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**HENGDELI HOLDINGS LIMITED**

亨得利控股有限公司

**EMPIRE CHARM LIMITED**

*(Incorporated in the British Virgin Islands with limited liability)*      *(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3389)**

## **JOINT ANNOUNCEMENT**

### **PRE-CONDITIONAL VOLUNTARY CASH PARTIAL OFFER BY GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED**



### **ON BEHALF OF THE OFFEROR TO ACQUIRE 660,602,843 SHARES IN THE ISSUED SHARE CAPITAL OF THE COMPANY FROM QUALIFYING SHAREHOLDERS**

#### **SATISFACTION OF PRE-CONDITION**

**Exclusive financial adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**



Reference is made to the joint announcement issued by Empire Charm Limited (the “**Offeror**”) and Hengdeli Holdings Limited (the “**Company**”) dated 20 June 2024 in relation to the Partial Offer (the “**Joint Announcement**”). Unless otherwise specified herein, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

As disclosed in the Joint Announcement, the making of the Partial Offer is subject to the obtaining of the consent from the Executive in respect of the Partial Offer pursuant to Rule 28.1 of the Takeovers Code.

The Offeror and the Company are pleased to announce that on 25 June 2024, the consent from the Executive in respect of the Partial Offer pursuant to Rule 28.1 of the Takeovers Code has been obtained, and the Pre-Condition has been fulfilled.

Further announcement will be made in relation to the despatch of the Composite Document as and when appropriate in accordance with the Takeovers Code.

**Shareholders and potential investors of the Company should note that the Partial Offer will be subject to the satisfaction of the Conditions. Accordingly, the Partial Offer may or may not become unconditional and will lapse if it does not become unconditional. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. Persons who are in doubt about their positions should consult their professional advisers.**

By Order of the board  
**Empire Charm Limited**  
**Cheung Wing Lun Tony**  
*Sole Director*

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

Hong Kong, 25 June 2024

*As at the date of this joint 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; and the independent non-executive Directors are Mr. Cai Jianmin, Mr. Liu Xueling and Ms. Qian Weiqing.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Offeror), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Cheung Wing Lun Tony.*

*The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*