THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hengdeli Holdings Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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)

REQUISITION FOR CONVENING AN EXTRAORDINARY GENERAL MEETING AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company to be held at Lotus Room, 6/F, Marco Polo Hongkong Hotel, No. 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 18 August 2025 at 11:00 a.m. is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the extraordinary general meeting in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting (i.e. before Saturday, 16 August 2025 at 11:00 a.m. (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and delivery of a form of proxy will not preclude you from attending and voting at the extraordinary general meeting in person.

The Chinese translation of this circular is for reference only, and in case of any inconsistency, the English version shall prevail.

31 July 2025

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Articles of Association"	the existing articles of association of the Company
"Board"	the board of Directors
"Company"	Hengdeli Holdings Limited, a company incorporated in the Cayman Islands and whose shares are listed on the Stock Exchange
"Deposit Date"	the date of deposit of the requisition pursuant to the Articles
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be held at Lotus Room, 6/F, Marco Polo Hongkong Hotel, No. 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 18 August 2025 at 11:00 a.m., notice of which is set out on pages 7 to 8 of this circular, and any adjournment thereof
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Notice of the EGM"	the notice convening the EGM which is set out on pages 7 to 8 of this circular
"PRC"	the People's Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
"Proposed Resolution"	the proposed ordinary resolution set out in the Requisition Notice from the Requisitionist to the Company in relation to the removal of Director as referred to in this circular

"Requisition"	the subject requisition contained in the Requisition Notice relating to the proposed removal of a Director as referred to in this circular
"Requisition Notice"	a letter of requisition dated 22 July 2025 and received by the Board on 22 July 2025, setting out the Requisition
"Requisitionist"	Empire Charm Limited (君雅有限公司), a company incorporated in the British Virgin Islands with limited liability
"Share(s)"	the ordinary share(s) of par value of HK$0.005 each in the share capital of the Company
"Shareholder(s)"	Holder(s) of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent

HENGDELI HOLDINGS LIMITED
亨得利控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 3389)

Executive Directors:
Mr. CHEUNG Wing Lun Tony *(Chairman)*
Mr. HUANG Yonghua
Mr. LEE Shu Chung, Stan

Non-executive Director:
Mr. SHI Zhongyang

Independent Non-executive Directors:
Mr. CAI Jianmin
Mr. LIU Xueling
Ms. QIAN Weiqing

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Room 301, 3/F, Lippo Sun Plaza
28 Canton Road
Tsim Sha Tsui, Kowloon
Hong Kong

31 July 2025

To Shareholders

Dear Sir or Madam,

REQUISITION FOR CONVENING AN EXTRAORDINARY GENERAL MEETING AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 25 July 2025 in relation to the Requisition Notice. The purpose of this circular is to provide you with (i) the information regarding the Proposed Resolution under the Requisition; and (ii) the Notice of the EGM.

1. REQUISITION BY A SHAREHOLDER

On 22 July 2025, the Board received the Requisition Notice from Empire Charm Limited, in which the Requisitionist has requisitioned for an extraordinary general meeting of the Company to be convened pursuant to article 58 of the Articles of Association of the Company for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

1. "**THAT** Mr. Huang Yonghua be and is hereby removed as a director of the Company pursuant to Article 90(5) of the Articles of Association with immediate effect upon passing of this resolution."

The Board, having considered the details in the Requisition Notice, has resolved to put forward the Proposed Resolution to the Shareholders.

As at the date of the Requisition Notice, the Requisitionist was a registered Shareholder of the Company holding 660,602,843 Shares, representing approximately 15% of the total issued share capital of the Company.

2. RELEVANT PROVISIONS UNDER THE ARTICLES OF ASSOCIATION

Pursuant to article 58 of the Articles of Association, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Pursuant to article 90(5) of the Articles of Association, the Shareholders may, at any general meeting convened and held in accordance with the Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in the Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

3. EGM

The EGM will be convened and held for the Shareholders to consider and, if thought fit, to approve Proposed Resolution proposed by the Requisitionist.

To the best of the Directors' knowledge, and having made all reasonable enquiries, no Shareholder will be required under the Listing Rules, the Articles of Association or applicable laws to abstain from voting on the Proposed Resolution proposed by the Requisitionist at the EGM.

The Notice of the EGM is set out on pages 7 to 8 of this circular.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the EGM (i.e. before Saturday, 16 August 2025 at 11:00 a.m. (Hong Kong time)) or any adjournment thereof (as the case may be). The completion and delivery of a form of proxy will not preclude you from attending and voting at the EGM in person.

4. VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the Proposed Resolution set out in the Notice of the EGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will not be closed for the purpose of ascertaining the rights of Shareholders to attend and vote at the EGM. However, in order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Friday, 15 August 2025.

6. RECOMMENDATIONS OF THE BOARD AND RESPONSIBILITY STATEMENT

In essence, the Requisition seeks to remove Mr. Huang Yonghua as Director of the Company. Pursuant to the Requisition, the Proposed Resolution proposed by the Requisitionist will be put forward at the EGM for the Shareholders to consider and, if thought fit, approve the removal of Mr. Huang Yonghua as Director of the Company. As the Proposed Resolution is proposed by a Shareholder, the Board considers it is not in a position to make any recommendations.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

Yours faithfully,
By Order of the Board
Hengdeli Holdings Limited
Cheung Wing Lun Tony
Chairman

HENGDELI HOLDINGS LIMITED
亨得利控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 3389)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**Extraordinary General Meeting**") of the shareholders of Hengdeli Holdings Limited (the "**Company**") will be held at Lotus Room, 6/F, Marco Polo Hongkong Hotel, No. 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 18 August 2025 at 11:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolutions of the Company:

ORDINARY RESOLUTION

1. "**THAT** Mr. Huang Yonghua be and is hereby removed as a director of the Company pursuant to Article 90(5) of the Articles of Association with immediate effect upon passing of this resolution."

By Order of the Board
Hengdeli Holdings Limited
Cheung Wing Lun Tony
Chairman

Hong Kong, 31 July 2025

Notes:

(1) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy needs not be a member of the Company. All proxy forms must be deposited with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the meeting (i.e. before Saturday, 16 August 2025 at 11:00 a.m. (Hong Kong time)) or any adjournment thereof (as the case may be).

(2) The register of members of the Company will not be closed for the purpose of ascertaining the rights of Shareholders to attend and vote at the Extraordinary General Meeting. However, in order to qualify for attending and voting at the Extraordinary General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Friday, 15 August 2025.

(3) As at the date of this notice, the executive Directors are Mr. Cheung Wing Lun Tony (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.

(4) If Typhoon Signal No. 8 or above, or extreme conditions caused by super typhoons or a "black" rainstorm warning is in effect in Hong Kong any time after 6:30 a.m. on the date of the Extraordinary General Meeting, the Extraordinary General Meeting will be adjourned. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hengdeligroup.com) to notify Shareholders of the date, time and place of the rescheduled meeting.

(5) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.