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CHINA RENAISSANCE HOLDINGS LIMITED

華興資本控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1911)

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITIONS OF DISTRESSED ASSETS

THE ACQUISITIONS

On 31 December 2025 (after trading hours), the Purchaser (which is wholly-owned by the Group) entered into (i) the Transfer Agreement I with Vendor I in relation to the acquisition of Distressed Assets Portfolio I at a consideration of approximately RMB277.1 million; and (ii) the Transfer Agreement II with Vendor II in relation to the acquisition of Distressed Assets Portfolio II at a consideration of RMB31.2 million, respectively.

LISTING RULES IMPLICATIONS

As one or more applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules in respect of the Acquisitions, when aggregated, is more than 5% but all applicable percentage ratios are less than 25%, the Acquisitions constitute a discloseable transaction to the Company which is subject to the announcement requirements but exempt from the Shareholders' approval requirements under the Listing Rules.

THE ACQUISITIONS

On 31 December 2025 (after trading hours), the Purchaser (which is wholly-owned by the Group) entered into (i) the Transfer Agreement I with Vendor I in relation to the acquisition of Distressed Assets Portfolio I at a consideration of approximately RMB277.1 million; and (ii) the Transfer Agreement II with Vendor II in relation to the acquisition of Distressed Assets Portfolio II at a consideration of RMB31.2 million, respectively.

Subject Matter

Pursuant to the Transfer Agreements, the Vendors agreed to sell and the Purchaser agreed to purchase, the Distressed Assets (i.e. the Distressed Assets Portfolio I and the Distressed Assets Portfolio II), representing portfolios of non-performing loan receivables due from individual debtors and all corresponding rights, claims and interests held by the relevant Vendors as creditors in relation to such debts.

The Distressed Assets Portfolio I to be transferred under the Transfer Agreement I comprises a portfolio of non-performing personal consumption debts indebted to Vendor I. As at 1 December 2025, the aggregate outstanding principal balance of such debts amounted to approximately RMB6.677 billion (excluding accrued interest and default interest). The portfolio involves debts which are all owed by individual debtors, and the average maturity overdue period of the debts in the portfolio is 854 days, among which debts overdue for one to two years account for approximately 20%, all of such debts involved are unsecured.

The Distressed Assets Portfolio II to be transferred under the Transfer Agreement II comprises a portfolio of non-performing personal consumption debts indebted to Vendor II. As at 1 December 2025, the aggregate outstanding principal balance of such debts amounted to approximately RMB752 million (excluding accrued interest and default interest). The portfolio involves debts which are all owed by individual debtors, and the average maturity overdue period of the debts in the portfolio is 439 days, among which debts overdue for one to two years account for approximately 38%, all of such debts involved are unsecured.

Consideration

Pursuant to the Transfer Agreement I, the consideration for the Distressed Assets Portfolio I of approximately RMB277.1 million shall be payable by the Purchaser to Vendor I in cash in the following manner:

- (i) first payment in the amount of approximately RMB205.2 million, representing approximately 74% of the consideration for the Distressed Assets Portfolio I, within 25 business days after the date of the Transfer Agreement I; and
- (ii) the remaining amount of approximately RMB71.9 million, representing approximately 26% of the consideration for the Distressed Assets Portfolio I, within 15 business days after the date of the above first payment of consideration.

Pursuant to the Transfer Agreement II, the consideration for the Distressed Assets Portfolio II of approximately RMB31.2 million shall be payable by the Purchaser to Vendor II in cash in the following manner:

- (i) first payment in the amount of approximately RMB23.1 million, representing approximately 74% of the consideration for the Distressed Assets Portfolio II, within 25 business days after the date of the Transfer Agreement II; and
- (ii) the remaining amount of approximately RMB8.09 million, representing approximately 26% of the consideration for the Distressed Assets Portfolio II, within 15 business days after the date of the above first payment of consideration.

The Acquisitions shall be financed by the internal resources of the Group.

The considerations for the Distressed Assets were determined after arm's length negotiations between the Purchaser and the Vendors taking into account factors such as the age and delinquency status of the underlying debts, historical recovery rate of similar debts and expected recovery rates, statistical analysis of the distribution of delinquency duration, borrowers' average age, average loan size per case, and geographical locations of borrowers. Additional considerations include the legal enforceability of claims, status of prior collection efforts, documentation completeness, and anticipated collection costs. These factors are collectively and quantitatively analyzed to derive that the book value for each of the Distressed Assets portfolios, being approximately RMB277.1 million for the Distressed Assets Portfolio I and approximately RMB31.2 million for the Distressed Assets Portfolio II, are reasonable.

Completion

Completion of the transfer of the ownership of the Distressed Assets Portfolio I and the Distressed Assets Portfolio II will take place immediately upon signing the Transfer Agreements.

INFORMATION RELATING TO THE PARTIES

The Company

The Company is an investment holding company and the Group is principally engaged in, among others, the provision of investment banking and investment management services.

The Purchaser

The Purchaser is a limited partnership established in the PRC, which is principally engaged in investment and consulting services. As at the date of this announcement, the general partner (Tianjin Huaqiyouhong Investment Co., Ltd.* (天津鉅啟優宏投資有限公司)) and the two limited partners of the Purchaser (Lishui Zhanxing Self-Owned Funds Investment Partnership (Limited Partnership)* (麗水湛興自有資金投資合夥企業 (有限合夥)) and Lishui Yaoxing Proprietary Capital Investment Partnership (Limited Partnership)* (麗水曜興自有資金投資合夥企業 (有限合夥))) are entities wholly-owned by the Group.

The Vendors

Vendor I is a limited liability company established under the laws of the PRC and principally engages in business activities under a financing guarantee business licence. Vendor II is a limited liability company established under the laws of the PRC and principally engages in business activities under an online micro-lending business operation licence. Both Vendor I and Vendor II are indirectly wholly-owned by the Vendors Holding Company. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, based on the information available to the Company, the Vendors and their ultimate beneficial owners are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE ACQUISITIONS

The Group is principally engaged in the provision of asset and investment management, investment banking and related services. As part of its strategy to increase the intensity of its proprietary investments to enhance returns and create greater value for Shareholders, the Group has been actively exploring high-value investment targets, including the acquisition of distressed assets when quality investment opportunity are identified.

The Acquisitions represent a good opportunity for the Group, as the market continues to recover, the Group expects the recovery of relevant debts will improve over time, and the Group is confident that a significant portion of the debts are able to be recovered over time, which is expected to result in attractive rate of investment returns to the Group. The Company believes the Acquisitions will (i) broaden the Group's proprietary investment exposure, (ii) enhance investment returns and create value for Shareholders as the recovery values over time may exceed the purchase price paid by the Group; and (iii) further diversify the Group's income stream by adding credit-related assets which is expected to generate ongoing income and increase cash flow to the Group from future recovery proceeds.

In view of the above, the Board is of the view that the terms of the Acquisitions are fair and reasonable, on normal commercial terms and that the Acquisitions are in the interests of the Group and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules in respect of the Acquisitions is more than 5% but all applicable percentage ratios are less than 25%, the Acquisitions constitute a discloseable transaction to the Company which is subject to the announcement requirements but exempt from the Shareholders' approval requirements under the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings as set out below:

“Acquisitions”	the acquisitions of the Distressed Assets pursuant to the Transfer Agreements
“Board”	the board of Directors
“Company”	China Renaissance Holdings Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Distressed Assets”	the Distressed Assets Portfolio I and the Distressed Assets Portfolio II
“Distressed Assets Portfolio I”	a portfolio of non-performing personal consumer debts owed by individual debtors to Vendor I, including but not limited to, the non-performing loan receivables due from such individual debtors and all corresponding rights, claims and interests held by Vendor I as creditor in relation to such debts
“Distressed Assets Portfolio II”	a portfolio of non-performing personal consumer debts owed by individual debtors to Vendor II, including but not limited to, the non-performing loan receivables due from such individual debtors and all corresponding rights, claims and interests held by Vendor II as creditor in relation to such debts
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“PRC”	the People's Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)

“Purchaser”	Lishui Langxing’s Own Capital Investment Partnership (Limited Partnership)* (麗水朗興自有資金投資合夥企業(有限合夥), a limited partnership established under PRC laws
“RMB”	Renminbi, the lawful currency of PRC
“Share(s)”	ordinary share(s) in the issued share capital of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer Agreements”	the Transfer Agreement I and the Transfer Agreement II
“Transfer Agreement I”	the transfer agreement dated 31 December 2025 entered into between the Purchaser and Vendor I in relation to the acquisition of the Distressed Assets Portfolio I
“Transfer Agreement II”	the transfer agreement dated 31 December 2025 entered into between the Purchaser and Vendor II in relation to the acquisition of the Distressed Assets Portfolio II
“Vendors”	Vendor I and Vendor II
“Vendor I”	Fuzhou Qifu Financing Guarantee Co., Ltd., a company established under the laws of the PRC with limited liability
“Vendor II”	Fuzhou Qifu Online Microcredit Co., Ltd., a company established under the laws of the PRC with limited liability
“Vendors Holding Company”	Qfin Holdings, Inc., a company incorporated in the Cayman Islands (stock code: 03660)
“%”	per cent

By order of the Board
China Renaissance Holdings Limited
Hui Yin Ching
Chairperson of the Board and Executive Director

Hong Kong, 31 December 2025

As at the date of this announcement, the Board comprises Ms. Hui Yin Ching as Chairperson and Executive Director, Mr. Wang Lixing and Mr. Du Yongbo as Executive Directors, Mr. Lin Ning David as Non-executive Director, and Ms. Chan Ka Lai Vanessa, Mr. Zhao Yue, Mr. Alex Liang and Mr. FU Frank Kan as Independent Non-executive Directors.

* For identification purpose only