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**Renco Holdings Group Limited**  
**融科控股集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2323)**

**INSIDE INFORMATION**

**WINDING-UP PETITION**

This announcement is made by Renco Holdings Group Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) pursuant to Rules 13.09, 13.19 and 13.25(1)(b) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated 25 March 2025 and 3 April 2025 in relation to, among other things, the 2019 Demand Letters and the Statutory Demand (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

On 23 April 2025, a winding-up petition (the “**Petition**”) was filed by the legal representatives of Tian Yuan with the Court of First Instance of the High Court of Hong Kong (the “**High Court**”) for the winding-up of the Company under the provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Companies (WUMP) Ordinance**”) under Companies Winding-up Proceedings No. 235 of 2025, in relation to an alleged unpaid amount of HK\$681,511,634.88, comprising the outstanding principal amount of HK\$660,000,000.00, accrued interest in the amount of HK\$267,605,479.45, default interest in the amount of HK\$25,745,424.66 less a set-off in the amount of HK\$271,839,269.20, pursuant to the 2019 Loan Agreement and the 2019 Guarantee. The first hearing of the Petition will be held on 25 June 2025.

## **EFFECT OF THE PETITION UNDER APPLICABLE LAWS AND REGULATIONS**

Pursuant to section 182 of the Companies (WUMP) Ordinance, in a winding-up by the court, any disposal of property of the company (including things in action), and any transfer of shares, or alteration in the status of the members of the company, made after the commencement of the winding-up, shall, unless the court otherwise orders, be void.

The Company wishes to remind its shareholders and potential investors of the risk that the shares of the Company (the “**Shares**”), may be restricted as the deposits of the Shares into Central Clearing and Settlement System (“**CCASS**”), may be suspended due to the Petition.

Pursuant to the circular dated 28 December 2016 published by the Hong Kong Securities Clearing Company Limited (“**HKSCC**”) (ref no. CD/DNS/CCASS/332/2016): (a) the transfer of the Shares made after the Petition, which has been presented, may be void without a validation order from the High Court under the laws and regulations applicable to the Company; and (b) HKSCC may at any time, and without notice exercise its powers under the General Rule of CCASS, to temporarily suspend any of its services in respect of the Shares, which may include the suspension of acceptance of deposits of share certificates of the Company into the CCASS; and the share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominee Limited’s name will also be returned to participants who conduct shares transfer through HKSCC (the “**Participant(s)**”) and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account accordingly. These measures would generally cease to apply from the date when the Petition has been struck-out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the relevant court. The Petition was filed in the High Court only as an application for the winding-up of the Company and as at the date of this announcement, no winding up order has been granted by the High Court to wind up the Company.

## **FURTHER ACTION TO BE TAKEN BY THE COMPANY**

In view of the above, the Company is in the course of seeking legal advice for determining the possible actions in respect of the Petition to protect the interests of the Company and its shareholders as a whole. In view of the impact of the possible winding-up order on the transfer of shares, the Company is also in the course of seeking advice from its legal advisers for the feasibility and necessity of possible application to the High Court for a validation order. Shareholders are reminded that there is no guarantee that the Company would apply for the validation order, or if applied, any validation order would be granted by the High Court. In the event where a validation order is not granted but the winding up order is not dismissed or permanently stayed, all transfers of Shares, made after the commencement of the winding-up, shall be void.

The Company will make further announcement in relation to the application of the validation order and the Petition as and when appropriate and in accordance with the Listing Rules.

## **IMPACT OF THE PETITION TO THE COMPANY**

As at the date of this announcement, to the best of the Directors’ knowledge, information and belief, the Petition has no material impact to the business operation and financial position of the Group.

The Company will make further announcement(s) to keep its shareholders and investors informed of any significant developments in relation to the Petition as and when appropriate.

**Shareholders should note that the Company does not warrant that a validation order will be granted by the High Court and that any application made by the Company for a validation order may or may not be successful. In addition, any validation order granted by the High Court may also be subject to conditions. Shareholders and other investors of the Company are advised to exercise caution when dealing in the securities of the Company and are recommended to consult their professional advisers if they are in any doubt about their position and actions that they should take.**

By Order of the Board  
**Renco Holdings Group Limited**  
**Leung Yiu Cho**  
*Company Secretary*

Hong Kong, 24 April 2025

*As at the date of this announcement, the Board comprises Mr. Li Yongjun (chairman of the Board), Ms. Xing Mengwei and Mr. Liu Chuan being executive Directors; and Mr. Lau Fai Lawrence, Mr. Mak Kwok Kei and Mr. Xu Xinwei being independent non-executive Directors.*