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CONFIDENCE INTELLIGENCE HOLDINGS LIMITED
信 懇 智 能 控 股 有 限 公 司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1967)

DISCLOSEABLE TRANSACTION
SUBSCRIPTION OF CLASS B SHARES OF OPC

SUBSCRIPTION AGREEMENT

The Board is pleased to announce that, on 15 May 2025, the Company and OPC entered into the Subscription Agreement, pursuant to which the Company agreed to subscribe for 2,000,000 Class B Shares issued by OPC for the purpose of investment in the Target Shares. The subscription price of the Class B Shares is US\$1 per Class B Share. The consideration for the Subscription shall be US\$2,000,000 (equivalent to approximately RMB14,420,000). The Company may redeem 2,000,000 Class B Shares and instruct OPC to dispose the Target Shares after the Lock-up Period by written notice.

INVESTMENT GUARANTEE AGREEMENT

On 15 May 2025, the Company, Mr. Wang and HKOPC entered into the Investment Guarantee Agreement in relation to the guarantee of the Guaranteed Amount.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Subscription exceed 5% but are less than 25%, the Subscription constitutes a discloseable transaction of the Company, and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

SUBSCRIPTION AGREEMENT

The Board is pleased to announce that, on 15 May 2025, the Company and OPC entered into the Subscription Agreement, pursuant to which the Company agreed to subscribe for 2,000,000 Class B Shares issued by OPC for the purpose of investment in the Target Shares, subject to Lock-Up Period. The subscription price of the Class B Shares is US\$1 per Class B Share. The consideration for the Subscription shall be of US\$2,000,000 (equivalent to approximately RMB14,420,000). The Company may redeem 2,000,000 Class B Shares and instruct OPC to dispose the Target Shares after the Lock-up Period by written notice.

PRINCIPAL TERMS OF THE SUBSCRIPTION AGREEMENT

The principal terms of the Subscription Agreement are summarized as below:

Date of Subscription Agreement	: 15 May 2025
Parties	: (1) the Company as the subscriber; and (2) OPC as the issuer.
Consideration	: US\$2,000,000 (equivalent to approximately RMB14,420,000) which shall pay to OPC within three Business Days after the signing of the Subscription Agreement
Number of Class B Shares issued and allotted by OPC	: 2,000,000 Class B Shares
Subscription price	: US\$1 per Class B Share
Use of proceeds	: Investment in the Target Shares
Condition	: Completion of the Subscription is conditional upon the investment in the Target Shares being completed on or before 16 May 2025. If the condition has not been satisfied or waived on or before 16 May 2025, the Subscription Agreement shall be automatically terminated with immediate effect, and OPC shall return the consideration of the Subscription within seven Business Days following the termination.
Lock-Up Period	: Three months after the date of listing of the Target Shares.

Guarantee : OPC will irrevocably and unconditionally guarantee the due payment to the Company of the Guaranteed Amount.

Guaranteed Amount on the day of redemption

= USD2,000,000 + (USD2,000,000 x days of investment, being the day of completion of Subscription to the day of redemption/365 x 12%)

Redemption : Upon redemption, the Cash Proceeds received by OPC shall be distributed to the Company in the following order of priority:

- (i) 100% of the Cash Proceeds shall be distributed to the Company until the Company has received an amount equal to the Guaranteed Amount;
- (ii) any remaining Cash Proceeds thereafter shall be distributed between the Company and HKOPC in equal shares (i.e., 50% to the Company and 50% to HKOPC).

Where OPC cannot make due the Guaranteed Amount, HKOPC and Mr. Wang will make due the shortfall on the Guaranteed Amount according to Investment Guarantee Agreement.

OPC shall pay the Company the Cash Proceeds two Business Days upon receipt of written notice from the Company.

Completion : The completion shall take place on the date of completion of the investment in the Target Shares (i.e. on or before 16 May 2025).

INVESTMENT GUARANTEE AGREEMENT

On 15 May 2025, the Company, Mr. Wang and HKOPC entered into the Investment Guarantee Agreement in relation to the Guaranteed Amount.

The principal terms of the Investment Guarantee Agreement are summarized as below:

Date of Investment Guarantee Agreement : 15 May 2025

Parties : (1) the Company
(2) Mr. Wang
(3) HKOPC

Scope of investment : US\$2,000,000 of Target Shares

Lock-up Period : 2,000,000 Class B Shares held by the Company and Target Shares are subject to a lock-up period of three months commencing from the date of listing of Target Shares on the Stock Exchange.

Only after the Lock-Up Period, the Company may dispose its Class B Shares or instruct OPC to dispose of the Target Shares which are acquired using the proceeds under the Subscription Agreement.

Guarantee : Upon expiration of the Lock-up Period, the Company may, by written notice to Mr. Wang and HKOPC, dispose of in full or partial of the Class B Shares to Mr. Wang and HKOPC at a price, which shall be the Guaranteed Amount where Mr. Wang and HKOPC shall pay the Company the Guaranteed Amount two Business Days upon receipt of the written notice.

Performance Fee : Upon full or partial redemption of the Class B Shares owned by the Company, the Company is willing to pay a performance fee to HKOPC if the actual rate of return on Target Shares exceeds the guaranteed annualized return of twelve percent (12%). The calculation of performance fee is set out in the following formula.

Performance Fee = 50% x (Actual Rate of Return – 12%) x Original investment amount on the Target Shares x Days of investment from completion of Subscription to receipt of written notice/365

The Subscription Agreement and the Investment Guarantee Agreement are inter-conditional.

INFORMATION OF THE GROUP

The Company is an investment holding company and its subsidiaries are principally engaged in (i) provision of electronic manufacturing service and (ii) sales of printed circuit board assembly and electronic components.

INFORMATION OF OPC, HKOPC AND MR. WANG

OPC, is a limited liability company incorporated in Hong Kong and is solely engaged in investment of the Target Shares.

OPC is owned as to 50% by Mr. GU Jiong Liang and 50% by Mr. CHAN Wang Wai Curby.

The unaudited financial information of OPC for the year ended 31 December 2024 is summarized as below.

	For the year ended 31 December 2024 <i>HK\$'000</i> (unaudited)
Loss before income tax	2
Loss after income tax	2

As at 31 December 2024, the unaudited net assets of OPC were approximately HK\$7,850.

HKOPC is a limited liability company incorporated in Hong Kong and is principally engaged in asset management and specialised in private equity and credit markets in the Asia-Pacific region. The management team of HKOPC comprises professionals from Hong Kong, Singapore, Shanghai, and Australia, leveraging their international expertise to serve both domestic Chinese and international investors for investment opportunities in China. HKOPC is owned as to 80% by Mr. Wu Beijun, 10% by Mr. Wang Shun and 10% by Ms Xiong Ying. HKOPC is the management company of OPC.

Mr. Wang is a Chinese citizen and is one of the directors and shareholders of HKOPC.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, as at the date of this announcement, Mr. Wang, OPC, HKOPC and their respective ultimate beneficial owners are Independent Third Parties.

REASONS AND BENEFITS FOR THE SUBSCRIPTION

The Subscription is primarily for investment purpose. The Subscription enables the Group to diversify its investment portfolio while securing a guaranteed minimum annualized return of 12%. This investment structure maintains the Group's working capital flexibility by avoiding long-term capital lockup, allowing efficient deployment of the Company's idle cash to enhance overall performance of the Group. The Directors consider that the terms of the Subscription Agreement and the Investment Guarantee Agreement are fair and reasonable and the Subscription is in the interests of the Company and the Shareholders as a whole.

The Subscription will be funded by the Company's internal resources.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Subscription exceed 5% but are less than 25%, the Subscription constitutes a discloseable transaction of the Company, and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

Terms or expressions used in this announcement shall, unless the context otherwise requires, have the meanings ascribed to them below:

“Business Day”	a day other than a Saturday or Sunday on which banks are open for commercial business in Hong Kong to the general public, provided that where as a result of a typhoon signal number 8 or above, black rainstorm warning or other similar event, the period during which banks in such jurisdiction are open on any day is reduced, such day shall not be a Business Day unless the parties agree otherwise
“Board”	the board of Directors
“Cash Proceeds”	the cash proceeds for redemption of 2,000,000 Class B Shares and from the disposal of the Target Shares
“Class B Shares”	the non-voting ordinary shares in the share capital of OPC
“Company”	Confidence Intelligence Holdings Limited (信懋智能控股有限公司), 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 (stock code: 1967)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules

“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guaranteed Amount”	a maximum of USD2,000,000, plus a guaranteed annualised return of 12%
“HKOPC”	Hong Kong Orange Peak Capital Group Co. Limited, a limited liability company incorporated in Hong Kong
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	person(s) who is(are) third party(ies) independent of the Company and its connected persons (as defined under the Listing Rules)
“OPC”	Orange Peak Capital SP7 Limited, a limited liability company incorporated in Hong Kong
“Investment Guarantee Agreement”	an agreement dated 15 May 2025 entered into between the Company, Mr. Wang and HKOPC in relation to the Guaranteed Amount
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Lock-up Period”	a period of three months commencing from the date of listing of Target Shares on the Stock Exchange
“Mr. Wang”	Mr. Wang Shun (王順), one of the directors and the shareholders of HKOPC
“PRC”	the People’s Republic of China, which, for the purpose of this announcement, does not include Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Reminbi, the lawful currency of People’s Republic of China
“Share(s)”	ordinary share(s) of the Company
“Shareholders”	holders of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscription”	the subscription pursuant to the Subscription Agreement
“Subscription Agreement”	a subscription agreement dated 15 May 2025 entered into between the Company and OPC for the subscription of 2,000,000 Class B Shares
“Target Company”	a biotech company to be listed on the Stock Exchange
“Target Shares”	the shares of the Target Company
“US\$”	U.S. dollars, the lawful currency of the United States of America
%	per cent

By order of the Board
Confidence Intelligence Holdings Limited
Li Hao
Chairman

Hong Kong, 15 May 2025

As at the date of this notice, the executive Directors are Mr. Li Hao, Mr. Zhang Bizhong, Mr. Xu Shizhen, Ms. Li Biqiong and Mr. Hao Xiangjun, and the independent non-executive Directors are Mr. Chow Kit Ting, Ms. Mu Lingxia and Mr. Huang Jianfei.