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## **Ever Reach Group (Holdings) Company Limited**

**恒達集團（控股）有限公司**

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

**(Stock code: 3616)**

### **CONNECTED TRANSACTION AND CONTINUED SUSPENSION OF TRADING**

On 8 September 2025, the Vendor and the Purchaser entered into the sale and purchase agreement, pursuant to which the Vendor agreed to sell and the Purchaser agreed to purchase the Property.

Henan Dadi, as the Vendor, is an indirect wholly-owned subsidiary of the Company. Mr. LI Xiaobing, as the Purchaser, is the chairman of the Board, an executive Director and a controlling shareholder of the Company and is therefore a connected person of the Company under Rule 14A.07 of the Listing Rules. Therefore, the Transaction constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Since certain applicable percentage ratios for the Transaction are above 0.1% but less than 5%, the Transaction is only subject to reporting and announcement requirements and is exempt from the independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules.

### **THE SALE AND PURCHASE AGREEMENT**

Date: 8 September 2025

Parties: (i) Henan Dadi, as the Vendor

(ii) Mr. LI Xiaobing who is the chairman of the Board, an executive Director and the controlling shareholder of the Company, as the Purchaser

The Property: Unit 2209, 22/F., Longhu Building, Shangwunehuan Road, Zhengdong New Area District, Zhengzhou, Henan Province, the PRC with a gross floor area of 314.77 sq.m. (the “**Property**”), which is a residential property

Consideration: RMB3.30 million, being the full amount of the consideration, shall be paid by the Purchaser in the following manner: (a) RMB495,000, being 15% of the total consideration, shall be paid by bank transfer within 30 days upon signing the sale and purchase agreement; and (b) the remaining amount of the consideration in the sum of RMB2.805 million, being 85% of the total consideration, shall be paid by a mortgage loan to be obtained by Mr. LI Xiaobing from an independent bank within three months from the date of the sale and purchase agreement. If Mr. LI Xiaobing fails to obtain the aforesaid mortgage loan, the parties thereto shall negotiate in good faith to modify the payment terms as soon as practicable and in an amicable manner

The consideration for the Property was determined based on the market price of the sale comparables in the vicinity of the Property and arm’s length negotiations between the Vendor and the Purchaser.

## **INFORMATION ABOUT THE GROUP AND HENAN DADI AND REASONS FOR THE TRANSACTION**

The Group is principally engaged in the property development and property investment businesses in the PRC. As of the date of this announcement, Henan Dadi is an indirect wholly-owned subsidiary of the Company and is principally engaged in investment holding. Henan Dadi was the property developer of Longhu Building. With its advantageous geographical location, Longhu Building is located in the financial hub of Zhengzhou and is adjacent to major urban roads and transportation hubs. The Transaction is conducted in the ordinary and usual course of business of the Group.

In view of the interest of Mr. LI Xiaobing in the Transaction as set out in the paragraph headed “Implications under the Listing Rules” below, Mr. LI Xiaobing has abstained from voting on the Board resolution to approve the entering into of the sale and purchase agreement and the transactions contemplated thereunder. The Directors (including the independent non-executive Directors) are of the opinion that the Transaction is on normal commercial terms in the ordinary and usual course of business of the Group, and the terms of the sale and purchase agreement (including the consideration for the sale of the Property) are fair and reasonable and in the interests of the Company and the shareholders as a whole.

## **FINANCIAL EFFECTS OF THE SALE OF THE PROPERTY**

The Property is owned by the Group. The Group is expected to receive a total consideration of approximately RMB3.30 million in connection with the Transaction pursuant to the sale and purchase agreement and such proceeds are intended to be used as general working capital of the Group. Apart from the above, the Transaction is not expected to have immediate material impact on the financial position of the Group.

## **IMPLICATIONS UNDER THE LISTING RULES**

Mr. LI Xiaobing, as the Purchaser, is the chairman of the Board, an executive Director and a controlling shareholder of the Company and is therefore a connected person of the Company under Rule 14A.07 of the Listing Rules. Therefore, the Transaction constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Since certain applicable percentage ratios for the Transaction are above 0.1% but less than 5%, the Transaction is only subject to reporting and announcement requirements and is exempt from the independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules.

Appropriate disclosure of the Transaction will be made in the next annual report and accounts of the Company in accordance with the Listing Rules.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 April 2024 and is currently expected to remain suspended until the Company fulfills the resumption guidance. For further details of the resumption guidance, please refer to the Company's announcement dated 28 June 2024.

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

## DEFINITIONS

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

“Board”	the board of Directors
“Company”	Ever Reach Group (Holdings) Company Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability, whose Shares are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Henan Dadi” or “Vendor”	Henan Dadi Property Development Company Limited* (河南大地房地產開發有限公司), a limited liability company established in the PRC on 29 July 1992 and an indirect wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“percentage ratios”	has the same meaning ascribed to it under the Listing Rules
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Purchaser”	Mr. LI Xiaobing, the chairman of the Board, an executive Director and a controlling shareholder of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“sq.m.”	square metre(s)

“Transaction” the sale of Property by the Vendor to the Purchaser pursuant to the sale and purchase agreement

“%” per cent

\* *English name for identification purpose only*

By Order of the Board  
**Ever Reach Group (Holdings) Company Limited**  
**Li Xiaobing**  
*Chairman and Executive Director*

Hong Kong, 8 September 2025

*As at the date of this announcement, the executive directors of the Company are Mr. Li Xiaobing, Mr. Wang Zhenfeng, Ms. Qi Chunfeng and Mr. Wang Quan; and the independent non-executive directors of the Company are Mr. Lee Kwok Lun, Mr. Wei Jian and Mr. Fang Cheng.*