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香港興業國際集團有限公司*

HKR International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00480)

**DISCLOSEABLE AND CONNECTED TRANSACTION
DISPOSAL OF ENTIRE EQUITY INTEREST IN
TARGET COMPANY**

THE DISPOSAL

On 27 August 2026, the Vendor, the Company (as the Vendor's guarantor) and the Purchaser entered into the SPA, pursuant to which the Vendor conditionally agreed to sell to the Purchaser, and Purchaser conditionally agreed to purchase from the Vendor, the entire issued share capital of the Target Company at a consideration of HK\$106,500,000, subject to adjustment in accordance with the terms and conditions of the SPA.

Upon Completion, the Company will no longer hold any interest in the Target Company and the Target Company will cease to be subsidiary of the Company. Accordingly, the financial results of the Target Company will no longer be consolidated into the consolidated financial statements of the Company upon Completion.

The Disposal constitutes a discloseable and connected transaction for the Company under Chapter 14 and Chapter 14A of the Listing Rules and is subject to announcement, Independent Shareholders' approval and reporting requirements under the Listing Rules.

Shareholders and investors should note that completion of the Disposal is subject to satisfaction of the conditions set out in the SPA which have been disclosed below and therefore the Disposal may or may not complete. As such, Shareholders and investors are urged to exercise caution when dealing in the securities of the Company.

THE DISPOSAL

The Board announces that on 27 August 2026, the Vendor and the Company (as the Vendor's guarantor) entered into the SPA with the Purchaser in relation to the sale and purchase of the Sale Shares.

THE SPA

The principal terms of the SPA dated 27 August 2026 are summarised as follows:

Parties

Vendor : Hanbright Assets Limited
Vendor Guarantor : The Company
Purchaser : Apex Future International Limited

Subject matter

Pursuant to the SPA, the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the Sale Shares.

Consideration and payment terms

The consideration for the Sale Shares payable under the SPA is HK\$106,500,000 (the “**Consideration**”), subject to adjustments as per the Net Asset Value as set out in the Pro Forma Completion Accounts and as described in the paragraph “Consideration Adjustment” below, and shall be payable by Purchaser in the following manner:

- (a) HK\$10,650,000 shall be paid by the Purchaser to the Vendor's solicitor as stakeholder upon signing of the SPA as deposit and partial payment of Consideration (the “**Deposit**”); and
- (b) the balance of the Consideration, being HK\$95,850,000, either increased by the amount of the Net Asset Value as set out in the Pro Forma Completion Accounts (if it is a positive amount) or reduced by the absolute value of the amount of the Net Asset Value as set out in the Pro Forma Completion Accounts (if it is a negative amount), shall be paid by Purchaser to the Company as the Vendor’s agent at Completion.

Consideration Adjustment

The Consideration is subject to the following adjustment by reference to the Completion Accounts:

- (a) If the Net Asset Value (as computed based on the Completion Accounts) is less than the Net Asset Value (as computed based on the Pro Forma Completion Accounts), the Vendor shall pay to the Purchaser (or as it may direct) an amount equal to such difference within 5 Business Days after agreement or determination of the Completion Accounts; or
- (b) If the Net Asset Value (as computed based on the Completion Accounts) is more than the Net Asset Value (as computed based on the Pro Forma Completion Accounts), the Purchaser shall pay to the Vendor (or as it may direct) an amount equal to such difference within 5 Business Days after agreement or determination of the Completion Accounts.

The sole business of the Target Company is for holding the Properties. The Consideration was arrived on the basis of normal commercial terms and after arm’s length negotiation between the Vendor and the Purchaser with reference to the prevailing market conditions and the valuation of the Properties of HK\$106.3 million as at 21 August 2026 as conducted by an independent professional valuer using market approach.

Conditions

Completion shall be conditional upon the following conditions precedent have been fulfilled (or waived by the Purchaser, except for conditions (f) and (g) below which cannot be waived) on or before the Completion Date:

- (a) the Target Company being able to show and give title to the Properties in accordance with Section 13 and 13A of the Conveyancing and Property Ordinance (Cap. 219 of the Laws of Hong Kong) at the Vendor's cost;
- (b) the Purchaser having completed its due diligence review on the business, financial, legal and other aspects of the Company and satisfied with the results thereof (acting reasonably);
- (c) the fundamental warranties remaining true, accurate and not misleading in all material respects;
- (d) no major part of any Properties having been destroyed by a natural disaster, fire, explosion or other calamity and no major part of any Properties is, for any reason, condemned, closed or declared dangerous by any government authority, damaged, rendered inaccessible or subject to demolition order(s) or closure order(s) under the Buildings Ordinance (Cap.123 of the Laws of Hong Kong) or the Demolished Buildings (Re-development of Sites) Ordinance (Cap.337 of the Laws of Hong Kong); for the purpose of this condition, a major part of each Properties means such part(s) of the relevant Properties which comprise, in total, 25% or more of the total gross floor area of the relevant Properties;
- (e) no notice and/or order received by the Vendor and/or the Target Company in respect of the resumption of any Properties (or any part(s) thereof) by any government authority under applicable laws on the date of the SPA;
- (f) the transactions contemplated under the SPA being transacted in accordance with the applicable requirements under the Listing Rules, including any required announcement, circular, regulatory consent or approval of the Stock Exchange, approvals by the Independent Board Committee and the Independent Shareholders of the Company in respect of the SPA and the transactions contemplated thereunder, as applicable, at the EGM; and
- (g) the Company having obtained an independent valuation report on the Properties from a qualified independent professional valuer for the purposes of compliance with the Listing Rules, and no indication, comment, objection or ruling having been received from the Stock Exchange or any regulatory authority which would prevent Completion or require any material amendment to the SPA or the transactions contemplated by it.

If the above condition (f) or (g) is not fulfilled on or before the Longstop Date, the Vendor shall have the right to terminate the SPA and the Deposit paid by or on behalf of the Purchaser shall forthwith be returned to the Purchaser without any interest or cost, and none of the parties shall have any further claim or cause of action against any other party(ies).

Guarantee

Pursuant to the SPA, the Company, as the Vendor's guarantor, has agreed to guarantee to the Purchaser to pay, on demand, any sum which the Vendor fails to pay to the Purchaser in accordance with the SPA.

Completion

Completion shall take place on the 10th Business Day following the date of fulfilment of the condition set out in item (f) under the section "Conditions" above, such later date as may be postponed in accordance with the SPA or such other date as the Vendor and the Purchaser may agree in writing.

Tax Indemnity

Pursuant to the SPA, the Vendor and the Company, as Vendor's guarantor, have agreed to jointly and severally indemnify the Purchaser and the Target Company in respect of certain taxation liabilities concerning the Target Company on or before the Completion Date, subject to the terms and limitations under the SPA.

INFORMATION OF THE TARGET COMPANY AND THE PROPERTIES

The Target Company is a company incorporated in Hong Kong with the sole business of holding the Properties.

The Properties comprise: (1) a residential unit (including flats 229 and 231) with an approximate saleable area of 1,480 square feet, located on the 2nd floor of DB Plaza (Block C), Discovery Bay City, Lantau Island, New Territories which is subject to a two-year tenancy with an independent third party and is due to expire in September 2028; and (2) a residential unit with an approximate saleable area of 2,786 square feet, located on the 14th floor of Century Tower II, together with a car parking space on Level 1 of Century Tower, Nos. 1 and 1A Tregunter Path, Mid-Levels, Hong Kong which is subject to a two-year tenancy with an indirect wholly-owned subsidiary of CCM Trust and is due to expire in September 2026, with a three months extension till December 2026.

Upon Completion of the Disposal, the Properties will be delivered to the Purchaser on an "as is" basis and subject to existing tenancies.

Set out below is a summary of certain financial information of the Target Company for each of the financial years ended 31 March 2026 and 31 March 2025:

	For the year ended 31 March	
	2026	2025
	(HK\$)	(HK\$)
	(audited)	(audited)
Net profit/(loss) before taxation	5,821,449	(8,073,796)
Net profit/(loss) after taxation	5,597,840	(8,301,619)

The audited net asset value of Target Company as at 31 March 2026 was approximately HK\$102.8 million.

FINANCIAL EFFECTS OF THE DISPOSAL AND PROPOSED USE OF PROCEED

Upon Completion, the Company will not hold any equity interest in the Target Company and it will cease to be a subsidiary of the Company.

After taking into account the unaudited carrying value of the Target Company of HK\$100.4 million at 31 July 2026 and the transaction cost, the Group is expected to recognise an estimated net gain of approximately HK\$5.2 million. The actual gain is subject to audit and may be different from the estimated amount, as it will depend on the final net current asset value of the Target Company as at the Completion Date.

The aforesaid estimation is for illustrative purpose only and does not purport to represent the financial position of the Group after Completion. The actual financial effects of the Disposal will be determined with reference to the financial status of the Target Company as at the Completion Date.

The proceeds from the Disposal of approximately HK\$106.1 million (subject to adjustment) will be utilised as general working capital of the Group.

REASONS FOR AND BENEFITS DERIVED FROM THE DISPOSAL

The Properties were acquired by the Group in 2016 and 1996, respectively at a total acquisition cost of approximately HK\$57.7 million which have been held by the Group as investment properties. The Disposal represents a good opportunity for the Company to realise its investment to earn the capital return and enhance its cash flow position.

The Directors (excluding the independent non-executive Directors, who will express their opinion after considering the advice of the independent financial adviser) are of the view that the terms of the SPA, which have been agreed after arm's length negotiations, are on normal commercial terms or better and such terms are fair and reasonable and the Disposal is in the interest of the Company and the Shareholders as a whole.

INFORMATION OF THE PARTIES

The Company is an investment holding company incorporated in the Cayman Islands, the securities of which are listed on the Stock Exchange. The Group is principally engaged in property development, property investment, transportation services and property management, hotel operations and leisure businesses.

The Vendor is a company incorporated in the British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company, which principal business activity is investment holding.

The Purchaser is a company incorporated in the British Virgin Islands with limited liability. To the best of the Directors' knowledge after having made all reasonable enquiries, based on the information available to the Company, the principal business activity of the Purchaser is investment holding. The Purchaser is an indirect wholly-owned subsidiary of Mingly.

Mingly is a company incorporated in the Cayman Islands with limited liability and is majority owned by CCM Trust as to approximately 91.39%. To the best of the Directors' knowledge after having made all reasonable enquiries, based on the information available to the Company, Mingly's principal business activities include real estate and hospitality.

CCM Trust is a company incorporated in the Cayman Islands with limited liability. To the best of the Directors' knowledge after having made all reasonable enquiries, based on the information available to the Company, CCM Trust is the corporate trustee of certain but not identical discretionary trusts of which members of the Cha Family are among the discretionary objects.

LISTING RULES IMPLICATIONS

The Purchaser is a wholly-owned subsidiary of Mingly, in which CCM Trust holds an approximately 91.39% interest, and is therefore also an indirectly majority-owned subsidiary of CCM Trust. Both Mingly and CCM Trust are substantial shareholders of the Company, and therefore are connected persons of the Company. Mingly and CCM Trust hold approximately 9.73% and 48.17% (including the interests held through Mingly) of the Company's direct and/or indirect shareholding interests, respectively. As one or more of the applicable percentage ratios (as defined in Listing Rules) in respect of the Disposal are greater than 5% but are less than 25%, the Disposal constitutes a discloseable and connected transaction for the Company under Chapter 14 and Chapter 14A of the Listing Rules and is subject to announcement, Independent Shareholders' approval and reporting requirements under the Listing Rules.

CCM Trust is the corporate trustee of certain but not identical discretionary trusts of which members of the Cha Family are among the discretionary objects. Accordingly, each of Mr Victor CHA, Ms Madeline WONG, Mr Johnson CHA and Mr Benjamin CHA, being members of Cha Family and directors of the Company, are considered to have a material interest in the Disposal and have abstained from voting on the relevant board resolutions. Save as disclosed above, none of the other Directors has a material interest in the Disposal or was required to abstain from voting.

An EGM will be convened for the purpose of considering and, if thought fit, approving the SPA and the Disposal. Each of CCM Trust, Mingly, Mr Victor CHA (who has personal interest and deemed interest in the Company), Ms Madeline WONG, Mr Johnson CHA and Mr Benjamin CHA (each has deemed interest in the Company) and their respective associates are required to abstain from voting at the EGM on resolutions approving the Disposal and the transactions contemplated thereunder. Save as aforesaid, to the best of knowledge, information and belief of the Directors, having made all reasonable enquiries, no other Shareholders are materially interested in the Disposal who are required to abstain from voting on the resolution to be proposed at the EGM.

An Independent Board Committee of the Company comprising all the independent non-executive Directors has been established to advise the Independent Shareholders as to whether the terms of the SPA and the Disposal are fair and reasonable and in the interest of the Company and the Shareholders as a whole, and to advise the Independent Shareholders as to how to vote at the EGM. Donvex Capital Limited (a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activities as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) has been appointed as the independent financial adviser to provide advice and recommendation to the Independent Board Committee and the Independent Shareholders in this respect.

A circular containing, among other things, further details of the SPA and the Disposal, a letter from the Independent Board Committee to the Independent Shareholders in respect of the SPA and the Disposal, a letter from the independent financial adviser containing its advice to the Independent Board Committee and the Independent Shareholders and other information as required by the Listing Rules, together with the notice convening the EGM and the proxy form is expected to be despatched to the Shareholders on or before 17 September 2026 which is within 15 business days after the publication of this announcement.

Shareholders and investors should note that completion of the Disposal is subject to satisfaction of the conditions set out in the SPA which have been disclosed above and therefore the Disposal may or may not complete. As such, Shareholders and investors are urged to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In addition to the expressions defined in the content of this announcement, the following expressions have the following meanings:

“associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	means a day other than a Saturday or Sunday on which banks are open in Hong Kong for general public for business

“Cha Family”	a group of persons comprising, inter alia, Mr CHA Mou Zing Victor, Ms WONG CHA May Lung Madeline, Mr CHA Mou Daid Johnson and Mr CHA Yiu Chung Benjamin, being Directors of the Company
“CCM Trust”	CCM Trust (Cayman) Limited is a company incorporated in the Cayman Islands with limited liability and acts as the corporate trustee of certain, but not identical, discretionary trusts, among whose discretionary objects are members of the Cha Family. As of the date of this announcement, CCM Trust holds approximately 48.17% of the Company’s shareholding interest (including the interests held through Mingly), and is therefore a substantial shareholder and connected person of the Company
“Company”	HKR International Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the main board of the Stock Exchange (Stock Code: 00480)
“Completion”	the completion of the Disposal in accordance with the terms and conditions of the SPA
“Completion Accounts”	the audited financial statements of the Target Company (comprising a statement of comprehensive income for the period commencing on 1 April 2026 to the Completion Date and a statement of financial position of the Target Company as at Completion) prepared and agreed or determined in accordance with the terms and conditions of the SPA
“Completion Date”	the 10th Business Day following the date of fulfilment of condition (f) set out under the section “Conditions” in this announcement, such later date as may be postponed in accordance with the SPA or such other date the Vendor and the Purchaser may agree in writing
“Consideration”	has the meaning defined in the section headed “THE DISPOSAL – The SPA – Consideration and payment terms” in this announcement
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Deposit”	has the meaning defined in the section headed “THE DISPOSAL – The SPA – Consideration and payment terms” in this announcement
“Director(s)”	the director(s) of the Company from time to time
“Disposal”	the disposal of the Sale Shares by the Vendor to the Purchaser pursuant to the terms of the SPA

“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of approving the Disposal (including the terms of the SPA and the transactions contemplated thereunder) and any adjournment thereof
“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
“Independent Board Committee”	the independent committee of the Board comprising all of the independent non-executive Directors, established to advise the Independent Shareholders in respect of the Disposal
“Independent Shareholder(s)”	the Shareholder(s) who do not have material interest in the transactions contemplated under the SPA
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Longstop Date”	30 November 2026 or such other date as the Vendor and the Purchaser may agree in writing
“Mingly”	Mingly Corporation (名力集團控股有限公司) is a company incorporated in the Cayman Islands with limited liability. As of the date of this announcement, Mingly indirectly holds approximately 9.73% of the Company’s shareholding interest and is therefore a substantial shareholder and a connected person of the Company. Mingly is majority-owned by CCM Trust, in which CCM Trust holds an approximately 91.39% interest
“Net Asset Value”	the total assets of the Target Company as at Completion (excluding the Properties, intangible assets, other fixed assets and deferred tax assets (if any) minus the total liabilities of the Target Company as at Completion (excluding the deferred tax liabilities (if any), but including, for the avoidance of doubt, the amount of profits tax liability of the Target Company for the period up to Completion), to be determined with reference to the Pro Forma Completion Accounts or the Completion Accounts (as the case may be)
“Pro Forma Completion Accounts”	a pro forma statement of financial position of the Target Company as at Completion and a pro forma statement of comprehensive income of the Target Company for the period from 1 April 2026 to the Completion Date, which shall be delivered to the Purchaser no later than 5 Business Days prior to (but excluding) the Completion Date (or within such other period as the Vendor and the Purchaser may agree in writing)

“Properties”	comprise (1) a residential unit (including flats 229 and 231) with an approximate saleable area of 1,480 square feet, located on the 2nd floor of DB Plaza (Block C), Discovery Bay City, Lantau Island, New Territories; and (2) a residential unit with an approximate saleable area of 2,786 square feet, located on the 14th floor of Century Tower II, together with a car parking space on Level 1 of Century Tower, Nos. 1 and 1A Tregunter Path, Mid-Levels, Hong Kong
“Purchaser”	Apex Future International Limited, which is a company incorporated in the British Virgin Islands whose principal business is investment holding and is indirectly wholly-owned by Mingly
“SPA”	the sale and purchase agreement dated 27 August 2026 entered into between the Vendor, Purchaser and the Company in relation to the Disposal
“Sale Shares”	2 ordinary shares of HK\$2.00 in the share capital of the Target Company, representing the entire issued share capital of the Target Company
“Share(s)”	ordinary shares of HK\$0.25 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning as ascribed to it under the Listing Rules
“Target Company”	Quebostage Limited (喬 柱 有 限 公 司), a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company before completion of the Disposal
“Vendor”	Hanbright Assets Limited, a company incorporated in the British Virgin Islands and directly wholly-owned by the Company
“%”	per cent

By order of the Board
HKR International Limited
CHA Mou Zing Victor
Executive Chairman

Hong Kong, 27 August 2026

As at the date of this announcement, the Board comprises:

Executive Chairman

Mr CHA Mou Zing Victor

Non-executive Deputy Chairman

Ms WONG CHA May Lung Madeline

Executive Directors

Mr TANG Moon Wah (*Managing Director*)

Mr LEE Yue Kong Martin

Ms WONG Chin Han

Non-executive Directors

Mr CHA Mou Daid Johnson

Mr CHA Yiu Chung Benjamin

Independent Non-executive Directors

Mr CHEUNG Wing Lam Linus

Ms CHIU Kwai Fong Florence

Mr FAN Hung Ling Henry

Ms Barbara SHIU

Mr TANG Kwai Chang

** Registered under the predecessor ordinance of the Companies Ordinance, Chapter 622 of the laws of Hong Kong*