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HENGDELI HOLDINGS LIMITED

亨得利控股有限公司

EMPIRE CHARM LIMITED

(Incorporated in the British Virgin Islands with limited liability)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3389)

JOINT ANNOUNCEMENT

VOLUNTARY UNCONDITIONAL GENERAL CASH OFFER BY GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED AND CMBC SECURITIES COMPANY LIMITED



**ON BEHALF OF
EMPIRE CHARM LIMITED
TO ACQUIRE ALL OF THE ISSUED SHARES OF
HENGDELI HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY BENEFICIALLY OWNED BY
EMPIRE CHARM LIMITED AND MS. FUNG)**

DESPATCH OF THE COMPOSITE DOCUMENT

Joint Financial Advisers to the Offeror



Independent Financial Adviser to the Independent Board Committee



Reference is made to: (i) the joint announcement issued by Empire Charm Limited (the “**Offeror**”) and Hengdeli Holdings Limited (the “**Company**”) dated 28 November 2025 in relation to the Offer (the “**Joint Announcement**”) and (ii) the composite document to be jointly despatched by the Offeror and the Company which is published on the websites of the Stock Exchange and the Company on 2 January 2026 (the “**Composite Document**”). Unless otherwise specified herein, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, amongst other things, (i) the terms of the Offer; (ii) the recommendation from the Independent Board Committee to the Offer Shareholders; and (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer, together with the Form of Acceptance, will be despatched to the Shareholders on 2 January 2026.

EXPECTED TIMETABLE

The timetable set out below is indicative only and may be subject to change. Further announcement(s) will be jointly made by the Offeror and the Company as and when appropriate.

All references to time and dates below are to Hong Kong time and dates.

Despatch Date of the Composite Document and the accompanying Form of Acceptance and commencement date of the Offer (<i>Note 1</i>)	Friday, 2 January 2026
Closing Date of the Offer (<i>Note 2</i>)	Friday, 23 January 2026
Latest time and date for acceptance of the Offer on the Closing Date (<i>Note 3</i>)	4:00 p.m. on Friday, 23 January 2026
Announcement of the results of the Offer as at the Closing Date to be posted on the website of the Stock Exchange (<i>Note 3</i>)	no later than 7:00 p.m. on Friday, 23 January 2026
Latest date for the amounts due in respect of valid acceptances received under the Offer on or before 4:00 p.m. on the Closing Date (<i>Note 4</i>)	Tuesday, 3 February 2026

Notes:

1. The Offer, which is unconditional in all respects, is made on 2 January 2026, being the date of posting of the Composite Document, and is capable of acceptance on and from that date until the Closing Date.
2. The Offer will close for acceptance at 4:00 p.m. on 23 January 2026 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offer until such date as it may determine subject to compliance with the Takeovers Code (or otherwise as permitted by the Executive in accordance with the Takeovers Code), in which case the Offeror will issue an announcement in relation to such extension of the Offer no later than 7:00 p.m. on 23 January 2026.

3. If you wish to accept the Offer, you should ensure your duly completed and signed Form of Acceptance and the relevant documents arrive at the Share Registrar no later than the prescribed time. If you choose to deliver the documents by post, you should consider the timing requirements for postage. Beneficial owners of the Offer Shares who hold their Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Acceptances of the Offer are irrevocable and are not capable of being withdrawn, except in the circumstances as set out in the section headed “Right of Withdrawal” in Appendix I to the Composite Document.
4. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered under the Offer will be despatched to those Offer Shareholders accepting the Offer (to the address specified on the relevant Form of Acceptance) by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt by the Share Registrar of all the relevant documents to render the acceptance under the Offer complete and valid.

EFFECT OF BAD WEATHER ON THE EXPECTED TIMETABLE

If a tropical cyclone warning signal number 8 or above, or a black rainstorm warning, or “extreme conditions” as announced by the Government of Hong Kong is/are in force, in Hong Kong: (a) at any local time before 12:00 noon but no longer in force at or after 12:00 noon on the latest date for acceptance of the Offer or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day or the latest date for the posting of remittances will remain on the same Business Day (as the case may be); and (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the next following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. or the posting of remittances will be the next following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. (as the case may be).

Shareholders and potential investors of the Company are reminded to exercise caution when dealing in Shares. Those who are in doubt as to the action should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.

By Order of the board of
Empire Charm Limited
Cheung Wing Lun Tony
Sole director

By Order of the Board of
Hengdeli Holdings Limited
Lee Shu Chung, Stan
Executive Director

Hong Kong, 2 January 2026

As at the date of this joint announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the sole director of the Offeror in his capacity as director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Cheung Wing Lun Tony.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Directors in the capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.