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YUE DA INTERNATIONAL HOLDINGS LIMITED

悅達國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 629)

DISCLOSEABLE TRANSACTION – REVERSE FACTORING AGREEMENT

REVERSE FACTORING AGREEMENT

The Board hereby announces that on 27 December 2024, Yueda Commercial Factoring, an indirectly wholly owned subsidiary of the Company, entered into a reverse factoring agreement (the “**Reverse Factoring Agreement**”) with Hengtai Port. Pursuant to the Reverse Factoring Agreement, Yueda Commercial Factoring agreed to provide accounts receivables financing, accounts receivable management services and accounts receivable collection services (the “**Accounts Receivable Services**”) and granted a reverse revolving credit limit of RMB47,000,000 to Hengtai Port at the sum of annual interest rate and factoring administration fee at 8% to 9% which would take effect from 27 December 2024 and expire on 30 June 2026.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio for the Company as calculated under Rule 14.07 of Listing Rules in relation to the Reverse Factoring Agreement exceeds 5% but is less than 25%, the entering into the Reverse Factoring Agreement constitutes a discloseable transaction for the Company under the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

REVERSE FACTORING AGREEMENT

The Board hereby announces that on 27 December 2024, Yueda Commercial Factoring, an indirect wholly owned subsidiary of the Company, entered into Reverse Factoring Agreement, pursuant to which Yueda Commercial Factoring agreed to provide Accounts Receivable Services and granted reverse revolving factoring financing credit limits to Hengtai Port and Hengtai Port is entitled to apply for accounts receivables transfer and factoring services. If Hengtai Port needs financing facility from Yueda Commercial Factoring, it will make an application for factoring services. If the credit assessment is to the satisfaction of Yueda Commercial Factoring, Yueda Commercial Factoring will grant the factoring financing within the reverse revolving credit limit.

The principal terms of the Reverse Factoring Agreement entered into between the Company and Hengtai Port are set out below:

Reverse Factoring Agreement

- Date : 27 December 2024
- Parties : (1) Hengtai Port (To the best knowledge, information and belief of the Directors having made all reasonable enquiries, Hengtai Port and its ultimate beneficial owner are Independent Third Parties.)
(2) Yueda Commercial Factoring
- Revolving Credit limit : RMB47,000,000 (equivalent to approximately HK\$50,779,000)
- Annual rate of return : 8% - 9%
(composed of interest rate and factoring administration fees)
- Guarantors : Binhai Transportation Holdings Group Company Limited* (濱海交通控股集團有限公司) (“**Binhai THG**”), Binhai County Urban Construction and Development Company Limited* (濱海縣城鎮建設發展有限公司) (“**Binhai UCD**”) and Binhai County Agricultural Tourism Group Company Limited* (濱海縣農旅集團有限公司) (“**Binhai CAT**”)
- Availability period of the factoring facilities : From 27 December 2024 to 30 June 2026

The annual rate of return of the Reverse Factoring Agreement is determined by the parties through arm’s length negotiation taking into account: (i) the credit rating of Hengtai Port; (ii) the credit period; and (iii) the guarantee by Binhai THG, Binhai UCD and Binhai CAT.

Hengtai Port is directly owned as to 100% by Binhai THG, which is indirectly beneficially owned as to 96.98% by Binhai County People’s Government with independent management and operation.

Binhai UCD and Binhai CAT are indirectly beneficially owned as to 100% by Binhai County People’s Government, with independent management and operation.

INFORMATION ON THE PARTIES TO THE REVERSE FACTORING AGREEMENT

Yueda Commercial Factoring is a company established in the PRC on 15 August 2017 and is principally engaged in the provision of factoring, accounts receivable management and collection and factoring consultancy services.

Hengtai Port is a company established in the PRC and is principally engaged in the business of port operation.

REASONS FOR THE REVERSE FACTORING AGREEMENT

The Group is principally engaged in factoring related business in the PRC. The Directors consider that the Reverse Factoring Agreement was entered into on normal commercial terms and in the ordinary and usual course of business of the Group.

Given that the Reverse Factoring Agreement is being conducted in the ordinary and usual course of business of Yueda Commercial Factoring, which will contribute profit to the Company over the financing term, are under normal commercial terms, and are beneficial to the Group in its business expansion and establishment of long term business relationship with Hengtai Port, the Directors are of the view that the terms of and the Reverse Factoring Agreement are fair and reasonable and are in the interests of the Company and Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio for the Company as calculated under Rule 14.07 of Listing Rules in relation to the Reverse Factoring Agreement exceeds 5% but is less than 25%, the entering into the Reverse Factoring Agreement constitutes a discloseable transaction for the Company under the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings.

“Board”	the board of Directors of the Company
“Company”	Yue Da International Holdings Limited, a company incorporated with limited liability in the Cayman Islands, whose Shares are listed on the of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“Hengtai Port”	Binhai County Hengtai Port Operation Company Limited* (濱海縣恒泰港口經營有限公司), a company established in the PRC, which is principally engaged in the business of port operation
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	the independent third party(ies) who is/are, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, independent of and not connected with the Company and the connected person(s) (as defined in the Listing Rules) of the Company

“Listing Rules”	the Rules Governing the Listing of Securities on Main Board of The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, for the purpose of this announcement only, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the holders of Shares
“Shares”	ordinary share(s) having a par value of HK\$0.1 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Yueda Commercial Factoring”	Yueda (Shenzhen) Commercial Factoring Co., Ltd., a company established in the PRC and a subsidiary of the Group, which principal business is, among other things, commercial factoring
“%”	per cent

By order of the Board
Yue Da International Holdings Limited
Wu Yinghua
Executive Director

Hong Kong, 27 December 2024

As at the date of this announcement, the Board comprises the following members: (a) as executive Directors, Mr. Wu Yinghua, Mr. Xue Zhicheng, Mr. Pan Mingfeng and Mr. Wu Shengquan (b) as non-executive Directors, Mr. Li Biao and Mr. Hu Huaimin; and (c) as independent non-executive Directors, Dr. Liu Yongping, Mr. Cheung Ting Kee and Ms. Zhang Yan.

Unless otherwise stated, translation of RMB into HK\$ is based on the approximate exchange rate of RMB1.00 to HK\$1.0804 for information purpose only. Such translation should not be construed as a representation that the relevant amounts have been, could have been, or could be converted at that or any other rate or at all.

If there is any inconsistency in this announcement between the Chinese and English versions, the English version shall prevail.

* For identification purposes only