Pizu Group Holdings Limited

比優集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9893)

DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO PROVISION OF LOAN FACILITY

THE MINE COOPERATION AGREEMENT AND THE SUPPLEMENTAL AGREEMENT

The Board hereby announces that on 11 August 2025, Pizu Industrial (an indirect wholly-owned subsidiary of the Company), Kanzi Diyor, and Avesto Group entered into the Mine Cooperation Agreement regarding the implementation of the Mining Project at the Turkparida Mine, subject to the satisfaction of the requisite conditions, including necessary approvals and consents to be obtained by the parties. It is further stipulated that if the effective date does not occur within three (3) months after the date of signing (or such other date as the parties may otherwise agree in writing), the Mine Cooperation Agreement and all matters contained therein shall automatically become null and void. As more time was required for the fulfillment of the conditions precedent, the parties to the Mine Cooperation Agreement continued to negotiate in good faith and the Mine Cooperation Agreement did not become null and void. The parties have entered into the Supplemental Agreement on 9 February 2026 to amend certain terms and to confirm the final effective date. Accordingly, the Mine Cooperation Agreement officially came into effect on 9 February 2026 pursuant to the Supplemental Agreement.

THE LOAN AGREEMENT

On 9 February 2026, Pizu Industrial entered into a Loan Agreement with Kanzi Diyor, pursuant to which Pizu Industrial agreed to provide a Loan Facility with a principal amount of up to USD80 million (subject to actual disbursement) to Kanzi Diyor.

LISTING RULES IMPLICATIONS

The Mine Cooperation Agreement, the Supplemental Agreement and the Loan Agreement, together, are in essence, a strategic equity investment by Pizu Industrial to acquire a 45% equity interest in Kanzi Diyor (which holds the Mining Right) through the provision by Pizu Industrial of up to USD80 million Loan Facility to Kanzi Diyor.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the provision of the Loan Facility exceed 5% but all are less than 25%, the provision of the Loan Facility (which is accounted for as a de facto acquisition) constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements, but is exempt from the circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

KM Muosir Limited Liability Company is a subsidiary of the Company, with the Company and Avesto Group holding 50.01% and 49.99% of its equity interests, respectively. Since Avesto Group is a substantial shareholder of a subsidiary of the Company, and Kanzi Diyor is wholly owned by Avesto Group, therefore, both Kanzi Diyor and Avesto Group are connected persons of the Company at the subsidiary level. Accordingly, the provision of the Loan Facility pursuant to the Loan Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.101 of the Listing Rules, since (i) the transactions contemplated under the Mine Cooperation Agreement, the Supplemental Agreement, and the Loan Agreement are entered into on normal commercial terms; and (ii) the Board (including independent non-executive Directors) have approved the Loan Agreement and the transactions contemplated thereunder, and confirmed that such transactions are entered into on normal commercial terms, are fair and reasonable and are in the interest of the Company and its shareholders as a whole, the provision of the Loan Facility is subject to the reporting and announcement requirements but is exempt from the circular, independent financial advice and independent shareholders' approval requirements pursuant to Rule 14A.101 of the Listing Rules.

1. THE MINE COOPERATION AGREEMENT AND THE SUPPLEMENTAL AGREEMENT

The Board hereby announces that on 11 August 2025, Pizu Industrial (an indirect wholly-owned subsidiary of the Company), Kanzi Diyor, and Avesto Group entered into the Mine Cooperation Agreement regarding the implementation of the Mining Project at the Turkparida Mine, subject to the satisfaction of the requisite conditions, including necessary approvals and consents to be obtained by the parties. It is further stipulated that if the effective date does not occur within three (3) months after the date of signing (or such other date as the parties may otherwise agree in writing), the Mine Cooperation Agreement and all matters contained therein shall automatically become null and void. As more time was required for the fulfillment of the conditions precedent, the parties to the Mine Cooperation Agreement continued to negotiate in good faith and the Mine Cooperation Agreement did not become null and void. The parties and have entered into the Supplemental Agreement to amend certain terms and to confirm the final effective date. Accordingly, the Mine Cooperation Agreement officially came into effect on 9 February 2026 pursuant to the Supplemental Agreement.

1.1. Principal Terms

Principal terms of the Mine Cooperation Agreement and the Supplemental Agreement are set out as follows:

Date:	Mine Cooperation Agreement: 11 August 2025; and Supplemental Agreement: 9 February 2026.
Parties:	Pizu Industrial (an indirect wholly-owned subsidiary of the Company) Kanzi Diyor (a connected person of the Company at the subsidiary level); and Avesto Group (a connected person of the Company at the subsidiary level).
Capital Increase and Share Expansion:	Upon the lapse of five (5) years from the Effective Date, and subject to Kanzi Diyor's reasonable satisfaction with the implementation and progress of the Mining Project, the three parties shall enter into good faith negotiations regarding the Capital Increase and Share Expansion of Kanzi Diyor. The objective is to complete Pizu Industrial's acquisition of equity interests of 45% in Kanzi Diyor.

Kanzi Diyor's satisfaction referred to above shall be assessed based on the following cumulative criteria:

(i) substantial completion of the concentrator plant with a processing capacity of not less than 500,000 tons annually, including successful commissioning and commencement of trial production;

(ii) timely fulfillment of Pizu Industrial's funding obligations as per the approved investment plan;

(iii) compliance with safety, environmental, and legal standards during construction and operations, with no material breaches;

(iv) delivery of audited financial statements showing a consistent pattern of positive cash flow and operational sustainability; and

(v) cooperative engagement and transparent communication from Pizu Industrial throughout the project period, including responsiveness to supervision and audit.

As consideration for the potential Capital Increase and Share Expansion, Pizu Industrial shall contribute the relevant amount of all loans extended to Kanzi Diyor pursuant to the Loan Agreement up to the time of the share acquisition as its capital contribution. Upon completion, Kanzi Diyor shall be transformed into a joint venture company held as to 55% by Avesto Group and 45% by Pizu Industrial.

Legal Conditions for Equity Conversion:

The parties acknowledge that under the current Civil Code of the Republic of Tajikistan, the conversion of debt into equity is not permitted. Accordingly, the effectiveness and enforceability of the debt-for-equity conversion are expressly subject to the following:

(i) the inclusion of an enabling clause within the investment agreement between Kanzi Diyor and the Government of the Republic of Tajikistan which must explicitly permit the conversion of Pizu Industrial's loans into equity; and

(ii) the ratification of such provision by the Parliament of the Republic of Tajikistan through statutory approval procedures.

In the event that the investment agreement does not include such a provision, or if it is not ratified by the Parliament, the parties shall promptly engage in good faith negotiations to identify and implement an alternative legally permissible mechanism to achieve the intended equity participation by Pizu Industrial, in line with the objectives and spirit of the Mine Cooperation Agreement.

Production and Operation:

Kanzi Diyor engages Pizu Industrial to provide comprehensive services for the preliminary mine construction and post-construction operation, including but not limited to mine design, construction, extraction, procurement, sales, human resources, and day-to-day management. Kanzi Diyor agrees to delegate the operational management of Kanzi Diyor to Pizu Industrial for the purpose of project implementation under the Mine Cooperation Agreement. Such engagement does not constitute a transfer or delegation of Kanzi Diyor's mining rights. Pizu Industrial shall act in the name of Kanzi Diyor within the stipulated scope of authority and shall conduct operational activities such as mine construction, extraction, and operations in a diligent and prudent manner. Kanzi Diyor shall facilitate Pizu Industrial's operational management, including engraving company seals and granting necessary usage rights to designated bank accounts. Definitive decisions or activities related to the comprehensive services provided by Pizu Industrial, including the payment of the Consideration, shall be subject to the joint approval of Kanzi Diyor and Pizu Industrial.

The following activities in respect of the operations of the Mine Project during the construction period and post-construction period shall be jointly agreed and approved by Avesto Group and Pizu Industrial:

(1) Feasibility study and long term mining plan;

   (i) Planning, design, optimization of construction drawings for mine infrastructure;

   (ii) Procurement of professional equipment, machinery, and related technical services required for the construction;

   (iii) Selection of closure and reclamation method; and

   (iv) Budget for the mine development plan;

(2) Mine development plan including selection of mining method;

(3) Sales plan including sales and marketing strategy;

(4) Annual production plan on operations such as mining, mineral processing, and tailing disposal of the Mine Project;

(5) Annual sales plan including setting of selling price and payment term with customers;

(6) Recruitment plan of key personnel required for the project construction, production and sales;

(7) Financing plan;

(8) Annual financial budget;

(9) Significant amendments to budget, construction plan, financing plan, production plan and sale plan;

(10) Payment of the Consideration; and

(11) Recruitment of key personnel for financial reporting of the mine operations.

Consideration Arrangements: After profits are realized, Pizu Industrial shall be entitled to receive 45% of the net profit as the corresponding Consideration. The amount of the Consideration shall be calculated such that Pizu Industrial's returns are equivalent to 45% of what would otherwise be the net profit of Kanzi Diyor. Kanzi Diyor shall calculate and pay the Consideration on a monthly basis, commencing from the first month in which profit is realized. Payment of the Consideration is subject to joint approval of Avesto Group and Pizu Industrial. Please also refers to the paragraph headed: "2.2 Accounting Treatment and Economies Substance" below.

The Company will issue a further announcement in relation to material developments under the Mine Cooperation Agreement (as supplemented by the Supplemental Agreement) as and when necessary in accordance with the requirements of the Listing Rules.

2. THE LOAN AGREEMENT

Pursuant to the terms and conditions of the Mine Cooperation Agreement, for the purpose of fulfilling Pizu Industrial's investment and funding obligations contemplated under the Mine Cooperation Agreement, Pizu Industrial shall extend the Loan Facility to Kanzi Diyor. On 9 February 2026, Pizu Industrial entered into a Loan Agreement with Kanzi Diyor, pursuant to which Pizu Industrial agreed to provide a Loan Facility with a principal amount of up to USD80 million (subject to actual disbursement) to Kanzi Diyor.

2.1. Principal Terms

Principal terms of the Loan Agreement are set out as follows:

Date:	9 February 2026.
Parties:	Lender: Pizu Industrial, an indirect wholly-owned subsidiary of the Company; and Borrower: Kanzi Diyor, a connected person of the Company at the subsidiary level.
Loan Amount:	Up to USD80 million (subject to actual disbursement).
Use of Funds:	Exclusively for the construction and operation of the Mining Project in accordance with the management and supervision methods stipulated in the Mine Cooperation Agreement.
Interest and Repayment:	The Loan Facility is interest-free with no fixed repayment date. It is intended to be converted into equity upon the satisfaction of conditions stated above.
Security:	Avesto Group (as the Pledgor) undertakes to pledge 45% of its equity interest in Kanzi Diyor to Pizu Industrial as security for the performance of obligations under the Mine Cooperation Agreement and the Loan Agreement.

2.2. Accounting Treatment and Economic Substance

The Loan Facility is provided by Pizu Industrial specifically to fulfill the investment and funding obligations contemplated under the Mine Cooperation Agreement. While structured legally as a loan, the Loan Facility is, in economic essence, a strategic equity investment to acquire a 45% equity interest in Kanzi Diyor (which holds the Mining Right). This is evidenced by the fact that the Loan Facility is interest-free, has no fixed repayment date, and is intended to be fully converted into a 45% equity interest in Kanzi Diyor upon the satisfaction of the conditions (including regulatory approvals) set out in the Mine Cooperation Agreement.

Accordingly, the Consideration (representing 45% of the net profit of Kanzi Diyor) is structured as the primary economic return for Pizu Industrial's capital contribution via the Loan Facility. During the interim period prior to the formal consummation of the Capital Increase and Share Expansion to acquire the 45% equity interest in Kanzi Diyor, such Consideration serves as a de facto investment return, providing Pizu Industrial with the economic benefits of a 45% shareholder of Kanzi Diyor.

In light of the above, the Board considers the provision of the Loan Facility and the entitlement to the Consideration as a de facto acquisition of a 45% interest in the Mining Project. For accounting purposes, the Loan Facility will be recognized as an investment in a joint venture in the Company's consolidated financial statements, and the Consideration will be recognized as investment income rather than operating revenue subject to final confirmation by the Company's auditors.

2.3. Basis for Determination of the Loan Facility

The USD80 million Loan Facility corresponds to the contemplated 45% equity interest in Kanzi Diyor, which was determined based on the preliminary valuation of the 100% equity interest in Kanzi Diyor. According to the valuation report (the "**Equity Valuation Report**") prepared by North Asia Assets Assessment Co., Ltd. (北方亞事資產評估有限責任公司), an independent professional valuer in the PRC, the market value of the entire shareholder's equity of Kanzi Diyor as at 30 November 2025 (the "**Valuation Benchmark Date**") was approximately RMB1,405.74 million (equivalent to approximately USD202.20 million, which is translated at the central parity rate of USD1 to RMB6.9523 as announced by the China Foreign Exchange Trade System on 9 February 2026 for illustration purpose only). The pro-rata market value of the 45% equity interest in Kanzi Diyor is approximately RMB632.58 million (equivalent to approximately USD90.99 million).

The Equity Valuation Report was prepared primarily using the asset-based method. This method involved a comprehensive assessment of the market value of Kanzi Diyor's assets and liabilities, particularly the Turk-parida mining right (the "**Mining Right**") held by Kanzi Diyor, which was valued at approximately RMB1,405.11 million. The amount of the Loan Facility was arrived at after arm's length negotiations between the parties with reference to the said valuation of the 45% equity interest in Kanzi Diyor and the strategic value of the Mining Project. The Board considers the Loan Facility (which represents a slight discount to the appraised value of the 45% equity interest) to be fair and reasonable.

Further details regarding the valuation of Kanzi Diyor are set out in Appendix I to this announcement.

2.4. Asset Value

As at 30 November 2025, the unaudited net asset value of Kanzi Diyor was approximately RMB631,000.

2.5. Financial Information of Kanzi Diyor

As Kanzi Diyor was incorporated on 2 November 2023 and its Mining Project had not commenced commercial development prior to the Valuation Benchmark Date, no material financial activity was recorded for the years 2023 and 2024. Accordingly, both the net profit before and after taxation of Kanzi Diyor for the financial year ended 31 December 2023 and 31 December 2024 were nil. For the eleven months ended 30 November 2025, based on its unaudited management accounts, Kanzi Diyor recorded no revenue and a net loss (both before and after taxation) of approximately RMB132,000.

3. REASONS FOR AND BENEFITS OF THE TRANSACTIONS

On 11 August 2025, the Company, Kanzi Diyor, and Avesto Group entered into the Mine Cooperation Agreement in relation to the cooperation framework for the implementation of the Mining Project at the Turkparida Mine. The Mine Cooperation Agreement contemplated, among other things, the provision of financial support by Pizu Industrial to Kanzi Diyor and the engagement of Pizu Industrial to provide comprehensive mine construction and operational services.

The parties would enter into formal agreements when any transactions extended from the Mine Cooperation Agreement are formally proceeded. The specific transactions will be further negotiated and determined by the parties to the Mine Cooperation Agreement and set forth in definitive agreements.

On 9 February 2026, the parties to the Mine Cooperation Agreement entered into the Supplemental Agreement, pursuant to which the Mine Cooperation Agreement became effective as of 9 February 2026. Concurrently with the effectiveness of the Mine Cooperation Agreement, Pizu Industrial and Kanzi Diyor entered into the Loan Agreement to formalize the provision of the USD80 million Loan Facility.

The Group considers the Mining Project to possess substantial economic value, underpinned by the high quality of the underlying mineral resources and the anticipated operational efficiencies. Beyond the direct commercial potential of the asset, the provision of the Loan Facility represents a strategic exploration of a new cross-border cooperation mechanism. By establishing this framework, the Group aims to create a scalable and replicable model for mineral resource development within the Republic of Tajikistan. If successful, this partnership structure – balancing upfront financial support with future equity conversion rights – could be applied to other mining projects in the region, thereby strengthening the Group's strategic footprint and long-term competitiveness in the Central Asian mining sector. By providing financing through the Loan Facility on an interest-free basis, the Group is able to gain early-stage exposure to this high-potential asset without immediate equity dilution or full operational risk. The absence of interest reflects the strategic nature of the Company's participation: rather than seeking short-term financial return, the Company aims to secure long-term value through the contemplated Capital Increase and Share Expansion, which is subject to mutual agreement and approvals from the Parliament of the Republic of Tajikistan and other relevant governmental authorities. This structure enables the Company to convert the Loan Facility into a 45% equity interest in Kanzi Diyor and thereby directly participate in the Mining Project's future cash flows and upside.

The US$80 million Loan Facility will be presented in the Company's consolidated financial statements as an investment in a joint venture, reflecting a de facto acquisition. The carrying amount of the investment will be increased or decreased to recognize Pizu Industrial's share of profit or loss of Kanzi Diyor subsequent to the date of the acquisition.

Prior to entering into the Loan Agreement, the Company conducted comprehensive due diligence on the Mining Project, including technical feasibility studies, environmental assessments, legal title review, and financial projections. The results confirmed the Mining Project's viability and supported the decision to proceed with the Loan Facility.

In light of the above, the Directors (including the independent non-executive Directors) are of the view that (i) the terms of the Mine Cooperation Agreement, the Supplemental Agreement, and the Loan Agreement are fair and reasonable; (ii) although the Mine Cooperation Agreement, the Supplemental Agreement, and the Loan Agreement are not entered into in the ordinary and usual course of business of the Group, the transactions under the Mine Cooperation Agreement, the Supplemental Agreement, and the Loan Agreement are entered into on normal commercial terms; and (iii) the transactions under the Mine Cooperation Agreement, the Supplemental Agreement, and the Loan Agreement are in the interests of the Company and its Shareholders as a whole.

To the best of knowledge, information and belief of the Directors having made all reasonable enquiries, no Director has a material interest in the Mine Cooperation Agreement, the Supplemental Agreement, and the Loan Agreement and none of them was required to abstain from voting on the relevant Board resolutions approving the Mine Cooperation Agreement, the Supplemental Agreement, and the Loan Agreement in accordance with the articles of association of the Company.

4. INFORMATION ON THE PARTIES

The Company is principally engaged in manufacturing and sale of explosives and provision of blasting operation and related services in the PRC and Tajikistan, as well as mining, processing of iron ore, copper and pyrite and the sales of the said mineral products in the PRC.

Pizu Industrial is an indirect wholly-owned subsidiary of the Company, duly incorporated and existing under the laws of the Republic of Tajikistan, mainly engaged in mining of mineral resources in the Republic of Tajikistan.

Kanzi Diyor is a legal person duly established and operating under the laws of the Republic of Tajikistan, mainly engaged in mining of mineral resources, processing, drilling and blasting exploration, construction work in the Republic of Tajikistan. All of its equity interest is held by Avesto Group (i.e., the Pledgor), a legal person duly established and operating under the laws of the Republic of Tajikistan.

Avesto Group is a legal person duly established and operating under the laws of the Republic of Tajikistan, mainly engaged in integrated industrial manufacturing, agricultural and food production, energy and power, logistics and trade, digital technology, infrastructure and retail in the Republic of Tajikistan. All of its equity interest is held by its shareholder Mirzo Muhamad Faizullozoda, who is a businessman.

As disclosed above, both Kanzi Diyor and Avesto Group are connected persons of the Company at the subsidiary level.

5. PROFIT FORECAST

The Board notes that while the Equity Valuation Report was prepared using the asset-based method, the Mining Right Valuation (which forms the most significant component of the Equity Valuation Report) was prepared by the Independent Valuer using the income approach. As such, the Mining Right Valuation constitutes a profit forecast under Rule 14.61 of the Listing Rules.

In compliance with Rule 14.60A and Rule 14A.68(7), the general information, key input parameters and assumptions regarding the Mining Right Valuation are set out in Appendix II to this announcement. BDO Limited, the reporting accountants of the Company, has reviewed the arithmetic calculations of the profit forecast, which does not involve the adoption of accounting policies. The Board has reviewed the principal assumptions upon which the profit forecast were based and is of the view that the profit forecast has been made after due and careful enquiry. Pursuant to Rule 14.60A of the Listing Rules, the letters from BDO Limited and the Board are set out in Appendix III and Appendix IV to this announcement, respectively.

The qualifications of the experts who have provided conclusions or opinions in this announcement are as follows:

Name	**Qualification**
BDO Limited	Certified Public Accountants
North Asia Assets Assessment Co., Ltd.* (北方亞事資產評估有限責任公司)	Professional valuer in the PRC

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, each of the experts is a third party independent of the Company and its connected persons. As of the date of this announcement, none of the experts has any shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate person(s) to subscribe for securities in any member of the Group.

Each of the experts has provided and has not withdrawn its written consent to the publication of this announcement with the inclusion herein of its letter and references to its name in the form and context in which it appears.

6. LISTING RULES IMPLICATIONS

The Mine Cooperation Agreement, the Supplemental Agreement and the Loan Agreement, together, are in essence, a strategic equity investment by Pizu Industrial to acquire a 45% equity interest in Kanzi Diyor (which holds the Mining Right) through the provision by Pizu Industrial of up to USD80 million Loan Facility to Kanzi Diyor.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules exceed 5% but all are less than 25%, the provision of the Loan Facility (which is accounted for as a de facto acquisition) constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements, but is exempt from the circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

KM Muosir Limited Liability Company is a subsidiary of the Company, with the Company and Avesto Group holding 50.01% and 49.99% of its equity interests, respectively. Since Avesto Group is a substantial shareholder of a subsidiary of the Company, and Kanzi Diyor is wholly owned by Avesto Group, therefore, both Kanzi Diyor and Avesto Group are connected persons of the Company at the subsidiary level. Accordingly, the provision of the Loan Facility pursuant to the Loan Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.101 of the Listing Rules, since (i) the transactions contemplated under the Mine Cooperation Agreement, the Supplemental Agreement, and the Loan Agreement are entered into on normal commercial terms; and (ii) the Board (including independent non-executive Directors) have approved the Loan Agreement and the transactions contemplated thereunder, and confirmed that such transactions are entered into on normal commercial terms, are fair and reasonable and are in the interest of the Company and its shareholders as a whole, the provision of the Loan Facility is subject to the reporting and announcement requirements but is exempt from the circular, independent financial advice and independent shareholders' approval requirements pursuant to Rule 14A.101 of the Listing Rules.

7. DEFINITIONS

In this announcement, unless otherwise defined, the following expressions shall have the meanings set out below:

"Avesto Group" or "Pledgor"	Avesto Group Limited Liability Company, a legal person duly established and operating under the laws of the Republic of Tajikistan, the pledgor under the Loan Agreement and the sole shareholder of the Borrower
"Board"	the board of Directors
"Borrower" or "Kanzi Diyor"	Kanzi Diyor Limited Liability Company, a legal person duly established and operating under the laws of the Republic of Tajikistan, the borrower under the Loan Agreement
"Capital Increase and Share Expansion"	upon the conditions stipulated in the Mine Cooperation Agreement (including its appendices) being met, the proposed increase in the capital of Kanzi Diyor and the expansion of its shares, whereby Pizu Industrial contributes the relevant amount of all loans extended to Kanzi Diyor up to that point as its capital contribution, thereby becoming a shareholder holding 45% of the equity in Kanzi Diyor

"Company"	Pizu Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose issued shares are listed on the Main Board of the Stock Exchange (Stock Code: 9893)
"Connected Person(s)"	has the meaning ascribed to it under the Listing Rules
"Consideration"	the consideration payable by Kanzi Diyor to Pizu Industrial for the services and investment participation under the Mine Cooperation Agreement, which shall be equivalent to 45% of the net profit of Kanzi Diyor and is subject to joint approval of Kanzi Diyor and Pizu Industrial
"Director(s)"	director(s) of the Company
"Effective Date"	9 February 2026, being the date on which the Mine Cooperation Agreement became effective pursuant to the Supplemental Agreement
"Group"	the Company and its subsidiaries
"Independent Third Party(ies)"	third party(ies) who is/are independent of the Company and its connected person(s)
"Independent Valuer"	North Asia Assets Assessment Co., Ltd.*（北方亞事資產評估有限責任公司）
"Lender" or "Pizu Industrial"	Pizu Industrial Co., Ltd., an indirect wholly-owned subsidiary of the Company, duly incorporated and existing under the laws of the Republic of Tajikistan
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Loan Agreement"	the loan agreement dated 9 February 2026 entered into by the Lender and the Borrower in respect of the Loan Facility

"Loan Facility"	the loan facility with a principal amount of USD80 million (subject to the actual disbursed amount) provided by the Lender to the Borrower pursuant to the Loan Agreement
"Mine Cooperation Agreement"	the cooperation agreement dated 11 August 2025, entered into by Pizu Industrial, Kanzi Diyor and Avesto Group in relation to the implementation of the Mining Project at the Turkparida Mine, which became effective as of the Effective Date pursuant to the Supplemental Agreement
"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"Mining Project"	the mining project implemented at the Turkparida Mine
"Shareholders"	shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supplemental Agreement"	the supplemental agreement to the Mine Cooperation Agreement dated 9 February 2026 entered into by Pizu Industrial, Kanzi Diyor and Avesto Group to amend and/or supplement certain contents of the Mine Cooperation Agreement
"USD"	United States dollars, the lawful currency of the United States of America
"%"	per cent

By Order of the Board
Pizu Group Holdings Limited
Ma Tianyi
Chairman and Chief Executive Officer

Hong Kong, 9 February 2026

As at the date of this announcement, the Board comprises eight Directors. The executive Directors are Mr. Ma Tianyi (Chairman and Chief Executive Officer), Mr. Liu Fali (Chief Operating Officer), Ms. Qin Chunhong, Ms. Ma Ye and Mr. Ma Yong; and the independent non-executive Directors are Mr. Li Xu, Mr. Ha Suoku and Mr. Hu Jingqiang.

APPENDIX I – FURTHER DETAILS REGARDING THE VALUATION OF KANZI DIYOR

1. SELECTION OF VALUATION METHOD

In accordance with the requirements of asset valuation standards, three approaches can be adopted in the valuation of the enterprise, namely the income approach, market approach and asset-based approach.

The income approach refers to the valuation method of determining the value of the valuation target by capitalizing or discounting the expected income. The specific methods commonly used in the income approach include the dividend discount method and the discounted cash flow method.

The market approach refers to a valuation idea that value of the appraised target is defined by comparing the appraised target with reference enterprises, enterprises with trade cases in the market, shareholders' equities, securities and other equity assets. The two common methods of the market approach are the reference enterprise comparison approach and merger and acquisition case comparison approach.

The asset-based method refers to a valuation idea that determines the value of the valuation target based on a reasonable valuation of the value of various assets and liabilities.

Taking into account the valuation purpose, valuation target, value type, data availability, and the applicability of the three fundamental valuation approaches, the asset-based approach is selected for this valuation. The reasons for such selection are as follows:

The asset-based approach refers to the valuation method to determine the value of a valuation target's equity based on the balance sheet of the appraised entity as at the valuation benchmark date, to evaluate the value of on-balance sheet and identifiable off-balance sheet assets and liabilities. Given that all types of assets and liabilities within the scope of this valuation are capable of undergoing normal valuation procedures and satisfy the data requirements for assessment and estimation, the asset-based approach is therefore adopted to value the valuation target.

The income approach is to evaluate assets from the perspective of expected profitability of assets, which can fully reflect the overall value of an enterprise. As the valuation target is currently in the early stage of construction and has not yet commenced formal production, the income approach is considered not applicable for this valuation.

The market approach refers to a valuation method that determines the value of a valuation target by comparing it with comparable listed companies or comparable transaction cases. Based on our understanding and analysis of the enterprise, the market, and the relevant industry, we consider that as at the valuation benchmark date, the valuation target was in its preliminary project stage and had not yet commenced actual investment or construction. Given the difficulty in identifying comparable transaction cases in the open market that are similar to the valuation target in terms of business type, operating scale, and business model, the market approach was not adopted.

2. APPLICATION OF THE ASSET-BASED APPROACH

The asset-based method refers to a valuation approach that determines the enterprise value by aggregating the appraised values of various component assets of an enterprise and deducting the appraised value of its liabilities. The valuation methodologies for each individual item are set out below:

1. Current Assets

Monetary funds: All represented by bank deposits. The appraised value for the Tajikistani Somoni (TJS) account at Dushanbe City Bank is determined based on its verified carrying value.

Prepayments: If the goods have been delivered or services have been rendered as at the date of on-site verification, the valuers shall inspect the inventory, fixed assets, and the prepayments subsidiary ledger. Upon verification, the carrying value is adopted as the appraised value.

2. Non-current Assets (Intangible Assets – Mining Rights)

The valuation conclusion for the intangible assets – mining rights held by Kanzi Diyor has referenced the "Appraisal Report of the Mining Right of Turk-parida Mine in Tajikistan (No. 003 [2026] of Northern Asia Mining Appraisal)" issued by North Asia Asset Assessment Co., Ltd.

Valuation Methodology: Given that the resource reserves of the mine have been estimated and a feasibility study report has been prepared by a qualified design institute, the discounted cash flow approach is adopted for this valuation.

Valuation Conclusion: The appraised value of the "Mining Right of Turk-parida Mine in Tajikistan" as at the valuation benchmark date is determined to be approximately RMB1,405.11 million.

3. Liabilities (Current Liabilities – Other Payables)

The valuers have verified that the content of such liabilities is authentic and valid, representing the actual obligations to be undertaken. The appraised value is determined based on the verified carrying value.

3. VALUATION ASSUMPTIONS

(1) Basic Assumptions

1. Going Concern Assumption

The going concern assumption is to assume that the business of the appraised entity is legitimate, and there are no unforeseeable factors that would render its failure to continue as a going concern. The appraised assets maintain their current usage unchanged and continue to be used in place.

2. Transaction Assumption

The transaction assumption is to assume that all assets to be valued are in the process of transaction, and the Valuer makes estimation in a simulated market according to the transaction conditions of assets to be valued. The transaction assumption is one of the most fundamental assumptions for the further implementation of the asset valuation.

3. Open Market Assumption

The open market assumption is to assume that with respect to the asset traded or to be traded in the market, the transacting parties are in equal position and both have opportunities and time to access sufficient market information so as to make a rational judgment on the function, purpose and transaction price of assets. The open market assumption is made on the basis that the assets can be traded openly in the market.

On the premise of the assumptions and in accordance with the purpose of this appraisal, it is determined that the valuation type of this appraisal is the market value. All pricing standards used in the appraisal are the effective pricing standards and valuation systems on the valuation benchmark date.

(2) Special Assumptions

1. It is assumed that there are no material changes to the prevailing laws, regulations, policies and the national macro-economic conditions as well as the political, economic and social environment of the places where the parties to the transaction are located; there are no other unforeseeable or force majeure factors that may give rise to material adverse impact.

2. It is assumed that the valuation subject will strictly comply with all relevant laws and regulations and maintain continuous and stable operations throughout the useful lives of its major assets based on the actual condition of the assets as at the valuation benchmark date.

3. It is assumed that the operators of the company are responsible and the management of the company is capable of performing its duties.

4. Unless otherwise specified, it is assumed that the company would comply with all relevant laws and regulations.

5. It is assumed that the accounting policies to be adopted by the company in the future will be basically consistent with those adopted in the compilation of this report in material respects.

6. There are no material changes in the relevant interest rates, exchange rates, tax bases, tax rates and policy-based levies.

7. It is assumed that there will be no material changes in the capital structure of the enterprise during the future forecast years.

8. Balanced production and sales, which assumes that all mineral products produced in each year are fully realized through sales within the same period.

9. It is assumed that the future production methods and product applications of the mine will be implemented in accordance with the feasibility study report, and that the mine will maintain its operations as a going concern.

10. The level of market supply and demand will basically remain unchanged.

11. The mine is expected to complete construction and reach its targeted production capacity in line with the feasibility study report.

12. The impact of inflation is not taken into consideration in the valuation.

4. VALUATION CONCLUSION

Details of the specific valuation results using the asset-based method are set out in the summary table below:

Valuation Benchmark Date: 30 November 2025 Unit: RMB'0000

	Book Value	Appraised Value	Increase/ Decrease	Appreciation/ Depreciation Rate%
Items	**A**	**B**	**C = B-A**	**D = C/A×100%**
Current assets	278	278	–	–
Non-current assets	–	140,511	140,511	
Total assets	**278**	**140,789**	**140,511**	**50,485**
Current liabilities	215	215	–	–
Non-current liabilities	–	–	–	
Total liabilities	**215**	**215**	**–**	**–**
Net assets	**63**	**140,574**	**140,511**	**222,856**

The value of the entire shareholder's equity of Kanzi Diyor as at the Valuation Benchmark Date was approximately RMB1,405.74 million.

APPENDIX II – KEY INPUT PARAMETERS AND ASSUMPTIONS REGARDING THE MINING RIGHT VALUATION

I. VALUATION METHODOLOGY

Given the purpose of this valuation and the specific characteristics of the Mining Right, the Mining Right under valuation has a certain scale, possesses independent profitability that can be measured, and its future returns and associated risks can be quantified in monetary terms. The valuer considers that the requirements for adopting the income approach are fundamentally met. In accordance with the relevant requirements of the China Mining Rights Valuation Standards and the Code for Income Approach Valuation, the discounted cash flow (DCF) method has been adopted for this valuation.

The valuation formula is as follows:

$$p = \sum_{t=1}^{n}(CI - CO)_{\mathrm{t}} \bullet \frac{1}{(1+r)^{t}}$$

Where: p – Appraised value of the Mining Right;

CI – Annual cash inflow;

CO – Annual cash outflow;

CI-CO – Annual net cash flow;

r – Discount rate;

t – Year index (i = 1, 2, 3, ... , n);

n – Calculation period.

II. PRINCIPAL VALUATION ASSUMPTIONS

1. Balanced production and sales, i.e., it is assumed that all mineral products produced each year are fully sold within the same period;

2. The future mining production methods and product uses will follow the feasibility study report, and the mine will operate on a going concern basis;

3. There will be no material changes in national industrial, financial, fiscal, and tax policies within the forecast period;

4. The target market for the mineral products of this project is the international market;

5. Market supply and demand levels will remain basically stable;

6. The mine can be completed and reach its designed production capacity as scheduled.

III. KEY VALUATION PARAMETERS

As at the Valuation Benchmark Date (i.e., 30 November 2025), the retained resource reserves within the scope of the mining permit were 7,826,000 tonnes, with an antimony (Sb) metal content of 75,692.33 tonnes at a grade of 0.97%. The resources utilized for valuation were 6,130,400 tonnes, with an Sb metal content of 64,556.81 tonnes at a grade of 1.05%. Design loss was zero; the mining recovery rate was 95% for open-pit mining and 80% for underground mining. The recoverable reserves utilized for valuation were 5,585,500 tonnes, with an Sb metal content of 58,520.85 tonnes at a grade of 1.05%. The dilution rate was 5% for open-pit mining and 10% for underground mining. The production scale was 1,000,000 tonnes/year for open-pit mining and 800,000 tonnes/year for underground mining. The mine service life was 7 years. The product scheme is antimony concentrate (Sb 45%); the selling price of Sb contained in antimony concentrate was RMB130,455 per metal tonne. Annual sales revenue was RMB1,102.08 million for open-pit mining and RMB973.50 million for underground mining. Investment in fixed assets was RMB506.20 million for open-pit mining and RMB105 million for underground mining; investment in intangible assets was RMB7.6 million. The unit total cost for open-pit mining and dressing was RMB239.49/tonne, and RMB357.48/tonne for underground mining and dressing. The unit operating cost for open-pit mining and dressing was RMB201.05/tonne, and RMB299.49/tonne for underground mining and dressing. The discount rate was 15.91%.

IV. VALUATION CONCLUSION

Through assessment and estimation, the appraised value of the "Mining Right of Turk-parida Mine in Tajikistan" as at the Valuation Benchmark Date was determined to be approximately RMB1,405.11 million.

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APPENDIX III – REPORT FROM BDO LIMITED

INDEPENDENT ASSURANCE REPORT ON THE CALCULATIONS OF DISCOUNTED FUTURE ESTIMATED CASH FLOWS IN CONNECTION WITH THE VALUATION OF MINING RIGHT OF THE TURK-PARIDA MINE LOCATED AT TAJIKISTAN

To the Board of Directors of Pizu Group Holdings Limited

We have completed our assurance engagement to report on the calculations of the discounted future estimated cash flows on which the valuation prepared by North Asia Assets Assessment Co. Ltd dated 6 February 2026 in respect of the appraised value of the mining right (the "**Mining Right**") of the Turk-parida Mine in Tajikistan (the "**Mine**") owned by Kanzi Diyor Limited Liability Company (the "**Target Company**") as at 30 November 2025 (the "**Valuation**") is based. The Valuation is set out in the announcement (the "**Announcement**") of Pizu Group Holdings Limited (the "**Company**") dated 9 February 2026 in connection with entering into a cooperation agreement with the shareholder of the Target Company and loan agreement with the Target Company for implementation of a mining project at the Mine. The Valuation is prepared based on the discounted future estimated cash flows and is regarded as a profit forecast under Rule 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Directors' Responsibilities for the Discounted Future Estimated Cash Flows

The directors of the Company (the "**Directors**") are solely responsible for the preparation of the discounted future estimated cash flows, including the bases and assumptions adopted by the Directors as set out in the Announcement (the "**Bases and Assumptions**"). This responsibility includes designing, implementing and maintaining internal control relevant to the preparation of the discounted future estimated cash flows for the Valuation and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the "Code of Ethics for Professional Accountants" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1, "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements" issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion on whether the calculations of the discounted future estimated cash flows have been properly compiled, in all material respects, in accordance with the Bases and Assumptions on which the Valuation is based and to report our opinion solely to you, as a body, as required by Rule 14.60A(2) of the Listing Rules, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our work in accordance with the Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" issued by the HKICPA. This standard requires that we plan and perform our work to form the opinion.

This reasonable assurance engagement involved performing procedures to obtain sufficient appropriate evidence as to whether the discounted future estimated cash flows, so far as the calculations are concerned, have been properly compiled, in all material respects, in accordance with the Bases and Assumptions. Within the scope of our work, we performed procedures on, amongst others, the arithmetical accuracy and the compilation of the discounted future estimated cash flows in accordance with the Bases and Assumptions. Our work is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Accordingly, we do not express an audit opinion.

The discounted future estimated cash flows on which the Valuation is based do not involve the adoption of accounting policies. The discounted future estimated cash flows have been prepared using a set of bases and assumptions that include hypothetical assumptions about future events and management's actions which cannot be confirmed and verified in the same way as past results and which are not necessarily expected to occur. Even if the events anticipated under the hypothetical assumptions described above occur, actual results are still likely to be different from the discounted future estimated cash flows since other anticipated events frequently do not occur as expected and the variation may be material. We are not reporting on the appropriateness and validity of the Bases and Assumptions on which the discounted future estimated cash flows are based and our work does not constitute any valuation of the Mining Right or the Mine or an expression of an audit or review opinion on the Valuation.

Opinion

In our opinion, based on the foregoing, so far as the calculations are concerned, the discounted future estimated cash flows have been properly compiled, in all material respects, in accordance with the Bases and Assumptions.

BDO Limited
Certified Public Accountants
Hong Kong

Date: 9 February 2026

9 February 2026

Listing Division
The Stock Exchange of Hong Kong Limited
12/F, Two Exchange Square
8 Connaught Place, Central, Hong Kong

Dear Sir/Madam

RE: PIZU GROUP HOLDINGS LIMITED (THE "COMPANY") PROFIT FORECAST – LETTER OF CONFIRMATION UNDER RULE 14.60A(3) OF THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED

Reference is made to the announcement of the Company dated 9 February 2026 (the "**Announcement**") in relation to the provision of the Loan Facility (which is accounted for as a de facto acquisition). Unless the context otherwise requires, terms defined in the Announcement shall have the same meanings in this letter when used herein.

The Board has considered the bases and assumptions based upon which the Mining Right Valuation has been prepared, and has reviewed the valuation for which the Independent Valuer is responsible. The Board has also reviewed the calculations for the discounted cash flows in the Mining Right Valuation and considered the report from BDO Limited, the reporting accountant of the Company, as set out in Appendix III to the Announcement regarding the calculations upon which the Mining Right Valuation has been made.

On the basis of the foregoing, in accordance with the requirements of Rule 14.60A(3) of the Listing Rule, the Board confirms that the profit forecast as contained in the Mining Right Valuation has been made after due and careful enquiry.

Yours faithfully,
For and on behalf of the Board
Pizu Group Holdings Limited
Ma Tianyi
Chairman and Chief Executive Officer