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## **HANS GROUP HOLDINGS LIMITED**

**漢思集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 00554)**

### **DISCLOSEABLE TRANSACTION IN RELATION TO THE SECOND PHASE RENOVATIONS**

On 7 August 2025 (after trading hours), DZ International, a subsidiary of the Company, entered into the Relevant Contracts with the New Contractors, pursuant to which the New Contractors were engaged to procure and install certain equipment and machinery for the Second Phase Renovations at the aggregate consideration of RMB6,382,000 (equivalent to approximately HK\$7,013,000).

Prior to the engagement of the New Contractors, DZ International has also entered into the Existing Contracts engaging the Existing Contractors in relation to the Second Phase Renovations.

#### **LISTING RULES IMPLICATION**

The Existing Contracts and the Relevant Contracts involve the same project and form a series of transactions conducted within the past 12-month period. The Company aggregates the Relevant Contracts with the Existing Contracts for the purpose of computing the relevant percentage ratios pursuant to Rule 14.22 of the Listing Rules.

Each of the Second Phase Contracts on a standalone basis, as well as the Existing Contracts taken on an aggregated basis, do not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules. However, upon aggregation of the Existing Contracts and the Relevant Contracts, one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules is or are more than 5% but less than 25%. As a result, entering into the Relevant Contracts (when aggregated with the Existing Contracts) constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements set out therein.

## INTRODUCTION

Reference is made to the voluntary announcement of the Company dated 30 June 2025 in relation to the Second Phase Renovations.

The Second Phase Renovations involve the conversion of the existing 50,000-tonne oil and gas berth of DZIT currently used for handling oil products and liquid chemical products into a 50,000-tonne dedicated liquefied hydrocarbon terminal.

On 7 August 2025 (after trading hours), DZ International, a subsidiary of the Company, entered into the Relevant Contracts with the New Contractors, pursuant to which the New Contractors were engaged to procure and install certain equipment and machinery for the Second Phase Renovations at the aggregate consideration of RMB6,382,000 (equivalent to approximately HK\$7,013,000).

Prior to the engagement of the New Contractors, DZ International has also entered into the Existing Contracts engaging the Existing Contractors in relation to the Second Phase Renovations.

## RELEVANT CONTRACTS

The salient terms of the two Relevant Contracts (referred to as “Contract 1” and “Contract 2” in the following) are set out below.

### Contract 1

**Date:** 7 August 2025

**Parties:**

- (1) DZ International, as the principal;
- (2) Guangzhou Guantong, as the agent; and
- (3) Lianyungang Busheng, as the manufacturer.

**Equipment purchased:** Under the terms of Contract 1, the following equipment shall be procured and delivered to DZ International by 4 November 2025:

- (a) four 8-inch oil transfer arms;
- (b) one 16-inch oil transfer arm;
- (c) related accessories and consumables for the oil transfer arms; and
- (d) nine sets of quick-release hooks (with winch), inclusive of one load monitoring and remote release systems,

in each case in accordance with the requirements under Contract 1 and the technical agreements attached thereunder.

Contract 1 is a lump-sum contract under which Lianyungang Busheng is responsible for the delivery, related insurance, inspection, on-site implementation and testing of the equipment at DZIT (including system integration for hooks). Contract 1 also provides a seven-year warranty for the oil transfer equipment, with free maintenance services on the oil transfer arms during the first two years (excluding consumables).

### **Consideration payable for Contract 1**

The consideration payable to Lianyungang Busheng under Contract 1 amounts to RMB5,431,000 (inclusive of value added tax) (equivalent to approximately HK\$5,968,000), to be paid as follows:

- in respect of the consideration for the oil transfer arms (items (a) to (c) above) in the amount of RMB4,073,000 (equivalent to approximately HK\$4,476,000):
  - o within 5 business days after the signing of Contract 1, an advance of RMB1,213,000 (equivalent to approximately HK\$1,333,000) will be paid as a deposit;
  - o after the equipment is fully assembled and tested, and upon DZ International's inspection and acceptance at the factory, an additional RMB1,213,000 (equivalent to approximately HK\$1,333,000) shall be paid within 5 business days of a valid invoice;
  - o after on-site commissioning and acceptance of the equipment, DZ International shall pay a further RMB1,516,000 (equivalent to approximately HK\$1,666,000) within 5 business days of receiving a valid invoice; and
  - o the remaining RMB132,000 (equivalent to approximately HK\$145,000) shall be retained as a quality assurance deposit, to be paid within 5 business days after the end of the second year in the quality assurance period, provided there are no claims for quality issues during this time,

- in respect of the consideration for the quick-release hooks (item (d) above) in the amount of RMB1,358,000 (equivalent to approximately HK\$1,492,000):
  - o within 5 business days after the signing of Contract 1, an advance of RMB407,000 (equivalent to approximately HK\$447,000) will be paid;
  - o after the equipment is fully assembled and tested, and upon DZ International's inspection and acceptance at the factory, an additional RMB407,000 (equivalent to approximately HK\$447,000) shall be paid within 5 business days of a valid invoice;
  - o after on-site commissioning and acceptance of the equipment, DZ International shall pay a further RMB505,000 (equivalent to approximately HK\$555,000) within 5 business days of receiving a valid invoice; and
  - o the remaining RMB38,000 (equivalent to approximately HK\$42,000) shall be retained as a quality assurance deposit, to be paid within 5 business days after the end of the second year in the quality assurance period, provided there are no claims for quality issues during this time.

In addition to the consideration payable to Lianyungang Busheng, DZ International shall also pay an agency fee to Guangzhou Guantong. The agency fee is charged at 1% of the consideration payable to Lianyungang Busheng, payable to Guangzhou Guantong each time DZ International pays Lianyungang Busheng under Contract 1.

Taking into account the agency fee, the total consideration payable under Contract 1 amounts to approximately RMB5,485,000 (equivalent to approximately HK\$6,027,000).

## **Contract 2**

**Date:** 7 August 2025

**Parties:** (1) DZ International, as the principal; and  
(2) Shanghai Eminent, as the supplier.

**Equipment purchased:** Under Contract 2, Shanghai Eminent shall procure a DN400 low-temperature oil transfer arm, including hydraulic substation, pre-embedded components, and accessories in accordance with the requirements under Contract 2 and the technical agreement attached thereunder.

Contract 2 is a lump-sum contract under which Shanghai Eminent is responsible for the delivery, related insurance, inspection, on-site implementation and testing of the equipment at DZIT. Contract 2 also provides a seven-year warranty for the equipment.

## **Consideration payable for Contract 2**

The total consideration under Contract 2 amounts to RMB897,000 (inclusive of value added tax) (equivalent to approximately HK\$986,000), to be paid as follows:

- within 5 business days after the signing of Contract 2, an advance of RMB269,000 (equivalent to approximately HK\$296,000) will be paid as a deposit;
- after the equipment is fully assembled and tested, and upon DZ International's inspection and acceptance at the factory, an additional RMB269,000 (equivalent to approximately HK\$296,000) shall be paid within 5 business days of a valid invoice;
- after on-site commissioning and acceptance of the equipment, DZ International shall pay a further RMB314,000 (equivalent to approximately HK\$345,000) within 5 business days of receiving a valid invoice; and
- the remaining RMB48,000 (equivalent to approximately HK\$53,000) shall be retained as a quality assurance deposit, to be paid within 5 business days after the end of the second year in the quality assurance period, provided there are no claims for quality issues during this time.

The consideration payable under the Relevant Contracts, as well as the consideration paid (or to be paid) under the Exiting Contracts, were arrived after arm's length negotiations between DZ International and each of the Contractors and was determined with reference to the size and project design of each Second Phase Contract's scope in respect of the Second Phase Renovations. In evaluating the consideration payable under the Second Phase Contracts, DZ International also took into account the value of the equipment and cost of any labour and raw material concerned, prevailing market rates for similar services and renovation works, quotations obtained from comparable contractors, as well as the technical capabilities, track record and market reputation of each Contractor, in order to ensure that the terms (including the considerable payable) were fair and reasonable, and based on normal commercial practices. The consideration under the Second Phase Contracts has been, and is expected to be, funded by the internal resources of the Group.

## **EXISTING CONTRACTS**

As of the date of this announcement, DZ International has entered into eight Existing Contracts for the Second Phase Renovations with nine Existing Contractors (one of which, Guangzhou Guantong, is also a New Contractor). The total consideration payable under the Existing Contracts amounts to approximately RMB49,932,000 (equivalent to approximately HK\$54,870,000).

Salient details of the Existing Contracts are as follows:

| <b>Date</b>  | <b>Existing Contractor(s)</b>             | <b>Subject of the Existing Contract</b>   | <b>Consideration payable</b><br><i>(rounded to the nearest thousand)</i>    |
|--------------|---|---|---|
| 16 July 2025 | China Fisheries                           | Hydraulic structure construction contract for oil and gas berth renovation  | RMB25,880,000<br>(equivalent to approximately HK\$28,440,000)               |
| 16 July 2025 | Sichuan Chemical                          | Construction projects for electrical instruments, HVAC, environmental protection water supply and drainage, firefighting equipment and facilities, and steel structure installation | RMB18,330,000<br>(equivalent to approximately HK\$20,143,000)               |
| 31 July 2025 | Guangzhou Guantong and Zhuhai Tengmao     | Sale and purchase contract for fluid flowmeters   | RMB4,056,000<br>(equivalent to approximately HK\$4,457,000)                 |
| 30 June 2025 | Guangzhou Huashen                         | Supervision contract for oil and gas berth renovation project   | RMB1,100,000<br>(equivalent to approximately HK\$1,209,000)                 |
| 24 July 2025 | Guangzhou Guantong and Chengdu Xingyu     | Industrial and mining product procurement contract (transmitters, thermometers, diaphragm pressure gauges, etc.)  | RMB199,000<br>(equivalent to approximately HK\$219,000)                     |
| 10 July 2025 | Guangzhou Guantong and Chengdu Ankexin    | Sale and purchase contract for combustible gas detector   | RMB46,000<br>(equivalent to approximately HK\$51,000)                       |
| 10 July 2025 | Guangzhou Guantong and Guangzhou Huabiao  | Sale and purchase contract for uninterruptible power supply equipment   | RMB146,000<br>(equivalent to approximately HK\$162,000)                     |
| 10 July 2025 | Guangzhou Guantong and Changzhou Kexianda | Sale and purchase contract for public address and intercom system   | RMB175,000<br>(equivalent to approximately HK\$192,000)                     |
| <b>Total</b> |   |   | <b>RMB49,932,000</b><br><b>(equivalent to approximately HK\$54,870,000)</b> |

## REASONS FOR AND BENEFITS OF ENTERING INTO THE SECOND PHASE CONTRACTS

The Group is committed to capitalising on market opportunities and diversifying its terminal storage business to enhance revenue streams and maximise shareholder value. By leveraging the spare capacity of jetties and the vacant land at DZIT, the Group aims to optimise the utilisation of its existing assets. The Second Phase Renovations are a strategic step in this direction, as they will enable the transformation of DZIT into a more specialised and competitive facility. This transformation is expected to strengthen DZ International's market position, improve operational efficiency, and cater to the growing demand for liquefied hydrocarbon storage and handling. Ultimately, these efforts are designed to ensure the long-term sustainability of the Group's operations while unlocking greater value for its shareholders.

The Directors consider that the terms of the Second Phase Contracts, including the respective consideration payable thereunder, are on normal commercial terms, fair and reasonable and are in the interests of the Company and its shareholders as a whole.

## INFORMATION ON THE GROUP AND THE CONTRACTORS

The Group is a leading operator providing integrated facilities of jetties, storage tanks, warehousing, and logistics services in south China for petroleum and liquid chemical products. Through its subsidiary, Bravo Transport Holdings Limited, the Group also provides franchised and non-franchised bus services under the brand "Citybus" in Hong Kong as well as media and advertising services.

To the best of the Directors' knowledge, information and belief based on publicly available information, each of the Contractors is established under the laws of the PRC and operates as follows:

| Contractor         | Principal Business   | Ownership of Contractor   |
|--------------------|--|---|
| Sichuan Chemical   | General contracting for large and medium-sized industrial projects in chemical, petrochemical, electromechanical, light industry, pharmaceutical, and mining sectors.    | Indirectly owned as to 90% by Zhao Anhua (趙安花), who controls 100% of the voting rights in Sichuan Chemical. |
| Shanghai Eminent   | Manufacturing of ocean engineering equipment, development of key systems for ocean engineering, design, manufacturing, installation, maintenance, and sale of machinery. | Indirectly owned as to 70% by Yang Xiangye (楊向葉) and 30% by Xu Luming (徐盧明).                                |
| Guangzhou Guantong | Management of flood control facilities; wastewater treatment and recycling services; water pollution prevention and control, etc.  | Owned as to 60% by Miao Xingwen (苗興文), 30% by Miao Junnan (苗君男), and 10% by Fang Jianfeng (方劍鋒).            |



| <b>Contractor</b>      | <b>Principal Business</b>  | <b>Ownership of Contractor</b>   |
|------------------------|--|--|
| Lianyungang<br>Busheng | Manufacture and sale of marine and land fluid loading arms, movable ladders, boarding ladders, quick-release hooks, mooring winches, hose cranes, laser docking, and oil depot automated systems, etc.   | Owned as to 75% by Liu Hu (劉虎) and 25% by Su Lin (蘇琳).   |
| China<br>Fisheries     | Construction of port and waterway works, fishing port and vessel berths, and foreign contracted engineering works.   | Indirectly wholly-owned by the State-owned Assets Supervision and Administration Commission of the State Council of the PRC. |
| Zhuhai<br>Tengmao      | Software development and computer system integration, etc.   | Owned as to 50% by Tan Lingli (譚玲利) and 50% by Xiao Guangyong (蕭光勇).   |
| Guangzhou<br>Huashen   | Provides engineering management and other technical services, such as construction project supervision, quality inspection, engineering cost consulting, inspection and testing, construction project design, and construction project surveying.  | Owned as to 54% by Guo Huacai (郭華才) and 46% by Xiong Ao (熊翱).  |
| Chengdu<br>Xingyu      | Sale of industrial automatic control system devices, instruments and meters, and laboratory analysis instruments, etc.   | Wholly-owned by Chen Junlin (陳俊林).   |
| Chengdu<br>Ankexin     | Design, development, production, and sales of industrial and civil automation control systems, electrical signal equipment devices, detectors, controllers, explosion-proof electrical equipment, explosion-proof instruments, and other and related equipment and software, as well as technical consulting services. | Indirectly owned as to 16.89% by Fu Yuchen (傅宇晨), who controls 100% of the voting rights in Chengdu Ankexin.                 |



| <b>Contractor</b>     | <b>Principal Business</b>   | <b>Ownership of Contractor</b>  |
|-----------------------|---|---|
| Guangzhou<br>Huabiao  | Wholesale and retail of computer hardware, software, and auxiliary equipment, software sales, and the sales of digital video surveillance systems, information security equipment, communication equipment, and mechanical equipment, as well as related integration and consulting services. | Owned as to 95% by Liu Yingfeng (劉穎峰) and 5% by Zeng Youzhen (曾友珍).     |
| Changzhou<br>Kexianda | Sales, installation, technical development, consulting, and services for communication, broadcasting, alarm, signalling and monitoring equipment, and related information processing and computerised facilities.   | Owned as to 62% by Huang Haibin (黃海斌) and 38% by Huang Zhongguan (黃仲官). |

The Contractors were selected through a tendering process with regard to the proposed fee for their services and their experience and reputation in the relevant field. As of the date of this announcement, to the best of the Directors' knowledge, information and belief based on information available publicly, each of the Contractor and its ultimate beneficial owner(s) is an Independent Third Party.

## **LISTING RULES IMPLICATION**

The Existing Contracts and the Relevant Contracts involve the same project and form a series of transactions conducted within the past 12-month period. The Company aggregates the Relevant Contracts with the Existing Contracts for the purpose of computing the relevant percentage ratios pursuant to Rule 14.22 of the Listing Rules.

Each of the Second Phase Contracts on a standalone basis, as well as the Existing Contracts taken on an aggregated basis, do not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules. However, upon aggregation of the Existing Contracts and the Relevant Contracts, one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules is or are more than 5% but less than 25%. As a result, entering into the Relevant Contracts (when aggregated with the Existing Contracts) constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements set out therein.

## DEFINITIONS

In this announcement, unless the context requires otherwise, the following expression shall have the meanings set out below:

|                      |  |
|----------------------|--|
| “Board”              | the board of Directors.  |
| “Changzhou Kexianda” | Changzhou Kexianda Communication Technology Co., Ltd.* (常州科先達通訊技術有限公司), a company established under the laws of the PRC.   |
| “Chengdu Ankexin”    | Chengdu Ankexin Electronics Co., Ltd.* (成都安可信電子股份有限公司), a company established under the laws of the PRC.   |
| “Chengdu Xingyu”     | Chengdu Xingyu Liquid Control Equipment Co., Ltd.* (成都星語流體控制設備有限公司), a company established under the laws of the PRC.  |
| “China Fisheries”    | China Fisheries Guangzhou Harbour Construction Engineering Company* (中國水產廣州建港工程公司), a company established under the laws of the PRC.   |
| “Company”            | Hans Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (stock code: 554).  |
| “Contract 1”         | has the meaning as defined in the section headed “ <i>RELEVANT CONTRACTS</i> ” in this announcement.   |
| “Contract 2”         | has the meaning as defined in the section headed “ <i>RELEVANT CONTRACTS</i> ” in this announcement.   |
| “Contractors”        | the New Contractors and Existing Contractors.  |
| “Director(s)”        | director(s) of the Company.  |
| “DZ International”   | Dongguan Dongzhou International Petrochemical Storage Limited* (東莞市東洲國際石化倉儲有限公司), an indirect subsidiary of the Company.   |
| “DZIT”               | Dongzhou International Terminal, the oil and gas berths at the terminal owned and operated by DZ International, which is situated in Lisha Island, Humen Harbour District, Shatian County, Dongguan City, Guangdong Province, the PRC, with a total of land and coastal site area of over 830,000 square metres. |

|                                |   |
|--------------------------------|---|
| “Existing Contractors”         | counterparties to DZ International under the Existing Contracts, namely China Fisheries, Sichuan Chemical, Changzhou Kexianda, Guangzhou Guantong, Guangzhou Huashen, Guangzhou Huabiao, Chengdu Ankexin, Chengdu Xingyu and Zhuhai Tengmao         |
| “Existing Contracts”           | the contracts entered into by DZ International in connection with the Second Phase Renovation between 30 June 2025 and 31 July 2025, further details of which are set out in the section headed “ <i>EXISTING CONTRACTS</i> ” in this announcement. |
| “Group”                        | the Company and its subsidiaries.   |
| “Guangzhou Guantong”           | Guangzhou Guantong Petrochemical Equipment Installation and Maintenance Co., Ltd.* (廣州冠通石化設備安裝維修有限公司), a company established under the laws of the PRC.   |
| “Guangzhou Huabiao”            | Guangzhou Huabiao Information Technology Co., Ltd.* (廣州華表信息技術有限公司), a company established under the laws of the PRC.  |
| “Guangzhou Huashen”            | Guangzhou Huashen Construction Engineering Management Co., Ltd.* (廣州華申建設工程管理有限公司), a company established under the laws of the PRC.   |
| “HK\$”                         | Hong Kong dollar(s), the lawful currency of Hong Kong.  |
| “Hong Kong”                    | the Hong Kong Special Administrative Region of the PRC.   |
| “Independent Third Party(ies)” | person(s) who is(are) independent of and not connected with the Company and its connected persons   |
| “Lianyungang Busheng”          | Lianyungang Busheng Machinery Co., Ltd.* (連雲港步升機械有限公司), a company established under the laws of the PRC.  |
| “Listing Rules”                | the Rules Governing the Listing of Securities on the Stock Exchange.  |
| “New Contractors”              | Shanghai Eminent, Guangzhou Guantong and Lianyungang Busheng.   |
| “PRC”                          | the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, Macao Special Administrative Region and Taiwan.  |
| “Relevant Contracts”           | the two contracts entered into by DZ International on 7 August 2025 in connection with the Second Phase Renovation, details of which are set out in the section headed “ <i>RELEVANT CONTRACTS</i> ” in this announcement.                          |

|                            |  |
|----------------------------|--|
| “RMB”                      | Renminbi, the lawful currency of PRC.  |
| “Second Phase Contracts”   | the Existing Contracts and Relevant Contracts.   |
| “Second Phase Renovations” | the second phase renovation project of DZIT involving the conversion of the existing 50,000-tonne oil and gas berth of DZIT, which is currently used for handling oil products and liquid chemical products, into a 50,000-tonne dedicated liquefied hydrocarbon terminal capable of handling low-temperature propane, low-temperature butane, low-temperature ethylene, low-temperature propylene, ambient-temperature propane, ambient-temperature butane, ambient-temperature propylene, and liquefied petroleum gas, further details of which are set out in the voluntary announcement of the Company dated 30 June 2025. |
| “Sichuan Chemical”         | Sichuan Chemical Construction Investment Group Co., Ltd.* (四川省化工建投集團有限公司), a company established under the laws of the PRC.  |
| “Shanghai Eminent”         | Shanghai Eminent Enterprise Development Co., Ltd.* (上海冠卓企業發展有限公司), a company established under the laws of the PRC.  |
| “Stock Exchange”           | The Stock Exchange of Hong Kong Limited.   |
| “Zhuhai Tengmao”           | Zhuhai Tengmao Technology Co., Ltd.* (珠海騰茂科技有限公司), a company established under the laws of the PRC.  |
| “%”                        | per cent.  |

*For illustration purposes, amounts in RMB in this announcement have been translated into RMB1 = HK\$1.098901. Such conversion shall not be construed as representations that amounts in RMB were or may have been converted into HK\$ as such rate or any other exchange rate.*

*Unless otherwise indicated, all amounts in HK\$ or RMB have been rounded to the nearest thousand.*

*\* For identification purposes only*

By order of the Board  
**Hans Group Holdings Limited**  
漢思集團控股有限公司  
**Yang Dong**  
*Chief Executive Officer and Executive Director*

Hong Kong, 7 August 2025

*As at the date of this announcement, the Board comprises four executive directors, namely Mr. David An (Chairman), Mr. Yang Dong, Mr. Zhang Lei and Mr. Li Wai Keung; four non-executive directors, namely Mr. Chung Chak Man, William, Mr. Nicolas Charles Philippe de Mascarel de la Corbiere, Mr. James Anthony Williamson and Mr. Hui Hon Chung, Stanley; and four independent non-executive directors, namely Mr. Chan Chun Wai, Tony, Ms. Helen Zee, Mr. Choy Chak Wa, Peter and Ms. Yang Fan.*

*website: [www.hansgh.com](http://www.hansgh.com)*