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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*

**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**

**THE 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  
FULFILMENT OF THE APPROVAL CONDITION**

**Financial Adviser to the Offeror**

  
**香港國際資本**

**Hong Kong International Capital Management Limited**

Reference is made to the composite document dated 12 March 2025 (the “**Composite Document**”) jointly issued by the Offeror and the Company in relation to the 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) and the joint announcement dated 24 March 2025 in which it is announced that the Partial Offer has become unconditional as to acceptance (the “**Fourth Joint Announcement**”). Unless otherwise specified herein, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document and the Fourth Joint Announcement.

As disclosed in the Composite Document and the Fourth Joint Announcement, the Partial Offer is subject to the fulfilment of the Acceptance Condition and the Approval Condition. As of 4:30 p.m. on 24 March 2024, the Acceptance Condition has been satisfied and the Approval Condition has yet to be satisfied. The Partial Offer has become unconditional as to acceptances only.

## **LEVELS OF ACCEPTANCE AND APPROVAL AND PARTIAL OFFER BECOMING UNCONDITIONAL IN ALL RESPECTS**

As at 4:30 p.m. on the date of this joint announcement, the Offeror had received valid approval of the Partial Offer in respect of a total of 28,118,499 Shares, representing approximately 51.80% of the Shares not held by the Offeror and parties acting in concert with it. Accordingly, the valid approval of the Partial Offer by the Qualifying Shareholders has exceeded 50% of the Shares not held by the Offeror and parties acting in concert with it, the Approval Condition has been satisfied, and the Partial Offer has become unconditional in all respects as at 4:30 p.m. on the date of this joint announcement.

As at 4:30 p.m. on the date of this joint announcement, the Offeror had received valid acceptances in respect of a total of 19,520,500 Offer Shares (the “**Acceptance Shares**”), representing approximately 25.21% of the Shares in issue as at the date of this joint announcement. As set out in the Composite Document and the Fourth Joint Announcement, the Offeror shall purchase from the Qualifying Shareholders as many Offer Shares as are tendered by the Qualifying Shareholders up to the Maximum Number of Offer Shares.

## **PARTIAL OFFER REMAINING OPEN FOR ACCEPTANCES AND APPROVAL**

The Partial Offer will remain open for acceptance and approval until 4:00 p.m. on Monday, 7 April 2025, in accordance with the Takeovers Code, which is also the Final Closing Date.

Further announcement of the results of the Partial Offer will be jointly issued by the Offeror and the Company and posted on the Stock Exchange’s website on 7 April 2025. Such announcement will comply with the disclosure requirements under Rule 19.1 and Note 7 to Rule 19 of the Takeovers Code.

## **GENERAL**

Save for the Acceptance Shares and the 23,144,966 Shares (representing approximately 29.89% of the existing issued Shares as at the date of this joint announcement) held by the Offeror and parties acting in concert with it, none of the Offeror and parties acting in concert with it (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement date of the Offer Period; (ii) has acquired or agreed to acquire any Shares or rights over Shares from the commencement of the Offer Period and up to and including the date of this joint announcement; or (iii) has borrowed or lent any

relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company from the commencement of the Offer Period and up to and including the date of this joint announcement.

**WARNING: 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, 25 March 2025

*As at the date of this joint announcement, the sole director of the Offeror is Mr 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.*