



HENGDELI HOLDINGS LIMITED

亨得利控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3389)

Executive Directors:

Mr. Cheung Wing Lun Tony (*Chairman*)

Mr. Lee Shu Chung, Stan

Registered Office:

Cricket Square

Hutchins Drive

P.O Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-Executive Director:

Mr. Shi Zhongyang

Independent Non-Executive Directors:

Mr. Cai Jianmin

Mr. Liu Xueling

Ms. Qian Weiqing

Head Office and Principal Place of Business in

Hong Kong:

Room 301, 3/F, Lippo Sun Plaza

28 Canton Road

Tsim Sha Tsui, Kowloon

Hong Kong

2 January 2026

To the Offer Shareholders

Dear Sir or Madam,

**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)**

INTRODUCTION

On 28 November 2025, the Offeror and the Company jointly announced that Guotai Junan Securities and CMBC Securities, on behalf of the Offeror, will make a voluntary unconditional general cash offer to acquire all the issued shares of the Company (other than those already beneficially owned by the Offeror and Ms. Fung) at the Offer Price of HK\$0.14 per Offer Share.

The purpose of this Composite Document (of which this letter forms part) is to provide you with, among other things, (i) further details of the Offer; (ii) the expected timetable in relation to the Offer; (iii) information regarding the Company; (iv) recommendations from the Independent Board Committee with respect to the Offer; and (v) the letter of advice from the Independent Financial Adviser to the Independent Board Committee.

THE OFFER

Offer Price

The Offer is being made by Guotai Junan Securities and CMBC Securities on behalf of the Offeror at the following price:

For each Offer Share HK\$0.14 in cash

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company as at the Latest Practicable Date is set out in the section headed “Shareholding Structure of the Company” in the letter from Guotai Junan Capital and CMBC Securities in this Composite Document.

As at the Latest Practicable Date, the Company has no declared but unpaid dividends, distributions and/or other return of capital. The Company confirms that as at the Latest Practicable Date, it does not have any intention to make, declare or pay any further dividends or make other distributions, the record date of which falls (i) on or after the Latest Practicable Date and (ii) on or before the close or lapse of the Offer. The Company notes that if, after the Latest Practicable Date, any dividend or distribution is declared in respect of the Offer Shares, the Offeror reserves the right to reduce the Offer Price by an amount equal to the gross amount of such dividend or distribution declared, made or paid in respect of each Offer Share, in which case any reference in the Joint Announcement, the Composite Document or any other announcement or document to the Offer Price will be deemed to be a reference to the Offer Price as so reduced. Any such reduction will only apply to those Offer Shares in respect of which the Offeror will not be entitled to the relevant dividend, distribution and/or return of capital.

REASONS FOR AND BENEFITS OF THE OFFER

Your attention is drawn to the sections headed “Reasons for and Benefits of the Offer” in the letter from Guotai Junan Capital and CMBC Securities in this Composite Document.

INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

Your attention is drawn to the letter from Guotai Junan Capital and CMBC Securities in this Composite Document which sets out, among other things, the intention of the Offeror in relation to the Group.

The Board is pleased to acknowledge the intention of the Offeror in respect of the Group.

INFORMATION ON THE GROUP

The Company is a company incorporated in the Cayman Islands with limited liability and its Shares are listed on the Main Board of the Stock Exchange. The Group is primarily focused on the manufacturing of high-end consuming accessories, the building up of high-end consuming service platforms, international commodity trading and its related supply chain services principally in the PRC and Hong Kong.

Relevant financial information of the Group is set out in Appendix II to this Composite Document.

PUBLIC FLOAT AND MAINTENANCE OF LISTING STATUS OF THE COMPANY

The Company notes that the Offeror intends to maintain the listing status of the Company after the close of the Offer and does not intend to exercise any rights to compulsorily acquire all the Shares.

The Stock Exchange has stated that if, at the closing of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares are held by the public, or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealings in the Shares.

The Company notes that the sole director of the Offeror has undertaken to the Stock Exchange to take appropriate steps if required to ensure that sufficient public float exists in the Shares as a result of the Offer.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee, which comprises all of the independent non-executive Directors, namely Mr. Cai Jianmin, Mr. Liu Xueling and Ms. Qian Weiqing, has been established by the Board in accordance with Rules 2.1 and 2.8 of the Takeovers Code to make a recommendation

to the Offer Shareholders as to whether the Offer is fair and reasonable and as to acceptance, taking into account the advice from the Independent Financial Adviser to the Independent Board Committee. Mr. Shi Zhongyang, a non-executive Director, is an employee of Swatch Group. As The Swatch Group (Hong Kong) Limited is a presumed concert party of the Offeror, Mr. Shi Zhongyang is therefore not considered independent for the purposes of giving advice or recommendations to the Offer Shareholders. The letter from the Independent Board Committee is set out in pages 20 to 21 of this Composite Document.

The Independent Financial Adviser has been appointed by the Company with the approval of the Independent Board Committee to advise the Independent Board Committee in respect of the Offer and in particular as to whether the Offer is fair and reasonable and as to acceptance of the Offer. The letter from the Independent Financial Adviser is set out in pages 22 to 55 of this Composite Document.

GENERAL

Your attention is drawn to the letter from Guotai Junan Capital and CMBC Securities and to Appendix I to this Composite Document and the accompanying Form of Acceptance for the principal terms and the acceptance and settlement procedures in relation to the Offer.

Your attention is drawn to (1) the letter from the Independent Board Committee in this Composite Document which contains the Independent Board Committee's advice to Offer Shareholders in respect of the Offer and acceptance of the Offer and (2) the letter from the Independent Financial Adviser in this Composite Document which contains, among other things, the Independent Financial Adviser's advice to the Independent Board Committee in respect of the Offer and acceptance of the Offer, and principal factors and reasons considered by it in arriving at such advice.

Your attention is further drawn to the general information as set out in Appendix IV to this Composite Document.

Yours faithfully,
By Order of the Board
HENGDELI HOLDINGS LIMITED
Lee Shu Chung, Stan
Executive Director

By Order of the Board
HENGDELI HOLDINGS LIMITED



Lee Shu Chung, Stan
Executive Director