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MIGAO GROUP HOLDINGS LIMITED

米高集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 9879)

ANNOUNCEMENT RENEWAL OF CONTINUING CONNECTED TRANSACTION AND ANNUAL CAPS

THE 2026 CONNECTED TRANSACTION FRAMEWORK AGREEMENT

The Board is pleased to announce that on 23 March 2026, the Company entered into the 2026 Connected Transaction Framework Agreement with Beidahuang Modern Agricultural Services (a connected person of the Company), pursuant to which the Group will sell potash and other fertilizer products to the Beidahuang Group. The 2026 Connected Transaction Framework Agreement (i) renews the annual caps for the three financial years ending 31 March 2029; and (ii) enables the continuation of the transactions under the 2024 Beidahuang Framework Sale Agreement (as amended by the Supplemental Agreement), following its expiry on 31 March 2026, under the terms of the 2026 Connected Transaction Framework Agreement.

LISTING RULES IMPLICATION

Beidahuang Modern Agricultural Services is the immediate holding company of Heilongjiang Beidahuang, which is a substantial shareholder of Baoqing Migao and Anda Migao, both being indirect subsidiaries of the Company. As such, Beidahuang Modern Agricultural Services and its subsidiaries are connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the 2026 Connected Transaction Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As (i) Beidahuang Modern Agricultural Services and its subsidiaries are connected persons at the subsidiary level; (ii) the Board has approved the 2026 Connected Transaction Framework Agreement and the transactions contemplated thereunder; and (iii) all the independent non-executive Directors have confirmed that the terms of the 2026 Connected Transaction Framework Agreement are fair and reasonable, on normal commercial terms or better, and in the interests of the Company and its Shareholders as a whole, the transactions are subject to the reporting, annual review and announcement requirements, but exempt from the requirement for independent Shareholders' approval pursuant to Rule 14A.101 of the Listing Rules.

BACKGROUND

THE 2026 Connected Transaction Framework Agreement

Reference is made to the Prospectus of the Company dated 13 March 2024. On 29 February 2024, the Company entered into the 2024 Beidahuang Framework Sale Agreement with Beidahuang Modern Agricultural Services, pursuant to which the Group agreed to sell potash fertilizer products to Beidahuang Group for the period from the Listing Date to 31 December 2026. On 23 March 2026, the Company and Beidahuang Modern Agricultural Services entered into the Supplemental Agreement to amend the 2024 Beidahuang Framework Sale Agreement, pursuant to which the term of the 2024 Beidahuang Framework Sale Agreement has been shortened to 31 March 2026. Save of the change of the term of the 2024 Beidahuang Framework Sale Agreement pursuant to the Supplemental Agreement, all other terms of the 2024 Beidahuang Framework Sale Agreement have remained unchanged and in full force and effect. The transactions under the 2024 Beidahuang Framework Sale Agreement (as amended by the Supplemental Agreement) constituted continuing connected transactions of the Company under the Listing Rules.

Given that the annual caps under the 2024 Beidahuang Framework Sale Agreement (as amended by the Supplemental Agreement) cover the three years ending 31 March 2026 and that the agreement is due to expire on 31 March 2026, on 23 March 2026, the Company and Beidahuang Modern Agricultural Services entered into the 2026 Connected Transaction Framework Agreement regarding the sale of potash and other fertilizer products. The 2026 Connected Transaction Framework Agreement (i) renews the annual caps for the three years ending 31 March 2029; and (ii) enables the continuation of the transactions contemplated under the 2024 Beidahuang Framework Sale Agreement (as amended by the Supplemental Agreement) after its expiry.

The principal terms of the 2026 Connected Transaction Framework Agreement are set out as follows:

Date:	23 March 2026
Parties:	(i). The Company (as supplier); and (ii). Beidahuang Modern Agricultural Services (as purchaser)
Term:	From 1 April 2026 to 31 March 2029
Nature of Transactions:	Under the 2026 Connected Transaction Framework Agreement, Beidahuang Group will purchase potash and other fertilizer products from the Group, in accordance with the terms set out in the agreement.

The 2026 Connected Transaction Framework Agreement is a framework agreement setting out the principles, mechanisms, and terms for the contemplated transactions. During the term of the 2026 Connected Transaction Framework Agreement, the Group and Beidahuang Group may enter into separate sales agreements for individual transactions, specifying, among other things, payment terms, prices, and quantities of potash and other fertilizer products to be purchased. Such individual agreements shall always be subject to the overarching terms and conditions of the 2026 Connected Transaction Framework Agreement.

Pricing Basis: The prices for each sale under the 2026 Connected Transaction Framework Agreement will be determined in the ordinary course of business, on normal commercial terms or on terms no less favourable to the Group, negotiated on an arm's length basis.

The pricing will be determined with reference to the following principles:

- (i). The actual transaction prices of similar or comparable potash and other fertilizer products sold by the Group to two or more independent third-party customers within a recent period (typically within one to three months). In the absence of actual transactions, quotations or letters of intent will be referenced;
- (ii). The most recent ex-factory prices, sales quotations and prevailing market price information of similar or comparable potash and other fertilizer products offered by industry peers within a recent period (typically within one to three months);
- (iii). Market prices, industry information, and trend reports published by independent information service providers for potash and other fertilizer products;
- (iv). The annual sea import master contract price for KCL products negotiated between the China import joint negotiation group and major overseas KCL suppliers, together with relevant seaborne cost information, as important pricing references.

In the event of significant market price fluctuations or discrepancies in various data sources, the Group will primarily reference the average prices published by leading industry information service providers and the aforementioned annual sea import master contract price, supplemented by the Group's actual procurement and sales transaction prices, to determine the final transaction price in a reasonable manner.

Termination: The 2026 Connected Transaction Framework Agreement shall remain in force until (i) its expiry; (ii) termination by mutual written agreement; (iii) termination by operation of law, regulation or the determination of a competent court or arbitration institution; or (iv) where the agreement or the transactions no longer comply with the Listing Rules.

Payment Terms: All payments for the sale of potash and other fertilizer products under the 2026 Connected Transaction Framework Agreement will be made in accordance with the individual contracts entered into for each transaction.

Historical Amounts: The annual caps under the 2024 Beidahuang Framework Sale Agreement (as amended by the Supplemental Agreement) are as follows:

Fiscal year	<i>Annual Caps</i> <i>(RMB'000)</i>
FY2024	838,000
FY2025	879,000
FY2026	923,000

The historical transaction amounts under the 2024 Beidahuang Framework Sale Agreement (as amended by the Supplemental Agreement) are as follows:

Fiscal year	<i>Transaction Amount</i> <i>(RMB'000)</i>
FY2024	478,300
FY2025	582,000
6MFY2026	102,000

Annual Caps and Basis for Determination: Under the 2026 Connected Transaction Framework Agreement, the Annual Caps for the sale of potash and other fertilizer products are as follows:

Fiscal year	<i>Annual Caps</i> <i>(RMB'000)</i>
FY2027	790,000
FY2028	830,000
FY2029	871,000

The Annual Caps are determined with reference to, among others: (i) the historical sales volumes of potash products to the Beidahuang Group for the five financial years ended 31 March 2025; (ii) the Group's average selling prices for KCL and SOP products for the six months ended 30 September 2025 and expected future price fluctuations; (iii) the anticipated demand from Beidahuang Group for other products to be supplied by the Group; (iv) the average market price and expected future price movements of such other products for the six months ended 30 September 2025; and (v) the expected growth rate of Beidahuang Group's sales and overall business.

INTERNAL CONTROL MEASURES

In order to ensure that the terms for the and sale of potash and other fertilizer products under the 2026 Connected Transaction Framework Agreement are on normal commercial terms or not less favourable than the terms offered by the Group to Independent Third Parties, the Company has adopted the following measures:

- (i). the relevant personnel of the Company will keep track of the sales records on the sale of potash and other fertilizer products by the Group to Independent Third Parties for the purpose of ensuring that the price determined by the Group for the sale of potash and other fertilizer products will be comparable to, or no less favourable than, the fair market prices for similar goods or under similar sales arrangement offered to Independent Third Parties by the Group;
- (ii). the relevant personnel of the Company will keep track of the transaction amount for the sale of potash and other fertilizer products under the 2026 Connected Transaction Framework Agreement for the purpose of ensuring that the Annual Caps will not be exceeded; and
- (iii). the Company has adopted relevant reporting and record-keeping procedures to allow independent non-executive Directors and auditors of the Company to perform annual review of the sale of potash and other fertilizer products under the 2026 Connected Transaction Framework Agreement and ensure that the transactions conducted under the 2026 Connected Transaction Framework Agreement complied with (i) the Company's internal control procedures, (ii) the terms of the 2026 Connected Transaction Framework Agreement and (iii) the relevant requirements under the Listing Rules.

REASONS FOR AND BENEFITS OF ENTERING INTO THE 2026 CONNECTED TRANSACTION FRAMEWORK AGREEMENT

The Directors (including the independent non-executive Directors) are of the view that the terms of the 2026 Connected Transaction Framework Agreement are fair and reasonable, and the transactions contemplated under the 2026 Connected Transaction Framework Agreement are on normal commercial terms or better, entered in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole. The transactions contemplated under the 2026 Connected Transaction Framework Agreement have supported, and will continue to support, the Group's business operations and growth. The renewal will further deepen cooperation and strengthen the long-term partnership between the Group and the Beidahuang Group, ensuring a stable demand for potash and other fertilizer products, which also provides certainty for the Group's future business development and strategic planning.

None of the Directors has any material interest in the 2026 Connected Transaction Framework Agreement and the transactions contemplated thereunder and was required to abstain from voting on the relevant Board resolution in respect of approving such matters.

INFORMATION ON THE GROUP AND THE COMPANY

The Group is a national potash fertilizer company in China with sourcing and procurement, and processing and manufacturing capabilities selling various potash fertilizer products, including KCL, SOP, NOP and compound fertilizers.

The Company is an exempted company incorporated in the Cayman Islands with limited liability on 21 November 2017, and is the holding company of the Group. It is listed on the main board of the Stock Exchange (stock code: 9879).

INFORMATION ON BEIDAHUANG GROUP

Beidahuang Modern Agricultural Services is a state-owned enterprise established in the PRC with limited liability and is ultimately wholly owned by the Ministry of Finance of the PRC. Beidahuang Modern Agricultural Services and its subsidiaries are primarily engaged in agricultural production management services and the operational and sales business of crop seeds, fertilizers, agricultural machinery and equipment, pesticides, etc.

Heilongjiang Beidahuang, a subsidiary of Beidahuang Modern Agricultural Services, is a substantial shareholder of the Group's subsidiaries, Anda Migao and Baoqing Migao. Accordingly, Beidahuang Modern Agricultural Services and its subsidiaries (including Heilongjiang Beidahuang) are connected persons of the Company under Chapter 14A of the Listing Rules.

LISTING RULES IMPLICATION

As stated above, Beidahuang Modern Agricultural Services is the immediate holding company of Heilongjiang Beidahuang, which in turn is a substantial shareholder of the Group's subsidiaries (namely, Anda Migao and Baoqing Migao). Accordingly, Beidahuang Modern Agricultural Services and its subsidiaries are connected persons of the Company under the Listing Rules, and the transactions under the 2026 Connected Transaction Framework Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As (i) Beidahuang Modern Agricultural Services and its subsidiaries are connected persons at the subsidiary level; (ii) the Board has approved the 2026 Connected Transaction Framework Agreement and the transactions thereunder; and (iii) all the independent non-executive Directors have confirmed that, the terms of the 2026 Connected Transaction Framework Agreement are fair and reasonable, and the transactions contemplated under the 2026 Connected Transaction Framework Agreement are on normal commercial terms or better, and in the interests of the Company and its Shareholders as a whole, the transactions are subject to the reporting, annual review and announcement requirements but are exempt from independent shareholders' approval requirement pursuant to Rule 14A.101 of the Listing Rules.

DEFINITIONS

“2024 Beidahuang Framework Sale Agreement”	an agreement dated 29 February 2024 entered into between the Company and Beidahuang Modern Agricultural Services in relation to the sale of potash fertilizer products by the Group to Beidahuang Group, effective from the Listing Date to 31 December 2026
“2026 Connected Transaction Framework Agreement”	an agreement dated 23 March 2026 entered into between the Company and Beidahuang Modern Agricultural Services in relation to the sale of potash and other fertilizer products by the Group to Beidahuang Group, effective from 1 April 2026 to 31 March 2029
“Anda Migao”	Anda Beidahuang Migao Agricultural Technology Co., Ltd. (安達北大荒米高農業科技有限公司), a company established under the laws of the PRC with limited liability on 19 June 2018, owned as to 35% by Heilongjiang Beidahuang, and 65% collectively by Changchun Migao (34%) and Guangdong Migao (31%), and a subsidiary of the Company

“Annual Caps”	the proposed annual caps under the 2026 Connected Transaction Framework Agreement, being RMB790.0 million, RMB830.0 million and RMB871.0 million, respectively, for each of FY2027, FY2028 and FY2029
“Baoqing Migao”	Baoqing Migao Agricultural Technology Co., Ltd. (寶清米高農業科技有限公司), a company established under the laws of the PRC with limited liability on 14 May 2018, owned as to 23% by Heilongjiang Beidahuang, and 77% collectively by Guangdong Migao (40%) and Changchun Migao (37%), and a subsidiary of the Company
“Beidahuang Group”	Beidahuang Modern Agricultural Services and its subsidiaries
“Beidahuang Modern Agricultural Services”	Heilongjiang Beidahuang Modern Agricultural Services Group Co., Ltd. (黑龍江北大荒現代農業服務集團有限公司), the immediate holding company of Heilongjiang Beidahuang
“Board”	the board of Directors of the Company as constituted from time to time, or, as the context requires, the majority of Directors present and voting at a meeting of the Directors at which a quorum is present
“Changchun Migao”	Migao Chemical (Changchun) Co., Ltd. (米高化工(長春)有限公司), a company established under the laws of the PRC with limited liability on 5 December 2006, and a wholly-owned subsidiary of the Company
“Company”	Migao Group Holdings Limited (米高集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 21 November 2017
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this announcement, Hong Kong, Macau and Taiwan
“Director(s)”	director(s) of the Company
“FY2024”	the Company’s financial year ended 31 March 2024
“FY2025”	the Company’s financial year ended 31 March 2025
“FY2026”	the Company’s financial year ending 31 March 2026
“FY2027”	the Company’s financial year ending 31 March 2027
“FY2028”	the Company’s financial year ending 31 March 2028
“FY2029”	the Company’s financial year ending 31 March 2029

“Guangdong Migao”	Guangdong Migao Chemical Co., Ltd. (廣東米高化工有限公司), a company established under the laws of the PRC with limited liability on 30 April 2004, and a wholly-owned subsidiary of the Company
“Group”	collectively, the Company and its subsidiaries
“Heilongjiang Beidahuang”	Heilongjiang Beidahuang Modern Agricultural Services Group Agricultural Materials Co., Ltd.* (黑龍江北大荒現代農業服務集團農資有限公司), a state-owned company established under the laws of the PRC with limited liability on 25 August 2008, a substantial shareholder of the Group’s subsidiaries, Anda Migao and Baoqing Migao, and therefore a connected person of the Company
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	Individual(s) or company(ies) not connected with (within the meaning of the Listing Rules) any Director, chief executive or substantial Shareholder of the Company or any of its subsidiaries or any of their respective associates
“KCL”	potassium chloride, a compound with the chemical formula KCL containing around 60% potassium oxide equivalent, which can be used as a fertilizer
“Listing Date”	21 March 2024
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
“Prospectus”	the prospectus of the Company dated 13 March 2024
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“SOP”	potassium sulphate, a compound with the chemical formula K ₂ SO ₄ containing around 50% potassium oxide equivalent, which can be used as a fertilizer
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules

“Supplemental Agreement”	the supplemental agreement to the 2024 Beidahuang Framework Sale Agreement entered into between the Company and Beidahuang Modern Agricultural Services dated 23 March 2026, pursuant to which the term of the 2024 Beidahuang Framework Sale Agreement has been shortened from 31 December 2026 to 31 March 2026
“%”	per cent
“6MFY2026”	six months ended 30 September 2025

By order of the Board
Migao Group Holdings Limited
米高集團控股有限公司
Mr. Liu Guocai
Chairperson and Executive Director

Hong Kong, 23 March 2026

As at the date of this announcement, the Board comprises Mr. Liu Guocai, Mr. Sun Pingfu and Mr. Dong Benzi as executive Directors; and Mr. Chen Guofu, Ms. Huang Shasha and Ms. Qing Meyerson as independent non-executive Directors.

This announcement is available for viewing on the Company’s website at www.migaogroup.com and the website of the Stock Exchange at www.hkexnews.hk.