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**BRILLIANT SUNSHINE
INTERNATIONAL LIMITED**

驕陽國際有限公司

*(Incorporated in British Virgin Islands with
limited liability)*

**HANG PIN LIVING TECHNOLOGY
COMPANY LIMITED**

杭品生活科技股份有限公司

*(Incorporated in Bermuda with limited liability)
(Stock Code: 1682)*

JOINT ANNOUNCEMENT

**VOLUNTARY CONDITIONAL GENERAL CASH OFFERS BY
KINGSTON SECURITIES LIMITED
ON BEHALF OF
BRILLIANT SUNSHINE INTERNATIONAL LIMITED
TO ACQUIRE ALL OF THE ISSUED SHARES OF
HANG PIN LIVING TECHNOLOGY COMPANY LIMITED
(OTHER THAN THOSE ALREADY OWNED BY OR
TO BE ACQUIRED BY THE OFFEROR AND
PARTIES ACTING IN CONCERT WITH IT)
AND
FOR THE CANCELLATION OF ALL THE OUTSTANDING
SHARE OPTIONS OF THE COMPANY**

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



INCU Corporate Finance Limited

INTRODUCTION

The Board was informed by the Offeror on 6 August 2024 that, following the purchase of Mr. Ng's Shares (i.e., the 103,950,000 Shares held by Mr. Ng immediately prior to the purchase) from Mr. Ng, who holds 50% shareholding interest in the Offeror and is the director of the Offeror, at HK\$0.08 per Share, the Offeror would like to make a voluntary conditional general cash offers in compliance with the Takeovers Code to (1) acquire all of the Offer Shares (other than those already owned by or agreed to be acquired by the Offeror and parties acting in concert with it); and (2) cancel all the outstanding Share Options.

As at the date of this joint announcement, the Offeror and the parties acting in concert with it hold 103,950,000 Shares (i.e., Mr. Ng's Shares) (representing approximately 13.23% of the entire issued share capital of the Company).

Save for the purchase of Mr. Ng's Shares by the Offeror at HK\$0.08 per Share, neither the Offeror nor any parties acting in concert with it had dealt for value in the Shares in the six months prior to and including the date of this joint announcement.

VOLUNTARY CONDITIONAL GENERAL CASH OFFERS

The board of directors of the Offeror and the Board jointly announce that Kingston Securities, for and on behalf of the Offeror, will make a voluntary conditional general cash offers in compliance with the Takeovers Code as below.

The Share Offer

For each Offer Share HK\$0.08 in cash

The Share Offer Price is HK\$0.08 per Offer Share, which is the same as the purchase price per Share for the purchase of Mr. Ng's Shares by the Offeror on 6 August 2024. Save for the aforesaid mentioned, neither the Offeror nor any parties acting in concert with it had dealt for value in the Shares in the six months prior to and including the date of this joint announcement.

The Share Offer, when made, will be conditional upon, among other things, the Offeror having received valid acceptances (and, where permitted, such acceptances not having been withdrawn) at or before 4:00 p.m. on the Closing Date (or such other time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of the Offer which will result in the Offeror and persons acting in concert with it holding more than 50% of the Shares.

The Option Offer

**For cancellation of each Share Option with
exercise price of HK\$0.854. HK\$0.01 in cash**

In accordance with the terms of the Share Option Scheme, Optionholders are entitled to exercise their Share Options in full (to the extent not already exercised) at any time after the date on which the Option Offer is declared unconditional and up to the close of the Option Offer (or any revised offer), after which the Options will lapse automatically (to the extent not exercised).

Pursuant to Rule 13 of the Takeovers Code, the Offeror will make an appropriate cash offer to the Optionholders to cancel their Share Options. The consideration for the cancellation of each Share Option would normally be the see-through price which represents the excess of the Share Offer Price per Offer Share and the exercise price of each Share Option. Given that the exercise price of the Share Options is above the Share Offer Price, the “see-through” price is zero and the Option Offer Price will be the nominal value of HK\$0.01 per Share Option.

The Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects. Subject to the Share Offer becoming unconditional in all respects, following acceptance of the Option Offer, the relevant Share Options together with all rights attaching thereto will be entirely cancelled and renounced.

CONFIRMATION OF SUFFICIENT FINANCIAL RESOURCES

Kingston Corporate Finance, being the financial adviser to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration payable in case of full acceptance of the Offers. The Offeror intends to finance the consideration payable by the Offeror under the Offeror by its internal resources.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee has been established in accordance with Rule 2.1 of the Takeovers Code to advise and give recommendation to the Independent Shareholders as to whether the terms of the Offers are fair and reasonable and as to acceptance of the Offers. The Independent Financial Adviser has been appointed to advise the Independent Board Committee in respect of the Offers, and in particular, as to whether the terms of the Offers are fair and reasonable and as to acceptance of the Offers. The appointment of INCU Corporate Finance Limited as the Independent Financial Adviser has been approved by the Independent Board Committee.

The Independent Shareholders are encouraged to read the Composite Document carefully, including the recommendation of the Independent Board Committee and the advice of the Independent Financial Adviser as to whether the Offer is fair and reasonable so far as the Independent Shareholders are concerned and its acceptance before deciding whether or not to accept the Offer.

MAINTAINING THE LISTING STATUS OF THE COMPANY AND PUBLIC FLOAT

The Offeror intends the Company to remain listed on the Stock Exchange after the close of the Offers. The directors of the Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document with the offeree response document in the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document which contains, among other things, (i) details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offers; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offers; and (iv) the relevant Form of Acceptance, is required to be despatched to the Shareholders as soon as practicable within 21 days of the date of this joint announcement unless the Executive grants a consent for extension. It is expected that the Composite Document will be issued on or before 27 August 2024.

WARNING

Shareholders and potential investors of the Company should note that the implementation of the Offers is subject to the satisfaction or waiver (where applicable) of the Conditions. Thus, the Offers may or may not become or be declared unconditional. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the respective shares of the Company. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.

1. INTRODUCTION

The Board was informed by the Offeror on 6 August 2024 that, following the purchase of 103,950,000 Shares from Mr. Ng, who holds 50% shareholding interest in the Offeror and the director of the Offeror, at HK\$0.08 per Share, the Offeror would like to make voluntary conditional general cash offers in compliance with the Takeovers Code to (1) acquire all of the Offer Shares; and (2) cancel all the outstanding Share Options.

Mr. Ng holds 50% shareholding interest in the Offeror and is a director of the Offeror, being a party acting in concert with the Offeror. As at the date of this joint announcement, the Offeror and the parties acting in concert with it own 103,950,000 Shares (representing approximately 13.23% of the entire issued share capital of the Company).

2. VOLUNTARY CONDITIONAL GENERAL CASH OFFERS

The board of directors of the Offeror and the Board jointly announce that Kingston Securities, for and on behalf of the Offeror, will make a voluntary conditional general cash offers in compliance with the Takeovers Code to (1) acquire all of the Offer Shares at the Share Offer Price of HK\$0.08 per Offer Share; and (2) cancel all the outstanding Share Options at the Option Offer Price of HK\$0.01 per Share Option.

Securities of the Company

As at the date of this joint announcement, the Company has 785,927,000 Shares in issue and 20,768,000 outstanding Share Options. Save for the above, there are no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company in issue as at the date of this joint announcement.

THE OFFERS

The Share Offer

For each Offer Share HK\$0.08 in cash

The Share Offer Price is HK\$0.08 per Offer Share, which is the same as the purchase price per Share for the purchase of Mr. Ng' Shares by the Offeror on 6 August 2024. The purchase price was determined after arm's length negotiation between the Offeror and Mr. Ng, taking into account:

- (i) the thin average trading volume of the Shares during the twelve-month period preceding the commencement of the Offer Period, up to and including the Last Trading Date. The average trading volume ranged between nil to approximately 0.0381% to the then total number of issued Shares as at the end of their respective month; and
- (ii) the average of the closing prices of the Shares as quoted on the Stock Exchange over the 60, 90 and 180 trading days up to and including the Last Trading Day.

Save for the aforesaid mentioned, neither the Offeror nor any parties acting in concert with it had dealt for value in the Shares in the six months prior to and including the date of this joint announcement.

As at the date of this joint announcement, the Company confirms that as at the date of this joint announcement, (i) it has not declared any dividend which is outstanding and not yet paid and (ii) it does not have any intention to make, declare or pay any future dividend or make other distributions before the close or lapse of the Offer.

The Option Offer

For cancellation of each Share Option with

exercise price of HK\$0.854. HK\$0.01 in cash

In accordance with the terms of the Share Option Scheme, Optionholders are entitled to exercise their Share Options in full (to the extent not already exercised) at any time after the date on which the Option Offer is declared unconditional and up to the close of the Option Offer (or any revised offer), after which the Options will lapse automatically (to the extent not exercised).

Pursuant to Rule 13 of the Takeovers Code, the Offeror will make an appropriate cash offer to the Optionholders to cancel their Share Options. The consideration for the cancellation of each Share Option would normally be the see-through price which represents the excess of the Share Offer Price per Offer Share and the exercise price of each Share Option. As the exercise price of the Share Options is above the Share Offer Price, the “see-through” price is zero and the Option Offer Price will be a nominal value of HK\$0.01 per Share Option.

Save for the Share Options, as at the date of this joint announcement, the Company does not have any outstanding options, derivatives, warrants or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) which are convertible or exchangeable into Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

Under the terms of the Option Offer, the Share Options of the accepting Optionholders (together with all rights attaching thereto) will be cancelled.

Comparisons of value

The Share Offer Price of HK\$0.08 represents:

- (i) a discount of approximately 20.00% to the closing price of the Shares of HK\$0.1000 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 22.25% to the average of the closing prices of the Shares as quoted on the Stock Exchange over the 30 trading days up to and including the Last Trading Day of approximately HK\$0.1029 per Share;
- (iii) a discount of approximately 9.71% to the average of the closing prices of the Shares as quoted on the Stock Exchange over the 60 trading days up to and including the Last Trading Day of approximately HK\$0.0886 per Share;
- (iv) a premium of approximately 0.63% over the average of the closing prices of the Shares as quoted on the Stock Exchange over the 90 trading days up to and including the Last Trading Day of approximately HK\$0.0795 per Share;

- (v) a premium of approximately 10.50% over the average of the closing prices of the Shares as quoted on the Stock Exchange over the 180 trading days up to and including the Last Trading Day of approximately HK\$0.0724 per Share; and
- (vi) a discount of approximately 28.64% to the audited consolidated net asset value attributable to Shareholders of approximately HK\$0.1121 per Share as at 31 March 2024 (calculated based on the audited consolidated net asset value of the Company of approximately HK\$88,091,000 as at 31 March 2024 as extracted from the results announcement of the Company for the year ended 31 March 2024 and 785,927,000 Shares (being the number of Shares then in issue)).

Highest and lowest closing prices

During the period beginning on 6 February 2024 (being six months preceding the commencement of the Offer Period) and ending on the Last Trading Day, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.116 per Share on 15 July 2024; and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.056 per Share on 15 April 2024.

Conditions to the Offers

Conditions to the Share Offer

The Share Offer, when made, will be conditional on fulfillment (or waiver, where applicable of the following conditions:

- (i) the Offeror having received valid acceptances (and, where permitted, such acceptances not having been withdrawn) at or before 4:00 p.m. on the Closing Date (or such other time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of the Offer which will result in the Offeror and parties acting in concert with it holding more than 50% of the Shares;
- (ii) the Shares remaining listed and traded on the Main Board of the Stock Exchange up to the Closing Date, save for any temporary suspension of trading pending the issuance of any announcement(s) in relation to any inside information of the Company (if any) and no indication having been received on or before the Closing Date from the SFC and/or the Stock Exchange to the effect that the listing of the Shares on the Stock Exchange is or is likely to be withdrawn, other than as a result of either of the Offers or anything done or caused by or on behalf of the Offeror; and
- (iii) no event, up to the Closing Date, having occurred which would make the Offer or the acquisition of any of the Offer Shares under the Offer void, unenforceable or illegal or prohibit the implementation of the Offers.

Condition to the Option Offer

The Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects.

The Offeror reserves the right to waive, in whole or part, condition (ii) under paragraph headed “conditions to the Share Offer” above. Save for condition (ii), other conditions are not waivable. Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke the above Conditions as a basis for not proceeding with the Offers only if the circumstances which give rise to a right to invoke such Conditions are of material significance to the Offeror in the context of the Offers. If any of the Conditions cannot be fulfilled or waived by the Closing Date, the Offers will lapse.

The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offers or the fulfilment (or if permissible, waiver) of the Conditions in accordance with the Takeovers Code and the Listing Rules.

In accordance with Rule 15.3 of the Takeovers Code, the Offeror must publish an announcement when the Offers becomes unconditional as to acceptances and when the Offers become unconditional in all respects. The Offers must also remain open for acceptance for at least 14 days after the Offers becomes or is declared unconditional (whether as to acceptances or in all respects).

The Offeror reserves the right to revise the terms of the Offer in accordance with the Takeovers Code.

The Offers may or may not become unconditional. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the respective shares of the Company. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.

Effect of accepting the Offers

Subject to the Share Offer becoming unconditional, provided that valid acceptance forms and the relevant certificate(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are complete and in good order and have been received by the branch share registrar of the Company in Hong Kong, the Shareholders will sell their tendered Shares to the Offeror free from all Encumbrances and together with all rights attaching to them, including, without limitation, the rights to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Share Offer is made, that is, the date of despatch of the Composite Document.

Subject to the Option Offer becoming unconditional, acceptances of the Option Offer by Optionholders will result in the cancellation of those outstanding Share Options, together with all rights attaching thereto. Subject to the Option Offer becoming unconditional, Share Options in respect of which the Option Offer is not accepted will (to the extent not exercised) automatically lapse upon the close of the Offers.

Acceptances of the Offers will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

Hong Kong Stamp Duty

Seller's Hong Kong ad valorem stamp duty arising in connection with acceptances of the Offers will be payable by the relevant Shareholders at a rate of 0.1% of the market value of the Offer Shares or consideration payable by the Offeror in respect of the relevant acceptances of the Share Offer, whichever is higher, and will be deducted from the amount payable to the relevant Shareholder on acceptance of the Share Offer (where the stamp duty calculated includes a fraction of HK\$1.00, the stamp duty would be rounded-up to the nearest HK\$1.00). The Offeror will arrange for payment of the sellers' Hong Kong ad valorem stamp duty on behalf of accepting Shareholders and pay the buyer's Hong Kong ad valorem stamp duty in connection with such Offer Shares and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

No stamp duty is payable in connection with the acceptance of the Option Offer.

Taxation advice

Shareholders and Optionholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offers. None of the Offeror, parties acting in concert with the Offeror, the Company, Kingston Securities, Kingston Corporate Finance and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offers accept responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

Overseas Shareholders and overseas Optionholders

The Offeror intends to make the Offers available to all Independent Shareholders and Optionholders, including those with a registered address in a jurisdiction outside Hong Kong. The availability of the Offers to persons with a registered address in a jurisdiction outside Hong Kong may be affected by the laws of the relevant overseas jurisdictions. The making of the Offers to persons with a registered address in jurisdictions outside Hong Kong may be prohibited or limited by the laws or regulations of the relevant jurisdictions. The Overseas Shareholders and/or overseas Optionholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the responsibilities of the Overseas Shareholders and overseas Optionholders who wish to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental, exchange control or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such Overseas Shareholders and overseas Optionholders in respect of such jurisdictions).

Any acceptance by Shareholders and/or Optionholders and beneficial owners of the Shares and Share Options who are citizens, residents or nationals of a jurisdiction outside Hong Kong will be deemed to constitute a representation and warranty from such persons to the Offeror that the local laws and requirements have been complied with. Shareholders and/or Optionholders who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

In the event that the receipt of the Composite Document by Overseas Shareholders or Optionholders is prohibited by any applicable laws and regulations or may only be effected upon compliance with conditions or requirements in such overseas jurisdictions that would be unduly onerous or burdensome (or otherwise not in the best interest of the Offeror or the Company or the Shareholders), the Composite Document, subject to the Executive's consent, may not be despatched to such Overseas Shareholders or Optionholders. For that purpose, the Offeror will apply for a waiver pursuant to Note 3 to Rule 8 of the Takeovers Code at such time.

Settlement of consideration

Subject to the Offers having become, or having been declared, unconditional in all respects, payment in cash in respect of acceptances of the Offers will be made as soon as possible but in any event no later than seven (7) Business Days after the later of (i) the date on which the Offers become, or are declared unconditional; and (ii) the date receipt of a complete and valid acceptance in respect of the Offers, pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder and/or Optionholder who accepts the Offers will be rounded up to the nearest cent.

Closing date of the Offer

The latest date on which the Offeror can declare the Offers unconditional as to acceptances is 7:00 p.m. on the 60th day after the posting of the initial Composite Document, or such later date to which the Executive may consent.

3. VALUE OF THE OFFERS

On the basis of the Share Offer Price of HK\$0.08 per Offer Share and 785,927,000 Shares in issue as at the date of this joint announcement, the entire issued share capital of the Company is valued at HK\$62,874,160.

Based on (i) the Share Offer Price of HK\$0.08 per Offer Share and 681,977,000 Shares (i.e., other than 103,950,000 Shares held by the Offeror) being subject to the Share Offer; and (ii) the Option Offer Price of HK\$0.01 per Share Option (which is a nominal value) and 20,768,000 Share Options being subject to the Option Offer, and on the basis that there is no other change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers:

- (i) the value of the Share Offer will be HK\$54,558,160; and
- (ii) the total amount to satisfied the cancellation of all outstanding Share Options will be HK\$207,680.

Therefore, the total cash consideration payable by the Offeror under the Offers would be HK\$54,765,840 in the event that the Offers are accepted in full.

4. CONFIRMATION OF SUFFICIENT FINANCIAL RESOURCES

Kingston Corporate Finance, being the financial adviser to the Offeror in respects of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration payable in case of full acceptance of the Offers. The Offeror has sufficient cash funding and intends to finance the consideration payable by the Offeror under the Offers by its internal resources. Such cash amount has been ring-fenced by Kingston Securities for the sole purpose of satisfying the settlement of the consideration under acceptance of the Offers from the date of this joint announcement until the date falling on the seventh (7th) Business Day following the close of the Offers.

5. SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company as at the date of this joint announcement:

	As at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximately % of issued Shares</i>
Offeror and parties acting in concert with it		
The Offeror	103,950,000	13.23%
Sub-total	103,950,000	13.23%
Other Shareholders		
Mr. Ng Tsze Lun (<i>Note 2</i>)	50,173,000	6.38%
Other public shareholders	631,804,000	80.39%
	<u>785,927,000</u>	<u>100%</u>

Notes:

1. Mr. Lam Kai Yeung, the Director, holds 5,192,000 Share Options that entitles him to subscribe for 5,192,000 Shares at the exercise price of HK\$0.854. Save for the above, none of the Directors holds any Shares as at the date of this joint announcement.
2. There is no relationship between Mr. Ng Tsze Lun and either the Offeror or Mr. Ng. Mr. Ng Tsze Lun is not acting in concert with the Offeror or Mr. Ng.

6. INFORMATION OF THE COMPANY

The Company is a company incorporated in Bermuda with limited liabilities and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1682). The Company is an investment holding company. The Group is principally engaged in (i) garment sourcing; and (ii) provision of financial services.

The following table is a summary of certain audited consolidated financial information of the Group for the two financial years ended 31 March 2024 and 31 March 2023 as extracted from the annual results of the Company of the year ended 31 March 2024:

	For the year ended 31 March	
	2023	2024
	(audited)	(audited)
	HK\$'000	HK\$'000
Revenue	123,210	96,691
Gross profit	5,522	2,309
Loss before tax	(5,509)	(6,655)
Loss for the year attributable to owners of the Company	(5,509)	(3,655)
	As at 31 March	
	2023	2024
	(audited)	(audited)
	HK\$'000	HK\$'000
Consolidated net asset value	91,350	88,091

Further financial information of the Group will be set out in the Composite Document to be despatched to the Shareholders and Optionholders.

7. INFORMATION OF THE OFFEROR AND REASONS FOR THE OFFERS

The Offeror is a company incorporated in British Virgin Islands with limited liability, which is owned as to 50% by Mr. Ng and as to 50% by Mr. Yu. The principal activities of the Offeror is an investment holding.

Mr. Ng

Mr. Ng is an entrepreneur specialising in garment processing and manufacturing. He commences his garment processing and manufacturing business in the 1980s. He is the founder and chairman of Good Fellow Group Limited (金威集團控股有限公司), a company being primarily involved in the garment industry, as well as real estate, high technology, agriculture and forestry, and finance. Furthermore, He had been a substantial shareholder of the Company since December 2017 and immediately prior to the sales of his Shares to the Offeror. Mr. Ng has extensive experience related to the business of the Group (i.e., garment business) but has not held any positions in the Group.

Mr. Ng was an executive director and a chairman of the board of Good Resources Holdings Limited (delisted on 4 May 2022, previous stock code: 109) and a member of each of the remuneration committee, nomination committee and general committee of the company from 14 June 2007 to 10 November 2008. He was appointed as non-executive director and chairman of the company on 8 September 2009 and re-designated to executive director and member of each of the remuneration committee, nomination committee and general committee of the company on 30 September 2009. He was also the director of certain subsidiaries of the company. He re-designated to non-executive director on 29 June 2015 and resigned on 1 April 2016. In addition, Mr. Ng was an executive director and a chairman of the board of China Sandi Holdings Limited (previous known as: China Grand Forestry Green Resources Group Limited) (stock code: 910) from 1 December 1998 to 30 September 2009.

Mr. Ng currently holds several important positions, including being a Honorary Chairman of Hong Kong Federation of Fujian Associations (香港福建社團聯會榮譽主席), Vice Chairman of Friends of Hong Kong Association Limited (香港友好協進會副會長), Honorary Chairman of Kukien Chamber of Commerce (香港福建商會榮譽會長) and Honorary Chairman of the Hong Kong Puxian Native Association (香港莆仙同鄉聯合會榮譽會長). He was the member of the 10th and 12th National Committee of Chinese People's Political Consultative Conference ("CPPCC") (第10屆及第12屆全國政協委員), standing committee member of the 12th Subcommittee of Education, Science, Culture, Health and Sports of the National Committee of the CPPCC (第12屆全國政協教科文衛體委員會常委) and the standing committee member of the 13th and 14th National Committee of the CPPCC (第13屆及第14屆全國政協常委).

Mr. Ng is a Justice of the Peace of the Hong Kong Special Administrative Region (香港特別行政區太平紳士). He has been honored with the Grand Bauhinia Medal (大紫荊星章) in 2022, the Gold Bauhinia Star Medal (金紫荊星章) in 2017 and the Silver Bauhinia Star (銀紫荊星章) in 2011 by the Hong Kong Special Administrative Region.

Mr. Yu

Mr. Yu is an entrepreneur and a senior engineer in China and has about 20 years of experience in construction, real estate development, coal mining and investment industries. He served as the manager of Shanxi branch of Fujian Gaohua Construction Engineering Co., Ltd.* (福建省高華建設工程有限公司山西分公司) from 1995 to 2008, the chairman of Jiexiu City Wangyuan Coal Industry Co. Ltd.* (介休市旺源煤業有限公司) from 2008 to 2012, and has been the chairman of Shanxi Xierun Investment Co. Ltd.* (山西協潤投資有限公司) and Xiaoyi City Tiankai Real Estate Development Co. Ltd.* (孝義市天凱房地產開發有限公司) since 2008. In addition, Mr. Yu was an executive director of Momentum Financial Holdings Limited (formerly known as: Fornton Group Limited) (stock code: 1152) from 4 June 2014 to 22 January 2018. Mr. Yu obtained a bachelor degree from Huaqiao University in China, majoring in Civil Engineering, in July 1997. Mr. Yu has no experience in the business of the Group.

Reasons for the Offers

Mr. Ng has extensive experience in garment processing and manufacturing and has been an investor in the Company since 2017. However, the Company's share price has been facing a downward trend in general, and the Company has continued to record net losses in its annual results. As a substantial shareholder (as defined under the Listing Rules) since 2017, Mr. Ng is disappointed in the current management performance. Therefore, based on his direct experience in the fields of garment processing and manufacturing, Mr. Ng, along with his business acquaintance, Mr. Yu, has decided to further invest in the Company's business by way of seeking a controlling stake. They aim to leverage their business network to potentially reform the Company and broaden the scope of their investments.

The Offeror is optimistic about the future prospects of the Company, and making the Offers affirms its confidence and commitment to the Company. The Offers are initiated with an aim to increasing the Offeror's shareholding in the Company. In the event of the Offers become unconditional, the Offeror will become the controlling shareholder of the Company. This will allow Mr. Ng, along with Mr. Yu (both are the parties acting in concert with the Offeror) to play a leading role in directing the future development of the Group, with a view to creating greater value for the Shareholders in the long term.

8. OFFEROR'S INTENSION IN RELATION TO THE COMPANY

It is the Offeror's intention to acquire a majority interest in the Company pursuant to the Offers. The intention of the Offeror is that the Group's existing principal activities will be maintained, and at the same time after completion of the Offers, the Offeror will conduct a review on the existing principal businesses and the financial position of the Group for the purpose of formulating business plans and strategies for the future business development of the Group. In this regard, the Offeror may look into business opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group. Should such corporate actions materialise, further announcement(s) will be made in accordance with the Listing Rules. The Offeror had not identified any investment or business opportunities for the Company nor had the Offeror entered into any related agreement, arrangements, understandings or negotiation and there is no plan on any injection or disposal of any assets or businesses into/of the Group as at the date of this announcement.

The Offeror may consider convening a general meeting to appoint new member(s) to the Board if such appointment is considered to be beneficial to the future development of the Group as permitted under the Takeovers Code. Any change to the composition of the board of the Company will be made in compliance with the Takeovers Code and the Listing Rules.

The Offeror has no intention to introduce major changes to the business of the Group, including any redeployment of fixed assets other than those in its ordinary course of business. Save for the potential change(s) to the composition of the board of the Company, the Offeror has no existing plan or contemplation to terminate the employment of any other employees or other personnel of the Group. However, after the close of the Offers, the Offeror will continuously review the operation of the Group and the Offeror reserves the right to make any changes that the Offeror deems necessary or appropriate to the Group's businesses and operations to optimise the value of the Group and in the interest of the overall Shareholders.

9. MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends to maintain the listing status of the Company after the close of Offers.

According to the Listing Rules, if, at the close of the Offers, less than 25% of the issued Shares are held by the public or if the Stock Exchange believes that

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) there are insufficient Shares in public hands to maintain an orderly market,

then the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares.

The Offeror will undertake to the Stock Exchange to take appropriate steps as soon as possible following the close of the Offers to ensure that sufficient public float exists in the Shares after the close of the Offers. The Offeror will issue a separate announcement as and when necessary in this regard.

10. INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee has been established in accordance with Rule 2.1 of the Takeovers Code to advise and give recommendation to the Independent Shareholders as to whether the terms of the Offers are fair and reasonable and as to acceptance of the Offers. The Independent Financial Adviser has been appointed to advise the Independent Board Committee in respect of the Offers, and in particular, as to whether the terms of the Offers are fair and reasonable and as to acceptance of the Offers. The appointment of INCU Corporate Finance Limited as the Independent Financial Adviser has been approved by the Independent Board Committee..

11. DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document with the offeree response document in the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document which contains, among other things, (i) details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offers; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offers; and (iv) the relevant Form of Acceptance, is required to be despatched to the Shareholders as soon as practicable within 21 days of the date of this joint announcement unless the Executive grants a consent for extension. It is expected that the Composite Document will be issued on or before 27 August 2024.

12. DEALING IN SHARES

Save for the purchase of Mr. Ng's Shares on 6 August 2024, none of the Offeror nor the parties acting in concert with it has dealt in the Shares, derivatives, warrants or other securities convertible into Share during the six-month period prior to and including the date of this joint announcement.

13. OTHER ARRANGEMENTS

The Offeror confirms that as at the date of this joint announcement:

- (i) neither the Offeror nor any parties acting in concert with it has received any irrevocable commitment to accept or reject the Offers;
- (ii) save for 103,950,000 Shares held by the Offeror (representing approximately 13.23% of the issued share capital of the Company), the Offeror nor any parties acting in concert with it owned or had control or direction over any voting rights, or rights over the Shares or convertible securities, warrants, options or any derivatives in respect of such securities;
- (iii) there are no outstanding derivatives in respect of the securities in Company entered into by the Offeror or any parties acting in concert with it;
- (iv) there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Offers;
- (v) save as disclosed in the paragraph headed “Conditions of the Offers” under the section headed “The Offers” in this joint announcement, there is no agreement or arrangement to which the Offeror or any party acting in concert with it is a party which relates to circumstances in which it may or may not invoke or seek to invoke a condition to the Offers;
- (vi) there is no arrangement, understanding or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between any Shareholder(s) and (a) the Offeror and any parties acting in concert with it, or (b) the Company, its subsidiaries or associated company;
- (vii) save for the consideration paid by the Offeror to Mr. Ng for the purchase of Mr. Ng’s Shares, there is no other consideration, compensation or benefits in whatever form paid or to be paid by the Offeror or any parties acting in concert with it to Mr. Ng, or any party acting in concert with him in connection with the sale and purchase of Mr. Ng’s shares;
- (viii) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company which the Offeror (or any parties acting in concert with it) have borrowed or lent.

14. DISCLOSURE OF DEALINGS

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code which includes, among others, any person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company and the Offeror are reminded to disclose their dealings in the securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation."

WARNING

Shareholders and potential investors of the Company should note that the Offers are subject to the satisfaction or waiver (where applicable) of the conditions of the Offers. Thus, the Offers may or may not become or be declared unconditional. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the respective shares of the Company. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.

DEFINITION

In this joint announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“acting in concert”	has the meaning as ascribed thereto under the Takeovers Code
“associate”	has the meaning as ascribed thereto under the Takeovers Code
“Board”	board of Directors
“Business Day”	A business day is a day on which the Stock Exchange is open for the transaction of business
“Company”	Hang Pin Living Technology Company Limited (stock code: 1682), a company incorporated in Bermuda with limited liabilities and the Shares of which are listed on the Main Board of the Stock Exchange
“Closing Date”	the date to be stated in the Composite Document as the first closing date of the Offers or any subsequent closing date as may be announced by the Offeror and approved by the Executive
“Composite Document”	the composite document to be issued jointly by the Offeror and the Company in relation to the Offers in accordance with the Takeovers Code
“Conditions”	the conditions of the Offer, as set out under the section headed “The Offers – Conditions to the Offers” of this joint announcement
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Encumbrance(s)”	any option, right of acquisition, right of priority, mortgage, charge, lien, right of retention of title, right of set-off, counterclaim, trust arrangement, or any other right to collateral of any kind or equity interest or restriction (including the restrictions imposed by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) in respect of any asset

“Executive”	the Executive Director of the Corporate Finance Division of the SFC from time to time or any delegate of the Executive Director
“Form of Acceptance”	the form of acceptance and transfer of Share(s) in respect of the Offers accompanying the Composite Document
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board comprising the independent non-executive Directors, namely Dr. Lam Lee G, Mr. Chan Kin and Mr. Chau Chi Yan Benny
“Independent Financial Adviser”	INCU Corporate Finance Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed by the Company with the approval of the Independent Board Committee for the purpose of advising the Independent Board Committee, the Independent Shareholders in respect of the Offers
“Independent Shareholders”	Shareholders other than the Offeror and parties acting in concert with it
“Kingston Corporate Finance”	Kingston Corporate Finance Limited, a licensed corporation under the SFO to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the financial adviser to the Offeror in relation to the Offers
“Kingston Securities”	Kingston Securities Limited, a licensed corporation under the SFO to carry out Type 1 (dealing in securities) regulated activity under the SFO
“Last Trading Day”	5 August 2024, being the last trading day on which the Shares were traded on the Stock Exchange prior to the issue and publication of this joint announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Mr. Ng”	Ng Leung Ho (吳良好), a shareholder holding 50% shareholding interest in the Offeror and a director of the Offeror, being a party acting in concert with the Offeror
“Mr. Ng’s Shares”	the 103,950,000 Shares held by Mr. Ng immediately prior to the purchase by the Offeror on 6 August 2024
“Mr. Yu”	Mr. Yu Xueming (余學明), a shareholder holding 50% shareholding interest in the Offeror and a director of the Offeror, being a party acting in concert with the Offeror
“Offers”	the Share Offer and the Option Offer
“Offer Period”	the period from the date of this joint announcement until whichever is the latest of (i) the Closing Date, (ii) the date when the Offer lapses, (iii) the time when the Offeror announces that the Offer will not proceed, and (iv) the date when an announcement is made of the withdrawal of the Offers
“Offer Share(s)”	all the Shares in issue, other than those already owned by or to be acquired by the Offeror (i.e., 681,977,000 Shares)
“Offeror”	Brilliant Sunshine International Limited, an investment holding company incorporated in British Virgin Islands with limited liability, which is owned as to 50% by Mr. Ng and as to 50% by Mr. Yu
“Optionholders”	the holders of the Share Options
“Option Offer”	the voluntary conditional general cash offer to be made by Kingston Securities for and on behalf of the Offeror in accordance with the Takeovers Code to cancel all outstanding Share Options (i.e., 20,768,000 Share Options) in exchange for cash in accordance with the terms described in this joint announcement
“Overseas Shareholders”	Independent Shareholders whose addresses, as shown on the register of members of the Company, are outside Hong Kong
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of Shares
“Share Offer”	the voluntary conditional general cash offer to be made by Kingston Securities for and on behalf of the Offeror in accordance with the Takeovers Code to acquire all of the outstanding Shares (other than those already owned by or agreed to be acquired by the Offeror and parties acting in concert with it) in accordance with the terms and conditions set out in this joint announcement
“Share Offer Price”	the price of HK\$0.08 per Offer Share, payable by the Offeror to the Shareholders for each Offer Share accepted under the Share Offer
“Share Option(s)”	the share options granted by the Company pursuant to the Share Option Schemes
“Share Option Scheme”	the share option scheme of the Company adopted on 2 June 2010 and refreshed on 29 September 2017
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers published by the SFC
“%”	per cent

Certain amounts and percentage figures in this joint announcement have been subject to rounding adjustments.

By order of the board of directors of
Brilliant Sunshine
International Limited
Ng Leung Ho
Director

By order of the Board
Hang Pin Living Technology
Company Limited
Lam Kai Yeung
Chief Executive Officer &
Executive Director

Hong Kong, 6 August 2024

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of the Offeror is comprised of Mr. Ng Leung Ho and Mr. Yu Xueming.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises Mr. Lam Kai Yeung and Mr. Zhang Kaiyuan as executive directors, Dr. Lam Lee G, Mr. Chan Kin and Mr. Chau Chi Yan Benny as independent non-executive directors.

** For identification purposes only*