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.

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)

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO 2025 MASTER PROPERTY MANAGEMENT SERVICE AGREEMENT

The 2022 Master Property Management Service Agreement will expire on 31 December 2025. To continue the management of future connected transactions in respect of the provision of property management and related services by Hengda Property Management to the Group and taking into account the expected demand of property management and related services which may be required from Hengda Property Management, the Company and Hengda Property Management entered into the 2025 Master Property Management Service Agreement on 28 November 2025 for a term from 1 January 2026 to 31 December 2028 (both days inclusive).

As at the date of this announcement, the entire registered share capital of Hengda Property Management is wholly owned by Henan Hengda Investment. Henan Hengda Investment is owned by Mr. Xu Peng as to approximately 67.18% (director of two of the subsidiaries of the Company), Ms. Qi Chunfeng (an executive Director) as to approximately 18.65%, Mr. Wang Zhenfeng (an executive Director) as to approximately 3% and Mr. Li Dongfa (father of Mr. Li Xiaobing, an executive Director and controlling shareholder) as to approximately 2.38% (all of whom being connected persons of the Company) and three independent third parties as to the remaining approximately 8.79%, hence Henan Hengda Investment and Hengda Property Management are connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the 2025 Master Property Management Service Agreement constitute continuing connected transactions of the Company under the Listing Rules.

As Hengda Property Management is considered a connected person of the Company at the subsidiary level, given it is held as to more than 30% by a director of the Company's subsidiaries, the transactions contemplated under the 2025 Master Property Service Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.101 of the Listing Rules, since (i) Hengda Property Management is a connected person of the Company at the subsidiary level; (ii) the transactions contemplated under the 2025 Master Property Service Agreement are entered into on normal commercial terms; and (iii) the Board (including independent non-executive Directors) have approved the 2025 Master Property Service Agreement and the transactions contemplated thereunder, and confirmed that such transactions are entered into on normal commercial terms, are fair and reasonable and are in the interest of the Company and shareholders of the Company as a whole, the transactions contemplated under the 2025 Master Property Service Agreement are subject to the reporting and announcement requirements but are exempt from the circular, independent financial advice and shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

Reference is made to the 2022 Master Property Management Service Agreement as disclosed in the announcement dated 2 December 2022 in relation to, among other things, the provision of a variety of property management and related services to the Group by Hengda Property Management.

The 2022 Master Property Management Service Agreement will expire on 31 December 2025. To continue the management of future connected transactions in respect of the provision of property management and related services by Hengda Property Management to the Group and taking into account the expected demand of property management and related services which may be required from Hengda Property Management, the Company and Hengda Property Management entered into the 2025 Master Property Management Service Agreement on 28 November 2025 for a term from 1 January 2026 to 31 December 2028 (both days inclusive).

THE 2025 MASTER PROPERTY MANAGEMENT SERVICE AGREEMENT

The principal terms of the 2025 Master Property Management Service Agreement are set out below:

Date:	28 November 2025
Parties:	(a) Hengda Property Management (as services provider) (b) the Company (as services recipient)
Term:	from 1 January 2026 to 31 December 2028, subject to renewal by mutual agreement of the parties thereto and compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations.
Scope of services:	(i) Sales centres and display units property management and related services Hengda Property Management shall provide property management and related services to the sales centres and display units of the property projects of the Group (including car parking spaces), including but not limited to cleaning, gardening, repair and maintenance of public order, provision of security services, arranging payment of utilities fee on behalf of the Group. In respect of sale or pre-sale of new property projects of the Group, a start-up fee for the commencement of the property management and services operations at the aforesaid venue will be incurred and billed to the Group accordingly. (ii) Pre-delivery property management and related services for unsold properties Hengda Property Management shall provide pre-delivery property management and related services to the Group for unsold properties (including car parking spaces), including but not limited to security, cleaning, gardening, repair and maintenance services in the phases of completion and delivery period.

(iii) Self-used premises property management and related services

Hengda Property Management shall provide property management and related services to the self-used premises owned or operated by the Group and relevant common areas (including car parking spaces), including but not limited to cleaning, gardening, repair and maintenance of public order and security services to the aforesaid venues.

(iv) Property management fee rebate or discount to the property owners

In an effort to market and promote the sale of the Group's properties, the Group will from time to time offer such property management fee rebate or discount to the property buyers (for a fixed services period or a fixed monetary sum) as an incentive for the sale. Hengda Property Management shall provide the post-delivery property management and related services to the property owners, including but not limited to security, cleaning, gardening, repair and maintenance services, the cost of such services incurred by Hengda Property Management shall be borne by the relevant members of the Group.

Respective service agreements will be entered into between the members of the Group and Hengda Property Management for the provision of the property management and related services. Respective service agreements will set out the relevant services to be provided by Hengda Property Management to the members of the Group and the service fees. The respective service agreements may only contain provisions which are in all material respects consistent with the binding principles, guidelines, terms and conditions set out in the 2025 Master Property Management Service Agreement.

Pricing policy:

As part of the services procurement procedure of the Group, the relevant member of the Group may engage service providers to provide the required property management services. If Hengda Property Management is invited to tender, the relevant member of the Group will endeavour to invite quotations or tenders from at least two other independent third-party service providers for such property management services. The management of the relevant member of the Group will then compare the available quotations offered by the respective bidders and conduct an assessment, considering factors such as their background and reputation, industry track records, any existing business relationship with such bidders, the price, scope, and quality of services offered by the bidders. After considering the abovementioned factors, the management of the relevant member of the Group will then decide on which bidder to engage and enter into a service agreement with the bidder for the provision of the property management services.

Hengda Property Management shall, where they are selected following the relevant tender processes and other quotation procedures for selection of services providers so conducted and subject to the terms and conditions of the 2025 Master Property Management Service Agreement, provide property management and related services to the Group according to the tender and quotation documents and respective property management service agreements to be entered into between Hengda Property Management and the members of the Group from time to time.

In view of the above, the property management fees payable by the Group shall be determined based on arm's length negotiation between the members of the Group and Hengda Property Management, with reference to a wide range of factors including but not limited to (i) nature, age, infrastructure features, geographical location and neighbourhood profile of the relevant properties; (ii) prevailing market price of the similar services of a comparable scale in the PRC; and (iii) any applicable rates recommended by the relevant local government authorities.

The transactions contemplated under the 2025 Master Property Management Service Agreement shall be on normal commercial terms, on terms no less favourable to the Group than those offered by independent third-party services providers in respect of comparable services and on terms that are fair and reasonable and in the interests of the Group and the shareholders of the Company as a whole.

Proposed annual caps

The following table sets forth (i) the historical amounts and existing annual caps for the two years ended 31 December 2024 and the ten months ended 31 October 2025; and (ii) the proposed annual caps for each of the three years ending 31 December 2028.

		Existing annual caps for the years ended/ending 31 December			Proposed annual caps for the years ending 31 December		
		2023	**2024**	**2025**	**2026**	**2027**	**2028**
				RMB'000			
Service fees paid by the Group to Hengda Property Management	Annual caps	31,092	32,474	30,158	31,175	21,130	26,743
	Actual amounts	30,552	31,347	18,168[Note]			
	Utilisation rates	98.3%	96.5%	60.2%			

Note: Actual transaction amount for the period from 1 January 2025 to 31 October 2025.

The annual caps under the 2025 Master Property Management Service Agreement are determined with reference to, among other things:

(i) the historical transaction amounts in respect of the property management services between the Group and Hengda Property Management;

(ii) the projected level of property management and related services required by the Group from Hengda Property Management, in each of the financial years from 2026 to 2028;

(iii) the total GFA of properties developed by our Group under the property management of Hengda Property Management and the properties under development held by the Group to be managed by Hengda Property Management based on historical amount and the management estimation;

(iv) the latest land reserve held by the Group as at the date of the 2025 Master Property Management Service Agreement and its expected change for the next three years based on the Group's business plan;

(v) the estimated service fee to be charged by Hengda Property Management in respect of sales centres and display units property management and related services, pre-delivery property management and related services for unsold properties and self-used premises property management and related services based on historical amount and existing contracts;

(vi) the expected unoccupied rate for property under the property management of Hengda Property Management based on historical amount and the management estimation; and

(vii) the expected number of contracts in respect of the self-used properties owned or operated by the Group for which Hengda Property Management had been or was expected to be engaged to provide property management and related services.

INTERNAL CONTROL MEASURES

The Company has implemented the following internal control measures for monitoring the pricing and other terms of the continuing connected transactions, including the transactions contemplated under the 2025 Master Property Management Service Agreement, and for ensuring that the transactions conducted under such agreement will be entered into based on normal commercial terms:

(1) Before entering into the continuing connected transactions of the Company, the procurement department of the Group will review and verify whether the price is fair and reasonable. In addition, if the pricing terms in respect of the relevant agreement are applied for the first time or the pricing terms are different from those applied previously, the cost management department of the Group also reviews the above work conducted by the procurement department.

(2) The listing matter department of the Group is responsible for reviewing and monitoring the continuing connected transactions to ensure that the annual caps of the relevant continuing connected transactions would not be exceeded and are implemented pursuant to the pricing policy or mechanism under the respective agreements. The account department of the relevant members of the Group will consult the listing matter department and external lawyers regarding compliance issues of the continuing connected transactions.

(3) The listing matter department of the Group will prepare an annual report to the audit committee of the Company and submit a confirmation letter to the audit committee, confirming the continuing connected transactions of the Group (which are subject to the annual review and disclosure requirements under the Listing Rules) are all (a) entered into in the ordinary and usual course of business of the Group; (b) entered into on normal commercial terms or better; (c) pursuant to the relevant agreements governing such transactions, entered into on the basis that the terms are fair and reasonable and are in the interests of the shareholders of the Company as a whole; and (d) the internal monitoring procedures of the Group regarding continuing connected transactions are adequate and effective in ensuring such transactions are conducted in such manner stated above. The audit committee will consider on such basis.

The Board is of the view that the above internal control measures can ensure that the continuing connected transactions of the Company under the 2025 Master Property Management Service Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

INFORMATION ABOUT THE GROUP AND HENGDA PROPERTY MANAGEMENT

The Group is principally engaged in the property development and property investment businesses in the PRC.

Hengda Property Management is a limited liability company established in the PRC on 5 July 1999 wholly owned by Henan Hengda Investment. Henan Hengda Investment is owned by Mr. Xu Peng as to approximately 67.18% (director of two of the subsidiaries of the Company), Ms. Qi Chunfeng (an executive Director) as to approximately 18.65%, Mr. Wang Zhenfeng (an executive Director) as to approximately 3%, Mr. Li Dongfa (father of Mr. Li Xiaobing, an executive Director and controlling shareholder) as to approximately 2.38% (all of whom being connected person of the Company). According to the business scope as stated in the latest business license of Hengda Property Management, Hengda Property Management primarily engages in the business of, among other aspects, property management (物業管理), implementation of security and surveillance preventive projects (安防技術防範工程施工), property services evaluation (物業服務評估), housekeeping services (家政服務), housing rental (住房租賃), conference and exhibition services (會議及展覽服務), city garden management (城市公園管理), hotel management (酒店管理), municipal facilities management (市政設施管理), building cleaning services (建築物清潔服務), and carpark management service (停車場管理服務).

REASONS FOR AND BENEFITS OF ENTERING INTO THE 2025 MASTER PROPERTY MANAGEMENT SERVICE AGREEMENT

As the Group's major business will continue to focus on the development of properties, it will require Hengda Property Management to provide property management and related services (covering, among other aspects, security, cleaning and other related services) for sales/pre-sales centres of the developing or to be developed residential and commercial properties, unsold properties as well as self-used premises of the Group so that it is in a better position to concentrate its resources on the standing property development business. In addition, the skills and expertise required for property management are different from those for property development, and hence it will be more cost-effective to the Group to outsource the work regarding management of properties to Hengda Property Management.

Hengda Property Management was granted with the "Level II Qualification Certificate for Property Management Enterprise in the PRC" by the MOHURD on 15 December 2016. In the understanding of the Directors, Hengda Property Management had (i) been capable of demonstrating a consistent adherence to the quality, safety and promptness in delivering its property management and related services; (ii) not committed any incidents of material default or breach of contractual obligations on its part; and (iii) better and more efficient communication with the Group and more thorough understanding of the conditions of the property projects and the Group's requirements of the services needed, as compared to other services providers who are independent third parties of the Company.

The Directors (including the independent non-executive Directors) considered that the terms of the 2025 Master Property Management Service Agreement and the annual caps thereunder are on normal commercial terms or better, fair and reasonable and in the interests of the Company and its shareholders of the Company as a whole.

At the Board meeting held to approve the 2025 Master Property Management Service Agreement, Mr. Li Xiaobing, Mr. Wang Zhenfeng and Ms. Qi Chunfeng have abstained from voting on the relevant Board resolutions, as Mr. Wang Zhenfeng holds management positions and shareholding interests in Henan Hengda Investment with indirect shareholding interests in Hengda Property Management, Ms. Qi Chunfeng and Mr. Li Xiaobing's father, Mr. Li Dongfa have shareholding interests in Henan Hengda Investment and indirect shareholding interests in Hengda Property Management. Apart from the Directors mentioned above, none of the Directors has or is deemed to have a material interest in the 2025 Master Property Management Service Agreement or is required to abstain from voting on the relevant Board resolutions approving the 2025 Master Property Management Service Agreement.

IMPLICATIONS UNDER THE LISTING RULES

The entire registered share capital of Hengda Property Management is wholly owned by Henan Hengda Investment. Henan Hengda Investment is owned by Mr. Xu Peng as to approximately 67.18% (director of two of the subsidiaries of the Company), Ms. Qi Chunfeng (an executive Director) as to approximately 18.65%, Mr. Wang Zhenfeng (an executive Director) as to approximately 3% and Mr. Li Dongfa (father of Mr. Li Xiaobing, an executive Director and controlling shareholder) as to approximately 2.38% (all of whom being connected person of the Company) and three independent third parties as to the remaining approximately 8.79%, hence Henan Hengda Investment and Hengda Property Management are connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the 2025 Master Property Management Service Agreement constitute continuing connected transactions of the Company under the Listing Rules.

As Hengda Property Management is considered a connected person of the Company at the subsidiary level, given it is held as to more than 30% by a director of the Company's subsidiaries, the transactions contemplated under the 2025 Master Property Service Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.101 of the Listing Rules, since (i) Hengda Property Management is a connected person of the Company at the subsidiary level; (ii) the transactions contemplated under the 2025 Master Property Service Agreement are entered into on normal commercial terms; and (iii) the Board (including independent non-executive Directors) have approved the 2025 Master Property Service Agreement and the transactions contemplated thereunder, and confirmed that such transactions are entered into on normal commercial terms, are fair and reasonable and are in the interest of the Company and shareholders of the Company as a whole, the transactions contemplated under the 2025 Master Property Service Agreement are subject to the reporting and announcement requirements but are exempt from the circular, independent financial advice and shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

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

"2022 Master Property Management Service Agreement"	the master property management service agreement dated 2 December 2022 entered into between Hengda Property Management and the Company in relation to provision of property management and related services by Hengda Property Management to the Group
"2025 Master Property Management Service Agreement"	the master property management service agreement dated 28 November 2025 entered into between Hengda Property Management and the Company in relation to provision of property management and related services by Hengda Property Management to the Group
"Board"	the board of Directors
"Company"	Ever Reach Group (Holdings) Company Limited, an exempted company incorporated in the Cayman Islands under the Cayman Companies Law with limited liability on 22 July 2016
"connected person"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"GFA"	gross floor area
"Group"	the Company and its subsidiaries
"Henan Hengda Investment"	Henan Hengda Investment Company Limited* (河南恒達投資有限公司), a limited liability company established in the PRC on 17 October 2007 owned approximately by Mr. Xu Peng as to approximately 67.18%, Ms. Qi Chunfeng as to approximately 18.65%, Mr. Wang Zhenfeng as to approximately 3%, Mr. Li Dongfa as to approximately 2.38% and three independent third parties as to the remaining approximately 8.79% and hence a connected person of the Company

"Hengda Property Management"	Xuchang Hengda Property Management Company Limited* (許昌恒達物業管理有限公司), a limited liability company established in the PRC on 5 July 1999 wholly owned by Henan Hengda Investment, and hence a connected person 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
"MOHURD"	Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) or its predecessor, Ministry of Construction of the PRC (中華人民共和國建設部), as appropriate to the context
"PRC"	the People's Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

* *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, 28 November 2025

As at the date of this announcement, the executive Directors are Mr. LI Xiaobing, Mr. WANG Zhenfeng, Ms. QI Chunfeng and Mr. WANG Quan; and the independent non-executive Directors are Mr. LEE Kwok Lun, Mr. WEI Jian and Mr. FANG Cheng.