
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hengdeli Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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HENGDELI HOLDINGS LIMITED

亨得利控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3389)

**PROPOSED DECLARATION AND
PAYMENT OF SPECIAL DIVIDEND
OUT OF SHARE PREMIUM ACCOUNT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at Lotus Room, 6/F, Marco Polo Hongkong Hotel, No. 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 28 October 2026 at 11:00 a.m. is set out on pages 9 to 10 of this circular.

Whether or not you are able to attend the Extraordinary General Meeting in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting (i.e. before Monday, 26 October 2026 at 11:00 a.m. (Hong Kong time)). Completion and delivery of a form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof in person.

6 October 2026

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the existing articles of association of the Company
“Board”	the board of Directors
“Company”	Hengdeli Holdings Limited, a company incorporated in the Cayman Islands and whose shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Lotus Room, 6/F, Marco Polo Hongkong Hotel, No. 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 28 October 2026 at 11:00 a.m., the notice of which is set out on pages 9 to 10 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 October 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice”	the notice convening the Extraordinary General Meeting which is set out on pages 9 to 10 of this circular
“Record Date”	5 November 2026
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Share(s)”	the ordinary share(s) of par value of HK\$0.005 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares

DEFINITIONS

“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately RMB2,553,979,000 (equivalent to approximately HK\$2,946,015,000) as at 30 June 2026 based on the unaudited consolidated financial statement of the Company as at that date. For illustrative purposes the said figure is calculated at the exchange rate of RMB1.0: to HK\$1.1535, being the central parity rate of RMB to HK\$ as announced by the Hong Kong Association of Banks on 30 June 2026)
“Special Dividend”	the proposed special dividend of HK\$0.266 per Share as recommended by the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	shall have the meaning as prescribed under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

In case there is any inconsistency between the English version and Chinese version, the English version of this circular shall prevail over the Chinese version.

LETTER FROM THE BOARD



HENGDELI HOLDINGS LIMITED

亨得利控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3389)

Executive Directors:

Mr. CHEUNG Wing Lun Tony (*Chairman*)

Mr. LEE Shu Chung Stan

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Mr. SHI Zhongyang

Independent Non-executive Directors:

Mr. CAI Jianmin

Mr. LIU Xueling

Ms. QIAN Weiqing

Head Office and Principal Place of

Business in Hong Kong:

Room 301, 3/F,

Lippo Sun Plaza,

28 Canton Road,

Tsim Sha Tsui,

Kowloon, Hong Kong

6 October 2026

To Shareholders

Dear Sir or Madam,

**PROPOSED DECLARATION AND
PAYMENT OF SPECIAL DIVIDEND
OUT OF SHARE PREMIUM ACCOUNT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 28 September 2026 whereby the Company announced that the Board has resolved, to recommend the declaration and payment of the Special Dividend of HK\$0.266 per Share out of the Share Premium Account for the year ending 31 December 2026 in recognition of the Shareholders' enduring support.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the Extraordinary General Meeting for the approval of the declaration and payment of the Special Dividend out of the Share Premium Account and to give you the notice of the Extraordinary General Meeting.

2. PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

Subject to the approval of the Shareholders, the Board recommend the declaration and payment of the Special Dividend, that is, a special dividend of HK\$0.266, out of the Share Premium Account to Shareholders whose names appear on the register of members of the Company on the Record Date in recognition of the Shareholders' enduring support.

As at the Latest Practicable Date, the Company has 4,404,018,959 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Special Dividend, if approved, declared and paid, will amount to an aggregate amount of approximately HK\$1,171,469,000. Subject to the fulfillment of the conditions set out in the section headed "*Conditions of the payment of the Special Dividend out of the Share Premium Account*" below, the Special Dividend are intended to be paid out of the Share Premium Account pursuant to Article 141 of the Articles of Association.

The amount standing to the credit of the Share Premium Account was approximately HK\$2,946,015,000 as at 30 June 2026 based on the unaudited consolidated financial statement of the Company as at that date. Following the payment of the Special Dividend, there will be a remaining balance of approximately HK\$1,774,546,000 standing to the credit of the Share Premium Account.

Based on the information currently available to the Board, the Special Dividend is not subject to any withholding tax.

(i) Reasons for and Benefits of the payment of the Special Dividend

Based on the information currently available to the Board and after considering, among other things, the Company's cash flow and financial position, the Board believes that maintaining the Share Premium Account at its current level may not be necessary to meet the Group's foreseeable ongoing requirements. Accordingly, to improve capital efficiency, maximise Shareholders' returns, make better use of the idle balance in the Share Premium Account and express appreciation for Shareholders' continued support, the Board considers it appropriate to recommend the declaration and payment of the Special Dividend out of the Share Premium Account in accordance with Article 141 of the Articles of Association and the Companies Act of the Cayman Islands. The Board believes that the payment of the Special Dividend is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Shareholders should seek professional advice with their own tax advisers regarding the possible tax implications of the payment of the Special Dividend. The Board is not aware of any Shareholders who have waived or agreed to waive any dividend.

(ii) Effect of the Payment of Final Dividend out of Share Premium Account

The Board believes that the payment of the Special Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or affect the trading arrangements concerning the Shares. Based on the information available to the Board, the Board is of the view that there are no reasonable grounds for believing that the Company will, immediately following the date on which the Special Dividend is paid, be unable to pay its debts as they fall due in the ordinary course of business.

The final cash dividend entitlement will be calculated based on the total number of shares held by each Shareholder on the Record Date. Where the total entitlement of a Shareholder includes a fraction of a cent, the payout will be rounded down to the nearest whole cent. Fractional amounts will be disregarded, and the residual cash balance resulting from such rounding will be retained by the Company.

(iii) Conditions of the payment of the Special Dividend out of the Share Premium Account

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- a) the passing of the ordinary resolution by the Shareholders declaring and approving the payment of the Special Dividend out of the Share Premium Account pursuant to Article 141 of the Articles of Association; and
- b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Special Dividend are paid, unable to pay its debts as they fall due in the ordinary course of business.

The said conditions cannot be waived. If such conditions are not satisfied, the Special Dividend will not be paid.

Subject to the fulfillment of the above conditions, it is expected that the Special Dividend will be paid on or about Monday, 16 November 2026 to those Shareholders whose names appear on the register of members of the Company at close of business on the Record Date for determination of entitlements to the Special Dividend.

LETTER FROM THE BOARD

(iv) Extraordinary General Meeting and proxy arrangements

The Extraordinary General Meeting will be held at Lotus Room, 6/F, Marco Polo Hongkong Hotel, No. 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 28 October 2026 at 11:00 a.m.

At the Extraordinary General Meeting, an ordinary resolution in respect of the declaration and payment of the Special Dividend will be proposed for the Shareholders' consideration.

The Notice of the Extraordinary General Meeting is set out on pages 9 to 10 of this circular. The full text of the ordinary resolution to be proposed at the Extraordinary General Meeting in relation the declaration and payment of the Special Dividend is set out in the Notice.

A form of proxy for the Extraordinary General Meeting is enclosed with this circular. If you do not intend to be present at the Extraordinary General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the Extraordinary General Meeting (i.e. before Monday, 26 October 2026 at 11:00 a.m. (Hong Kong time)). The completion and delivery of a form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof in person.

(v) Listing Rules Requirement

According to Rule 13.39(4) of the Listing Rules, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to vote at the Extraordinary General Meeting will be taken by way of poll.

An announcement of the poll results will be published by the Company after the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

3. CLOSURE OF REGISTER OF MEMBERS

(i) Attendance of the Extraordinary General Meeting

In order to establish entitlements to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Friday, 23 October 2026 to Wednesday, 28 October 2026, both days inclusive, during which period no transfer of Shares will be registered. Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited ("**Computershare**"), at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 22 October 2026. The record date for the purpose of ascertaining Shareholder's right to attend and vote at the Extraordinary General Meeting will be on Wednesday, 28 October 2026.

(ii) Entitlement of the Special Dividend

For the purpose of ascertaining Shareholder's entitlement for the Special Dividend, the register of members of the Company will be closed from Tuesday, 3 November 2026 to Thursday, 5 November 2026, during which period no transfer of Shares will be registered. Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with Computershare not later than 4:30 p.m. on Monday, 2 November 2026. The record date for the purpose of ascertaining Shareholders' right to receive the Special Dividend will be on Thursday, 5 November 2026.

4. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors believe that the proposed declaration and payment of Special Dividend out of Share Premium account is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of such resolution to be proposed at the Extraordinary General Meeting.

Shareholders and potential investors of the Company should note that possible declaration of Special Dividend is subject to the approval of the Shareholders, the Special Dividend may or may not be approved, declared and/or paid. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

Yours faithfully,
By order of the Board
Hengdeli Holdings Limited
Cheung Wing Lun Tony
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



HENGDELI HOLDINGS LIMITED

亨得利控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3389)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Extraordinary General Meeting**”) of the shareholders of Hengdeli Holdings Limited (the “**Company**”) will be held at Lotus Room, 6/F, Marco Polo Hongkong Hotel, No. 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 28 October 2026 at 11:00 a.m. for the purpose to consider and, if thought fit, to pass the following ordinary resolution:

“**THAT** the declaration and payment of a special dividend of HK\$0.266 per ordinary share of the Company (the “**Share**”) out of the share premium account of the Company (the “**Special Dividend**”) to shareholders of the Company whose names appear on the register of members of the Company at the close of business on Thursday, 5 November 2026, being the record date fixed by the board (the “**Board**”) of Directors for determining the entitlements to the Special Dividend be and is hereby approved and any one Director be and is hereby authorized to take such action, do such things and executed such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.”

By order of the Board
Hengdeli Holdings Limited
Cheung Wing Lun Tony
Chairman

Hong Kong, 6 October 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy needs not be a member of the Company. All proxy forms must be deposited with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited ("**Computershare**") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the meeting (i.e. before Monday, 26 October 2026 at 11:00 a.m. (Hong Kong time)).
- (2) For the purposes of determining members' eligibility to attend, speak and vote at the Extraordinary General Meeting (or at any adjournment of it), and entitlement to the Special Dividend, the register of members of the Company will be closed, during which period, no transfer of Shares will be registered as set out below:
- (i) For determining eligibility to attend, speak and vote at the Extraordinary General Meeting:
- Latest time to lodge transfer documents, namely all properly completed transfers accompanied by the relevant share certificates, for registration with Computershare, the Company's branch share registrar in Hong Kong. At 4:30 p.m. on Thursday, 22 October 2026
- Closure of register of members. Friday, 23 October 2026 to Wednesday, 28 October 2026 (both dates inclusive)
- Record date for attending the Extraordinary General Meeting. Wednesday, 28 October 2026
- (ii) For determining entitlement to the Special Dividend:
- Latest time to lodge transfer documents, namely all properly completed transfers accompanied by the relevant share certificates, for registration with Computershare, the Company's branch share registrar in Hong Kong At 4:30 p.m. on Monday, 2 November 2026
- Closure of register of members. Tuesday, 3 November 2026 to Thursday, 5 November 2026 (both dates inclusive)
- Record date for entitlement of the Special Dividend Thursday, 5 November 2026
- (3) If approved, cheques for the Special Dividend will be payable on or about Monday, 16 November 2026.
- (4) Shareholders should note that the Extraordinary General Meeting will be held as scheduled during a typhoon or bad weather conditions. In such event, Shareholders should make their own decision as to whether they would attend the Extraordinary General Meeting under bad weather conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.
- (5) As at the date of this notice, the executive Directors are Mr. Cheung Wing Lun Tony (Chairman) and Mr. Lee Shu Chung Stan; the non-executive Director is Mr. Shi Zhongyang; and the independent non-executive Directors are Mr. Cai Jianmin, Mr. Liu Xueling and Ms. Qian Weiqing.