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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Hing Yip Holdings Limited**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities, or other agent through whom the sale or transfer was effected, for transmission to the purchaser(s) or the transferee(s).

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HING YIP HOLDINGS LIMITED
興業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00132)

MAJOR TRANSACTION
ENTERING INTO FINANCE LEASES AS THE LESSOR

A letter from the Board is set out on pages 4 to 10 of this circular.

The transactions being the subject matter of this circular have been approved by written shareholders' approval pursuant to the Listing Rules and this circular is being published to the Shareholders for information only.

24 November 2026

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In this circular, unless the context requires otherwise, the following terms have the meanings as respectively ascribed below:–

"Assets 1"	shall have the meaning as disclosed in the section headed "INFORMATION ON THE ASSETS" in this circular
"Assets 2"	shall have the meaning as disclosed in the section headed "INFORMATION ON THE ASSETS" in this circular
"Assets 3"	shall have the meaning as disclosed in the section headed "INFORMATION ON THE ASSETS" in this circular
"Assets"	collectively, Assets 1, Assets 2 and Assets 3
"Board"	the board of Directors of the Company
"Company"	Hing Yip Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00132)
"Director(s)"	the director(s) of the Company
"Existing Finance Lease 1"	the existing finance lease agreement and incidental documentation dated 26 October 2026 entered into between Greengold Leasing and the Lessee, details of which have been disclosed in the announcement of the Company dated 26 October 2026
"Existing Finance Lease 2"	the existing finance lease agreement and incidental documentation dated 26 October 2026 entered into between Greengold Leasing and the Lessee, details of which have been disclosed in the announcement of the Company dated 26 October 2026
"Existing Finance Leases"	collectively, Existing Finance Lease 1 and Existing Finance Lease 2
"Finance Lease 1"	the finance lease agreement dated 9 November 2026 entered into between Greengold Leasing and the Lessee in relation to the transfer of ownership and lease back of Assets 1

"Finance Lease 2"	the finance lease agreement dated 9 November 2026 entered into between Greengold Leasing and the Lessee in relation to the transfer of ownership and lease back of Assets 2
"Finance Lease 3"	the finance lease agreement dated 9 November 2026 entered into between Greengold Leasing and the Lessee in relation to the transfer of ownership and lease back of Assets 3
"Finance Leases"	collectively, Finance Lease 1, Finance Lease 2 and Finance Lease 3
"Greengold Leasing"	Canton Greengold Financial Leasing Ltd.*(廣東綠金融資租賃有限公司), a company incorporated in the PRC with limited liability and a subsidiary of the Company
"Group"	the Company and its subsidiaries
"Guarantor 1"	Fujian Yingyuan Group Co., Ltd.*(福建盈源集團有限公司), a company incorporated in the PRC with limited liability, which is held as to approximately 90.71% by Guarantor 2 and 9.29% by Zheng Yanhua*(鄭燕華), all being Independent Third Parties
"Guarantor 2"	Zheng Yiwen*(鄭依文), a Chinese individual
"Guarantor 3"	Zheng Qunfang*(鄭群芳), a Chinese individual
"Guarantors"	collectively, Guarantor 1, Guarantor 2 and Guarantor 3
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"HK$"	Hong Kong Dollar, the lawful currency of Hong Kong
"Incidental Documentation"	the agreements incidental to the Finance Leases, including the transfer agreements, the guarantees, the consultancy agreements, the asset pledge agreements, the receivables pledge agreement, the pledge agreement and the equity pledge agreements
"Independent Third Party(ies)"	(an) independent third party(ies) not connected with the Group and any Director, chief executive or substantial shareholder of the Group or any of its subsidiaries or their respective associate of any of them as defined in the Listing Rules

"Latest Practicable Date"	19 November 2026, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information for inclusion in this circular
"Lessee"	Fangyuan Environmental (Huian) Co., Ltd.*(芳源環保(惠安)有限公司), a company incorporated in the PRC with limited liability, which is held as to 55% by Guarantor 1, 25% by Guarantor 2 and 20% by Guarantor 3, all being Independent Third Parties
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent

* *For identification purpose only*

HING YIP HOLDINGS LIMITED
興業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00132)

Executive Directors:
Zhang Zhijun *(Chairman)*
Fu Weiqiang *(President)*

Non-executive Director:
Liu Jiali

Independent Non-executive Directors:
Chan Kwok Wai
Lin Junxian
Zhang Huachen

Registered office:
Richmond House
12 Par-la-Ville Road
Hamilton HM 08
Bermuda

24 November 2026

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION
ENTERING INTO FINANCE LEASES AS THE LESSOR

INTRODUCTION

Reference is made to the announcement of the Company dated 9 November 2026 in relation to the entering into the Finance Leases with the Lessee, to obtain the ownership of the Assets from the Lessee at an aggregate consideration of RMB100,000,000 (equivalent to approximately HK$117,400,000), which would be leased back to the Lessee for its use and possession for a term of 8 years.

The purpose of this circular is to provide you with, among other things, further information on the Finance Leases and Incidental Documentation and other information as required under the Listing Rules.

THE FINANCE LEASES AND INCIDENTAL DOCUMENTATION

The Board is pleased to announce that Greengold Leasing entered into the Finance Leases and Incidental Documentation, the principal terms of which are as follows:–

Date of the Finance Leases

9 November 2026

The Finance Leases will take effect upon compliance of the applicable requirements of the Listing Rules by the Company.

Parties

(1) Greengold Leasing, a subsidiary of the Company, as the lessor;

(2) the Lessee; and

(3) the Guarantors (in relation to the relevant guarantees).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Lessee, the Guarantors and their ultimate beneficial owners are Independent Third Parties.

Transfer of Assets and Consideration

Greengold Leasing will be transferred the unencumbered ownership of Assets 1, Assets 2 and Assets 3 from the Lessee on an "as-is" basis at the consideration of RMB20,000,000 (equivalent to approximately HK$23,480,000), RMB30,000,000 (equivalent to approximately HK$35,220,000) and RMB50,000,000 (equivalent to approximately HK$58,700,000) in cash pursuant to Finance Lease 1, Finance Lease 2 and Finance Lease 3, respectively, payable to the Lessee within 12 months from the date of Finance Leases. The transfer agreements for Finance Lease 1, Finance Lease 2 and Finance Lease 3 were entered into between Greengold Leasing and the Lessee on the date of the Finance Leases, effecting the terms of the Finance Leases in relation to the aforementioned transfer of the Assets from the Lessee to Greengold Leasing.

Such consideration or financing amount was determined following arm's length negotiations by the parties to the Finance Leases with reference to the original costs of Assets 1, Assets 2 and Assets 3 of approximately RMB22,253,000 (equivalent to approximately HK$26,125,000), approximately RMB30,820,000 (equivalent to approximately HK$36,183,000) and approximately RMB51,683,000 (equivalent to approximately HK$60,676,000), and their state including serviceable condition and depreciable life, which were reviewed by Greengold Leasing's experienced leasing team. The consideration amount for the transfer of ownership of the Assets will be funded through the internal resources of the Group and/or external banking facilities.

Lease period

Greengold Leasing will lease back the Assets to the Lessee for its use and possession for a term of 8 years commencing from the day the consideration for the Assets transfer has been paid by Greengold Leasing.

Payments under the Finance Leases

In respect of Finance Lease 1, the total amount of lease payments receivable by Greengold Leasing is approximately RMB25,740,000 (equivalent to approximately HK$30,219,000), comprising (a) the lease principal payment of RMB20,000,000 (equivalent to approximately HK$23,480,000) and (b) the aggregate lease interest and other fees (including consultancy fee) and expenses under the relevant Incidental Documentation of approximately RMB5,740,000 (equivalent to approximately HK$6,739,000). Both the lease principal and interest will be paid quarterly over the lease period.

In respect of Finance Lease 2, the total amount of lease payments receivable by Greengold Leasing is approximately RMB38,609,000 (equivalent to approximately HK$45,327,000), comprising (a) the lease principal payment of RMB30,000,000 (equivalent to approximately HK$35,220,000) and (b) the aggregate lease interest and other fees (including consultancy fee) and expenses under the relevant Incidental Documentation of approximately RMB8,609,000 (equivalent to approximately HK$10,107,000). Both the lease principal and interest will be paid quarterly over the lease period.

In respect of Finance Lease 3, the total amount of lease payments receivable by Greengold Leasing is approximately RMB64,348,000 (equivalent to approximately HK$75,545,000), comprising (a) the lease principal payment of RMB50,000,000 (equivalent to approximately HK$58,700,000) and (b) the aggregate lease interest and other fees (including consultancy fee) and expenses under the relevant Incidental Documentation of approximately RMB14,348,000 (equivalent to approximately HK$16,845,000). Both the lease principal and interest will be paid quarterly over the lease period.

The terms of the Finance Leases, including the lease principal and lease interest, were determined after arm's length negotiations between the parties to the Finance Leases with reference to the lending and interest rate environment including the loan prime rate published by the National Interbank Funding Center from time to time (for reference purpose, the prevailing loan prime rate was 3% as at the date of the Finance Leases), and adjustments taking into account the principal amount of the Finance Leases and availability of funds, the interest risk of financing and servicing costs over the lease period, the associated credit risks and the overall return target and risk tolerance of the Group for the Finance Leases on a case by case basis.

Termination and transfer of the Assets to the Lessee

The Lessee may terminate the Finance Leases provided that all outstanding amounts due thereunder and a compensation equivalent to 5 days lease interest of the total outstanding lease principal amount as at the time of early termination have been settled if there are no events of default caused by the Lessee under the Finance Leases. Otherwise, a compensation equivalent to 20% of the total outstanding lease interest amount as at the time of early termination have been settled. At the end of the lease period or in the event of an early termination of the Finance Leases, subject to the settlement of all outstanding amounts, the Lessee had agreed to purchase the relevant Assets at a nominal purchase price of RMB100 each (equivalent to approximately HK$117.4).

Guarantees

The Guarantors had executed guarantees on the date of the Finance Leases guaranteeing Greengold Leasing, effectively on a joint and several basis, the due and punctual settlement of any and all amount payable by the Lessee under the Finance Leases and the Existing Finance Leases.

Pledges

Pursuant to the asset pledge agreements entered into between Greengold Leasing and the Lessee on the date of the Finance Leases, although the ownership of the Assets shall be transferred to Greengold Leasing as lessor as part of the Finance Leases, the Assets are treated as security of payment obligations of the Lessee under the Finance Leases and the Lessee may continue to utilize the relevant Assets during the lease term.

The Lessee and Guarantor 1 had executed a receivables pledge agreement in favour of Greengold Leasing, pledging their rights in receivables under certain sewage treatment agreements and their supplemental agreements (with pledged receivables in the total amount of RMB300,000,000 (equivalent to approximately HK$352,200,000)) as security of the Lessee's payment obligations under the Finance Leases and the Existing Finance Leases.

The Lessee and Guarantor 1 had executed a pledge agreement in favour of Greengold Leasing, pledging their franchise and other derivative rights under certain sewage treatment agreements and their supplemental agreements, as security of the Lessee's payment obligations under the Finance Leases and the Existing Finance Leases.

Additionally, each of Guarantor 1, Guarantor 2 and Guarantor 3 had executed an equity pledge agreement in favour of Greengold Leasing, pledging 55%, 25% and 20%, respectively, of its shareholding interests in the Lessee (with pledged receivables in the total amount of RMB300,000,000 each (equivalent to approximately HK$352,200,000)), as security of the Lessee's payment obligations under the Finance Leases and the Existing Finance Leases.

REASONS FOR AND BENEFITS OF ENTERING INTO THE FINANCE LEASES AND INCIDENTAL DOCUMENTATION

The entering into of the Finance Leases and Incidental Documentation is part of Greengold Leasing's ordinary and usual course of business and is expected to provide a stable revenue and cashflow to the Group.

The Directors consider that the Finance Leases and Incidental Documentation and the transactions contemplated thereunder are on normal commercial terms which are made on an arm's length basis and are fair and reasonable and in the best interests of the Group and the Shareholders as a whole.

FINANCIAL EFFECTS OF THE FINANCE LEASES ARRANGEMENT

The Finance Lease 1 is expected to attribute approximately RMB5,740,000 (equivalent to approximately HK$6,739,000) to the Group's turnover, from the aggregate interest income and other fees and expenses over the whole period of such finance lease. On the other hand, the Group is expected to bear the aggregate loan interest payments of approximately RMB1,669,000 (equivalent to approximately HK$1,959,000) to the Group's cost of sales in respect of secured external loans.

As at the date when the consideration for the Assets 1 transfer is paid, the Group will also record on its balance sheet the following items arising from the Finance Lease. Under assets, the Group will also record the finance lease receivables of RMB20,000,000 (equivalent to approximately HK$23,480,000) in respect of such finance lease and cash and bank balances of the Group will be decreased by RMB4,000,000 (equivalent to approximately HK$4,696,000). Under liabilities, the Group will record an increase in borrowings by the Group of RMB16,000,000 (equivalent to approximately HK$18,784,000).

The Finance Lease 2 is expected to attribute approximately RMB8,609,000 (equivalent to approximately HK$10,107,000) to the Group's turnover, from the aggregate interest income and other fees and expenses over the whole period of such finance lease. On the other hand, the Group is expected to bear the aggregate loan interest payments of approximately RMB1,743,000 (equivalent to approximately HK$2,046,000) to the Group's cost of sales in respect of secured external loans.

As at the date when the consideration for the Assets 2 transfer is paid, the Group will also record on its balance sheet the following items arising from the Finance Lease. Under assets, the Group will also record the finance lease receivables of RMB30,000,000 (equivalent to approximately HK$35,220,000) in respect of such finance lease and cash and bank balances of the Group will be decreased by RMB6,000,000 (equivalent to approximately HK$7,044,000). Under liabilities, the Group will record an increase in borrowings by the Group of RMB24,000,000 (equivalent to approximately HK$28,176,000).

The Finance Lease 3 is expected to attribute approximately RMB14,348,000 (equivalent to approximately HK$16,845,000) to the Group's turnover, from the aggregate interest income and other fees and expenses over the whole period of such finance lease. On the other hand, the Group is expected to bear the aggregate loan interest payments of approximately RMB4,111,000 (equivalent to approximately HK$4,826,000) to the Group's cost of sales in respect of secured external loans.

As at the date when the consideration for the Assets 3 transfer is paid, the Group will also record on its balance sheet the following items arising from the Finance Lease. Under assets, the Group will also record the finance lease receivables of RMB50,000,000 (equivalent to approximately HK$58,700,000) in respect of such finance lease and cash and bank balances of the Group will be decreased by RMB10,000,000 (equivalent to approximately HK$11,740,000). Under liabilities, the Group will record an increase in borrowings by the Group of RMB40,000,000 (equivalent to approximately HK$46,960,000).

INFORMATION ON THE ASSETS

Assets 1 comprise certain designated sewage treatment equipment and facilities of the Lessee situated in Quanzhou City, Fujian Province, the PRC.

Assets 2 comprise certain other designated sewage treatment equipment and facilities of the Lessee situated in Quanzhou City, Fujian Province, the PRC.

Assets 3 comprise certain other designated sewage treatment equipment and facilities of the Lessee situated in Quanzhou City, Fujian Province, the PRC.

The Lessee will bear any maintenance, taxation and other costs and levies associated with the relevant Assets.

LISTING RULES IMPLICATION

Reference is made to the major transaction announcement of the Company dated 26 October 2026 in relation to the entering into of the Existing Finance Leases with the Lessee. As one of the applicable percentage ratios for the transactions contemplated under the Finance Leases and Incidental Documentation, whether on a standalone basis or an aggregated basis with the Existing Finance Leases, exceeds 25% but all of them are less than 100%, the entering into of the Finance Lease and Incidental Documentation constitutes a major transaction for the Company under the Listing Rules and is subject to the announcement, circular and shareholders' approval requirements under the Listing Rules.

No Shareholder is materially interested in the Finance Leases and Incidental Documentation and no Shareholder is required to abstain from voting at a general meeting of the Company approving the transactions contemplated under the Finance Leases and Incidental Documentation, and the Company has, pursuant to Rule 14.44 of the Listing Rules, obtained written approval of the transactions contemplated under the Finance Leases and Incidental Documentation from Prize Rich Inc., a Shareholder holding 1,222,713,527 issued ordinary shares of the Company (representing 71.41% of its entire issued share capital). As such, the Company is exempted from convening a general meeting to approve the transactions contemplated under the Finance Leases and Incidental Documentation.

PRINCIPAL BUSINESSES OF THE PARTIES

The Group

The Group is principally engaged in wellness elderly care business as the principal direction, with the strategic support of finance leasing, technology and civil explosives businesses. Through its joint ventures and associated companies, the Group also invests in fast growing sectors, such as electric utilities in the PRC.

Greengold Leasing

Greengold Leasing is a subsidiary of the Company, which is principally engaged in the provision of financing, including through finance leasing, with a focus on environmental protection projects in the PRC.

The Lessee

The Lessee is a limited liability company established in the PRC and is principally engaged in sewage treatment.

The Guarantors

Guarantor 1 is a limited liability company established in the PRC and is principally engaged in projects investment and management.

Guarantor 2 is a natural person and is the shareholder of the Lessee.

Guarantor 3 is a natural person and is a general manager of the Lessee.

RECOMMENDATIONS

The Directors consider that the terms of the Finance Leases and Incidental Documentation and the transactions contemplated thereunder are on normal commercial terms which are made on an arm's length basis and are fair and reasonable, and in the best interests of the Group and the Shareholders as a whole.

Accordingly, if a general meeting were to be convened, the Board would recommend the Shareholders to vote in favour of the ordinary resolutions to approve the Finance Leases and Incidental Documentation and the transactions contemplated thereunder at such general meeting.

ADDITIONAL INFORMATION

Your attention is drawn to the financial and general information as set out in the appendices to this circular.

On behalf of
Hing Yip Holdings Limited
Zhang Zhijun
Chairman

1. FINANCIAL INFORMATION OF THE GROUP

Details of the audited consolidated financial information of the Group for each of the three years ended 31 December 2023, 2024 and 2025 are disclosed in the following annual reports of the Company for the years ended 31 December 2023, 2024 and 2025, respectively, and details of the unaudited consolidated interim financial information of the Group for the six months ended 30 June 2026 are disclosed in the following interim report 2026 of the Company for the six months ended 30 June 2026 which have been published and are available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (http://hingyiphk.quamhkir.com):

- the annual report 2023 of the Company for the year ended 31 December 2023 which was published on 24 April 2024 (available on: https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0424/2024042402274.pdf), please refer to pages 100 to 254 in particular;

- the annual report 2024 of the Company for the year ended 31 December 2024 which was published on 28 April 2025 (available on: https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0428/2025042800699.pdf), please refer to pages 100 to 256 in particular; and

- the annual report 2025 of the Company for the year ended 31 December 2025 which was published on 29 April 2026 (available on: https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0429/2026042901112.pdf), please refer to pages 101 to 244 in particular.

- the interim report 2026 of the Company for the six months ended 30 June 2026 which was published on 28 September 2026 (available on: https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0928/2026092800874.pdf), please refer to pages 33 to 72 in particular.

2. INDEBTEDNESS STATEMENT

As at the close of business on 30 September 2026, the Group had outstanding interest bearing bank loans of approximately HK$5,387,888,000 (comprising secured and guaranteed bank loans of approximately HK$4,558,336,000 which were secured by the pledge of investment properties of approximately HK$329,228,000, plant, property and equipment of approximately HK$54,650,000, finance lease receivables and future interest receivable of approximately HK$3,693,647,000, investment cost of 26.794% equity interests in an associate of approximately HK$123,726,000 and investment cost of 51% equity interest in a subsidiary of approximately HK$188,328,000; and unsecured and unguaranteed bank loans of approximately HK$829,552,000). Among such loans, a small number of them are having a maturity profile in the near term (maturing in 2026) and the rest are in the mid-term (maturing in 2027, 2028 and 2029) to long term (maturing in 2030, 2031, 2032, 2034, 2035, 2045 and 2047).

The Group had unsecured and unguaranteed interest bearing loans from its immediate holding company of approximately HK$23,246,000, which will mature in 2026 and 2027.

In addition, the Group had unsecured and unguaranteed lease liabilities of approximately HK$8,425,000, and outstanding convertible notes with aggregate principal amount of HK$166,232,000 issued by the Company which will mature on 13 October 2027.

The Group issued unsecured and unguaranteed interest bearing bonds of approximately HK$1,194,380,000, which will mature in 2027 and 2028.

Save as aforesaid or otherwise disclosed herein, as at the close of business on 30 June 2026, the Group did not have any debt securities issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other contingent liabilities.

3. MATERIAL ADVERSE CHANGE

At the Latest Practicable Date, the Directors confirm that there had been no material adverse change in the financial or trading position of the Group since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up.

4. WORKING CAPITAL

The Directors, after due and careful enquiry, are of the opinion that, taking into account the existing cash and bank balances, other internal resources and available existing unutilised credit facilities, the Group has sufficient working capital for its present requirements and to satisfy its requirements for at least the next 12 months from the date of publication of this circular in the absence of unforeseen circumstances.

The Company has obtained the relevant confirmation as required under Rule 14.66(12) of the Listing Rules.

5. FINANCIAL AND TRADING PROSPECT OF THE GROUP

Looking ahead, the global economy is expected to maintain moderate growth, though the foundation for this growth remains uneven. Factors such as geopolitical conflicts, adjustments to international trade and economic policies, energy price fluctuations, and volatility in financial markets may continue to disrupt the global economy. The long-term positive fundamentals of the domestic economy remain unchanged; however, factors such as insufficient effective demand, adjustments in the real estate market, and economic structural transformation may still bring uncertainties and challenges to business operations. At the same time, population aging, the expansion of elderly care consumption, and the development of the silver economy represent long-term trends with a high degree of certainty. The government continues to improve the supply system for elderly care services, encourage social forces to participate in inclusive elderly care services, and promote the professionalization, standardization, and digital and intelligent development of elderly care services, thereby creating new development opportunities for the wellness and elderly care industry. Through years of dedicated development, the Group has accumulated a significant number of beds, brand influence, operational experience, and medical and elderly care service capabilities in the Guangdong-Hong Kong-Macao Greater Bay Area, laying a solid foundation for future cross-regional expansion and operational upgrades.

Facing both opportunities and challenges, the Group will adhere to its established strategic direction, steadfastly upholding its mission of "building a healthy life with Hing Yip Holdings". We will continue to leverage strategic resilience to navigate cyclical fluctuations and stay focused on our goal of becoming a premier technology-enabled health and wellness service provider in the Guangdong-Hong Kong-Macao Greater Bay Area. We will further optimize the "1+X" industrial structure and maintain a development model characterized by "core business leadership with synergistic diversification". For the wellness and elderly care main business, we will continue to build on our core advantages in healthcare, advance the integration of medical and elderly care resources and innovation in service models, enhance market-driven profitability, and adopt an expansion strategy that "combines industry mergers and acquisitions with independent investment" to steadily increase market coverage. For our supporting businesses, we will enhance operational resilience and risk management capabilities by deepening existing market potential, precisely cultivating new growth drivers, and strengthening risk management. We aim to stimulate new synergies within our "1+X" industrial structure by empowering our core business through technology, deepening the specialized development of our financial leasing segment, and improving operational efficiency in our civil explosives business. By strengthening post-investment management and adopting a Group-wide perspective, we will enhance cross-business synergy. At the same time, we will consolidate our lean operations and risk management systems, continue to deepen cost reduction and efficiency improvements, strengthen cash flow management and compliance, and maintain financial stability and operational security.

Wellness and Elderly Care Business: Improving quality and efficiency, steady expansion

As the Group's core segment and a key growth engine for future development, the wellness and elderly care business bears a significant strategic mission. The Group will concentrate resources to drive the business's transition from scale expansion toward operational quality improvement, efficiency enhancement, and the deepening of business model replication. The Group will steadily expand the business through methods such as independent investment, government-built and state-operated approach, project partnerships, and industry mergers and acquisitions, continuously enhancing market-driven profitability and the ability to generate operating cash flow to achieve high-quality, sustainable growth. The Group will implement a model of synergistic development between "medical and elderly care services" and "technological innovation in health", empowering health services with technologies and support innovative applications with professional medical and elderly care services, thereby establishing a mutually reinforcing business development framework.

Since the reporting period, following the successful bid for the Qingyuan City Social Welfare Institute and the Shaoguan City Zhenjiang District Elderly Care Service Center projects, the Group's business footprint has expanded from Foshan further to Qingyuan, Shaoguan, and Yunfu, initially forming a cross-regional development framework covering the Pearl River Delta, Northern Guangdong, and Western Guangdong. Moving forward, the Group will methodically advance the preparation and operational launch of new projects, continuously refine its cross-regional management, standardized services, professional talent development, and digital operation systems, and establish unified mechanisms for project preparation, staffing, service standards, quality control, and operational evaluation. By appropriately managing the pace of business expansion and shortening the incubation period for new projects, the Group aims to gradually transform its scale advantages, brand influence, and professional service capabilities into stable revenue, profits, and operating cash flow, thereby achieving coordinated development in business scale, quality, and efficiency.

In terms of medical and elderly care services, the Group will continue to deepen the integration of medical resources with elderly care services and refine the integrated medical and elderly care service system that encompasses medical diagnosis and treatment, rehabilitation and nursing, chronic disease management, and daily living assistance. By establishing unified service standards, operational processes, quality evaluation systems, and talent development mechanisms, the Group will develop a standardized operation model that is replicable and scalable, thereby providing management support for new projects and cross-regional expansion.

In terms of cross-border elderly care, the Group will capitalize on the market opportunities presented by the "growing trend of Hong Kong residents seeking elderly care in mainland China", and continue to refine mechanisms for care services, medical coordination, meal arrangements, family communication, and daily living support required by Hong Kong seniors, and enhance its capacity to deliver services under the "Guangdong Residential Care Service Scheme". The Group will strengthen marketing efforts and referral channel development in the Hong Kong market, promote the conversion of facility tours into actual admissions, and gradually cultivate a cross-border elderly care service brand with Greater Bay Area characteristics.

Science and Technology Business: Focusing on scenarios, driving synergistic transformation

The science and technology business serves as the Group's future-oriented growth initiative and a tool for industrial synergy. At this stage, the Group will prioritize generating market-driven revenue, reducing operating losses, and enhancing the enabling effect on our core business, while ensuring that investments are guided by practical application scenarios and commercial needs.

In terms of medical and elderly care technology, the Group will address practical needs such as elderly care facility operations, nursing service documentation, health management, emergency response, operational analysis, and customer services. The Group will advance the integrated application of information technology and medical/elderly care services, using digital tools to enhance service quality, management efficiency, and data utilization capabilities, thereby transforming technology investments into quantifiable operational improvements.

In terms of industrial internet business, the Group will continue to deeply explore the needs of existing clients, enhance capabilities in project acquisition, implementation, delivery, and ongoing services, and drive the business's evolution from single-project delivery toward standardized products and ongoing operational services, thereby reducing the costs of custom development and project delivery.

In terms of digital education business, the Group will build upon the existing project foundation of Panshi Education to steadily advance the implementation and market promotion of initiatives such as "Dual-Teacher+" and educational big data, while continuously validating product demand and business models.

For investment and M&A opportunities in the technology and technical innovation-driven health sectors, the Group will uphold the principles of synergy with its core business, clear business models, and controllable risks. It will strengthen pre-investment due diligence and post-investment management, prudently control investments in non-core areas, gradually expand the revenue scale of its technology business, narrow operating losses, and enhance its self-development capabilities.

Financial Leasing Business: Professional specialization and steady operations

The financial leasing business is a key pillar supporting the Group's operations. The Group will adhere to a development strategy centered on "market orientation, specialization, and differentiation", continuing to deepen its focus on municipal environmental protection sub-sectors such as water supply, wastewater treatment, combined heat and power (CHP), and urban heating. By leveraging its industry expertise, project experience, and professional service capabilities, the Group is committed to building a leading specialized environmental protection financial leasing company in China.

In terms of business expansion, the Group will focus on high-quality clients and projects with stable operating cash flows and strong repayment capacity, further improving the quality of the project pipeline, approval efficiency, and capital deployment efficiency. The Group will prudently capitalize on business opportunities arising from the upgrading of the environmental protection industry, the transition to a green and low-carbon economy, and the enhancement of infrastructure quality and efficiency, while continuously optimizing the structure of clients, industries, regions, and loan terms to avoid the mere pursuit of asset deployment scale.

In terms of capital management, the Group will actively expand channels for bank loans, bonds, and other financing sources, optimize funding sources, maturities, and costs, reasonably align the maturity structures of assets and liabilities, strengthen liquidity and interest rate risk management, and strive to maintain a reasonable and stable spread between project yields and funding costs.

In terms of risk management, the Group will adopt a proactive, full-lifecycle approach to risk management. We will continue to refine mechanisms for customer onboarding, project evaluation and approval, risk pricing, post-lease inspections, rent collection, and risk resolution, while strengthening dynamic monitoring of lessees' operational conditions, repayment capacity, and project cash flows. The Group will monitor concentration risks related to individual customers, industries, regions, and related projects, promptly identify and address potential risks, and ensure the overall stability of the quality of our lease assets.

Civil Explosives Business: Safety as the foundation, value optimization

The civil explosives business will adhere to safe development and prudent operations, treating workplace safety as the primary prerequisite for sustainable business growth. We will strictly fulfill our primary responsibility for workplace safety, methodically advance safety governance and technical upgrades to production lines, and continuously enhance intrinsic safety as well as the level of digital and intelligent production.

In the face of shrinking market demand and intensifying competition in the packaged explosives market, the Group will focus on core regions and key customers, optimize the product mix of packaged and blended explosives, strengthen project pipelines and market expansion in blasting and mining engineering, and fully leverage the advantages of its class I blasting operations qualification and class II general contracting qualification for mining engineering. We will increase the proportion of blended explosives in production capacity and intensify market promotion efforts to actively cultivate new business growth drivers.

The Group will continue to deepen business synergy with strategic industry partners in areas such as production technology, resource allocation, project acquisition, and market channels to enhance its capabilities in market expansion and project acquisition; it will actively implement synergies with Hongda Explosives Group in areas including production capacity utilization, product sales, safety management, production technology, project acquisition, and market channels, driving the transformation of the strategic partnership from the equity level to the operational level. At the same time, the Group will continue to advance cost reduction and efficiency improvements, "7S" lean management, and the intelligent transformation of production lines to enhance operational efficiency and operating profitability.

Looking ahead, the Group will maintain strategic resolve, adhere to its core business, and adhere to prudent operation. On the basis of effective risk control, it will seize opportunities in elderly care services, the silver economy, and green industries, drive quality and efficiency improvements in the core wellness and elderly care business, promote specialized development and industrial synergy across all business segments, and continuously enhance profit quality, operating cash flow, and sustainable development capabilities. With forward-looking and well-grounded future layout, the Group has successfully anchored the silver economy as a high-growth track, which is expected to continue delivering returns to shareholders. With the accelerated arrival of China's aging society and the continued favorable policies supporting the silver economy, we are full of confidence in the future. The management will continue to strengthen strategic execution, refined operational capabilities, and prudent risk management to drive the Group toward high-quality, sustainable growth and steadfastly create long-term value for shareholders, investors, and society.

1. 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 Company. 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.

2. DISCLOSURE OF INTERESTS

(a) Interests and short positions of Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations

As at the Latest Practicable Date, none of the Directors and chief executives of the Company had any interests or short positions in any shares and underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives of the Company were taken or deemed to have pursuant to Divisions 7 and 8 of Part XV of the SFO), or which were entered in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

(b) Interests and short positions of the Shareholders in the Shares, underlying Shares of the Company

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the interests and short positions of the Shareholders (other than Directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were entered in the register required to be kept by the Company pursuant to Section 336 of the SFO, were as follows:–

Name of Shareholder	Capacity of Shareholder	Number of shares/underlying shares		Approximate percentage of total issued shares as at the Latest Practicable Date[1]
		Long position	Short position	
Glories Holdings (HK) Limited	Beneficial Owner	1,441,439,842[2]	–	84.18%
Prize Rich Inc.	Corporate Interest	1,441,439,842[2]	–	84.18%
廣東南海控股集團有限公司 (Guangdong Nanhai Holding Group Co., Ltd.*)	Corporate interest	1,441,439,842[2]	–	84.18%

Notes: 1. The percentage was calculated based on 1,712,329,142 shares in issue as at the Latest Practicable Date.

2. These 1,441,439,842 shares/underlying shares are held by Prize Rich Inc., which is wholly-owned by Guangdong Nanhai Holding Group Co., Ltd.*（廣東南海控股集團有限公司）. On 25 July 2022, Prize Rich Inc. agreed to transfer 1,222,713,527 shares and HK$166,232,000 convertible bonds (with underlying shares of 218,726,315) to its wholly-owned subsidiary, Glories Holdings (HK) Limited, pursuant to the equity and convertible bonds transfer agreement.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any person (other than Directors and chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were entered in the register required to be kept under Section 336 of the SFO.

As at the Latest Practicable Date, no Director or proposed Director is a director or employee of a company which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. DIRECTORS' COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or his or her respective close associates was considered to have an interest in a business which competes or was likely to compete, either directly or indirectly, with the business of the Group other than those business to which the Directors or his or her close associates were appointed to represent the interests of the Company and/or the Group.

4. DIRECTORS' INTEREST IN CONTRACTS AND ASSETS OF THE GROUP

As at the Latest Practicable Date,

(a) none of the Directors was materially interested in any contract or arrangement subsisting and which was significant in relation to the business of the Group; and

(b) none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up.

5. MATERIAL CONTRACTS

The following contracts were entered into by the Group within the two years immediately preceding the date of this circular and which are or may be material or of significance:

(a) the equity transaction agreement dated 30 September 2025 entered into between Guangdong Tiannuo Investments Co., Ltd.*（廣東天諾投資有限公司）("**Tiannuo Investments**") (a non-wholly owned subsidiary of the Company) and Hongda Civil Explosive Group Co., Ltd.*（宏大民爆集團有限公司）("**Hongda Explosive**"), pursuant to which Tiannuo Investments has agreed to sell and Hongda Explosive has agreed to acquire 31% of the equity interest in Guangdong Nanhong Civil Explosives Co., Ltd.*（廣東南虹民爆有限公司）at a consideration of RMB105,932,363; and

(b) the engineering design, procurement and construction agreement dated 11 March 2026 ("**EPC Agreement**") entered into between Guangdong Taoyuan Comprehensive Health Elderly Services Co., Ltd.*（廣東桃苑大健康養老服務有限公司）("**Guangdong Taoyuan**"), a wholly-owned subsidiary of the Company, Guangdong Construction Engineering Co., Ltd.*（廣東省構建工程建設有限公司）("**Guangdong Construction**") and Guangdong Qiyuan Construction Engineering Design Co., Ltd.*（廣東啟源建築工程設計院有限公司）("**Guangdong Qiyuan**"), pursuant to which Guangdong Construction and Guangdong Qiyuan have been engaged as the general contractors for the survey, design, procurement and construction works and other incidental services for the new elderly facility project. The consideration payable by Guangdong Taoyuan under the EPC Agreement is RMB319,871,689.21.

6. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

7. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered, or proposed to enter, into a service contract with any member of the Group which is not determinable by the Group within one (1) year without payment of compensation (other than statutory compensation).

8. GENERAL

(a) The registered office of the Company is at Richmond House, 12 Par-la-Ville Road, Hamilton HM 08, Bermuda.

(b) The branch share registrar of the Company is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(c) The Company's head office and principal place of business in Hong Kong is at Unit 501, Wing On Plaza, 62 Mody Road, Tsimshatsui, Kowloon, Hong Kong.

(d) The company secretary of the Company is Mr. Lo Tai On, who is a member of the Hong Kong Institute of Certified Public Accountants.

9. DOCUMENTS ON DISPLAY

Copies of the following documents will be published and displayed on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://hingyiphk.quamhkir.com) for a period of 14 days from the date of this circular (both days inclusive):

(a) the Finance Leases and Incidental Documentation; and

(b) this circular.

* *For identification purpose only*