Hing Lee (HK) Holdings Limited
興利（香港）控股有限公司

(Incorporated in the British Virgin Islands and re-domiciled and continued in Bermuda with limited liability)
(Stock code: 396)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE AND RESUMPTION OF TRADING

This announcement is made by Hing Lee (HK) Holdings Limited (the "**Company**", together with its subsidiaries, "**Group**") pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the "**Takeovers Code**"), Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**") and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**").

UNUSUAL PRICE MOVEMENTS

The board (the "**Board**") of directors (the "**Directors**") of the Company has noted recent unusual movements in the price of the shares of the Company (the "**Shares**") on the Stock Exchange. Having made all such enquiries with respect to the Company as is reasonable in the circumstances, the Board confirms that, save as disclosed below, it is not aware of any reasons for these movements or of any information which must be announced to avoid a false market in the Shares or of any inside information which needs to be disclosed under Part XIVA of the SFO.

POSSIBLE TRANSACTION

The Board wishes to inform the shareholders of the Company (the "**Shareholders**") and potential investors that, as informed by Mr. Sung Kai Hing ("**Mr. Sung**") (chairman, chief executive officer, executive director and controlling shareholder of the Company) and Mr. Cheung Kong Cheung ("**Mr. Cheung**") (executive director of the Company), (1) Mr. Sung; (2) King Right Holdings Limited ("**King Right**") (a company wholly-owned by Mr. Sung); (3) Mr. Cheung; (4) United Sino Limited ("**United Sino**") (a company wholly-owned by Mr. Cheung); (5) Mr. Chan Kwok Kin ("**Mr. Chan**") (senior management of the Group); (6) Golden Sunday Limited ("**Golden Sunday**") (a company wholly-owned by Mr. Chan); (7) Mr. Huang Wei Ye ("**Mr. Huang**") (senior management of the Group); and (8) Top Right Trading Limited ("**Top Right**") (a company wholly-owned by Mr. Huang) (collectively the "**Potential Vendors**") entered into a memorandum of understanding (the "**MOU**") on 25 March 2026 after trading hours with Guoxin Capital Holdings Limited (國新資本控股有限公司) (the "**Potential Purchaser**") regarding the possible sale of an aggregate of 471,614,000 Shares held by the Potential Vendors (representing approximately 58.36% of the entire issued share capital of the Company as at the date of this announcement) (the "**Possible Transaction**").

INFORMATION OF THE POTENTIAL PURCHASER

The Potential Purchaser is an investment holding company incorporated in British Virgin Islands with limited liability. The Potential Purchaser is ultimately beneficially owned by Ms. LI YUJUN (李昱君). The Potential Purchaser and its beneficial owner are third parties independent of and not connected with the Company and its connected persons (as defined under the Listing Rules).

MOU

The Possible Transaction is subject to the negotiation and execution of a legally binding sale and purchase agreement between the parties within 2 months from the date of the MOU (or such longer period as agreed by the parties) (the "**Relevant Period**"). During the Relevant Period, the Potential Vendors shall not negotiate, discuss or enter into any agreement with any person or entity other than the Potential Purchaser or its designated parties in relation to any sale of Shares.

Pursuant to the terms of the MOU, the Potential Purchaser shall conduct due diligence review on the Group within 7 days from the date of the MOU. If the Potential Purchaser is not satisfied with the results of the due diligence review (the "**Due Diligence Review**"), it shall notify the Potential Vendors within 14 business days from the end of the due diligence period.

Pursuant to the MOU, the Potential Purchaser has paid the Potential Vendors an earnest money in the sum of HK$5,000,000 (the "**Earnest Money**"), which is non-refundable unless the Potential Transaction does not materialize due to the Potential Purchaser's non-satisfaction with the results of the Due Diligence Review.

Save for the terms relating to the Due Diligence Review, the Earnest Money and exclusivity and certain boilerplate clauses, the MOU is non-legally binding.

If the Possible Transaction materializes, it will lead to a change in control of the Company and a mandatory general offer under Rule 26.1 of the Takeovers Code. As at the date of this announcement, no formal agreements have been entered into in respect of the Possible Transaction, and the discussion is still in progress and the Possible Transaction may or may not proceed.

RELEVANT SECURITIES OF THE COMPANY

As at the date of this announcement, the Company has 808,096,025 Shares in issue. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

As at the date of this announcement, the concert group comprising the Potential Vendors holds an aggregate of 471,614,000 Shares (representing approximately 58.36% of the entire issued share capital of the Company). Their shareholdings are as follows:

(i) Mr. Sung and King Right directly and beneficially hold 29,690,000 Shares and 258,906,777 Shares respectively (representing approximately 3.67% and approximately 32.04% of the entire issued share capital of the Company respectively);

(ii) Mr. Cheung and United Sino directly and beneficially hold 7,200,000 Shares and 54,840,465 Shares respectively (representing approximately 0.89% and approximately 6.79% of the entire issued share capital of the Company respectively);

(iii) Mr. Chan and Golden Sunday directly and beneficially hold 7,200,000 Shares and 54,840,465 Shares respectively (representing approximately 0.89% and approximately 6.79% of the entire issued share capital of the Company respectively); and

(iv) Mr. Huang and Top Right directly and beneficially hold 7,350,000 Shares and 51,586,293 Shares respectively (representing approximately 0.91% and approximately 6.38% of the entire issued share capital of the Company respectively).

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly update announcements will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcements will be made by the Company as and when appropriate in accordance with the Listing Rules and the Takeovers Code.

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 26 March 2026.

In accordance with Rule 3.8 of the Takeovers Code, respective associates of the Company and the Potential Purchaser (as defined in the Takeovers Code, including among others, shareholders of the Company and shareholders of the Potential Purchaser having interests of 5% or more in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and the Potential Purchaser respectively) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

"Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than $1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation."

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted from 9:00 a.m. on 26 March 2026 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on 27 March 2026.

WARNING: There is no assurance that the Possible Transaction will materialize or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of the Takeovers Code. Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company. Persons who are in doubt as to the action should take should consult their stock brokers, bank managers, solicitors or other professional adviser(s).

Shareholders and potential investors of the Company should be aware that there is no assurance that any offer for the Shares will be implemented. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

By order of the Board
Hing Lee (HK) Holdings Limited
Sung Kai Hing
Chairman and Chief Executive Officer

Hong Kong, 26 March 2026

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Sung Kai Hing and Mr. Cheung Kong Cheung and three independent non-executive Directors, namely, Mr. Kong Hing Ki, Ms. Leung Yuen Man and Mr. Feng Jianzhong.

The Board jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.