

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.

HS

衍生集團(國際)控股有限公司

Hin Sang Group (International) Holding Co. Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6893)

**SUPPLEMENTAL ANNOUNCEMENT
MAJOR AND CONNECTED TRANSACTION
FORMATION OF JOINT VENTURE
AND
EXEMPTED CONNECTED TRANSACTION
FINANCIAL ASSISTANCE FROM CONTROLLING SHAREHOLDER**

References are made to the Company's announcements dated 27 April 2016 (the "**Announcement**") and the circular dated 3 June 2016 (the "**Circular**") of Hin Sang Group (International) Holding Co. Ltd. (the "**Company**") in relation to the formation and operation of the JV Company. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Circular.

BACKGROUND

On 27 April 2016 (after trading hours), the Company entered into the JV Agreement with Fullshare in relation to, among other things, the establishment and operation of the JV Company, in respect of development of mother and child health products, pharmaceutical factory, hospital, medical centre and related services.

Pursuant to the JV Agreement, among others:

- (a) the Company shall subscribe for 306,000,000 JV Shares for HK\$30,600,000 in cash, representing 51% of the total issued share capital of the JV Company;
- (b) Fullshare shall subscribe for 294,000,000 JV Shares for HK\$29,400,000 in cash, representing 49% of the total issued share capital of the JV Company ((a) and (b) collectively the "**Share Subscription**"); and
- (c) the Company shall provide the Shareholder's Loan of not less than HK\$69,400,000 to the JV Company, which shall be advanced on a date to be determined by the JV Board; and

- (d) the Company shall procure the provision of the Loan of not less than HK\$58,280,000 to the JV Company by the Controlling Shareholder, which shall be advanced on a date to be determined by the JV Board ((c) and (d) collectively the “**Funding Commitment**”).

As at the date of this announcement:

- (a) the Share Subscription has been completed and the JV Company has been established in July 2016;
- (b) the Company has provided the Shareholder’s Loan in the amount of HK\$34,490,000 to the JV Company, which is unsecured, interest-bearing at 2% per annum, repayable on demand at such time as the JV Board shall determine; and
- (c) no Loan has been provided by the Controlling Shareholder to the JV Company.

SUPPLEMENTAL AGREEMENT

The Board hereby announces that, due to a change in business development direction of the JV Company, on 31 March 2025 (after trading hours), a supplemental agreement (the “**Supplemental Agreement**”) has been entered into by, among others, the Company and Fullshare, pursuant to which, among others, each of the parties to the Supplemental Agreement agreed that, save for the Shareholder’s Loan which has already been provided by the Company, the obligations under the Funding Commitment by the Company shall cease to have effect from the date of the Supplemental Agreement, and each of the Company and the Controlling Shareholder shall not be required to provide any further funding to the JV Company under the JV Agreement.

Save and except for the aforesaid change, all other terms and conditions of the JV Agreement shall remain unchanged and continue in full force and effect.

The Board is of the view that the Supplemental Agreement is in the interests of the Company and the Shareholders as a whole, and has no material adverse impact on the business, operations and financial position of the Group.

By Order of the Board

Hin Sang Group (International) Holding Co. Ltd.

Pang Siu Hin

Chairman

Hong Kong, 31 March 2025

As at the date of this announcement, the executive Directors are Mr. Pang Siu Hin and Ms. Kwan Lai Man, the non-executive Directors are Ms. Wong Wai Ling and Ms. Tian Shanshan, and the independent non-executive Directors are Mr. Lau Chi Kit, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny.