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Zhongshen Jianye Holding Limited

中 深 建 業 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2503)

SUPPLEMENTAL ANNOUNCEMENT — SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE AND RESUMPTION OF TRADING

Reference is made to the announcement of Zhongshen Jianye Holding Limited (the “**Company**”) dated 2 July 2025 (the “**Announcement**”) in relation to the subscription of an aggregate of 123,552,000 Subscription Shares. Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Announcement.

SUBSCRIPTION PRICE

The Company and each of the Subscribers, after arm’s length negotiation, entered into supplemental agreements (the “**Supplemental Agreements**”) to the Subscription Agreements on 3 July 2025, whereby the parties agreed to change the subscription price of HK\$0.60 to HK\$0.61 (the “**New Subscription Price**”).

The New Subscription Price of HK\$0.61 per Subscription Share represents:

- (a) a discount of approximately 14.08% to the closing price of HK\$0.71 per Share as quoted on the Stock Exchange on 2 July 2025, being the date of the Subscription Agreements; and
- (b) a discount of approximately 18.67% to the average closing price of approximately HK\$0.75 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Subscription Agreements.

The Directors consider that the Supplemental Agreements are entered into upon normal commercial terms following arm’s length negotiations between the Company and the Subscribers and the terms of the Supplemental Agreements (including the New Subscription Price) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Save and except for the aforesaid change, all other terms and conditions of the Subscription Agreements remain unchanged and shall continue in full force and effect and all other information in the Announcement remain unchanged.

The additional information as disclosed in this announcement does not affect any other information contained in the Announcement.

Since completion of the Subscription is subject to the fulfilment of the condition as set out in the Subscription Agreements, the Subscription may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

USE OF PROCEEDS

Due to the change in the subscription price, gross proceeds and net proceeds (after deducting all applicable costs and expenses of the Subscription) from the Subscription will be increased to approximately HK\$75.4 million and HK\$75.1 million respectively. Accordingly, the use of proceeds will be adjusted and applied as follows:

- (a) approximately HK\$52.7 million for the capital needs and cash flow of certain projects as stated in the Announcement; and
- (b) approximately HK\$22.4 million for general working capital.

In addition, the Company intends to apply the net proceeds from the Subscription for the general working capital of the Group as follows:

- (i) approximately HK\$11.4 million, will be applied to general construction project costs, including the procurement of construction materials and subcontracting costs;
- (ii) approximately HK\$10.0 million, will be applied for staff costs and labour subcontracting costs; and
- (iii) approximately HK\$1.0 million, will be applied for professional expenses and office expenses, including office maintenance.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares was halted with effect from 9:00 a.m. on Thursday, 3 July 2025 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares with effect from 1:00 p.m. on Thursday, 3 July 2025.

By order of the Board
Zhongshen Jianye Holdings Limited
Sang Xianfeng
Chairman and Executive Director

Hong Kong, 3 July 2025

As at the date hereof, the executive directors of the Company are Mr. Sang Xianfeng (Chairman) and Mr. Xian Yurong; and the independent non-executive directors of the Company are Ms. Liu Zhihong, Mr. Zeng Qingli and Mr. Xie Huagang.