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**TALENT VIRTUE
INTERNATIONAL LIMITED**

才德國際有限公司

(Incorporated in the British Virgin Islands with limited liability)

 **亨利加集團有限公司**
HUNLICAR GROUP LIMITED

(formerly known as “Huabang Technology Holdings Limited”)

(前稱「華邦科技控股有限公司」)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3638)

JOINT ANNOUNCEMENT

SATISFACTION OF PRE-CONDITION OF THE PRE-CONDITIONAL VOLUNTARY CASH PARTIAL OFFER BY ZHESHANG INTERNATIONAL FINANCIAL HOLDINGS CO., LIMITED ON BEHALF OF TALENT VIRTUE INTERNATIONAL LIMITED TO ACQUIRE A MAXIMUM OF 19,439,034 ISSUED SHARE CAPITAL OF HUNLICAR GROUP LIMITED FROM QUALIFYING SHAREHOLDERS

Financial Adviser to the Offeror


香港國際資本

Hong Kong International Capital Management Limited

Reference is made to the joint announcement issued by Talent Virtue International Limited (the “**Offeror**”) and Hunlicar Group Limited (the “**Company**”) dated 20 February 2025 in relation to pre-conditional voluntary cash partial offer by Zheshang International Financial Holdings Co., Limited for and on behalf of Talent Virtue International Limited (the “**Offeror**”) to acquire a maximum of 19,439,034 issued shares in the Company (other than those already owned by the Offeror and parties acting in concert with it) (the “**Joint Announcement**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

As disclosed in the Joint Announcement, the making of the Partial Offer is subject to the obtaining of the consent from the Executive in respect of the Partial Offer pursuant to Rule 28.1 of the Takeovers Code.

The Offeror and the Company are pleased to announce that on 28 February 2025, the consent from the Executive in respect of the Partial Offer pursuant to Rule 28.1 of the Takeovers Code has been obtained, and the Pre-Condition has been fulfilled.

The Offeror and the Company are in the course of preparing the Composite Document in accordance with the Takeovers Code. Further announcement will be made in relation to the despatch of the Composite Document as and when appropriate in accordance with the Takeovers Code.

WARNING: Shareholders and potential investors of the Company should note that the Partial Offer will be subject to the satisfaction of the Conditions. The Partial Offer may or may not become unconditional and will lapse if it does not become unconditional. Accordingly, the issue of this joint announcement does not in any way imply that the Partial Offer will be completed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. Persons who are in doubt about their positions should consult their professional advisers.

By order of the board of
Talent Virtue International Limited
Cheung Lit Wan Kenneth
Sole Director

By Order of the Board of
Hunlicar Group Limited
Chan Wing Sum
Executive Director

Hong Kong, 28 February 2025

As at the date of this joint announcement, the sole director of the Offeror is Cheung Lit Wan Kenneth.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the executive Directors are Mr Cheung Lit Wan Kenneth, Mr Chan Wing Sum, Mr Qu Hongqing and Ms Luo Ying; and the independent non-executive Directors are Mr Loo Hong Shing Vincent, Mr Leung Wai Kwan and Mr Lee Ka Leung Daniel.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror in his capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.