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**Impression Dahongpao Co., Ltd.**

**印象大红袍股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 2695)*

**INSIDE INFORMATION  
POTENTIAL ACQUISITION OF FIXED ASSETS**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO.

The Board announces that the Purchaser, a wholly-owned subsidiary of the Company, proposes to acquire certain fixed assets from the Vendor.

The Purchaser has not entered into any binding agreement in respect of the Potential Acquisition as at the date of this announcement. The Potential Acquisition, if materialized, may constitute notifiable transaction of the Company under Chapter 14 of the Listing Rules. The Company will make further announcement(s) as and when appropriate in compliance with the Listing Rules and/or Part XIVA of the SFO.

**As the Potential Acquisition may or may not proceed and, even if the Formal Agreement is entered into, the completion of the Potential Acquisition may or may not take place, Shareholders and/or the potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO.

## **THE POTENTIAL ACQUISITION**

The Board announces that the Purchaser, a wholly-owned subsidiary of the Company, proposes to acquire certain fixed assets from the Vendor, subject to further negotiation between the Purchaser and the Vendor, and the terms and conditions of the Formal Agreement.

The principal terms of the Potential Acquisition are summarised as follows.

### **Parties**

- (1) the Vendor, Fujian Spring Restaurant Management Co., Ltd.\* (福建春天餐飲管理有限公司), an Independent Third Party;
- (2) the Purchaser, Mount Wuyi Impression Dahongpao Co., Ltd.\* (武夷山印象大紅袍文化旅遊有限公司), a wholly-owned subsidiary of the Company.

### **Subject of the Transaction**

The subject of the transaction comprises the decoration assets and ancillary facilities and equipment of Impression Tianjie (Impression Jianzhou)\* (印象天街(印象建州)), which is located at the Dahongpao Experience Center within the Tea Expo Park at 96 Dawangfeng South Road, Wuyi Mountain Resort, Wuyishan City, Fujian Province.

### **Consideration**

The total consideration is proposed to be determined by the parties on a voluntary, fair and reasonable basis with full consideration of the condition of the subject asset and based on a valuation conducted by an independent third party. According to the valuation report of Fujian Wuyi Assets Appraisal Real Estate Land Appraisal Co., Ltd.\* (福建武夷資產評估房地產土地估價有限公司) based on the cost approach, the value of the transaction subject is RMB13,125,856.

The Company will make further announcement(s) on the terms of the Formal Agreement and the details of the Potential Acquisition, if and when the Potential Acquisition proceeds, in compliance with the requirements of the Listing Rules.

## **REASON FOR AND BENEFIT OF THE POTENTIAL ACQUISITION**

The subject of the transaction is the invested assets under a cooperation agreement between the Company and the Vendor. After considering the operational results of the Vendor, the Company intends to terminate the cooperation agreement with the Vendor. To ensure the smooth implementation of the new project and its independence and completeness and realise the goal of investment revenue of the

Company as scheduled, the Company decided to repurchase the subject of the transaction in accordance with the professional valuation results of the independent third party. The Potential Acquisition is based on the consideration of long-term strategic development, in line with the Company's development plan, beneficial to the Company's resource allocation optimization, and in the interests of all Shareholders.

## **INFORMATION ON THE PARTIES**

### **The Company**

The Company is principally engaged in (i) performance and entertainment services; (ii) Impression Cultural Tourism Town operations; and (iii) Tea Soup Hotel operations.

### **The Purchaser**

The Purchaser is principally engaged in tourism businesses. As at the date of this announcement, the Company holds 100% equity interests in the Purchaser.

### **The Vendor**

The principal businesses of the Vendor include (i) catering management services and food production technology consultation services; (ii) wholesale and retail of pre-packaged food, and production and sales of Chinese cuisine; (iii) venue leasing; and (iv) investments in catering business and hotel industry. The Vendor is owned as to 100% equity interests by Fan Jingkai. Fan Jingkai is an Independent Third Party.

## **GENERAL INFORMATION**

The Board hereby emphasises that the Purchaser has not entered into any legally binding agreement in respect of the Potential Acquisition as at the date of this announcement. The Potential Acquisition, if materialized, may constitute notifiable transaction of the Company under Chapter 14 of the Listing Rules. The Company will make further announcement(s) as and when appropriate in compliance with the Listing Rules and/or Part XIVA of the SFO.

**As the Potential Acquisition may or may not proceed and, even if the Formal Agreement is entered into, the completion of the Potential Acquisition may or may not take place, Shareholders and/or the potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

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

“Vendor”	Fujian Spring Restaurant Management Co., Ltd.* (福建春天餐飲管理有限公司), a limited liability company established under the laws of the PRC on 18 August 2015
“Board”	the board of Directors
“Company”	Impression Dahongpao Co., Ltd. (印象大紅袍股份有限公司), a company incorporated in Mainland China with limited liability on 21 January 2009, the shares of which are listed on the Stock Exchange (stock code: 2695)
“Director(s)”	the director(s) of the Company
“Formal Agreement”	a formal agreement to be entered into between the Purchaser and the Vendor in respect of the Potential Acquisition
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, are independent of and not acting in concert or connected with the Company and any of its connected persons or any of their respective associates
“Purchaser”	Mount Wuyi Impression Dahongpao Cultural Tourism Co., Ltd.* (武夷山印象大紅袍文化旅遊有限公司), a limited liability company established under the laws of the PRC on 13 August 2019
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Potential Acquisition”	the potential acquisition of certain fixed assets by the Purchaser from the Vendor

“PRC” or “China”	the People’s Republic of China (but excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan for the purpose of this announcement)
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holders of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

By order of the Board  
**Impression Dahongpao Co., Ltd.**  
**Mr. Zhong Baiyi**  
*Chairman and Non-executive Director*

Hong Kong, 6 February 2026

*As at the date of this announcement, the Board of the Company comprises (i) Mr. Zheng Bin as executive Director; (ii) Mr. Zhong Baiyi, Ms. Xiao Jianhong, Mr. Zheng Feng, and Ms. Xu Zhoumei as non-executive Directors; and (iii) Mr. He Shuqi, Mr. Liu Yongquan and Mr. Chan Tsz Kit as independent non-executive Directors.*

*\* For identification purposes only*