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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**



**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**

- (1) LEVEL OF ACCEPTANCE;  
(2) THE OFFERS HAVE BECOME UNCONDITIONAL IN  
ALL RESPECTS;  
AND  
(3) THE OFFERS REMAIN OPEN FOR ACCEPTANCE**

**Financial Adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**



**INCU Corporate Finance Limited**

Reference is made to the composite document dated 27 August 2024 (the “**Composite Document**”) jointly published by Hang Pin Living Technology Company Limited (the “**Company**”) and Brilliant Sunshine International Limited (the “**Offeror**”) in relation to the Offers. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **LEVEL OF ACCEPTANCE**

As at 4:00 p.m. on Tuesday, 10 September 2024, the Offeror had received:

- (i) valid acceptances in respect of a total of 322,745,404 Offer Shares (the “**Acceptance Share(s)**”) under the Share Offer, representing approximately 41.07% of the entire issued share capital of the Company as at the date of this joint announcements; and
- (ii) valid acceptances in respect of a total of 5,192,000 Share Options (the “**Acceptance Share Option(s)**”) under the Option Offer, representing approximately 25.00% of the Share Options.

Taking into account the Acceptance Shares (subject to the Share Offer becoming unconditional and the completion of the transfer of those Acceptance Shares to the Offeror) and the 103,950,000 Shares already owned by the Offeror and parties acting in concert with it (representing approximately 13.23% of the total issued share capital of Company), the Offeror and parties acting in concert with it are interested in an aggregate of 426,695,404 Shares, representing approximately 54.29% of the total issued share capital of the Company as at the date of this joint announcement.

Accordingly, the Offeror announce that the Condition (i) set out in the section headed “Conditions to the Offers” in the “Letter from Kingston Securities” in the Composite Document relating to the level of acceptance of the Share Offer, the text of which is set out in the Composite Document, has been satisfied.

## **OFFERS HAVING BECOME UNCONDITIONAL IN ALL RESPECTS**

As all Conditions set out in the section headed “Conditions to the Offers” in the “Letter from Kingston Securities” in the Composite Document, the text of which is set out in the Composite Document, have now been satisfied, the Offeror announces that the Offers have become unconditional in all respects on 10 September 2024.

Save for the purchase of Mr. Ng’s Shares by the Offeror on 6 August 2024, none of the Offeror and parties acting in concert with it (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement of the Offer Period; or (ii) save for the Acceptance Shares and the Acceptance Share Options, has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period and up to and including the date of this joint announcement. Neither the Offeror nor the parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to and including the date of this joint announcement.

## **THE OFFERS REMAIN OPEN FOR ACCEPTANCE**

Pursuant to Rules 15.1 and 15.3 of the Takeovers Code, the Offers must remain open for acceptance for at least 14 days after the Offers become unconditional in all respects, but in any case at least 21 days following the date of despatch of the Composite Document (i.e. 27 August 2024). Accordingly, the Offers will remain open for acceptance until 4:00 p.m. on Tuesday, 24 September 2024 (or such other time and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code). All other terms of the Offers as set out in the Composite Document and the Form(s) of Acceptance remain unchanged.

Further announcement on the result of the Offers will be made by 7:00 p.m. on Tuesday, 24 September 2024 in accordance with Rule 19.1 of the Takeovers Code.

**Independent Shareholders and/or the Optionholders are strongly advised to read the Composite Document and the Form(s) of Acceptance carefully, including the recommendation from the Independent Board Committee and the advice from the Independent Financial Adviser, before deciding whether or not to accept the Share Offer and/or the Option Offer (as the case may be), and for the details of acceptance procedures if they wish to accept the Share Offer and/or the Option Offer (as the case may be).**

## **SETTLEMENT OF THE OFFERS**

Remittances in respect of the cash consideration in respect of the acceptances of the Offers will be despatched to the accepting holders of the Offer Shares and Optionholders (as applicable) by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days of the later of (i) the date on which the Offers become, or are declared unconditional (i.e. the date of this joint announcement); 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.

## WARNING

**Shareholders, Optionholders and potential investors of the Company are advised to exercise caution when dealing in the relevant securities of the Company. If any Shareholders, Optionholders or potential investors of the Company are in any doubt about their position, they should consult their own professional advisers.**

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, 10 September 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.*