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ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED

正業國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3363)

DISCLOSEABLE TRANSACTION IN RELATION TO DISPOSAL OF PROPERTY

THE DISPOSAL

On 27 April 2026 (after trading hours), the Vendor, an indirect non-wholly owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Purchaser, pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to purchase the Property at the consideration of approximately RMB7,880,100.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules in respect of the Disposal are more than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements.

THE DISPOSAL

The Board wishes to announce that on 27 April 2026 (after trading hours), the Vendor, an indirect non-wholly owned subsidiary of the Company, and the Purchaser entered into the Sale and Purchase Agreement, pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to purchase the Property at the consideration of approximately RMB7,880,100.

THE SALE AND PURCHASE AGREEMENT

Set out below are the key terms of the Sale and Purchase Agreement:

Date: 27 April 2026 (after trading hours)

Parties: Vendor: Zhongshan Lianhe Hongxing Zhizao Company Limited* (中山聯合鴻興製造有限公司), a non-wholly owned subsidiary of the Company; and

Purchaser: Zhongshan Shengqiang Rubber and Plastics Industrial Co., Ltd.* (中山盛強橡塑工業有限公司)

Property: The Property is located at 1/F of Factory Building No. 3, Songwan Zhigu Intelligent Manufacturing Project (松灣智谷智能製造項目), 138 Xin Hao South Road, Shaxi Town, Zhongshan City, the PRC.

The gross floor area of the Property is 1,208.06 square metres.

Consideration: The consideration for the Disposal is approximately RMB7,880,100, payable in cash.

The consideration was determined after arm's length negotiation with reference to the prevailing market price of properties in the same building and at nearby location.

Payment terms: The first installment of the consideration in the amount of approximately RMB1,576,000 shall be paid on or before 30 April 2026.

The outstanding consideration in the amount of approximately RMB6,304,100 shall be paid on or before 30 June 2026.

Registration: The Property shall be delivered to the Purchaser for use on 30 April 2026.

The parties shall complete the necessary registration for the Disposal at the relevant governmental authority within 720 working days from the signing of the Sale and Purchase Agreement.

FINANCIAL IMPACT OF THE DISPOSAL AND USE OF PROCEEDS

The carrying value of the Property as shown in the unaudited consolidated financial statements of the Company as at 31 March 2026 was approximately RMB3,337,500. The Group is expected to record a gain of approximately RMB3,892,000 from the Disposal, which is calculated based on the consideration of approximately RMB7,880,100 after excluding value-added tax, consideration exclusive of tax of approximately RMB7,229,500 to be received by the Group for the Disposal less the carrying value (before expenses related to land value-added tax payable on the Disposal, selling expenses, etc.) of the Property as at 31 March 2026. The Company intends to use the net proceeds from the Disposal in the development of the Project (as defined below) or to supplement the Group's working capital.

INFORMATION OF THE PURCHASER

The Purchaser is a company established in the PRC with limited liability and is principally engaged in the manufacturing and sales of rubber and plastic products. It is owned as to 88% by Liu Shengping (劉勝平) and 12% by Zhou Xiaoquan (周小全), both of whom are businessmen.

The Directors confirm that, to the best of their knowledge, information and belief having made all reasonable enquiries, the Purchaser and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

INFORMATION OF THE GROUP AND THE VENDOR

The Group is principally engaged in manufacturing and sales of packaging paper and paper-based packaging products.

The Vendor is a company incorporated in the PRC with limited liability and a non-wholly owned subsidiary of the Company, and is principally engaged in properties development.

REASONS FOR THE DISPOSAL

The land at which the Property is located was originally used for the construction of the Group's paper-making wastewater treatment facilities and auxiliary material warehouses. To enhance the utilisation of this land, the Group responded to the Zhongshan Municipal Government's call for the "Three Olds" redevelopment initiative and applied for reconstruction of the site, which was approved in July 2022 (the "**Project**"). Phase I of the Project commenced in December 2023, involving the construction of three high-standard factory buildings with a total gross floor area of approximately 39,913.89 square meters. As at the date of this announcement, construction of Phase I of the Project has been completed. The Property to be sold (namely, 1st floor of Factory Building No. 3) forms part of the completed Phase I buildings.

The Board considers the Disposal to be a good opportunity for the Group to realise the value of the Property at a reasonable price, and the proceeds from the Disposal may be applied towards the development and construction of the Project or used to supplement the Group's working capital.

Having considered the reasons above, the Board considers that the terms and conditions of the Disposal are on normal commercial terms, which are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules in respect of the Disposal are more than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meaning:

“Board”	the board of Directors
“Company”	Zhengye International Holdings Company Limited, a company incorporated in Bermuda, the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Disposal”	the disposal of the Property by the Vendor to the Purchaser pursuant to the terms and conditions of the Sale and Purchase Agreement
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC” or “China”	the People’s Republic of China, but for the purpose of this announcement only, except where the context requires, references in this announcement to the PRC or China exclude Hong Kong, Macau and Taiwan
“Property”	1/F of Factory Building No. 3, Songwan Zhigu Intelligent Manufacturing Project (松灣智谷智能製造項目), 138 Xin Hao South Road, Shaxi Town, Zhongshan City, the PRC
“Purchaser”	Zhongshan Shengqiang Rubber and Plastics Industrial Co., Ltd.* (中山盛強橡塑工業有限公司), a company established in the PRC with limited liability

“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the agreement for the sale and purchase dated 27 April 2026 entered into between the Vendor and the Purchaser in relation to the sale and purchase of the Property
“Share(s)”	ordinary share(s) of HK\$0.10 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
“Vendor”	Zhongshan Lianhe Hongxing Zhizao Company Limited* (中山聯合鴻興製造有限公司), a non-wholly owned subsidiary of the Company
“%”	per cent

By order of the Board
Zhengye International Holdings Company Limited
Hu Zheng
Chairman

Hong Kong, 27 April 2026

As at the date of this announcement, the Board comprised Mr. Hu Zheng, Mr. Hu Hancheng (Mr. Hu Jianjun as his alternate), Mr. Hu Hanchao (Mr. Tan Xijian as his alternate), Mr. Hu Jianpeng and Ms. Chen Wei as executive Directors, Ms. Hu Jianwen as non-executive Director, and Mr. Au Yeung Po Fung, Mr. Chung Kwok Mo John and Mr. Liew Fui Kiang as independent non-executive Directors.

* *For identification purposes only*