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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)**

### **RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY ONE (1) SHARE HELD ON THE RECORD DATE**

Reference is made to the prospectus (the “**Prospectus**”) of Zhong Jia Guo Xin Holdings Company Limited (the “**Company**”) dated 3 December 2025 and the announcement (the “**Announcement**”) of the Company dated 24 December 2025 in relation to the Rights Issue. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Prospectus.

### **RESULTS OF THE RIGHTS ISSUE AND THE PLACING**

As disclosed in the Announcement, as at 4:00 p.m. on Wednesday, 17 December 2025, being the Latest Time for Acceptance, a total of 5 valid applications had been received for a total of 167,352,542 Rights Shares, representing approximately 56.39% of the total number of Rights Shares offered under the Rights Issue.

Based on the above results of valid acceptance and application, the total number of Unsubscribed Rights Shares subject to the Compensatory Arrangements shall be 129,420,130 Rights Shares.

The Company has, pursuant to Rule 7.21(1)(b) of the Listing Rules, made the Compensatory Arrangements by entering into the Placing Agreement with the Placing Agent pursuant to which the Company conditionally appointed the Placing Agent and the Placing Agent conditionally agreed to act as the placing agent for the Company to procure, on a best effort basis, placees to subscribe for the Unsubscribed Rights Shares in accordance with the terms of the Placing Agreement.

As all the conditions with respect to the Rights Issue and the Placing as set out in the Prospectus have been fulfilled, the Rights Issue and the Placing became unconditional at 5:00 p.m. on Wednesday, 7 January 2026.

Based on the results of acceptance of the Rights Issue and the results of the Placing, the Rights Shares to be allotted and issued amounted to 296,772,672 Rights Shares, representing 100% of the total number of Rights Shares offered for subscription under the Rights Issue.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the placees and where appropriate, their respective ultimate beneficial owner(s), an Independent Third Party; and (ii) none of the placees has become a substantial shareholder of the Company (as defined under the Listing Rules) upon completion of the Placing.

Accordingly, the gross proceeds raised from the Rights Issue were approximately HK\$43.33 million and the net proceeds (after deduction of expenses) from the Rights Issue were approximately HK\$40.75 million. As disclosed in the Prospectus, the Company intends to apply the net proceeds from the Rights Issue as follow:

- (i) approximately 14.72% of the net proceeds or approximately HK\$6.00 million for enhancing the general working capital of the Group, for the Company's Hong Kong office for the upcoming twelve months including staff cost, professional fees, rental payments and other general administrative and operating expenses;
- (ii) approximately 59.29% of the net proceeds or approximately HK\$24.16 million for the repayment of the part of the trade payables and other payables, among others, the outstanding amount stated-above;
- (iii) approximately 16.17% of the net proceeds or approximately HK\$6.59 million for the investment of new project for broadening its revenue stream of water business targeting to enhance mass-market penetration and B2B redistribution; and
- (iv) approximately 9.82% of the net proceeds or approximately HK\$4.00 million for the maintenance and obtaining licenses for the mine business.

## SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, set out below is the shareholding structure of the Company immediately before and after the completion of the Rights Issue and the Placing:

Name of the Shareholders	Notes	Immediately before completion of the Rights Issue and the Placing		Immediately after completion of the Rights Issue and the Placing	
		Number of Shares	%	Number of Shares	%
Director					
– Jiang Xiaojun		5,600,000	3.77%	16,800,000	3.77%
Yao Jigen	2	24,958,380	16.82%	74,875,140	16.82%
Li Jia Yi		23,392,100	15.76%	70,176,300	15.76%
Chen Huaijun	3	18,349,000	12.37%	18,349,000	4.12%
Public Shareholders					
– The Placees		–	–	129,420,130	29.07%
– Other public Shareholders		81,686,856	51.45%	135,538,438	30.45%
		<u>148,386,336</u>	<u>100.00%</u>	<u>445,159,008</u>	<u>100.00%</u>

Notes:

1. Certain figures included in the above tables have been subject to rounding adjustments. Accordingly, figures shown as totals or sub-totals may not represent precise arithmetic aggregations.
2. Immediately before completion of the Rights Issue and the Placing, Yao Jigen personally holds 1,076,000 Shares and Full Tenda Development Limited, a company wholly and beneficially owned by Yao Jigen, holds 23,882,380 Shares. The total number of Shares beneficially owned by Yao Jigen is 24,958,380 Shares and 74,875,140 Shares immediately before completion of the Rights Issue and the Placing and immediately after completion of the Rights Issue and the Placing respectively.
3. Immediately before completion of the Rights Issue and the Placing, Chen Huaijun personally holds 7,300,000 shares and Creation Financial Group Limited, of which Chen Huaijun is a beneficial owner holding 70% equity interest holds 11,049,000 shares. The total number of shares beneficially owned by Chen Huaijun is 18,349,000 Shares immediately before completion of the Rights Issue and the Placing and immediately after completion of the Rights Issue and the Placing respectively.

## **DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES**

Share certificates for the fully-paid Rights Shares are expected to be posted on or before Friday, 9 January 2026 to those entitled thereto at their registered addresses by ordinary post at their own risk.

## **COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES**

Dealings in the fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Monday, 12 January 2026.

## **ODD LOT TRADING ARRANGEMENT**

As disclosed in the Prospectus, in order to facilitate the trading of odd lots of the Shares arising from the Rights Issue, Silverbricks Securities Company Limited has been appointed as a designated broker to provide matching services, on a best effort basis, to those Shareholders who wish to top up or sell their holdings of odd lots of the Shares. Shareholders who wish to take advantage of this facility should contact Mr. Wayne Wong of Silverbricks Securities Company Limited at Room 1601–1607, 16/F, Nan Fung Tower, 88 Connaught Road Central, Central, Hong Kong (telephone number (852) 3998 5127) during office hours (i.e. 9:00 a.m. to 6:00 p.m.) from 9:00 a.m. on Monday, 12 January 2026 to 4:00 p.m. on Thursday, 29 January 2026 (both days inclusive). Holders of odd lots of Shares should note that successful matching of the sale and purchase of odd lots of Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangement is recommended to consult his/her/its own professional advisers.

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

Hong Kong, 8 January 2026

*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.*