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CHINA RENAISSANCE HOLDINGS LIMITED

華興資本控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1911)

DISCLOSEABLE TRANSACTION IN RELATION TO ENTERING INTO OF INVESTMENT ACCOUNT MANAGEMENT AGREEMENT

ENTERING INTO OF INVESTMENT ACCOUNT MANAGEMENT AGREEMENT

The Board hereby announces that on July 6, 2026, CRCL, a wholly-owned subsidiary of the Company, as the client, entered into an investment account management agreement with CSCI AM, as the manager, pursuant to which CRCL agreed to appoint CSCI AM as the discretionary investment manager to manage an investment portfolio with a total initial investment amount of up to US\$20,000,000.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio in respect of the Transaction is more than 5% but less than 25%, the Transaction constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but is exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

ENTERING INTO OF INVESTMENT ACCOUNT MANAGEMENT AGREEMENT

In order to further enhance the return on capital of the Company and make better use of its surplus cash reserves, on July 6, 2026, CRCL, a wholly-owned subsidiary of the Company, entered into the IMA with CSCI AM, pursuant to which CRCL agreed to appoint CSCI AM as the discretionary investment manager to provide investment management services in respect of the Portfolio with a total initial investment amount of up to US\$20,000,000 in accordance with the terms of the IMA.

TERMS OF THE INVESTMENT ACCOUNT MANAGEMENT AGREEMENT

The principal terms of the IMA are set out below:

Date:	July 6, 2026
Parties:	(i) CRCL, as the client; and (ii) CSCI AM, as the manager.
Appointment:	CRCL appointed CSCI AM as the discretionary investment manager of the Portfolio with full discretionary authority to manage and invest the assets of the Portfolio in accordance with the investment objectives and guidelines set out in the IMA and subject to applicable laws.
Initial Investment Amount:	US\$20,000,000, to be funded from the internal resources of the Group.
Investment Objectives and Scope:	The primary investment objective is to achieve moderate capital growth. The base currency of the Portfolio is US dollars. The Portfolio may invest in bonds, notes and funds, with country exposures in Greater China, North America, Developed Asia-Pacific, and Europe. Investments are subject to the investment guidelines and restrictions set out in the IMA.
Management Fee:	A fixed management fee at the rate of 0.2% per annum of the total net asset value of the Portfolio, calculated on the last business day of each quarter and payable within 15 business days after the end of each quarter (i.e., 31 March, 30 June, 30 September and 31 December). The management fee will be deducted from the Portfolio.
Redemption/Withdrawal:	CRCL may withdraw all or part of the investments held in the Portfolio by giving not less than one calendar month's prior written notice to CSCI AM (or such shorter period as CSCI AM may prescribe), specifying the amount, currency and payment instructions.
Termination:	The IMA may be terminated by CSCI AM with immediate effect upon the occurrence of certain events, including where required by regulatory authorities, or where CRCL is in breach of the IMA, or where any of the representations and warranties given by CRCL cease to be true and accurate. In addition, either party may terminate the IMA if a force majeure event continues for more than 30 consecutive business days.
Custodian:	Industrial Bank Co., Ltd. Hong Kong Branch has been appointed by CSCI AM as the custodian of the Portfolio's assets.
Governing Law:	The IMA is governed by the laws of Hong Kong.

BASIS OF INVESTMENT AMOUNT AND MANAGEMENT FEE

The initial investment amount and management fee under the IMA were determined after arm's length negotiations between CRCL and CSCI AM, taking into account the Group's available funds for investment management and by reference to the fee rates for comparable asset management services in the market. If there is an increase in the investment amount, the Company will make appropriate disclosure in accordance with applicable Listing Rules requirements.

INFORMATION ON THE PARTIES

The Company

The Company is an investment holding company and the Group is principally engaged in, among others, the provision of investment banking and investment management services.

CRCL

CRCL is a company incorporated in Hong Kong and is a wholly-owned subsidiary of the Company. CRCL is principally engaged in investment activities.

CSCI AM

CSCI AM is a company incorporated in Hong Kong with limited liability. It is licensed by the SFC to conduct Type 4 (advising on securities) and Type 9 (asset management) regulated activities (CE Number: BAP853). CSCI AM is principally engaged in asset management business. CSCI AM is a wholly-owned subsidiary of China Securities (International) Finance Holding Company Limited, which is in turn a wholly-owned subsidiary of CSC Financial Co., Ltd. (中信建投証券股份有限公司), a company whose H shares are listed on the Stock Exchange (stock code: 6066) and whose A shares are listed on the Shanghai Stock Exchange (stock code: 601066).

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, CSCI AM and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Group is principally engaged in the provision of investment banking and investment management services. As part of its treasury management strategy, the Group seeks to further enhance the return on its capital and make better use of its surplus cash reserves. Having considered various investment management options available in the market, the Group decided to appoint CSCI AM as the discretionary investment manager for the Portfolio.

CSCI AM is a Hong Kong-based asset management company licensed and regulated by the SFC. CSCI AM is a wholly-owned subsidiary of China Securities (International) Finance Holding Company Limited, which is in turn a wholly-owned subsidiary of CSC Financial Co., Ltd. (中信建投証券股份有限公司), a leading securities firm. The Board considers that CSCI AM possesses the requisite expertise, experience and regulatory standing to manage the Portfolio.

The Transaction enables the Group to deploy its surplus cash reserves in a professionally managed investment portfolio with the objective of achieving moderate capital growth, without adversely affecting the Group's daily operations and main business development. The management fee of 0.2% per annum of the total net asset value of the Portfolio was determined after arm's length negotiations and is in line with market rates for comparable discretionary investment management services.

In view of the above, the Directors (including the independent non-executive Directors) are of the view that the terms of the IMA are on normal commercial terms, fair and reasonable, and that the entering into of the IMA is in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules in respect of the Transaction is more than 5% but all applicable percentage ratios are less than 25%, the Transaction constitutes a discloseable transaction to the Company which is subject to the announcement requirements but exempt from the Shareholders' approval requirements under the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings as set out below:

“Board”	the board of Directors
“Company”	China Renaissance Holdings Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CRCL”	China Renaissance Capital Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“CSCI AM”	China Securities (International) Asset Management Company Limited (中信建投(國際)資產管理有限公司), a company incorporated in Hong Kong with limited liability
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“IMA”	the investment account management agreement dated July 6, 2026 entered into between CRCL and CSCI AM in relation to the Portfolio

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Portfolio”	the investment portfolio managed by CSCI AM under the IMA
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) in the issued share capital of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the entering into of the IMA and the transactions contemplated thereunder
“USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent

By order of the Board
China Renaissance Holdings Limited
Hui Yin Ching
Chairperson of the Board and Executive Director

Hong Kong, July 6, 2026

As at the date of this announcement, the Board comprises Ms. Hui Yin Ching as Chairperson and Executive Director, Mr. Wang Lixing and Mr. Du Yongbo as Executive Directors, Mr. Lin Ning David as Non-executive Director, and Ms. Chan Ka Lai Vanessa, Mr. Zhao Yue, Mr. Alex Liang and Mr. FU Frank Kan as Independent Non-executive Directors.