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匯成國際控股有限公司

Huicheng International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1146)

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 3 AUGUST 2026
AND
(2) GRANT OF WHITEWASH WAIVER**

References are made to the announcement (the “**Announcement**”) of Huicheng International Holdings Limited (the “**Company**”) dated 26 May 2026, the circular (the “**Circular**”) and the notice of the EGM (the “**Notice**”) both dated 10 July 2026 issued by the Company in relation to, among other things, the Share Subscription and the Whitewash Waiver.

Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 3 AUGUST 2026

The Board is pleased to announce the poll results in respect of the EGM held at 2:00 p.m. on Monday, 3 August 2026 at Room 3302, 33/F, West Tower, ShunTak Centre, 200 Connaught Road Central, Hong Kong. All the proposed ordinary resolution and special resolution (the “**Resolutions**”) as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM. The EGM was convened by the Board, and chaired and presided over by Mr. Kwong Wilson Wai Sun, an independent non-executive Director. All Directors have attended the EGM either in person or by electronic means.

As at the date of the EGM, the issued share capital of the Company was 3,445,450,000 Shares. As disclosed in the Circular, the Subscriber, CEC Outfitters and Mr. ZHANG Yongli, and all other Shareholders who are interested or involved in the Share Subscription and/or the Whitewash Waiver, which altogether hold 1,670,466,000 Shares, representing approximately 48.48% of the issued share capital of the Company as at the date of the EGM, are required to and had abstained from voting on the Resolutions. Save for disclosed above, there was no Shareholder who was required to abstain from

voting on the Resolutions, or required to abstain from voting in favor of the Resolutions. Accordingly, there were in aggregate 1,774,984,000 Shares entitling the holders of which to attend and vote for or against the Resolutions at the EGM.

No Shareholder had stated his/her/its intention in the Circular to vote against the Resolutions at the EGM.

The Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, was appointed as the scrutineer for vote-taking at the EGM. The number of Shares represented by votes for and against the Resolutions at the EGM was as follows:

Ordinary Resolution (Note 1)		Number of Votes (cast and approximate percentage of total number of vote cast) (Note 2)	
		For	Against
1.	“THAT (a) the share subscription agreement (the “Share Subscription Agreement”) dated 26 May 2026 and entered into between the Company and Ms. ZHANG Kailun (the “Subscriber”) in relation to the Share Subscription and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; (b) all the transactions contemplated under the Share Subscription Agreement, including but not limited to the specific mandate to allot and issue the Subscription Shares by the Company to the Subscriber pursuant to the Share Subscription Agreement (the “Specific Mandate”), be and are hereby approved and the Board be and is hereby authorised to allot and issue the Subscription Shares to the Subscriber pursuant to the Share Subscription Agreement; and (c) the Board be and is hereby authorised to do all such acts and things and sign all such documents and to take such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Share Subscription Agreement and the transactions contemplated thereunder, including to the Specific Mandate, and the allotment and issue of the Subscription Shares.”	986,976,000 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed by the Independent Shareholders by way of poll as an ordinary resolution of the Company.		

Special Resolution (Note 1)		Number of Votes (cast and approximate percentage of total number of vote cast) (Note 2)	
		For	Against
2.	“THAT subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the waiver (the “Whitewash Waiver”) of the obligation on the part of the Subscriber, CEC Outfitters or Mr. ZHANG Yongli to make a mandatory general offer for all the issued shares and other securities of the Company (other than those already owned or agreed to be acquired by Subscriber and parties acting in concert with her) which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares under the Share Subscription Agreement pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code be and is hereby approved, and that any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents under seal where applicable as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”	986,976,000 (100%)	0 (0%)
As more than 75% of the votes were cast in favour of this resolution, this resolution was duly passed by the Independent Shareholders by way of poll as a special resolution of the Company.			

Notes:

1. Please refer to the Circular and the Notice for the full version of the Resolutions.
2. Calculated based on the total number of votes attaching to all the Shares held by the Independent Shareholders cast in person or by proxy at the EGM.
3. The percentage figures included in the poll results at the EGM above are subject to rounding adjustments.

GRANT OF THE WHITEWASH WAIVER

The Executive has, on 17 July 2026, granted the Whitewash Waiver, subject to (i) the approval by at least 75% of the votes cast by the Independent Shareholders by way of poll in respect of the Whitewash Waiver and more than 50% of the votes cast by the Independent Shareholders by way of poll in respect of the Share Subscription, respectively, at the EGM; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber, CEC Outfitters, Mr. ZHANG Yongli and their respective concert parties between the date of the Announcement and the Completion. The abovementioned condition (i) imposed by the Executive has been duly fulfilled as at the date of this announcement. Further announcement(s) will be made by the Company upon Completion.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (a) as at the date of the EGM; and (b) immediately after completion of the Share Subscription, assuming that there is no other change to the share capital and shareholding structure of the Company from the date of the EGM up to the Completion Date, are set out below:

Shareholders	As at the date of the EGM		Immediately after Completion	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Subscriber and parties acting in concert with her				
The Subscriber (<i>Note 1</i>)	173,000,000	5.02%	273,000,000	7.70%
CEC Outfitters Limited (<i>Note 2</i>)	839,748,000	24.37%	839,748,000	23.69%
Mr. ZHANG Yongli	12,570,000	0.37%	12,570,000	0.35%
Subtotal	<u>1,025,318,000</u>	<u>29.76%</u>	<u>1,125,318,000</u>	<u>31.74%</u>
Class (6) Presumption concert parties				
Mr. SUN David Lee (<i>Note 3 and 6</i>)	3,852,000	0.11%	3,852,000	0.11%
Ms. HUANG Xiaoyun (<i>Note 3 and 6</i>)	497,896,000	14.45%	497,896,000	14.04%
Mr. Wang Wei (<i>Note 4 and 6</i>)	3,400,000	0.10%	3,400,000	0.10%
Tingli Limited (<i>Note 5 and 6</i>)	140,000,000	4.06%	140,000,000	3.95%
Subtotal (for the Subscriber and parties acting in concert with her)	<u>1,670,466,000</u>	<u>48.48%</u>	<u>1,770,466,000</u>	<u>49.94%</u>
Public Shareholders	<u>1,774,984,000</u>	<u>51.52%</u>	<u>1,774,984,000</u>	<u>50.06%</u>
Total	<u><u>3,445,450,000</u></u>	<u><u>100%</u></u>	<u><u>3,545,450,000</u></u>	<u><u>100%</u></u>

Notes:

- (1) The Subscriber is the daughter of Mr. Zhang Yongli.
- (2) CEC Outfitters Limited is wholly owned by Vinglory Holdings Limited and Vinglory Holdings Limited is wholly owned by Mr. Zhang Yongli.
- (3) Mr. Sun David Lee and Ms. Huang Xiaoyun are executive Directors.
- (4) Mr. Wang Wei is a non-executive Director.
- (5) Tingli Limited is wholly owned by Mr. Gu Lin who is the son of Ms. Huang Xiaoyun, an executive Director.
- (6) Each of Mr. Sun David Lee, Ms. Huang Xiaoyun, Mr. Wang Wei and Tingli Limited is presumed to be acting in concert with the Subscriber under the Class (6) Presumption until Completion. This Class (6) Presumption will cease to apply after Completion. Other than such presumption, none of Mr. Sun David Lee, Ms. Huang Xiaoyun, Mr. Wang Wei and Tingli Limited is a party acting in concert with the Subscriber under the definition of “acting in concert” under the Takeovers Code.
- (7) The percentage figures as set out above are subject to rounding adjustments.

Since the Completion is subject to the fulfilment or waiver (as applicable) of the conditions precedent as set out in the Share Subscription Agreement, the Share Subscription may or may not proceed.

Shareholders and potential investors are reminded to exercise caution when dealing in the Shares, and are recommended to consult their stockbroker, bank manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.

By Order of the Board
Huicheng International Holdings Limited
Zhang Yongli
Chairman

Hong Kong, 3 August 2026

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Yongli, Mr. Sun David Lee and Ms. Huang Xiaoyun; the non-executive director is Mr. Wang Wei; and the independent non-executive directors are Mr. Kwong Wilson Wai Sun, Mr. Yeung Chi Wai and Mr. Ho Ka Wang.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.