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**RONGTA**

**Rongta Technology (Xiamen) Group Co., Ltd.**

**容大合眾(廈門)科技集團股份公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 9881)**

## **POSSIBLE DISCLOSEABLE TRANSACTION LETTER OF INTENT**

The Board is pleased to announce that on 19 December 2025 (after trading hours), the Letter of Intent has been entered into by and among the Company, the Vendors, the Target Company and Shenzhen Jinruisheng. Pursuant to the Letter of Intent, the Company intends to acquire the Sale Shares from the Vendors for the Consideration of not more than RMB65 million (subject to the adjustments to be agreed in the Formal Sale and Purchase Agreement).

Subject to the satisfaction (or waiver) of certain conditions precedent and further negotiations between the Vendors and the Company on the terms of the Formal Sale and Purchase Agreement, the Vendors and the Company would enter into the Formal Sale and Purchase Agreement. Should the Formal Sale and Purchase Agreement be entered into, the Company will issue further announcement in accordance with the requirements under the Listing Rules.

On the basis that the Formal Sale and Purchase Agreement is entered into with the amount of Consideration remains unchanged, certain applicable percentage ratios in respect of the Possible Acquisition under Chapter 14 of the Listing Rules exceed 5% but are less than 25%, the Possible Acquisition would then constitute a discloseable transaction (as defined under the Listing Rules) for the Company and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

**As the Possible Acquisition is subject to, inter alia, the signing of the Formal Sale and Purchase Agreement, the Possible Acquisition may or may not proceed. Shareholders and prospective investors of the Company are advised to take caution in dealing in the shares of the Company.**

The Board is pleased to announce that on 19 December 2025 (after trading hours), the Letter of Intent has been entered into between by and among the Company, the Vendors, the Target Company and Shenzhen Jinruisheng. Pursuant to the Letter of Intent, the Company intends to acquire the Sale Shares from the Vendors for the Consideration of not more than RMB65 million (subject to the adjustments to be agreed in the Formal Sale and Purchase Agreement).

## THE LETTER OF INTENT

The Letter of Intent sets forth the understanding and certain preliminary terms in relation to the transactions contemplated under the Formal Sale and Purchase Agreement. The principal terms of the Letter of Intent, are set forth below:

Date : 19 December 2025

Parties : (a) The Vendors;  
(b) The Company;  
(c) The Target Company; and  
(d) Shenzhen Jinruisheng.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquires and based on the information provided by the Vendors, the Target Company and Shenzhen Jinruisheng, each of the Vendors, the Target Company and Shenzhen Jinruisheng and their ultimate beneficial owners are Independent Third Parties.

Subject matter : The Sale Shares, representing 100% of the issued share capital of the Target Company.

As at the date of this announcement, the Target Company holds 100% equity interest in Guangdong Yanke. Pursuant to the Letter of Intent, the entire equity interest of Shenzhen Jinruisheng (which is held by Mr. Li Yan, one of the Vendors, as at the date of this announcement) shall be transferred to the Target Company prior to the execution of the Formal Sale and Purchase Agreement (the "**Shenzhen Jinruisheng Transfer**").

Consideration : The Consideration for the Possible Acquisition is tentatively determined to be not more than RMB65 million. The preliminary proposed Consideration of not more than RMB65 million has been determined after arm's length negotiations between the Vendors and the Company with reference to (i) the net asset value of the Target Company as at 31 October 2025 of approximately RMB40 million; and (ii) the benefits as described under the paragraph headed "Reasons for the Possible Acquisition" in this announcement.

- Conditions precedent : The execution of the Formal Sale and Purchase Agreement is subject to the satisfaction (or waiver) of the following conditions precedent:
1. The Vendors shall, by 15 January 2026, complete all procedures for the registration of transfer of 100% equity of Shenzhen Jinruisheng to the Target Company, making Shenzhen Jinruisheng a wholly-owned subsidiary of the Target Company.
  2. The Company having completed due diligence on the Target Group and is satisfied that there are no significant defects in the Target Group and the Sale Shares. By that time, all parties to the Letter of Intent shall reach a consensus on relevant matters and solutions, as well as the final plan for the Possible Acquisition, based on the Company's due diligence results.
  3. All parties having obtained the necessary approval documents or certifications from the competent authorities (if required) in accordance with laws, regulations, and normative documents related to securities regulation, information disclosure, and other aspects, as well as the regulatory requirements of the China Securities Regulatory Commission, stock exchanges, industry regulatory bodies, and state-owned asset management departments.
  4. All parties having completed their internal approval procedures for the Possible Acquisition in accordance with their applicable laws, regulations, rules, and articles of association, and having obtained the necessary authorizations and approvals.
  5. As of the date of satisfaction of all conditions precedent, the Target Group has managed its business in a normal and historical manner, with no events occurring that would significantly adversely affect the overall valuation of the Target Company, including but not limited to aspects such as the Target Company's operations, financial condition, and equity structure (except for those previously agreed upon by the parties to the transaction).
  6. Other conditions reasonably proposed by the Company based on the due diligence findings.
  7. Other conditions added based on the due diligence findings that are commercially reasonable.

**Exclusivity Period** : During the period of six months from the date of the Letter of Intent, the Vendors and the Target Company shall not, nor shall they agree or authorize any of their affiliates, employees, agents, or representatives to directly or indirectly invite or accept any proposals regarding the sale, merger, acquisition, or other disposal or investment in the Target Company or its business from any party other than the Company and its affiliated companies. They are also prohibited from discussing or negotiating such proposals or providing any due diligence materials or information related to these proposals. Furthermore, they cannot sign or enter into any contracts or arrangements concerning such proposals, including any letters of intent or similar documents, whether or not legally binding.

## **INFORMATION OF THE VENDORS AND THE TARGET GROUP**

Based on the information provided by the Vendors as of the date of this announcement, the Target Company is a company incorporated in the PRC with limited liability, and the Target Company holds the entire equity interest in Guangdong Yanke. The Target Company and Guangdong Yanke are principally engaged in the research and development and production of printing equipment.

As at the date of this announcement, Shenzhen Jinruisheng is wholly-owned by Mr. Li Yan (李焰). Following the completion of the Shenzhen Jinruisheng Transfer, the Target Company will hold the entire equity interest of Shenzhen Jinruisheng, a company principally engaged in the sales of printing equipment.

As at the date of this announcement, the Target Company is wholly-owned by the Vendors, as to 64.87%, 13.75%, 11.45% and 9.93% by Mr. Li Yan (李焰), Mr. Cui Changsheng (崔長盛), Ms. Cui Hongwei (崔宏偉) and Mr. Zhao Zilong (趙子龍) respectively.

The Vendors have yet to provide financial information on the Target Company, Guangdong Yanke and Shenzhen Jinruisheng as of the date of this announcement. Under the Letter of Intent, the Vendor will provide, among others, financial information on the Target Group as part of the due diligence documents. The Company will make further announcement on the financial position of the Target Group upon the signing of the Formal Sale and Purchase Agreement.

## **INFORMATION OF THE GROUP**

The Group is an Automatic Identification and Data Capture (AIDC) devices and solutions provider with a global sales network, dedicated to the design, research and development, manufacturing and marketing of printing equipment, scales, point of sale (POS) terminals and personal digital assistants (PDAs).

## **REASONS FOR AND BENEFIT OF THE POSSIBLE ACQUISITION**

Upon completion of the Possible Acquisition, the Company will effectively integrate the advantageous resources of the Target Company in the embedded systems and module fields. The Target Company has maintained a leading position in the Chinese market for a long time, boasting a high market share and a good brand reputation. Currently, the Group has not yet undertaken large-scale operations in this product line. Through this merger and acquisition, the Company will quickly complement its embedded and module product lines, further enhancing the completeness of its overall product matrix and its market competitiveness. The Possible Acquisition, if proceed, will not be financed by the proceeds from the initial public offering.

## **GENERAL INFORMATION AND LISTING RULES IMPLICATIONS**

Subject to the satisfaction (or waiver) of certain conditions precedent and further negotiations between the Vendors and the Company on the terms of the Formal Sale and Purchase Agreement, the Vendors and the Company would enter into the Formal Sale and Purchase Agreement. Should the Formal Sale and Purchase Agreement be entered into, the Company will issue further announcement in accordance with the requirements under the Listing Rules.

On the basis that the Formal Sale and Purchase Agreement is entered into with the amount of Consideration remains unchanged, certain applicable percentage ratios in respect of the Possible Acquisition under Chapter 14 of the Listing Rules exceed 5% but are less than 25%, the Possible Acquisition would then constitute a discloseable transaction and share transaction (as defined under the Listing Rules) for the Company and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

**As the Possible Acquisition is subject to, inter alia, the signing of the Formal Sale and Purchase Agreement, the Possible Acquisition may or may not proceed. Shareholders and prospective investors of the Company are advised to take caution in dealing in the shares of the Company.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors;
“Company”	Rongta Technology (Xiamen) Group Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Stock Exchange (Stock code: 9881);
“Consideration”	the amount of consideration for the Possible Acquisition, being not more than RMB65 million (subject to the adjustments to be agreed in the Formal Sale and Purchase Agreement);
“Director(s)”	the director(s) of the Company;
“Formal Sale and Purchase Agreement”	the formal sale and purchase agreement that may be entered into between the Vendors and the Company in respect of the Possible Acquisition;
“Group”	the Company and its subsidiaries;
“Guangdong Yanke”	Guangdong Yanke Intelligent Equipment Co., Ltd. (廣東研科智能設備有限公司), a company established in the PRC with limited liability;
“H Share(s)”	overseas-listed foreign share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Stock Exchange;
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC;
“Independent Third Parties”	third parties independent of the Company and its connected persons (as defined in the Listing Rules);
“Letter of Intent”	the letter of intent dated 19 December 2025 entered into between the Vendors and the Company in respect of the Possible Acquisition;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;

“PRC”	The People’s Republic of China, for the purpose of this announcement, excluding Taiwan, The Macau Special Administrative Region of the PRC and Hong Kong;
“Possible Acquisition”	the possible acquisition of the Sale Shares from the Vendors by the Company pursuant to the terms and conditions of the Formal Sale and Purchase Agreement;
“Sale Shares”	the entire issued share capital of the Target Company;
“Share(s)”	ordinary share(s) in the issued share capital of the Company, with a nominal value of RMB1.00 each;
“Shareholder(s)”	the shareholder(s) of the Company;
“Shenzhen Jinruisheng”	Shenzhen Jinruisheng Technology Development Co., Ltd. (深圳市錦瑞勝科技開發有限公司);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Target Company”	Shenzhen Yanke Digital Co., Ltd. (深圳市研科數碼有限公司), a company established in the PRC with limited liabilities;
“Target Group”	the Target Company, Guangdong Yanke and Shenzhen Jinruisheng;
“Vendors”	Mr. Li Yan (李焰), Mr. Cui Changsheng (崔長盛), Ms. Cui Hongwei (崔宏偉) and Mr. Zhao Zilong (趙子龍);
“%”	percentage.

By order of the Board  
**Rongta Technology (Xiamen) Group Co., Ltd.**  
**Xu Kaiming**  
*Chairman and Executive Director*

PRC, 19 December 2025

*As at the date of this announcement, the executive directors of the Company are Mr. Xu Kaiming, Mr. Xu Kaihe and Ms. Lin Yanqin, and the independent non-executive directors of the Company are Dr. Lim Kim Huat, Dr. Yu Xiaoou, and Dr. Huang Liqin.*