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RELIANCE GLOBAL HOLDINGS LIMITED

信保環球控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 723)

**(1) PROPOSED CAPITAL REORGANISATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
(3) ADJUSTMENT TO THE CONVERSION OF THE CPS;
AND
(4) PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS**

PROPOSED CAPITAL REORGANISATION

The Company proposes to implement the Capital Reorganisation which will involve the following:

- (a) the Share Consolidation whereby every ten (10) issued Existing Shares will be consolidated into one (1) Consolidated Share. As at the date of this announcement, there are 10,938,415,181 Existing Shares in issue which are fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming no further Existing Shares will be issued or repurchased from the date of this announcement up to and including the effective date of the Share Consolidation, there will be 1,093,841,518 Consolidated Shares in issue immediately, excluding any fractional Shares. The Consolidated Shares will rank *pari passu* in all respects with each other;
- (b) subject to and upon the Share Consolidation becoming effective, the Capital Reduction whereby (a) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation will be cancelled; and (b) the par value of each issued Consolidated Share will be reduced from HK\$0.10 to HK\$0.01 each by cancelling the paid-up share capital of the Company to the extent of HK\$0.09 on each of the then issued Consolidated Shares; and

* For identification purpose only

- (c) the transfer of the credit arising from the Capital Reduction to the contributed surplus account of the Company.

WARNING: Shareholders and potential investors of the Company should note that the credit arising in the accounts of the Company from the Capital Reduction will be subject to change depending on the number of the Existing Shares in issue immediately prior to the Capital Reduction becoming effective.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot of 60,000 Existing Shares. Conditional upon the Capital Reorganisation becoming effective, the Board proposes to change the board lot size for trading on the Stock Exchange from 60,000 Existing Shares to 30,000 New Shares.

ADJUSTMENT TO THE CONVERSION OF THE CPS

Pursuant to the terms and conditions of the CPS, the conversion ratio shall be subject to adjustment upon the occurrence of, among others, consolidation or sub-division of Shares. Accordingly, subject to the Capital Reorganisation becoming effective, the Capital Reorganisation gave rise to the adjustment to the maximum number of New Shares that will be issued upon conversion.

PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

The Board proposes to amend the existing Bye-laws in order to bring the Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023.

GENERAL

The AGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Capital Reorganisation and the Amendments of Bye-laws. No Shareholders are required to abstain from voting on the resolution in relation to the Capital Reorganisation and the Amendments of Bye-laws to be proposed at the AGM.

A circular containing, among other things, further details of the Capital Reorganisation and the Amendments of Bye-laws together with a notice of the AGM and the related proxy form will be despatched to the Shareholders on or before Friday, 6 September 2024.

Shareholders and potential investors of the Company should note that the Capital Reorganisation is conditional upon satisfaction of the conditions as set out in the section headed “Conditions of the Capital Reorganisation” in this announcement. The Change in Board Lot Size and adjustment to the conversion of the CPS are conditional upon the Capital Reorganisation becoming effective.

Accordingly, the Capital Reorganisation, the Change in Board Lot Size and the adjustment to the conversion of the CPS may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.

PROPOSED CAPITAL REORGANISATION

The Company proposes to implement the Capital Reorganisation which will involve the following:

- (a) the Share Consolidation whereby every ten (10) issued Existing Shares will be consolidated into one (1) Consolidated Share. As at the date of this announcement, there are 10,938,415,181 Existing Shares in issue which are fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming no further Existing Shares will be issued or repurchased from the date of this announcement up to and including the effective date of the Share Consolidation, there will be 1,093,841,518 Consolidated Shares in issue immediately, excluding any fractional Shares. The Consolidated Shares will rank *pari passu* in all respects with each other;
- (b) subject to and upon the Share Consolidation becoming effective, the Capital Reduction whereby (a) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation will be cancelled; and (b) the par value of each issued Consolidated Share will be reduced from HK\$0.10 to HK\$0.01 each by cancelling the paid-up share capital of the Company to the extent of HK\$0.09 on each of the then issued Consolidated Shares; and
- (c) the transfer of the credit arising from the Capital Reduction to the contributed surplus account of the Company.

Effects of the Capital Reorganisation

As at the date of this announcement, the authorised share capital of the Company is HK\$575,340,000 comprising 30,000,000,000 Existing Shares of a par value of HK\$0.01 each and 27,534,000,000 CPS of a par value of HK\$0.01 each, of which 10,938,415,181 Existing Shares and 3,089,833,015 CPS have been issued and fully paid or credited as fully paid. Immediately upon the Capital Reorganisation becoming effective and assuming there will be no change in the issued share capital of the Company from the date of this announcement up to and including the Effective Date, the authorised share capital of the Company will be HK\$575,340,000 divided into 30,000,000,000 New Shares of a par value of HK\$0.01 each and 27,534,000,000 CPS of a par value of HK\$0.01 each, of which 1,093,841,518 New Shares and 3,089,833,015 CPS would have been issued as fully paid or credited as fully paid.

Assuming there will be no change in the issued share capital of the Company from the date of this announcement up to the Effective Date, the effect of the Capital Reorganisation and the share capital structure of the Company is summarised below:

	As at the date of this announcement	Immediately after the Capital Reorganisation becoming effective
Par value	HK\$0.01 per Existing Share HK\$0.01 per CPS	HK\$0.01 per New Share HK\$0.01 per CPS
Amount of authorised share capital	HK\$575,340,000	HK\$575,340,000
Number of authorised Shares	30,000,000,000 Existing Shares and 27,534,000,000 CPS	30,000,000,000 New Shares and 27,534,000,000 CPS
Amount of issued share capital	HK\$140,282,481.96	HK\$41,836,745.33
Number of issued shares	10,938,415,181 Existing Shares and 3,089,833,015 CPS	1,093,841,518 New Shares and 3,089,833,015 CPS

Note: The above share capital structure of the Company is for illustration purpose only

The New Shares in issue immediately following the Capital Reorganisation becoming effective will be identical in all respects and rank *pari passu* in all respects with each other and the Capital Reorganisation will not result in any change in the relative rights of the Shareholders, save for any fractional New Shares which may arise. No fractional New Shares will be issued by the Company. Any fractional entitlements of New Shares will be aggregated and sold for the benefit of the Company. Fractional New Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

A credit will arise as a result of the Capital Reduction. It is proposed that such credit will be transferred to the contributed surplus account of the Company and will be applied towards offsetting the Accumulated Losses in any manner as permitted by all applicable laws and the Bye-laws and as the Board considers appropriate.

WARNING: Shareholders and potential investors of the Company should note that the credit arising in the accounts of the Company from the Capital Reduction will be subject to change depending on the number of the Existing Shares in issue immediately prior to the Capital Reduction becoming effective.

As at the date of this announcement, save for the CPS and the rights attached thereto, the Company does not have any other outstanding options, warrants or securities in issue which are convertible or exchangeable into the Shares.

Other than the expenses to be incurred in relation to the Capital Reorganisation, the implementation thereof will have no effect on the consolidated net asset value of the Group nor will it alter the underlying assets, business operations, management or financial position of the Group or the interests of the Shareholders as a whole. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Company and that on the date the Capital Reorganisation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. The Capital Reorganisation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company, nor will it result in any change in the relevant rights of the Shareholders.

Conditions of the Capital Reorganisation

The implementation of the Share Consolidation and the Capital Reduction are inter-conditional on each other. The Capital Reorganisation is conditional upon:

- (i) the passing of the necessary resolution(s) by the Shareholders approving the Capital Reorganisation at the AGM;
- (ii) the Listing Committee granting the approval of listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation becoming effective and any New Shares which may fall to be allotted and issued upon conversion of the CPS; and
- (iii) the compliance with the relevant procedures and requirements under the law of Bermuda and the Listing Rules to effect the Capital Reorganisation.

Subject to the fulfilment of the above conditions, it is expected that the Capital Reorganisation will become effective on the Effective Date. As at the date of this announcement, none of the above conditions have been fulfilled.

Odd lots arrangements and matching services

In order to alleviate the difficulties arising from the existence of odd lots of the New Shares arising from the Capital Reorganisation, the Company will procure an arrangement with an agent to stand in the market to provide matching services for sale and purchase of odd lots of the New Shares on a best effort basis. Further details in respect of the odd lots arrangements will be set out in the circular containing, among other things, (i) details of the Capital Reorganisation, and (ii) a notice of the AGM, which is expected to be despatched to the Shareholders on or before Friday, 6 September 2024.

Holders of odd lots of the New Shares should note that successful matching of the sale and purchase of odd lots of the New Shares are not warranted. Any Shareholder who is in any doubt about the odd lots arrangements is recommended to consult his/her/its own professional advisers.

Exchange of share certificates

Subject to the Capital Reorganisation becoming effective, Shareholders may, during the specified period from Thursday, 3 October 2024 to Monday, 11 November 2024 (both days inclusive), submit the share certificates for the Existing Shares (in yellow colour) to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange, at the expense of the Company, for new share certificates for the New Shares (in blue colour). It is expected that the new share certificates for the New Shares will be available for collection within 10 Business Days after the submission of the existing share certificates to the branch share registrar of the Company in Hong Kong for exchange.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 each (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the branch share registrar for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever the number of share certificates involved is higher.

The details of such free exchange of share certificates will be set out in the Circular to be issued by the Company.

After 4:10 p.m. on Thursday, 7 November 2024, trading will only be in New Shares which share certificates will be issued in blue colour. Existing share certificates in yellow colour for the Existing Shares will cease to be valid for delivery, trading and settlement purposes, but will remain valid and effective as documents of title.

Listing and Dealings

Application will be made to the Stock Exchange for the granting of the approval of the listing of, and permission to deal in, the New Shares and any New Shares which may fall to be allotted and issued upon conversion of the CPS.

Subject to the granting of the approval of listing of, and permission to deal in, the New Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Shares to be admitted into CCASS established and operated by HKSCC.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 60,000 Existing Shares. Conditional upon the Capital Reorganisation becoming effective, the Board proposes to change the board lot size for trading on the Stock Exchange from 60,000 Existing Shares to 30,000 New Shares.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

REASONS FOR THE CAPITAL REORGANISATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by The Hong Kong Exchange and Clearing Limited on 28 November 2008 and last updated in June 2024, (i) market price of the Existing Shares at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

The Company has been constantly monitoring the trading prices of the Existing Shares. It was noted that the trading prices of the Existing Shares experienced a downward trend recently. The Board considers that the Capital Reorganisation will give the Company greater flexibility in pricing future capital raising exercise. Based on (i) the closing price of HK\$0.021 per Existing Share as quoted on the Stock Exchange as at the date of this announcement; (ii) the average closing price of HK\$0.019 per Existing Share as quoted on the Stock Exchange during the Relevant Period; and (iii) the lowest closing price of HK\$0.014 per Existing Share as quoted on the Stock Exchange during the Relevant Period, the Existing Shares have been traded below HK\$0.10 and the board lot value of the Existing Shares has been less than HK\$2,000 during the Relevant Period.

In light of the above, the Board proposed to implement the Share Consolidation. However, based on the closing price of HK\$0.021 per Existing Share as quoted on the Stock Exchange as at the date of this announcement and the existing board lot size of 60,000 Shares, assuming that the Share Consolidation having become effective, the theoretical closing price of each Consolidated Share would be HK\$0.21. Thus, the theoretical value of each board lot of 60,000 Shares would be HK\$12,600. The Board has resolved to propose the Change in Board Lot Size as it would lower the threshold for investors to acquire the Shares, thus facilitating the trading and improving the liquidity of the Shares and enable the Company to attract more investors and broaden its Shareholders base. The Board has considered different possible sizes of new board lot and concluded that the Change in Board Lot Size would minimise the odd lot of New Shares.

Pursuant to the Bye-laws and the Companies Act, the Company shall not issue any shares at a price below par value. In order to lower the par value of the Shares for facilitating possible fund raising activities in the future, it is necessary to implement the Capital Reduction which forms part of the Capital Reorganisation. The Capital Reduction effectively reduces the par value of the Consolidated Share of HK\$0.10 each to HK\$0.01 for each New Share. The Capital Reduction will keep the nominal value of the New Shares at a lower level of HK\$0.01 per New Share, which allows greater flexibility in the pricing for any issue of new Shares in the future. In view of the recent trading price of the Shares, the Board considers that the Capital Reorganisation and the Change in Board Lot Size will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction cost for each securities trade. With a corresponding upward adjustment in the trading price of the New Shares and an increase in the net asset value per Share, the Board believes that the Capital Reorganisation and the Change in Board Lot Size will enhance the corporate image of the Company so as to make investing in the Shares more attractive to a broader range of prospective investors, and therefore further broaden the shareholder base of the Company including institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor. It is also expected that the liquidity in trading of the New Shares will increase accordingly.

The credit arising from the Capital Reduction will enable the Company to offset its Accumulated Losses. The balance of the credit (if any) after offsetting the Accumulated Losses will be transferred to the contributed surplus account of the Company which may be applied by the Company in any manner as permitted by all applicable laws and the Bye-laws and as the Board considers appropriate. It will give greater flexibility to the Company to declare dividends and/or to undertake any corporate exercise which requires the use of distributable reserves in the future, subject to the Company's performance and when the Board considers that it is appropriate to do so in the future.

It is important for Shareholders to note that, as at the date of this announcement, there can be no assurance that any dividends will be declared or paid in the future, or that the Company will issue new shares, even if the Capital Reorganisation takes effect. As at the date of this announcement, the Company has no intention to declare any dividend.

As at the date of this announcement, save for the Capital Reorganisation and the Change in Board Lot Size, the Company has no intention to carry out other corporate action or arrangement, including share consolidation, share sub-division and capital reduction, in the next 12 months, which may have an effect of undermining or negating the intended purpose of the Capital Reorganisation and the Change in Board Lot Size. The Company does not have any concrete plan to conduct any fund raising activities in the next 12 months. However, in the event there is any change to the business environment and/or financial position of the Group due to unforeseeable circumstances, and the Company is required to conduct further fund raising exercises when suitable opportunities arise in order to support future development of the Group, the Company will publish further announcement(s) in compliance with the Listing Rules as and when appropriate.

In view of the above, the Board considers that the Capital Reorganisation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

ADJUSTMENTS TO THE CONVERSION OF THE CPS

Pursuant to the terms and conditions of the CPS, the conversion ratio shall be subject to adjustment upon the occurrence of, among others, consolidation or sub-division of Shares. Accordingly, subject to the Capital Reorganisation becoming effective, the Capital Reorganisation gave rise to the adjustment to the maximum number of New Shares that will be issued upon conversion. Pursuant to the terms and conditions of the CPS, the rights for conversion of CPS into Shares shall be adjusted from a ratio of one (1) CPS to 0.03125 Existing Share to a ratio of one (1) CPS to 0.003125 New Share. As at the date of this announcement, the number of Shares to be allotted and issued to the respective holders of the outstanding CPS upon exercise of all the conversion rights attaching to the CPS would be adjusted from 96,557,281 Existing Shares to 9,655,727 New Shares as a result of the Capital Reorganisation.

Save for the above adjustments, all other terms and conditions of the CPS remain unchanged.

Save as aforesaid, the Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares or New Shares, as at the date of this announcement.

EXPECTED TIMETABLE FOR THE CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE

Set out below is the expected timetable for the implementation of the Capital Reorganisation and the Change in Board Lot Size. The expected timetable is subject to the results of the AGM, satisfaction of the conditions to the Capital Reorganisation and may be extended or varied due to additional time required for compliance with regulatory requirements in Bermuda and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to the Hong Kong local times and dates.

Event	2024
Expected despatch date of circular with notice of the AGM	Friday, 6 September
Latest date and time for lodging transfer of the Existing Shares for attending and voting at the AGM	4:30 p.m. on Tuesday, 24 September
Closure of register of members for the entitlement to attend and vote at the AGM (both days inclusive)	Wednesday, 25 September to Monday, 30 September
Latest date and time for lodging proxy forms for the AGM	3:00 p.m. on Saturday, 28 September
Record date for attending the AGM.	Monday, 30 September
Expected date and time of the AGM	3:00 p.m. on Monday, 30 September
Announcement of voting results of the AGM	Monday, 30 September

The following events are conditional upon the fulfilment of the conditions for the implementation of the Capital Reorganisation and therefore the dates are tentative only.

Event	2024
Expected effective date of Capital Reorganisation.	Thursday, 3 October
Commencing of dealings in the New Shares	9:00 a.m. on Thursday, 3 October
Original counter for trading in Existing Shares in board lot of 60,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Thursday, 3 October
Temporary counter for trading in the New Shares in board lot of 6,000 New Shares (in the form of existing share certificates) opens	9:00 a.m. on Thursday, 3 October
First day of free exchange of existing share certificates for the Existing Shares into new share certificates for the New Shares	Thursday, 3 October
Original counter for trading in the New Shares in board lot of 30,000 New Shares (in the form of new share certificates) re-opens.	9:00 a.m. on Friday, 18 October
Parallel trading in the New Shares (in the form of both existing share certificates in board lots of 6,000 New Shares and new share certificates in board lots of 30,000 New Shares) commences	9:00 a.m. on Friday, 18 October
Designated broker starts to stand in the market to provide matching services for odd lots of the New Shares	9:00 a.m. on Friday, 18 October
Designated broker ceases to provide matching services for odd lots of the New Shares.	4:00 p.m. on Thursday, 7 November

Temporary counter for trading in the New Shares
in board lots of 6,000 New Shares (in the form
of existing share certificates) closes 4:10 p.m. on Thursday,
7 November

Parallel trading in New Shares (in the form of existing
share certificates and new share certificates) ends 4:10 p.m. on Thursday,
7 November

Last day for free exchange of existing share certificates
for the New Shares certificates for the New Shares Monday, 11 November

The timetable is indicative only and may be extended or varied. Any change to the expected timetable above will be announced by the Company as and when appropriate.

PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

The Board proposes to amend the existing Bye-laws in order to bring the Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023. Other consequential and house-keeping amendments are also proposed to bring the existing Bye-laws in line with the Amendments of Bye-laws. In view of the number of amendments, the Board proposes to effect the Amendments of Bye-laws by adoption of the New Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws.

The major areas of the Amendments of Bye-laws are summarized below:

- (a) to expressly provide for more physical and electronic channels for giving or issuing any notice or document by or on behalf of the Company, and to update the provisions regarding the timing of deemed service or delivery of such notice or document;
- (b) to update the provisions regarding service of notices and documents (including any “corporate communication” as defined under the Listing Rules); and
- (c) to allow the Company to acquire and hold its shares as treasury shares.

The Amendments of Bye-laws and proposed adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the forthcoming AGM, and will become effective upon approval by the Shareholders at the AGM. Prior to the passing of the special resolution at the AGM, the existing Bye-laws will remain valid.

GENERAL

The AGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Capital Reorganisation and the Amendments of Bye-laws. A circular containing, among other things, further details of the Capital Reorganisation and the Amendments of Bye-laws together with a notice of the AGM and the related proxy form will be despatched to the Shareholders on or before Friday, 6 September 2024.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Capital Reorganisation nor the Amendments of Bye-laws and no Shareholders are required to abstain from voting on the resolution in relation to the Capital Reorganisation and the Amendments of Bye-laws to be proposed at the AGM.

WARNING

Shareholders and potential investors of the Company should note that the Capital Reorganisation is conditional upon satisfaction of the conditions as set out in the section headed "Conditions of the Capital Reorganisation" in this announcement. The Change in Board Lot Size and adjustment to the conversion of the CPS are conditional upon the Capital Reorganisation becoming effective.

Accordingly, the Capital Reorganisation, the Change in Board Lot Size and the adjustment to the conversion of the CPS may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.

DEFINITIONS

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

"Accumulated Losses"	accumulated losses of the Company
"AGM"	annual general meeting of the Company to be convened to consider and, if thought fit, to approve, among other things, the Capital Reorganisation and the Amendments of Bye-laws
"Amendments of Bye-laws"	proposed amendments to the existing Bye-laws, details of which are set out in the section headed "Proposed Amendments to the Existing Bye-laws" in this announcement
"Board"	board of Directors
"Business Day(s)"	a day/days (other than a Saturday or Sunday or public holiday) on which banks in Hong Kong are open for general banking business

“Bye-laws”	bye-laws of the Company as amended from time to time
“Capital Reduction”	proposed reduction of the issued share capital of the Company, details of which are set out in the section headed “Proposed Capital Reorganisation” in this announcement
“Capital Reorganisation”	proposed capital reorganisation of the Company involving the Share Consolidation and the Capital Reduction
“CCASS”	Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	proposed change in board lot size of the Shares for trading on the Stock Exchange from 60,000 Existing Shares to 30,000 New Shares
“Company”	Reliance Global Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 723)
“Companies Act”	Companies Act 1981 of Bermuda (as amended) in effect from time to time
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company immediately upon the Share Consolidation becoming effective but before the Capital Reduction becoming effective
“CPS”	convertible preferred shares of HK\$0.01 each in the share capital of the Company, carrying the rights for conversion into Shares at a ratio of one (1) convertible preferred share to 0.03125 Existing Share
“Director(s)”	director(s) of the Company

“Effective Date”	date on which the Capital Reorganisation becomes effective, being the second Business Day following the day of passing of the special resolution to approve the Capital Reorganisation at the AGM, or such other date as the Directors may determine
“Existing Share(s)”	existing ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“General Rules of CCASS”	terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedure
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	has the same meaning ascribed thereto under the Listing Rules
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“New Bye-laws”	amended and restated bye-laws of the Company proposed to be adopted with immediate effect after the close of the AGM following the passing of the relevant special resolution
“New Shares(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective
“Relevant Period”	six months immediately preceding the date of this announcement
“Share(s)”	Existing Share(s) and/or Consolidated Share(s) and/or New Share(s), as the case may be

“Share Consolidation”	proposed consolidation of every ten (10) Existing Shares of HK\$0.01 each into one (1) Consolidated Share of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Existing Share(s), the Consolidated Share(s) and/or the New Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Reliance Global Holdings Limited
Wang Jingyu
Chairlady

Hong Kong, 30 August 2024

As at the date of this announcement, the Board comprises Ms. Wang Jingyu (Chairlady), Mr. Lai Ming Wai (Chief Executive Officer), Ms. Chan Yuk Yee and Ms. Yiu Wai Yee, Catherine as Executive Directors and Mr. Yam Kwong Chun, Mr. Chai Chi Keung and Mr. Wong Chi Kit as Independent Non-executive Directors.