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HENGDELI HOLDINGS LIMITED

亨得利控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3389)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

Reference is made to the annual report of Hengdeli Holdings Limited (the “Company”) for the year ended 31 December 2022 (“**2022 Annual Report**”).

The Company would like to provide the following additional information in relation to the share award scheme of the Company adopted on 25 March 2015 (the “**Share Award Scheme**”) pursuant to Rules 17.07(1) and 17.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited:

Additional information in relation to granted award shares

During the year ended 31 December 2022, the Company has not granted any award shares pursuant to the Share Award Scheme. As at 1 January 2022 and 31 December 2022, there was no award shares which have been granted under the Share Award Scheme but have not yet been vested.

Additional information in relation to summary of the Share Award Scheme

(1) The participants of the scheme

The Board may select any Participant, other than any Excluded Participant, for participation in the Share Award Scheme, whereas:

“Participants” means: (i) any senior management employee, including without limitation the director, executive officer and manager-grade employee, whether full time or part time, employed by the Company and/or its subsidiaries from time to time; and (ii) any consultant employed by the Company and/or its subsidiaries; and

“Excluded Participants” means: (i) at the time of the proposed grant of an award under the Share Award Scheme, any Participant whose service in the Company or the subsidiary of the Company (as the case may be) does not exceed one year from the expiry date of his probationary period as stated in his employment contract with the Company or the subsidiary (as the case may be), or (ii) any Participant who is resident in a place where, as determined by the Board or the trustee (“Trustee”) of the Share Award Scheme (as the case may be), the grant, vesting and/or settlement of the awarded shares pursuant to the terms of the Share Award Scheme at the time of the proposed grant, vesting and/or settlement is not permitted under the laws and regulations of such place, or where in the view of the Board or the Trustee (as the case may be), compliance with the applicable laws and regulations of such place makes it necessary or expedient to exclude such Participant.

- (2) The total number of shares available for grant under the scheme together with the percentage of the issued shares that it represents as at the date of the annual report

As of the date of the 2022 Annual Report, the total number of shares of the Company available for grant under the Share Award Scheme was 435,437,095 shares, representing 9.89% of the total number of issued shares of the Company.

- (3) The vesting period and acceptance period of awards granted under the scheme

There is no minimum vesting period for the shares awarded under the Share Award Scheme, but the Board may in its absolute discretion impose vesting conditions for any awarded shares.

There is no requirement under the Share Award Scheme that the awardee of the shares should accept the award within a certain period of time, but if the Company receives a rejection letter from the awardee within three (3) business days from the date of the offer letter in relation to the award, the Company’s offer to the awardee shall for all intents and purposes be deemed withdrawn from the outset as if no offer letter had ever been issued.

- (4) The basis of determining the purchase price of shares awarded, if any

In the event that the Company has decided to grant award shares to a participant under the Share Award Scheme, the Company will instruct the Trustee to purchase the shares of the Company on the Hong Kong Stock Exchange, and the Trustee will transfer the awarded shares to the said participant after the shares have been vested. No consideration for the awarded shares is needed to be paid by the grantee to the Company or the Trustee.

For the avoidance of doubt, all awarded shares which have been granted or are to be granted under the Share Award Scheme are existing shares of the Company, and the Company will not issue any new shares under the Share Award Scheme.

The above additional information does not affect other information contained in the 2022 Annual Report and save as disclosed above, all other information in the 2022 Annual Report remains unchanged.

By Order of the Board
HENGDELI HOLDINGS LIMITED
Zhang Yuping
Chairman

Hong Kong, 16 October 2023

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Yuping (Chairman), Mr. Huang Yonghua and Mr. Lee Shu Chung, Stan; the non-executive director is Mr. Shi Zhongyang; and the independent non-executive directors are Mr. Cai Jianmin, Mr. Liu Xueling and Ms. Qian Weiqing.