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Min Fu International Holding Limited
民富國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8511)

ENTERING INTO A MEMORANDUM OF UNDERSTANDING IN RELATION TO THE POSSIBLE ACQUISITION

This announcement is made by Min Fu International Holding Limited (the "**Company**", together with its subsidiaries, the "**Group**") on a voluntary basis.

The board (the "**Board**") of directors (the "**Directors**") of the Company is pleased to announce that on 15 September 2025 (after trading hours), the Company entered into a non-legally binding memorandum of understanding (the "**MOU**") with 東安霞栖農業科技發展有限公司 (Dong'an Xiaqi Agricultural Science and Technology Development Co., Ltd.*) (the "**Vendor**") and 湖南省碩升生物科技有限公司 (Hunan Shuosheng Biotechnology Co., Ltd.*) (the "**Lessor**") pursuant to which the Company intends to nominate one of its wholly-owned subsidiaries to be the potential purchaser (the "**Purchaser**") in respect of (i) the possible acquisition of agricultural food production facilities and ancillary assets (the "**Production Facilities**") from the Vendor; and (ii) the leasing of the agricultural food production factory situated at east side of Lengdong Highway, Xiaqi Village, Jingtouyu Town with gross floor area of approximately 39,223.3 square meter (the "**Properties**") from the Lessor. ((i) and (ii) collectively known as the "**Possible Transactions**").

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor, the Lessor and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**")) as at the date of this announcement.

CONSIDERATION

The consideration for the Proposed Transactions (the "**Consideration**") is expected to be paid in cash. The Consideration and the payment terms of the Consideration shall be further negotiated among the Company and/or the Purchaser, the Vendor and and the Lessor be determined in the Formal Agreement (as defined below). The Company plans to obtain external financing from financial institutions and/or other third party sources to finance the Consideration.

FORMAL AGREEMENT

The Company and/or the Purchaser, the Vendor and the Lessor shall enter into a formal agreements in relation to the Possible Transactions within 60 days upon the signing of the MOU.

DUE DILIGENCE

The Company will be entitled to conduct the due diligence on the Production Facilities and the Properties.

EXCLUSIVITY PERIOD

The Vendor and the Lessor agreed that it shall not engage in any discussion, negotiation or arrangement or enter into any agreement in relation to the disposal of the Production Facilities and/or the leasing of the Properties with any other party during the 60 days after the signing of the MOU (the "**Exclusivity Period**"), and the Exclusivity Period may be extended upon written agreement of the Vendor, the Lessor and the Company.

INFORMATION OF THE VENDOR AND THE LESSOR

The Vendor is a company established under the laws of the PRC with limited liability. and it is principally engaged in the production of pollution-free vegetables and edible fungi. As at the date of this announcement, the Vendor is owned as to (i) approximately 83.67% by Mr. Jiang Jian Guo(蔣建國先生); (ii) approximately 8.75% by Mr. Liu Hong Hui(劉紅輝先生); and (iii) an aggregate of approximately 7.58% by other three shareholders. As at the date of this announcement, the Vendor possesses the Production Facilities.

The Lessor is a company established under the laws of the PRC with limited liability and it is principally engaged in the provision of biotechnology promotion services and the production and processing of agricultural products and edible fungi. As at the date of this announcement, the Vendor is owned as to (i) approximately 83.05% by Mr. Jiang Jian Guo(蔣建國先生); (ii) 5% by Mr. Chen Han Yao(陳漢堯先生); (iii) 5% by Ms. Jiang Yan Hua(蔣豔華女士); and (iv) an aggregate of approximately 6.95% by other nine shareholders. As at the date of this announcement, the Lessor is the owner of the Properties.

Mr. Jiang Jian Guo is the controlling shareholder of both the Vendor and the Lessor.

REASONS FOR AND BENEFITS OF THE MOU

The Company and its subsidiaries are principally engaged in (i) smart manufacturing solutions business; and (ii) agency services for burial business in the PRC. References are made to the announcements of the Company dated 24 January 2025 and 11 August 2025 in relation to, among other things, the acquisition of 湖南省百升生物科技有限公司 (Huan Province Baisheng Biotechnology Company Limited) which is principally engaged in the agricultural food technology and sales business. Completion took place on 11 August 2025, upon which the Company has formally commenced the agricultural food technology and sales business.

Upon commencement of the agricultural food technology and sales business, the Company has been formulating appropriate business strategy to maximize long-term contributions of the agricultural food technology and sales business to the Group. The Board considers that the entering into the MOU represents a significant step for the Group to possess valuable assets to operate the agricultural food technology and sales business and as such, the entering into the MOU is in the interest of the Company and its shareholders as a whole.

In the event that the Possible Transactions materialises, it may constitute notifiable transactions of the Company under the GEM Listing Rules. Further announcement(s) in relation to the Possible Transactions will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

By order of the Board
Min Fu International Holding Limited
Zeng Weijin
Chairman

Hong Kong, 15 September 2025

As at the date of this announcement, the executive Directors are Mr. Zeng Weijin and Ms. Ye Jialing; the non-executive Directors are Ms. Zhang Xiaoling, Ms. Li Xiaoxuan, Ms. Li Chunling and Ms. Zhu Minchun; and the independent non-executive Directors are Dr. Zhou Wenming, Mr. Lu Shengwei and Ms. Chen Meng.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will be available on the Company's website www.minfuintl.com and will remain on the "Latest Listed Company Information" page on the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its posting.

* *For identification purposes only*