## 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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Hing Yip Holdings Limited**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities, or other agent through whom the sale or transfer was effected, for transmission to the purchaser(s) or the transferee(s).

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# HING YIP HOLDINGS LIMITED
# 興業控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 00132)**

# MAJOR TRANSACTION
# ENTERING INTO FINANCE LEASES AS THE LESSOR

A letter from the Board is set out on pages 4 to 10 of this circular.

The transactions being the subject matter of this circular have been approved by written shareholders' approval pursuant to the Listing Rules and this circular is being published to the Shareholders for information only.

17 December 2025

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*In this circular, unless the context requires otherwise, the following terms have the meanings as respectively ascribed below:–*

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|---|---|
| "Assets 1" | shall have the meaning as disclosed in the section headed "INFORMATION ON THE ASSETS" in this circular |
| "Assets 2" | shall have the meaning as disclosed in the section headed "INFORMATION ON THE ASSETS" in this circular |
| "Assets" | collectively, Assets 1 and Assets 2 |
| "Board" | the board of Directors of the Company |
| "Company" | Hing Yip Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00132) |
| "Director(s)" | the director(s) of the Company |
| "Existing Finance Lease 1" | the existing finance lease agreement and incidental documentation dated 20 January 2025 entered into between Greengold Leasing and the then lessee (being Guarantor 2) at the consideration of RMB18,000,000 |
| "Existing Finance Lease 2" | the existing finance lease agreement and incidental documentation dated 31 October 2025 entered into between Greengold Leasing and the then lessee (being Guarantor 3), the details of which have been disclosed in the announcement of the Company dated 31 October 2025 |
| "Existing Finance Leases" | collectively, Existing Finance Lease 1 and Existing Finance Lease 2 |
| "Finance Lease 1" | the finance lease agreement dated 26 November 2025 entered into between Greengold Leasing and the Lessee in relation to the transfer of ownership and lease back of Assets 1 |
| "Finance Lease 2" | the finance lease agreement dated 26 November 2025 entered into between Greengold Leasing and the Lessee in relation to the transfer of ownership and lease back of Assets 2 |
| "Finance Leases" | collectively, Finance Lease 1 and Finance Lease 2 |

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|---|---|
| "Greengold Leasing" | Canton Greengold Financial Leasing Ltd.*(廣東綠金融資租賃有限公司), a company incorporated in the PRC with limited liability and a subsidiary of the Company |
| "Group" | the Company and its subsidiaries |
| "Guarantor 1" | Qingdao Yichen Environmental Group Co., Ltd.*(青島頤辰環保集團有限公司), a limited liability company incorporated in the PRC, which is ultimately held as to approximately 43.25% by Guarantor 4, approximately 40.86% by Yuan Zihan*(袁子菡), approximately 13.16% by Mao Zongyuan*(毛宗遠), and the remaining approximately 2.73% was held by a diverse shareholding base, and all being Independent Third Parties |
| "Guarantor 2" | Rongcheng Yichen Water Co., Ltd.*(榮成頤辰水務有限公司), a limited liability company incorporated in the PRC, which is wholly owned by Guarantor 1, and being an Independent Third Party |
| "Guarantor 3" | Laixi Yichen Sewage Treatment Co., Ltd.*(萊西頤辰污水處理有限公司), a company incorporated in the PRC with limited liability, which is wholly owned by Guarantor 1, and being an Independent Third Party |
| "Guarantor 4" | Yuan Jie*(袁傑), a Chinese individual |
| "Guarantors" | collectively, Guarantor 1, Guarantor 2, Guarantor 3 and Guarantor 4 |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "HK$" | Hong Kong Dollar, the lawful currency of Hong Kong |
| "Incidental Documentation" | the agreements incidental to the Finance Leases, including the transfer agreements, the guarantees, the consultancy agreements, the asset pledge agreements, the receivables pledge agreement and the pledge agreement |
| "Independent Third Party(ies)" | (an) independent third party(ies) not connected with the Group and any Director, chief executive or substantial shareholder of the Group or any of its subsidiaries or their respective associate of any of them as defined in the Listing Rules |

| | |
|---|---|
| "Latest Practicable Date" | 16 December 2025, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information for inclusion in this circular |
| "Lessee" | Pingdu Yichen Sewage Treatment Co., Ltd.*(平度頤辰污水處理有限公司), a limited liability company incorporated in the PRC, which is wholly owned by Guarantor 1, and being an Independent Third Party |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "PRC" | the People's Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "SFO" | the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) |
| "Shareholder(s)" | shareholder(s) of the Company |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "%" | per cent |

* *For identification purpose only*

# HING YIP HOLDINGS LIMITED
# 興業控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 00132)**

*Executive Directors:*
He Xiangming *(Chairman)*
Fu Weiqiang *(President)*

*Non-executive Director:*
Liu Jiali

*Independent Non-executive Directors:*
Chan Kwok Wai
Peng Xinyu
Lin Junxian

*Registered office:*
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

17 December 2025

*To the Shareholders*

Dear Sir or Madam,

## MAJOR TRANSACTION
## ENTERING INTO FINANCE LEASES AS THE LESSOR

### INTRODUCTION

Reference is made to the announcement of the Company dated 26 November 2025 in relation to the entering into Finance Leases with the Lessee, to obtain the ownership of the Assets from the Lessee at an aggregate consideration of RMB90,000,000 (equivalent to approximately HK$98,820,000), which would be leased back to the Lessee for its use and possession for a term of 5 years.

The purpose of this circular is to provide you with, among other things, further information on the Finance Leases and Incidental Documentation and other information as required under the Listing Rules.

## THE FINANCE LEASES AND INCIDENTAL DOCUMENTATION

The Board is pleased to announce that Greengold Leasing entered into the Finance Leases and Incidental Documentation, the principal terms of which are as follows:–

### Date of the Finance Leases

26 November 2025

The Finance Leases will take effect upon compliance of the applicable requirements of the Listing Rules by the Company.

### Parties

(1) Greengold Leasing, a subsidiary of the Company, as the lessor;

(2) the Lessee; and

(3) the Guarantors (in relation to the relevant guarantee).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Lessee, the Guarantors and their ultimate beneficial owners are Independent Third Parties.

### Transfer of Assets and consideration

Greengold Leasing will be transferred the unencumbered ownership of Assets 1 and Assets 2 from the Lessee on an "as-is" basis at the consideration of RMB50,000,000 (equivalent to approximately HK$54,900,000) and RMB40,000,000 (equivalent to approximately HK$43,920,000) in cash pursuant to Finance Lease 1 and Finance Lease 2 respectively, payable within 12 months from the date of Finance Leases. The transfer agreements for Finance Lease 1 and Finance Lease 2 were entered into between Greengold Leasing and the Lessee on the date of the Finance Leases, effecting the terms of the Finance Leases in relation to the afore-mentioned transfer of the Assets from the Lessee to Greengold Leasing.

Such consideration or financing amount was determined following arm's length negotiations by the parties to the Finance Leases with reference to the original costs of Assets 1 and Assets 2 of approximately RMB56,234,000 (equivalent to approximately HK$61,745,000) and approximately RMB52,136,000 (equivalent to approximately HK$57,245,000) respectively, and their state including serviceable condition and depreciable life, which were reviewed by Greengold Leasing's experienced leasing team. The consideration amount for the transfer of ownership of the Assets will be funded through the internal resources of the Group and/or external banking facilities.

### Lease period

Greengold Leasing will lease back the Assets to the Lessee for its use and possession for a term of 5 years commencing from the day the consideration for the Assets transfer has been paid by Greengold Leasing.

**Payments under the Finance Leases**

In respect of Finance Lease 1, the total amount of lease payments is approximately RMB59,965,000 (equivalent to approximately HK$65,842,000), comprising (a) the lease principal payment of RMB50,000,000 (equivalent to approximately HK$54,900,000) and (b) the aggregate lease interest and other fees and expenses under the relevant Incidental Documentation of approximately RMB9,965,000 (equivalent to approximately HK$10,942,000). Both the lease principal and interest will be paid quarterly over the lease period.

In respect of Finance Lease 2, the total amount of lease payments is approximately RMB47,972,000 (equivalent to approximately HK$52,673,000), comprising (a) the lease principal payment of RMB40,000,000 (equivalent to approximately HK$43,920,000) and (b) the aggregate lease interest and other fees and expenses under the relevant Incidental Documentation of approximately RMB7,972,000 (equivalent to approximately HK$8,753,000). Both the lease principal and interest will be paid quarterly over the lease period.

The terms of the Finance Leases, including the lease principal and interest, were determined after arm's length negotiations between the parties to the Finance Leases with reference to the lending and interest rate environment including the loan prime rate published by the National Interbank Funding Center from time to time (for reference purpose, the prevailing loan prime rate was 3.0% as at the date of the Finance Leases), and adjustments taking into account the principal amount of the Finance Leases and availability of funds, the interest risk of financing and servicing costs over the lease period, the credit risks associated and the overall return target and risk tolerance of the Group for the Finance Leases on a case by case basis.

**Termination and transfer of the Assets to the Lessee**

The Lessee may terminate the Finance Leases provided that all outstanding amounts due thereunder and a compensation equivalent to the lease interest amount of that instalment (whether has been paid or not) as at the time of early termination or 20% of the total outstanding lease interest amount as at the time of early termination, whichever is lower, have been settled. At the end of the lease period or in the event of an early termination of the Finance Leases, subject to the settlement of all outstanding amounts, the Lessee had agreed to purchase the relevant Assets at a nominal purchase price of RMB100 each (equivalent to approximately HK$109.8).

**Guarantees**

The Guarantors had executed guarantees on the date of the Finance Leases guaranteeing Greengold Leasing, effectively on a joint and several basis, the due and punctual settlement of any and all amount payable by the Lessee under the Finance Leases.

**Pledges**

Pursuant to the asset pledge agreements entered into between Greengold Leasing and the Lessee on the date of the Finance Leases, although the ownership of the Assets shall be transferred to Greengold Leasing as lessor as part of the Finance Leases, the Assets are treated as security of payment obligations of the Lessee under the Finance Leases and the Lessee may continue to utilize the relevant Assets during the lease term.

The Lessee had executed a receivables pledge agreement in favour of Greengold Leasing, pledging its rights in receivables under two sewage treatment agreements and their supplemental agreements (with pledged receivables in the total amount of RMB135,000,000 (equivalent to approximately HK$148,230,000)) as security of its payment obligations under the Finance Leases.

The Lessee had also executed a pledge agreement in favour of Greengold Leasing, pledging its franchise and other derivative rights under a sewage treatment agreement and its supplemental agreements, as security of its payment obligations under the Finance Leases.

**REASONS FOR AND BENEFITS OF ENTERING INTO THE FINANCE LEASES AND INCIDENTAL DOCUMENTATION**

The entering into of the Finance Leases and Incidental Documentation is part of Greengold Leasing's ordinary and usual course of business and is expected to provide a stable revenue and cashflow to the Group.

The Directors consider that the Finance Leases and Incidental Documentation and the transactions contemplated thereunder are on normal commercial terms which are made on an arm's length basis and are fair and reasonable and in the best interests of the Group and the Shareholders as a whole.

**FINANCIAL EFFECTS OF THE FINANCE LEASES ARRANGEMENT**

The Finance Lease 1 is expected to attribute approximately RMB9,965,000 (equivalent to approximately HK$10,942,000) to the Group's turnover, from the aggregate interest income and other fees and expenses over the whole period of such finance lease. On the other hand, the Group is expected to bear the aggregate loan interest payments of approximately RMB2,084,000 (equivalent to approximately HK$2,288,000) to the Group's cost of sales in respect of secured external loans.

As at the date when the consideration for the Assets 1 transfer was paid, the Group had also recorded on its balance sheet the finance lease receivables of RMB50,000,000 (equivalent to approximately HK$54,900,000) in respect of such finance lease and borrowings by the Group of RMB40,000,000 (equivalent to approximately HK$43,920,000).

The Finance Lease 2 is expected to attribute approximately RMB7,972,000 (equivalent to approximately HK$8,753,000) to the Group's turnover, from the aggregate interest income and other fees and expenses over the whole period of such finance lease. On the other hand, the Group is expected to bear the aggregate loan interest payments of approximately RMB2,310,000 (equivalent to approximately HK$2,536,000) to the Group's cost of sales in respect of secured external loans.

As at the date when the consideration for the Assets 2 transfer was paid, the Group had also recorded on its balance sheet the finance lease receivables of RMB40,000,000 (equivalent to approximately HK$43,920,000) in respect of such finance lease and borrowings by the Group of RMB32,000,000 (equivalent to approximately HK$35,136,000).

## INFORMATION ON THE ASSETS

Assets 1 comprise certain designated sewage treatment equipment and facilities of the Lessee situated in Qingdao City, Shandong Province, the PRC.

Assets 2 comprise other certain designated sewage treatment equipment and facilities of the Lessee situated in Qingdao City, Shandong Province, the PRC.

The Lessee will bear any maintenance, taxation and other costs and levies associated with the relevant Assets.

## EXISTING FINANCE LEASES

On 20 January 2025, Greengold Leasing entered into the Existing Finance Lease 1 for the ownership transfer and lease back of certain designated sewage treatment facilities of Guarantor 2 situated in Weihai City, Shandong Province, the PRC at a consideration of RMB18,000,000. The lease was for a term of 5 years effective from 22 January 2025. Guarantor 2's payment obligations with respect to the lease principal and interest were secured by various guarantees as well as assets, equity and receivables pledges as collaterals. Guarantor 2 may terminate the Existing Finance Lease 1 provided that all outstanding amounts due thereunder and a compensation equivalent to the lease interest amount of that instalment (whether has been paid or not) as at the time of early termination or 20% of the total outstanding lease interest amount as at the time of early termination, whichever is lower, have been settled. At the end of the lease period or in the event of an early termination of the Existing Finance Lease 1, Guarantor 2 had agreed to purchase back the relevant assets at a nominal consideration.

For the principal terms of the Existing Finance Lease 2, please refer to the announcement of the Company dated 31 October 2025.

## LISTING RULES IMPLICATION

Reference is made to (1) the Existing Finance Lease 1 dated 20 January 2025 entered into between Greengold Leasing and the then lessee (being Guarantor 2 whose ultimate beneficial owner is the same as that of the Lessee), pursuant to which all the applicable percentage ratios for the transactions thereunder were less than 5% and hence exempt from the disclosure requirements under Chapter 14 of the Listing Rules; and (2) the discloseable transaction announcement of the Company dated 31 October 2025 in relation to the entering into of the Existing Finance Lease 2 between Greengold Leasing and the then lessee (being Guarantor 3 whose ultimate beneficial owner is the same as that of the Lessee). As one of the applicable percentage ratios for the transactions contemplated under the Finance Leases, when calculated on an aggregate basis with the transactions under the Existing Finance Leases, exceeds 25% but all of them are less than 100%, the entering into of the Finance Leases constitutes a major transaction for the Company under the Listing Rules and is subject to the announcement, circular and shareholders' approval requirements under the Listing Rules.

No Shareholder is materially interested in the Finance Leases and Incidental Documentation and no Shareholder is required to abstain from voting at a general meeting of the Company approving the transactions contemplated under the Finance Leases and Incidental Documentation, and the Company has, pursuant to Rule 14.44 of the Listing Rules, obtained written approval of the transactions contemplated under the Finance Leases and Incidental Documentation from Prize Rich Inc., a Shareholder holding 1,222,713,527 issued ordinary shares of the Company (representing 71.41% of its entire issued share capital). As such, the Company is exempted from convening a general meeting to approve the transactions contemplated under the Finance Leases and Incidental Documentation.

**PRINCIPAL BUSINESSES OF THE PARTIES**

**The Group**

The Group is principally engaged in wellness elderly care business as the principal direction, with the strategic support of finance leasing, technology and civil explosives businesses. Through its joint ventures and associated companies, the Group also invests in fast growing sectors, such as electric utilities in the PRC.

**Greengold Leasing**

Greengold Leasing is a subsidiary of the Company, which is principally engaged in the provision of financing, including through finance leasing, with a focus on environmental protection projects in the PRC.

**The Lessee**

The Lessee is a limited liability company established in the PRC and is principally engaged in sewage treatment.

**The Guarantors**

Guarantor 1 is a limited liability company established in the PRC and is principally engaged in sewage treatment.

Guarantor 2 is a limited liability company established in the PRC and is principally engaged in sewage treatment.

Guarantor 3 is a limited liability company established in the PRC and is principally engaged in sewage treatment.

Guarantor 4 is a natural person and is a shareholder of Guarantor 1.

## RECOMMENDATIONS

The Directors consider that the terms of the Finance Leases and Incidental Documentation and the transactions contemplated thereunder are on normal commercial terms which are made on an arm's length basis and are fair and reasonable, and in the best interests of the Group and the Shareholders as a whole.

Accordingly, if a general meeting were to be convened, the Board would recommend the Shareholders to vote in favour of the ordinary resolutions to approve the Finance Leases and Incidental Documentation and the transactions contemplated thereunder at such general meeting.

## ADDITIONAL INFORMATION

Your attention is drawn to the financial and general information as set out in the appendices to this circular.

On behalf of
**Hing Yip Holdings Limited**
**HE Xiangming**
*Chairman*

## 1. FINANCIAL INFORMATION OF THE GROUP

Details of the audited consolidated financial information of the Group for each of the three years ended 31 December 2022, 2023 and 2024 are disclosed in the following annual reports of the Company for the years ended 31 December 2022, 2023 and 2024 respectively, and details of the unaudited consolidated interim financial information of the Group for the six months ended 30 June 2025 are disclosed in the following interim report 2025 of the Company for the six months ended 30 June 2025, which have been published and are available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (http://hingyiphk.quamhkir.com):

- the annual report 2022 of the Company for the year ended 31 December 2022 which was published on 27 April 2023 (available on: https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0427/2023042700579.pdf), please refer to pages 131 to 309 in particular;

- the annual report 2023 of the Company for the year ended 31 December 2023 which was published on 24 April 2024 (available on: https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0424/2024042402274.pdf), please refer to pages 100 to 254 in particular;

- the annual report 2024 of the Company for the year ended 31 December 2024 which was published on 28 April 2025 (available on: https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0428/2025042800699.pdf), please refer to pages 100 to 256 in particular; and

- the interim report 2025 of the Company for the six months ended 30 June 2025 which was published on 19 September 2025 (available on: https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0919/2025091900490.pdf), please refer to pages 26 to 72 in particular.

## 2. INDEBTEDNESS STATEMENT

As at the close of business on 31 October 2025, the Group had outstanding interest bearing bank loans of approximately HK$4,808,918,000 (comprising secured and guaranteed bank loans of approximately HK$4,351,118,000 which were secured by the pledge of investment properties of approximately HK$337,208,000, plant, property and equipment of approximately HK$58,610,000, finance lease receivables and future interest receivable of approximately HK$4,132,773,000, investment cost of 26.794% equity interests in an associate of approximately HK$123,726,000 and investment cost of 51% equity interest in a subsidiary of approximately HK$178,502,000; and unsecured and unguaranteed bank loans of approximately HK$457,800,000. Among such loans, a small number of them are having a maturity profile in the near term (maturing in 2025) and the rest are in the mid-term (maturing in 2026, 2027 and 2028) to long term (maturing in 2029, 2034, 2035, 2037, 2038, 2039 and 2047).

The Group had unsecured and unguaranteed interest bearing loans from its immediate holding company of approximately HK$26,000,000, which will mature in 2026.

The Group had outstanding secured and guaranteed other loans of approximately HK$36,968,000 which were secured by the pledge of finance lease receivables and future interest receivable of approximately HK$37,521,000.

In addition, the Group had unsecured and unguaranteed lease liabilities of approximately HK$3,666,000, and outstanding convertible notes with aggregate principal amount of HK$166,232,000 issued by the Company which will mature on 13 October 2027.

The Group issued unsecured and unguaranteed interest bearing bonds of approximately HK$933,390,000, which will mature in 2027 and 2028.

Save as aforesaid or otherwise disclosed herein, as at the close of business on 31 October 2025, the Group did not have any debt securities issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other contingent liabilities.

## 3. MATERIAL ADVERSE CHANGE

At the Latest Practicable Date, the Directors confirm that there had been no material adverse change in the financial or trading position of the Group since 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up.

## 4. WORKING CAPITAL

The Directors, after due and careful enquiry, are of the opinion that, taking into account the existing cash and bank balances, other internal resources and available existing unutilised credit facilities, the Group has sufficient working capital for its present requirements and to satisfy its requirements for at least the next 12 months from the date of publication of this circular in the absence of unforeseen circumstances.

The Company has obtained the relevant confirmation as required under Rule 14.66(12) of the Listing Rules.

## 5. FINANCIAL AND TRADING PROSPECT OF THE GROUP

Looking ahead, the global economic instability is likely to persist, leading to sluggish economic growth. Domestically, the recovery of consumer and investor confidence will take time, while challenges such as weak aggregate demand and continued adjustments in the property sector remain. The economy is undergoing a critical phase of transformation and upgrading, making the overall business environment particularly uncertain and demanding. However, China's rapidly ageing population represents a certain macro trend, supported by increasingly robust policy backing and significant market potential within the silver economy. Through forward-looking strategic planning, the Group has established advantages in scale, brand, and operational model within the Greater Bay Area, and is preparing to enter a historic window of opportunity for accelerated development.

The Group will remain firmly committed to its established strategic direction, steadfastly upholding its mission of "building a healthy life with Hing Yip Holdings". We will continue to leverage strategic resilience to navigate cyclical fluctuations and stay focused on our goal of becoming a premier technology-enabled health and wellness service provider in the Guangdong-Hong Kong-Macao Greater Bay Area. Our efforts will centre on deepening the optimisation of the "1+X" industrial structure, maintaining a configuration of "core business leadership with synergistic diversification". For the wellness and elderly care main business, we will build the core advantages of the main business of healthcare, fully facilitate the integration of healthcare resources and innovation of service models, thus enhancing our market profitability. For our core health and wellness segment, we will pursue an expansion strategy that "combines industrial mergers and acquisitions with self-invested development" to fully capture market opportunities. For our supporting businesses, we will enhance operational resilience and risk resistance by "deepening existing market potential, precisely cultivating new growth drivers, and strengthening risk management". We aim to stimulate new synergies within our "1+X" industrial structure by empowering our core business through technology, deepening the specialised development of our financial leasing segment, and improving operational efficiency in our civil explosives business. By strengthening post-investment management and adopting a Group-wide perspective, we will maximise cross-business collaborative value. Furthermore, we will continue to consolidate lean operations and enhance risk control systems, deepening the Group-wide "optimising costs and enhancing efficiency" initiative. Strengthening cash flow management and ensuring compliant operations will be key to maintaining the Group's financial resilience and operational stability in an increasingly uncertain environment.

**Wellness and Elderly Care Business: Comprehensive deepening to pioneer growth**

As the Group's core business and a key engine for future development, this segment carries a crucial strategic mission. We will fully focus our resources on transforming its development path from scale expansion to quality improvement and efficiency optimisation, aiming at achieving high-quality and sustainable growth. We will advance the implementation of a dual-driven development model of "elderly care services" and "technological innovation in health", empowering health services with cutting-edge technologies and supporting an innovative ecosystem with professional elderly care services, thereby building a new business landscape of coordinated development and mutual promotion.

In terms of elderly care services, we will comprehensively promote standardization and branding, establishing a replicable and scalable high-quality service model. We will restructure a tiered and targeted elderly care service mechanism, focusing on establishing specialised service areas, such as dedicated care for disabled elderly and care for cognitive impairment. We will systematically promote the deep integration of elderly care resources, actively respond to national policies on the silver economy and continuously optimise business development models with commercial sustainability. We are also capitalising on the historic opportunity presented by the "growing trend of Hong Kong residents seeking elderly care in mainland China", with a strategic focus on cultivating the Guangdong-Hong Kong-Macao Greater Bay Area market. Our efforts are directed towards building a competitive service brand defined by "Hong Kong-style, technology-enabled health and wellness care," with the aim of achieving breakthroughs in both of our market share and core service capacity.

**Science and Technology Business: Strategic cultivation for synergistic empowerment**

The technology business serves as a strategic hub for the Group's future-oriented development and empowerment, with a short-term focus on nurturing growth and a long-term emphasis on value creation. We will concentrate on core sectors, namely the "Industrialisation of Healthcare Technology" by striving to develop and expand new healthcare technology-enabled businesses characterized by data-driven and intelligent collaboration. Leveraging next-generation information technology, we will reshape healthcare service experience and industry efficiency, thereby building a brand-new digital elderly care ecosystem encompassing health management, emergency response, intelligent care and smart learning. Ultimately, we will achieve the deep integration and sustainable release of value in healthcare technology. The value of these forward-looking investments will not be immediately reflected in the financial statements, but rather in securing strategic initiative and industry influence in the smart healthcare sector for the Group in the future.

We will acquire and invest in projects in the sector of technological innovation in health to ensure synergy with our core business. We will actively develop emerging businesses, explore the digital education industry and open new profit growth opportunities. We will also strengthen the post-investment management of existing projects to unlock synergy with our core business.

**Financial Leasing Business: Specialised excellence and prudent stewardship**

This business serves as a stable and reliable source of profit for the Group. Guided by a philosophy of differentiated competition, the Group adheres to the principles of "market orientation, specialisation, and differentiation," with a focused approach on key segments including water supply, sewage treatment, cogeneration, and urban heating systems. We are committed to pursuing operational excellence and depth in these areas. To enhance operational efficiency, we are streamlining approval processes and optimising capital allocation. At the same time, we are expanding our financing channels to lower financing costs. Risk management remains a top priority, and we continue to strengthen our control framework to safeguard asset quality. With these initiatives, we remain firmly committed to our goal of becoming a leading specialised environmental protection financial leasing company in China.

**Civil Explosives Business: Resilient development, value optimisation**

In alignment with national policy directives, the Group is undertaking a comprehensive transformation by optimising our product portfolio to meet regulatory requirements of the state and adapt to the evolving market dynamics. The Group will also promote strategic partnerships with industry leaders to unlock synergistic growth opportunities, thus guaranteeing the packaging capacity and sales volume. In addition, the Group will actively expand its blasting business to unlock the capacity of mixed explosives. At the same time, the Group will continue to drive cost efficiency through 7S lean management practices and intelligent production line upgrades to maximize profitability.

During the reporting period, the Group reached a pivotal milestone in realising the benefits of its strategic transformation. Core businesses delivered rapid growth momentum, while supporting operations continued to perform steadily. Although net profit was temporarily impacted by non-recurring factors, the solid increase in core operating profit reflects a steady enhancement in the Group's intrinsic value. The Group's strategic planning remains both forward-looking and firmly grounded in market realities, securing the Company a firm foothold to capture long-term growth opportunities within the silver economy, and is equipped to consistently deliver returns to shareholders. With China's ageing population accelerating and supportive national policies continuing to emerge, we remain highly confident in the Group's prospects. The management will continue to strengthen its strategic execution capabilities, operational excellence, and prudent risk management, facilitating the Group to pursue high-quality, sustainable growth. We remain firmly committed to delivering long-term value to shareholders, investors, and society.

Looking ahead, we firmly believe that amidst challenges lie greater opportunities. The Group will unwaveringly adhere to its established strategic direction and remain fully committed to becoming a leading technology-enabled healthcare services provider in the Guangdong-Hong Kong-Macao Greater Bay Area.

## 1. RESPONSIBILITY STATEMENT

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.

## 2. DISCLOSURE OF INTERESTS

### (a) Interests and short positions of directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and any associated corporations (within the meaning of Part XV of the SFO) which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives of the Company were taken or deemed to have pursuant to Divisions 7 and 8 of Part XV of the SFO), or (ii) entered in the register required to be kept under Section 352 of the SFO or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") adopted by the Company were as follows:

***Long positions in the Shares***

| Name of Director | Capacity | Nature of interest | Number of Shares held | Approximate percentage of total issued Shares as at the Latest Practicable Date[1] |
|---|---|---|---|---|
| He Xiangming | Beneficial owner | Personal | 1,441,000 | 0.08% |

*Note:* 1. The percentage was calculated based on 1,712,329,142 Shares in issue as at the Latest Practicable Date.

Save as disclosed above, none of the Directors and chief executives of the Company had, as at the Latest Practicable Date, any interests or short positions in any shares and underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives of the Company were taken or deemed to have pursuant to Divisions 7 and 8 of Part XV of the SFO), or which were entered in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

**(b) Interests and short positions of the Shareholders in the Shares, underlying Shares of the Company**

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the interests and short positions of the Shareholders (other than Directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were entered in the register required to be kept by the Company pursuant to Section 336 of the SFO, were as follows:–

| Name of Shareholder | Capacity of Shareholder | Number of Shares/underlying Shares | | Approximate percentage of total issued Shares as at the Latest Practicable Date[1] |
|---|---|---|---|---|
| | | Long position | Short position | |
| Glories Holdings (HK) Limited | Beneficial Owner | 1,441,439,842[2] | – | 84.18% |
| Prize Rich Inc. | Corporate Interest | 1,441,439,842[2] | – | 84.18% |
| 廣東南海控股集團有限公司 (Guangdong Nanhai Holding Group Co., Ltd.*) | Corporate interest | 1,441,439,842[2] | – | 84.18% |

*Notes:* 1. The percentage was calculated based on 1,712,329,142 Shares in issue as at the Latest Practicable Date.

2. These 1,441,439,842 shares/underlying shares are held by Prize Rich Inc., which is wholly-owned by Guangdong Nanhai Holding Group Co., Ltd.*（廣東南海控股集團有限公司）. On 25 July 2022, Prize Rich Inc. agreed to transfer 1,222,713,527 shares and HK$166,232,000 convertible bonds (with underlying shares of 218,726,315) to its wholly-owned subsidiary, Glories Holdings (HK) Limited, pursuant to the equity and convertible bonds transfer agreement.

Saved as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any person (other than directors and chief executives of the Company) who had interests or short positions in the Shares and underlying Shares under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were entered in the register required to be kept under Section 336 of the SFO.

As at the Latest Practicable Date, no Director or proposed Director is a director or employee of a company which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

## 3. DIRECTORS' COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or his or her respective close associates was considered to have an interest in a business which competes or was likely to compete, either directly or indirectly, with the business of the Group other than those business to which the Directors or his or her close associates were appointed to represent the interests of the Company and/or the Group.

## 4. DIRECTORS' INTEREST IN CONTRACTS AND ASSETS OF THE GROUP

As at the Latest Practicable Date,

(a) none of the Directors was materially interested in any contract or arrangement subsisting and which was significant in relation to the business of the Group; and

(b) none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up.

## 5. MATERIAL CONTRACTS

The following contracts were entered into by the Group within the two years immediately preceding the date of this circular and which is or may be material or of significance:

(a) the seventh capital injection agreement dated 4 June 2024 entered into among CIH Finance Investments Holdings Limited ("**CIH Finance**") (a wholly owned subsidiary of the Company), Guangdong Zhongchuang Xingke Investments Co., Ltd.*(廣東中創興科投資有限公司)(a wholly owned subsidiary of the Company), Foshan City Yueqiao Construction Investment Co., Ltd.*(佛山市粵樵建設投資有限公司), Foshan City Nanhai Dali Water Supply Company*(佛山市南海大瀝自來水公司), Foshan Huaxing Glass Co., Ltd.*(佛山華興玻璃有限公司), Foshan City Nanhai District Lianzhifu Investment Co., Ltd.*(佛山市南海區聯智富投資有限公司), Foshan City Nanhai Zhizao Investment Co., Ltd.*(佛山市南海智造投資有限公司)and Greengold Leasing, pursuant to which CIH Finance agreed to contribute RMB140,907,030.57 in cash to the capital of Greengold Leasing to provide working capital for its operation;

(b) the equity transfer agreement dated 14 March 2025 entered into among Guangdong Zhongchuang Xingke Asset Management Co., Ltd.*(廣東中創興科資產管理有限公司)("**Zhongchuang Xingke**"), a wholly owned subsidiary of the Company, Guangdong Nanshan Pharmaceutical Innovation Research Institute*(廣東省南山醫藥創新研究院), Mr. Zhou Rong*(周榮), Respiratory Research Institute Equity Investment (Foshan) Center (Limited Partnership)*(呼研所股權投資(佛山)中心(有限合夥)) ("**Vendor 1**"), Foshan Ruifa Equity Investment Center (Limited Partnership)*(佛山瑞發股權投資中心(有限合夥)) ("**Vendor 2**"), Guangzhou Ruifa No. 1 Health Investment Center (Limited Partnership)*(廣州瑞發一號健康投資中心(有限合夥)) (together with Vendor 1 and Vendor 2, collectively the "**Vendors**") and Respiratory Research Institute of Medical Technology (Guangzhou) Co., Ltd.*(呼研所醫藥科技(廣州)有限公司) ("**Respiratory Research Institute**"), pursuant to which Zhongchuang Xingke conditionally agreed to purchase from the Vendors, the sale shares, representing 51% of the equity of Respiratory Research Institute, at the total consideration of RMB54,435,300, subject to adjustment (if any); and

(c) the equity transaction agreement dated 30 September 2025 entered into between Guangdong Tiannuo Investments Co., Ltd.*(廣東天諾投資有限公司)("**Tiannuo Investments**") (a non-wholly owned subsidiary of the Company) and Hongda Civil Explosive Group Co., Ltd.*(宏大民爆集團有限公司) ("**Hongda Explosive**"), pursuant to which Tiannuo Investments has agreed to sell and Hongda Explosive has agreed to acquire 31% of the equity interest in Guangdong Nanhong Civil Explosives Co., Ltd.*(廣東南虹民爆有限公司) at a consideration of RMB105,932,363.

## 6. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

## 7. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered, or proposed to enter, into a service contract with any member of the Group which is not determinable by the Group within one (1) year without payment of compensation (other than statutory compensation).

## 8. GENERAL

(a) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

(b) The branch share registrar of the Company is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(c) The Company's head office and principal place of business in Hong Kong is at Unit 501, Wing On Plaza, 62 Mody Road, Tsimshatsui, Kowloon, Hong Kong.

(d) The company secretary of the Company is Mr. Lo Tai On, who is a member of the Hong Kong Institute of Certified Public Accountants.

## 9. DOCUMENTS ON DISPLAY

Copies of the following documents will be published and displayed on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://hingyiphk.quamhkir.com) for a period of 14 days from the date of this circular (both days inclusive):

(a) the Finance Leases and Incidental Documentation; and

(b) this circular.

* *For identification purpose only*