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HING MING HOLDINGS LIMITED

興銘控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8425)

VOLUNTARY ANNOUNCEMENT STRATEGIC COOPERATION FRAMEWORK AGREEMENT

This announcement is made by Hing Ming Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to provide its shareholders and potential investors with updated information in relation to the latest business development of the Group.

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that on 5 May 2021 (after trading hours), the Company entered into a non-legally binding strategic cooperation framework agreement (the “**Strategic Cooperation Framework Agreement**”) with Sichuan Jiude Yuankang Industrial Co., Ltd.* (四川九德元康實業有限公司) (“**Jiude Yuankang**”, together with its subsidiaries, “**Jiude Yuankang Group**”) in respect of potential cooperation in the general healthy agri-food and liquor industries in the People’s Republic of China (the “**PRC**”).

THE PROPOSED COOPERATION

The term of the Strategic Cooperation Framework Agreement is three years from the date of the Strategic Cooperation Framework Agreement, which can be terminated by either party by giving three months’ prior written notice to the other party.

Pursuant to the Strategic Cooperation Framework Agreement, the Group and Jiude Yuankang Group aim to jointly develop an industrial chain management platform for the general healthy agri-food and liquor industries, which can provide one-stop supply chain

management services to enterprises through an OTO (online-to-offline) system, facilitate enterprises to reach out to upstream suppliers and downstream customers and enhance the sales and distribution of the relevant products (the “**Proposed Cooperation**”). In particular:

1. each party shall make full use of its respective advantages in terms of resources and facilitate the business system optimisation in the general healthy agri-food and liquor industries for business upgrade and expansion in the related industries;
2. Jiude Yuankang shall provide and share its existing connections and distribution networks with the Company, and be responsible for conducting marketing campaigns on general healthy agri-food and liquor products in accordance with cooperation plans to be agreed between the Company and Jiude Yuankang; and
3. the Company shall provide and share its existing connections with Jiude Yuankang, leverage on its capital capabilities, and consider to invest in upstream, midstream and downstream sectors of the general healthy agri-food and liquor industries in light of the market conditions and in accordance with its business strategies.

The Board considers that the Strategic Cooperation Framework Agreement was entered into on normal commercial terms after arm’s length negotiation between the Company and Jiude Yuankang, and such cooperation is in the interests of the Company and its shareholders as a whole.

INFORMATION ON JIUDE YUANKANG

Jiude Yuankang was established in the PRC and mainly engages in the business of general healthy agri-food, intelligent catering, liquor and e-commerce. According to Jiude Yuankang, it has extensive network for industrial chain management in the general healthy agri-food and liquor industries.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, Jiude Yuankang and its shareholders (and their respective ultimate beneficial owner(s)) are third parties independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”)).

REASONS FOR AND BENEFITS OF ENTERING INTO THE STRATEGIC COOPERATION FRAMEWORK AGREEMENT

The Board considers that the entering into of the Strategic Cooperation Framework Agreement could potentially lead to more business opportunities for the Group and enable both the Group and Jiude Yuankang Group to leverage on their respective strengths, resources and/or expertise for the development in the general healthy agri-food and liquor businesses. The Proposed Cooperation will enhance the corporate development of the Group which will be in the best interests of the Company and its shareholders as a whole.

GENERAL

The Board hereby emphasises that the Strategic Cooperation Framework Agreement is only a framework agreement with the purpose of setting out the intention of cooperative plans between the parties to facilitate further negotiations on specific cooperation projects. Save for certain provisions such as provisions relating to confidentiality, protection of intellectual property rights, force majeure and dispute resolution, the Strategic Cooperation Framework Agreement is non-legally binding. Detailed terms and conditions of the cooperations contemplated under the Strategic Cooperation Framework Agreement will be subject to further negotiations and to be agreed and confirmed in the definitive agreement(s) to be entered into by the parties in respect of the Proposed Cooperation.

As at the date of this announcement, no definitive agreement in relation to the Proposed Cooperation has been entered into by the Group. As such, the Proposed Cooperation as stated in the Strategic Cooperation Framework Agreement may or may not materialise. In the event that the Group enters into any definitive agreement in relation to the Proposed Cooperation, further announcement(s) will be made by the Company in accordance with the GEM Listing Rules if necessary.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Hing Ming Holdings Limited
Tang Hing Keung
Chairman, Executive Director and Chief Executive Officer

Hong Kong, 5 May 2021

As at the date of this announcement, the executive Directors are Mr. Tang Hing Keung (Chairman and Chief Executive Officer), Ms. Woo Lan Ying (Vice Chairman), Mr. Tang Ming Hei and Ms. Au Man Yi; the non-executive Directors are Ms. Au Fung Yee and Mr. Au Lop Wah Edmond; and the independent non-executive Directors are Mr. Kwan Woon Man Boris, Mr. Chiu Chi Wing, Ms. Li Kai Lai Miranda and Mr. Yeung Chi Fai.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication. This announcement will also be published on the website of the Company at www.hing-ming.com.

** for identification purpose only*