Director, Ms. Jiang Xiaojun and three independent non-executive Directors, Dr. Liang Jinxiang, Mr. Wang Pengwei and Mr. Wong Chun Peng Stewart.

**For identification purposes only*