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**HUI SHENG INTERNATIONAL HOLDINGS LIMITED**  
**惠生國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1340)**

**(1) PROPOSED SHARE CONSOLIDATION AND  
PROPOSED CHANGE IN BOARD LOT SIZE; AND  
(2) PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



**Grand China Securities Limited**

**(1) PROPOSED SHARE CONSOLIDATION AND PROPOSED CHANGE IN BOARD LOT SIZE**

**Proposed Share Consolidation**

The Board proposes to implement the Share Consolidation on the basis that every eight (8) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$0.08 each.

As at the date of this announcement, the authorized share capital of the Company is HK\$15,000,000, divided into 1,500,000,000 Existing Shares of par value of HK\$0.01 each, of which 922,838,000 Existing Shares have been allotted and issued as fully paid to date and the Company holds no treasury shares. Upon the Share Consolidation becoming effective and assuming that no further Existing Shares are issued or bought back and cancelled from the date of this announcement until the effective date of the Share Consolidation, the authorized share capital of the Company will be HK\$15,000,000 divided into 187,500,000 Consolidated Shares of par value of HK\$0.08 each, of which 115,354,750 Consolidated Shares will be in issue and fully paid.

## **Proposed Change in Board Lot Size**

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 4,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 4,000 Existing Shares to 10,000 Consolidated Shares.

## **GENERAL**

The Share Consolidation is conditional upon, among other things, the passing of an ordinary resolution to be voted on by way of a poll by the Shareholders at the EGM and the Listing Committee granting approval for the listing of, and permission to deal in, the Consolidated Shares. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder is involved or interested in or has a material interest in the Share Consolidation and therefore no Shareholder is required to abstain from voting on the resolution to approve the Share Consolidation by way of poll at the EGM.

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation. A circular containing, among other things, further details of the Share Consolidation and the Change in Board Lot Size, together with a notice convening the EGM, is expected to be despatched to the Shareholders on or before Thursday, 11 June 2026.

**Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” in this announcement. Accordingly, the Share Consolidation and the Change in Board Lot Size may or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.**

## **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

On 20 May 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company has conditionally agreed to place, through the Placing Agent on a best effort basis, a maximum of 184,567,600 Existing Shares at the Placing Price of HK\$0.046 per Placing Share to not less than six Placees who and whose ultimate beneficial owner(s) are Independent Third Parties.

The 184,567,600 Placing Shares represent (i) 20% of the existing issued share capital of the Company of 922,838,000 Existing Shares; and (ii) approximately 16.67% of the issued share capital of the Company of 1,107,405,600 Existing Shares as enlarged by the allotment and issue of the Placing Shares, assuming no further change in the share capital structure of the Company prior to Completion. The maximum aggregate nominal value of the Placing Shares under the Placing will be approximately HK\$1,845,676.

The Placing Price of HK\$0.046 represents (i) a discount of approximately 19.30% to the closing price of HK\$0.057 per Existing Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 15.75% to the average closing price of HK\$0.055 per Existing Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing is conditional upon, among other things, the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares. Details of the intended use of the net proceeds from the Placing are set out in the section headed “REASONS FOR THE PLACING AND USE OF PROCEEDS” in this announcement.

The Placing Shares will be allotted and issued pursuant to the General Mandate and therefore the allotment and issue of the Placing Shares will not be subject to any Shareholders’ approval. **As the Completion is subject to the satisfaction of the conditions precedent set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

## **(1) PROPOSED SHARE CONSOLIDATION AND PROPOSED CHANGE IN BOARD LOT SIZE**

### **Proposed Share Consolidation**

The Board proposes to implement the Share Consolidation on the basis that every eight (8) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$0.08 each.

### **Effects of the Share Consolidation**

As at the date of this announcement, the authorized share capital of the Company is HK\$15,000,000 divided into 1,500,000,000 Existing Shares of par value of HK\$0.01 each, of which 922,838,000 Existing Shares have been allotted and issued as fully paid to date and the Company holds no treasury shares. Upon the Share Consolidation becoming effective and assuming that no further Existing Shares are issued or bought back and cancelled from the date of this announcement until the effective date of the Share Consolidation, the authorized share capital of the Company will be HK\$15,000,000 divided into 187,500,000 Consolidated Shares of par value of HK\$0.08 each, of which 115,354,750 Consolidated Shares will be in issue and fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares which will not be allocated to the Shareholders who may otherwise be entitled.

### **Conditions of the Share Consolidation**

The Share Consolidation is conditional upon fulfilling the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Listing Committee granting approval for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the Cayman Islands laws (where applicable) and the Listing Rules to effect the Share Consolidation.

As at the date of this announcement, none of the above conditions has been fulfilled.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is currently expected to be on Friday, 3 July 2026, being the second Business Day immediately after the date of passing of the ordinary resolution approving the Share Consolidation at the EGM.

### **Listing application**

An application will be made by the Company to the Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares or any other equity or debt securities in issue of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange. Upon the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is currently proposed to be sought.

### **Other securities of the Company**

As at the date of this announcement, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

### **Proposed Change in Board Lot Size**

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 4,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 4,000 Existing Shares to 10,000 Consolidated Shares.

Based on the closing price of HK\$0.057 per Existing Share (equivalent to the theoretical closing price of HK\$0.456 per Consolidated Share upon the Share Consolidation becoming effective) as quoted on the Stock Exchange as at the date of this announcement, (i) the value of each board lot of 4,000 Existing Shares is HK\$228; (ii) the value of each board lot of 4,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$1,824; and (iii) the estimated value of each board lot of 10,000 Consolidated Shares would be HK\$4,560 on the assumption that the Change in Board Lot Size had also become effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

## **REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited has stated that, among others, taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000. The “Consultation Paper on Board Lot Framework Enhancements in the Hong Kong Securities Market” issued by the Hong Kong Exchanges and Clearing Limited has proposed that, the existing board lot value floor to be decreased from HK\$2,000 to HK\$1,000. It has also been proposed that issuers shall adopt a defined set of eight board lot units (i.e., 1, 50, 100, 500, 1,000, 2,000, 5,000 and 10,000 share(s)).

The Company has considered alternative ratios for the Share Consolidation. After careful consideration, the Board determined that the proposed ratio of 8 into 1 is appropriate as it strikes a balance between increasing the trading price per Share and minimizing the potential impact of odd lots and fractional Shares on Shareholders. The Company believes that a lower consolidation ratio may not sufficiently address the trading price and board lot value concerns, whereas a higher ratio could create greater inconvenience for Shareholders.

In view of the following: (i) the Existing Shares are currently trading below HK\$2,000 per board lot, based on the closing price of HK\$0.057 per Existing Share as quoted on the Stock Exchange as at the date of this announcement; and (ii) the board lot size of 4,000 Existing Shares, the Board proposes to implement the Share Consolidation and the Change in Board Lot Size with a view to adjusting the value of each new board lot. After the Share Consolidation and the Change in Board Lot Size have become effective, and based on the closing price of the Existing Shares as at the date of this announcement, the theoretical market board lot value will be HK\$4,560. As such, the Board considers that the Share Consolidation and Change in Board Lot Size will enable the Company to comply with the trading requirements under the Listing Rules.

In view of the recent trading prices of the Shares, it is considered that the Share Consolidation will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks or securities houses will charge minimum transaction costs for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares, it is believed that the Share Consolidation will maintain the trading amount for each board lot at a reasonable level and make investing in the Shares more attractive to a broader range of investors, and thus further broaden the shareholder base of the Company.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may otherwise be entitled.

In view of the above reasons, the Company considers that the Share Consolidation is justifiable to achieve the above-mentioned purposes notwithstanding the potential costs and impact arising from creation of odd lots to Shareholders. Taking into account the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

The Directors have also considered the potential impact of the Share Consolidation on the Company's equity fundraising and other corporate actions in the coming twelve months, including the proposed Placing. The Share Consolidation is necessary to raise the per-Share market price of the Existing Shares and is expected to provide the Company with greater flexibility for future equity fundraising exercises, such as the issuance of new Shares or convertible securities, and to better align the trading price with market expectations. The Directors believe that this will enhance the Company's ability to seize potential fundraising opportunities in a timely and efficient manner.

As of the date of this announcement, save as the Placing, the Company had no intention to carry out other corporate actions or arrangements that may affect the trading in the Shares, including share consolidation, share subdivision or change in board lot size, in the next twelve months.

## **OTHER ARRANGEMENTS**

### **Fractional entitlement to Consolidated Shares**

The Consolidated Shares will be rounded down to a whole number and fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

### **Arrangement on odd lots trading and matching services**

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Grand China Securities Limited to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be set out in the circular to be despatched to the Shareholders. Any Shareholder who wishes to use this matching service should, directly or through their brokers contact Mr. Louis Leung of Grand China Securities Limited at Room 1709, 17/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong or at telephone number +852 3979 6719 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of the aforesaid period. Shareholders who would like to match odd lots are required to make an appointment in advance by dialing the telephone number of Grand China Securities Limited set out above.

**Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.**

### **Free exchange of share certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Friday, 3 July 2026, being the second Business Day immediately after the date of the EGM, the Shareholders may during business hours, on or after Friday, 3 July 2026, and until Monday, 10 August 2026 (both dates inclusive) submit existing share certificates for the Existing Shares in grey colour to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange for new share certificates for the Consolidated Shares in yellow colour at the expense of the Company.

Thereafter, share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Thursday, 6 August 2026, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

## **EXPECTED TIMETABLE**

The expected timetable for the implementation of the Share Consolidation and Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and has been prepared on the assumption that all the conditions to the Share Consolidation will be fulfilled or otherwise waived, and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

<b>Events</b>	<b>Time and Date</b>
Despatch date of circular with notice of the EGM. . . . .	on or before Thursday, 11 June 2026
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM . . . .	4:30 p.m. on Wednesday, 24 June 2026
Closure of register of members for determination of the entitlement to attend and vote at the EGM. . . . .	From Thursday, 25 June 2026 to Tuesday, 30 June 2026 (both dates inclusive)
Latest date and time for lodging forms of proxy for the EGM . . . . .	2:15 p.m. on Sunday, 28 June 2026
Record date for attending the EGM. . . . .	Tuesday, 30 June 2026
Expected date and time of the EGM . . . . .	2:15 p.m. Tuesday, 30 June 2026
Announcement of poll results of the EGM . . . . .	Tuesday, 30 June 2026

**The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Consolidation and Change in Board Lot Size as set out in this announcement and therefore the dates are tentative only. Subject to the above, the following timetable, including but not limited to, the effective date of the Share Consolidation and Change in Board Lot Size, will remain unchanged even if that day is a severe weather trading day.**

<b>Events</b>	<b>Time and Date</b>
Effective date of the Share Consolidation . . . . .	Friday, 3 July 2026
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	9:00 a.m. on Friday, 3 July 2026
Dealings in the Consolidated Shares commence . . . . .	9:00 a.m. on Friday, 3 July 2026
Original counter for trading in the Existing Shares in board lots of 4,000 Existing Shares (in the form of existing share certificates) temporarily closes . . .	9:00 a.m. on Friday, 3 July 2026
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Friday, 3 July 2026
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens . . . . .	9:00 a.m. on Friday, 17 July 2026
Effective date of the Change in Board Lot Size . . . . .	9:00 a.m. on Friday, 17 July 2026
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences . . . . .	9:00 a.m. on Friday, 17 July 2026
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	9:00 a.m. on Friday, 17 July 2026

Designated broker ceases to stand in the market to  
provide matching services for odd lots of  
the Consolidated Shares . . . . . 4:00 p.m. on Thursday,  
6 August 2026

Temporary counter for trading in the Consolidated Shares  
in board lots of 500 Consolidated Shares  
(in the form of existing share certificates) closes . . . . . 4:10 p.m. on Thursday,  
6 August 2026

Parallel trading in Consolidated Shares  
(in the form of new share certificates and  
existing share certificates) ends . . . . . 4:10 p.m. on Thursday,  
6 August 2026

Last date and time for free exchange of  
existing share certificates for new share certificates  
for the Consolidated Shares . . . . . 4:30 p.m. on Monday,  
10 August 2026

All times and dates in this announcement refer to Hong Kong local times and dates. The expected timetable set out above is indicative only and may be subject to change. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

## **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both days inclusive, during which period no transfer of Shares can be registered. The record date will be Tuesday, 30 June 2026. In order to ascertain shareholders' rights for the purpose of attending and voting at the EGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 24 June 2026.

## **GENERAL**

The Share Consolidation is conditional upon, among other things, the passing of an ordinary resolution to be voted on by way of a poll by the Shareholders at the EGM and the Listing Committee granting approval for the listing of, and permission to deal in, the Consolidated Shares.

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation. A circular containing, among other things, further details of the Share Consolidation and the Change in Board Lot Size, together with a notice convening the EGM, is expected to be despatched to the Shareholders on or before Thursday, 11 June 2026.

**Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” in this announcement. Accordingly, the Share Consolidation may or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.**

## **(2) PLACING OF NEW SHARES UNDER GENERAL MANDATE**

On 20 May 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company has conditionally agreed to place, through the Placing Agent on a best effort basis, a maximum of 184,567,600 Existing Shares at the Placing Price of HK\$0.046 per Placing Share to not less than six Placees who and whose ultimate beneficial owner(s) are Independent Third Parties.

### **THE PLACING AGREEMENT**

Date: 20 May 2026 (after trading hours)

Parties:

- (a) the Company as the issuer; and
- (b) Grand China Securities Limited as the Placing Agent.

To the best of the Company’s knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

## **PRINCIPAL TERMS OF THE PLACING AGREEMENT**

The principal terms of the Placing Agreement are summarised below:

### **Placing Shares**

The Placing Agent has conditionally agreed to procure, on a best effort basis, a total of not less than six Placées to subscribe for a total of 184,567,600 Existing Shares. The 184,567,600 Placing Shares represent (i) 20% of the existing issued share capital of the Company of 922,838,000 Existing Shares; and (ii) approximately 16.67% of the issued share capital of the Company of 1,107,405,600 Existing Shares as enlarged by the allotment and issue of the Placing Shares, assuming no further change in the share capital structure of the Company prior to Completion. The maximum aggregate nominal value of the Placing Shares under the Placing will be approximately HK\$1,845,676.

### **Placing Price**

The price of HK\$0.046 per Placing Share was determined after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market price of the Shares on the Stock Exchange. The Placing Price represents:

- (i) a discount of approximately 19.30% to the closing price of HK\$0.057 per Existing Share as quoted on the Stock Exchange on the date of the Placing Agreement; and
- (ii) a discount of approximately 15.75% to the average closing price of HK\$0.055 per Existing Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

### **Placing Commission**

The Placing Agent will receive a placing commission of 2% of the amount which is equal to the Placing Price multiplied by the actual number of Placing Shares successfully placed by the Placing Agent. The placing commission was determined after arm's length negotiations between the Company and the Placing Agent.

## **Placees**

The Placing Agent shall, on a best effort basis, place, or procure the placing of, the Placing Shares with not less than six (6) Placees who and whose ultimate beneficial owner(s) (if applicable) are Independent Third Parties. It is expected that immediately after the Placing, none of the Placees will become a substantial shareholder of the Company.

## **Ranking of Placing Shares**

The Placing Shares, when issued and fully paid, will rank pari passu in all respects among themselves and with the Existing Shares then in issue on the date of allotment and issue of the Placing Shares.

## **General Mandate**

The Placing Shares will be issued under the General Mandate to allot, issue and deal with new Shares granted to the Directors by an ordinary resolution of the Shareholders passed at the 2025 AGM, subject to a limit of up to 20% of the issued share capital of the Company as at the date of the 2025 AGM. As at the date of the 2025 AGM, the Company had 922,838,000 Existing Shares in issue and the Directors were authorised to allot, issue and deal with up to 184,567,600 Existing Shares under the General Mandate. As at the date of this announcement, no new Shares have been issued under the General Mandate. Accordingly, the Placing is not subject to the Shareholders' approval.

## **Application for listing**

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

## **Conditions of the Placing Agreement**

Completion of the Placing by the Placing Agent of the Placing Shares under the Placing Agreement is conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment and/or despatch of certificates for the Placing Shares) the listing of, and permission to deal in all of the Placing Shares.

If the above condition is not fulfilled on or prior to 12:00 noon on the Long Stop Date, the Placing Agreement shall terminate and none of the Company or the Placing Agent shall have any claim against the other for damages, compensation or otherwise, provided however that the Company shall remain liable for the payment of any costs, charges and expenses referred to in the Placing Agreement.

### **Completion of the Placing**

Completion of the Placing shall take place on the third Business Days immediately following receipt of the listing approval granted by the Stock Exchange or such later date as may be agreed between the Company and the Placing Agent.

### **Termination**

If, at any time prior to 9:00 a.m. on the date of Completion, in the reasonable opinion of the Placing Agent, the success of the Placing would or might be adversely affected by:

- (i) any material breach of the warranties, representations and undertakings given by the Company in the Placing Agreement; or
- (ii) any suspension in dealings in or the listing of the Shares on the Stock Exchange for a period of more than seven trading days (other than in connection with the Placing); or
- (iii) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof; or
- (iv) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date hereof and including an event or change in relation to a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions; or
- (v) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange or any other stock exchange on which the Company's securities are traded, occurring due to exceptional financial circumstances or otherwise; or
- (vi) a change in taxation in Hong Kong, or the People's Republic of China or the implementation of exchange controls which shall or might materially and adversely affect the Company in their capacity as such,

then and in any such case, the Placing Agent may terminate the Placing Agreement without liability to the Company by giving notice in writing to the Company, provided that such notice is received prior to 9:00 a.m. on the date of Completion.

## **REASONS FOR THE PLACING AND USE OF PROCEEDS**

The Company is an investment holding company. The Group is principally engaged in breeding and slaughtering of hogs and sale of pork products in the People's Republic of China, selling and distributing of pipe system products and the provision of technical advisory services on the design, application, implementation and installation.

The Directors believe that the Placing represents a good opportunity to raise additional capital for the Company while broadening its investor base and strengthening its financial position.

The maximum gross proceeds from the Placing are expected to be approximately HK\$8,490,110. After deducting the placing commission and other related expenses, the maximum net proceeds from the Placing are estimated to be approximately HK\$8,220,000 (the "**Net Proceeds**").

The Company intends to apply the Net Proceeds as follows:

- 20% of the Net Proceeds (approximately HK\$1,644,000) will be used as general working capital to support the daily operations and ongoing business development of the Group; and
- 80% of the Net Proceeds (approximately HK\$6,576,000) will be used to finance the procurement of frozen meat from both overseas and domestic suppliers to conduct and expand the Group's local frozen meat trading business in Hong Kong.

The Directors consider that the terms of the Placing Agreement are fair and reasonable, on normal commercial terms, and in the interests of the Company and its Shareholders as a whole.

## FUND RAISING ACTIVITIES DURING THE PAST 12 MONTHS

The Company has not conducted any other fund raising activities in the past twelve months immediately before the date of this announcement.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 922,838,000 Existing Shares in issue. The table below sets out, for the purpose of illustration only, the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the allotment and issue of the Placing Shares, assuming all the Placing Shares are fully placed and allotted and issued and assuming there is no other change in the issued share capital of the Company prior to Completion; and (iii) immediately after the Share Consolidation becoming effective, assuming all the Placing Shares have been allotted and issued and there is no other change in the issued share capital of the Company other than the Share Consolidation:

	As at the date of this announcement		Immediately after the allotment and issue of the Placing Shares		Immediately after the Share Consolidation becoming effective	
	<i>Number of Existing Shares</i>	<i>Approximate % of shareholding</i>	<i>Number of Existing Shares</i>	<i>Approximate % of shareholding</i>	<i>Number of Consolidated Shares</i>	<i>Approximate % of shareholding</i>
Public Shareholders	922,838,000	100.00%	922,838,000	83.33%	115,354,750	83.33%
The Placees	—	—	184,567,600	16.67%	23,070,950	16.67%
Total	<u>922,838,000</u>	<u>100.00%</u>	<u>1,107,405,600</u>	<u>100.00%</u>	<u>138,425,700</u>	<u>100.00%</u>

**As the Completion is subject to the satisfaction of the conditions precedent set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context otherwise requires:

“2025 AGM”	the annual general meeting of the Company held on 30 June 2025 at which, among other things, the General Mandate was granted to the Directors
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors

“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares from 4,000 Existing Shares to 10,000 Consolidated Shares
“Company”	Huisheng International Holdings Limited(惠生國際控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 1340)
“Completion”	completion of the Placing in accordance with the terms and conditions as set out in the Placing Agreement
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Consolidated Share(s)”	issued and unissued ordinary shares of par value of HK\$0.08 each in the share capital of the Company after the Share Consolidation becoming effective
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened on Tuesday, 30 June 2026 for the purpose of considering and, if thought fit, approving, among other things, the Share Consolidation
“Existing Share(s)”	issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company before the Share Consolidation becomes effective
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the 2025 AGM to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution approving such mandate at the 2025 AGM

“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) who is/are independent of and not connected with, and not acting in concert (as defined under the Takeovers Code) with the Company and its connected persons
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	17 June 2026 (or such later date as may be agreed between the Placing Agent and the Company)
“Placee(s)”	any professional, institutional and/or other investor(s) procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	placing of the Placing Shares by the Placing Agent on a best effort basis pursuant to the terms of the Placing Agreement
“Placing Agent”	Grand China Securities Limited, a corporation licensed to carry on type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO

“Placing Agreement”	a conditional placing agreement dated 20 May 2026 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.046 per Placing Share
“Placing Shares”	up to 184,567,600 Existing Shares to be allotted and issued by the Company and placed under the Placing
“Share(s)”	the Existing Share(s), or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed share consolidation on the basis that every eight (8) issued Existing Shares be consolidated into one (1) Consolidated Share and to round down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by disregarding each and every fractional Consolidated Share which would otherwise arise therefrom
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented and/or otherwise modified from time to time
“%”	per cent.

By order of the Board  
**Huisheng International Holdings Limited**  
**Zhang Zhenghua**  
*Executive Director*

Hong Kong, 20 May 2026

*As at the date of this announcement, the Board comprises five Directors, of which Mr. Zhang Zhenghua and Ms. Xiang Yuan are executive Directors; and Dr. Wang Guiping, Mr. Huang Ruilin and Mr. Luo Mingsheng are independent non-executive Directors.*