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## HENGDELI HOLDINGS LIMITED

亨得利控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3389)**

### **Inside Information Transfer of Shares by Controlling Shareholder**

This announcement is made by Hengdeli Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

#### **The Transfer**

The Company was informed by Best Growth International Limited (“**Best Growth**”, a controlling shareholder of the Company as defined under the Listing Rules and a company wholly-owned by Mr. Zhang Yuping, the chairman and an executive director of the Company) that, on 23 August 2023 (after trading hours):

- (1) It has entered into a sale and purchase agreement (“**SPA 1**”) with (amongst others) Empire Charm Limited (“**Empire Charm**”, a company wholly-owned by Mr. Cheung Wing Lun Tony, the chief executive officer of the Company and the son of Mr. Zhang Yuping), pursuant to which Best Growth agreed to sell and Empire Charm agreed to purchase, 704,643,034 issued shares of the Company (“**Shares**”) for a total consideration of HK\$102,173,240, equivalent to approximately HK\$0.145 per Share; and
- (2) It has entered into a sale and purchase agreement (“**SPA 2**”) with (amongst others) Ms. Cheung Yuan Yuan Emily (“**Ms. Cheung**”, the daughter of Mr. Zhang Yuping), pursuant to which Best Growth agreed to sell and Ms. Cheung agreed to purchase, 144,011,420 Shares for a total consideration of HK\$20,881,656, equivalent to approximately HK\$0.145 per Share.

According to the terms of SPA 1 and SPA 2, the transactions under SPA 1 and SPA 2 (collectively, the “**Transfer**”) shall be completed on 25 August 2023 or such other date as may be agreed in writing by Empire Charm and Best Growth (in respect of the SPA 1) or Ms. Cheung and Best Growth (in respect of SPA 2) respectively.

## Effect on the Shareholding Structure of the Company

As at the date of this announcement, there are 4,404,018,959 Shares in issue. Assuming there are no changes to the number of issued Shares from the date of this announcement to the date of completion of the Transfer, the change in shareholdings of Best Growth, Mr. Zhang Yuping, Empire Charm, Mr. Cheung Wing Lun Tony and Ms. Cheung in the Company immediately after completion of the Transfer are as follows:

Name of Shareholder	Immediately before completion of the Transfer		Immediately after completion of the Transfer	
	<i>Approximate Number of Shares</i>	<i>Approximate % of the number of issued Shares</i>	<i>Approximate Number of Shares</i>	<i>Approximate % of the number of issued Shares</i>
Best Growth ( <i>Note 1</i> )	1,505,832,901	34.19	657,178,447	14.92
Mr. Zhang Yuping ( <i>Note 1</i> )	91,723,600	2.08	91,723,600	2.08
Mr. Zhang Yuping and Best Growth ( <i>Note 1</i> )	1,597,556,501	36.27	748,902,047	17.00
Empire Charm ( <i>Note 2</i> )	–	–	704,643,034	16.00
Ms. Cheung	–	–	144,011,420	3.27

*Notes:* 1. Mr. Zhang Yuping owns 100% of the issued share capital of Best Growth, and is thus deemed as being interested in the Shares held by Best Growth. In addition, Mr. Zhang Yuping will hold 91,723,600 Shares under his name upon completion of the Transfer. Accordingly, immediately before completion of the Transfer, Mr. Zhang Yuping will be interested in 1,597,556,501 Shares, representing 36.27% of the issued Shares; immediately after completion of the Transfer, Mr. Zhang Yuping will be interested in 748,902,047 Shares, representing 17% of the issued Shares.

2. Mr. Cheung Wing Lun Tony owns 100% of the issued share capital of Empire Charm, and is thus deemed as being interested in the Shares held by Empire Charm.

After completion of the Transfer, Mr. Zhang Yuping and Best Growth will cease to be controlling shareholders of the Company, but will remain as substantial shareholders of the Company as defined under the Listing Rules. Mr. Zhang Yuping will remain as the single largest shareholder of the Company, and Mr. Cheung Wing Lun Tony and Empire Charm will become substantial shareholders of the Company.

The board of directors of the Company does not expect the Transfer to have any significant impact on the business operations and the composition of the management of the Group.

**Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.**

By order of the Board  
**Hengdeli Holdings Limited**  
**Zhang Yuping**  
*Chairman*

Hong Kong, 23 August 2023

*As at the date of this announcement, the executive directors are Mr. Zhang Yuping (Chairman), Mr. Huang Yonghua and Mr. Lee Shu Chung, Stan; the non-executive director is Mr. Shi Zhongyang; the independent non-executive directors are Mr. Cai Jianmin, Mr. Wong Kam Fai, William, Mr. Liu Xueling and Ms. Qian Weiqing.*