

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Rongzun International Holdings Group Limited, nor is it a solicitation of any vote or approval in any jurisdiction. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

MR. YANG JINGYAO

**RONGZUN INTERNATIONAL
HOLDINGS GROUP LIMITED
榮尊國際控股集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

JOINT ANNOUNCEMENT

**(1) MANDATORY CONDITIONAL CASH OFFER BY
LEGO SECURITIES LIMITED AND
FORTUNE ORIGIN SECURITIES LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES OF
RONGZUN INTERNATIONAL HOLDINGS GROUP LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED
TO BE ACQUIRED BY THE OFFEROR AND PARTIES
ACTING IN CONCERT WITH HIM);**

AND

(2) RESUMPTION OF TRADING

Financial Adviser to the Offeror



INTRODUCTION

On 2 April 2026, the Company was informed by the Offeror that the Offeror (as purchaser) entered into bought and sold notes with the Selling Shareholder (as vendor) after the close of the market on 2 April 2026 for the acquisition of an aggregate of 84,000,000 Shares from the Selling Shareholder at a total Consideration of HK\$43,680,000 (equivalent to Consideration of HK\$0.52 per Share), representing approximately 13.55% of the issued share capital of the Company as at the date of this joint announcement. The total Consideration was fully satisfied on 8 April 2026 and completion of the Acquisition took place on 8 April 2026.

Immediately prior to completion of the Acquisition, the Offeror was interested in 123,000,000 Shares, representing approximately 19.84% of the issued share capital of the Company. Immediately following completion of the Acquisition and as at the date of this joint announcement, the Offeror is interested in 207,000,000 Shares, representing approximately 33.39% of the total issued share capital of the Company.

Pursuant to Rule 26.1 of the Takeovers Code, the Acquisition triggered the obligation for the Offeror to make a mandatory conditional cash offer for all issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with him).

As at the date of this joint announcement, the Company has 620,000,000 Shares in issue. The Company does not have any outstanding options, derivatives, warrants or other securities convertible or exchangeable into Shares or which confer rights to require the issue of Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares or which confer rights to require the issue of Shares. As at the date of this joint announcement, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue other than the Shares.

MANDATORY CONDITIONAL CASH OFFER

Lego Securities and Fortune Origin Securities will, for and on behalf of the Offeror, jointly make the Offer in compliance with the Takeovers Code and on the terms to be set out in the Composite Document on the following basis:

For every Offer ShareHK\$0.52 in cash

The Offer Price of HK\$0.52 per Offer Share represents the highest price paid by the Offeror or parties acting in concert with him for the acquisition of the Shares within six months prior to the commencement of the Offer Period.

The Offer will be extended to all Shareholders other than the Offeror and parties acting in concert with him in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer will be fully paid and free from all Encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

Condition to the Offer

The Offer will be conditional upon valid acceptances of the Offer having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of the Offer Shares, which together with the Shares already held by the Offeror and the parties acting in concert with him, would result in the Offeror and parties acting in concert with him holding more than 50% of the voting rights of the Company as at the Closing Date. This Condition cannot be waived. If the Condition is not fulfilled by the Closing Date, the Offer will lapse in accordance with the Takeovers Code.

The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offer or the fulfilment of the condition to the Offer in accordance with the Takeovers Code and the Listing Rules.

Value of the Offer

As at the date of this joint announcement, there are 620,000,000 Shares in issue. Assuming that there is no change in the issued share capital of the Company and based on the Offer Price of HK\$0.52 per Offer Share, the total issued share capital of the Company is valued at HK\$322,400,000. The Offer will be made to the Independent Shareholders.

As the Offeror and parties acting in concert with him hold 207,000,000 Shares (representing approximately 33.39% of the total issued share capital of the Company) immediately following completion of the Acquisition, 413,000,000 Shares (representing approximately 66.61% of the total issued share capital of the Company) will be subject to the Offer. Based on the Offer Price of HK\$0.52 per Offer Share, the consideration of the Offer would be HK\$214,760,000 in the event that the Offer is accepted in full.

Confirmation of financial resources

The maximum cash consideration payable by the Offeror under the Offer would be HK\$214,760,000.

The Offeror intends to finance the entire consideration payable under the Offer partially by his own funds in the amount of not less than HK\$126,000,000 and partially by the Facilities granted by Fortune Origin Securities (as lender) in the amount of up to HK\$50,000,000 to the Offeror (as borrower) and Quam Securities (as lender) in the amount of up to HK\$40,000,000 to the Offeror (as borrower), for the purpose of financing the Offer. Pursuant to the Fortune Facility Agreement and the Fortune Charge Over Account, the Offeror has agreed to charge the Fortune Charged Shares to Fortune Origin Securities as collateral, and pursuant to the Quam Facility Agreement and the Quam Charge Over Account, the Offeror has agreed to charge the Quam Charged Shares to Quam Securities as collateral.

Lego Corporate Finance, being the financial adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy the total consideration payable by the Offeror upon full acceptances of the Offer.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document to be posted.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things, (i) the terms of the Offer (including the expected timetable); (ii) the letter from the Independent Board Committee in relation to the Offer; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer; and (iv) the Form of Acceptance, is required to be despatched to the Independent Shareholders within twenty-one (21) days of the date of this joint announcement (or such later date as the Executive may consent to).

RESUMPTION OF TRADING IN SHARES OF THE COMPANY

At the request of the Company, the trading of the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 8 April 2026 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of the trading of the Shares on the Stock Exchange with effect from 9:00 a.m. on 8 May 2026.

WARNING:

Shareholders and potential investors of the Company should note that the Offer is subject to the fulfilment of the Condition and may or may not become or be declared unconditional. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.

On 2 April 2026, the Company was informed by the Offeror that the Offeror (as purchaser) entered into bought and sold notes with the Selling Shareholder (as vendor) after the close of the market on 2 April 2026 for the acquisition of an aggregate of 84,000,000 Shares from the Selling Shareholder at a total Consideration of HK\$43,680,000 (equivalent to Consideration of HK\$0.52 per Share), representing approximately 13.55% of the issued share capital of the Company as at the date of this joint announcement. The total Consideration was fully satisfied on 8 April 2026 and completion of the Acquisition took place on 8 April 2026.

Immediately prior to completion of the Acquisition, the Offeror was interested in 123,000,000 Shares, representing approximately 19.84% of the issued share capital of the Company. Immediately following completion of the Acquisition and as at the date of this joint announcement, the Offeror is interested in 207,000,000 Shares, representing approximately 33.39% of the total issued share capital of the Company.

Pursuant to Rule 26.1 of the Takeovers Code, the Acquisition triggered the obligation for the Offeror to make a mandatory conditional cash offer for all issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with him).

As at the date of this joint announcement, the Company has 620,000,000 Shares in issue. The Company does not have any outstanding options, derivatives, warrants or other securities convertible or exchangeable into Shares or which confer rights to require the issue of Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares or which confer rights to require the issue of Shares. As at the date of this joint announcement, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue other than the Shares.

Shareholding structure of the Company

The following table sets out the shareholding structure of the Company (i) immediately before completion of the Acquisition; and (ii) immediately following completion of the Acquisition and as at the date of this joint announcement:

Name of Shareholder	Immediately before completion of the Acquisition		Immediately following completion of the Acquisition and as at the date of this joint announcement	
	Number of Shares	Approximately %	Number of Shares	Approximately %
The Offeror	<u>123,000,000</u>	<u>19.84</u>	<u>207,000,000</u>	<u>33.39</u>
Sub-total for the Offeror and parties acting in concert with him	<u>123,000,000</u>	<u>19.84</u>	<u>207,000,000</u>	<u>33.39</u>
Selling Shareholder ^(Note)	85,000,000	13.71	1,000,000	0.16
Public Shareholders	<u>412,000,000</u>	<u>66.45</u>	<u>412,000,000</u>	<u>66.45</u>
Total	<u><u>620,000,000</u></u>	<u><u>100</u></u>	<u><u>620,000,000</u></u>	<u><u>100</u></u>

Note: The shareholding of the Selling Shareholder is based on the disclosure of interests filed by her pursuant to Part XV of the SFO.

As at the date of this joint announcement, none of the Directors holds any Shares and any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

MANDATORY CONDITIONAL CASH OFFER

Lego Securities and Fortune Origin Securities will, for and on behalf of the Offeror, jointly make the Offer in compliance with the Takeovers Code and on the terms to be set out in the Composite Document on the following basis:

For every Offer Share HK\$0.52 in cash

The Offer Price of HK\$0.52 per Offer Share represents the highest price paid by the Offeror or parties acting in concert with him for the acquisition of the Shares within six months prior to the commencement of the Offer Period.

The Offer will be extended to all Shareholders other than the Offeror and parties acting in concert with him in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer will be fully paid and free from all Encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

Comparison of the Offer Price

The Share Offer Price of HK\$0.52 represents:

- (a) a discount of approximately 48% to the closing price of HK\$1.00 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 44.2% to the average closing price of HK\$0.932 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to and including the Last Trading Day;
- (c) a discount of approximately 36.2% to the average closing price of HK\$0.815 per Share as quoted on the Stock Exchange for the last ten consecutive trading days immediately prior to and including the Last Trading Day;
- (d) a discount of approximately 29.4% to the average closing price of HK\$0.737 per Share as quoted on the Stock Exchange for the last thirty consecutive trading days immediately prior to and including the Last Trading Day;
- (e) a premium of approximately 95.9% to the audited consolidated net asset value per Share as at 31 March 2025 of approximately HK\$0.265 (based on the audited consolidated net asset value as at 31 March 2025 of approximately HK\$164.55 million and the total number of Share); and
- (f) a premium of approximately 109.0% to the unaudited condensed consolidated net asset value per Share as at 30 September 2025 of approximately HK\$0.249 (based on the unaudited condensed consolidated net asset value as at 30 September 2025 of approximately HK\$154.26 million and the total number of Shares).

Highest and lowest Share Price

During the six-month period immediately preceding the Last Trading Day:

- (a) the highest closing price of the Shares quoted on the Stock Exchange was HK\$1.85 per Share on 28 October 2025; and
- (b) the lowest closing price of the Shares quoted on the Stock Exchange was HK\$0.6 per Share on 10 November 2025.

Condition to the Offer

The Offer will be conditional upon valid acceptances of the Offer having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of the Offer Shares, which together with the Shares already held by the Offeror and the parties acting in concert with him, would result in the Offeror and parties acting in concert with him holding more than 50% of the voting rights of the Company as at the Closing Date. This Condition cannot be waived. If the Condition is not fulfilled by the Closing Date, the Offer will lapse in accordance with the Takeovers Code.

The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offer or the fulfilment of the Condition in accordance with the Takeovers Code and the Listing Rules.

Closing of the Offer

In accordance with Rule 15.1 of the Takeovers Code, the Closing Date will fall on or after the 21st day from the date of the Composite Document. Where the Offer becomes or is declared unconditional (whether as to acceptances or in all respects), it shall remain open for acceptance for not less than 14 days thereafter, provided that the Offer shall initially be open for acceptance for at least 21 days. The Independent Shareholders are reminded that the Offeror does not have any obligations to keep the Offer open for acceptance beyond this minimum 14-day period if the Offer becomes or is declared unconditional.

The latest time on which the Offeror may declare the Offer unconditional as to acceptances is 7:00 p.m. on the 60th day after the posting of the initial offer document (or such later date to which the Executive may consent). In accordance with Rule 15.3 of the Takeovers Code, the Offeror must publish an announcement when the Offer becomes unconditional as to acceptances and when the Offer becomes unconditional in all respects.

Value of the Offer

As at the date of this joint announcement, there are 620,000,000 Shares in issue. Assuming that there is no change in the issued share capital of the Company and based on the Offer Price of HK\$0.52 per Offer Share, the total issued share capital of the Company is valued at HK\$322,400,000. The Offer will be made to the Independent Shareholders.

As the Offeror and parties acting in concert with him hold 207,000,000 Shares (representing approximately 33.39% of the total issued share capital of the Company) immediately following completion of the Acquisition, 413,000,000 Shares (representing approximately 66.61% of the total issued share capital of the Company) will be subject to the Offer. Based on the Offer Price of HK\$0.52 per Offer Share, the consideration of the Offer would be HK\$214,760,000 in the event that the Offer is accepted in full.

The Company confirms that as at the date of this joint announcement, (i) it has not declared any dividend which is not yet paid; and (ii) it does not have any intention to declare or pay any future dividend or make other distributions prior to and including the date of closing of the Offer. If, after the date of this joint announcement, any dividend or other distribution is made or paid in respect of the Offer Shares, the Offeror will reduce the Offer Price by an amount equal to the gross amount of such dividend or other distribution receivable by the Independent Shareholders pursuant to Note 3 to Rule 26.3 and Note 11 to Rule 23.1 of the Takeovers Code.

Confirmation of financial resources

The maximum cash consideration payable by the Offeror under the Offer would be HK\$214,760,000, assuming there is no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offer.

The Offeror intends to finance the entire consideration payable under the Offer partially by his own funds in the amount of not less than HK\$126,000,000 and partially by the Facilities granted by Fortune Origin Securities (as lender) in the amount of up to HK\$50,000,000 to the Offeror (as borrower) and Quam Securities (as lender) in the amount of up to HK\$40,000,000 to the Offeror (as borrower), for the purpose of financing the Offer. Pursuant to the Fortune Facility Agreement and the Fortune Charge Over Account, the Offeror has agreed to charge the Fortune Charged Shares to Fortune Origin Securities as collateral, and pursuant to the Quam Facility Agreement and the Quam Charge Over Account, the Offeror has agreed to charge the Quam Charged Shares to Quam Securities as collateral.

Lego Corporate Finance, being the financial adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy the total consideration payable by the Offeror upon full acceptances of the Offer.

Effect of accepting the Offer

Subject to the Offer becoming unconditional, provided that valid acceptance forms and the relevant certificate(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are complete and in good order and have been received by the branch share registrar of the Company in Hong Kong, the Shareholders will sell their tendered Shares to the Offeror free from all Encumbrances and together with all rights attaching to them, including, without limitation, the rights to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Offer is made, that is, the date of despatch of the Composite Document.

Acceptance of the Offer would be irrevocable and would not be capable of being withdrawn, subject to the provisions of the Takeovers Code.

Hong Kong stamp duty

Seller's ad valorem stamp duty at a rate of 0.1% of the market value of the Shares or consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable to the relevant Shareholder on acceptance of the Offer. The Offeror will arrange for payment of the sellers' ad valorem stamp duty on behalf of the accepting Independent Shareholders and pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the laws of Hong Kong).

Taxation advice

The Independent Shareholders are recommended to consult their own professional advisers as to the taxation implications of accepting or rejecting the Offer. None of the Offeror and parties acting in concert with him, the Company, Lego Corporate Finance, Lego Securities, Fortune Origin Securities and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offer accepts any responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Payment

Payment in cash in respect of acceptances of the Offer (after deducting the stamp duty) will be made as soon as possible but in any event no later than seven (7) Business Days of the date of receipt of a duly completed acceptance. Relevant documents evidencing title must be received by or on behalf of the Offeror to render such acceptance of the Offer complete and valid pursuant to the Takeovers Code.

No fractions of a cent will be payable and the amount of the consideration payable to an Independent Shareholder who accepts the Offer will be rounded up to the nearest cent.

Overseas Shareholders

The Offeror intends to make the Offer available to all the Independent Shareholders, including the Overseas Shareholders.

As the Offer to persons who are not residents in Hong Kong may be affected by the laws of the relevant jurisdiction in which they reside, the Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due from such accepting Overseas Shareholders in respect of such jurisdictions).

Any acceptance of the Offer by any Overseas Shareholder will be deemed to constitute a representation and warranty from such Overseas Shareholder to the Offeror that the local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt.

DEALING AND INTERESTS IN SECURITIES OF THE COMPANY

None of the Offeror and parties acting in concert with him had dealt for value in any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of such securities in the six months prior to 2 April 2026 and up to the date of this joint announcement, save for (i) the purchase of 123,000,000 Shares (the “**Initial Shares**”), representing approximately 19.84% of the issued share capital of the Company, at HK\$0.52 per Share on 30 March 2026 by the Offeror and (ii) the Acquisition by the Offeror.

In March 2026, the Offeror, through his broker, made enquiries with securities firms which, based on public CCASS records, held the largest shareholdings in the Company, to ascertain whether their respective clients were interested in disposing of their Shares. One of the securities firms responded and facilitated the sale and purchase of the Initial Shares. Among the Initial Shares, 93,000,000 Shares (representing 15% of the issued share capital of the Company) were purchased from Kyosei Technology Inc., a then substantial shareholder of the Company, which was executed on exchange. The remaining 30,000,000 Shares (representing approximately 4.84% of the issued share capital of the Company) were acquired in the off-market through block trades with two third party vendors. Subsequently, another securities firm approached the Offeror and facilitated the Acquisition of 84,000,000 Shares by the Offeror from the Selling Shareholder.

As at the date of this joint announcement,

- (a) save as disclosed in the section headed “Shareholding structure of the Company”, neither the Offeror nor any of the parties acting in concert with him owned or had control or direction over any voting rights or rights over any Shares or convertible securities, warrants, options of the Company or any other relevant securities (as defined in Note 4 of Rule 22 of the Takeovers Code) of the Company;
- (b) there are no outstanding derivatives in respect of securities in the Company, which are owned, controlled or directed by, or have been entered into by the Offeror or any of the parties acting in concert with him;
- (c) neither the Offeror nor parties acting in concert with him has received any irrevocable commitment to accept or reject the Offer;
- (d) save for the Facility Agreements and the Charges Over Account, there are no arrangements (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the Shares which might be material to the Offer;
- (e) there is no agreement or arrangement to which the Offeror (nor the parties acting in concert with him) is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer;
- (f) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror (or any of the parties acting in concert with him) has borrowed or lent;
- (g) there is no understanding, arrangement or agreement which constitutes a special deal (as defined under Rule 25 of the Takeovers Code) between the Offeror and parties acting in concert with him on one hand, and the Company, its subsidiaries or associated companies on the other hand;
- (h) there is no understanding, arrangement or agreement which constitutes a special deal (as defined under Rule 25 of the Takeovers Code) between any Shareholder, and (a) the Offeror and parties acting in concert with him; or (b) the Company, its subsidiaries or associated companies; and
- (i) save for the payment under the Acquisition, there is no other consideration in any form paid or payable by the Offeror or parties acting in concert with him to the Selling Shareholder under the Acquisition.

INFORMATION OF THE OFFEROR

The Offeror, aged 32, is the single largest Shareholder holding 207,000,000 Shares, representing approximately 33.39% of the issued share capital of the Company as at the date of this joint announcement. He is a businessman and has long been a passive investor in various businesses in the PRC and Hong Kong through brokerage firms and wholly-owned private investment companies in Hong Kong and the British Virgin Islands. His investment focus is primarily on listed securities, equity interests in information technology enterprises and certain high-quality or start-up enterprises as well as other financial and asset investments, utilising the financial support (including listed securities with an aggregate value of approximately HK\$190 million) received from his mother, who is a wealthy individual in the PRC, years ago. The Offeror confirms that, save for the aforesaid financial support from his mother, none of his investment capital was financed or provided, directly or indirectly, by way of loan or otherwise by any third party.

In November 2025, the Offeror became aware that the then controlling Shareholder of the Company had placed down its controlling stake in the Company to multiple placees, resulting in the absence of a single controlling Shareholder of the Company. He considered that this presented an opportunity to acquire a substantial shareholding interest in the Company and thereby possible to securing the control of the Company with a relatively low shareholding percentage interest. Since the Offeror has no relevant experience in the Company's current principal business, he does not intend to participate in the Board management or day-to-day management of the Group for the moment and thus intends to remain as a passive investor.

INFORMATION ON THE GROUP

The Company is a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the Main Board of the Stock Exchange. The Group is a contractor specialising in alteration and addition works and civil engineering works in Hong Kong and principally engaged in (i) provision of alteration and addition works which generally include new structural works, fitting-out works, changes in facilities configuration, constructing a new extension to existing building, conversion of an existing building to different types, fabrication, modification, removal, or installation of hardware and equipment; erection, relocation, or removal of partitions, doors, and windows; changes in type of finishes and flooring materials etc and (ii) provision of civil engineering works which generally include site formation and foundation works.

Set out below is the summary of the financial information of the Group for the financial years ended 31 March 2024 and 2025 as extracted from the annual report of the Company for the year ended 31 March 2025, and for the six months ended 30 September 2025 as extracted from the interim report of the Company for the six months ended 30 September 2025:

	For the year ended 31 March		For the six months ended 30 September
	2024	2025	2025
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)	(unaudited)
Revenue	229,916	88,375	28,606
Loss before income tax	(9,324)	(9,545)	(10,290)
Loss and total comprehensive expense for the year/period	(9,324)	(22,545)	(10,290)
	As at 31 March		As at 30 September
	2024	2025	2025
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)	(unaudited)
Net assets	187,096	164,551	154,261

Further financial information of the Group will be set out in the Composite Document to be despatched.

INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

It is the intention of the Offeror to continue the existing business of the Company and has no intention to put forward any major changes to the business of the Company after the close of the Offer.

The Offeror has no intention to discontinue any employment of the employees of the Company or to dispose of or re-allocate the Company's assets which are not in the ordinary and usual course of business of the Company.

NO PROPOSED CHANGE TO THE BOARD COMPOSITION OF THE COMPANY

As at the date of this joint announcement, the Board comprises Dr. Hiroshi Kaneko as executive Director; Mr. Wang Xueyan and Miss Song Ningning as non-executive Directors; and Mr. Jin Fan, Mr. Sung Ka Woon and Mr. Yiu To Wa as independent non-executive Directors.

The Offeror does not have any intention to nominate new Directors to the Board but may do so in the future. If the Offeror in the future wishes to nominate new Directors to the Board it shall be with effect from the earliest time permitted under the Takeovers Code. Further announcement(s) will be made by the Company in compliance with the requirements of the Listing Rules as and when there are changes in the composition of the Board.

MAINTAINING THE LISTING STATUS OF AND SUFFICIENT PUBLIC FLOAT OF THE COMPANY

The Stock Exchange has stated that if, at the close of the offer, less than the minimum prescribed percentage applicable to the listed issuer, being 25% of the issued shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

- (a) a false market exists or may exist in the trading of the Shares; or
- (b) that there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealings in the shares.

The Offeror intends the Company to remain listed on the Stock Exchange. The Offeror does not intend to avail itself of any powers of compulsory acquisition of any Shares outstanding after the close of the Offer. The Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares. The Offeror considers that the appropriate actions to be taken after the close of the Offer shall include placing down of sufficient number of accepted Offer Shares by the Offeror where appropriate. The Offeror and the Company will issue a further announcement as and when necessary in this regard.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document to be posted.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things, (i) the terms of the Offer (including the expected timetable); (ii) the letter from the Independent Board Committee in relation to the Offer; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer; and (iv) the relevant form(s) of acceptance, is required to be despatched to the Independent Shareholders within twenty-one (21) days of the date of this joint announcement (or such later date as the Executive may consent to).

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Independent Board Committee

Pursuant to Rule 2.1 and Rule 2.8 of the Takeovers Code, the Independent Board Committee comprising all non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Wang Xueyan, Miss Song Ningning, Mr. Jin Fan, Mr. Sung Ka Woon and Mr. Yiu To Wa, has been established to advise the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer.

Independent Financial Adviser

The Independent Financial Adviser will be appointed with the approval of the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of the Offer and, in particular, as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer. Further announcement(s) will be made by the Company upon the appointment of the Independent Financial Adviser. The advice of the Independent Financial Adviser and the recommendations of the Independent Board Committee will be included in the Composite Document to be despatched to the Shareholders.

DEALING DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, the respective associates of the Company and the Offeror (as defined under the Takeovers Code and including but not limited to any person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or the Offeror) are reminded to disclose their dealings in the relevant securities of the Company pursuant to the requirements of the Takeovers Code

The full text of Note 11 of Rule 22 of the Takeovers Code is reproduced below pursuant to Rule 3.8 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules.

However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING IN SHARES OF THE COMPANY

At the request of the Company, the trading of the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 8 April 2026 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of the trading of the Shares on the Stock Exchange with effect from 9:00 a.m. on 8 May 2026.

WARNING:

Shareholders and potential investors of the Company should note that the Offer is subject to the fulfilment of the Condition and the Offer may or may not become or be declared unconditional. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.

DEFINITIONS

In this joint announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Acquisition”	the acquisition of 84,000,000 Shares by the Offeror from the Selling Shareholder which was completed on 8 April 2026
“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“associate(s)”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors
“Business Day”	a day on which the Stock Exchange is open for the transaction of business
“Charges Over Account”	the Fortune Charge Over Account and the Quam Charge Over Account
“Closing Date”	the date to be stated in the Composite Document as the first closing date of the Offer, which is 21 calendar days after the posting of the Composite Document, or any subsequent closing date of the Offer in accordance with the Takeovers Code
“Company”	Rongzun International Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange with stock code: 1780
“Composite Document”	the composite offer and response document to be issued jointly by the Offeror and the Company to all the Shareholders in accordance with the Takeovers Code containing, amongst other things, the detailed terms of the Offer
“Condition”	condition of the Offer as set out in the section headed “Condition to the Offer” of this joint announcement
“Consideration”	the purchase price for the Acquisition (being HK\$43,680,000 in aggregate and HK\$0.52 per Share)

“Directors”	the director(s) of the Company
“Encumbrance(s)”	a mortgage, charge, pledge, lien, option, restriction, right of first refusal, right of pre-emption, third-party right or interest, other encumbrance or security interest of any kind, or another type of preferential arrangement (including, without limitation, a title transfer or retention arrangement) having similar effect
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate for the time being of the Executive Director
“Facilities”	the facilities of up to HK\$50 million and HK\$40 million granted by Fortune Origin Securities and Quam Securities respectively to the Offeror pursuant to the Facility Agreements for the purpose of financing the Offer
“Facility Agreements”	the Fortune Facility Agreement and the Quam Facility Agreement
“Fortune Charge Over Account”	the charge over account entered into between the Offeror as chargor and Fortune Origin Securities as the chargee dated 2 April 2026 (as amended and supplemented by the supplemental agreement dated 16 April 2026) whereby the Offeror has charged to Fortune Origin Securities the Fortune Charged Shares in a margin securities account maintained with Fortune Origin Securities from time to time
“Fortune Charged Shares”	all and any Offer Shares and the related rights acquired by the Offeror under the Offer utilising the funds made available by Fortune Origin Securities to the Offeror under the Fortune Facility Agreement (which, for the avoidance of doubt, exclude any Offer Shares acquired by the Offeror using his personal funds and/or other facility made available to the Offeror)
“Fortune Facility Agreement”	the facility agreement entered into between Fortune Origin Securities as lender and the Offeror as borrower dated 2 April 2026 (as amended and supplemented by the supplemental facility agreement dated 16 April 2026), pursuant to which a facility in the amount of up to HK\$50,000,000 was granted by Fortune Origin Securities in favour of the Offeror

“Form of Acceptance”	the form of acceptance and transfer of Share(s) in respect of the Offer accompanying the Composite Document
“Fortune Origin Securities”	Fortune Origin Securities Limited, a corporation licensed by the SFC to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO, being one of the agents making the Offer on behalf of the Offeror
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent committee of the Board, comprising Mr. Wang Xueyan, Miss Song Ningning, Mr. Jin Fan, Mr. Sung Ka Woon and Mr. Yiu To Wa, established for the purpose of making a recommendation to the Independent Shareholders as to whether the Offer is fair and reasonable and whether to accept the Offer
“Independent Financial Adviser”	the independent financial adviser to be appointed for the purpose of advising the Independent Board Committee and the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer
“Independent Shareholder(s)”	Shareholder(s) other than the Offeror and parties acting in concert with him
“Last Trading Day”	2 April 2026, being the last trading day of the Shares on the Stock Exchange before the publication of this joint announcement
“Lego Corporate Finance”	Lego Corporate Finance Limited, a corporation licensed by the SFC to conduct Type 6 (advising on corporate finance) regulated activity under the SFO, being the financial adviser to the Offeror in respect of the Offer

“Lego Securities”	Lego Securities Limited, a corporation licensed by the SFC to conduct Type 1 (dealing in securities) regulated activity under the SFO, being one of the agents making the Offer on behalf of the Offeror
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Offer”	the mandatory conditional cash offer to be made by Lego Securities and Fortune Origin Securities, on behalf of the Offeror, to acquire all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with him subject to the conditions summarised in this joint announcement and in accordance with the Takeovers Code
“Offer Period”	the period commencing from 7 May 2026, being the date of this joint announcement and ending on the date of the close or lapse of the Offer
“Offer Price”	HK\$0.52 per Offer Share payable by the Offeror to an Independent Shareholder accepting the Offer
“Offer Share(s)”	all issued Share(s) (other than those already owned or agreed to be acquired by Offeror and parties acting in concert with him)
“Offeror”	Mr. Yang Jingyao
“Overseas Shareholder(s)”	the Shareholder(s) whose names appear on the register of members of the Company with registered address(es) outside Hong Kong
“PRC”	the People’s Republic of China, for the purpose of this joint announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

“Quam Cash Deposit”	a cash sum of not less than HK\$30,000,000 deposited with Quam Securities
“Quam Charge Over Account”	the charge over account entered into between the Offeror as chargor and Quam Securities as the chargee dated 16 April 2026 (as amended and supplemented by the supplemental deed dated 6 May 2026) whereby the Offeror has charged to Quam Securities the Quam Charged Shares in a margin securities account maintained with Quam Securities from time to time
“Quam Charged Shares”	all and any Offer Shares and the related rights acquired by the Offeror under the Offer (i) first utilising the Quam Cash Deposit; and (ii) subsequently utilising the funds made available by Quam Securities to the Offeror under the Quam Facility Agreement (which, for the avoidance of doubt, exclude any Offer Shares acquired by the Offeror using his personal funds and/or the facility made available to the Offeror under the Fortune Facility Agreement)
“Quam Facility Agreement”	the facility agreement entered into between Quam Securities as lender and the Offeror as borrower dated 16 April 2026 (as amended and supplemented by the supplemental facility agreement dated 6 May 2026), pursuant to which a facility in the amount of up to HK\$40,000,000 was granted by Quam Securities in favour of the Offeror
“Quam Securities”	Quam Securities Limited, a corporation licensed by the SFC to conduct Type 1 (Dealing in Securities), Type 2 (Dealing in Futures Contracts), Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) regulated activities under the SFO
“Selling Shareholder”	Ms. Xia Liping
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the holder(s) of the Share(s)

“Shares”	the ordinary share(s) with par value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning as in Rule 1.01 of the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers published by the SFC and as amended from time to time
“%”	per cent

MR. YANG JINGYAO

By order of the Board
Rongzun International Holdings Group Limited
Dr. Hiroshi Kaneko
Executive Director and Chief Executive Officer

Hong Kong, 7 May 2026

The Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises Dr. Hiroshi Kaneko as executive Director; Mr. Wang Xueyan and Miss Song Ningning as non-executive Directors; and Mr. Jin Fan, Mr. Sung Ka Woon and Mr. Yiu To Wa as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Offeror and any parties acting in concert with him) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.