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HONG KONG FOOD INVESTMENT HOLDINGS LIMITED
香港食品投資控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 60)

MAJOR TRANSACTION
DISPOSAL OF PROPERTIES IN JAPAN

THE DISPOSAL

On 12 February 2026, the Vendor (a wholly-owned subsidiary of the Company) and the Purchaser entered into the Agreement pursuant to which the Vendor conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, the Properties for a total consideration of JPY1,250,000,000 (approximately HK$63,092,000).

LISTING RULES IMPLICATIONS

Since one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules is 25% or more and all applicable percentage ratios are less than 75%, the Disposal constitutes a major transaction of the Company under Rule 14.06 of the Listing Rules and is subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Disposal and transactions contemplated thereunder. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, no Shareholder has a material interest in the Disposal and transactions contemplated thereunder, and no Shareholder will be required to abstain from voting at the EGM to approve the ordinary resolution(s) regarding the Disposal and transactions contemplated thereunder.

A circular containing, among other things, (i) details of the Disposal; (ii) the financial information of the Group; (iii) an independent property valuation report on the Properties; (iv) a notice convening the EGM and related form of proxy; and (v) other information as required under the Listing Rules, is expected to be despatched to the Shareholders on or before 30 April 2026, as additional time is required for the Company to prepare and finalise certain information required for inclusion in the circular.

Shareholders and investors should note that the Disposal is subject to the condition precedent set out in the Agreement and therefore the Disposal may or may not complete. As such, Shareholders and investors are urged to exercise caution when dealing in shares of the Company.

THE DISPOSAL

On 12 February 2026, the Vendor (a wholly-owned subsidiary of the Company) and the Purchaser entered into the Agreement pursuant to which the Vendor conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, the Properties for a total consideration of JPY1,250,000,000 (approximately HK$63,092,000).

The key terms of the Disposal are as follows:

Properties to be disposed of

Details of the Properties subject to the Disposal are as follows:

Properties	Description
Property A	comprises the land and a 5-storey flat roof office building, with a gross floor area of approximately 200.60 square meters located at 112-10, Shinbashi 5-chome, Minato-ku, Tokyo, Japan
Property B	comprises the land and a 6-storey (including the basement floor) flat roof office building, with a gross floor area of approximately 171.17 square meters located at 112-11, Shinbashi 5-chome, Minato-ku, Tokyo, Japan
Property C	comprises the land and a 3-storey flat roof residential building, with a gross floor area of approximately 98.03 square meters located at 112-12, Shinbashi 5-chome, Minato-ku, Tokyo, Japan

Consideration and Payment Terms

The Consideration is JPY1,250,000,000 (approximately HK$63,092,000), which has been determined after arms' length negotiations between the Vendor and the Purchaser with reference to (i) the preliminary valuation of the Properties of approximately JPY950,000,000 (equivalently to approximately HK$47,950,000) provided by an independent valuer, (ii) the recent transactions and market prices of comparable properties at similar locations, (iii) the aggregate net book value of the Properties of approximately JPY634,725,000 (equivalent to approximately HK$32,037,000) as at 31 January 2026, and (iv) the reasons for and benefits derived from the Disposal as set out in the section headed "REASONS FOR AND BENEFITS DERIVED FROM THE DISPOSAL" in this announcement.

The Consideration shall be satisfied by the Purchaser in the following manner:

Date of Payment	**Amount payable**
On signing of the Agreement	JPY100,000,000, equivalent to approximately HK$5,047,000), as the deposit
On Completion	JPY1,150,000,000, equivalent to approximately HK$58,045,000), as the balance

Condition Precedent

The Disposal is subject to the approval of the Shareholders. If the approval of the Company's shareholders at the EGM is not obtained on or before 17 August 2026, the Agreement shall automatically terminate, and no claim shall be made by either party, provided that the Vendor shall return the deposit received from the Purchaser to the Purchaser without interest within 14 days.

Completion and Transfer of the Properties

Subject to the satisfaction of the condition precedent set out above, Completion shall take place by 31 August 2026.

Subject to receipt of the Consideration by the Vendor in full, the Vendor shall deliver the Properties to the Purchaser or its nominee upon Completion.

The Properties will be delivered on an "as-is" basis on the date of Completion provided that any existing tenancies on the Properties shall be terminated prior to Completion.

FINANCIAL IMPACT OF THE DISPOSAL AND USE OF PROCEEDS

As at 31 January 2026, the aggregate net book value of the Properties was approximately JPY634,725,000 (equivalent to approximately HK$32,037,000). The Group is expected to recognise a gain on disposal of the Properties of approximately JPY615,275,000 (equivalent to approximately HK$31,055,000) (being the difference between the Consideration over the net book value, exclusive of relevant taxes and expenses). The estimated gain on disposal of the Properties after relevant taxes and expenses is estimated to be approximately JPY400 million (equivalent to approximately HK$20 million).

The net proceeds from the Disposal will be used as working capital of the Group. The actual gain arising from the Disposal will be subject to audit by the Company's auditors and may be different from the aforementioned amount.

REASONS FOR AND BENEFITS DERIVED FROM THE DISPOSAL

Taking into account the overall economy and property market in Japan, the Directors are of the view that the Disposal represents a good opportunity for the Group to realise its investment in the Properties at a reasonable price. The Disposal will increase the working capital of the Group and enhance its cashflow. The Directors consider that the Disposal is in the interests of the Company and its shareholders as a whole and the terms thereof are on normal commercial terms, which are fair and reasonable.

INFORMATION ON THE COMPANY, THE VENDOR, THE PURCHASER AND THE ULTIMATE BENEFICIAL OWNER OF THE PURCHASER

The Company is a limited liability company incorporated in Hong Kong, the shares of which are listed on the Stock Exchange. The Group's principal activities consist of the trading of frozen meats, seafood and vegetables, restaurant operations and communication and advertising design.

The Vendor is a company incorporated in Japan and is principally engaged in property holding. The Vendor is a wholly-owned subsidiary of the Company.

The Purchaser is a company incorporated in Japan and is principally engaged in property holding. To the best of the Directors' knowledge having made all reasonable enquiries, based on the information available to the Company, the Purchaser is held as to 100% by Mr. Chen Fuyun*.

To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner are independent of the Company and connected person of the Company.

LISTING RULES IMPLICATIONS

Since one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules is 25% or more and all applicable percentage ratios are less than 75%, the Disposal constitutes a major transaction of the Company under Rule 14.06 of the Listing Rules and is subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

* *for identification purpose only*

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Disposal and transactions contemplated thereunder. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, no Shareholder has a material interest in the Disposal and transactions contemplated thereunder, and no Shareholder will be required to abstain from voting at the EGM to approve the ordinary resolution(s) regarding the Disposal and transactions contemplated thereunder.

A circular containing, among other things, (i) details of the Disposal; (ii) the financial information of the Group; (iii) an independent property valuation report on the Properties; (iv) a notice convening the EGM and related form of proxy; and (v) other information as required under the Listing Rules, is expected to be despatched to the Shareholders on or before 30 April 2026, as additional time is required for the Company to prepare and finalise certain information required for inclusion in the circular.

Shareholders and investors should note that the Disposal is subject to the condition precedent set out in the Agreement and therefore the Disposal may or may not complete. As such, Shareholders and investors are urged to exercise caution when dealing in shares of the Company.

DEFINITIONS

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

"Agreement"	the sale and purchase agreement entered into between the Vendor and the Purchaser dated 12 February 2026 for the sale and purchase of the Properties
"Company"	Hong Kong Food Investment Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
"Completion"	completion of the Disposal
"Consideration"	the total consideration for the Disposal payable by the Purchaser to the Vendor
"Directors"	the directors of the Company
"Disposal"	the disposal of the Properties by the Vendor to the Purchaser in accordance with the terms and conditions set out in the Agreement

"EGM"	the extraordinary general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving, the Disposal and transactions contemplated thereunder
"Group"	the Company and its subsidiaries from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"JPY"	Japanese Yen, the lawful currency of Japan
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange
"Properties"	collectively, Property A, Property B and Property C
"Property A"	comprises the land and a 5-storey flat roof office building, with a gross floor area of approximately 200.60 square meters located at 112-10, Shinbashi 5-chome, Minato-ku, Tokyo, Japan (日本東京都港区新橋五丁目112番地10)
"Property B"	comprises the land and a 6-storey (including the basement floor) flat roof office building, with a gross floor area of approximately 171.17 square meters located at 112-11, Shinbashi 5-chome, Minato-ku, Tokyo, Japan (日本東京都港区新橋五丁目112番地11)
"Property C"	comprises the land and a 3-storey flat roof residential building, with a gross floor area of approximately 98.03 square meters located at 112-12, Shinbashi 5-chome, Minato-ku, Tokyo, Japan (日本東京都港区新橋五丁目112番地12)
"Purchaser"	恒豊產業株式会社, a company incorporated in Japan
"Shareholder(s)"	holder(s) of share(s) of the Company

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Vendor"	Wealth Creation Company Limited (創裕株式会社) a company incorporated in Japan and the registered owner of the Properties

Unless otherwise specified in this announcement, amounts denominated in Japanese Yen have been converted into HK$ at the rate of JPY1.00 = HK$0.050474. This rate is for the purpose of illustration only and does not constitute a representation that any amount has been, could have been converted at the above rate or any other rates.

On behalf of the Board
Hong Kong Food Investment Holdings Limited
TAI Chun Kit
Chairman

Hong Kong, 12 February 2026

As at the date of this announcement, the executive directors of the Company are Mr. TAI Chun Kit, Mr. TSE Siu Wan and Ms. WONG, Anita Ting Yuk; the non-executive director of the Company is Mr. TAI Tak Fung, Stephen; and the independent non-executive directors of the Company are Mr. LAN Yee Fong, Steve John, Mr. CHEUNG Wing Choi and Mr. WONG, Louis Chung Yin.