DISCLOSEABLE TRANSACTION –
PROVISION OF FINANCIAL ASSISTANCE TO AN AFFILIATED COMPANY

THE SUPPLEMENTAL FINANCIAL ASSISTANCE AGREEMENT

The Board is pleased to announce that on 19 December 2025 (after trading hours of the Stock

In addition, pursuant to Rules 13.13 and 13.16 of the Listing Rules, a general disclosure obligation arises where the relevant advances to an entity by the Group or the financial assistance to affiliated companies of the Group exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules. As the Financial Assistance constitutes advances to an entity and/or financial assistances to affiliated company of the Group and the asset ratio (as defined in the Listing Rules) for the Financial Assistance Agreement exceeds 8%, the Supplemental Financial Assistance Agreement is subject to the general disclosure obligation pursuant to Rules 13.13, 13.15 and 13.16 of the Listing Rules.

BACKGROUND

Reference is made to the announcements of the Company dated 23 September 2022 and 28 September 2023.

On 29 July 2022, Sheng Long and NDIG established a joint venture NBGF in the PRC to provide differentiated digital financial solutions for the industrial ecosystem participants including NDIG, to assist in addressing supply chain challenges faced by SMEs and vigorously promote supply chain digital technology services. The registered capital of NBGF is currently RMB500 million, of which NDIG and Sheng Long contributed 65% and 35% in cash, respectively. Pursuant to the joint venture agreement entered into by both parties in June 2022, Sheng Long and NDIG agreed to jointly provide financing support to NBGF in proportion to their respective shareholding interest in NBGF.

On 28 September 2023, Sheng Long and NDIG entered into a share subscription agreement (the "**Share Subscription Agreement**") pursuant to which both parties agreed to subscribe the newly issued shares of NBGF in proportion of their initial shareholding interest in NBGF. After the completion of the Share

Term of the Financial Assistance:	From the date of the Supplemental Financial Assistance Agreement to 31 December 2027.
Financial Assistance A:	Sheng Long shall provide unsecured guarantees as security for the debt financing of NBGF in proportion to its shareholding interest in NBGF, in which SY Factoring shall provide joint and several guarantees. The SY Group will not charge any fee on NBGF in relation to the Financial Assistance A.
Financial Assistance B:	Sheng Long shall provide unsecured shareholder loans jointly with NDIG to NBGF in proportion to their respective shareholding interest in NBGF, the interest rate of which shall not exceed the LPR of the corresponding maturity term.
Size limit:	The aggregated maximum amount of the Financial Assistance shall not exceed RMB2.1 billion subject to compliance with the relevant regulatory requirement.
Utilisation:	The amount of Financial Assistance A corresponding to the principal balance of debt financing actually used shall not exceed RMB1,575 million per month during the relevant term.

The size limit and interest rate of the Financial Assistance was determined by the parties based on arm's length negotiation by considering, among other things, (i) the growing funding needs of NBGF; (ii) the original terms of the Previous Financial Assistance Agreement; (iii) the credit rating and repayment track record of NBGF; and (iv) the fact that the Group will benefit as a shareholder from NBGF's growing business scale and business income.

As at the Latest Practicable Date, approximately RMB868.8 million of the Financial Assistance has been utilised by NBGF, RMB816.3 million of which constitutes guarantees as security for banking facilities utilised by NBGF, and an interest income of approximately RMB5.0 million has been derived from the Financial Assistance in the past 12 months. The Financial Assistance by the Group is financed by its internal resources and/or external borrowings. The principal amount and interest income derived from the Financial Assistance B provided by the Group would be repaid to the designated bank account of the Group via bank remittance.

REASONS FOR THE ENTRY OF THE SUPPLEMENTAL FINANCIAL ASSISTANCE AGREEMENT

The Group is a data-intelligent technology company specializing in "AI + Industrial Supply Chain". While deeply rooted in national pillar industries such as infrastructure, pharmaceuticals, and commodities, the Group is also actively expanding into strategic emerging sectors such as e-commerce, robotics, and artificial intelligence ("**AI**") applications. Through its self-developed, AI-driven industrial intelligence platform "SY Cloud Platform", the Group empowers SMEs by addressing their order fulfillment and working capital needs for supply chain operations, facilitating their growth and operational efficiency.

The development of the associate companies is a crucial part of the Group's platform-based strategy, facilitating business expansion and revenue growth through resource integration. Backed by NDIG's strong industrial background and the Group's supply chain technology platform service capabilities, NBGF achieved robust growth and encouraging results by adopting advanced AI-driven digital technology and a smart risk management system to provide differentiated digital financial solutions for NDIG's ecosystem, to help solve the supply chain difficulties faced by SMEs and vigorously promote supply chain digital technology services.

The Directors believe that the increment of financial assistance to be provided together with the

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings.

"affiliated company"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors of the Company
"Company"	SY Holdings Group Limited 盛業控股集團有限公司, an exempted company duly incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Stock Exchange (stock code: 6069)
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	the independent third party(ies) who is/are, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, independent of and not connected with the Company and the connected person(s) (as defined in the Listing Rules) of the Company
"Latest Practicable Date"	18 December 2025, being the latest practicable date prior to the release of this announcement for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"LPR"	the Loan Prime Rate published by the People's Bank of China* 中國人民銀行 from time to time
"NBGF"	Ningbo Guofu Commercial Factoring Co., Ltd* 寧波國富商業保理有限公司, a company established in the PRC with limited liability and it is principally engaged in the business of, among other things, the provision of commercial factoring. NBGF is owned as to 65% by NDIG and 35% by Sheng Long and is an affiliated company of the Company

"NDIG"	Ningbo Development & Investment Group Co., Ltd.* 寧波開發投資集團有限公司, a company established in the PRC with limited liability and it is principally engaged in the business of, among other things, project investment, asset management, real estate development and property management. NDIG is the holding company of NBGF. Both NDIG and its ultimate beneficial owner, State-owned Assets Supervision and Administration Commission of Ningbo Municipal Government* 寧