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MAN SHUN GROUP (HOLDINGS) LIMITED

萬順集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1746)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE LAPSE OF THE MOU AND END OF OFFER PERIOD

This announcement is made by Man Shun Group (Holdings) Limited (the “**Company**”) pursuant to Rule 3.7 of the Code on Takeovers and Mergers (“**Takeovers Code**”).

References are made to (i) the announcement of the Company dated 28 January 2025 (the “**Announcement**”) in relation to, among others, the MOU which sets out certain preliminary terms in relation to the Possible Transaction regarding the possible sale of the Sale Shares held by the Vendor to the Potential Purchaser or such entities controlled by the Potential Purchaser, which if materialised, may lead to a change in control of the Company and a mandatory general offer under Rule 26.1 of the Takeovers Code for all the issued Shares (other than those already owned by or agreed to be acquired by the Potential Purchaser or parties acting in concert with it); and (ii) the Company’s monthly update announcements dated 28 February 2025, 28 March 2025, 29 April 2025, and 28 May 2025, respectively, pursuant to Rule 3.7 of the Takeovers Code. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those used in the Announcement.

LAPSE OF THE MOU

As disclosed in the Announcement, the Possible Transaction is subject to the negotiations between the Vendor and the Potential Purchaser, and the signing of the Formal Agreement. The Board wishes to advise the Shareholders and potential investors that as informed by the Vendor, up to and including 30 June 2025, no Formal Agreement had been entered into between the Vendor, the Guarantors and the Potential Purchaser. Therefore, the MOU lapsed on 30 June 2025 upon the expiry of the Exclusivity Period, and the parties to the MOU have ceased negotiation regarding the Possible Transaction.

For the purpose of the Takeovers Code, the offer period in respect of the Possible Transaction has ended on the date of this announcement.

The Board considers that the lapse of the MOU would have no material adverse impact on the financial and operational position of the Group.

By Order of the Board
Man Shun Group (Holdings) Limited
Cheung Yuen Tung
Chairman and Executive Director

Hong Kong, 2 July 2025

As at the date of this announcement, the Board comprises two Executive Directors, namely, Mr. Cheung Yuen Tung (Chairman) and Mr. Cheung Yuen Chau and three Independent non-executive Directors, namely, Mr. Pang Kam Fai, Dickson, Mr. Law Chung Lam, Nelson and Ms. Ngai Yuk Chun.

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