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**Trendzon Holdings Group Limited**  
**卓航控股集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1865)**

## **VOLUNTARY ANNOUNCEMENT MEMORANDUM OF UNDERSTANDING IN RELATION TO A PROPOSED ACQUISITION**

This is a voluntary announcement made by Trendzon Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) to provide the shareholders of the Company and potential investors an update on the latest business development of the Group.

The board of directors of the Company (the “**Board**”) is pleased to announce that on 20 December 2023, the Company and Shenzhen ZhongAnXing Traffic Technology Co., Ltd.\* (深圳中安行交通科技有限公司) (the “**Vendor**”) entered into a memorandum of understanding (the “**MOU**”), pursuant to which the parties agreed to enter into a negotiation regarding a possible conditional acquisition by the Company (or a wholly-owned subsidiary of the Company nominated by the Company) and the possible conditional disposal by the Vendor, of the 100% equity interest in ZhongAnXing (Shenzhen) Holdings Co., Ltd.\* (中安行(深圳)控股有限公司) (“**Target Company**” or “**ZhongAnXing**” or “**Partner**”) (the “**Proposed Acquisition**”), subject to the finalization and entering into of the definitive agreement by the Company (or a wholly-owned subsidiary of the Company nominated by the Company) and the Vendor (the “**Definitive Agreement**”).

\* For identification purpose only

## **THE PROPOSED ACQUISITION**

The Company intends to acquire and the Vendor intends to dispose of the 100% equity interest in the Target Company.

The consideration for the Proposed Acquisition, the basis of consideration and the detailed payment methods shall be determined in the Definitive Agreement, which the parties shall enter into within three months upon signing of the MOU or at any later date which the Company and the Vendor may otherwise agree. Pursuant to the MOU, the Vendor and the Company intended that the consideration of the Proposed Acquisition to be agreed between the Company and the Vendor shall be determined with reference to, among other things, the valuation of the Target Company to be prepared by an independent professional valuer to be appointed by the Company.

## **EXCLUSIVITY PERIOD AND DUE DILIGENCE**

Pursuant to the MOU, the Vendor has agreed and undertaken that it shall not, directly or indirectly, engage in any discussion or negotiation with any third party in respect of any sale of share, asset or interest of the Target Company (a) within one month upon signing of the MOU or at any later date which the Company and the Vendor may otherwise agree; (b) upon mutual agreement and with written confirmation between the parties that the Proposed Acquisition has fallen through; or (c) upon a breach of contractual obligation on confidentiality by either party to the MOU (whichever is earlier) (the “**Exclusivity Period**”).

Within the Exclusivity Period, the Company shall be entitled to conduct business, financial and legal due diligence on the Target Company. The Vendor shall provide to the Company and/or procure the Company’s access to all records and documents of the Target Company forthwith upon request for due diligence purpose and to respond forthwith to the enquiries of the Company.

## **LEGAL EFFECT**

Save for provisions relating to the exclusivity, due diligence, costs, confidentiality and governing law, the MOU is non-binding in nature and the terms and conditions of the Proposed Acquisition are subject to further negotiations between the parties and the execution of the Definitive Agreement.

## **COSTS**

Each party to the MOU shall bear its own costs and expenses incurred in connection with the preparation, negotiation, execution and performance of the MOU.

## **INFORMATION ON THE TARGET COMPANY**

According to the information currently available to the Group, ZhongAnXing is a company incorporated in the People's Republic of China on 4 July 2023, which is principally engaged in car sales, and after-sales services for automotive market.

To the best of the Directors' knowledge, information and belief after having made reasonable enquiries, ZhongAnXing and its ultimate beneficial owners are independent third parties of the Group and they are not connected persons of the Group (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (the "**Listing Rules**").

## **INFORMATION ON THE GROUP**

The Company is an investment holding company. The Group is principally engaged in (i) infrastructural pipeline construction and related engineering services mainly for gas, water, telecommunications and power industries services and; (ii) trading of building materials.

## **REASONS FOR THE PROPOSED ACQUISITION**

The Board believes that the Group will fully leverage on its advantages in industrial chains, and through cooperation with the Partner, it will provide support for cooperation projects between the parties in terms of industrial chain coverage, and foreign capital injection. The parties will leverage on their respective advantages in project development, investment, research, and operation stages, and realize project cooperation by means of mutually beneficial sharing of resources.

As a pioneer of building new industrial ecology in China, the business operations of the Group include urban pipeline networks, smart cities, industrial real estate, new energy infrastructure and other sectors. The Company has always adhered to the mission of “ecology empowering industrial rebirth” and is committed to creating greater value for society and consumers.

The Group will work hand-in-hand with ZhongAnXing to explore and develop new market areas together in order to provide higher quality and diversified products and services. This innovative cooperation will undoubtedly facilitate further development and innovation of the entire automotive after-sales services market, thereby leading to a new chapter for the industry.

The terms of the MOU were determined after arm’s length negotiations between the parties, are fair and reasonable, and are in the interests of the Company and its shareholders as a whole.

## **GENERAL**

As at the date of this announcement, no formal Definitive Agreement or legally binding agreement in relation to the Proposed Acquisition has been entered into. If the Proposed Acquisition materialises, it may constitute a notifiable transaction of the Company under the Listing Rules. Further announcement(s) in relation to the Proposed Acquisition will be made by the Company as and when appropriate in compliance with the Listing Rules.

There is no assurance that any transactions referred to in this announcement will materialise or eventually be consummated. Shareholders of the Company and potential investors should note that the Proposed Acquisition is subject to, among other things, the signing of Definitive Agreement, the terms and conditions of which are yet to be agreed. The Proposed Acquisition may or may not proceed and the final structure and terms of the Proposed Acquisition, which are still subject to further negotiations between the parties, have yet to be finalised and may deviate from that set out in the MOU.

The Definitive Agreement only involves the cooperation framework between the Company and the strategic partner. Implementation of the transactions contemplated under the Definitive Agreement is conditional upon the entering into of a formal agreement and may not materialize. If any formal agreement is entered into in relation to the Definitive Agreement, the Company will comply with the relevant requirements under the Listing Rules.

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

By order of the Board  
**Trendzon Holdings Group Limited**  
**Feng Jiamin**  
*Chairman*

Hong Kong, 20 December 2023

*As at the date of this announcement, the Board comprises Ms. Feng Jiamin, Mr. Michael Shi Guan Wah, Mr. Lok Ka Ho and Mr. Fong Hang Fai as executive Directors; Mr. Shek Jun Chong, Mr. Qiu Yue, Mr. Lui Kwun Yuen, and Mr. Wu Kai Tang as independent non-executive Directors.*

\* *In this announcement, translated English names of Chinese entities for which no official English translation exists are unofficial translations for identification purposes only, and in the event of any inconsistency between the Chinese names and their English translation, the Chinese names shall prevail.*