

香港中央結算有限公司  
(香港交易及結算所有限公司全資附屬公司)

**HONG KONG SECURITIES CLEARING COMPANY LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

## 通告 CIRCULAR

**Subject:** Hengdeli Holdings Limited (Stock Code: 3389)  
- Voluntary Conditional Cash Partial Offer - Offer Price of HK\$0.16 per Offer Share

**Enquiry:** CCASS Hotline<sup>1</sup> (Tel: 2979 7111 / Email: [clearingps@hkex.com.hk](mailto:clearingps@hkex.com.hk))  
(For Non Investor Participants)  
CCASS Hotline<sup>1</sup> (Tel: 2979 7888 / Email: [clearingps@hkex.com.hk](mailto:clearingps@hkex.com.hk))  
(For Investor Participants)

Pursuant to the Composite Document of Hengdeli Holdings Limited (the “Company”) dated 4 July 2024, Guotai Junan Securities, on behalf of the Offeror, would make a voluntary conditional cash partial offer to acquire 660,602,843 Shares (representing approximately 15.00% of the Shares in issue as at the Latest Practicable Date) from the Qualifying Shareholders at the Offer Price of HK\$0.16 per Offer Share in cash (the “Partial Offer”).

Qualifying Shareholders may accept the Partial Offer in respect of some or all of the Offer Shares held by them. Whether or not the Qualifying Shareholders accept the Partial Offer, they may approve the Partial Offer.

Capitalized terms used herein shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

### Acceptance and/or Approval of the Partial Offer through HKSCC

In order to accept and/or approve the Partial Offer through HKSCC, Non Investor Participants and Investor Participants (“Participants”) are advised to note the following arrangements:-

#### 1. Acceptance of the Partial Offer

- A Take-over (Conditional) Announcement in respect of the Partial Offer has been set up in CCASS. The latest time for Participants who wish to input the instructions to accept the Partial Offer is **11:00 a.m. on 1 August 2024** (i.e. First Closing Date). Please note that any instruction given under the announcement is irrevocable and cannot be withdrawn.
- In case the Partial Offer becomes or is declared unconditional in all respects, HKSCC will set up another Take-over (Unconditional) Announcement in CCASS for Participants to submit further instructions to accept the Partial Offer. Please note that any instruction given under the announcement is irrevocable and cannot be withdrawn.

<sup>1</sup> Calls to and from the CCASS Hotline may be recorded. HKEX Privacy Notice is available [here](#).

- c) An entitlement advice with payment breakdown (In the case of partial acceptance by the Offeror) will be sent to the relevant Participants' group email address or designated email address according to our records. Participants will be informed by separate message for the arrangement of entitlement advice.

## 2. Approval of the Partial Offer

- a) Whether or not the Participants accept the Partial Offer, they may approve the Partial Offer by giving an approval instruction to HKSCC. The number of Shares in respect of which they approve the Partial Offer should be specified on the Partial Offer Approval Form (the "Form") which is attached as per Appendix 1. Each Share shall be entitled to ONE vote only. The scanned Form should be completed and sent to [hksccn\\_info@hkex.iclnet.hk](mailto:hksccn_info@hkex.iclnet.hk) via ICLNET or [hksccn\\_info@hkex.com.hk](mailto:hksccn_info@hkex.com.hk) with subject "Participant ID: XXXXXX – 3389 HENGDELI Partial Offer" no later than **11:00 a.m. on 1 August 2024** i.e. the First Closing Date (unless the First Closing Date is extended in accordance with the Takeovers Code).
- b) For determining each Participant's entitlement to cast votes to approve the Partial Offer, HKSCC will make reference to the share quantities of acceptance instructions and/or shareholding in its CCASS stock account as at First Closing Date (unless the First Closing Date is extended in accordance with the Takeovers Code).
- c) The following examples illustrate how HKSCC determines a Participant's entitlement to cast votes for approving the Partial Offer on or before the First Closing Date, or such other date announced by the Offeror.

Case	No. of shares held in CCASS Stock Account as at the First Closing Date	Total share quantities of acceptance instructions submitted to HKSCC	Maximum quantity that Participant can cast vote for approval of the Partial Offer
I	10,000	2,000	12,000
II	0	10,000	10,000
III	20,000	0	20,000

In view of the complexity of the Partial Offer, Participants should refer to the Composite Document of the Company dated 4 July 2024 which was posted on HKEXnews website for details. For enquiries, please call our Hotline at 2979 7111 (for Non Investor Participants) or 2979 7888 (for Investor Participants) or contact us via E-mail: [clearingps@hkex.com.hk](mailto:clearingps@hkex.com.hk).

Wil Tang  
Vice President  
Depository and Nominee Services

*This circular has been issued in the English language with a separate Chinese language translation. If there is any conflict in the circulars between the meaning of Chinese words or terms in the Chinese language version and English words in the English language version, the meaning of the English words shall prevail.*

## Appendix 1

### Partial Offer Approval Form (“Form”)

**This form should be completed and returned to HKSCC by email not later than 11:00 a.m. on 1 August 2024 i.e. First Closing Date (unless the First Closing Date is extended in accordance with the Takeovers Code)**

Date: \_\_\_\_\_

Hong Kong Securities Clearing Company Limited (“HKSCC”) and  
HKSCC Nominees Limited  
1/F, One and Two Exchange Square  
8 Connaught Place, Central, Hong Kong  
Attn.: Nominee Services

Email: hkscn\_info@hkex.iclnet.hk via ICLNET  
hkscn\_info@hkex.com.hk

Dear Sirs,

**Re: Hengdeli Holdings Limited (Stock Code: 3389) (the “Company”)  
- Voluntary Conditional Cash Partial Offer (the “Partial Offer”) - Offer Price of HK\$0.16 per Offer Share**

I/We wish to approve the Partial Offer in respect of \_\_\_\_\_ shares of the Company held in my/our CCASS stock account as at the First Closing Date together with the aggregate of shares that I/we have tendered to accept the Partial Offer (if any) through HKSCC.

\_\_\_\_\_  
Authorized Signatory(ies) of Participant  
(with Company Chop, ONLY applicable if it forms part of your signing instruction)

Participant Name: \_\_\_\_\_

Participant ID: \_\_\_\_\_

Contact Person: \_\_\_\_\_

Telephone No.: \_\_\_\_\_

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#### Notes:

1. You are reminded that under the General Rules of HKSCC, unless you have input your instruction in respect of the Take-over (Conditional) Announcement, the giving of approval instructions to HKSCC in respect of your shares constitute an undertaking by you to maintain the relevant number of shares in your CCASS Stock Accounts on the First Closing Date. Further, HKSCC reserves the right to allocate rights between participants in the event that not all shares are re-registered in its nominee’s name in time for this purpose.
2. Activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures from time to time issued by HKSCC.