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If you are in doubt as to any aspect of this circular, you should consult your licensed securities dealers or registered Institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of Hidili Industry International Development Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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Hidili Industry International Development Limited
恒鼎實業國際發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01393)

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES BY THE COMPANY;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held virtually through an online platform at http://meetings.computershare.com/HidiliIndustry_2025AGM on Monday, 30 June 2025 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. This circular together with the form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.hidili.com.cn.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting through the Online Platform at the annual general meeting or any adjournment thereof should you so wish. For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

29 May 2025

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GUIDANCE FOR THE ANNUAL GENERAL MEETING

VIRTUAL ANNUAL GENERAL MEETING

The Company will conduct the Annual General Meeting virtually through an online platform at http://meetings.computershare.com/HidiliIndustry_2025AGM (the “**Online Platform**”), which allows Shareholders to attend the Annual General Meeting online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to access the live audio broadcast, cast their vote and submit questions in written form via their mobile phones, tablets, or computers.

ATTENDING THE ANNUAL GENERAL MEETING BY ELECTRONIC MEANS

Shareholders who wish to attend the Annual General Meeting and exercise their voting rights can achieve this in one of the following ways:

- (a) attend the Annual General Meeting through the Online Platform which enables live audio streaming and an interactive platform for Q& A and cast their vote online; or
- (b) appoint the Chairman of the Annual General Meeting or other persons as their proxy to attend the Annual General Meeting through the Online Platform and cast their vote online.

The authority and instruction to the proxy or proxies will be revoked if the Shareholder attends and votes through the Online Platform.

Login details for Registered Shareholders: Registered Shareholders can refer to the accompanying letter sent by post for details.

Login details for Non-Registered Shareholders: Non-Registered Shareholders, whose Shares are held in the Central Clearing and Settlement System (“**CCASS**”) through banks, brokers, custodians, nominees or HKSCC Nominees Limited (as the case may be) (collectively, the “**Intermediaries**”), who wish to attend and vote at the Annual General Meeting, should (i) contact their Intermediaries through which Shares are held to appoint themselves as proxy, and (ii) provide their e-mail address to their Intermediaries, before the deadline required by their Intermediaries. Details regarding the Annual General Meeting arrangements including the login details to access the Online Platform will be sent by the Hong Kong Share Registrar, to the e-mail address provided.

The Online Platform will be open from 9:30 a.m. on Monday, 30 June, 2025 (i.e. approximately 30 minutes prior to the commencement of the Annual General Meeting). Shareholders should allow ample time to login the Online Platform to complete the required procedures. For details relating to the use of the Online Platform, please refer to the Online Meeting User Guide published on the Company’s website.

Shareholders should note that only one device is allowed per login. Please keep the login details in safe custody for use at the Annual General Meeting and do not disclose them to anyone else. Neither the Company nor the Hong Kong Share Registrar assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for attendance, voting or otherwise. The submission of a vote through the Online Platform using your login details will be conclusive evidence that the vote was cast by you as a Shareholder.

For any queries relating to any of the above matters, please call the Hong Kong Share Registrar’s telephone hotline at +852 2862 8555 during business hours from 9:00 a.m. to 6:00 p.m. from Monday to Friday, excluding public holidays.

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“AGM”	the annual general meeting of the Company to be held virtually through an online platform at http://meetings.computershare.com/HidiliIndustry_2025AGM on Monday, 30 June 2025 at 10:00 a.m. or any adjournment thereof
“AGM Notice”	notice convening the AGM as set out on pages 15 to 19 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning as ascribed thereto under the Listing Rules
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	Hidili Industry International Development Limited 恒鼎實業國際發展有限公司, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“General Mandates”	the Share Issue Mandate and the Share Buy Back Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 May 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“M&A”	the existing memorandum of association and articles of association of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice

DEFINITIONS

“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	the share(s) of HK\$0.10 each in the capital of the Company (or of such nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Buy Back Mandate”	the proposed general mandate to be granted to the Directors to permit the buy back of Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue or otherwise deal with Shares (including any sale or transfer of any treasury Shares) with an aggregate nominal value not exceeding 20% of the share capital of the Company in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate
“Special Resolution”	the proposed special resolution as referred to in the AGM Notice
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers, as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



Hidili Industry International Development Limited

恒鼎實業國際發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01393)

Executive Directors:

Mr. Xian Fan (*Chairman*)

Mr. Sun Jiankun

Mr. Zhuang Xianwei

Non-executive Director:

Ms. Qiao Qian

Independent non-executive Directors:

Mr. Chan Shiu Yuen Sammy

Mr. Huang Rongsheng

Ms. Xu Manzhen

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head office:

16th Floor, Dingli Mansion

No. 185 Renmin Road

Panzhihua

Sichuan 617000

The PRC

29 May 2025

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES BY THE COMPANY;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in relation to the resolutions to be proposed at the AGM in respect of the Share Issue Mandate, the Share Buy Back Mandate and the proposed re-election of the retiring Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

At the AGM, Ordinary Resolution No. 8 will be proposed for the Shareholders to consider and, if thought fit, approve a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares (including any sale or transfer of any treasury Shares) during the period as set out in Ordinary Resolution No. 8 up to 20% of the issued share capital of the Company (excluding any treasury Shares) as at the date of passing Ordinary Resolution No. 8. In addition, Ordinary Resolution No. 10 will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the aggregate number of Shares which are allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate, the number of Shares bought back under the Share Buy Back Mandate, if granted.

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,605,259,407 fully paid up Shares. Assuming that there is no change in the issued share capital of the Company (excluding any treasury Shares) between the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be allotted and issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 921,051,881 Shares (excluding any treasury Shares).

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions Nos. 8 and 10 as referred to in the AGM Notice. These mandates will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable laws to be held; and
- (c) the date on which the authority given under Ordinary Resolutions Nos. 8 and 10 respectively as referred to in the AGM Notice is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

3. GENERAL MANDATE TO BUY BACK SHARES

At the AGM, Ordinary Resolution No. 9 will be proposed for the Shareholders to consider and, if thought fit, approve a general mandate to the Directors to exercise the power of the Company to buy back Shares during the period as set out in Ordinary Resolution No. 9 up to 10% of the issued share capital of the Company (excluding any treasury Shares) as at the date of passing Ordinary Resolution No. 9. The Shares which may be bought back pursuant to the Share Buy Back Mandate is up to 10% of the issued share capital of the Company (excluding any treasury Shares) on the date of passing the resolution approving the Share Buy Back Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,605,259,407 fully paid up Shares. Assuming that there is no change in the issued share capital of the Company (excluding any treasury Shares) between the Latest Practicable Date and the date of passing the

LETTER FROM THE BOARD

resolution approving the Share Buy Back Mandate, the maximum number of Shares which may be bought back pursuant to the Share Buy Back Mandate on the date of passing the resolution approving the Share Buy Back Mandate will be 460,525,940 Shares (excluding any treasury Shares).

The Listing Rules has been amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Share Buy Back Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to Ordinary Resolution No. 8 and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

An explanatory statement as required under Rule 10.06(1) of the Listing Rules, giving certain information regarding the Share Buy Back Mandate, is set out in Appendix I to this circular. The Share Buy Back Mandate will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable laws to be held; and
- (c) the date on which the authority given under Ordinary Resolution No. 9 as referred to in the AGM Notice is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 87(1) and 87(2) of the Articles, Mr. Zhuang Xianwei and Mr. Chan Shiu Yuen Sammy shall retire by rotation, and being eligible, offered themselves for re-election at the AGM.

In accordance with Article 86(3) of the Articles, Mr. Xian Fan and Ms. Qiao Qian appointed to fill casual vacancy will hold office until the first general meeting of Members and being eligible, offers themselves for re-election at the AGM.

Details of the above named Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

5. AGM

Set out on pages 15 to 19 of this circular is the AGM Notice convening the AGM at which, among other things, resolutions will be proposed to approve the Share Issue Mandate, the Share Buy Back Mandate and the re-election of retiring Directors who are due to retire at the AGM.

LETTER FROM THE BOARD

6. PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting through the Online Platform at the AGM or any adjournment thereof should you so wish.

For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions proposed at the AGM will be taken by poll. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hidili.com.cn) after the AGM.

8. RECOMMENDATION

The Directors believe that the grant of the Share Issue Mandate, the Share Buy Back Mandate and the re-election of the retiring Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,

By Order of the Board

Hidili Industry International Development Limited

Xian Fan

Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Share Buy Back Mandate for your consideration.

1. LISTING RULES RELATING TO THE BUY BACK OF SHARES

The Listing Rules permit companies with a primary listing on the Main Board of the Stock Exchange to buy back their securities subject to certain restrictions.

2. SHAREHOLDERS' APPROVAL

All proposed buy back of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction.

3. THE BUY BACK PROPOSAL

The resolution set out in Ordinary Resolution No. 9 as referred to in the AGM Notice relates to the granting of a general and unconditional mandate to the Directors to buy back, on the Stock Exchange or another stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission and the Stock Exchange, Shares up to a maximum of 10% of the issued share capital of the Company (excluding any treasury Shares) as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there were 4,605,259,407 Shares in issue and they were all fully paid up. Subject to the passing of the resolution granting the Share Buy Back Mandate and on the basis that no further Shares are issued or bought back before the AGM, the Company will be allowed to buy back a maximum of 460,525,940 Shares (excluding any treasury Shares) during the period commencing on the date of the passing of the resolution granting the Share Buy Back Mandate and ending (i) on the earliest of the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

The Listing Rules has been amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Share Buy Back Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to Ordinary Resolution No. 8 and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were

registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

4. REASONS FOR BUY BACK

Although the Directors have no present intention of buying back the Shares, they believe that it is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares on the market. Such buy back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy back will benefit the Company and the Shareholders as a whole.

5. FUNDING OF BUY BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company and the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any buy back of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the buy back or out of capital provided that on the day immediately following the date of buy back the Company is able to pay its debts as they fall due in the ordinary course of business.

As compared with the financial position of the Company as at 31 December 2024 (being the date of its latest published audited accounts), the Directors consider that there may be material adverse impact on the working capital or gearing position of the Company if the Share Buy Back Mandate is exercised in full during the proposed buy back period. However, the Directors do not intend to exercise the Share Buy Back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company.

6. SHARE PRICES

During each of the previous twelve months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

Month	Price Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2024		
May	0.118	0.079
June	0.144	0.100
July	0.118	0.080
August	0.087	0.074
September	0.077	0.052
October	0.108	0.070
November	0.082	0.056
December	0.071	0.057
2025		
January	0.068	0.056
February	0.067	0.059
March	0.062	0.044
April	0.057	0.048
May (Up to the Latest Practicable Date)	0.080	0.054

7. GENERAL INFORMATION AND UNDERTAKINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Buy Back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Share Buy Back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the Share Buy Back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the memorandum of association of the Company and the Articles.

8. TAKEOVERS CODE

If as a result of a buy back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Sanlian Investment Holding Limited, the entire issued share capital of which is owned by Xian Yang No.1A Ltd. and Sanlian No.1 Ltd., in which Mr. Xian Yang (who passed away on 10 September 2024), the late chairman of the Company, is the ultimate controlling shareholder, was interested in 1,040,674,000 shares (representing about 22.60%% of the issued share capital of the Company). As at the date of this circular, Ms. Qiao Qian, the spouse of Mr. Xian Yang, had engaged legal counsel to process her application for the inheritance of Mr. Xian Yang's estate. If the Share Buy Back Mandate is exercised in full, the shareholding of Sanlian Investment Holding Limited will be increased to about 25.11%.

Based on the above, an exercise of the Share Buy Back Mandate in full in accordance with the terms of Ordinary Resolution No. 9 as referred to in the AGM Notice to be proposed at the AGM will not give rise to an obligation to make a mandatory offer under Rule 26 and 32 of the Takeovers Code.

The Directors have no intention to exercise the Share Buy Back Mandate to an extent as would result in an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. Save as the above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any buy back of Shares pursuant to the Share Buy Back Mandate.

9. SHARES BOUGHT BACK BY THE COMPANY

No buy back of Shares have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise.

The details of the Directors who will retire from office by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

EXECUTIVE DIRECTOR**MR. XIAN FAN (鮮帆)**

Mr. Xian, aged 46, graduated from Sichuan University (四川大學) in 1999 with a bachelor's degree. Mr. Xian has served as a visiting professor at the Electronic Information Faculty of Sichuan University since 2006. From July 2005 to July 2009, he was assistant to the manager and manager of management department of the Company. Since August 2009, he acts as deputy general manager of Hidili Industry (China) Group Limited, a wholly-owned subsidiary of the Company. Mr. Xian is the chairman to the Board of Sichuan Zhizi Assets Management Co., Limited (a wholly-owned subsidiary of the Company) since December 2018 and Hidili (China) Coal Sales Co., Limited (a wholly-owned subsidiary of the Company) since December 2022. Mr. Xian is also a director of Petra Enterprises Limited, a company which holds approximately 0.07% of the issued share capital of the Company. Mr. Xian is the brother-in-law of Ms. Qiao Qian, the non-executive director of the Company.

Mr. Xian has entered into a service contract with the Company for a term of three years. His appointment is subject to normal retirement and re-election at the annual general meeting by the Shareholders pursuant to the Articles. His emolument will be determined with reference to the director's responsibilities and the Company's operations as well as remuneration benchmark in the industry and prevailing market conditions.

Save as disclosed above, Mr. Xian does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Mr. Xian holds no directorships in any public listed companies in the past three years.

There are no other matters concerning Mr. Xian that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Listing Rules.

MR. ZHUANG XIANWEI (莊顯偉)

Mr. Zhuang, aged 54, is our Executive Director and the General Manager of Coal Mines of the Company and is responsible for the operation of the Company's coal mines. He is also president of the Company's subsidiary, 恒鼎實業(中國)集團有限公司 (Hidili Industry (China) Group Limited*) and chairman of two of the Company's subsidiaries, namely 雲南東源恒鼎煤業有限公司 (Yunnan Dongyuan Hidili Coal Industry Company Limited*) and 六盤水恒鼎實業有限公司 (Liupanshui Hidili Industry Company Limited*). Mr. Zhuang is a mining engineer. Prior to joining the Company in March 2002, Mr. Zhuang worked for the production technology division at Panzhihua Coal Group for over 10 years with extensive experience in management of coal mines. Mr. Zhuang has 500,000 shares of the Company.

Mr. Zhuang has entered into a service contract with the Company for a term of three years. His appointment is subject to normal retirement and re-election at the annual general meeting by the Shareholders pursuant to the Articles. His emolument will be determined with reference to the director's responsibilities and the Company's operations as well as remuneration benchmark in the industry and prevailing market conditions.

Mr. Zhuang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Zhuang holds no directorships in any public listed companies in the past three years.

There are no other matters concerning Mr. Zhuang that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Listing Rules.

NON-EXECUTIVE DIRECTOR**MS. QIAO QIAN (喬遷)**

Ms. Qiao, aged 44, graduated from Sichuan Dance Academy and then joined Panzhihua TV Station as a host in 1998. She resigned in 2006. She joined U-Excel Education Singapore in 2015 and is currently the Administrative Manager. Ms. Qiao is the spouse of Mr. Xian Yang, the late founder, chairman and executive director of the Company and the sister-in-law of Mr. Xian Fan, the executive director and chairman of the Company.

The 1,040,674,000 shares of the Company are held by Sanlian Investment Holding Limited (“**Sanlian Investment**”), the issued share capital of which is jointly held by Xian Yang No.1A Ltd. (“**Xian Yang No.1A**”) and Sanlian No.1 Ltd. (“**Sanlian No.1**”). Mr. Xian Yang (who passed away on 10 September 2024) is the only controlling shareholder of Xian Yang No.1A and Sanlian No.1. In 2011, Mr. Xian Yang formed a discretionary trust, The Xian Yang Foundation 1, of which Trident Trust Company (Singapore) Pte. Limited is currently the trustee. By virtue of the SFO, Mr. Xian Yang is deemed to be interested in 1,040,674,000 shares held by Sanlian Investment and Ms. Qiao is also deemed, as the spouse of Mr. Xian Yang, to be interested in all the shares of the Company in which Mr. Xian Yang is deemed to be interested.

Ms. Qiao has entered into an appointment letter with the Company for a term of two years. Her appointment is subject to normal retirement and re-election at the annual general meeting by the Shareholders pursuant to the Articles. She is entitled to an annual emolument of RMB100,000 per annum being determined with reference to her duties and responsibilities with the Company.

Save as disclosed above, Ms. Qiao does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Ms. Qiao did not have any other interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Qiao holds no directorships in any public listed companies in the past three years.

There are no other matters concerning Ms. Qiao that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR**MR. CHAN SHIU YUEN SAMMY (陳紹源)**

Mr. Chan, aged 61, has over 21 years of experience in auditing, accounting, taxation, business consultancy and financial management. Mr. Chan holds a bachelor's degree in Commerce from Dalhousie University, Canada and is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Chan was an independent non-executive director of Da Sen Holdings Group Limited (stock code: 1580), a company listed on the main board of the Stock Exchange, during the period from August 2022 to 11 September 2024 since August 2022. Mr. Chan was an independent non-executive director of Powerleader Science & Technology Group Limited (“**Powerleader**”) (stock code: 8236), a company listed on the GEM of the Stock Exchange and withdrawn from listing on 30 December 2020, during the period from December 2009 to December 2020. During the period from May 2005 to May 2007, Mr. Chan was the company secretary and qualified accountant of Powerleader. During the period from July 2007 to February 2009, Mr. Chan was the deputy general manager of China Fibretech Limited (company registration no. 40381), a company listed on the main board of the Singapore Stock Exchange Limited. During the period from December 2009 to September 2015, Mr. Chan was the chief financial officer of Newtree Group Holdings Limited (stock code: 1323), a company listed on the main board of the Stock Exchange.

Mr. Chan has entered into an appointment letter with the Company for a term of two years. His appointment is subject to normal retirement and re-election at the annual general meeting by the Shareholders pursuant to the Articles. He is entitled to an annual emolument of RMB200,000 per annum being determined with reference to his duties and responsibilities with the Company.

Mr. Chan does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Chan did not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Chan holds no directorships in any other public listed companies in the past three years.

There are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Listing Rules.

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Hidili Industry International Development Limited **恒鼎實業國際發展有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01393)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Hidili Industry International Development Limited (the “**Company**”) will be held virtually through an online platform at http://meetings.computershare.com/HidiliIndustry_2025AGM on Monday, 30 June 2025 at 10:00 a.m. to transact the following ordinary business:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2024;
2. To re-elect Mr. Xian Fan as an executive director;
3. To re-elect Mr. Zhuang Xianwei as an executive director;
4. To re-elect Ms. Qiao Qian as a non-executive director;
5. To re-elect Mr. Chan Shiu Yuen Sammy as an independent non-executive director;
6. To authorise the board of directors to fix the remuneration of the directors of the Company;
7. To re-appoint ZHONGHUI ANDA CPA Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration; and

As special business, to consider and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions:

8. **“THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with

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additional shares in the share capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and/or options which may require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital of the Company allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as defined below) pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury shares) at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issues**” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose name appear on the register of members on a fixed record date in proportion to their

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holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

9. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company authorised to be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company (excluding any treasury shares) at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

10. **“THAT** conditional upon Ordinary Resolutions No. 8 and 9 set out in the notice convening this meeting being passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to Ordinary Resolution No. 8 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted

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by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 9 set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company (excluding any treasury shares) at the date of the passing of the said resolution.”

By Order of the Board
Hidili Industry International Development Limited
Xian Fan
Chairman

Hong Kong
29 May 2025

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. For the avoidance of doubt, holders of any treasury shares shall abstain from voting at general meetings in respect of any treasury shares held by them, if any.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of members of the Company will be closed from Tuesday, 24 June 2025 to Monday, 30 June 2025 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to be entitled to attend and vote for annual general meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 23 June 2025.
4. **Login details for Registered Shareholders:** Registered Shareholders can refer to the accompanying letter sent by post for details.

Login details for Non-Registered Shareholders: Non-Registered Shareholders, whose shares of the Company are held in the Central Clearing and Settlement System (CCASS) through banks, brokers, custodians, nominees or HKSCC Nominees Limited (as the case may be) (collectively, the “**Intermediaries**”), who wish to attend and vote at the Annual General Meeting, should (i) contact their Intermediaries through which the shares of the Company are held to appoint themselves as proxy, and (ii) provide their e-mail address to their Intermediaries, before the deadline required by their Intermediaries. Details regarding the Annual General Meeting arrangements including the login details to access the Online Platform will be sent by the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited (the “**Hong Kong Share Registrar**”), to the e-mail address provided.

The Online Platform will be open from 9:30 a.m. on Monday, 30 June, 2025 (i.e. approximately 30 minutes prior to the commencement of the Annual General Meeting). Shareholders should allow ample time to login the Online Platform to complete the required procedures. For details relating to the use of the Online Platform, please refer to the Online Meeting User Guide published on the Company's website.

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Shareholders should note that only one device is allowed per login. Please keep the login details in safe custody for use at the Annual General Meeting and do not disclose them to anyone else. Neither the Company nor the Hong Kong Share Registrar assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for attendance, voting or otherwise. The submission of a vote through the Online Platform using your login details will be conclusive evidence that the vote was cast by you as a Shareholder.

For any queries relating to any of the above matters, please call the Hong Kong Share Registrar's telephone hotline at +852 2862 8555 during business hours from 9:00 a.m. to 6:00 p.m. from Monday to Friday, excluding public holidays.

5. An explanatory statement containing further information concerning Ordinary Resolution No. 9 is set out in Appendix I to the circular of the Company dated 29 May 2025. Information of the retiring directors of the Company who are proposed to be re-elected at the annual general meeting is set out in Appendix II to the circular of the Company dated 29 May 2025.
6. As at the date hereof, the board of directors of the Company comprises Mr. Xian Fan (Chairman), Mr. Sun Jiankun and Mr. Zhuang Xianwei as the executive directors, Ms. Qiao Qian as the non-executive director and Mr. Chan Shiu Yuen Sammy, Mr. Huang Rongsheng and Ms. Xu Manzhen as the independent non-executive directors.