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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

PineStone 鼎石

On 24 August 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company appointed the Placing Agent to place, on a best efforts basis and subject to the fulfillment of the conditions precedent to the Placing, a maximum of 29,677,267 Placing Shares to not less than six independent Placees at a price of HK$0.140 per Placing Share.

The Placing Price of HK$0.140 per Placing Share represents: (i) a discount of approximately 12.50% to the closing price of HK$0.160 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 15.56% to the average closing price of approximately HK$0.165 per Share as quoted on the Stock Exchange for the last five trading days of the Shares immediately prior to the date of the Placing Agreement.

Assuming the Placing Shares are fully placed, the maximum number of 29,677,267 Placing Shares represents approximately 6.66% of the issued share capital of the Company of 445,159,008 Shares as at the date of this announcement, and approximately 6.25% of the issued share capital of the Company as enlarged by the issue of the maximum number of Placing Shares.

Assuming the Placing Shares are fully placed, the gross and net proceeds from the Placing will be approximately HK$4.15 million and HK$3.95 million, respectively. The Company intends to use such net proceeds for the general working capital for the Group.

The Placing is not subject to the Shareholders' approval as the Placing Shares will be issued pursuant to the General Mandate.

Shareholders and potential investors of the Shares should note that the Placing is subject to the fulfillment of the conditions precedent to completion of the Placing and may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE PLACING

On 24 August 2026 (after trading hours), the Company and the Placing Agents entered into the Placing Agreement, the principal terms of which are summarized below:

Date: 24 August 2026 (after trading hours)

Parties: (a) the Company; and

(b) the Placing Agent

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Placing Agent and its ultimate beneficial owner(s) is an Independent Third Party as at the date of this announcement.

Placees

It is intended that the Placing Shares will be placed to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties. It is expected that none of the Placees nor their associates will become a substantial shareholder of the Company as a result of the Placing.

Number of Placing Shares

The Company appointed the Placing Agent to place, on a best efforts basis and subject to the fulfillment of the conditions precedent to the Placing, a maximum of 29,677,267 Placing Shares. Assuming the Placing Shares are fully placed, the maximum number of 29,677,267 Placing Shares represents approximately 6.66% of the issued share capital of the Company of 148,386,336 Shares as at the date of this announcement, and approximately 6.25% of the issued share capital of the Company as enlarged by the issue of the maximum number of Placing Shares. The aggregate nominal value of the maximum number of Placing Shares is HK$296,772.67.

Placing Price

The Placing Price of HK$0.140 per Placing Share was agreed after arm's length negotiations between the Company and the Placing Agent, with reference to the recent trading price of the Shares.

The Placing Price of HK$0.140 per Placing Share represents: (i) a discount of approximately 12.50% to the closing price of HK$0.160 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 15.56% to the average closing price of approximately HK$0.165 per Share as quoted on the Stock Exchange for the last five trading days of the Shares immediately prior to the date of the Placing Agreement.

Placing Commission

Subject to Completion, the Placing Agent will receive a placing commission of 5.0% on the gross proceeds of the Placing Shares which are successfully placed by the Placing Agent. The placing commission was determined after arm's length negotiation between the Company and the Placing Agent with reference to the prevailing market rate.

Condition of the Placing

Completion of the Placing is conditional upon:

(i) each of the Placing Agent having received in immediately available funds the aggregate Placing Price of the Placing Shares from the Placee(s) procured by the respective Placing Agent and confirmed the same in writing to the Company; and

(ii) the Listing Committee granting a listing of, and permission to deal in, all the Placing Shares to be placed pursuant to the terms and conditions of the Placing Announcement.

If the above conditions are not satisfied on or before 14 September 2026 (or such later date as may be agreed between the Placing Agent and the Company) (the "**Long Stop Date**"), the Placing will lapse and all rights, obligations and liabilities of the Placing Agent and the Company in relation to the Placing shall cease and determine and neither party shall have any claim against the other in respect of the Placing save for any antecedent breach and/or any rights or obligations which may accrue under the Placing Agreement prior to such termination. Condition (i) to the Placing may not be waived by any party to the Placing Agreement.

Completion of the Placing

Completion of the Placing shall take place not later than four business days after the fulfillment of all the conditions set out in the Placing Agreement (or such other date as the Company and the Placing Agent may agree).

Termination

Notwithstanding anything contained in the Placing Agreement, if at any time on or prior to 4:00 p.m. on the day immediately preceding the Completion Date:

(i) any event occurring or matter arising on or after the date hereof and prior to the Completion Date which has rendered any of the undertakings, warranties and representations untrue or incorrect and incapable of being remedied and such would have a material adverse impact on the Placing comes to the notice of the Placing Agent; or

(ii) there develops, occurs or comes into force:

  (a) any new law or regulation or any change in existing laws or regulations or the interpretation thereof by any court or other competent authority in Hong Kong or the People's Republic of China which is reasonably expected to materially and adversely affect the business or financial condition or prospects of the Company as a whole; or

  (b) any local, regional, national or international event or change (whether or not permanent or forming part of a series of events or changes occurring or continuing, on and/or after the date hereof) of a political, military, economic or other nature (whether or not ejusdem generis with the foregoing) which will, or is reasonably expected to be expected to, have a material adverse effect on the Placing; or

  (c) there is a material adverse change in the business or in the financial or trading position of the Company taken as a whole which being unaware of by the Placing Agent and is material in the context of the Placing;

then and in any such case, the Placing Agent may after consultation with the Company (to the extent that the same is reasonably practicable) terminate the Placing Agreement by giving notice in writing to the Company, provided that such notice is received prior to 4:00 p.m. on the day immediately preceding the Completion Date. In the event the Placing Agent terminates the Placing Agreement pursuant to the aforesaid clauses (i) to (ii), all obligations of each of the parties to the Placing Agreement shall cease and determine and no party shall have any claim against the other party in respect of any matter arising out of or in connection with the Placing Agreement except for any antecedent breach of any obligation under the Placing Agreement.

Ranking of Placing Shares

The Placing Shares, when issued and fully paid, will rank *pari passu* among themselves and with Shares in issue at the time of issue and allotment of the Placing Shares.

Application for listing

Application will be made to the Stock Exchange for approval for the listing of and permission to deal in the Placing Shares.

GENERAL MANDATE

The Placing is not subject to the Shareholders' approval as the Placing Shares will be issued under the General Mandate, which was granted to the Directors pursuant to an ordinary resolution passed by the Shareholders at the AGM of the Company held on 8 August 2025. Pursuant to the General Mandate, the Company was authorized to issue and allot up to 29,677,267 Shares, representing 20.0% of the number of Shares in issue on the date of passing such resolution and approximately 6.66% of the issued share capital of the Company as at the date of this announcement. The General Mandate has not been previously utilized prior to the issue of the Placing Shares. Accordingly, the issue of the Placing Shares is not subject to any Shareholders' approval.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in (i) the property development, (ii) property investment and (iii) production and sales of bottled water in the People's Republic of China ("**PRC**").

The Board considers that the Placing will strengthen the Group's financial position and provide additional funding for its business development and operational needs. Assuming all the Placing Shares are fully placed, the gross proceeds from the Placing will be approximately HK$4.15 million. After deducting the placing commission and other related professional fees and expenses, the net proceeds from the Placing are estimated to be approximately HK$3.95 million, representing a net issue price of approximately HK$0.133 per Placing Share.

The Company intends to apply the net proceeds to allocate HK$3.95 million to the Group's general working capital, including the potential expansion of its existing premises in Hong Kong among other ongoing compliance and professional fees, which is expected to be fully utilized within the next 12 months.

The Directors consider that the terms of the Placing Agreement – including the Placing Price and the placing commission rate – have been negotiated on an arm's length basis, are on normal commercial terms, fair and reasonable, and that the Placing is in the interests of the Company and the Shareholders as a whole.

EQUITY FUND RAISING ACTIVITY DURING THE PAST TWELVE MONTHS

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the date of announcement
15 September 2025	Rights Issue on the basis of two (2) Rights Shares for every one (1) Share held on the Record Date	HK40.75 million	(i) Approximately HK$6.00 million for enhancing the general working capital of the Group, for the Company's Hong Kong office for the upcoming twelve months including staff cost, professional fees, rental payments and other general administrative and operating expenses; (ii) Approximately HK$24.16 million for the repayment of the part of the trade payables and other payables; (iii) Approximately HK$6.59 million for investment of new project for broadening its revenue stream of water business targeting to enhance mass-market penetration and B2B redistribution; (iv) Approximately HK$4.00 million for the maintenance and obtaining licenses for the mine business.	(i) Repayment of trade and other payables is fully utilized as of 31 March 2026; (ii) Enhancing general working of the Group is fully utilized as of 31 July 2026; (iii) The unutilized net proceeds of HK$10.05 million comprised HK$6.59 million for the new water business project, HK$3.46 million for mine business licensing and maintenance.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the completion of the Placing (assuming the Placing Shares were placed in full and assuming there is no other change in the issued share capital of the Company between the date of this announcement and the Completion Date):

Shareholders	**As at the date of this announcement**		**Immediately upon completion of the Placing**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
YAO JIGEN *(Note)*	74,875,140	16.82	74,875,140	15.77
LI JIA YI	70,176,300	15.76	70,176,300	14.78
Placees	–	–	29,677,267	6.25
Other public shareholders	300,107,568	67.42	300,107,568	63.20
Total	445,159,008	100.00	474,836,275	100.00

Note: YAO JIGEN personally held 3,228,000 shares and FULL TENDA DEVELOPMENT LIMITED, a company wholly and beneficially owned by YAO JIGEN, holds 71,647,140 shares. The total number of shares beneficially owned by YAO JIGEN is 74,875,140 shares.

Shareholders and potential investors of the Shares should note that the Placing is subject to the fulfillment of the conditions precedent to completion of the Placing and may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

"Associate(s)"	having the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"Business day"	a day on which banks in Hong Kong are open for business, other than: (i) a Saturday or a Sunday; or

(ii) a day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon on which banks generally are open for business in Hong Kong

"Company"	Zhong Jia Guo Xin Holdings Company Limited, a company incorporated in the Bermuda whose Shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 899)
"Completion"	the completion of the Placing
"Completion Date"	the date of the Completion
"Connected person(s)"	has the meaning ascribed to this term under the Listing Rules
"Directors"	directors of the Company
"General Mandate"	the general mandate which was granted to the Directors pursuant to an ordinary resolution passed at the Company's annual general meeting on 8 August 2025 to issue and allot up to 20% of the then issued share capital (being 148,386,336 Shares), which was equivalent to 29,677,267 Shares
"Group"	the Company and its subsidiaries from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	third party(ies) independent of and not connected with the Company and any of its connected persons within the meaning of the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	14 September 2026

"Placee(s)"	any independent person(s) or entity(ies) procured by the placing agent or its sub- placing agent(s) to subscribe for any of the Placing Shares under the Placing Agreement
"Placing"	the best-effort placing of up to 29,677,267 Placing Shares on the terms and subject to the conditions set out in the Placing Agreement
"Placing Agent"	Pinestone Securities Limited, a corporation licensed to carry out type 1 (dealing in securities) regulated activities under the SFO
"Placing Agreement"	the agreement entered into between the Placing Agent and the Company dated 24 August 2026 in relation to the Placing
"Placing Price"	HK$0.140 per Placing Share
"Placing Shares"	a maximum of 29,677,267 new Shares to be placed under the Placing
"PRC"	the People's Republic of China, which for the purpose of this announcement shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Substantial shareholder(s)"	having the meaning ascribed thereto under the Listing Rules
"%"	per cent

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

Hong Kong, 24 August 2026

As at the date of this announcement, the Board consists of two executive Directors, Ms. Yau Ho Yi and Mr. Huang Jiahao; four non-executive Directors, Ms. Jiang Xiaojun, Dr. Liang Jinxiang, Mr. Wan Ngar Yin David and Mr. Ong Chor Wei and four independent non-executive Directors, Mr. So Ting Kong, Mr. Wang Pengwei, Mr. Lam Tsz Chak and Mr. Wong Chun Peng Stewart.