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Suoxinda Holdings Limited

索信达控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3680)

SUPPLEMENTAL AGREEMENTS FOR THE DISCLOSEABLE TRANSACTION IN RELATION TO DEEMED DISPOSAL OF EQUITY INTEREST IN A WHOLLY OWNED SUBSIDIARY

Reference is made to the announcement of Suoxinda Holdings Limited (the “**Company**”) dated 19 April 2022 (the “**Announcement**”) regarding the investment by the Investor in Suoxinda Beijing pursuant to the Investment Agreement which comprises two stages, namely, (i) the provision of the Convertible Loan; and (ii) the conversion of the Convertible Loan to Conversion Capital and/or the subscription of Additional Capital. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

On 20 October 2022, the Company, Suoxinda Shenzhen, Suoxinda Beijing, Mr. Song, the Investor, Mr. Chen Zhenping (“**Mr. Chen**”) and Dr. Wu Fu-Shea (“**Dr. Wu**”) entered into a supplemental agreement to the First Share Charge Deed (the “**Supplemental First Share Charge Deed**”), pursuant to which Mr. Chen and Dr. Wu agreed to charge 17,000,000 Shares and 3,000,000 Shares held by them respectively (representing approximately 3.87% and 0.68% of the total issued share capital of the Company, respectively, as at the date of this announcement), in favour of the Investor to secure the performance of all obligations of Suoxinda Beijing under the Investment Agreement relating to the first stage of the Investment and all the obligations of Suoxinda Beijing under the Convertible Loan Agreement. The guarantee period under the Supplemental First Share Charge Deed commences from the effective date of the Supplemental First Share Charge Deed to the third anniversary after the expiry of performance periods of all liabilities of Beijing Suoxinda under the Investment Agreement relating to the first stage of the Investment and the Convertible Loan Agreement.

The relevant parties also entered into supplemental agreements to the Investment Agreement and to the Convertible Loan Agreement to make corresponding amendments in relation to the additional charges of Shares provided by Mr. Chen and Dr. Wu.

The supplemental agreement to the Investment Agreement also provides that with the written consent of the Investor, Mr. Song and/or the Company may arrange third parties, including but not limited to the directors and/or members of the senior management of the Company or its subsidiaries to provide additional securities as chargors by charging such Shares held by himself/herself and the entity actual controlled by him/her in favour of the Investor from time to time to secure the performance of all obligations of Suoxinda Beijing under the Investment Agreement and the Convertible Loan Agreement. The terms and conditions of such additional charges will be subject to the share charge deeds separately entered by the relevant parties at the that time.

LISTING RULE IMPLICATIONS

As at the date of this announcement, Mr. Chen holds 64,276,160 Shares, representing approximately 14.62% of the total issued share capital of the Company as at the date of this announcement and is therefore a substantial Shareholder of the Company. Both Mr. Chen and Dr. Wu are the executive Directors. As each of Mr. Chen and Dr. Wu is a connected person of the Company pursuant to the Listing Rules, the transactions contemplated under the Supplemental First Share Charge Deed constituted connected transactions of the Company under Chapter 14A of the Listing Rules. According to Rule 14A.90 of the Listing Rule, such financial assistance received by the Group is fully exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules as the Board considers that it is conducted on normal commercial terms or better and it is not secured by the assets of the Group.

By Order of the Board
Suoxinda Holdings Limited
Song Hongtao
Chairman of the Board

Hong Kong, 20 October 2022

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Song Hongtao, Mr. Chen Zhenping, Dr. Wu Fu-Shea and Mr. Wu Xiaohua, and three independent non-executive Directors, namely, Mr. Tu Xinchun, Dr. Chen Wei and Mr. Yang Haifeng.