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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)

COMPLETION ANNOUNCEMENT MAJOR TRANSACTION ACQUISITION OF THE TARGET COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

Reference is made to the announcement of Zhongshen Jianye Holding Limited (the “**Company**”) dated 6 November 2025 and the circular of the Company (the “**Circular**”) dated 17 December 2025. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

COMPLETION OF THE ACQUISITION

The Company is pleased to announce that all of the conditions precedent to the Agreement have been satisfied and the Completion took place on 15 January 2026 in accordance with the terms of the Agreement. As a result, the entire equity interest in the Target Company is held by the Company and the Target Company has become a direct wholly-owned subsidiary of the Company.

Pursuant to the Agreement, the Company allotted and issued 270,502,674 new Shares to the Seller A for settlement of the Consideration A, 115,929,718 new Shares to the Seller B for settlement of the Consideration B and 16,539,306 new Shares to the Seller C for settlement of the Consideration C, at the Issue Price of HK\$0.53 per Share.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company before and after the Completion was as follows:

| Shareholders | As at the date of this announcement | | Immediately following the issue of Consideration Shares | |
|--|-------------------------------------|-----------------|---|-----------------|
| | Number of Shares | Approximately % | Number of Shares | Approximately % |
| Zhongshen Hengtai Capital Limited (Note 1) | 284,172,240 | 38.33 | 284,172,240 | 24.83 |
| Zhongshen Chitai Capital Limited (Note 2) | 71,040,560 | 9.58 | 71,040,560 | 6.21 |
| Seller A (Note 3) | — | — | 270,502,674 | 23.64 |
| Seller B (Note 4) | — | — | 115,929,718 | 10.13 |
| Seller C (Note 5) | — | — | 16,539,306 | 1.45 |
| Public shareholders | <u>386,099,200</u> | <u>52.09</u> | <u>386,099,200</u> | <u>33.74</u> |
| Total | <u>741,312,000</u> | <u>100.00</u> | <u>1,144,283,698</u> | <u>100.00</u> |

Notes:

1. As at the date of this announcement, Zhongshen Hengtai Capital Limited is 100% beneficially owned by Mr. Sang Xianfeng, the Chairman of the Company and an executive Director.
2. As at the date of this announcement, Zhongshen Chitai Capital Limited is 100% beneficially owned by Mr. Xian Yurong, an executive Director.
3. As at the date of this announcement, Seller A is 100% beneficially owned by Mr. Wang Yan.
4. As at the date of this announcement, Seller B is 100% beneficially owned by Mr. Sang Haifeng.
5. As at the date of this announcement, Seller C is 100% beneficially owned by Mr. Wu Haibin.

By order of the Board
Zhongshen Jianye Holding Limited
Sang Xianfeng
Chairman and executive director

Hong Kong, 15 January 2026

As at the date of this announcement, 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.