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禹洲集團控股有限公司
YUZHOU GROUP HOLDINGS COMPANY LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01628)

TERMINATION AGREEMENT
CONTINUING CONNECTED TRANSACTIONS

Reference is made to the announcement of Yuzhou Group Holdings Company Limited (the "**Company**", together with its subsidiaries, the "**Group**") dated 31 December 2025 in relation to the Integrated Services Master Agreement entered into by the Company and Xiamen Zongheng Group on 31 December 2025 (the "**Announcement**"). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

Having taken into full consideration the overall business planning and other commercial factors, including the potential benefits and costs from the business contemplated under the Integrated Services Master Agreement and the complexity of obtaining the required approvals, on 11 February 2026, the Company and Xiamen Zongheng Group mutually agreed and entered into a termination agreement (the "**Termination Agreement**"), pursuant to which the Integrated Services Master Agreement shall terminate (the "**Termination**") with effect from 11 February 2026. Following the Termination, Xiamen Zongheng Group shall cease to provide the Group with the Integrated Services. There has been no transaction amount under the Integrated Services Master Agreement from 1 January 2026 to the date of this announcement. Accordingly, as the amount payable by the parties pursuant to the Integrated Services Master Agreement fall below the de minimis threshold as stipulated under Rule 14A.76(1) of the Listing Rules, such transaction is fully exempted under the Listing Rules.

The Directors, including the independent non-executive Directors, consider that the terms and conditions of the Termination Agreement are on normal commercial terms, fair and reasonable, and in the interests of the Company and its shareholders as a whole. The Board is of the view that the Termination Agreement and Xiamen Zongheng Group ceasing to provide the Group with the Integrated Services will not have any material adverse impact on the overall business, operations or financial position of the Group.

Save for Mr. Lam Lung On and Ms. Kwok Ying Lan, who have a material interest and hence abstained from voting on the Board resolutions regarding the Termination Agreement, none of the Directors has a material interest in the transactions contemplated under the Termination Agreement or is required to abstain from voting on the Board resolutions for considering and approving the Termination Agreement.

By Order of the Board
Yuzhou Group Holdings Company Limited
Kwok Ying Lan
Chairman

Hong Kong, 11 February 2026

As at the date of this announcement, the executive directors of the Company are Ms. Kwok Ying Lan (Chairman) and Mr. Lin Conghui, the non-executive directors of the Company are Mr. Lam Lung On (J.P.) and Mr. Lam Wai Hon, and the independent non-executive directors of the Company are Mr. Lam Kwong Siu, Mr. Wee Henny Soon Chiang and Mr. Yu Shangyou.