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**BetaCafe Holdings Limited**

*(incorporated in the British Virgin Islands with limited liability)*

**China Youzan Limited**

**中國有贊有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8083)**

## **JOINT ANNOUNCEMENT**

### **MONTHLY UPDATE ON**

#### **(1) PRE-CONDITIONAL TAKE PRIVATE PROPOSAL FOR CHINA YOUZAN LIMITED BY BETACAFE HOLDINGS LIMITED BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 99 OF THE COMPANIES ACT**

#### **(2) PROPOSED DISTRIBUTION IN SPECIE OF YOUZAN TECHNOLOGY SHARES**

### **1. INTRODUCTION**

Reference is made to (i) the joint announcement dated 26 February 2021 issued by the Offeror and China Youzan (the “**Rule 3.5 Announcement**”) in relation to the Proposal pursuant to Rule 3.5 of the Takeovers Code, (ii) the joint announcement dated 19 March 2021 issued by the Offeror and China Youzan in relation to the extension of time for despatch of the Scheme Document, (iii) the joint announcement dated 16 April 2021 issued by the Offeror and China Youzan regarding the fulfilment of Scheme Pre-Condition relating to the Optionholder Irrevocable Undertakings, (iv) the joint

announcement dated 6 May 2021 issued by the Offeror and China Youzan regarding, amongst others, (a) the poll results of the First SGM, (b) fulfilment of Scheme Pre-Conditions relating to the approval of the Rollover Arrangement and the Youzan Technology Share Incentive Plans and (c) fulfilment of certain effectiveness conditions relating to the Youzan Technology Share Incentive Plans, (v) the joint announcements dated 4 June 2021 and 15 July 2021 issued by the Offeror and China Youzan in relation to a monthly update on the Proposal, and (vi) the joint announcement dated 15 June 2021 issued by the Offeror and China Youzan in relation to the extension of the Scheme Pre-Condition Longstop Date and the Scheme Longstop Date and a further extension of the time limit for the despatch of the Scheme Document.

Unless otherwise defined, capitalised terms used in this joint announcement have the same meanings as defined in the Rule 3.5 Announcement.

## **2. MONTHLY UPDATE ON THE PROGRESS OF THE PROPOSAL**

As at the date of this joint announcement, the Scheme Pre-Condition as set out under paragraph (a) in the paragraph headed “2. TERMS OF THE PROPOSAL – 2.6 Scheme Pre-Conditions” in the Rule 3.5 Announcement, being the in-principle approval of the Stock Exchange for the listing of the Youzan Technology Shares on the Stock Exchange for the Youzan Technology Listing, remains to be outstanding.

The Offeror and China Youzan would like to update the Scheme Shareholders and potential investors that, as at the date of this joint announcement, the Offeror and China Youzan understand that Youzan Technology has been revising features of its application with the Stock Exchange in respect of the listing of the Youzan Technology Shares on the Stock Exchange for the Youzan Technology Listing.

Further announcement(s) will be made if and when appropriate in compliance with the Takeovers Code on the satisfaction of the outstanding Scheme Pre-Condition and upon the despatch of the Scheme Document.

**WARNING: Shareholders and potential investors of China Youzan should be aware that the making of the Proposal is subject to the satisfaction or waiver (as applicable) of the Scheme Pre-Conditions. Even if the Proposal is made, the implementation of the Proposal (including the effectiveness of the Scheme and the making of the Distribution), is subject to the satisfaction or waiver (as applicable) of the Scheme Conditions and the Distribution Conditions, and therefore the Proposal may or may not be implemented, the Scheme may or may not become effective and the Distribution may or may not be made.**

**Shareholders and potential investors of China Youzan should therefore exercise caution when dealing in the securities of China Youzan. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisers.**

By Order of the sole director of  
**BetaCafe Holdings Limited**  
**Zhu Ning**  
Director

By Order of the Board of  
**China Youzan Limited**  
**Yu Tao**  
Director

Hong Kong, 13 August 2021

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Zhu Ning.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to China Youzan) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of China Youzan) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the executive Directors are Mr. Cao Chunmeng, Mr. Yan Xiaotian, Mr. Zhu Ning, Mr. Cui Yusong, Mr. Yu Tao and Ms. Ying Hangyan; and the independent non-executive Directors are Dr. Fong Chi Wah, Mr. Gu Jiawang, Mr. Xu Yanqing and Mr. Deng Tao.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Offeror) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*This joint announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to China Youzan. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this joint announcement 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 joint announcement misleading.*

*This joint announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting and on China Youzan’s website at [www.chinayouzan.com](http://www.chinayouzan.com).*