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Zhong Jia Guo Xin Holdings Company Limited

中加國信控股股份有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

DISCLOSEABLE TRANSACTION DISPOSAL OF ASSETS

THE DISPOSAL

On 13 May 2026 (after trading hours), the Vendor, an indirectly wholly-owned subsidiary of the Company, entered into the Agreement with the Purchaser, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, the Disposal Assets for the Consideration.

IMPLICATION UNDER THE LISTING RULES

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction of the Company under Rule 14.06(2) of the Listing Rules and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

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On 13 May 2026 (after trading hours), the Vendor, an indirectly wholly-owned subsidiary of the Company, entered into the Agreement with the Purchaser, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, the Disposal Assets for the Consideration. Details of the Agreement are summarised as follows:

The Agreement

Date: 13 May 2026 (after trading hours of the Stock Exchange)

Parties

Vendor: Zhejiang Shangshui Jieyun Food Co., Ltd., a company incorporated in the PRC with limited liability and an indirectly wholly-owned subsidiary of the Company

Purchaser: Taizhou Zheli Materials Co., Ltd., a company incorporated in the PRC with limited liability and the ultimate beneficial owner is an individual who is an Independent Third Party

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser and its ultimate beneficial owners are third parties independent of the Group and its connected persons.

Subject matter

The Disposal Assets to be disposed of by the Vendor being a batch of bottled water and beverage production machineries and accessories. Details of the Disposal Assets are set out in the Agreement.

Consideration

Pursuant to the Agreement, the Consideration for the sale and purchase of the Disposal Assets shall be a total sum of RMB5,800,000 (approximately to HK\$6,631,000) in the following manners: (i) RMB200,000 (approximately to HK\$229,000) shall be paid by the Purchaser to the Vendor on the date of signing the Agreement; and (ii) the remaining of the Consideration shall be paid by the Purchaser to the Vendor within 3 days from the date of signing the Agreement.

The Consideration was determined after arm's length negotiations between the parties to the Agreement based on normal commercial terms with reference to (i) the net book value based on the unaudited financial statements of the Vendor attributable to the Disposal Assets as at 31 March 2026, after primarily taking into account the Disposal Assets mainly consist of unused bottled water and beverage production machineries and accessories that have already been idle for several years, which was approximately HK\$299,000; and (ii) the quality and condition of the Disposal Assets.

Completion

Completion of the sale and purchase of the Disposal Assets shall take place on the Completion Date.

Conditions

The Completion is conditional upon the satisfaction of the following conditions:

- (a) the Vendor having complied with all relevant requirements under the Listing Rules and obtained all approvals and permission from the relevant regulatory bodies if and when necessary, in respect of the sale of the Disposal Assets; and
- (b) the Purchaser having inspected and accepted the Disposal Assets in accordance with the Agreement on the Completion Date.

INFORMATION ON THE COMPANY AND THE VENDOR

The Group is an investment holding company principally engaged in property development and investment, water business and mining business. The property development and investment segment is engaged in the construction, rental and sale of real estate including residential properties, commercial buildings and industrial parks. The water business segment is principally engaged in the mining of spring water, production and sales of bottled water. In addition, the Company is also engaged in mining business segment.

The Vendor is an indirectly wholly-owned subsidiary of the Company and is principally engaged in property investment in the PRC.

INFORMATION ON THE DISPOSAL ASSETS

The Disposal Assets are those assets of bottled water and beverage production machineries and accessories operated by the Vendor. The audited and unaudited net book values of the Disposal Assets as at 31 March 2025 and 31 March 2026 were approximately HK\$384,000 and HK\$299,000, respectively.

INFORMATION ON THE PURCHASER

The Purchaser is a company incorporated in the PRC with limited liability and principally engaged in trading of machineries in the PRC. The ultimate beneficial owner of the Purchaser is Mr. Chen Minwei (陳敏衛).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Purchaser and its ultimate beneficial owners are third parties independent of the Group and its connected persons.

REASONS FOR AND BENEFIT OF THE DISPOSAL

Subject to audit, it is currently expected that the Group will record a gain on the Disposal of approximately HK\$6,332,000 which is calculated with reference to the difference between the Consideration and the net book value based on the unaudited financial statements of the Vendor attributable to the Disposal Assets as at 31 March 2026.

The net proceeds from the Disposal of HK\$6,631,000 will be used for general working capital of the Group.

The Disposal Assets, being aged, technologically outdated, energy-intensive and inefficient, no longer meets current production and environmental standards and cannot be effectively used for ongoing operations. To optimise the Group's asset structure and reduce operating and maintenance costs, the Board is of the view that the Disposal is in the best interests of the Company and its shareholders as a whole.

The terms of the Disposal were arrived at after arm's length negotiations between the parties to the Agreement. The Board (including the independent non-executive Directors) is of the view that the terms of the Agreement and the transactions contemplated thereunder were negotiated on an arm's length basis between the parties and are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction of the Company under Rule 14.06(2) of the Listing Rules and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following terms have the meanings set out below:

“Agreement”	the asset transfer agreement dated 13 May 2026 and entered into between the Vendor and the Purchaser in respect of the Disposal Assets
“Board”	the board of Directors
“Company”	Zhong Jia Guo Xin Holdings Company Limited (Stock Code: 899), a company incorporated in Bermuda with limited liability whose shares are listed and traded on the Main Board of the Stock Exchange
“Completion”	completion of the sale and purchase of the Disposal Assets in accordance with the Agreement
“Completion Date”	the date when the Completion takes place, which shall be within 75 days from the date of signing the Agreement
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Consideration”	RMB5,800,000 (equivalent to approximately HK\$6,631,000), being the consideration for the sale and purchase of the Disposal Assets
“Directors”	the directors of the Company
“Disposal”	the disposal of the Disposal Assets by the Vendor to the Purchaser pursuant to the Agreement

“Disposal Assets”	a batch of bottled water and beverage production machineries and accessories
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, which for the purposes of this announcement, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Purchaser”	台州浙利物資有限公司* (Taizhou Zheli Materials Co., Ltd.), a company incorporated in the PRC with limited liability, the ultimate beneficial owner of which is an Independent Third Party
“Shareholder(s)”	holder(s) of the Shares
“Share(s)”	ordinary share(s) in the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	浙江上水捷運食品有限公司* (Zhejiang Shangshui Jieyun Food Co., Ltd.), a wholly foreign-owned enterprise established in the PRC and an indirectly wholly-owned subsidiary of the Company
“%”	per cent.

For illustrative purpose of this announcement only, conversion of RMB into HK\$ is made at the following exchange rate: RMB1 = HK\$1.1433.

By Order of the Board
Zhong Jia Guo Xin Holdings Company Limited
Yau Ho Yi
Executive Director

Hong Kong, 13 May 2026

As at the date of this announcement, the Board comprises two executive Directors, Ms. Yau Ho Yi and Mr. Huang Jiahao; four non-executive Directors, Ms. Jiang Xiaojun, Dr. Liang Jinxiang, Mr. Wan Ngar Yin David and Mr. Ong Chor Wei and four independent non-executive Directors, Mr. So Ting Kong, Mr. Wang Pengwei, Mr. Lam Tsz Chak and Mr. Wong Chun Peng Stewart.

** For identification purpose*