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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)**

### **DISCLOSEABLE TRANSACTION AND CONNECTED TRANSACTION SALE AND PURCHASE AGREEMENT IN RELATION TO THE ACQUISITION OF 100% EQUITY INTEREST OF TARGET COMPANY**

#### **THE ACQUISITION**

The Board is pleased to announce that on 24 March 2026, the Purchaser entered into the Agreement with the Seller, pursuant to which the Purchaser conditionally agreed to acquire, and the Seller conditionally agreed to sell 100% equity interest of the Target Company (the “**Equity Interest**”) at a total consideration of RMB1.

#### **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios (set out in Rule 14.07 of the Listing Rules) in respect of the Acquisition is more than 5% but all of them are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, and is subject to the notification and announcement requirements but is exempt from Shareholders’ approval requirement under the Listing Rules.

As at the date of this announcement, the legal representative of the Seller of the Target Company is the legal representative of a subsidiary of the Group. Accordingly, the Seller is a connected person of the Company at the subsidiary level under the Listing Rules, and the Acquisition constitute a connected transaction for the Company under Chapter 14A of the Listing Rules.

The Directors (including the independent non-executive Directors) have approved the Acquisition and confirmed that the terms thereunder are fair and reasonable, the transaction is on normal commercial terms, and the entering into of the Agreement is in the interest of the Company and its Shareholders as a whole. By reason of the aforesaid, pursuant to Rule 14A.101 of the Listing Rules, the entering into of the Agreement will be subject to the reporting and announcement requirements, but exempt from the circular, independent financial advice and Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

## **INTRODUCTION**

The Board is pleased to announce that on 24 March 2026, the Purchaser entered into the Agreement with the Seller, pursuant to which the Purchaser conditionally agreed to acquire, and the Seller conditionally agreed to sell 100% equity interest of the Target Company at a total consideration of RMB1.

## **THE ACQUISITION**

A summary of the principal terms of the Agreement is set out as follows:

### **Date**

24 March 2026 (after trading hours)

### **Parties**

- (i) the Purchaser, an indirect wholly-owned subsidiary of the Company
- (ii) the Seller, who owns 100% of the Target Company
- (iii) the Target Company

The legal representative of the Seller of the Target Company is the legal representative of a subsidiary of the Group. The Seller is a connected person of the Company at the subsidiary level. Hence, the Acquisition constitutes a connected transaction under Chapter 14A of the Listing Rules.

### **Assets to be acquired**

Pursuant to the Agreement, the Purchaser has conditionally agreed to acquire, and the Seller have conditionally agreed to sell, 100% of the equity interest of the Target Company. Following the completion of the Acquisition, the Target Company would become an indirect wholly owned subsidiary of the Company.

### **Consideration**

The total Consideration for the Equity Interest shall be RMB1 (equivalent to approximately HK\$1.13). The Consideration shall be payable in cash by the Purchaser to the Seller within three business days after the date of the Agreement.

## **Basis for the determination of the Consideration**

The basis of the Consideration was determined after arm's length negotiations between the Purchaser and the Seller with reference to, among others,

- (i) the reasons for and benefits of the Acquisition as stated under the section headed "Reasons for and benefits of the Acquisition" below;
- (ii) the unaudited net liabilities value of the Target Company as at 28 February 2026 of approximately RMB4,000;
- (iii) the financial performance of the Target Company; and
- (iv) the incorporation cost of the Target Company.

The Consideration shall be settled in full on or before 27 March 2026. The Consideration will be financed by the internal resources of the Group.

The Directors (including the independent non-executive Directors) consider that the terms of the Agreement and the Acquisition, including, among other things, the basis of calculating of the Consideration, are on normal commercial terms, fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

## **Conditions Precedent**

The obligations of the Company and the Purchaser set out in the Agreement are conditional upon the following conditions being fulfilled, obtained, or waived: (a) the Purchaser having completed, and to its satisfaction with the results of, the due diligence review conducted on the Target Companies; and (b) there having been no material breach by each of the Company and the Purchaser of its obligations under the Agreement and/or any documents incidental to the transactions contemplated under the Agreement, to which it is a party. Both (a) and (b) above can be waived by the parties to the Agreement. If the above conditions are not fulfilled by before 31 March 2026 (or such other date as the parties may agree in writing), the Agreement will be automatically terminated and lapsed and none of the parties to the Agreement shall have any claim against the other in respect of the Acquisition, save for any antecedent breaches thereof.

## **Completion and Management Handover**

Pursuant to the Agreement, the parties agreed that the management and financial control of the Target Company shall be deemed to have been transferred to the Purchaser effective from the Financial Reference Date. Upon such date, the Purchaser is considered to have obtained effective control over the Target Company. Accordingly, the financial results of the Target Company will be consolidated into the Group's financial statements commencing from the Financial Reference Date.

The Seller shall execute all application documents for the transfer of the 100% equity interest of the Target Company within 3 business days after the date of the Agreement. Within 3 business days after the aforesaid documents are available, the parties shall jointly submit such documents for the registration and filing of industrial and commercial changes.

Following the completion of the Acquisition, the Target Company will become an indirect wholly-owned subsidiary of the Company and the financial results of the Target Company will be consolidated into the consolidated financial statements of the Group.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The Company considers that the acquisition of 100% equity interest in the Target Company represents a strategic opportunity to invest new project for broadening its revenue stream of water business targeting to enhance mass-market penetration and business to business (“**B2B**”) redistribution.

By fully integrating the Target Company, the Group can leverage its established capabilities and established supply chain operations and sales channel to pursue additional growth opportunities of the Group’s water business. This move supports the Group’s commitment to delivering sustainable value to shareholders through disciplined expansion and operational excellence and to rapidly enter the mass market, while simultaneously pursuing collaborations with instant potential retail platforms and developing customised B2B products.

Based on the factors as disclosed above, the Directors are of the view that the terms of the Acquisition are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

## **INFORMATION ON THE TARGET COMPANY**

The Target Company was incorporated in the PRC in December 2025 with limited liability and is principally engaged in supply chain management business.

According to the financial statements of the Target Company which are prepared on a basis consistent with CAS, the unaudited net liabilities value of the Target Company as at 28 February 2026 were approximately RMB4,000.

Set out below are the financial information of the Target Company for the two months ended 28 February 2026:

	<b>For the two months ended 28 February 2026 (unaudited) RMB</b>
Revenue	434,000
Net loss before tax	4,000

## INFORMATION ON THE PARTIES

The Group is an investment holding company principally engaged in property development and investment, water business and mining business. The property development and investment segment is engaged in the construction, rental and sale of real estate including residential properties, commercial buildings and industrial parks. The water business segment is principally engaged in the mining of spring water, production and sales of bottled water. In addition, the Company is also engaged in mining business segment.

The Purchaser is an investment holding company incorporated in the Hong Kong and an indirect wholly-owned subsidiary of the Company.

The Seller is an investment holding company incorporated in the PRC, owns 100% of the equity interest of the Target Company as at the date of the Agreement. The ultimate beneficial owner of the Seller is Ms. Li Xiuping (李秀平), who indirectly holds 100% of the equity interests in the Seller. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Ms. Li Xiuping is an individual who resides in the PRC and an independent third party of the Company and its connected persons.

As one of the applicable percentage ratios (set out in Rule 14.07 of the Listing Rules) in respect of the Acquisition is more than 5% but all of them are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, and is subject to the notification and announcement requirements but is exempt from Shareholders' approval requirement under the Listing Rules.

As at the date of this announcement, the legal representative of the Seller of the Target Company is the legal representative of a subsidiary of the Group. Accordingly, the Seller is a connected person of the Company at the subsidiary level under the Listing Rules, and the Acquisition constitute a connected transaction for the Company under Chapter 14A of the Listing Rules.

The Directors (including the independent non-executive Directors) have approved the Acquisition and confirmed that the terms thereunder are fair and reasonable, the transaction is on normal commercial terms, and the entering into of the Agreement is in the interest of the Company and its Shareholders as a whole. By reason of the aforesaid, pursuant to Rule 14A.101 of the Listing Rules, the entering into of the Agreement will be subject to the reporting and announcement requirements, but exempt from the circular, independent financial advice and Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## DEFINITIONS

“Acquisition”	the proposed acquisition of the 100% equity interest in the Target Company by the Purchaser
“Agreement”	the sale and purchase agreement in respect of the acquisition of 100% equity interest in the Target Company entered into between the Purchaser, the Seller and the Target Company
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or a public holiday in the PRC)
“CAS”	standards and interpretations issued by the China Auditing Standards Board of the China Ministry of Finance
“China” or “PRC”	the People’s Republic of China
“Company”	Zhong Jia Guo Xin Holdings Limited, a company incorporated in Bermuda with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (stock code: 0899)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Financial Reference Date”	The first day of the month in which the Agreement is signed
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited
“Purchaser”	FF Investment Company Limited (友有投資有限公司), a company established as a limited liability company under the laws of Hong Kong and a wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of China

“Seller”	Shenzhen Meishuashua Food Management Co., Ltd. (深圳美唰唰食品管理有限公司), a company established as a limited liability company under the laws of the PRC
“Shareholder(s)”	holders of the ordinary share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Target Company”	Dongguan Zhongxing Supply Chain Co., Ltd. (東莞市眾興供應鏈有限公司), a company incorporated in the PRC with limited liability
“%”	per cent.

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

Hong Kong, 24 March 2026

*As at the date of this announcement, the Board consists of two executive Directors, Ms. Yau Ho Yi and Mr. Huang Jiahao; 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.*