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DA YU FINANCIAL HOLDINGS LIMITED

大禹金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1073)

**DISCLOSEABLE TRANSACTION
DISPOSAL OF SECURITIES BY A SUBSIDIARY**

THE TRANSACTION

On 5 February 2026, the Company, through the Seller (a direct wholly-owned subsidiary of the Company), sold a nominal amount of US\$1.0 million at a discount at approximately HK\$5.9 million of the Notes. To date, the Group sold total nominal amount of US\$3.7 million of the Notes and other perpetual notes issued by the Issuer and guaranteed by the Guarantor, generating total sales proceeds of approximately HK\$21.4 million, with an expected realized gain of approximately HK\$6.5 million.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Transaction aggregated with previous disposals of other perpetual notes issued by the Issuer and guaranteed by the Guarantor within 12 months of the date of this announcement amounting to approximately HK\$21.4 million is more than 5% but less than 25%, the Transaction constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements of the Listing Rules.

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As the Transaction was carried out on market over the counter via intermediaries, the identity of the ultimate buyer(s) of the Notes are unknown to the Company. On this basis, to the knowledge, information and belief of the Directors after having made all reasonable enquiries, the counterparties and their respective ultimate beneficial owner(s) (if any) are and will be Independent Third Parties.

MAJOR TERMS OF THE NOTES

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|------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Issuer | : | NWD Finance (BVI) Limited |
| Guarantor | : | New World Development Company Limited |
| Outstanding size | : | Approximately US\$743.35 million |
| Current credit rating of the Notes | : | Nil |
| Coupon rate per annum | : | - 5.25%, to be reset at 7.889% over constant maturity 5-year US treasury yield on 22 June 2026 if not called on the Issuer's first call date - To be paid semi-annually. Deferrable and cumulative |
| Dividend stopper | : | In the event of any non-payment of coupons of the Notes, the Issuer shall not declare or pay any cash dividend for its shares and carry out any stock buyback until the payment of all outstanding coupons of the Notes (which, for the avoidance of doubt, shall include all coupons that have been deferred in previous periods) |
| Ranking | : | Senior unsecured |
| Maturity | : | Callable perpetual |
| Issuer's first call date | : | 22 March 2026, and the Notes are callable any time subsequently |

INFORMATION ON THE ISSUER

According to the public information available to the Directors, the Issuer is a company incorporated in the British Virgin Islands with limited liability and its principal activity is issuance of securities. The Issuer is a wholly-owned subsidiary of the Guarantor.

According to the public information available to the Directors, the Guarantor is a company incorporated in Hong Kong with limited liability and, through its subsidiaries, principally engaged in property development and investment and other strategic operations in the PRC, whose issued shares are listed on the Main Board of the Stock Exchange (stock code: 17).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Issuer, the Guarantor and its ultimate beneficial owners are Independent Third Parties.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Group is principally engaged in activities regulated by Securities and Futures Commission of Hong Kong and other activities, including dealing in securities, advising on securities, advising on corporate finance, asset management, money lending and securities and related services. The Group generates surplus cash from its operations from time to time and aims to invest it prudently with a view to generating a steady income stream.

The Issuer has suspended the payment of discretionary coupons on the Notes and on other perpetual notes ranking pari passu with the Notes since May 2025. Capitalizing on the recent strong rally in the price of the Notes, the Company executed the Transaction, realizing an expected gain of approximately HK\$6.5 million which is based on the difference between (i) the total sales proceeds of the Transaction and the previous disposals of other perpetual notes issued by the Issuer and guaranteed by the Guarantor and (ii) the unaudited carrying value of the corresponding notes in the accounts of the Group as at 31 December 2025 of approximately HK\$14.9 million. The Company intends to deploy the total sales proceeds from the Transaction (approximately HK\$21.4 million) towards other attractive investment opportunities. The Company considers that the Transaction is fair, reasonable, on normal commercial terms, and is in the interests of the Group and its shareholders as a whole.

LISTING RULES IMPLICATIONS

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DEFINITIONS

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

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|-----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Company” | Da Yu Financial Holdings Limited, a company incorporated in Cayman Islands with limited liability whose issued shares are listed on the Main Board of the Stock Exchange (stock code: 1073) |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “Guarantor” | New World Development Company Limited |

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|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “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)” | party(ies) who is/are third party(ies) independent of the Company and its connected person(s) (as defined under the Listing Rules) |
| “Issuer” | NWD Finance (BVI) Limited |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Notes” | the perpetual notes issued by the Issuer with outstanding principal amount of approximately US\$743.35 million and coupon rate of 5.25% and the Issuer’s first call date of 22 March 2026 and guaranteed by the Guarantor |
| “PRC” | the People’s Republic of China (excluding, for the purpose of this announcement, Hong Kong, Macao Special Administrative Region of the PRC and Taiwan) |
| “Seller” | Yu Ming Investment Management Limited |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Transaction” | the disposal of the Notes by the Seller |
| “US” | the United States of America |
| “US\$” | United States dollars, the lawful currency of the US |
| “%” | per cent. |

For and on behalf of
DA YU FINANCIAL HOLDINGS LIMITED
Lee Wa Lun, Warren
Managing Director

Hong Kong, 5 February 2026

For the purpose of this announcement, the exchange rate of US\$1.00 = HK\$7.81 has been used for currency translation, where applicable. Such an exchange rate is for illustrative purposes and does not constitute representations that any amount in US\$ or HK\$ has been, could have been or may be converted at such a rate.

As at the date of this announcement, the Non-Executive Director is Mr. Kuo Jen-Hao (Chairman), the Executive Directors are Mr. Lee Wa Lun, Warren (Managing Director), Mr. Xu Haohao, Mr. Lam Chi Shing and Ms. Li Ming, and the Independent Non-Executive Directors are Mr. Chan Sze Chung, Mr. Suen Chi Wai and Mr. Sum Wai Kei, Wilfred.