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首程控股
SHOUCHENG HOLDINGS

首程控股有限公司
SHOUCHENG HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 697)

CONNECTED TRANSACTION IN RELATION TO THE SUBSCRIPTION FOR SHARES IN CAPITAL INDUSTRIAL FINANCIAL SERVICES GROUP LIMITED

SUBSCRIPTION

The Board is pleased to announce that on 2 November 2026, FGIL, an indirect wholly-owned subsidiary of the Company, and the Placing Agent entered into the Placing Letter pursuant to which FGIL has agreed to subscribe for the Subscription Shares at an aggregate consideration (excluding transaction costs) of up to HK$83,950,000.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, CIFS is owned by Shougang Group as to approximately 61.35% and a subsidiary of Shougang Group. Shougang Group is a substantial shareholder of the Company and is therefore a connected person of the Company. Accordingly, CIFS is an associate of a connected person of the Company and is therefore a connected person of the Company. Hence, the Subscription constitutes a connected transaction of the Company pursuant to Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the Subscription exceeds 0.1% but is less than 5%, the Subscription is subject to the reporting and announcement requirements, but exempted from the circular, independent financial advice and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

Mr. Zhao Tianyang and Mr. Xu Huajie, by virtue of their connection with Shougang Group, have abstained from voting on the Board resolutions proposed to approve the Subscription. Save as disclosed above, none of the Directors has any material interest in the Subscription and therefore no other Director was required to abstain from voting on the relevant Board resolutions.

THE SUBSCRIPTION

Reference is made to the CIFS Prospectus and the CIFS Announcement.

The Board is pleased to announce that on 2 November 2026 , FGIL, an indirect wholly-owned subsidiary of the Company, and the Placing Agent entered into the Placing Letter pursuant to which FGIL has agreed to subscribe for the Subscription Shares at an aggregate consideration (excluding transaction costs) of up to HK$83,950,000.

Assets acquired

Pursuant to the Placing Letter, FGIL has agreed to subscribe for the Subscription Shares, and the final number of the Subscription Shares to be allotted and issued to FGIL is subject to the absolute discretion of the Placing Agent. In the event the CIFS Placing lapses or the CIFS Placing Agreement is terminated by the Placing Agent in accordance with the CIFS Placing Agreement, the Subscription will not proceed and no Subscription Shares will be allotted and issued to FGIL.

Immediately before the Subscription, the Group did not hold any CIFS Shares. Upon completion of the CIFS Rights Issue and the Subscription, on the assumption that only 63,058,619 CIFS Rights Shares (comprising (i) 49,626,619 CIFS Rights Shares, the provisional allotment of which have been accepted by the shareholders of CIFS as set out in the CIFS Announcement; and (ii) the Subscription Shares) will be allotted and issued by CIFS under the CIFS Rights Issue, the Subscription Shares will represent approximately 9.45% of the issued CIFS Shares.

Consideration

The aggregate consideration (excluding transaction costs) of the Subscription is up to HK$83,950,000, representing a subscription price of HK$6.25 per Subscription Share, which is the subscription price for each CIFS Rights Share under the CIFS Rights Issue. As disclosed in the CIFS Prospectus, the subscription price of HK$6.25 per CIFS Rights Share was determined by CIFS with reference to (i) the prevailing market conditions; (ii) the prevailing market price of the CIFS Shares; (iii) the CIFS Group's funding needs and capital requirements for its intended business development and potential acquisition or investment opportunities; and (iv) the reasons and benefits of the CIFS Rights Issue as set out in the section headed "Reasons for and benefits of the Rights Issue and use of proceeds" in the CIFS Prospectus.

The final consideration of the Subscription will be settled on the settlement date to be notified by the Placing Agent with the Group's internal resources.

Completion

As set out in the CIFS Prospectus, subject to the CIFS Rights Issue becoming unconditional, the share certificates for the CIFS Rights Shares (including the Subscription Shares) will be despatched on or before 5 November 2026.

INFORMATION OF FGIL, THE PLACING AGENT AND CIFS

FGIL is incorporated in British Virgin Islands and is an indirect wholly-owned subsidiary of the Company. FGIL is an investment holding company.

The Placing Agent is a company incorporated in Hong Kong with limited liability. The Placing Agent is a licensed corporation to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (providing asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong). As set out in the CIFS Prospectus, the Placing Agent has been appointed by CIFS as one of the placing agents to place the CIFS Placing Shares to independent placees on a best effort basis. Further details of the CIFS Placing are set out in the CIFS Prospectus.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

CIFS is an exempted company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 730). CIFS and its subsidiaries are principally engaged in the provision of sale and leaseback arrangement services, supply chain management and financial technology services and property leasing services. As at the date of this announcement, CIFS is owned by Shougang Group as to approximately 61.35% and a subsidiary of Shougang Group. Shougang Group is a company established in the PRC and is a state-owned enterprise ultimately owned by the State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality* (北京市人民政府國有資產監督管理委員會). Shougang Group is one of the largest steel production enterprises in the PRC and is principally engaged in a wide range of business including steel and iron production, overseas business, property development, mining resources and other businesses.

Set out below is the audited consolidated financial information of CIFS for the two financial years ended 31 December 2024 and 31 December 2025 (prepared in accordance with IFRS Accounting Standards):–

	For the year ended 31 December	
	2025	**2024**
	(audited)	**(audited)**
	HK$'000	**HK$'000**
Profit before income tax	54,874	54,370
Profit after income tax	38,087	37,648

Based on the unaudited consolidated financial statements of CIFS for the six months ended 30 June 2026 published by CIFS on the Stock Exchange, the unaudited consolidated total asset value and total equity value of CIFS as at 30 June 2026 were approximately HK$1,968.9 million and HK$1,863.8 million respectively.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Company is incorporated in Hong Kong and the shares of which are listed on the main board of the Stock Exchange. The Group is principally engaged in investment and scenario ecosystem operation platform for physical AI.

The Group considers that the existing and future business directions of CIFS are highly aligned with the principal businesses of the Group. As disclosed in the CIFS Prospectus, the proceeds from the CIFS Rights Issue will be applied, among others, towards exploring leasing projects involving medical and healthcare equipment, industrial robots, automation and smart manufacturing equipment, logistics equipment and other technology-related equipment. The Subscription will enable the Group to deepen its strategic synergy with CIFS and to complete the service closed loop of the Group's platform for physical AI industry investment and scenario ecosystem operation. In view of the above, the Board considers that the terms of the Subscription are fair and reasonable and in the interests of the shareholders of the Company as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, CIFS is owned by Shougang Group as to approximately 61.35% and a subsidiary of Shougang Group. Shougang Group is a substantial shareholder of the Company and is therefore a connected person of the Company. Accordingly, CIFS is an associate of a connected person of the Company and is therefore a connected person of the Company. Hence, the Subscription constitutes a connected transaction of the Company pursuant to Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the Subscription exceeds 0.1% but is less than 5%, the Subscription is subject to the reporting and announcement requirements, but exempted from the circular, independent financial advice and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

Mr. Zhao Tianyang and Mr. Xu Huajie, by virtue of their connection with Shougang Group, have abstained from voting on the Board resolutions proposed to approve the Subscription. Save as disclosed above, none of the Directors has any material interest in the Subscription and therefore no other Director was required to abstain from voting on the relevant Board resolutions.

The Directors (including the independent non-executive Directors but excluding Mr. Zhao Tianyang and Mr. Xu Huajie who have abstained from voting on the relevant Board resolutions) are of the view that the terms of the Subscription are on normal commercial terms, and that the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

DEFINITIONS

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

"Board"	the board of Directors
"CIFS"	Capital Industrial Financial Services Group Limited (首惠產業金融服務集團有限公司), an exempted company incorporated in Bermuda with limited liability whose issued shares are listed on the Stock Exchange (stock code: 730)
"CIFS Announcement"	the announcement of CIFS dated 26 October 2026 in relation to, among others, the CIFS Rights Issue
"CIFS Consolidated Shares"	ordinary shares of par value HK$0.50 each in the share capital of CIFS after the CIFS Share Consolidation becoming effective
"CIFS Excluded Shareholder(s)"	those shareholder(s) of CIFS whose name(s) appear on the register of members of CIFS on 7 October 2026 and whose address(es) as shown on such register is/are in a place(s) outside Hong Kong whom the board of directors of CIFS, after making enquiries, considers it necessary, or expedient not to offer the CIFS Rights Shares to such CIFS Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
"CIFS Group"	CIFS and its subsidiaries
"CIFS Placing"	the offer by way of private placing of the CIFS Placing Shares on a best effort basis by the Placing Agent to the independent placee(s) during the placing period (commencing on 27 October 2026 and ending at 4:00 p.m. on 2 November 2026) on the terms and conditions set out in the CIFS Placing Agreement
"CIFS Placing Agreement"	the placing agreement dated 14 July 2026 and entered into between CIFS and the Placing Agent in relation to the CIFS Placing
"CIFS Placing Shares"	the CIFS Rights Shares that are not subscribed by the CIFS Qualifying Shareholders or holders of nil-paid right and the CIFS Rights Share(s) which would otherwise has/have been provisionally allotted to the CIFS Excluded Shareholders (if any) in nil paid form that has/have not been sold by CIFS, being 29,452,155 CIFS Rights Shares as set out in the CIFS Announcement
"CIFS Prospectus"	the prospectus of CIFS dated 8 October 2026 in relation to the CIFS Rights Issue
"CIFS Qualifying Shareholder(s)"	shareholder(s) of CIFS whose name(s) appear(s) on the register of members of CIFS on 7 October 2026, other than the CIFS Excluded Shareholder(s)

"CIFS Rights Issue"	the proposed issue by way of rights on the basis of one (1) CIFS Rights Share for every one (1) CIFS Consolidated Share held by the CIFS Qualifying Shareholders on 7 October 2026 at the subscription price of HK$6.25 per CIFS Rights Share on the terms and subject to the conditions set out in the CIFS Prospectus
"CIFS Rights Shares"	up to 79,078,774 CIFS Consolidated Shares to be allotted and issued pursuant to the CIFS Rights Issue
"CIFS Shares"	ordinary share(s) of par value HK$0.01 each in the share capital of CIFS prior to the CIFS Share Consolidation becoming effective or, as the context may require, the CIFS Consolidated Share(s)
"CIFS Share Consolidation"	the consolidation of every fifty (50) ordinary shares in the share capital of CIFS prior to the CIFS Share Consolidation becoming effective in issue into one (1) CIFS Consolidated Share
"Company"	Shoucheng Holdings Limited (stock code: 697), a company incorporated in Hong Kong with limited liability and the shares of which are listed on the main board of the Stock Exchange
"connected person"	has the meaning ascribed to it under Chapter 14A of the Listing Rules
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	directors of the Company
"FGIL"	Fair Gain Investments Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party"	a party who is not a connected person of the Company and is independent of the Company and its connected persons
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"percentage ratios"	has the meaning ascribed to it under Rule 14.07 of the Listing Rules

"Placing Agent"	Maxa Asset Management Limited, a company incorporated in Hong Kong with limited liability, whose ultimate beneficial owners are Mr. Fok Chi Tat, Michael and Mr. Cheung Siu Kai
"Placing Letter"	the placing letter dated 2 November 2026 entered into between FGIL and the Placing Agent in relation to the Subscription
"PRC"	the People's Republic of China and for the purpose of this announcement shall exclude Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Share(s)"	share(s) in the share capital of the Company
"Shareholder(s)"	the shareholder(s) of the Company
"Shougang Group"	Shougang Group Co., Ltd.* (首鋼集團有限公司), a state-owned enterprise established in the PRC, and a substantial shareholder of the Company and a controlling shareholder of CIFS
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription"	the subscription for the Subscription Shares by FGIL at an aggregate consideration (excluding transaction costs) of up to HK$83,950,000 pursuant to the Placing Letter
"Subscription Shares"	up to 13,432,000 CIFS Placing Shares to be subscribed by FGIL under the Subscription pursuant to the Placing Letter
"%"	per cent

For the purposes of this announcement, the English name with an asterisk (*) is an unofficial English transliteration or translation and is for identification purposes only.

By order of the Board
Shoucheng Holdings Limited
Zhao Tianyang
Chairman

Hong Kong, 2 November 2026

As at the date of this announcement, the Board comprises Mr. Zhao Tianyang (Chairman), Mr. Li Hao, Mr. Xu Huajie and Mr. Liu Jingwei as Executive Directors; Mr. Yoshiaki Matsuoka, Mr. Peng Jihai and Mr. Ho Gilbert Chi Hang as Non-executive Directors; Dr. Wang Xin, Ms. Zhang Quanling, Ms. Zhuge Wenjing, Dr. Zhang Jianwei, Ms. Tse, Theresa Y Y and Ms. Li Tiantian as Independent Non-executive Directors.