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信控國際資本有限公司
XinKong International Capital Holdings Limited

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 993)**

# SUPPLEMENTAL ANNOUNCEMENT CONTINUING CONNECTED TRANSACTIONS

Reference is made to the announcement of XinKong International Capital Holdings Limited (the "**Company**") dated 19 January 2026 (the "**Announcement**") in relation to the Framework Agreement entered into between the Company and China CITIC Financial AMC International Holdings Limited (the "**CFAIH**") for the provision of financial services. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

In addition to the information disclosed in the Announcement, the Company would like to provide the following supplemental information in relation to the pricing policies and internal control measures concerning the transactions contemplated under the Framework Agreement.

## PRICING POLICIES

1. **Brokerage services for securities trading, placing and underwriting and sub-underwriting services:** as disclosed in the Announcement, the service fees shall be determined based on market comparable terms and rates, depending on the types of services to be rendered.

   The Group has established effective methods and procedures to determine the terms and fee rates for the services, so as to ensure that the fees charged to the Connected Clients are no less favourable to the Group than those offered by the Group to Independent Third Parties for transactions of similar nature and size: (i) the Company will obtain and compare fee references from the market to the extent that those services are of comparable nature and complexity on an as-needed basis; and (ii) the business development department of the Company will determine the proposed service fees with reference to comparable transactions of the same type of services that the Company offered to Independent Third Parties, taking into account the nature and size of the transaction, the complexity of the service and the market conditions at the relevant time.

2. **Corporate financial advisory services:** as disclosed in the Announcement, the service fees shall be determined with reference to the range of rates at which the Company offered similar services to Independent Third Parties. More specifically, when determining the service fees, the Group will take into account of (i) the urgency of the proposed transaction or project; (ii) the resources estimated to be utilized in providing the relevant services; (iii) the size and complexity of the proposed transaction or project; (iv) the fees charged for historical transactions of similar nature; (v) the prevailing market rate; and (vi) the labour cost generally required to provide the relevant services. By comparing the determined fees with that chargeable to Independent Third Parties, the Group shall ensure that the determined fees shall be no less favourable to the Group than what are charged against the Independent Third Parties.

   Prior to entering into any engagement, the business development department will collect and analyze the fees charged or quoted by the Group for similar advisory services provided to Independent Third Parties (including but not limited to advisory services relating to compliance with the Listing Rules, the Takeovers Code, sales of securities and corporate restructuring) to ensure that the proposed fees fall within the established rate range or can be justified based on factors such as transaction complexity, scope of work, and market conditions.

3. **Asset management services:** as disclosed in the Announcement, the service fee shall be determined after taking into account various factors, including but not limited to the sizes and natures of the funds to be managed, the historical service fees charged by the Company for similar services, and the prevailing market rates for comparable services.

   The business development department will determine the proposed fees based on a holistic assessment of the specific attributes and commercial context of each engagement, with reference to market rates for similar services offered by comparable financial service providers operating in Hong Kong or the PRC (to the extent such information is available), taking into the abovementioned factors and the complexity of and resources required for providing the specified services, to ensure that the fees charged to the Connected Clients are fair and reasonable and consistent with market practice.

With the aforesaid methods and procedures in place to determine the terms and fee rates for the services to be rendered under the Framework Agreement, which are in line with the common practice in the industry, the Directors are of the view that the pricing policies in relation to the transaction contemplated under the Framework Agreement can ensure that the service fees charged by the Group to the Connected Clients are no less favourable than those charged by the Company to Independent Third Parties in comparable transactions, and accordingly the transactions contemplated under the Framework Agreement will be conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

## INTERNAL CONTROL MEASURES

The Company has adopted the following internal control and corporate governance measures to monitor the transactions contemplated under the Framework Agreement and to ensure that the terms comply with the requirements of the Listing Rules:

1. before the Group enters into any agreement that falls within the scope of the transactions contemplated under the Framework Agreement, such agreement (including the pricing terms for each transaction between the Group and the Connected Clients) shall be reviewed and approved by the relevant departments, senior management and responsible officers (within the meaning of the SFO) to ensure that the fees charged by the Group will be (i) in compliance with the Group's internal fee policy; and (ii) on normal commercial terms and at rates no less favourable to the Group than the rates charged by the Group to Independent Third Parties for transactions of similar nature. Records for all transactions pursuant to the Framework Agreement, along with all relevant pricing basis, will be filed for archival purpose;

2. the relevant personnel of the business development department will monitor the prevailing market rates, commissions and fees for similar financial services on a regular basis, to ensure that the service fees charged by the Company to CFAIH and its associates are on normal commercial terms or better, fair and reasonable and in accordance with the relevant pricing policies;

3. the Group has established a connected transactions management policy, pursuant to which a summary of connected transactions shall be prepared on regular basis, and the compliance department and senior management of the Company shall monitor the aggregate transaction amount of the services to be rendered under the Framework Agreement, for the purpose of ensuring that the respective annual caps will not be exceeded. If it comes to the attention of the relevant personnel of the compliance department and/or senior management of the Company that the transaction amount is expected to exceed the relevant annual cap, it must be reported to the Board for further assessment and approval, with a view to ensuring that the Company will comply with the Listing Rules;

4. the Board will engage the external auditor of the Company to review the continuing connected transactions between the Company and CFAIH during the annual audit process to ensure that the transactions carried out under the Framework Agreement have been conducted in accordance with the requirements of the Listing Rules and have fulfilled the relevant disclosure requirements;

5. the independent non-executive Directors will conduct an annual review of the continuing connected transactions under the Framework Agreement to ensure that such transactions are entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better than those offered to Independent Third Parties, and that its terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole; and

6. the Company will duly disclose in its annual reports and accounts the transactions with CFAIH during each relevant financial period, together with the conclusions (with basis) drawn by the independent non-executive Directors on whether the transactions are conducted on normal commercial terms, fair and reasonable, and in the interest of the Shareholders as a whole.

The Board considers that the above internal control procedures adopted by the Group in connection with the Framework Agreement are sufficient to ensure that the continuing connected transactions are conducted on normal commercial terms and on terms no less favourable to the Group than the terms offered by the Group to Independent Third Parties, and will give sufficient assurance that they will be appropriate monitored.

By order of the Board
**XinKong International Capital Holdings Limited**
**Wang Cheng**
*Chairman*

Hong Kong, 27 January 2026

*As at the date of this announcement, the Board comprises Mr. Wang Cheng and Ms. Tan Jieyu as non-executive Directors, Mr. Chen Qinghua and Mr. Lu Xinzheng as executive Directors, and Mr. Hung Ka Hai Clement, Mr. Ma Lishan and Mr. Guan Huanfei as independent non-executive Directors.*