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DIMMI LIFE HOLDINGS LIMITED
迪米生活控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1667)

DISCLOSEABLE TRANSACTION
DISPOSAL OF LAND PARCEL IN JAPAN

On 1 September 2025, the Vendor, an indirect wholly-owned subsidiary of the Company, entered into the Agreement with the Purchasers for the sale and purchase of the Land Parcel at the Consideration of JPY415,000,000 (equivalent to HK$21,995,000).

LISTING RULES IMPLICATIONS OF THE DISPOSAL

The Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules as one or more of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Disposal exceed(s) 5% but is/are less than 25%. The Disposal is therefore subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

Completion of the Disposal is subject to the registration of the transfer documents with the relevant governmental authorities in Japan. Accordingly, the Disposal may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise cautions when dealing in the Shares and, if in any doubt, are recommended to consult their professional adviser(s).

THE AGREEMENT

Date

1 September 2025

Parties

The Vendor: Top Sibley Development Limited* (トップシブリー開発株式会社)

The Purchasers: (1) 39 Real Estate Co., Ltd.* (株式会社39不動産)

(2) Kawa Real Estate Consultant Co., Ltd.* (嘉和不動産コンサルタント株式会社)

Asset to be disposed of

Pursuant to the Agreement, the Vendor agreed to sell and the Purchasers agreed to acquire the Land Parcel at the Consideration.

Details of the Land Parcel are set out in the paragraph headed "Information on the Land Parcel" below.

Consideration

Pursuant to the Agreement, the Consideration of JPY415,000,000 (equivalent to HK$21,995,000) shall be paid by the Purchasers in the following manner:

(a) JPY20,000,000 (equivalent to HK$1,060,000) will be paid in cash upon signing of the Agreement; and

(b) JPY395,000,000 (equivalent to HK$20,935,000), being the remainder of the Consideration, is payable in cash or other means as mutually agreed by the parties upon successful transfer of the title of the Land Parcel.

The Group shall pay an agency fee of JPY5,000,000 (equivalent to HK$265,000) upon signing of the Agreement.

The Vendor has received the first instalment of the Consideration in the sum of JPY20,000,000 (equivalent to HK$1,060,000) on the date of this announcement.

The Consideration was determined after arm's length negotiations among the Group and the Purchasers having regard to the preliminary valuation of the Land Parcel of approximately JPY270,400,000 (equivalent to HK$14,331,200) as at 31 March 2025 by an independent valuer using market value valuation method as well as other factors as set out in the paragraph headed "Reasons for and Benefits of the Disposal" below. The Directors consider that the Consideration was fair and reasonable and in the interests of the Company and its Shareholders taken as a whole.

Completion

Completion shall take place upon the successful transfer of title to the Land Parcel, subject to the registration of the transfer documents with the relevant governmental authorities in Japan.

The Land Parcel shall be delivered on an "as-is" basis on the Completion Date.

INFORMATION ON THE LAND PARCEL

The Land Parcel was acquired by the Vendor in May 2018. It is located at lot no. 32 ban 3, Dotonbori 1 Chome, Chuo-ku, Osaka, Japan, has a site area of approximately 171.15 square metres and has remained undeveloped as at the date of this announcement.

FINANCIAL EFFECT OF THE DISPOSAL

The audited carrying value of the Land Parcel as at 31 March 2025 was approximately JPY270,400,000 (equivalent to HK$14,331,200).

It is estimated that an unaudited gain of approximately HK$5,719,040 will arise from the Disposal. Such estimated unaudited gain is calculated with reference to (i) the Consideration of approximately JPY415,000,000 (equivalent to HK$21,995,000); (ii) the audited carrying value of the Land Parcel of approximately JPY270,400,000 (equivalent to HK$14,331,200) as at 31 March 2025; and (iii) all relevant expenses and taxes incidental to the Disposal of approximately HK$1,944,750.

Shareholders should note that the above estimation is for information purpose only, the actual amount of gain will be subject to final audit by the auditors of the Company.

REASONS AND BENEFITS OF THE DISPOSAL

The Company considers the Disposal to be an opportune means of realising value from the Land Parcel, which has remained vacant since its acquisition in 2018. The sale represents a chance to capture a premium over both the book value and appraised value of the Land Parcel, supported by sustained investor interest in Japanese real estate assets, particularly in the context of yen depreciation and ongoing market strength. By proceeding with the Disposal, the Company can take advantage of favourable market conditions and secure gains from its investment.

Moreover, the Group's operations in Japan have not been a core strategic priority, and the Group has not committed significant resources to the development or management of its Japanese assets. The Board believes that continued ownership of the Land Parcel, which has not been actively utilised, may not deliver optimal returns for the Shareholders. The Disposal will allow the Group to streamline its asset portfolio, reduce administrative burden, and reallocate capital to markets and business areas where the Group has greater expertise and competitive advantages.

The aggregate net proceeds from the Disposal, after deducting relevant expenses, are estimated to be approximately HK$20,050,240, which the Company currently intends to use for repayment of the Group's indebtedness or investments and other business development. The Disposal, when completed, is expected to improve the Group's liquidity, thereby strengthening its financial position and lowering its debt ratio, while enabling the Group to focus on its core business.

In view of the above benefits, the Directors believe that the terms of the Agreement are fair and reasonable and in the interests of the Company and its Shareholders taken as a whole.

INFORMATION RELATING TO THE COMPANY, THE VENDOR AND THE PURCHASERS

(1) The Company

The Company is incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange.

The principal business activity of the Company is investment holding. The Group is principally engaged in three segments of:

(a) construction and engineering services – principally engaged in the provision of (i) building construction services; (ii) alteration, addition, fitting-out works and building services; and (iii) repair and restoration of historic buildings in Hong Kong;

(b) property development and investment – principally engaged in the property development and investment business in Japan; and

(c) lifestyle products – development, marketing and sale of intelligent consumer products in personal life care sector in the PRC.

(2) The Vendor

The Vendor is a company incorporated in Japan with limited liability and is wholly owned by Top Sibley. It is principally engaged in property development and investment in Japan.

(3) The Purchasers

39 Real Estate Co., Ltd.* (株式会社39不動産), an Independent Third Party, is a limited liability company incorporated in Japan and is principally engaged in property investment. It is ultimately and wholly-owned by Xie Li Jie, a PRC merchant, and to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, an Independent Third Party of the Group.

Kawa Real Estate Consultant Co., Ltd.* (嘉和不動産コンサルタント株式会社), an Independent Third Party, is a limited liability company incorporated in Japan and is principally engaged in property investment. It is ultimately and wholly-owned by Song Jia Di, a PRC merchant, and to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, an Independent Third Party of the Group.

LISTING RULES IMPLICATIONS

The Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules as one or more of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Disposal exceed(s) 5% but is/are less than 25%. The Disposal is therefore subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

Completion of the Disposal is subject to the registration of the transfer documents with the relevant governmental authorities in Japan. Accordingly, the Disposal may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise cautions when dealing in the Shares and, if in any doubt, are recommended to consult their professional adviser(s).

DEFINITIONS

"Agreement"	the sale and purchase agreement dated 1 September 2025 among the Vendor and the Purchasers for the sale and purchase of the Land Parcel
"Board"	the board of Directors
"Company"	Dimmi Life Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
"Completion"	completion of sale and purchase of the Land Parcel in accordance with the Agreement
"Completion Date"	the date on which the Completion shall take place
"connected person(s)"	having the meaning ascribed to it under the Listing Rules
"Consideration"	the consideration in the sum of JPY415,000,000 (equivalent to HK$21,995,000) payable by the Purchasers to the Vendor for the Disposal under the Agreement
"Director(s)"	the director(s) of the Company
"Disposal"	the disposal of the Land Parcel by the Vendor to the Purchasers pursuant to the Agreement

"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	third party(ies) independent of the Company and its connected persons
"JPY"	Japanese Yen, the lawful currency of Japan
"Land Parcel"	a parcel of land with site area of approximately 171.15 square metres located at lot no. 32 ban 3, Dotonbori 1 Chome, Chuo-ku, Osaka, Japan
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange
"Main Board"	Main Board of the Stock Exchange (excludes the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
"PRC"	the People's Republic of China, for the purpose of this announcement only, excludes Taiwan, Hong Kong and Macau Special Administrative Region of the People's Republic of China
"Purchasers"	39 Real Estate Co., Ltd.* (株式会社39不動産) and Kawa Real Estate Consultant Co., Ltd.* (嘉和不動産コンサルタント株式会社), being the purchasers under the Agreement
"Share(s)"	ordinary share(s) of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Top Sibley"	Top Sibley Investment Limited 上思投資有限公司, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Vendor

"Vendor"	Top Sibley Development Limited* (トップシブリー開発株式会社), a company incorporated in Japan with limited liability and an indirect wholly-owned subsidiary of the Company, being the vender under the Agreement
"%"	per cent.

On behalf of the Board
Dimmi Life Holdings Limited
Ge Zhang
Chairman

Hong Kong, 1 September 2025

For the purpose of this announcement, translations of JPY into HK$ or vice versa have been calculated by using an exchange rate of JPY1.00 equal to HK$0.053. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were, may have been or will be exchanged at such rate or any other rates or at all.

As at the date of this announcement, the Board comprises Mr. Ge Zhang, Ms. Hou Lingling, and Mr. Liu Ning as executive Directors and Mr. Yan Wing Cheung, Mr. Chu Kin Ming and Mr. Ho Wing Sum as independent non-executive Directors.

* *For identification purpose only*