

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.

WAI HUNG GROUP HOLDINGS LIMITED

偉鴻集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3321)

VOLUNTARY ANNOUNCEMENT SUPPLEMENTAL FRAMEWORK COOPERATION AGREEMENT WITH GUANGDONG HUIHUILONG INVESTMENT CO., LTD.*

Reference is made to the announcement of Wai Hung Group Holdings Limited dated 23 October 2020 (the “**Announcement**”) in relation to the Framework Cooperation Agreement with Guangdong Huihuilong Investment Co., Ltd.* (廣東匯徽隆投資有限公司). The Board would like to update the shareholders of the Company and potential investors on the status of the Framework Cooperation Agreement. Unless the context otherwise requires, capitalised terms used herein shall bear the same meanings as those defined in the Announcement.

The Board announces that, on 5 March 2021, the Company and Guangdong Huihuilong had a discussion on the transaction terms in relation to the possible acquisition of Guangdong Huihuilong (the “**Possible Acquisition**”). In order to conduct more detailed due diligence, the parties entered into a supplemental framework cooperation agreement (the “**Supplemental Agreement**”). The Company shall pay RMB16.75 million (the “**Deposit**”) to Guangdong Huihuilong as refundable deposit for the Possible Acquisition, and the exclusivity period for the Possible Acquisition shall be extended to 31 May 2021 (the “**Exclusivity Period**”) (or such later date as the parties may agree in writing). Guangdong Huihuilong shall return the Deposit to the Company if the Exclusivity Period expires and there is no definitive sale and purchase agreement being entered into between the parties or the Company requests to terminate the cooperation under the Supplemental Agreement.

Subject to the results of the due diligence, the Company may, if consider appropriate, enter into a sale and purchase agreement setting out, among others, the terms and conditions of the Possible Acquisition. If necessary, the Company will make further announcement(s) in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in due course.

The Company also noted that Mr. Liu Zhiyong (劉志永), a shareholder holding 20% beneficial interest in Guangdong Huihuilong, is the beneficial owner of 80% equity interest in Guangzhou Pinyuan Technology Co., Ltd.* (廣州品源科技有限公司), which proposed to subscribe for the convertible bonds issued by the Company, as referred to in the Company’s announcement dated 8 November 2020.

Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Guangdong Huihuilong and its remaining beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

The Board wishes to emphasise that no definitive agreement in relation to the Possible Acquisition has been entered into by the parties as at the date of this announcement and the Possible Acquisition may or may not proceed. Shareholders of the Company and investors are reminded to exercise caution when dealing in the securities of the Company.

By order of the Board
Wai Hung Group Holdings Limited
Mr. Li Kam Hung
Chairman

Hong Kong, 5 March 2021

As at the date of this announcement, the Board comprises Mr. Li Kam Hung, Mr. Yu Ming Ho and Mr. Yau Yan Ming Raymond as executive Directors; Mr. Li Chun Ho and Mr. Zhu Jun as non-executive Directors; and Ms. Rita Botelho dos Santos, Mr. Wu Chou Kit and Mr. Lam Chi Wing as independent non-executive Directors.

* *For identification purpose only*