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HOPE LIFE INTERNATIONAL HOLDINGS LIMITED

曠逸國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1683)

DISCLOSEABLE TRANSACTIONS

- (1) ACQUISITION OF THE TARGET ASSETS INVOLVING ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE; AND**
(2) ACQUISITION OF RIGHT-OF-USE ASSETS IN RELATION TO LEASE AGREEMENT INVOLVING ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

THE ASSET PURCHASE AGREEMENT

On 29 May 2025 (after trading hours of the Stock Exchange), Jiangxi Luxin, an indirect wholly-owned subsidiary of the Company and Fujian Zhongniang entered into (i) the Asset Purchase Agreement pursuant to which Jiangxi Luxin as the Purchaser has conditionally agreed to purchase and Fujian Zhongniang as the Vendor has conditionally agreed to sell the Target Assets at a total consideration of HK\$87.3 million. The Purchase Consideration shall be satisfied by the Purchaser procuring the Company to allot and issue 135,937,500 Asset Consideration Shares to the Vendor at the Issue Price of HK\$0.64 per Asset Consideration Share upon the Purchase Completion.

THE LEASE AGREEMENT

On 29 May 2025 (after trading hours of the Stock Exchange), Jiangxi Luxin and Fujian Zhongniang entered into the Lease Agreement pursuant to which Jiangxi Luxin as the Lessee has conditionally agreed to lease and Fujian Zhongniang as the Lessor has conditionally agreed to lease to the Lessee the Properties for a term of 20 years for a total rent of RMB20 million (equivalent to approximately HK\$21.8 million). The Lease Consideration shall be satisfied by the Lessee procuring the Company to allot and issue 34,062,500 Lease Consideration Shares to the Lessor at the Issue Price of HK\$0.64 per Lease Consideration Share upon the Lease Completion.

IMPLICATIONS UNDER THE LISTING RULES

Pursuant to HKFRS 16, as a result of the entering into the Lease Agreement, the Group shall recognise the right-of-use asset in the consolidated financial statements of the Company, and the transactions contemplated thereunder will be regarded as an acquisition of asset by the Group in accordance with the Listing Rules. The estimated value of the right-of-use asset to be recognised by the Company under the Lease shall amount to approximately HK\$12.23 million, which is calculated with reference to the present value of the aggregated lease payments to be made under the Lease.

The Asset Purchase Agreement and the Lease Agreement is entered into with the same entity, and as such the Purchase and the Lease will be aggregated for the purpose of calculating the relevant percentage ratio. As the applicable percentage ratio (as defined in the Listing Rules) in respect of the Asset Purchase Agreement and the Lease Agreement when aggregated exceed 5% but are less than 25%, the Asset Purchase Agreement, the Lease Agreement and the transactions contemplated thereunder constitute a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

The Board is pleased to announce that, on 29 May 2025 (after trading hours of the Stock Exchange), Jiangxi Luxin, an indirect wholly-owned subsidiary of the Company and Fujian Zhongniang entered into (i) the Asset Purchase Agreement pursuant to which Jiangxi Luxin as the Purchaser has conditionally agreed to purchase and Fujian Zhongniang as the Vendor has conditionally agreed to sell the Target Assets at a total consideration of HK\$87.3 million. The Purchase Consideration shall be satisfied by the Purchaser procuring the Company to allot and issue 135,937,500 Asset Consideration Shares to the Vendor at the Issue Price of HK\$0.64 per Asset Consideration Share upon the Purchase Completion; and (ii) the Lease Agreement pursuant to which Jiangxi Luxin as the Lessee has conditionally agreed to lease and Fujian Zhongniang as the Lessor has conditionally agreed to lease to the Lessee the Properties for a term of 20 years for a total rent of RMB20 million (equivalent to approximately HK\$21.8 million). The Lease Consideration shall be satisfied by the Lessee procuring the Company to allot and issue 34,062,500 Lease Consideration Shares to the Lessor at the Issue Price of HK\$0.64 per Lease Consideration Share upon the Lease Completion.

Details of the Asset Purchase Agreement and the Lease Agreement are set out below:

THE ASSET PURCHASE AGREEMENT

Date : 29 May 2025 (after trading hours of the Stock Exchange)

Parties : (i) Jiangxi Luxin (as the Purchaser); and
(ii) Fujian Zhongniang (as the Vendor)

Assets to be Acquired

Pursuant to the Asset Purchase Agreement, the Target Assets comprise of the following assets:

The Production and Ancillary Assets

The Production and Ancillary Assets comprise (i) automated machineries, including production line, forklifts, quick membrane filter, air compressor, workshop insulation tank, video jet machine, pasteurizer, filling machine, oil-fired gas-steam boiler, vertical diatomaceous earth filter and VGS air compressor; and (ii) ancillary assets, including computers, air-conditioners and commercial and logistic vehicles. The Production and Ancillary Assets were invested by the Vendor from 2020 to 2022 which possess an annual production capacity of 12,000 tons of wine products.

The Huangjiu Base Wine

The Huangjiu Base Wine comprise (i) approximately 747.97 tons of year 2011 huangjiu base wine; (ii) approximately 587.74 tons of year 2022 huangjiu base wine; and (iii) 55,654 pieces of wine tanks.

The Purchase Consideration

The aggregate consideration for the purchase of the Production and Ancillary Assets and the Huangjiu Base Wine is HK\$87.3 million, which comprise of (i) HK\$6.8 million for the purchase of the Production and Ancillary Assets; and (ii) HK\$80.5 million for the purchase of the Huangjiu Base Wine. The Purchase Consideration shall be satisfied by the Purchaser procuring the Company to allot and issue 135,937,500 Asset Consideration Shares to the Vendor at the Issue Price of HK\$0.64 per Asset Consideration Share upon the Purchase Completion.

Basis of the Purchase Consideration

The Purchase Consideration was arrived at after arm's length negotiations between the Purchaser and the Vendor on normal commercial terms with reference to, *inter alia*, (a) the preliminary appraised value of the Production and Ancillary Assets and the Huangjiu Base Wine as at 30 April 2025, being HK\$87.3 million, as appraised by the Independent Valuer based on (i) cost approach for the Production and Ancillary Assets; and (ii) market approach for the Huangjiu Base Wine; and (b) the reasons and benefits of the Purchase as stated under the section headed "Reasons for and benefits of the Purchase and the Lease" in this announcement.

Details on the Valuation

Qualification and independence of the Independent Valuer

The Valuation was conducted by the Independent Valuer. The person-in-charge of the Independent Valuer has been a qualified valuer since 1993 and has 39 years' experience in the valuation of properties in Hong Kong and has been involved in the valuation of properties in the People's Republic of China and Asia Pacific regions since 1990, in particular intangible assets from 1995. He is a valuer on the List of Property Valuers for Undertaking Valuation for Incorporation or Reference in Listing Particulars and Circulars and Valuation in Connection with Takeovers and Mergers published by The HKIS and a member of The Hong Kong Business Valuation Forum.

The Directors have conducted a comprehensive evaluation of the Independent Valuer's qualifications and affirmed that he is fully capable of performing the Valuation with the highest standards of competency. Additionally, the Board has reviewed the Independent Valuer's terms of engagement determined that the proposed scope of work is both appropriate and aligns with the requirements of the Valuation.

To the best knowledge, information and belief of the Board and having made all reasonable enquiries, the Independent Valuer is Independent Third Party.

The Valuation

Major assumptions

When appraising the Target Assets, the major assumptions adopted by the Independent Valuer are as follows:

- The Target Assets can be sold in the market in its existing state without the benefit of deferred terms contracts, sale and leaseback, joint ventures, management agreements or any similar arrangements which would affect the value of the Target Assets;

- No consideration has been given to any charges, mortgage or debt owed by the Target Assets, and any expenses or taxes that may be incurred during the sale process. Unless otherwise specified, the Independent Valuer assumed that the Target Assets are free from encumbrances, restrictions and expenses of an onerous nature that can affect their value; and
- The Target Assets are in normal operating state in the market and can generate economic benefits.

In respect of the valuation on the Production and Ancillary Assets

In arriving at the valuation of the Production and Ancillary Assets, the Independent Valuer has considered the market approach, the cost approach and the income approach, and solely adopted the cost approach for the following reasons:

- (i) the income approach was not applied as the income approach relies heavily on input assumptions. Depending on the selection of the input assumptions specific for the subject matter, how the subject matter will operate, how the market will unfold and how the assumptions interact with the subject matter and the market, the income approach valuation can fluctuate widely which sometimes can be easily beyond reasonable range. Certain important input assumptions, such as future cash flows, discount rates and perpetuity growth rates, can be unreliable and easily manipulated. In the case of the Production and the Ancillary Assets, these input assumptions are not readily available. As such, the fair value generated for the Production and Ancillary Assets would then be not accurate and accordingly;
- (ii) the market approach usually involves two major methods: the guideline public company method and the guideline transaction method. Due to the absence of recent market transactions that align closely with the nature of the Production and Ancillary Assets, the market approach was not deemed applicable; and
- (iii) the Independent Valuer has adopted the cost approach as related cost data in relation to the Production and Ancillary Assets are easily available in the public domain which provides a reliable basis for the adoption of the cost approach.

The Independent Valuer understands the status of the Production and Ancillary Assets by reviewing the information related to the Production and Ancillary Assets provided by the Company. When estimating the fair value of the Production and Ancillary Assets, following considerations and assumptions were applied:

Useful life: 10–20 years

Depreciation rate: 20%–50%

In respect of the valuation on the Huangjiu Base Wine

The Independent Valuer has adopted the market approach in determining the fair value of the Huangjiu Base Wine. As advised by the Independent Valuer, the reason for adopting the market approach was that the Independent Valuer could identify sufficient market evidences in the website of “Alibaba” (the “**Alibaba Web**”) for various years of huangjiu base wine. Upon further enquiry, it was advised that huangjiu base wine were traded publicly in the market via different platforms. At present, the electronic trading platform – Alibaba Web is the most successful and common trading platform for such base wine transactions, this is attributable to the transparent and fair-trading procedure (including pricing details) to all parties involved. The Independent Valuer reckoned that the prices appeared in the individual wine companies were accurately reflecting the real prices trading in the market, in view of the transparency and keen competition, as well as the Alibaba’s platform regulations and rules.

In selection of comparables, the Independent Valuer has searched for “huangjiu wine bases” (the “**Comparables Base Wines**”) which were offered to sell in Alibaba Web based on following selection criteria:

- only huangjiu base wines were selected;
- all Comparables Base Wines were basically more than 3 years of age; and
- all Comparable Base Wines were brewed locally in that factory and the Independent Valuer did not include traded base wines with unknown manufacturing base.

Given no huangjiu base wine with ages over 10 years could be found, the Independent Valuer has, in the course of preparing the Valuation, first determined the common 10-year market price (i.e. year 2015) (“**Common 10-Year Price**”) from the Comparable Base Wines as the base value of the oldest Huangjiu Base Wine (i.e. year 2011) and then adopted a premium/discount rate of 5% per year to reflect a year’s difference between base wines of a year before and after. The Independent Valuer has also applied the bulk purchase discount of 20% in the valuation. The Independent Valuer advised that this discount is commonly adopted by professional valuers to reflect bulk quantities involved for this kind of assets.

In determining the Common 10-Year Price, the Independent Valuer has first selected comparables for the 10-year-group, and then took the median price from the Comparables Base Wines to determine the Common 10-Year Price, which is determined to be RMB69,333/ton.

Base on the Common 10-Year Price of RMB69,333/ton, details of the calculation of the adjusted Common 10-Year Price are as follow:

	<i>RMB/ton</i>
The Common-10-Year Price	69,333
Adjusted by:	
Bulk purchase discount adopted	-20%
The Common 10-Year Price (after adjustments)	55,467

Base on the above Common 10-Year Price (after adjustments), followings are the detailed calculation of the valuation of the Huangjiu Base Wine:

Year of Huangjiu Base Wine	Quantity (Tons)	Adopted price (RMB/ton) at 5 % discount year-to-year	Total price (Approx. RMB'000)
2011	747.97	67,420	50,428
2022	587.74	39,419	23,168
			73,596
Adopted value			HK\$79.3 million

In respect of the valuation of the wine tanks, the Independent Valuer has adopted the market approach in determining the fair value of the wine tanks for the same reasons in determining the fair value of the Huangjiu Base Wine.

For the same reasons as selection of comparables for the Huangjiu Base Wine, the Independent Valuer has identified comparable wine tanks (the “**Comparables Wine Tanks**”) via Alibaba Web. The wine tanks are more or less homogenous products and the choice of the subject comparables by the Independent Valuer are believed to fully represent indication of values of those subject wine tanks. Given the prudent and accurate choice of comparables, the Independent Valuer believes those comparables are representative samples.

The Independent Valuer has searched market evidences of wine tanks traded in the Alibaba Web and then adjusted for factor of wear and tear and maintenance condition externally. According to the research conducted by the Independent Valuer, comparable pricing of the wine tanks is asking from RMB39.58 to RMB48.5 per tank. As the main purpose of the tanks are intended for storage of huangjiu base wine, the Independent Valuer has adopted the lower figure of RMB40 to reflect the plain quality of the wine tanks.

After determining the market price based on the market price of the Comparable Wine Tanks, the Independent Valuer has adopted an aggregate of 50% discount adjustments which consists of 30% discount for the wear and tear, maintenance condition and 20% bulk purchase discount given the quantity involved. The Independent Valuer has advised that the adoption of wear and tear adjustment and bulk purchase discount were commonly adopted by professional valuers for this kind of assets.

Base on the above valuation basis, followings are the detailed calculation of the valuation of the wine tanks:

Quantity of wine tanks (Pieces)	Adopted price (RMB/piece) after adjusted for the 50 % discount adjustments	Total price
55,654	20	RMB1.12 million
Adopted value		<u>HK\$1.2 million</u>

View of the Board on the Valuation

The Directors have discussed with the Independent Valuer the different aspects upon which the Valuation was prepared (including the valuation method and principal assumptions) and have reviewed the Valuation for which the Independent Valuer is responsible. The Directors have confirmed that the Valuation has been done after a due and careful inquiry by them. Based on this, the Directors are of the view that the Valuation is fair and reasonable in this regard.

Conditions Precedent

The completion of the Asset Purchase Agreement is conditional upon the followings:

- (a) The Purchaser completes a due diligence review of the Target Assets and the Purchaser is satisfied with the results of the due diligence;
- (b) the Listing Committee granting the listing of, and permission to deal in, the Asset Consideration Shares, and such approval not having been revoked or withdrawn prior to the Purchase Completion;
- (c) the valuation report in respect of the Target Assets having been finalised and issued by the Independent Valuer in the form and substance satisfactory to the Purchaser showing the aggregate appraised value of the Target Assets as at 30 April 2025 to be not less than HK\$87.3 million;

- (d) there has been no material adverse change in the Production and Ancillary Assets and the Huangjiu Base Wine since the date of signing of the Asset Purchase Agreement and no event has occurred that would have material adverse effect on the condition of the Production and Ancillary Assets and the Huangjiu Base Wine; and
- (e) all necessary consents and approvals required be obtained on the part of the Purchaser and the Vendor in respect of the Asset Purchase Agreement and the transactions contemplated thereby having been obtained.

None of the above conditions is waivable. If the conditions precedent have not been satisfied by the Long Stop Date, the Asset Purchase Agreement shall cease and terminate immediately and neither parties shall have any obligations and liabilities towards each other under the Asset Purchase Agreement.

Purchase Completion

The Purchase Completion shall take place within seven (7) Business Days or such other date as the parties to the Asset Purchase Agreement may agree in writing after the fulfilment of the above conditions precedent to the Purchase Completion.

THE LEASE AGREEMENT

Date	:	29 May 2025 (after trading hours of the Stock Exchange)
Parties	:	(i) Jiangxi Luxin (as the Lessee); and (ii) Fujian Zhongniang (as the Lessor)
Properties	:	Factory buildings located at East of Fuxia Road, 67 km away, Yuxi Town Industrial Park, Fuqing City (No. 637, Bayiwu Road)* (福清市漁溪鎮工業園區福廈路67公里外東側 (八一五路637號))
Rental area	:	Gross floor area of 9,901 sq.m.
Use	:	For the operation of wine factory
Term	:	Twenty (20) years commencing from the Effective Date.

The lease term of twenty (20) years is determined by considering the benefits of greater operational stability through securing a longer lease term for the Group at a suitable location. Maintaining the Group's operations on the Properties for an extended period is also more cost-efficient as it maximises the utilisation of resources to be invested.

- Rent : RMB1,000,000 per year (representing a rental rate of approximately RMB0.28/sq.m./day), which value added tax is inclusive but does not include water usage fees and electricity usage fees.
- The rent was arrived at after arm's length negotiations between the Lessee and the Lessor on normal commercial terms with reference to (i) the current rental rate of nearby similar factories which ranged from RMB0.32/sq.m./day to RMB0.75/sq.m./day; and (ii) a discount should be allowed as the Lessee will settle the 20-year rent in full upon completion of the Lease Agreement.
- Payment terms : The total rent payable for the 20-year lease term of the Properties, amounting to RMB20 million (equivalent to approximately HK\$21.8 million) shall be settled by the Lessee in full upon Lease Completion by procuring the Company to allot and issue 34,062,500 Lease Consideration Shares to the Lessor at the Issue Price of HK\$0.64 per Lease Consideration Share.
- Conditions : The Lease Completion is conditionally upon the followings:
- (a) the Listing Committee granting the listing of, and permission to deal in, the Lease Consideration Shares, and such approval not having been revoked or withdrawn prior to the Lease Completion; and
 - (b) all necessary consents and approvals required be obtained on the part of the Lessee and the Lessor in respect of the Lease Agreement and the transactions contemplated thereby having been obtained.
- None of the above conditions is waivable. If the conditions precedent have not been satisfied by the Long Stop Date, the Lease Agreement shall cease and terminate immediately and neither parties shall have any obligations and liabilities towards each other under the Lease Agreement.
- Completion : The Lease Completion shall take place within seven (7) Business Days or such other date as the parties to the Lease Agreement may agree in writing after the fulfilment of the above conditions precedent to the Lease Completion.

The Consideration Shares

The Consideration Shares in aggregate, represents (i) approximately 10.93% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 9.85% of the Company's issued share capital as enlarged by the issue of the Asset Consideration Shares and the Lease Consideration Shares. (assuming there is no other change in the issued share capital of the Company from the date of this announcement and up to the Purchase Completion and the Lease Completion).

The issue price of HK\$0.64 per Consideration Share represents:

- (i) a discount of approximately 4.48% to the closing price of HK\$0.67 per Share as quoted on the Stock Exchange on the date of the Asset Purchase Agreement and the Lease Agreement; and
- (ii) a discount of approximately 5.6% to the average closing price per Share as quoted on the Stock Exchange for the last 5 consecutive full trading days prior to the date of the Asset Purchase Agreement and the Lease Agreement, being approximately HK\$0.678 per Share.

The Issue Price was determined after arm's length negotiation between Jiangxi Luxin and Fujian Zhongniang with reference to, among other things, the recent price performance of the Shares and the prevailing market conditions. The aggregate nominal value of the Consideration Shares is HK\$3,400,000.

Ranking

The Consideration Shares, when allotted and issued, will rank *pari passu* in all respects with the Shares in issue.

Application for Listing

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

GENERAL MANDATE TO ISSUE THE CONSIDERATION SHARES

The Consideration Shares will be allotted and issued pursuant to the General Mandate and are not subject to the approval of the Shareholders. Under the General Mandate, the Directors are allowed to allot and issue up to 20% of the total number of the issued Shares. The maximum number of Shares that can be issued under the General Mandate is 311,040,000 Shares. As at the date of this announcement, the Company has not allotted and issued any Shares pursuant to the General Mandate and the General Mandate is sufficient for the allotment and issue of the Consideration Shares.

INFORMATION ON THE PARTIES

The Purchaser/Lessee

The Purchaser/Lessee is a company established under the law of the PRC with limited liability and is principally engaged in the production and sales of food and beverage product in the PRC. As at the date of this announcement, the Purchaser/Lessee is an indirect wholly-owned subsidiary of the Company.

The Vendor/Lessor

The Vendor/Lessor is a company established under the law of the PRC with limited liability and is principally engaged in the manufacturing of wine products in the PRC. As at the date of this announcement, Fujian Zhongniang is owned as to (i) 51% by Jiang Ping (江萍); (ii) 19% by Wu Rong (武蓉); (iii) 10% by each of Yu Shaoyue (余少月) and Xu Rong (徐蓉); and (iv) 5% by each of Wang Meizhu (王美珠) and Chen Yizhong (陳以忠).

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, Fujian Zhongniang and its ultimate beneficial owner are Independent Third Parties.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As of the date of this announcement, the Company has 1,555,200,000 Shares in issue. The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon the allotment and issue of the Consideration Shares (assuming there will be no change in the share capital of the Company from the date of this announcement up to and including the completion date of the allotment and issue of the Consideration Share):

Shareholder	As at the date of this announcement		Immediately upon the allotment and issue of the Consideration Shares	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Vendor/Lessor	—	—	170,000,000	9.85
Other public Shareholders	<u>1,555,200,000</u>	<u>100.00</u>	<u>1,555,200,000</u>	<u>90.15</u>
Total	<u>1,555,200,000</u>	<u>100.00</u>	<u>1,724,800,000</u>	<u>100.00</u>

REASONS FOR AND BENEFITS OF THE PURCHASE AND THE LEASE

The Group is principally engaged in construction and ancillary services which include design, fitting-out, decoration, alteration and addition, construction and other related businesses, huangjiu business, consumer goods business and financial services.

The Company has observed a strong demand growth for its huangjiu products since January 2025. The sales of the Group's huangjiu products since January 2025 experienced an increase by approximately 50% when compared with the same period last year. Furthermore, the Group has scheduled to introduce a new huangjiu product line – sparkling huangjiu “氣泡黃酒” in the second half of 2025, strategically positioned to target the youth consumer market. The initial market testing of the Group's new huangjiu product line through our distributor network has yielded encouraging feedback, the Group is optimistic about the sales potential of the new wine product.

In view of the above and following an evaluation of the Group's current production capacity and the level of raw material inventory, in particular, the huangjiu base wine, which serves as the core component for the Group's huangjiu product, the Company determined that (i) existing production capacity is insufficient to cope with the future demand growth; and (ii) existing inventories will be fully utilised within a year. The Company has considered there is a needs to increase production capacity and to stock up raw material inventory level to ensure a sufficient and stable supply of the Group's huangjiu products to meet the expected growing demand.

The purchase of the Production and Ancillary Assets, the Huangjiu Base Wine and the Lease could enable the Group to enhance production capacity and ensure a stable supply of the Group's huangjiu products that aligns closely with the strategy objectives of the Group. Moreover, the specification of the Production and Ancillary Assets have been evaluated to be suitable for manufacturing of the Group's huangjiu products. Since the Production and Ancillary Assets has been in operation since 2021, it can re-commence operation to meet the requirement of the Group upon certain insignificant modifications, significantly reducing the cost and the lead time required for installation and testing compared to procuring a new production facilities.

In addition, the Purchase Consideration and the Lease Consideration will be satisfied by way of allotment and issue of the Consideration Shares and therefore does not create any cashflow burden on the Group.

Based on the above, the Board considers that the terms of the Asset Purchase Agreement and the Lease Agreement are fair and reasonable and the entering into the Asset Purchase Agreement and the Lease Agreement and the transactions contemplated thereunder are on normal commercial terms and are in the interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Pursuant to HKFRS 16, as a result of the entering into the Lease Agreement, the Group shall recognise the right-of-use asset in the consolidated financial statements of the Company, and the transactions contemplated thereunder will be regarded as an acquisition of asset by the Group in accordance with the Listing Rules. The estimated value of the right-of-use asset to be recognised by the Company under the Lease shall amount to approximately HK\$12.23 million, which is calculated with reference to the present value of the aggregated lease payments to be made under the Lease.

The Asset Purchase Agreement and the Lease Agreement is entered into with the same entity, and as such the Purchase and the Lease will be aggregated for the purpose of calculating the relevant percentage ratio. As the applicable percentage ratio (as defined in the Listing Rules) in respect of the Asset Purchase Agreement and the Lease Agreement when aggregated exceed 5% but are less than 25%, the Asset Purchase Agreement, the Lease Agreement and the transactions contemplated thereunder constitute a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Asset Consideration Share(s)”	135,937,500 new Shares to be issued by the Company, credited as fully paid, to satisfy the Purchase Consideration
“Asset Purchase Agreement”	the conditional asset purchase agreement dated 29 May 2025 entered into between the Purchaser and the Vendor in connection with the purchase of the Production and Ancillary Assets and the Huangjiu Base Wine
“associate(s)”	has the same meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are open for business

“Company”	Hope Life International Holdings Limited, a company incorporated in Cayman Island with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“connected persons”	has the meanings as ascribed thereto under the Listing Rules
“Consideration Shares”	the Asset Consideration Shares and the Lease Consideration Shares
“Directors”	the directors of the Company
“Effective Date”	the date on which the completion of the Lease Agreement take place
“Fujian Zhongniang”	福建中釀酒業有限公司 (Fujian Zhongniang Wine Co., Ltd.*)
“General Mandate”	the general mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 22 May 2025 pursuant to which the Directors are allowed to issue, allot and deal with up to 311,040,000 Shares
“Group”	the Company and its subsidiaries
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Huangjiu Base Wine”	approximately 747.97 tons of year 2011 huangjiu base wine, approximately 587.74 tons of year 2022 huangjiu base wine and 55,654 pieces of wine tanks

“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owners (if applicable) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons
“Independent Valuer”	Weisi Limited, an independent professional asset valuer appointed for the Valuation
“Issue Price”	HK\$0.64 per Share
“Jiangxi Luxin”	江西綠欣酒業有限公司 (Jiangxi Luxin Jiuye Co. Ltd.*), an indirect wholly-owned subsidiary of the Company
“Lease”	the leasing of the Properties under the Lease Agreement
“Lease Agreement”	the conditional lease agreement dated 29 May 2025 entered into between the Lessee and the Lessor in connection with the leasing of the Properties
“Lease Completion”	completion of the Lease Agreement
“Lease Consideration”	the consideration payable for the Lease under the Lease Agreement
“Lease Consideration Share(s)”	34,062,500 new Shares to be issued by the Company, credited as fully paid, to satisfy the Lease Consideration
“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”	20 June 2025 or such other date as the parties to the Asset Purchase Agreement and the Lease Agreement may agree in writing
“PRC”	the People’s Republic of China

“Production and Ancillary Assets”	the assets which comprise (i) automated machineries, including production line, forklifts, quick membrane filter, air compressor, workshop insulation tank, video jet machine, pasteurizer, filling machine, oil-fired gas-steam boiler, vertical diatomaceous earth filter and VGS air compressor; and (ii) ancillary assets, including computers, air-conditioners and commercial and logistic vehicles
“Properties”	Factory buildings located at East of Fuxia Road, 67 km away, Yuxi Town Industrial Park, Fuqing City (No. 637, Bayiwu Road)* (福清市漁溪鎮工業園區福廈路67公里外東側 (八一五路637號)) with gross floor area of 9,901 sq.m
“Purchase”	the purchase of the Target Assets
“Purchase Completion”	completion of the Purchase in accordance with the terms and condition set out in the Asset Purchase Agreement
“Purchase Consideration”	the consideration payable for the Production and Ancillary Assets and the Huangjiu Base Wine under the Asset Purchase Agreement
"Purchase Consideration Shares"	135,937,500 new Shares to be issued by the Company, credited as fully paid, to satisfy the Purchase Consideration
“Purchaser” or “Lessee”	Jiangxi Luxin
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholders”	holders of the issued Shares
“sq.m.”	square metre
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Assets”	the Production and Ancillary Assets and the Huangjiu Base Wine

“ton”	a unit of mass equal to 1,000 kilograms
“Valuation”	the valuation on the Target Assets
“Vendor” or “Lessor”	Fujian Zhongniang
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

Note: RMB has been exchanged at rate approximately RMB1 = HK\$1.09.

By Order of the Board
Hope Life International Holdings Limited
LU Zhaowei
Chairman

Hong Kong, 29 May 2025

As at the date of this announcement, the Board of Directors of the Company comprises Mr. LU Zhaowei, Mr. XIAO Yi and Mr. LI Ka Chun Gordon as Executive Directors; and Mr. ZHEN Jian, Ms. ZHAO Hongqin and Ms. CHAN Wai Yan as Independent Non-executive Directors.

* *For identification purposes only*