



**PDG REALTY S.A. EMPREENDIMENTOS E PARTICIPAÇÕES**

*Public Held Company*

CNPJ/MF n.º 02.950.811/0001-89

NIRE 35.300.158.954 | CVM Code 02047-8

**MATERIAL FACT**

**Unsolicited Proposal for Acquisition of Shares Issued by the Company**

**PDG REALTY S.A. EMPREENDIMENTOS E PARTICIPAÇÕES** (“Company”), in compliance with article 157, paragraph 4, of Law No. 6404/76 (“Brazilian Corporate Law”) and pursuant to CVM Resolution No. 44/21, hereby informs the following:

On this date, the Company received a document signed by a representative of SHKP Real Estate Development (“SHKP”), including a non-binding proposal for the acquisition of all shares issued by the Company (“Proposal”). The Proposal now received by the Company is disclosed in full in **Annex I**.

The Company clarifies that this is an unsolicited proposal and that there has been no contact between the Company's management and the sender of the Proposal to date.

The Company's management emphasizes that it has arranged for the immediate publication of the Proposal, given the nature of the matter, and will attempt to contact the sender of the Proposal to obtain details about the proposed terms and conditions.

Finally, the Company will keep its shareholders and the market informed about developments on the subject matter of this Material Fact, in the manner and within the timeframes established by applicable legislation and regulations.

São Paulo, February 19, 2025.

**MAURICIO TISO DE SOUZA**

CEO and Investors Relations Officer



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**APPENDIX I**



**Guangzhou, 18 / 02 / 2025**

**Proposal for the Acquisition PDG Realty Shares (Ticker: B3: PDGR3)**

Dear Shareholders,

SKHP Global Real State Development is currently engaged in an ambitious internationalization campaign, marked by a strong track record in acquiring and restructuring companies facing difficulties.

Our experience in strengthening capital structures and relaunching high-quality developments has enabled us to maximize the value of assets and unlock significant growth opportunities. We believe that this approach is well suited to companies with solid underlying assets that possess enormous potential for future project launches.



After a preliminary evaluation of the documents available through official channels, along with an in-depth analysis of PDG Realty's financial information and land bank – particularly in the state of São Paulo – we have determined that PDG Realty maintains strong assets on its balance sheet. Despite current challenges, we see significant potential to resume and maximize the value of future launches.

Accordingly, SHKP Real State Development is pleased to submit this formal and **public** proposal for the acquisition of all outstanding shares of PDG Realty, as listed on B3 (Ticker: PDGR3). The details of our proposal are as follows:

- **Total Number of Shares subject to acquisition:** 1,743,510,000
- **Maximum Total Consideration:**
  - **USD:** USD 29,600,000, corresponding to a price of USD 0.017 /share
  - **BRL\*:** At the current exchange rate of USD/BRL 5.80, the maximum total value is BRL 171,680,000, corresponding to BRL 0.0985/ share

*\*Please note that this proposal is non-binding and provided as a reference.*

The stated values are subject to adjustment following the completion of a comprehensive due diligence process, which is expected to be completed within a maximum period of 45 calendar days.

We are confident that an acquisition will enable PDG Realty to unlock new business opportunities while allowing Sun Hung Kai Real State Development to expand its presence in Brazil, particularly in São Paulo. We look forward to further discussions and are prepared to provide any additional information you may require.

Thank you for your time and consideration.

Sincerely,

**Chen Wei**

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