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Dragon Rise Group Holdings Limited
龍昇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6829)

VOLUNTARY ANNOUNCEMENT
MEMORANDUM OF UNDERSTANDING
IN RELATION TO POSSIBLE BUSINESS COOPERATION

The announcement is made by Dragon Rise Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to provide its shareholders and potential investors with information relating to the latest business development of the Group.

MEMORANDUM OF UNDERSTANDING

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 22 September 2023, Dragon Rise Asia Limited, an indirect wholly-owned subsidiary of the Company (“**Dragon Rise Asia**”), entered into a non-legally binding memorandum of understanding (the “**MOU**”) with a distributor (the “**Distributor**”), pursuant to which Dragon Rise Asia and the Distributor intend to cooperate in relation to the sale and purchase of silica pebbles stone with origin from Malaysia (the “**Possible Business Cooperation**”).

As at the date of this announcement, none of the material terms or the form of Possible Business Cooperation has been finalised and no legally binding agreement in relation to the cooperation has been entered into between the parties.

The Distributor is a company incorporated in Hong Kong with limited liability. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Distributor and its ultimate beneficial owners are independent third parties and are not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

REASONS FOR AND BENEFITS OF ENTERING INTO THE MOU

The Board consider that the MOU is consistent with the Group's strategy to actively pursue new business opportunities and explore options for expanding its geographic reach beyond the Hong Kong market in order to enhance future development of the Group and to strengthen the revenue bases of the Group. In the event of the transactions contemplated under the MOU being materialised, it is expected that the diversification of business of the Group will provide a better return to the shareholders of the Company (the "Shareholders").

NATURE OF THE MOU

The MOU does not constitute any legally binding commitment in respect of the Possible Business Cooperation, save and except that each party agrees to be legally bound by certain clauses including the governing law. The Possible Business Cooperation between Dragon Rise Asia and the Distributor will only be finalised after the conclusion of negotiation and execution of a formal agreement between the parties.

GENERAL

The Board wishes to emphasise that the Possible Business Cooperation contemplated under the MOU may or may not proceed and that the parties have not entered into a legally binding agreement in relation to the transactions contemplated under the MOU as at the date of this announcement. If the transactions contemplated under the MOU materialise, the Company will make further announcements as and when appropriate in accordance with the Listing Rules. Shareholders and potential investors of the Company are cautioned not to unduly rely on the above information and are advised to exercise caution in dealing in the Company's securities.

By order of the Board
Dragon Rise Group Holdings Limited
Yip Yuk Kit
Chairman and Executive Director

Hong Kong, 22 September 2023

As at the date of this announcement, the Board comprises of Mr. Yip Yuk Kit and Mr. Cheung Chun Fai as executive Directors; and Mr. Chan Ka Yu, Mr. Lee Kwok Lun and Mr. Chan Wa Shing as independent non-executive Directors.