MANWAH

MAN WAH HOLDINGS LIMITED
敏華控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 01999)

CONNECTED TRANSACTION

ACQUISITION OF LISTED SECURITIES FROM A CONNECTED PERSON

THE ACQUISITION

The Board announces that on 31 August 2026 (after trading hours), the Company and the Vendor entered into the Agreement, pursuant to which the Vendor agreed to sell and the Company agreed to acquire the Target DFS Shares at a consideration of GBP12,471,336 (equivalent to approximately HK$132,320,875).

LISTING RULES IMPLICATIONS

As of the date of this announcement, the Vendor is owned as to 80% by Mr. Wong Man Li, an executive Director and a controlling shareholder of the Company. Accordingly, the Vendor is a connected person of the Company under the Listing Rules and the Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Given that one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Acquisition, when aggregated with the Previous Acquisitions, are more than 0.1% but all of them are less than 5%, the Acquisition is subject to the reporting and announcement requirements but is exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

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THE AGREEMENT

Date:	31 August 2026
Parties:	(i) the Company, as the purchaser; and (ii) the Vendor, as the vendor.
Subject matter:	Pursuant to the Agreement, the Vendor agreed to sell and the Company agreed to acquire the Target DFS Shares, representing approximately 3.26% of the total issued DFS Shares, based on publicly available information.
Consideration:	GBP12,471,336 (equivalent to approximately HK$132,320,875), at GBP1.623 per Target DFS Share
Basis for determination of the consideration	The consideration was determined after arm's length negotiations between the parties and the price per Target DFS Share of GBP1.623 represents the average closing price per DFS Share as quoted on the LSE for the last five consecutive trading days immediately prior to the date of this announcement. The consideration of the Acquisition will be financed by the Group's internal resources and settled in cash.

Immediately prior to the Acquisition, the Group held 12,565,028 DFS Shares, all of which were acquired pursuant to the Previous Acquisitions. Upon completion of the Acquisition, the Group will hold 20,249,154 DFS Shares, representing approximately 8.58% of the total issued DFS Shares, based on publicly available information.

INFORMATION ON DFS

Based on publicly available information, DFS is the market-leading retailer of upholstered furniture in the United Kingdom and operates an integrated physical and digital retail network of living room furniture showrooms and websites in the United Kingdom and the Republic of Ireland, trading through two retail brands, DFS and Sofology. DFS has been listed on the LSE since 2015.

The following information is extracted from the latest interim results announcement and annual report of DFS:

	H1 FY26 *GBP million* (unaudited)	FY25 *GBP million* (audited)	FY24 *GBP million* (audited)
Revenue	547.7	1,030.3	987.1
Profit/(loss) before tax	30.3	32.9	(1.7)
Profit/(loss) for the period	22.7	24.2	(4.4)

As extracted from the latest interim results announcement of DFS, the net asset value of DFS was approximately GBP278.6 million as at 28 December 2025.

INFORMATION ON THE COMPANY AND THE VENDOR

The Company acts as an investment holding company and the Group is principally engaged in the manufacturing and trading of sofa, ancillary products and chairs and other products. As at the date of this announcement, Mr. Wong Man Li, the chairman and an executive Director of the Company, was interested in 2,429,156,400 shares of the Company, representing approximately 63.19% of the issued share capital of the Company, 2,426,692,800 shares of which were held through Man Wah Investments, representing approximately 63.13% of the issued share capital of the Company.

As of the date of this announcement, the Vendor is owned as to 80% by Mr. Wong Man Li and as to 20% by Ms. Hui Wai Hing (the spouse of Mr. Wong Man Li and an executive Director). The principal business activity of the Vendor is financial investments. The Vendor acquired the Target DFS Shares on the open market, out of which 7,415,683 DFS Shares were acquired in 2023 and 268,443 DFS Shares were acquired in 2025. The Target DFS Shares represent all the DFS Shares held by the Vendor and the Vendor's total acquisition cost for the Target DFS Shares is GBP8,191,640 (equivalent to approximately HK$86,913,300).

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is developing a long-term strategic partnership with DFS, which has been one of the Group's top ten customers in recent years. DFS is the leading sofa retailer in the United Kingdom and has demonstrated strong operating performance, recording a profit of approximately GBP22.7 million for H1 FY26 and GBP24.2 million for FY25. As stated in the Company's Annual Report 2025/2026, the Group intends to continue developing new customers to drive steady growth in sales volume in the European market (including the United Kingdom) and to support business growth through pragmatic and forward-looking strategies. The Acquisition would enable the Group to form a closer partnership with DFS, expand its footprint in the United Kingdom and the Republic of Ireland by leveraging DFS's extensive network of showrooms and online platforms, and broaden its income base. Taking into account the above and the fact that the Acquisition was made at the prevailing market price (with the price per Target DFS Share determined by reference to the average closing price per DFS Share as quoted on the LSE for the last five consecutive trading days immediately prior to the date of this announcement), the Directors (including the independent non-executive Directors) consider that, notwithstanding that the Acquisition is not in the ordinary and usual course of business of the Group, the terms of the Agreement and the Acquisition contemplated thereunder are on normal commercial terms and are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

LISTING RULES IMPLICATIONS

As of the date of this announcement, the Vendor is owned as to 80% by Mr. Wong Man Li, an executive Director and a controlling shareholder of the Company. Accordingly, the Vendor is a connected person of the Company under the Listing Rules and the Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Given that one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Acquisition, when aggregated with the Previous Acquisitions, are more than 0.1% but all of them are less than 5%, the Acquisition is subject to the reporting and announcement requirements but is exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As Mr. Wong Man Li and Ms. Hui Wai Hing are shareholders of the Vendor and Ms. Wong Ying Ying is a director of the Vendor, each of them has abstained from voting on the board resolutions to approve the Agreement and the Acquisition contemplated thereunder. Save as disclosed above, none of the Directors has a material interest in the Agreement and the Acquisition contemplated thereunder.

DEFINITIONS

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

"Acquisition"	the acquisition of the Target DFS Shares by the Company from the Vendor pursuant to the Agreement
"Agreement"	the written agreement dated 31 August 2026 entered into between the Company and the Vendor in relation to the Acquisition
"Board"	the board of Directors of the Company
"Company"	Man Wah Holdings Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1999)

"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"DFS"	DFS Furniture plc, a company incorporated in the United Kingdom, whose shares are listed on the LSE
"DFS Shares"	ordinary shares of DFS
"Director(s)"	director(s) of the Company
"FY24"	53 weeks ended 30 June 2024
"FY25"	52 weeks ended 29 June 2025
"GBP"	Pounds Sterling, the lawful currency of the United Kingdom
"Group"	the Company and its subsidiaries
"H1 FY26"	26 weeks ended 28 December 2025
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"LSE"	the London Stock Exchange
"Man Wah Investments"	Man Wah Investments Limited, a limited liability company incorporated in the British Virgin Islands and owned as to 80% by Mr. Wong Man Li and 20% by Ms. Hui Wai Hing
"Previous Acquisitions"	the acquisition of an aggregate of 12,565,028 DFS Shares by the Company on the open market during the 12-month period prior to the date of the Acquisition for an aggregate consideration of approximately GBP18,516,504 (equivalent to approximately HK$196,460,097)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target DFS Shares"	7,684,126 DFS Shares

"Vendor"	Man Wah Wong's Family Investments Limited, a limited liability company incorporated in Hong Kong and owned as to 80% by Mr. Wong Man Li and 20% by Ms. Hui Wai Hing
"%"	per cent.

The translations of GBP into HK$ in this announcement are based on the exchange rate of GBP1.00 to HK$10.61 and, unless otherwise stated, are provided for information purposes only.

By order of the Board
Man Wah Holdings Limited
Wong Man Li
Chairman

Hong Kong, 31 August 2026

As at the date of this announcement, the executive Directors are Mr. Wong Man Li, Ms. Hui Wai Hing, Mr. Alan Marnie, Mr. Dai Quanfa and Ms. Wong Ying Ying; and the independent non-executive Directors are Mr. Ding Yuan, Mr. Yang Siu Shun, Mr. Lam Yin Shing, Donald and Mr. Chan Hak Kan.