

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

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**

CLOSE OF THE PARTIAL OFFER

Financial Adviser to the Offeror



Hong Kong International Capital Management Limited

References are made to the (i) the joint announcement dated 20 February 2025 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); (ii) the composite document dated 12 March 2025 for the Partial Offer (the “**Composite Document**”); (iii) 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”); and (iv) the joint announcement dated 25 March 2025 in which it is announced that the Partial Offer has become unconditional in all respects. 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.

CLOSE OF THE PARTIAL OFFER AND LEVEL OF ACCEPTANCES AND LEVEL OF APPROVAL OF THE PARTIAL OFFER

The Partial Offer closed on 7 April 2025, being the Final Closing Date. As at 4:00 p.m. on the date of this joint announcement (being the latest time and date for acceptance of the Partial Offer), the Offeror has received:

- (i) 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.
- (ii) valid acceptances in respect of a total of 21,527,700 Offer Shares, representing approximately 27.81% of the Shares in issue as at the date of this joint announcement.

BASIS OF THE PRO RATA ENTITLEMENT

As set out in the Composite Document, if valid acceptances are received for more than the Maximum Number of Offer Shares as at the Final Closing Date, the total number of Offer Shares to be taken up by the Offeror from each accepting Qualifying Shareholder will be determined by the total number of Offer Shares tendered for acceptance in accordance with the following formula:

$$\frac{A}{B} \times C$$

A = 19,439,034 Shares, the Maximum Number of Offer Shares

B = the total number of Offer Shares validly tendered by all Qualifying Shareholders under the Partial Offer

C = the number of Offer Shares tendered by the relevant individual Qualifying Shareholder under the Partial Offer

As a total of 21,527,700 Shares were tendered for acceptance by the Qualifying Shareholders, only 90.30% of the Shares tendered for acceptance by an accepting Shareholder will be taken up by the Offeror.

Fractions of Shares will not be taken up under the Partial Offer and, accordingly, the number of Shares that the Offeror will take up from each accepting Qualifying Shareholder in accordance with the above formula will be rounded up or down to the nearest whole number at the discretion of the Offeror. In any event, the total number of Shares to be taken up by the Offeror will not exceed the maximum number of 19,439,034 Shares under the Partial Offer.

SETTLEMENT OF CONSIDERATION

Remittances in respect of the Offer Shares validly accepted and taken up by the Offeror under the Partial Offer (after deducting seller's ad valorem stamp duty) will be posted to the relevant accepting Shareholders by ordinary post at their own risk as soon as possible, but in any event no later than 7 business days (as defined in the Takeovers Code) after the Final Closing Date.

Any Share certificate(s) or transfer receipt(s) or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) (as the case may be) in respect of the balance of such Shares tendered by the accepting Shareholders but have not been taken up by the Offeror or a replaced certificate will be returned or sent to the relevant accepting Qualifying Shareholders at their own risk as soon as possible, but in any event no later than 7 business days (as defined in the Takeovers Code) after the Final Closing Date.

ODD LOTS ARRANGEMENTS

As set out in the Composite Document, Wanhai Securities (HK) Limited whose address is at Rooms 4037–4039, 40/F, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong (telephone number: +852 3590 4724, office hours: 9:00 a.m. to 5:30 p.m.) has been appointed by the Offeror to match sales and purchases of odd lot holdings of Shares in the market for a period of six weeks following the closing of the Partial Offer (that is from 8 April 2025 to 20 May 2025) to enable such Qualifying Shareholders to dispose of their odd lots or to top up their odd lots to whole board lots.

Qualifying Shareholders should note that the matching of odd lots is not guaranteed.

INTERESTS OF THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT IN THE COMPANY

Immediately before the Offer Period, the Offeror and parties acting in concert with it held 23,144,966 Shares, representing approximately 29.89% of the existing issued share capital in the Company as at the date of this joint announcement. Upon settlement of the 19,439,034 Shares, the Offeror and parties acting in concert with it will hold approximately 55.00% of the total issued Shares of the Company as at the date of this joint announcement.

Save for the 19,439,034 Offer Shares and the 23,144,966 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.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before commencement of the Offer Period and upon completion of the Partial Offer is set out below:

	Immediately before commencement of the Offer Period		Immediately after the closing of the Partial Offer	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Mr Cheung	3,750,000	4.84%	3,750,000	4.84%
The Offeror	<u>19,394,966</u>	<u>25.05%</u>	<u>38,834,000</u>	<u>50.16%</u>
<i>Sub-total of the Offeror and parties acting in concert with it</i>	<i>23,144,966</i>	<i>29.89%</i>	<i>42,584,000</i>	<i>55.00%</i>
Qualifying Shareholders				
Shen Pei Lin (<i>Note 1</i>)	9,876,333	12.76%	2,652,511	3.43%
Other Public Shareholders	<u>44,402,476</u>	<u>57.35%</u>	<u>32,187,264</u>	<u>41.57%</u>
Total	<u>77,423,775</u>	<u>100%</u>	<u>77,423,775</u>	<u>100%</u>

Notes:

1. Since her interest fall below 10% after completion of the Partial Offer, she will become public shareholder.
2. The approximate percentage figures are rounded to the nearest two decimal places and therefore may not add up to 100% due to rounding.

PUBLIC FLOAT

Immediately after the close of the Partial Offer and as at the date of this joint announcement, subject to the due registration of the transfer of Offer Shares in respect of which valid acceptances were received, 34,839,775 Shares are held by public Shareholders, representing approximately 45.00% of the total issued share capital of the Company as at the date of this joint announcement. Accordingly, as at the date of this joint announcement, the Company continues to comply with the public float requirement under Rule 8.08 of the Listing Rules.

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, 7 April 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.