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中国奇点国峰控股有限公司

China Qidian Guofeng Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1280)

COMPLETION OF MAJOR AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED CAPITAL OF THE TARGET COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

Reference is made to (i) the announcement of China Qidian Guofeng Holdings Limited (the “**Company**”) dated 26 July 2024; (ii) the circular of the Company dated 4 September 2024 (the “**Circular**”) containing the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”); and (iii) the poll results announcement of the Company dated 24 September 2024 in relation to, among other things, the Acquisition. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all the conditions precedent have been fulfilled and Completion took place on 27 September 2024 in accordance with the terms of the Acquisition Agreement.

Pursuant to the Acquisition Agreement, the Consideration Shares, being 850,000,000 Shares, have been duly allotted and issued to the Subscriber under the Specific Mandate at the Issue Price of HK\$0.40 per Consideration Share.

The Consideration Shares represent (i) approximately 88.94% of the issued share capital of the Company immediately prior to Completion; and (ii) approximately 47.07% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

Upon Completion, the Target Company has become a wholly-owned subsidiary of the Company and accordingly, the financial results of the Target Group will be consolidated into the financial statements of the Company.

CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately upon Completion and allotment and issue of the Consideration Shares:

Shareholder	Director of controlling the Shareholder	Shareholding immediately prior to Completion		Shareholding immediately upon the Completion and allotment and issue of the Consideration Shares			
		No. of Shares	%	No. of Consideration Shares to be issued	Percentage of the Shares upon Completion (%)	Total No. of Shares to be held	%
<i>Parties acting or presumed to be acting in concert ⁽¹⁾</i>							
Noble Trade International ⁽¹⁾⁽²⁾	Mr. Yuan Li, Mr. Xu Xinying and Mr. Zhuang Liangbao	298,472,783	31.23	—	—	298,472,783	16.53
BVI 1	Mr. Yuan Li	84,623,334	8.85	242,930,000	13.45	327,553,334	18.14
BVI 2	Mr. Xu Xinying	31,208,186	3.27	89,590,000	4.96	120,798,186	6.69
BVI 3	Mr. Zhuang Liangbao	2,960,928	0.31	8,500,000	0.47	11,460,928	0.63
BVI 4		30,408,735	3.18	87,295,000	4.83	117,703,735	6.52
BVI 5		2,279,915	0.24	6,545,000	0.36	8,824,915	0.49
BVI 6		13,472,224	1.41	38,675,000	2.14	52,147,224	2.89
BVI 7	Mr. Xu Xinying	43,792,131	4.58	125,715,000	6.96	169,507,131	9.39
BVI 8		2,960,928	0.31	8,500,000	0.47	11,460,928	0.63
BVI 9		52,230,777	5.47	149,940,000	8.30	202,170,777	11.20
BVI 10		12,672,774	1.33	36,380,000	2.06	49,052,774	2.72
BVI 11		9,682,236	1.01	27,795,000	1.54	37,477,236	2.08
BVI 12		9,504,580	0.99	27,285,000	1.51	36,789,580	2.04
Ms. Liu Shixiu (劉士秀)		296,093	0.03	850,000	0.05	1,146,093	0.06
Subtotal		594,565,624	62.21	850,000,000	47.18	1,444,565,624	80.00
<i>Other Substantial Shareholder</i>							
Yayue Longte Co., Limited ⁽³⁾		132,483,086	13.86	—	—	132,483,086	7.34
<i>Other Director</i>							
Sun Yue		3,965,678	0.42	—	—	3,965,678	0.22
<i>Other Shareholders</i>							
		224,714,120	23.93	—	—	224,714,120	12.66
Total		955,728,508	100.00	850,000,000	—	1,805,728,508	100.00

Notes:

- (1) As at the date of this announcement, BVI 1 directly holds 327,553,334 Shares, representing 18.14% of the Shares in issue. BVI 1 is wholly owned by Mr. Yuan Li, an executive Director, who, other than BVI 1, indirectly controls 298,472,783 Shares through Noble Trade International. As Mr. Yuan Yang is the brother of Mr. Yuan Li, he is presumed to be acting in concert with Mr. Yuan Li under the Takeovers Code. Mr. Yuan Yang, through BVI 6 and BVI 7, indirectly holds 52,147,224 Shares and 169,507,131 Shares respectively, representing approximately 2.89% and 9.39% of the Shares in issue.

Therefore, BVI 1 and parties acting or presumed to be acting in concert with it (the Vendors and Noble Trade International) are, in aggregate, interested in 1,444,565,624 Shares, representing 80.00% of the Shares in issue. The Vendors, being shareholders of the Target Company and parties to the Acquisition Agreement to whom the Consideration Shares shall be issued upon the Completion, are persons acting in concert in respect of the Company pursuant to the Takeovers Code.

- (2) Noble Trade International is wholly owned by Mogen Ltd., which is in turn owned as to (i) 38.48% by Mr. Yuan Li through BVI 1; (ii) 14.06% by Mr. Xu Xinying through BVI 2; (iii) 22.93% by Mr. Yuan Yang, brother of Mr. Yuan Li, through Energystone Co., Ltd.; (iv) 2.96% by Mr. Zhuang Liangbao through BVI 3; (v) 20.8% by Ms. Dong Xiujuan, who is an Independent Third Party, through BVI 4; and (vi) 0.77% by Mr. Wang Yue, who is an Independent Third Party, through BVI 5.
- (3) Yayue Longte Co., Limited (亞悅隆特有限公司), a company incorporated in Hong Kong with limited liability which is wholly owned by Ms. Liu Yang (劉楊).
- (4) The public float is 45.51% upon Completion.

By order of the Board
China Qidian Guofeng Holdings Limited
Yuan Li
Chairman

Shenzhen, PRC, 27 September 2024

As at the date hereof, the executive Directors of the Company are Mr. Yuan Li, Mr. Xu Xinying, Mr. Sun Yue and Mr. Zhuang Liangbao; the non-executive Directors of the Company are Mr. Gu Changchao and Mr. Wang Xianfu; and the independent non-executive Directors of the Company are Mr. Zhang Yihua, Mr. Chen Rui and Mr. Fung Tak Choi.