YONDA 永达汽车

**China Yongda Automobiles Services Holdings Limited**
**（中國永達汽車服務控股有限公司）**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 03669)**

# SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that, on July 15, 2026, the Company entered into the Subscription Agreement with Hongxin International Shipping, pursuant to which the Company has conditionally agreed to issue and Hongxin International Shipping has conditionally agreed to subscribe for a total of 73,159,881 Subscription Shares at the Subscription Price of HK$0.825 per Subscription Share, representing (i) approximately 4.00% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 3.85% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares (assuming that there will be no change in the share capital of the Company from the date of the Subscription Agreement up to the Completion Date, save for the allotment and issue of the Subscription Shares).

The estimated gross proceeds to be raised by the Company from the Subscription, being approximately HK$60,356,902, will be intended to fully utilize for preliminary layout of embodied intelligence commercial applications.

**Completion of the Subscription is conditional upon the satisfaction of the conditions precedent set out in the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

Reference is made to the announcement of the Company dated July 15, 2026 relating to, amongst others, the entering into of the Strategic Cooperation Framework Agreement between the Company and Hongxin Electronics. Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as those defined in the above-mentioned announcement.

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## SUBSCRIPTION AGREEMENT

The principal terms of the Subscription Agreement are set out as follows:

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| Date: | July 15, 2026 (Hong Kong time) (after trading hours of the Stock Exchange) |
| Parties: | (i) Hongxin International Shipping (as the Subscriber)<br><br>(ii) the Company (as the issuer) |
| Subscription Shares: | 73,159,881 Subscription Shares (with an aggregate nominal value of HK$731,598.81), representing (i) approximately 4.00% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 3.85% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares (assuming that there will be no change in the share capital of the Company from the date of the Subscription Agreement up to the Completion Date, save for the allotment and issue of the Subscription Shares). |
| Subscription Price: | The Subscription Price of HK$0.825 per Subscription Share represents:<br><br>(i) a discount of approximately 19.9029% to the closing price of HK$1.030 per Share as quoted on the Stock Exchange on the Last Trading Day; and<br><br>(ii) a premium of approximately 2.1040% over the average closing price of approximately HK$0.808 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding (but excluding) the Last Trading Day. |

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| Rights and status of the Subscription Shares: | The Subscription Shares, when allotted and issued, shall be free from all encumbrances and rank pari passu in all respects with the Shares of the Company in issue on the Completion Date. |
| Conditions precedent: | Completion is conditional upon the fulfillment or waiver (if applicable) of the following conditions precedent: |

(1) the Board of the Company passing a resolution approving the Subscription Agreement and the transactions contemplated thereunder;

(2) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in the Subscription Shares, and such approval having not been withdrawn or revoked prior to the Completion Date;

(3) the issued Shares of the Company remaining listed on the Stock Exchange and the listing status of the Company having not been revoked, withdrawn or cancelled prior to the Completion Date;

(4) there is no Material Adverse Change in the Company, the Group and the Subscriber from the date of the Subscription Agreement to the Completion Date;

(5) the board of directors of the Subscriber passing a resolution approving the Subscription Agreement and the transactions contemplated thereunder;

(6) the statements and warranties made by the Company remaining true, accurate and not misleading as at the Completion Date; and

(7) the statements and warranties made by the Subscriber remaining true, accurate and not misleading as at the Completion Date.

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| Long Stop Date: | The twentieth (20th) day following the execution of the Subscription Agreement, or such later date as both parties may agree in writing, subject to compliance with the requirements of applicable laws and regulations, regulatory rules (including the Listing Rules) and stock exchanges (including the Stock Exchange). |
| Completion: | The eighth Business Day following the fulfillment or waiver (if applicable) of the conditions precedent on or before the Long Stop Date, or such other date as the parties may agree in writing, subject to compliance with the requirements of applicable laws and regulations, regulatory rules (including the Listing Rules) and stock exchanges (including the Stock Exchange). |
| Lock-up period: | The Subscriber undertakes that, without the prior written consent of the Company, the Subscriber shall not, within ninety (90) days from the Completion Date, directly or indirectly sell, transfer, dispose of, pledge, charge, create any encumbrance over, or otherwise deal with any Subscription Shares, or enter into any agreement, arrangement or commitment to sell, transfer, dispose of, pledge, charge, create any encumbrance over, or otherwise deal with any Subscription Shares. |

The Subscription Price is determined by the Company and the Subscriber after arm's length negotiations with reference to the prevailing market price of the Shares. The Directors are of the opinion that the terms and conditions of the Subscription Agreement (including the Subscription Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## GENERAL MANDATE

The Subscription Shares will be issued pursuant to the general mandate granted to the Directors to allot, issue and deal with Shares under a resolution passed by the Shareholders at the AGM.

Pursuant to the general mandate, the Directors may allot and issue up to 367,677,102 Shares, representing 20% of the issued Shares as at the date of the AGM. As of the date of the Subscription Agreement, the Company has not issued any Shares under the general mandate. Accordingly, 367,677,102 Shares remain available for issue under the general mandate.

Therefore, the issuance of the Subscription Shares does not require the approval of the Shareholders.

## APPLICATION FOR LISTING

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

## REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Group is a leading sales and service agent for luxury vehicles and new energy vehicles. The Group intends to fully leverage its customer, scenario, project operation and service capabilities to conduct a strategic cooperation with Hongxin Electronics, a related party of Hongxin International Shipping, to jointly develop the embodied intelligence commercial application services sector. At this stage, the Group will invest in building two fundamental capabilities of computing power supply and operations, and data collection, training and services. The Directors are of the opinion that the Company and the Subscriber are able to generate long-term strategic synergies in respect of relevant capital, business and other resources, which will support the sustainable development and business growth of the Group, and will be in the interests of the Company and the Shareholders as a whole. Furthermore, Hongxin International Shipping also intends to further increase its shareholding in the Company on the secondary market.

As no expenses will be deducted from the gross proceeds from the Subscription, both of the gross proceeds and net proceeds from the Subscription will be approximately HK$60,356,902, with a net issue price of approximately HK$0.825 per Subscription Share.

The Company intends to use all the net proceeds from the Subscription for preliminary layout of embodied intelligence commercial applications.

## EFFECT OF THE SUBSCRIPTION ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming that there are no other changes in the number of issued Shares from the date of this announcement up to the Completion of the Subscription, the shareholding structure of the Company immediately before and after the Completion of the Subscription will be as follows:

| Shareholder | As at the date of this announcement | | Immediately after Completion of the Subscription | |
|---|---|---|---|---|
| | *Number of Shares* | *Approximate percentage of issued Shares* | *Number of Shares* | *Approximate percentage of issued Shares* |
| ***Substantial Shareholder and Director*** | | | | |
| Cheung Tak On(1) | 581,892,500 | 31.81% | 581,892,500 | 30.59% |
| ***Other Directors*** | | | | |
| Xu Yue | 3,158,000 | 0.17% | 3,158,000 | 0.17% |
| Wang Zhigao(2) | 9,570,500 | 0.52% | 9,570,500 | 0.50% |
| Tang Liang | 1,005,000 | 0.05% | 1,005,000 | 0.05% |
| Chen Yi | 537,000 | 0.03% | 537,000 | 0.03% |
| ***Public Shareholders*** | | | | |
| Subscriber | 0 | 0.00% | 73,159,881 | 3.85% |
| Other public Shareholders | 1,232,834,013 | 67.40% | 1,232,834,013 | 64.81% |
| **Total** | **1,828,997,013** | **100%** | **1,902,156,894** | **100%** |

*(1) Mr. Cheung Tak On is deemed to be interested in 395,409,500 Shares held by Palace Wonder Company Limited (柏麗萬得有限公司) as the founder of the Family Trust, and is deemed to be interested in 167,080,000 Shares held by Asset Link Investment Limited, which is wholly owned by Mr. Cheung Tak On. Mr. Cheung Tak On also holds 9,303,000 Shares of the Company as a beneficial owner.*

*(2) Mr. Wang Zhigao is deemed to be interested in 9,570,500 Shares held by Golden Rock Global Investment Company Limited, which is wholly owned by Mr. Wang Zhigao.*

*(3) The number of Shares does not include the outstanding share options granted to the relevant Shareholders.*

*(4) The above table assumes that there is no change in the share capital of the Company other than the allotment and issue of the Subscription Shares. Certain numbers and percentage figures set out in the above table have been rounded.*

*(5) As at the date of this announcement, the entire issued share capital of the Company comprises 1,828,997,013 Shares.*

## EQUITY FUNDRAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company did not conduct any equity fundraising activities during the twelve months immediately preceding the date of this announcement.

## INFORMATION ON THE PARTIES TO THE SUBSCRIPTION AGREEMENT

### Hongxin International Shipping

Hongxin International Shipping is a company incorporated in Hong Kong with limited liability, principally engaged in vessel operation and management.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Hongxin International Shipping is wholly owned by Hongxin Chuangye Workshop Investment Group Stock Company Limited (弘信創業工場投資集團股份有限公司), which has a diverse shareholder base: (i) Mr. Li Qiang, its single largest shareholder, directly holds approximately 33.9% of its equity interests; (ii) Shanghai Hongqi Yunchuang Technology Group Co., Ltd. (上海弘琪雲創科技集團有限公司) (which is owned as to 95% and 5% by Mr. Li Qiang and Ms. Li Shiqi, respectively), directly holds approximately 14.7% of its equity interests; and (iii) each of other shareholders holds less than 10% of its equity interests respectively. Other than Mr. Li Qiang as disclosed above, no other shareholder directly or indirectly holds one-third or more of the shares of Hongxin Chuangye Workshop Investment Group Stock Company Limited (弘信創業工場投資集團股份有限公司). As at the date of this announcement, Hongxin International Shipping, its shareholders and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons.

### The Company

The Company is incorporated in the Cayman Islands with limited liability, and its Shares are listed and traded on the Stock Exchange. The Company is a leading passenger vehicle retailer and comprehensive service provider in China focusing on luxury and ultra-luxury brands and owns strong luxury and ultra-luxury products portfolio. The Group operates 4S dealerships by way of distribution and agent agreement for many automobile brands, mainly including luxury and ultra-luxury brands such as BMW/MINI, Mercedes-Benz, Audi, Porsche, Jaguar/Land Rover, Bentley, Volvo, Cadillac, Lincoln and Lexus, mid-to-high-end brands such as Buick, Volkswagen and Toyota, and independent new energy automobile brands such as HIMA, IM, Xiaopeng and smart.

**Completion of the Subscription is conditional upon the satisfaction of the conditions precedent set out in the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

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| "AGM" | the annual general meeting of the Company held on June 26, 2026 |
| "Board" | the board of Directors |
| "Business Day" | any day (excluding a Saturday, a Sunday, a public holiday and any day on which a tropical cyclone warning No. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are open for business |
| "Completion" | completion of the subscription of the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement |
| "Completion Date" | the date for the issue of the Subscription Shares as agreed under the Subscription Agreement |
| "Company" | China Yongda Automobiles Services Holdings Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on the Stock Exchange |
| "Director(s)" | the director(s) of the Company |
| "Family Trust" | a discretionary trust with Mr. Cheung Tak On as the settlor and protector, HSBC International Trustee Limited as the trustee, and Mr. Cheung Tak On and certain of his family members as the beneficiaries |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollar(s), the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Hongxin Electronics" | Xiamen Hongxin Electronics Technology Group Inc., a company incorporated in the PRC with limited liability, whose shares are listed and traded on the ChiNext Board of the Shenzhen Stock Exchange (stock code: 300657.SZ) |

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| "Last Trading Day" | July 15, 2026 |
| "Listing Committee" | the listing committee of the Stock Exchange for considering applications for listing and the granting of listing |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time |
| "Long Stop Date" | the long stop date as agreed under the Subscription Agreement |
| "Material Adverse Change" | with respect to any party to the Subscription Agreement, any (or series of) events, circumstances, matters, facts, conditions, changes or effects that could have a material adverse effect on (i) such party's business, property, assets or liabilities, or (ii) such party's ability to perform its obligations under the Subscription Agreement or to complete the proposed transaction under the Subscription Agreement |
| "PRC" | the People's Republic of China |
| "Share(s)" | ordinary share(s) of nominal value of HK$0.01 each in the issued share capital of the Company |
| "Shareholder(s)" | shareholder(s) of the Company |
| "Subscription" | the subscription of the Subscription Shares by the Subscriber pursuant to the Subscription Agreement |
| "Subscription Price" | HK$0.825 per Subscription Share |
| "Subscriber" or "Hongxin International Shipping" | Hong Kong Hongxin International Shipping Company Limited, a company incorporated in Hong Kong with limited liability |
| "Subscription Agreement" | the subscription agreement dated July 15, 2026 entered into by the Company and the Subscriber in relation to the subscription of 73,159,881 Subscription Shares |
| "Subscription Shares" | a total of 73,159,881 new Shares to be allotted and issued under the Subscription Agreement |

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| "%" | per cent. |

By order of the Board
**China Yongda Automobiles Services Holdings Limited**
**Cheung Tak On**
*Chairman*

The PRC, July 15, 2026

*As at the date of this announcement, the Board comprises (i) four executive Directors, namely Mr. Cheung Tak On, Mr. Xu Yue, Mr. Wang Zhigao and Mr. Tang Liang; (ii) one non-executive Director, namely Ms. Chen Yi; and (iii) three independent non-executive Directors, namely Ms. Zhu Anna Dezhen, Mr. Lyu Wei and Mr. Sun Minjie.*