Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement. This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

HOPE LIFE INTERNATIONAL HOLDINGS LIMITED
曠逸國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1683)

INSIDE INFORMATION
MEMORANDUM OF UNDERSTANDING
IN RELATION TO THE POSSIBLE ACQUISITION

This announcement is made by Hope Life International Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") on a voluntary basis.

MEMORANDUM OF UNDERSETANDING

The board of directors of the Company (the "**Board**") is pleased to announce that on 11 November 2025 (after trading hours of the Stock Exchange), the Company entered into a Memorandum of Understanding (the "**MOU**") with Mr. Wang Chaojie (the "**Vendor**"), pursuant to which the parties agreed to enter into a negotiation regarding a possible conditional acquisition by the Company and a possible conditional disposal by the Vendor of a 51% interest in Henan Jiucai Supply Chain Management Co., Ltd.* (河南玖採供應鏈管理有限公司) (the "**Target Company**") (the "**Possible Acquisition**"). Subject to the finalization and entering into of a definitive agreement by the Company (or a wholly-owned subsidiary of the Company nominated by the Company) and the Vendor (the "**Definitive Agreement**"), upon completion of the Possible Acquisition, the financial results of the Target Company will be consolidated into the financial statements of the Company.

PRELIMINARY FRAMEWORK OF THE POSSIBLE ACQUISITION

The Company intends to acquire and the Vendor intends to dispose of 51% interest in the Target Company.

The terms of the Possible Acquisition, the consideration for the Possible Acquisition and the detailed payment methods shall be determined in the Definitive Agreement, which the parties shall enter into within three (3) months upon signing of the MOU or any such later date which the Company and the Vendor may otherwise agree. Pursuant to the MOU, the Vendor and the Company intended that the consideration for the Possible Acquisition to be agreed between the Company and the Vendor will be determined with reference to, among other things, the valuation of the Target Company 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 equity interests, assets and business of the Target Company (a) within two (2) months from the date of signing of the MOU or any such later date which the Company and the Vendor may otherwise agree; (b) upon mutual agreement and written confirmation from the parties confirming the Possible Acquisition has been approved; or (c) upon a breach of confidentiality contractual obligations by either party to the MOU (whichever occurs earlier) (the "**Exclusivity Period** ").

During the Exclusivity Period, the Company shall be entitled to conduct business, organizational structure, 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.

COSTS

Either party to the MOU shall bear its own costs and expenses (including legal fees) incurred in connection with the preparation, negotiation, execution and implementation of the MOU.

LEGAL EFFECT

The MOU shall create no legal or binding obligations on the parties thereto, save for provisions relating to due diligence, exclusivity, costs, confidentiality and governing law.

INFORMATION ON THE TARGET COMPANY

The Target Company is a wholly-owned enterprise of the Vendor and was registered in Henan Province, the PRC in 2023. The Target Company is an emerging enterprise specializing in supply chain management in the fresh produce industry, with the core concept of "Pursuing Freshness Connection, Enabling the Future with Intelligence" (鏈通鮮享，智啟未來). It aligns with the national policies to promote high-quality development of the agricultural and sideline industries and contributing to rural revitalization and agricultural modernization. It also promotes the deep integration of "Internet + Agriculture."

The Target Company has fully introduced blockchain and AI technologies to bring about revolutionary changes to the fresh produce supply chain, empowering and reshaping the future of the fruit industry with technology.

To the best knowledge, information and belief of the directors of the Company, the Target Company and the Vendor are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

INFORMATION ON THE GROUP

The Group is primarily engaged in construction and ancillary services and consumer goods business.

REASONS FOR THE POSSIBLE ACQUISITION

The Board considers that the Possible Acquisition is line with the Group's investment strategy and is expected to strengthen the Company's existing business. The Board believes that the Possible Acquisition, if materialized, would immediately bring in a new income stream to the Company and enable the Company to further strengthen its revenue and client base and therefore is in the interests of the Company and its shareholders as a whole.

GENERAL

If the Possible Acquisition materializes, it may constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. Further announcement(s) in relation to the Possible 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 materialize or eventually be consummated. Shareholders of the Company ("Shareholders") and potential investors should note that the Possible Acquisition is subject to, among other things, the entering into of the Definitive Agreement, and the major terms and conditions of which are yet to be agreed. The Possible Acquisition may or may not proceed and the final structure and terms of the Possible Acquisition, which are still subject to further negotiations between the parties, have yet to be finalized and may deviate from that set out in the MOU. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Hope Life International Holdings Limited
LU Zhaowei
Chairman

Hong Kong, 11 November 2025

As at the date of this announcement, the Board of Directors of the Company comprises Mr. LU Zhaowei, Mr. XIAO Yi, Mr. LI Ka Chun Gordon, Mr. LI Congwei and Mr. WANG Lun as Executive Directors; and Mr. ZHEN Jian, Ms. ZHAO Hongqin and Ms. CHAN Wai Yan as Independent Non-executive Directors.

* *For identification purposes only*