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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)

(1) VERY SUBSTANTIAL DISPOSAL DISPOSAL OF THE TARGET COMPANY SECOND SUPPLEMENTAL AGREEMENT TO THE AGREEMENT; AND (2) ADJUSTMENT OF DIRECTOR’S REMUNERATION

References are made to the announcements of the Company dated 2 May 2023 and 14 February 2025 and the circular of the Company dated 23 June 2023 (the “**Circular**”) in relation to the Disposal. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Circular.

SECOND SUPPLEMENTAL AGREEMENT TO THE AGREEMENT

On 27 February 2026 (after trading hours), the Company, the Purchaser and the Target Company entered into a second supplemental agreement to the Agreement (the “**2nd Supplemental Agreement**”), pursuant to which the parties agreed that the Completion shall take place on or before 31 December 2026 (or such other date as the Company and the Purchaser may agree) (the “**2nd Revised Completion Date**”).

In consideration of the Company agreeing to the 2nd Revised Completion Date, the Purchaser shall be required to pay a one-off non-refundable extension fee of RMB600,000 (the “**One-off Extension Fee**”) on the date of signing the 2nd Supplemental Agreement and a non-refundable monthly extension fee of RMB300,000 (the “**Monthly Extension Fee**”) by the end of each month until the settlement of the remaining balance of the Total Consideration. In the event that the Purchaser fails to pay the One-off Extension Fee and the Monthly Extension Fee, the Purchaser is required to settle the remaining balance of the Total Consideration without delay or the Company shall be entitled to terminate the Agreement, forfeit the Deposit and the Further Deposit.

Save for those disclosed in this announcement, all other terms and conditions of the Agreement shall remain unchanged and continue in full force and effect.

REASONS FOR ENTERING INTO THE SECOND SUPPLEMENTAL AGREEMENT

After the Purchaser failed to complete the Disposal on 31 December 2025, the Group has explored the possibility of selling the Target Group to other potential buyers. However, no new willing purchaser could be secured by the Group. The Directors consider that the economic condition and the property market in the PRC have been, and will continue to remain, uncertain in the near future.

The Group has discussed with the Purchaser and understood that the Purchaser plans to continue the Disposal and is willing to pay the One-off Extension Fee and the Monthly Extension Fee for the revision of the completion date.

The Directors also consider that any other course of action would incur additional time and costs for the Group and cannot ensure full recovery of the remaining balance of the Total Consideration.

In light of the above and taking into account the One-off Extension Fee and the Monthly Extension Fee under the 2nd Supplemental Agreement, the Board considers that the 2nd Supplemental Agreement and the 2nd Revised Completion Date are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

ADJUSTMENT OF DIRECTOR'S REMUNERATION

The Board announces that, at the Board meeting convened on 27 February 2026, it was approved that the annual director's remuneration of executive Director Ms. Yau Ho Yi ("**Ms. Yau**") will be adjusted from HK\$240,000 to HK\$420,000 per year (the "**Remuneration Adjustment**"), with effect from 1 March 2026.

The purpose of the Remuneration Adjustment is to provide incentive to Ms. Yau to strive for the continual development and expansion of the Group. The remuneration of Ms. Yau is determined by reference to her qualification, experience and responsibilities with the Group and the Company's remuneration policy, taking into account the prevailing market conditions. The Board considers that the Remuneration Adjustment is in the interests of the Company and its shareholders as a whole.

By order of the Board
Zhong Jia Guo Xin Holdings Company Limited
Yau Ho Yi
Executive Director

Hong Kong, 1 March 2026

As at the date of this announcement, the Board consists of one executive Director, Ms. Yau Ho Yi; three non-executive Directors, Ms. Jiang Xiaojun, Dr. Liang Jinxiang and Mr. Ong Chor Wei and three independent non-executive Directors, Mr. So Ting Kong, Mr. Wang Pengwei and Mr. Wong Chun Peng Stewart.