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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in **China Qidian Guofeng Holdings Limited**, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**(1) PROPOSED CHANGE OF AUDITOR;  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 2 to 4 of this circular.

A notice convening an EGM to be held at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC on Friday, 6 December 2024 at 10:00 a.m. is set out on pages 5 to 6. A form of proxy for the EGM is enclosed.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you wish. In such event, the form of proxy shall be deemed to be revoked.

18 November 2024

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“Company”	China Qidian Guofeng Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 5 February 2008, the Shares of which are listed on the main board of the Stock Exchange (stock code: 1280)
“Director(s)”	the directors of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened on 6 December 2024, for approving the proposed appointment of CL Partners CPA Limited as the auditor of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	12 November 2024, 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
“PRC”	the People’s Republic of China which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares of the Company with a nominal value of US\$0.02 each
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Yuan Li (*Chairman*)

Mr. Sun Yue (*Vice-chairman and  
chief executive officer*)

Mr. Yuan Lijun (*Vice-chairman and  
co chief executive officer*)

Mr. Zhuang Liangbao

*Registered Office:*

The offices of Vistra (Cayman) Limited  
P.O. Box 31119 Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

*Non-Executive Director:*

Mr. Wang Xianfu

*Head Office and Principal Place  
of Business in Hong Kong:*

5/F, Manulife Place,  
348 Kwun Tong Road, Kowloon,  
Hong Kong

*Independent Non-Executive Directors:*

Mr. Zhang Yihua

Mr. Chen Rui

Ms. Tang Chung Kwan Brenda

18 November 2024

*To the Shareholders*

**(1) PROPOSED CHANGE OF AUDITOR;  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular, of which this letter forms a part, is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution at the EGM for the proposed appointment of CL Partners CPA Limited as the Company's auditor and to give you a notice of the EGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement (the “**Announcement**”) of the Company dated 31 October 2024 in relation to the resignation of Elite Partners CPA Limited and the proposed appointment of CL Partners CPA Limited as the auditor of the Company.

With the recommendation of the Audit Committee, the Board has resolved to propose the appointment of CL Partners CPA Limited as the auditor of the Company following the resignation of Elite Partners CPA Limited, and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the EGM.

The Audit Committee has considered a number of factors when recommending CL Partners CPA Limited as the auditor of the Company to the Board, including but not limited to (i) its experience in handling audit work for companies listed on the Stock Exchange, its industry knowledge and its familiarity with the requirements under the Listing Rules and the Hong Kong Financial Reporting Standards; (ii) its resources allocation, quality and capability including but not limited to manpower, time and other resources allocation; (iii) its independence and objectivity; (iv) its audit fee; and (v) its market reputation.

Based on the above, the Audit Committee has determined that CL Partners CPA Limited has met the regulatory requirements in terms of practice qualifications, professional competence, independence, and integrity and other relevant criteria. The Board and the Audit Committee are of the view that the appointment of CL Partners CPA Limited as the auditor of the Company is in the interest of the Company and the Shareholders as a whole.

Accordingly, the Board proposes to seek the approval of the Shareholders at the EGM in relation to the proposed appointment of CL Partners CPA Limited as the new auditor of the Company and the appointment of CL Partners CPA Limited as the new auditor of the Company shall come into effect upon approval of the Shareholders at the EGM. According to Rule 13.39(4) of the Listing Rules, the resolutions at the general meeting of the Company will be taken by way of poll.

### 3. EGM

The EGM will be convened and held for the Shareholders to consider and, if thought fit, to approve the proposed appointment of CL Partners CPA Limited. None of the Shareholders has a material interest in any resolution proposed, together with their close associates, will be required to abstain from voting at the EGM.

A form of proxy for use at the EGM is enclosed to this circular and such form of proxy is also published on websites of the HKEXnews (<http://www.hkexnews.hk>) and the Company (<http://www.qidianguofeng.cn>). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

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## LETTER FROM THE BOARD

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### 4. RECOMMENDATION

The Directors are of the view that the resolution described in this circular is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend all relevant Shareholders to vote in favour of the resolution to be proposed at the EGM.

### 5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of China Qidian Guofeng Holdings Limited (the “Company”) will be held at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC on Friday, 6 December 2024 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution:

### **Ordinary Resolution**

1. To consider and approve the appointment of CL Partners CPA Limited as the Company’s auditor and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the auditor’s remuneration.

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

Shenzhen, PRC, 18 November 2024

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Yuan Li, Mr. Sun Yue, Mr. Yuan Lijun and Mr. Zhuang Liangbao; one non-executive Director, namely Mr. Wang Xianfu, and three independent non-executive Directors, namely Mr. Zhang Yihua, Mr. Chen Rui and Ms. Tang Chung Kwan Brenda.*

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. The register of members of the Company will be closed from Tuesday, 3 December 2024 to Friday, 6 December 2024 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the entitlement to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 2 December 2024 for registration.
6. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an circular on the website of the Company at [www.qidianguofeng.cn](http://www.qidianguofeng.cn) and on the Stock Exchange website at <http://www.hkexnews.com> notify shareholders of the Company of the date, time and place of the rescheduled meeting.