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*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 379)**

## **MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE POSSIBLE ACQUISITION OF THE TARGET COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES**

Further to a voluntary announcement published by the Company on 23 April 2026, the Board is pleased to announce that on 30 April 2026 (after trading hours of the Stock Exchange), the Company entered into the non-legally binding MOU with the Vendor in relation to the Possible Acquisition involving potential issue of Consideration Shares.

**The Board wishes to emphasise that the MOU is not legally binding and the Possible Acquisition may or may not proceed. If the Possible Acquisition is materialised, it may constitute a notifiable transaction on the part of the Company pursuant to the Listing Rules. Shareholders and investors of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company as and when appropriate in compliance with the Listing Rules.**

This announcement is made by the Company on a voluntary basis to provide update on its business activities to the Shareholders and potential investors of the Company.

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### **THE MOU**

Date: 30 April 2026

Parties: (1) the Vendor and  
(2) the Company, as the Purchaser

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor is an Independent Third Party.

## **Assets intended to be acquired**

Pursuant to the MOU, it is proposed that the Purchaser intends to acquire and the Vendor intends to sell a total of 100% of the issued shares of the Target Company. The consideration will be satisfied by potential issue of Consideration Shares based on the valuation on Sale Share. If the number of Shares to be issued exceeds the limit of the General Mandate, the Possible Acquisition may be subject to approval by the Shareholders granting the Specific Mandate. The Vendor intends to irreversibly grant the Purchaser a profit guarantee for the financial performance of the Target Group for the subsequent financial year(s). The Target Group is principally engaged in advanced thermal management of new materials, equipment and technology related business. As at the date of this announcement, the Target Company is owned as to 100% by the Vendor.

## **Target Group is still under group restructuring**

As at the date of this announcement, the Target Group is in the course of a share restructuring whereby the Target Company will legally own a majority shareholding in its PRC subsidiaries without any legal encumbrance.

## **Sale and Purchase Agreement**

The Vendor and the Purchaser shall negotiate in good faith towards the other in ensuring that the Sale and Purchase Agreement be entered into between the Vendor and the Purchaser as soon as possible and subject to the Purchaser's satisfaction of due diligence review on the Target Company, on or before 31 October 2026 or such later date as the Vendor and the Purchaser may mutually agree.

## **Due diligence**

Upon signing of the MOU, the Purchaser shall, and shall procure its advisers and agents to conduct such review of the assets, liabilities, operations and affairs of the Target Company as it may consider appropriate and the Vendor shall provide and procure the Target Company and its agents to provide such assistance as the Purchaser and its advisers and agents may require in connection with such review.

## **Exclusivity**

The Vendor will not, and will procure that the Target Company and its representatives and advisers will not from the date of the MOU to 31 October 2026 (or such other date as the parties may mutually agree) (i) solicit, initiate or encourage inquiries or offers from, or (ii) initiate or continue negotiations or discussions with or furnish any information to, or (iii) enter into any agreement or statement of intent or understanding with, any person or entity other than the Purchaser with respect to the sale or other disposition of the Sale Shares or any other shares of the Target Company.

**The Board wishes to emphasise that the MOU, other than the clauses regarding exclusivity and confidentiality, is not legally binding and the Possible Acquisition may or may not proceed. If the Possible Acquisition is materialised, it may constitute a notifiable transaction on the part of the Company pursuant to the Listing Rules. Shareholders and investors of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company as and when appropriate in compliance with the Listing Rules.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meanings given to them as below:

|                               |  |
|-------------------------------|--|
| “Board”                       | board of Directors   |
| “Company” or “Purchaser”      | China Ever Grand Financial Leasing Group Co., Ltd., a company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed on the main board of the Stock Exchange                                      |
| “connected person(s)”         | has the meaning ascribed to it in the Listing Rules  |
| “Consideration Shares”        | New Share(s) to be allotted and issued by the Company to the Vendor in an amount not exceeding 25% of the then enlarged issued Shares.   |
| “Director(s)”                 | director(s) of the Company   |
| “General Mandate”             | the general mandate granted to the Directors at the annual general meeting of the Company to allot, issue or deal with up to 20% of the then issued share capital of the Company   |
| “Group”                       | the Company and its subsidiaries   |
| “Hong Kong”                   | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Independent Third Parties”   | independent third parties who are, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiry, independent of and not connected with the Company and the connected person(s) of the Company |
| “Listing Rules”               | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “MOU”                         | the memorandum of understanding dated 30 April 2026 and entered into between the Purchaser and the Vendors in relation to the Possible Acquisition involving potential issue of Consideration Shares                                 |
| “Possible Acquisition”        | the possible acquisition by the Purchaser of 100% of the issued shares of the Target Company   |
| “Sale and Purchase Agreement” | agreement for the sale and purchase of the Sale Shares (in form and substance satisfactory to the Purchaser) to be entered into between the Vendors and the Purchaser in relation to the Possible Acquisition                        |
| “Sale Shares”                 | 10,000 ordinary shares of the Target Company, representing 100% of the issued shares of the Target Company   |

|                    |  |
|--------------------|--|
| “Share(s)”         | ordinary share(s) of HK\$0.1 each in the share capital of the Company  |
| “Shareholder(s)”   | the shareholder(s) of the Company  |
| “Specific Mandate” | the specific mandate to be granted by the Shareholders at the extraordinary general meeting of the Company to allot and issue the Consideration Shares         |
| “Stock Exchange”   | The Stock Exchange of Hong Kong Limited  |
| “Target Company”   | China Fusion Times Technology Limited, a company incorporated in Hong Kong with limited liability  |
| “Target Group”     | China Fusion Times Technology Limited and its non-wholly owned subsidiaries in the PRC   |
| “PRC”              | The People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan |
| “Vendor”           | A person who is an Independent Third Party, the vendor under the MOU   |
| “HK\$”             | Hong Kong dollars, the lawful currency of Hong Kong  |
| “%”                | per cent.  |

By the order of the Board  
**China Ever Grand Financial Leasing Group Co., Ltd.**  
**Wong Lik Ping**  
*Chairman and Executive Director*

Hong Kong, 30 April 2026

*As at the date of this announcement, the Board comprises (1) Mr. Wong Lik Ping, Mr. Siu Wai Bun, Mr. Tao Ke and Mr. Ng Tin Shui as Executive Directors; (2) Mr. Leung Yiu Ming David as Non-executive Director; and (3) Mr. Ng Kwok Sang, Mr. Wu Kai Tang and Ms. Lam Hoi Yan Karen as Independent Non-Executive Directors.*