

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Radiance Holdings (Group) Company Limited
金輝控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9993)

CONNECTED TRANSACTION
DISPOSAL OF THE ENTIRE EQUITY INTEREST IN
BEIJING JINHUI CHUANGLING CO., LTD.*

THE DISPOSAL

On 20 July 2026 (after trading hours), the Vendor, the Purchaser and the Target Company entered into the Equity Transfer Agreement, pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to purchase the entire equity interest in the Target Company for a total consideration of RMB1,295,442,017, comprising (a) equity consideration of RMB1 payable in cash; and (b) the assumption by the Purchaser of the Assumed Debts of RMB1,295,442,016 owed by the Target Group.

Upon Completion, the Target Company will cease to be a subsidiary of the Company and the financial results, assets and liabilities of the Target Group will no longer be consolidated into the financial statements of the Group.

LISTING RULES IMPLICATIONS

As all of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Disposal are lower than 5%, the Disposal does not constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules. As the Purchaser is a connected person of the Company and one or more of the applicable percentage ratios in respect of the Disposal exceeds 0.1%, the Disposal constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules, and is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

INTRODUCTION

On 20 July 2026 (after trading hours), the Vendor, the Purchaser and the Target Company entered into the Equity Transfer Agreement, pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to purchase the entire equity interest in the Target Company for a total consideration of RMB1,295,442,017, comprising (a) equity consideration of RMB1 payable in cash by the Purchaser to the Vendor; and (b) the assumption by the Purchaser of the Assumed Debts of RMB1,295,442,016 owed by the Target Group.

Upon Completion, the Target Company will cease to be a subsidiary of the Company and the financial results, assets and liabilities of the Target Group will no longer be consolidated into the financial statements of the Group.

THE EQUITY TRANSFER AGREEMENT

Set out below are the principal terms of the Equity Transfer Agreement:

Date

20 July 2026

Parties

- (1) Radiance Group Co., Ltd.* (金輝集團股份有限公司), as the Vendor;
- (2) Beijing Minyue Management Consulting Co., Ltd.* (北京閩越管理諮詢有限公司), as the Purchaser; and
- (3) Beijing Jinhui Chuangling Co., Ltd.* (北京金輝創領科技有限公司), as the Target Company.

Subject matter

Pursuant to the Equity Transfer Agreement, the Vendor has agreed to sell and the Purchaser has agreed to purchase the entire equity interest in the Target Company held by the Vendor, representing 100% of the registered capital of the Target Company.

Consideration and Basis of Determination

The Consideration is RMB1 payable in cash by the Purchaser to the Vendor.

The Consideration was determined after arm's length negotiation between the Vendor and the Purchaser with reference to: (i) the appraised value of the Property (a commercial building located at No. 601 Liyang Road, Hongkou District, Shanghai, PRC, with a gross floor area of approximately 31,750 square metres, used for hotel operations), which was assessed at approximately RMB1,104,900,000 as at 12 June 2026 pursuant to a valuation report conducted by an independent valuer, using the cost approach and the income approach; (ii) the Assumed Debts; and (iii) the financial position and operating performance of the Target Group.

For the avoidance of doubt, the use of income approach to value the Property does not constitute profit forecast under Rule 14.61 of the Listing Rules.

Information on the Valuation

Basis of Value and Effective Date

The valuation report adopts the mortgage value of the Property as its basis of value, being the value of the Property assuming no statutory right of priority repayment has been established over the Property as at the date of valuation, less any statutory priority claims known to the valuer as at that date. As disclosed in the valuation report, the Property was, as at the date of valuation, subject to an existing mortgage which had not been discharged; however, the valuation was performed on the assumption that the Property was free from other encumbrances, and no deduction was made for statutory priority claims (which the valuer assessed as nil) in arriving at the mortgage value.

Scope of Work and Limitations

The valuer inspected the parts of the Property that were visible and accessible but did not carry out any structural survey or testing, and were accordingly unable to confirm whether there was any structural damage to the Property. The valuation was based on information provided by the property manager and other parties (including the Property's registered floor area, and hotel occupancy and revenue data) which the valuer assumed to be accurate, reliable and complete.

Valuation Approaches and Key Inputs

The valuer adopted two valuation approaches in arriving at the appraised value of the Property: (i) the cost approach, on the basis that the Property could hypothetically be redeveloped; and (ii) the income approach, on the basis that the Property is an income-generating hotel property which is being operated on a stable basis and comparable properties in the vicinity are commonly leased out on the market.

Under the cost approach, the land element of the Property was valued using the market comparison method with reference to three comparable land transactions for commercial land use in Shanghai (located in the Pudong New Area, Changning District and Yangpu District respectively), which were transacted by public listing between November 2023 and October 2024 at floor prices ranging from approximately RMB25,300 to RMB28,166 per square metre. The comparable transaction prices were adjusted for, among other factors, transaction date, the Property's shorter remaining land use term of approximately 19.2 years (as compared to the comparables' 40-year terms), location, commercial vibrancy, infrastructure, plot ratio and site conditions, resulting in an average adjusted floor price of approximately RMB18,139 per square metre. After adding the estimated value attributable to the below-ground floor area, land acquisition taxes (comprising deed tax of 3% and stamp duty of 0.05%) and the estimated building replacement cost (comprising construction costs, survey and design fees, ancillary infrastructure costs, management and selling expenses, investment interest, sales taxes and surcharges, and a developer's profit margin, less depreciation reflecting the building's physical condition and age), the cost approach produced an assessed unit price of approximately RMB41,206 per square metre.

Under the income approach, the appraised value was derived by capitalising the Property's estimated net operating income. The Property's gross hotel operating income (comprising room revenue, food and beverage and conference income, and ancillary retail and other income) was estimated at approximately RMB129.28 million per annum, based on the hotel's room rates, discounts and occupancy rates for each room category. After deducting estimated annual operating costs and expenses of approximately RMB58.58 million (comprising cost of sales of approximately 20% of revenue, operating expenses of approximately 10% of revenue, management expenses of approximately 6% of revenue, and financial and tax costs) and an assumed hotel industry profit margin of 6%, the estimated annual net property income was approximately RMB66.46 million. This net income was capitalised at a rate of 6.5% (comprising a risk-free rate of 0.95%, an investment risk premium of 4.0%, a management burden compensation of 1.0% and an illiquidity compensation of 1.0%, less a financing convenience discount of 0.45%), assuming an annual growth rate in net operating income of approximately 3.0%, over an income period of 19.2 years (being the shorter of the Property's remaining land use term of approximately 19.2 years and the building's remaining estimated economic life of approximately 32 years). This resulted in an income approach unit price of approximately RMB28,320 per square metre.

Valuation Conclusion

The valuer accorded a weighting of 50% to the cost approach and 50% to the income approach in arriving at a final assessed unit price of approximately RMB34,800 per square metre (rounded), and an aggregate appraised value of the Property, being its mortgage value as at 12 June 2026, of approximately RMB1,104,900,000.

Registration and Completion

The Vendor and the Target Company shall, within 15 working days after the date of the Equity Transfer Agreement, submit an application to the relevant PRC market regulator to register the transfer of the equity interest in the Target Company. Completion shall take place within 3 days after such registration is completed, at which point all chops, licences, records and assets of the Target Group shall be handed over to the Purchaser.

Interim Period

During the period between the date of the Equity Transfer Agreement and Completion, the Target Company shall not carry out any activities outside the ordinary course of business without the unanimous agreement of all parties to the Equity Transfer Agreement.

INFORMATION ON THE TARGET GROUP

The Target Company is a company established in the PRC with limited liability and is principally engaged in the operation of hotel and catering services. As at the date of this announcement, the Target Company is a wholly-owned subsidiary of the Vendor, which is ultimately and beneficially owned as to 96% by the Company.

Shanghai Jiulong is a wholly-owned subsidiary of the Target Company. The principal asset of the Target Group is a commercial building located at No. 601 Liyang Road, Hongkou District, Shanghai, PRC, with a gross floor area of approximately 31,750 square metres, used for hotel operations and held by Shanghai Jiulong.

Set out below is a summary of the unaudited financial information of the Target Group for the two years ended 31 December 2025:

	For the year ended 31 December 2024 (RMB)	For the year ended 31 December 2025 (RMB)
Net loss before taxation	(95,613,060.55)	(37,233,635.55)
Net loss after taxation	(90,977,776.33)	(37,233,635.55)

As at 30 June 2026, the unaudited total assets of the Target Group amounted to approximately RMB1,015,281,447.18 and the unaudited net liabilities of the Target Group amounted to approximately RMB251,687,045.12.

INFORMATION ON THE PURCHASER

The Purchaser is Beijing Minyue Management Consulting Co., Ltd.* (北京閩越管理諮詢有限公司), a company established in the PRC with limited liability and the principal business of the Purchaser is management consulting. As at the date of this announcement, the Purchaser is wholly owned by Radiance Property Services Co., Ltd, which is ultimately and beneficially owned as to 64.97% by Mr. Lam Ting Keung and 35.03% by Ms. Lam Fung Ying. As the Purchaser is an associate of the controlling shareholders of the Company, the Purchaser is therefore a connected person of the Company under Chapter 14A of the Listing Rules.

INFORMATION ON THE VENDOR

The Vendor is a company established in the PRC with limited liability and is an indirect non-wholly owned subsidiary of the Company. The Vendor is principally engaged in real estate development.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Company considers that the Disposal provides an opportunity for the Group to address the repayment obligations of the Target Company, including the bank loan from Xiamen International Bank Co., Ltd., Beijing Branch and other outstanding debts and payables. The Target Group recorded net loss after taxation of approximately RMB90.98 million and RMB37.23 million for the two years ended 31 December 2024 and 2025, respectively. In light of the loss-making position of the Target Group and the outstanding indebtedness of the Target Company, the Company considers that the Disposal would enable the Group to cease bearing the relevant repayment and funding obligations associated with the Target Group. As the Purchaser assumed the repayment of the Assumed Debts, the Disposal would, upon completion, effectively reduce the Group's indebtedness, improve its liability structure and ease its liquidity pressure. Taking into account the financial position and operating performance of the Target Group, the Company considers that the Disposal would be commercially justifiable and in the interests of the Company and its Shareholders as a whole.

The Directors (including the independent non-executive Directors) consider that the terms of the Equity Transfer Agreement and the transactions contemplated thereunder are fair and reasonable, are not entered in the ordinary and usual course of business of the Group but are on normal commercial terms or better and in the interests of the Company and its Shareholders as a whole.

FINANCIAL EFFECTS OF THE DISPOSAL

As at the date of this announcement, the Target Company is a non-wholly owned subsidiary of the Company. Upon Completion, the Group will cease to own any interest in the Target Company and the financial results, assets and liabilities of the Target Group will no longer be included in the consolidated financial statements of the Group.

Based on the unaudited net liabilities of the Target Group of approximately RMB251,687,045.12 as at 30 June 2026 and the equity consideration of RMB1, the Group expects to record an unaudited gain on the Disposal of approximately RMB251,687,044.12. The actual gain or loss arising from the Disposal will be subject to audit to be performed by the auditors of the Company and may differ from the above estimate.

Shareholders should note that the actual amount of gain from the Disposal to be recognised in the consolidated financial statements of the Group depends on, among other things, the consolidated net asset value of the Target Group at Completion, and is subject to audit to be performed by the auditors of the Company.

LISTING RULES IMPLICATIONS

As all of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Disposal are below 5%, the Disposal does not constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Disposal exceeds 0.1% and the Purchaser is an associate of the controlling shareholders of the Company, the Purchaser is a connected person of the Company under Chapter 14A of the Listing Rules and the Disposal constitutes a connected transaction for the Company which is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules.

As Mr. Lam Ting Keung is one of the ultimate controlling shareholders of the Vendor and Mr. Lam Yu is the son of Mr. Lam Ting Keung, both Mr. Lam Ting Keung and Mr. Lam Yu are considered as having material interests in the Equity Transfer Agreement and the transactions contemplated thereunder. Accordingly, Mr. Lam Ting Keung and Mr. Lam Yu were required to abstain from voting on the relevant resolutions at the Board meeting. Save as disclosed, none of the Directors was required to abstain from voting on the relevant resolutions at the Board meeting.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“Assumed Debts”	the outstanding debts of the Target Group in the aggregate amount of RMB1,295,442,016 to be assumed by the Purchaser pursuant to the Equity Transfer Agreement, comprising (i) a bank loan owed to Xiamen International Bank Co., Ltd., Beijing Branch of RMB442,960,000; (ii) amounts owed to Beijing Juye Real Estate Consulting Co., Ltd. (a non-wholly owned subsidiary of the Company) of RMB770,525,676.45; and (iii) other payables of RMB81,956,339.55
“Board”	the board of Directors
“Company”	Radiance Holdings (Group) Company Limited (金輝控股(集團)有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 9993)
“Completion”	completion of the Disposal pursuant to the Equity Transfer Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the total consideration for the Disposal of RMB1
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the entire equity interest in the Target Company by the Vendor to the Purchaser pursuant to the Equity Transfer Agreement

“Equity Transfer Agreement”	the equity transfer agreement dated 20 July 2026 entered into among the Vendor, the Purchaser and the Target Company in relation to the Disposal
“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 Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan
“Property”	the commercial building located at No. 601 Liyang Road, Hongkou District, Shanghai, PRC, with a gross floor area of approximately 31,750 square metres, used for hotel operations and held by Shanghai Jiulong
“Purchaser”	Beijing Minyue Management Consulting Co., Ltd.* (北京閩越管理諮詢有限公司), a company established in the PRC with limited liability
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Jiulong”	Shanghai Jiulong Hotel Co., Ltd.* (上海九龍賓館有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Target Company
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Target Company”	Beijing Jinhui Chuangling Co., Ltd.* (北京金輝創領科技有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Vendor
“Target Group”	the Target Company and Shanghai Jiulong
“Vendor”	Radiance Group Co., Ltd.* (金輝集團股份有限公司), a company established in the PRC and an indirect non-wholly owned subsidiary of the Company
“%”	per cent.

* For identification purposes only

By order of the Board
Radiance Holdings (Group) Company Limited
Lam Ting Keung
Chairman

Hong Kong, 20 July 2026

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Lam Ting Keung, Mr. Lam Yu, Ms. Wu Yankun and Mr. Zhou Xiaohui and three independent non-executive Directors, namely, Mr. Zhang Huaqiao, Mr. Tse Yat Hong and Dr. Shen Houcai.