Yunfeng Financial Group Limited
雲鋒金融集團有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 376)

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE FINANCIAL SERVICES MASTER AGREEMENT

FINANCIAL SERVICES MASTER AGREEMENT

On 28 August 2026, the Company entered into the Financial Services Master Agreement with Yunfeng Capital to provide the framework within which members of the Yunfeng Capital Group may engage the Group to provide various Financial Services for a term of three years commencing from 1 January 2026 to 31 December 2028.

LISTING RULES IMPLICATIONS

Yunfeng Capital is ultimately owned by Mr. Yu Feng as to 60% as at the date of this announcement. Mr. Yu Feng is the Chairman, a non-executive Director and a controlling shareholder of the Company indirectly interested in 45.02% of the issued shares of the Company as at the date of this announcement. Hence, members of the Yunfeng Capital Group, being associates of Mr. Yu Feng, are connected persons of the Company and the Financial Services Transactions contemplated under the Financial Services Master Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Since one or more of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the Annual Caps are more than 0.1% but all of them are less than 5%, the Financial Services Transactions contemplated under Financial Services Master Agreement are subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders' approval requirement under the Listing Rules.

FINANCIAL SERVICES MASTER AGREEMENT

On 28 August 2026, the Company entered into the Financial Services Master Agreement with Yunfeng Capital to provide the framework within which members of the Yunfeng Capital Group may engage the Group to provide various Financial Services for a term of three years commencing from 1 January 2026 to 31 December 2028.

The principal terms of the Financial Services Master Agreement are set out below:

Date

28 August 2026

Parties

(1) the Company; and

(2) Yunfeng Capital.

Subject matter

Pursuant to the Financial Services Master Agreement, the Group has agreed to provide members of the Yunfeng Capital Group with various Financial Services, comprising: (a) brokerage services and ancillary services for securities, funds, bonds, virtual assets, futures and options trading ("**Brokerage Services**"); (b) fund distribution services ("**Fund Distribution Services**"); (c) referral services ("**Referral Services**"); (d) investment advisory services ("**Advisory Services**"); and (e) marketing and sales consulting services ("**Marketing Services**").

Detailed rates and terms (including the fees payable by the Yunfeng Capital Group) will be specified in the individual contract(s) to be entered into between members of the Group and members of the Yunfeng Capital Group in respect of the Financial Services Transactions.

Term

The Financial Services Master Agreement is for the term commencing from 1 January 2026 to 31 December 2028, unless terminated earlier in accordance with the terms thereof.

Service fee and pricing terms

(a) Brokerage Services

In respect of the Brokerage Services, the Group will be paid a commission and platform fee, among which commission will be paid at a fixed percentage of the gross transaction amount and platform fee will be paid at a fixed amount per transaction. In respect of transactions involving subscription of funds, the Group will be paid a subscription and/or custody fee at a fixed percentage of the transaction amount or the value of the assets under custody (as the case may be). In respect of ancillary services, including scrip handling services, nominee services, corporate action-related services and other miscellaneous services, for maintaining and managing the portfolios of assets under custody, the Group will charge a handling fee at a fixed rate based on the type of ancillary services.

The commission and platform fee to be charged will be determined based on arm's length negotiations between the parties with reference to (i) the type and value of the transaction, (ii) the prevailing market rates for comparable transactions, and (iii) other relevant factors such as the pricing policy of the Group from time to time, including the Group's prevailing promotional offers on fee rates, which may be affected by the overall economy and the prevailing stock, funds, bonds, virtual assets, futures and options market sentiment.

The subscription and/or custody fee to be charged will be determined based on arm's length negotiations between the parties with reference to (i) the type and value of the transaction or assets under custody (as the case may be), (ii) the prevailing market rates for comparable transactions, and (iii) other relevant factors such as the pricing policy of the Group from time to time, including the Group's prevailing promotional offers on fee rates, which may be affected by the overall economy and the prevailing market sentiment.

The handling fee to be charged will be determined based on arm's length negotiations between the parties with reference to (i) the prevailing market rates for comparable services, and (ii) other relevant factors such as the pricing policy of the Group from time to time, including the Group's prevailing promotional offers on fee rates, which may be affected by the overall economy and the prevailing stock, funds, bonds, virtual assets, futures and options market sentiment.

In any event, the Brokerage Services provided under the Financial Services Master Agreement shall be conducted on normal commercial terms and at rates that are no less favourable to the Group than those charged by the Group to independent third party customers of similar trading record and trading size. The Group expects, in general, the commission will be in the range from 0.029% to 1%, whereas, the subscription fee will be in the range from 0% to 3% and the custody fee will be in the range from 0% to 0.1%.

According to the standard client agreement, the commission, the platform fee and the subscription fee shall be payable on the trade date of the relevant transactions, while the custody fee shall be calculated according to the average net asset value of the assets under custody as of the last business day of each month, payable on a monthly basis in arrears and the handling fee shall be payable as and when the relevant ancillary services are provided. The prevailing payment terms as stipulated in the standard client agreements shall be adopted as the payment terms for the individual contracts to be entered into for the Brokerage Services.

(b) Fund Distribution Services

As a financial services provider, the Group renders fund distribution services to fund suppliers (including members of the Yunfeng Capital Group) in its ordinary course of business. The scope of Fund Distribution Services involves the Group promoting and selling various fund products, including limited partnership fund and open-ended fund products, in its capacity as an intermediary for members of the Yunfeng Capital Group to fund subscribers. The Group will receive a share of the management fee and/or performance fee charged by the Yunfeng Capital Group in relation to the relevant fund managed by the Yunfeng Capital Group which has been successfully promoted or sold by the Group.

The commission to be received by the Group will be determined on a case-by-case basis after arm's length negotiations between the parties taking into account, among others, (i) the amount of the aggregate committed capital of the fund subscribers; (ii) the prospective performance of the relevant fund managed by the Yunfeng Capital Group (if performance fee is charged by the Yunfeng Capital Group); (iii) the prevailing market rates for similar fund distribution services and industry practice; (iv) the pricing policy of the Group; and (v) the general market sentiment.

In any event, the Fund Distribution Services provided under the Financial Services Master Agreement shall be conducted on normal commercial terms and at rates that are no less favourable to the Group than those charged by the Group to independent third party customers.

According to the standard client agreement, the share of the management fee or performance fee charged by the Yunfeng Capital Group shall be payable on a quarterly basis in arrears according to the average net asset value of the fund as of the last business day of each month in the relevant quarter. The prevailing payment terms as stipulated in the standard client agreements shall be adopted as the payment terms for the individual contracts to be entered into for the Fund Distribution Services.

(c) Referral Services

In respect of the Referral Services, the Group will be paid an introduction fee in respect of each customer referral by the Group to the Yunfeng Capital Group in respect of its fund management business. The introduction fee consists of (i) an upfront fee and (ii) a share of the management fee or performance fee charged by the Yunfeng Capital Group for each customer referral that materializes into a new business.

The introduction fee will be determined on a case-by-case basis after arm's length negotiations between the parties taking into account, among others (i) the amount of the committed funds of the customer referred by the Group; (ii) the significance of the customer referred by the Group to the Yunfeng Capital Group; (iii) the background and creditworthiness of the customer and the length of business relationship between the customer and the Group; (iv) the prospective performance of the relevant fund managed by the Yunfeng Capital Group; (v) the prevailing market rates for similar referral services and industry practice; (vi) the pricing policy of the Group; and (vii) the general market sentiment.

In any event, the Referral Services provided under the Financial Services Master Agreement shall be conducted on normal commercial terms and at rates that are no less favourable to the Group than those charged by the Group to independent third party customers.

According to the standard client agreement, the upfront fee shall be payable within 30 business days after the committed funds of the customer referred by the Group have been remitted to the Yunfeng Capital Group for the relevant transactions, while the share of the management fee or performance fee charged by the Yunfeng Capital Group shall be payable on a quarterly basis in arrears according to the average net asset value of the respective portfolios of assets under management as of the last business day of each month in the relevant quarter. The prevailing payment terms as stipulated in the standard client agreements shall be adopted as the payment terms for the individual contracts to be entered into for the Referral Services.

(d) Advisory Services

In respect of the Advisory Services, the Group will be paid an advisory fee for the provision of investment management support services as an investment adviser in connection with the management and servicing of the portfolios of assets in the funds managed by the Yunfeng Capital Group. The advisory fee is determined on a case-by-case basis according to the type of investment support services required, and is charged under one of the three pricing models: (i) in respect of acting as an investment manager of a fund, calculated at a fixed percentage of the net asset value of the fund; (ii) in respect of strategic assets allocation or market studies services, charged on a project basis following assessment by the management and the responsible officers of the Group of the specific scope of work involved; or (iii) in respect of provision of investment research reports, at a flat fee.

The advisory fee will be determined after arm's length negotiations between the parties taking into account, among others (i) the nature and scope of the services; (ii) the portfolio structure and asset mix of the relevant funds managed by the Yunfeng Capital Group in respect of which the Group provides investment advisory services; (iii) the prevailing market rates for similar services; (iv) the pricing policy of the Group; and (v) the market conditions.

In any event, the Advisory Services provided under the Financial Services Master Agreement will be conducted on normal commercial terms and at rates that are no less favourable to the Group than those charged by the Group to independent third party customers.

The advisory fee shall be payable (i) on a monthly or quarterly basis in arrears according to the average net asset value of the fund as of the last business day of the relevant month or each month in the relevant quarter; or (ii) on a specific payment schedule determined and agreed between the parties.

(e) Marketing Services

In respect of the Marketing Services, the Group will be paid a service fee for various marketing and sales consulting services provided by the Group to the Yunfeng Capital Group, which may include, without limitation, the planning, management and/or execution of marketing campaigns and promotional activities, as well as sales strategies and processes, and such other related services as may be agreed by the parties from time to time in connection with the fund management business of the Yunfeng Capital Group.

The service fee will be determined on a case-by-case basis after arm's length negotiations between the parties taking into account, among others, (i) the costs and expenses associated with the marketing and sales activities, including labour costs, project management and execution expenses, marketing subsidies paid to users and distribution channels and other related costs; (ii) the prevailing market rates for similar marketing and sales consulting services and industry practice; and (iii) the pricing policy of the Group.

In any event, the Marketing Services provided under the Financial Services Master Agreement will be conducted on normal commercial terms and at rates that are no less favourable to the Group than those charged by the Group to independent third party customers.

The payment terms for the service fee shall be determined on a case-by-case basis with reference to the actual scope of services provided by the Group to the Yunfeng Capital Group in respect of each individual project.

HISTORICAL AMOUNTS

The aggregate amounts paid by the Yunfeng Capital Group to the Group in respect of the provision of the Brokerage Services for the years ended 31 December 2023, 2024 and 2025 were approximately HK$5,195,000, HK$817,000 and HK$153,000 respectively.

From 1 January 2026 up to the date hereof, the aggregate amount paid by the Yunfeng Capital Group to the Group in respect of the provision of the Brokerage Services were approximately HK$510,000, the size of which remained fully exempted from annual review and all disclosure and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

No historical transaction amounts were paid by the Yunfeng Capital Group to the Group in respect of the provision of the Fund Distribution Services, the Referral Services, the Advisory Services and the Marketing Services for the years ended 31 December 2023, 2024 and 2025 and for the period from 1 January 2026 up to the date hereof.

PROPOSED ANNUAL CAPS

Set out below are the proposed Annual Caps for the Financial Services Transactions:

	For the year ending 31 December 2026 ***(HK$'000)***	**For the year ending 31 December 2027** ***(HK$'000)***	**For the year ending 31 December 2028** ***(HK$'000)***
(a) Brokerage Services	12,480	16,230	13,437
(b) Fund Distribution Services	1,000	1,000	1,000
(c) Referral Services	39,000	78,000	78,000
(d) Advisory Services	6,000	6,000	6,000
(e) Marketing Services	6,000	6,000	6,000

The Annual Caps for the Financial Services Transactions were determined based on the following principal factors:

(a) Brokerage Services

The annual cap amounts proposed for Brokerage Services were determined with reference to (i) the historical transaction amounts paid by the Yunfeng Capital Group to the Group in respect of the provision of Brokerage Services for the three financial years ended 31 December 2025 and for the period from 1 January 2026 up to the date of this announcement; (ii) the general market commission on dealing in securities, funds, bonds, virtual assets, futures and options in Hong Kong ranging from approximately 0.029% to

1%; (iii) the prevailing fixed platform fees together with the anticipated number of transactions; (iv) the prevailing market handling fees; (v) the general market subscription fee ranging from approximately 0% to 3% and general market custody fee ranging from approximately 0% to 0.1% on subscription of funds; (vi) the average turnover of the securities, funds, bonds, virtual assets, futures and options market in recent years; (vii) the estimated demand for Brokerage Services by the Yunfeng Capital Group; and (viii) a buffer to provide flexibility to cater for any potential fluctuations in the market conditions over the term of the Financial Services Master Agreement.

(b) Fund Distribution Services

The annual cap amounts proposed for Fund Distribution Services were determined with reference to (i) the estimated demand for Fund Distribution Services by the Yunfeng Capital Group; (ii) the expected growth in the fund management business of the Yunfeng Capital Group for the three financial years ending 31 December 2028 (as indicated by Yunfeng Capital Group); and (iii) a buffer to provide flexibility to cater for any potential fluctuations in the market conditions over the term of the Financial Services Master Agreement.

(c) Referral Services

The annual cap amounts proposed for Referral Services were determined with reference to (i) the estimated transaction amounts to be referred to the Yunfeng Capital Group; (ii) the expected growth in the fund management business of the Yunfeng Capital Group for the three financial years ending 31 December 2028 (as indicated by Yunfeng Capital Group); and (iii) a buffer to provide flexibility to cater for any potential fluctuations in the market conditions over the term of the Financial Services Master Agreement.

(d) Advisory Services

The annual cap amounts proposed for Advisory Services were determined with reference to (i) the estimated demand for Advisory Services by the Yunfeng Capital Group; (ii) the expected growth in the fund management business of the Yunfeng Capital Group for the three financial years ending 31 December 2028 (as indicated by Yunfeng Capital Group); and (iii) a buffer to provide flexibility to cater for any potential fluctuations in the market conditions over the term of the Financial Services Master Agreement.

(e) Marketing Services

The annual cap amounts proposed for Marketing Services were determined with reference to (i) the resources expected to be deployed by the Group, in particular, the estimated labour costs and campaign execution costs, in connection with the provision of the Marketing Services; (ii) the estimated demand for Marketing Services by the Yunfeng Capital Group; and (iii) a buffer to provide flexibility to cater for any potential fluctuations in the market conditions over the term of the Financial Services Master Agreement.

INTERNAL CONTROL PROCEDURES

The following internal control procedures have been adopted by the Company to ensure that the Financial Services Transactions contemplated under the Financial Services Master Agreement are on normal commercial terms, and in the interests of the Company and the Shareholders as a whole, and in compliance with the Listing Rules:

(a) Before the Group enters into any individual contract for provision of services that falls within the scope of the Financial Services Transactions contemplated under the Financial Services Master Agreement, such individual contract (including the pricing terms for each transaction between the Group and the Yunfeng Capital Group) shall be reviewed and approved by the compliance and legal department, senior management and responsible officers (within the meaning of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) to ensure that (i) the fees charged by the Group in respect of the Financial Services Transactions will be in compliance with the Group's pricing policy in force at the relevant time; and (ii) the Financial Services Transactions will be on normal commercial terms and (if similar transactions are entered into with independent third party customers) at rates that are no less favourable to the Group than those charged by the Group to independent third party customers for transactions of similar nature.

(b) Detailed payment terms will be specified in the individual contract(s) governing the particular transaction. The auditors of the Company will also conduct annual review of the continuing connected transactions entered into by the Group such that the Group can ensure compliance with the relevant requirements of the Listing Rules.

(c) The Company will periodically review the transactions between the Group and the Yunfeng Capital Group to identify any transactions that may be at risk of exceeding the proposed Annual Cap(s), and any measures to be taken in respect of such transactions. The Group has established a series of measures and policies to ensure that the Financial Services Transactions will be conducted in accordance with the terms of the Financial Services Master Agreement.

The Directors consider that the above internal control procedures adopted by the Company are adequate and effective in monitoring the Financial Services Transactions to ensure that they comply with the requirements under the Listing Rules.

REASONS AND BENEFIT OF THE FINANCIAL SERVICES TRANSACTIONS

The Group is principally engaged in, among others, the provision of financial services including brokerage, wealth and asset management, fintech business and principal investment.

The Directors consider that the entering into of the Financial Services Master Agreement would provide flexibility for the Group to provide, in its ordinary course of business, the Financial Services to the Yunfeng Capital Group. The Annual Caps allow the Group to capitalise on the expected growth in the fund management business of the Yunfeng Capital Group by providing Financial Services in a timely manner in return for fees and commissions which is beneficial to the Group. The entry into the Financial Services Master Agreement enables the Group to build out an integrated and strategic multi-service framework which is envisaged to open up a long-term revenue stream that scales alongside the fund management business of the Yunfeng Capital Group while further deepening the business relationship between the Group and the Yunfeng Capital Group. The Board expects that more business opportunities will be brought to the Group through the engagement of the Group by the Yunfeng Capital Group, which will contribute positively to the Group's income and the development of the Group's business in the long run.

Mr. Yu Feng (who is a controlling shareholder of Yunfeng Capital) and Mr. Huang Xin (who is a senior management member of Yunfeng Capital) have abstained from voting on the relevant Board resolutions approving the Financial Services Master Agreement and the Financial Services Transactions contemplated thereunder. Save for Mr. Yu Feng and Mr. Huang Xin, none of the Directors has a material interest in the Financial Services Transactions contemplated under the Financial Services Master Agreement and none of the Directors is required to abstain from voting on the Board resolutions approving the Financial Services Master Agreement and the Financial Services Transactions contemplated thereunder.

The Directors (including the independent non-executive Directors, but excluding Mr. Yu Feng and Mr. Huang Xin who have abstained from voting) are of the view that the Financial Services Master Agreement was entered into in the ordinary and usual course of business of the Group on normal commercial terms, and the terms of the Financial Services Transactions contemplated under the Financial Services Master Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

GENERAL INFORMATION

The Company is an investment holding company. The Group is principally engaged in the provision of insurance products as well as other financial services covering brokerage, wealth and asset management, fintech business and principal investment. The Group has completed comprehensive functional uplifts of its Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activity licences to provide virtual assets-related services since 2025.

Yunfeng Capital was founded in 2010 and is a private equity fund manager with more than 15-year established track record. Since its establishment, Yunfeng Capital has managed multiple funds and has invested in and added value to over 200 companies, mainly in the growth sectors of technology, healthcare, advanced technology and consumer goods.

LISTING RULES IMPLICATIONS

Yunfeng Capital is ultimately owned by Mr. Yu Feng as to 60% as at the date of this announcement. Mr. Yu Feng is the Chairman, a non-executive Director and a controlling shareholder of the Company indirectly interested in 45.02% of the issued shares of the Company as at the date of this announcement. Hence, members of the Yunfeng Capital Group, being associates of Mr. Yu Feng, are connected persons of the Company and the Financial Services Transactions contemplated under the Financial Services Master Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Since one or more of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the Annual Caps are more than 0.1% but all of them are less than 5%, the Financial Services Transactions contemplated under Financial Services Master Agreement are subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders' approval requirement under the Listing Rules.

DEFINITIONS

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

"Annual Caps"	the proposed maximum aggregate annual amount of fees payable by the Yunfeng Capital Group to the Group in respect

	of the Financial Services Transactions under the Financial Services Master Agreement for the three years ending 31 December 2026, 2027 and 2028, as set out in this announcement;
"associate(s)"	has the meaning as ascribed to such term under the Listing Rules;
"Board"	the board of Directors;
"Company"	Yunfeng Financial Group Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 376);
"connected person(s)"	has the meaning as ascribed to such term under the Listing Rules;
"controlling shareholder"	has the meaning as ascribed to such term under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Financial Services"	financial services comprising the Brokerage Services, the Fund Distribution Services, the Referral Services, the Advisory Services and the Marketing Services;
"Financial Services Master Agreement"	the master agreement dated 28 August 2026 entered into between the Company and Yunfeng Capital for setting out the framework terms governing the Financial Services Transactions;
"Financial Services Transactions"	the provision of Financial Services by the Group to the Yunfeng Capital Group under the Financial Services Master Agreement;
"Group"	the Company and its subsidiaries;
"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;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Mr. Yu Feng"	Mr. Yu Feng, the Chairman, a non-executive Director and a controlling Shareholder;

"Shareholder(s)"	the holder(s) of Share(s);
"Share(s)"	shares of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Yunfeng Capital"	Yunfeng Capital Limited, a company incorporated in the Cayman Islands, ultimately owned as to 60% by Mr. Yu Feng and as to 40% by Mr. Jack Ma;
"Yunfeng Capital Group"	Yunfeng Capital and its associates; and
"%"	per cent.

By Order of the Board
Yunfeng Financial Group Limited
Huang Xin
Executive Director and Interim Chief Executive Officer

Hong Kong, 28 August 2026

As at the date of this announcement, the Board comprises Mr. Yu Feng (who is Chairman and non-executive director), Mr. Huang Xin (who is executive director and interim chief executive officer), Mr. Michael James O'Connor and Ms. Hai Olivia Ou (who are non-executive directors), and Mr. Qi Daqing, Mr. Chu Chung Yue, Howard, Mr. Xiao Feng and Mr. Liang Xinjun (who are independent non-executive directors).