Raffles Interior Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1376)

INSIDE INFORMATION
RECEIPT OF COMPLAINT LETTER
ALLEGED SPECIAL DEAL BETWEEN ZHENG NENGHUAN AND A POTENTIAL SUBSTANTIAL SHAREHOLDER OF THE COMPANY
ALLEGED FAILURE TO DISCLOSE SHAREHOLDING INTEREST BY THE POTENTIAL SUBSTANTIAL SHAREHOLDER OF THE COMPANY

Reference is made to the announcement of Raffles Interior Limited (the "**Company**") on 16 February 2026 (the "**Announcement on Zheng Nenghuan's Integrity Concerns**"). Unless otherwise defined herein, capitalized terms used in this announcement are defined in the Announcement on Zheng Nenghuan's Integrity Concerns. This announcement is made by the Board pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on the Stock Exchange and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The Board wishes to inform the shareholders of the Company ("**Shareholders**") that it has received a letter of complaint from an anonymous complainant on 16 April 2026 ("**Complaint Letter**") addressed to, among others, The Stock Exchange of Hong Kong Limited, the Securities & Futures Commission of Hong Kong and the Company. The headline of the Complaint Letter is "Zheng Nenghuan and other shareholders suspected of violating Rule 25 of the Codes on Takeovers and Mergers and Share Buy-backs and Part XV of the Securities and Futures Ordinance regarding Disclosure of Interests" which sets out, among others, further allegations against Mr. Zheng Nenghuan ("**Mr. Zheng**") and a potential substantial shareholder of the Company, Mr. Cao Chengpeng (曹成鵬先生) ("**Mr. Cao**"), as further summarized below.

Allegations against Mr. Cao with respect to suspected breach of Part XV of the Securities and Futures Ordinance regarding Disclosure of Interests as a potential substantial shareholder of the Company

The Complaint Letter sets out several allegations against Mr. Cao, including:

1. Mr. Cao, as the ultimate beneficial owner of Union Expert Investment Holding Limited, was disclosed as holding long positions in approximately 9.30% of the Company's shares according to public disclosure of interest filings at the material time ("**Mr. Cao's Disclosure of Interest Filings**");

2. Mr. Cao was also an associate of and/or can otherwise control the exercise of voting interests of and/or had been acting in concert with at least three other shareholders of the Company ("**Suspected Concert Parties**"). The Suspected Concert Parties identified in the Complaint Letter were interested in approximately 4.90%, 4.80% and 4.50% of the Company's shares, respectively; and

3. Mr. Cao along with his concert parties, can control the exercise of well over the 9.30% voting interests in the Company, contrary to Mr. Cao's Disclosure of Interest Filing at the material time.

The Complaint Letter made reference to the following, which the Company is still in the process of verifying as at the date of this announcement:

1. certain legal document(s) containing Mr. Cao's declaration that his holding in the Company was approximately 20%;

2. evidence that one of the three Suspected Concert Parties share the same residential address as Mr. Cao's daughter, and that such person had purchased shares of the Company from Mr. Cao's daughter; and

3. evidence showing the other two of the Suspected Concert Parties were connected to/associates of Mr. Cao.

Allegations against Mr. Zheng with respect to suspected breach of Rule 25 of the Takeovers Code regarding "Special Deals with Favourable Conditions" with shareholders of the Company

The Complaint Letter sets out further allegations against Mr. Zheng's potential breach of Rule 25 of the Codes on Takeovers and Mergers and Share Buy-backs ("**Takeovers Code**"), including:

1. Mr. Zheng was an offeror (defined under the Takeovers Code) in a mandatory general offer, and the offer period ended in October 2025. According to Rule 25 of the Takeovers Code, Mr. Zheng shall not, for 6 months after the close of such offer, make any arrangements with other shareholders or enter into arrangements to purchase or sell securities of the Company as an offeree company if such arrangements have favourable conditions which are not to be extended to all shareholders of the Company;

2. Mr. Zheng is suspected of having both the intentions of and has implemented steps to conduct a special deal with Mr. Cao;

3. With Mr. Cao's apparent independence from Mr. Zheng, Mr. Zheng can use the voting powers of Mr. Cao to manipulate the shareholders meeting, including entering into and implementing the Acquisition and for any connected party transactions where Mr. Zheng would be required as a connected person to abstain from voting;

4. Mr. Zheng's fundamental motivation for pushing forward the Acquisition was to use the Company as a vehicle to purchase the Target Assets (which Mr. Zheng owns) at a significant premium to its market price for his personal gains. However, such Acquisition not only involve serious valuation issues, but is also suspected to have violated PRC foreign exchange regulations as it represents a transfer of China domestic assets that may not have completed the requisite registration with PRC government authorities and that such actions may have an adverse implication against the Company; and

5. Mr. Zheng has agreed to provide certain favourable returns to Mr. Cao.

The Complaint Letter also made reference to certain document which purportedly states that Mr. Cao requested for "a reasonable return for his shareholding in the Company". The Company is still in the process of identifying or obtaining relevant documentary evidence.

Actions taken by the Company upon receipt of the Complaint Letter

The following are the enquiries and actions taken by the Company following its receipt of the Complaint Letter:

(1) the Company reached out to seek clarification and verification from Mr. Zheng regarding the various claims and allegations contained in the Complaint Letter. The Company also requested Mr. Zheng to issue a signed letter to rebut all the allegations contained in the Complaint Letter and/or to confirm in writing that he has not entered into any form of arrangement with any shareholders of the Company. In Mr. Zheng's reply, he categorically denied all allegations stated in the Complaint Letter and has reserved all his rights in his response. The Company asked for Mr. Zheng's relationship and alleged collusion arrangement with Mr. Cao, to which Mr. Zheng has also denied. However, Mr. Zheng has refused to issue a signed confirmation that he has not entered into any form of arrangement with any shareholders of the Company;

(2) the Company has taken steps to enquire, with a view of obtaining, all the documents identified in the Complaint Letter. As at the date of this announcement, the Company is unable to retrieve any copy of the documents quoted in the Complaint Letter;

(3) the Company notices that Mr. Zheng is in continuous breach of his statutory duty to make accurate and up-to-date disclosure of interest filings pursuant to Part XV of the Securities and Futures Ordinance according to information obtained from the Stock Exchange's designated online platform on disclosure of interests as at the date of this announcement. Directors have strict liability on disclosure of interests under Part XV of the Securities and Futures Ordinance and failure to make accurate disclosure within the specified time limit constitutes a criminal offence carrying a maximum prison sentence of 2 years, among others. Despite numerous warning signs, Mr. Zheng has still not taken steps to rectify this issue. The Company is gravely concerned by Mr. Zheng's failure to rectify his numerous breaches of rules, law and corporate governance requirements; and

(4) the Company also notices that Union Expert Investment Holding Limited filed a disclosure of interest form on 16 March 2026. Such form shows that Union Expert Investment Holding Limited had sold via an off-market private transaction its entire direct shareholding interest of 93,000,000 shares of the Company at HK$0.2709 per share, representing a significant premium over the closing market price of HK$0.14 on 16 March 2026.

Notwithstanding the purported documentary evidence described or quoted in the Complaint Letter, and the questionable transaction(s) identified through reviewing disclosure of interest filings as described above, the Company is not in a proper position to comment or confirm the accuracy of the allegations under the Complaint Letter without further investigation, much of which would be dependent on Mr. Zheng's cooperation. The issues raised in the Complaint Letter will be further added to the scope of the independent investigation of the independent board committee ("**Independent Board Committe**e") established on 10 December 2025 and approved and ratified by the Board on 15 December 2025.

The Company wishes to reiterate that, as disclosed in the Company's previous announcements, Mr. Zheng has not properly cooperated with the investigation conducted by the Independent Board Committee. Mr. Zheng has not provided substantive and necessary information and documentation requested to facilitate a proper and comprehensive review of various serious matters involving Mr. Zheng.

The Independent Board Committee, with the assistance of its external legal advisors, will continue to pursue its investigation independently and impartially. The Independent Board Committee will report its further findings and recommendations to the Board in due course.

The Company will publish further announcement(s) to inform its Shareholders and potential investors any material developments in connection with the above matter as and when appropriate.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Raffles Interior Limited
Wong Heung Ming Henry
Acting Chairman of the Board and
Independent non-executive Director

Hong Kong, 29 April 2026

As at the date of this announcement, the executive directors of the Company are Mr. Ding Hing Hui and Ms. Loke Pui San and Mr. Zheng Nenghuan (duties suspended); and the independent non-executive directors of the Company are Mr. Wong Heung Ming Henry, Mr. Chan Chi Keung, Alan and Mr. Cheung Garnok.