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信控國際資本有限公司
XinKong International Capital Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 993)

CONTINUING CONNECTED TRANSACTIONS REVISION OF ANNUAL CAPS UNDER THE FRAMEWORK AGREEMENT

References are made to the announcements of the Company dated 19 January 2026 and 27 January 2026 in relation to the Financial Services Framework Agreement with CFAIH, pursuant to which the Group will provide (a) brokerage services for securities trading, placing, underwriting and sub-underwriting services; (b) corporate financial advisory services; and (c) asset management services to the Connected Clients during the period from 19 January 2026 to 31 December 2028 (both days inclusive).

The Board expects that there will be an increase in the demand for financial services by the Connected Clients and the Original Annual Caps under the Financial Services Framework Agreement will be insufficient to accommodate the expected increase in transaction volume. Accordingly, on 29 October 2026 (after trading hours), the Company and CFAIH entered into the Supplemental Agreement to revise the Original Annual Caps to the Proposed Revised Annual Caps for each of the three years ending 31 December 2028.

As the highest applicable percentage ratio in respect of the Proposed Revised Annual Caps exceeds 5%, the transactions contemplated under the Supplemental Agreement are subject to the reporting, announcement, annual review and the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

A circular containing, among other things, (i) further details of the Framework Agreement and the Proposed Revised Annual Caps; (ii) a letter from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) a notice of the SGM, is expected to be despatched to the Shareholders on or before 19 November 2026.

References are made to the announcements of the Company dated 19 January 2026 and 27 January 2026 in relation to the Financial Services Framework Agreement with CFAIH, pursuant to which the Group will provide (a) brokerage services for securities trading, placing, underwriting and sub-underwriting services; (b) corporate financial advisory services; and (c) asset management services to the Connected Clients during the period from 19 January 2026 to 31 December 2028 (both days inclusive).

The Board expects demand from the Connected Clients for financial services to increase and considers that the Original Annual Caps under the Financial Services Framework Agreement will be insufficient to accommodate the expected increase in transaction volume. Accordingly, on 29 October 2026 (after trading hours), the Company and CFAIH entered into the Supplemental Agreement to revise the Original Annual Caps to the Proposed Revised Annual Caps for each of the three years ending 31 December 2028.

TERMS OF THE FRAMEWORK AGREEMENT

The principal terms of the Framework Agreement are set out below:

Date	:	19 January 2026 for the Financial Services Framework Agreement 29 October 2026 for the Supplemental Agreement
Parties	:	(i) The Company; and (ii) CFAIH
Duration	:	commencing from 19 January 2026 up to 31 December 2028 (both days inclusive). The Supplemental Agreement shall take effect on the date on which the resolution approving the Supplemental Agreement and the Proposed Revised Annual Caps is passed by the Independent Shareholders at the SGM, and shall remain in force for the same term as the Financial Services Framework Agreement.
Nature of transactions	:	provision of (a) brokerage services for securities trading, placing, underwriting and sub-underwriting; (b) corporate financial advisory services, including but not limited to advising on compliance with the Listing Rules and the Takeovers Code, sales of securities and corporate restructuring; and (c) asset management services to the Connected Clients.

Terms : The terms of the individual service agreements shall be made on normal commercial terms after arm's length negotiation, which are no less favorable to the Group than the terms offered by the Group to Independent Third Parties. Detailed payment terms will be specified in the individual contracts governing each particular transaction.

Transactions between the Group and the Connected Clients shall be subject to the annual caps for the total fee for financial services as set out in the Framework Agreement, subject to the approval by the Independent Shareholders on the Supplemental Agreement and the Proposed Revised Annual Caps.

Pricing policy : *In respect of brokerage services for securities trading, placing and underwriting and sub-underwriting services*

The service fees shall be determined based on market comparable terms and rates, depending on the types of services to be rendered.

The Group has established effective methods and procedures to determine the terms and fee rates for the services, so as to ensure that the fees charged to the Connected Clients are no less favourable to the Group than those offered by the Group to Independent Third Parties for transactions of similar nature and size: (i) the Group will obtain and compare fee references from the market to the extent that those services are of comparable nature and complexity on an as-needed basis; and (ii) the business development department of the Group will determine the proposed service fees with reference to comparable transactions of the same type of services that the Group offered to Independent Third Parties, taking into account the nature and size of the transaction, the complexity of the service and the market conditions at the relevant time.

In respect of corporate financial advisory services

The service fees shall be determined with reference to the range of rates at which the Group has offered similar services to Independent Third Parties. More specifically, when determining the service fees, the Group will take into account (i) the urgency of the proposed transaction or project; (ii) the resources estimated to be utilised in providing the relevant services; (iii) the size and complexity of the proposed transaction or project; (iv) the fees charged for historical transactions of a similar nature; (v) the prevailing market rate; and (vi) the labour costs generally required to provide the relevant services. By comparing the determined fees with those chargeable to Independent Third Parties, the Group shall ensure that the determined fees are no less favourable to the Group than those charged to Independent Third Parties.

Prior to entering into any engagement, the business development department will collect and analyze the fees charged or quoted by the Group for similar advisory services provided to Independent Third Parties (including but not limited to advisory services relating to compliance with the Listing Rules, the Takeovers Code, sales of securities and corporate restructuring) to ensure that the proposed fees fall within the established rate range or can be justified based on factors such as transaction complexity, scope of work, and market conditions.

In respect of asset management services

The service fee shall be determined after taking into account various factors, including but not limited to the sizes and natures of the funds to be managed, the historical service fees charged by the Group for similar services, and the prevailing market rates for comparable services.

With the aforesaid methods and procedures in place to determine the terms and fee rates for the services to be rendered under the Framework Agreement, which are in line with common industry practice, the Directors are of the view that the pricing policies in relation to the transactions contemplated under the Framework Agreement can ensure that the service fees charged by the Group to the Connected Clients are no less favourable to the Group than those charged by the Group to Independent Third Parties in comparable transactions. Accordingly, the transactions contemplated under the Framework Agreement will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

Termination : the Framework Agreement may be terminated before the expiry of its term upon the mutual written consent of the parties thereto. Without prejudice to the right of any party to terminate the Framework Agreement, the Framework Agreement shall automatically terminate if (i) the Company or CFAIH considers that it is not feasible to comply with the Listing Rules at the relevant time if it continues to perform its obligations under the Framework Agreement; or (ii) compliance with the Listing Rules would require changes to the Framework Agreement which are not acceptable to the parties thereto.

The salient terms of the Financial Services Framework Agreement remain unchanged, except for the revision of the annual caps from the Original Annual Caps to the Proposed Revised Annual Caps under the Supplemental Agreement.

HISTORICAL TRANSACTION AMOUNTS

The historical transaction amounts in respect of service fees paid by the Connected Clients to the Group for the relevant financial services for the two years ended 31 December 2024 and 2025 and the nine months ended 30 September 2026 are as follows:

	For the year ended 31 December 2024	**For the year ended 31 December 2025**	**For the nine months ended 30 September 2026**
Total fee for financial services *Note*	HK$10,179	HK$200	HK$2,625,291

Note: The service fees received by the Group from the Connected Clients were recognised on an accrual basis, while the service fees charged by the Group under the specific agreement(s) were paid by the Connected Clients at the beginning of the service year. As such, the advance payment received by the Group under the existing project amounted to approximately HK$3.5 million for 2026.

PROPOSED REVISED ANNUAL CAPS

The Original Annual Caps and the Proposed Revised Annual Caps for the transactions under the Framework Agreement for each of the three years ending 31 December 2026, 2027 and 2028 are set out in the following table:

	For the year ending 31 December		
	2026	**2027**	**2028**
Original Annual Caps	HK$4,600,000	HK$4,600,000	HK$4,600,000
Proposed Revised Annual Caps	HK$10,000,000	HK$20,000,000	HK$30,000,000

The Proposed Revised Annual Caps were determined by the Directors after taking into account:

(i) the historical transaction amounts between the Group and the Connected Clients in respect of the relevant financial services;

(ii) the projected market conditions for the three years ending 31 December 2028;

(iii) for the year ending 31 December 2026, the estimated increase in demand by the Connected Clients for the relevant financial services. In particular, the Company expects that the Company will have two new asset management projects with the Connected Clients, which may involve a total transaction amount of up to HK$6.5 million; and

(iv) the Company is expected to undertake two to three new projects with the Connected Clients in each of the financial years of 2027 and 2028, which shall increase the aggregate transaction amount for the respective years.

The Board (excluding the independent non-executive Directors who will express their views in the circular after considering the advice of the Independent Financial Adviser and excluding the CFAIH Interested Directors) is of the view that the terms of the Supplemental Agreement and the Proposed Revised Annual Caps are fair and reasonable, and that the transactions contemplated under the Supplemental Agreement are on normal commercial terms and in the ordinary and usual course of business of the Group, and are in the interests of the Company and the Shareholders as a whole.

INFORMATION ABOUT THE PARTIES TO THE SUPPLEMENTAL AGREEMENT

The Company is a limited liability company incorporated in Bermuda and its principal activity is investment holding. The Group is principally engaged in the brokerage and dealing of securities, margin financing, loan financing, financial advisory, direct investments, investment holding, provision of advising on corporate finance services and provision of asset management and consultancy services.

CFAIH is a company incorporated in Hong Kong and it is principally engaged in non-performing assets acquisition in Hong Kong, Macau and cross-border markets, enterprise rescue in Hong Kong and cross-border markets, financing for mergers and acquisitions (M&A) and restructuring in Hong Kong and cross-border markets, and risk resolution for USD bonds. It focuses on cross-border and special assets markets, providing full-life-cycle customized "major distressed asset" financial services. As at the date of this announcement, it is owned as to approximately 84.84% by China CITIC Financial AMC and 15.16% by CITIC Financial AMC Zhiyuan Enterprise Management Co., Ltd. ("**Zhiyuan**"). Zhiyuan is wholly owned by China CITIC Financial AMC. China CITIC Financial AMC is a joint stock limited liability company incorporated in the PRC, the issued overseas shares of which are listed on the Stock Exchange (stock code: 2799).

CFAIH is an indirect controlling shareholder of the Company through its wholly-owned subsidiaries, Camellia Pacific Investment Holding Limited and Right Select International Limited, which hold approximately 21.01% and 29.98%, respectively, of the equity interest in the Company as at the date of this announcement.

REASONS FOR AND BENEFITS OF REVISION OF THE ORIGINAL ANNUAL CAPS

The Company considers that the Group's continuing cooperation with CFAIH and its associates is beneficial to the Group for the following reasons:

- CFAIH has an extensive client network and access to projects in Hong Kong and the PRC. Through its continuing cooperation with CFAIH, the Group is able to identify new business opportunities, broaden its project pipeline and expand its licensed business. Such cooperation enables the Group to leverage CFAIH's network and project resources and is expected to create significant synergies for the Group's future business development.

- Based on the Group's existing project pipeline and ongoing discussions with the Connected Clients, the Company expects to undertake a further two to three projects in each of 2027 and 2028. In particular, in early 2026, the Group commenced a new fund project under which the Company acts as the fund manager, while CFAIH and an Independent Third Party act as investors. The project is expected to generate total revenue of approximately HK$7 million for the Group in 2026, of which approximately HK$3.5 million has been paid by CFAIH. This project demonstrates the commercial benefits arising from the cooperation. In addition, the Group is currently negotiating two to three new fund formation projects involving the Connected Clients. Having regard to the anticipated size of these projects and the prevailing market rates for fund management services, the Company expects the projects currently under negotiation and the anticipated project pipeline to contribute to an increase in the Group's revenue in 2026, 2027 and 2028.

- The existing projects and projects in the pipeline involving the Connected Clients may also involve investments by Independent Third Parties, thereby providing the Group with opportunities to broaden its client base. Through the successful implementation of projects involving CFAIH and Independent Third Parties, the Group will be able to demonstrate its capability to provide quality financial services to a wider range of clients and strengthen its reputation in the market.

In view of the revenue generated and expected to be generated from the new fund project in 2026, the fund formation projects currently under negotiation and the anticipated project pipeline for 2027 and 2028, the Company considers that the Original Annual Caps under the Financial Services Framework Agreement will be insufficient to accommodate the expected increase in the aggregate service fees payable by the Connected Clients and should therefore be revised.

The terms of the Framework Agreement (including the Supplemental Agreement) have been negotiated on an arm's length basis. The Board considers that the transactions contemplated under the Framework Agreement are of a revenue nature and will contribute positively to the Group's income and that the Proposed Revised Annual Caps were determined based on the actual business needs of the Group. Accordingly, the Board (excluding the independent non-executive Directors who will express their views in the circular after considering the advice of the Independent Financial Adviser and excluding the CFAIH Interested Directors) considers that the transactions contemplated under the Framework Agreement (including the Proposed Revised Annual Caps) are in the interests of the Company and the Shareholders as a whole.

INTERNAL CONTROL

The Company has adopted the following internal control and corporate governance measures to monitor the transactions contemplated under the Framework Agreement and to ensure that the terms comply with the requirements of the Listing Rules:

1. before the Group enters into any agreement that falls within the scope of the transactions contemplated under the Framework Agreement, such agreement (including the pricing terms for each transaction between the Group and the Connected Clients) shall be reviewed and approved by the relevant departments, senior management and responsible officers (within the meaning of the SFO) to ensure that the fees charged by the Group will be (i) in compliance with the Group's internal fee policy; and (ii) on normal commercial terms and at rates no less favourable to the Group than the rates charged by the Group to Independent Third Parties for transactions of a similar nature. Records of all transactions pursuant to the Framework Agreement, together with all relevant pricing bases, will be retained for archival purposes;

2. the relevant personnel of the business development department will monitor the prevailing market rates, commissions and fees for similar financial services on a regular basis, to ensure that the service fees charged by the Company to CFAIH and its associates are on normal commercial terms or better, fair and reasonable and in accordance with the relevant pricing policies;

3. the Group has established a connected transactions management policy, pursuant to which a summary of connected transactions shall be prepared on a regular basis, and the compliance department and senior management of the Company shall monitor the aggregate transaction amount of the services to be rendered under the Framework Agreement for the purpose of ensuring that the respective annual caps will not be exceeded. If it comes to the attention of the relevant personnel of the compliance department and/or senior management of the Company that the transaction amount is expected to exceed the relevant annual cap, it must be reported to the Board for further assessment and approval, with a view to ensuring that the Company will comply with the Listing Rules;

4. the Board will engage the external auditor of the Company to review the continuing connected transactions between the Company and CFAIH during the annual audit process to ensure that the transactions carried out under the Framework Agreement have been conducted in accordance with the requirements of the Listing Rules and have fulfilled the relevant disclosure requirements;

5. the independent non-executive Directors will conduct an annual review of the continuing connected transactions under the Framework Agreement to ensure that such transactions are entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better, and on terms no less favourable to the Group than those offered to Independent Third Parties, and that their terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole; and

6. the Company will duly disclose in its annual reports and accounts the transactions with CFAIH during each relevant financial period, together with the conclusions, and the bases for such conclusions, drawn by the independent non-executive Directors as to whether the transactions were conducted on normal commercial terms, were fair and reasonable, and were in the interests of the Company and the Shareholders as a whole.

The Board considers that the above internal control procedures adopted by the Group in connection with the Framework Agreement are sufficient to ensure that the continuing connected transactions are conducted on normal commercial terms and on terms no less favourable to the Group than those offered by the Group to Independent Third Parties, and will provide sufficient assurance that the transactions will be appropriately monitored.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CFAIH indirectly holds approximately 51.00% of the issued share capital of the Company and is therefore a connected person of the Company for the purposes of the Listing Rules. Accordingly, the transactions contemplated under the Framework Agreement constitute continuing connected transactions of the Company under the Listing Rules.

As the highest applicable percentage ratio in respect of the Proposed Revised Annual Caps exceeds 5%, the transactions contemplated under the Supplemental Agreement are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Board Committee comprising all independent non-executive Directors has been established in respect of the Proposed Revised Annual Caps and the Supplemental Agreement. Meanwhile, the Company has appointed Red Sun as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard. The SGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Proposed Revised Annual Caps and the Supplemental Agreement. CFAIH and its associates will abstain from voting on the relevant resolution at the SGM.

A circular containing, among other things, (i) further details of the Framework Agreement and the Proposed Revised Annual Caps; (ii) a letter from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) a notice of the SGM, is expected to be despatched to the Shareholders on or before 19 November 2026.

At the Board meeting held on 26 October 2026 approving, *inter alia,* the Supplemental Agreement and the Proposed Revised Annual Caps, in view of their potential conflicts of interest arising from their directorships or other positions held in CFAIH, the CFAIH Interested Directors, namely Mr. Wang Cheng, Mr. Chen Qinghua and Ms. Tan Jieyu, abstained from voting on the relevant Board resolutions approving the Supplemental Agreement and the Proposed Revised Annual Caps, and the transactions contemplated thereunder. Save as disclosed above, no other Director has any material interest in the Supplemental Agreement or the transactions contemplated thereunder or was required to abstain from voting on the relevant Board resolutions.

DEFINITIONS

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

"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"CFAIH"	China CITIC Financial AMC International Holdings Limited, a company with limited liability incorporated in Hong Kong, which is a controlling shareholder (as defined in the Listing Rules) of the Company and a wholly-owned subsidiary of China CITIC Financial AMC
"CFAIH Interested Directors"	Mr. Wang Cheng, Mr. Chen Qinghua and Ms. Tan Jieyu
"China CITIC Financial AMC"	China CITIC Financial Asset Management Co., Ltd., a joint stock limited liability company incorporated in the PRC, the issued overseas listed foreign shares of which are listed on the Stock Exchange (stock code: 2799)
"Company"	XinKong International Capital Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange (stock code: 993)

"Connected Clients"	CFAIH and the companies in which CFAIH is directly or indirectly interested so as to exercise or control the exercise of 30% or more of the voting power at general meetings, or to control the composition of a majority of the board of directors
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Financial Services Framework Agreement"	the financial services framework agreement entered into between the Company and CFAIH on 19 January 2026
"Framework Agreement"	the Financial Services Framework Agreement and the Supplemental 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 PRC
"Independent Board Committee"	the independent board committee established by the Company to advise the Independent Shareholders in respect of the Proposed Revised Annual Caps and the Framework Agreement, the members of which comprise all the independent non-executive Directors, namely Mr. Hung Ka Hai Clement, Mr. Ma Lishan and Mr. Guan Huanfei
"Independent Financial Adviser" or "Red Sun"	Red Sun Capital Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the transactions contemplated under the Framework Agreement
"Independent Shareholders"	Shareholders (other than CFAIH and its associates) who are not required to abstain from voting on the resolution(s) to be proposed at the SGM to approve the Proposed Revised Annual Caps and the Framework Agreement
"Independent Third Party(ies)"	person(s) who is/are not connected person(s) of the Company

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Original Annual Caps"	the annual caps under the Financial Services Framework Agreement for the continuing connected transactions
"PRC"	the People's Republic of China
"Proposed Revised Annual Caps"	the proposed revised annual caps as set out in the Supplemental Agreement for the continuing connected transactions under the Framework Agreement
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"SGM"	the special general meeting of the Company to be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Proposed Revised Annual Caps and the Framework Agreement
"Shares"	Ordinary share(s) of the Company
"Shareholder(s)"	holder(s) of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supplemental Agreement"	the supplemental agreement to the Financial Services Framework Agreement entered into between the Company and CFAIH on 29 October 2026, in relation to the Proposed Revised Annual Caps
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong

By order of the Board
XinKong International Capital Holdings Limited
Wang Cheng
Chairman

Hong Kong, 29 October 2026

As at the date of this announcement, the Board comprises Mr. Wang Cheng and Ms. Tan Jieyu as non-executive Directors, Mr. Chen Qinghua and Mr. Lu Xinzheng as executive Directors, and Mr. Hung Ka Hai Clement, Mr. Ma Lishan and Mr. Guan Huanfei as independent non-executive Directors.