

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.



HOPEFLUENT GROUP HOLDINGS LIMITED

合富輝煌集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 733)

INSIDE INFORMATION

DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by Hopefluent Group Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company was informed by Fu’s Family Limited (“**FFL**”) and Mr. FU Wai Chung (an executive director of the Company, “**Mr. Fu**”) that on 9 November 2022, FFL (as seller) and Mr. Fu (as guarantor guaranteeing FFL’s obligations) entered into a conditional sale and purchase agreement (the “**SP Agreement**”) and other ancillary agreements (together with the SP Agreement, collectively the “**Agreements**”) with Country Garden Property Services HK Holdings Company Limited (碧桂園物業香港控股有限公司) (the “**Purchaser**”), which is a wholly-owned subsidiary of Country Garden Services Holdings Company Limited, a company whose shares are listed on the Stock Exchange (stock code: 6098), pursuant to which FFL shall sell and the Purchaser shall purchase an aggregate of 144,753,495 shares of HK\$0.01 each (the “**Shares**”) in the Company (the “**Disposal**”) at the consideration of HK\$1.61 per Share and a total consideration of approximately HK\$233.05 million. Completion of the Disposal is subject to fulfillment of certain conditions precedent as set out in the SP Agreement having been fulfilled (or waived by the Purchaser). The 144,753,495 Sale Shares represent approximately 21.47% of the existing issued share capital of the Company.

To the best of the knowledge, information and belief of the directors of the Company and having made all reasonable enquires, the Purchaser currently holds 23,784,002 Shares, representing approximately 3.53% of the issued share capital of the Company, and the Purchaser and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

As at the date of this announcement, FFL holds 174,184,799 Shares, representing approximately 25.84% of the issued share capital of the Company. FFL is owned by Mr. Fu and his family members (the “**Fu Family**”). As at the date of this announcement, the Fu Family and its associates together hold

418,689,745 Shares, representing approximately 62.11% of the issued share capital of the Company. Immediately following completion of the Disposal, assuming there is no change in the issued share capital of the Company from the date of this announcement up to the date of completion of the Disposal:

- (a) the Purchaser will hold 168,537,497 Shares, representing approximately 25.00% of the issued share capital of the Company; and
- (b) the Fu Family and its associates together will hold 273,936,250 Shares, representing approximately 40.64% of the issued share capital of the Company (the “Remaining Shares”), and will, remain as the controlling shareholders (as defined in the Listing Rules) of the Company.

Pursuant to the Agreements, among others, (i) the Purchaser will have the right to nominate two persons for appointment as executive or non-executive directors of the Company upon completion of the Disposal; (ii) the Fu Family and its associates will provide an undertaking to the Purchaser not to disposal of the Remaining Shares for a period of two years after completion of the Disposal; and (iii) the Purchaser shall have the right of first refusal for a period of four years after completion of the Disposal in the event that Fu Family and its associates shall sell any of the Remaining Shares to any third party.

The Company does not expect that the Disposal will have any material adverse effect on the operations of the Company and its subsidiaries.

Completion of the Disposal is subject to the terms and conditions of the SP Agreement and may or may not proceed. Shareholders and potential investors of the Company are advised to pay attention to investment risks and exercise caution when they deal or contemplate dealing in the securities of the Company.

By order of the Board
Hopefluent Group Holdings Limited
FU Wai Chung
Chairman

Hong Kong, 9 November 2022

As at the date of this announcement, the executive directors of the Company are Mr. FU Wai Chung, Ms. FU Man, Mr. LO Yat Fung and Mr. FU Ear Ly; the non-executive director of the Company is Ms. NG Wan; and the independent non-executive directors of the Company are Mr. LAM King Pui, Mr. NG Keung and Mrs. WONG LAW Kwai Wah, Karen.