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EEKA Fashion Holdings Limited

贏家時尚控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3709)

DISCLOSEABLE TRANSACTIONS RELATING TO SUBSCRIPTIONS FOR WEALTH MANAGEMENT PRODUCTS

SUBSCRIPTIONS FOR WEALTH MANAGEMENT PRODUCTS

During the Period, the Company, through its subsidiaries, has been subscribing for various wealth management products offered by Minmetals Trust. The aggregated subscription amounts of wealth management products held by the Group from Minmetals Trust as at the end of the Period amounted to approximately RMB327 million (equivalent to about HK\$370 million).

LISTING RULES IMPLICATIONS

As two of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscription, when aggregated with the previous subscriptions during the Period, exceeded 5% but all the applicable percentage ratios are less than 25%, the subscriptions for wealth management products from Minmetals Trust during the Period in aggregate constituted a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

SUBSCRIPTIONS FOR WEALTH MANAGEMENT PRODUCTS

During the Period, the Company, through its subsidiaries, has been subscribing for various wealth management products offered by Minmetals Trust.

Wealth management products of Minmetals Trust

On 28 March 2023, Naersi, a wholly-owned subsidiary of the Company, subscribed for a wealth management product from Minmetals Trust, namely Minmetals Trust Zhouzhoukai 7-Day Banking (Phases 12, 15, 16 and 17)*, amounting to RMB40 million (equivalent to about HK\$56.5 million), which when aggregated with other wealth management products acquired by the Group from Minmetals Trust during the Period, exceeded 5% of one of the applicable percentage ratios under Rule 14.07 of the Listing Rules.

Details of the wealth management products subscribed by the Group from Minmetals Trust during the Period are as follows:

(1) 五礦信託 – 日鑫 8 號集合資金信託計劃第 154 期 (Minmetals Trust – Rixin No. 8 Trust Scheme Phase 154*)

Parties:	(1) Naersi (2) Minmetals Trust
Subscription date:	10 June 2022
Subscription amount:	RMB3,000,000
Investment strategy:	the funds raised will be issued as trust loans for the working capital requirement of the financier
Characteristics of risk and return:	medium risk and non-principal guaranteed
Performance benchmark:	7.4% p.a.
Maturity date:	27 May 2023
Payment and return upon maturity:	the interest shall be payable quarterly and the principal shall be paid to the subscriber at the maturity date

(2) 五礦信託 – 恒信日鑫66號 – 優債臻遠系列集合資金信託計劃 (Minmetals Trust – Hengxin Rixin No. 66 – Youzheng Zhenyuan Series Trust Scheme*)

Parties:	(1) Naersi (2) Minmetals Trust
Subscription date:	Phase 12C37: 10 June 2022 Phase 12C44: 27 July 2022 Phase 12B94: 3 March 2023
Subscription amount:	Phase 12C37: RMB10,000,000 Phase 12C44: RMB10,000,000 Phase 12B94: RMB10,000,000
Investment strategy:	the funds raised will be invested in standard bond issued by stock exchanges or banks and the proportion of investment in fixed income products will be not less than 80%

Characteristics of risk and return:	Mid low risk and non-principal guaranteed
Performance benchmark:	Phase 12C37: 5.5% p.a. Phase 12C44: 5.3% p.a. Phase 12B94: 5.1% p.a.
Maturity date:	Phase 12C37: 10 June 2023 Phase 12C44: 27 July 2023 Phase 12B94: 3 March 2024
Payment and return upon maturity:	the principal and interest shall be paid to the subscriber at the maturity date

(3) 五礦信託 – 錦繡增利1期資金信託計劃 (系列化募集層) (Minmetals Trust – Jinxiu Zenli Phase 1 Trust Scheme (serial fundraising level)*)

Parties:	(1) Naersi (2) Minmetals Trust
Subscription date:	22 July 2022
Subscription amount:	RMB50,000,000
Investment strategy:	the funds raised will be invested in standard bonds issued by stock exchanges or banks and the proportion of investment in fixed income products will be not less than 80%
Characteristics of risk and return:	Mid low risk and non-principal guaranteed
Performance benchmark:	4.8% p.a.
Maturity date:	22 April 2023
Payment and return upon maturity:	the principal and interest shall be paid to the subscriber at the maturity date

(4) 五礦信託 – 恒信日鑫23號 – 瑞錦集合資金信託計劃 (投資運作層) (Minmetals Trust – Hengxin Rixin No. 23 – Ruijin Trust Scheme (investment operation level)*)

Parties:	(1) La Kordi (2) Minmetals Trust
Subscription date:	23 September 2022
Subscription amount:	RMB50,000,000
Investment strategy:	the funds raised will be invested in selected securities such as those issued by stock exchanges or banks
Characteristics of risk and return:	medium risk and non-principal guaranteed
Performance benchmark:	4.7% p.a.
Maturity date:	24 March 2023
Payment and return upon maturity:	the principal and interest shall be paid to the subscriber at the maturity date

(5) 五礦信託 – 恒信長宜83號 – 馬安30號集合資金信託計劃 (4期) (Minmetals Trust – Hengxin Changyi No. 83 – Maan No. 30 Trust Fund (Phase 4)*)

Parties:	(1) Naersi (2) Minmetals Trust
Subscription date:	13 October 2022
Subscription amount:	RMB10,000,000
Investment strategy:	the funds raised will be applied for consumer financing to qualified borrowers and the acquisition of existing consumer financing debts
Characteristics of risk and return:	medium risk and non-principal guaranteed
Performance benchmark:	5.9% p.a.
Maturity date:	13 October 2023
Payment and return upon maturity:	the interest shall be payable quarterly and the principal shall be paid to the subscriber at the maturity date

(6) **五礦信託 – 恒信國興747號 – 樂信1號 (Minmetals Trust – Hengxin Guoxing No. 747 – Lexin No. 1*)**

Parties:	(1) Naersi (2) Minmetals Trust
Subscription date:	25 October 2022
Subscription amount:	RMB10,000,000
Investment strategy:	the funds raised will be used for the acquisition of certain equity interest in a state-owned enterprise and such state-owned enterprise will buy back such equity interest upon maturity
Characteristics of risk and return:	medium risk and non-principal guaranteed
Performance benchmark:	6.9% p.a.
Maturity date:	25 October 2023
Payment and return upon maturity:	the interest shall be payable quarterly and the principal shall be paid to the subscriber at the maturity date

(7) **五礦信託 – 青溪1號集合資金信託計劃 (Minmetals Trust – Qingxi No. 1 Trust Scheme*)**

Parties:	(1) Jiangshan E-Commerce (2) Minmetals Trust
Subscription date:	7 December 2022
Subscription amount:	RMB60,000,000
Investment strategy:	the funds raised will be applied by WeBank in issuing personal loans to qualified individual borrowers and be used for the acquisition of debts held by other trust schemes and the payment of credit insurance fund
Characteristics of risk and return:	medium risk and non-principal guaranteed
Performance benchmark:	4.9% p.a.
Maturity date:	7 July 2023
Payment and return upon maturity:	the principal and interest shall be paid to the subscriber at the maturity date

(8) 五礦信託 – 信融鏈 1 號集合資金信託計劃 (Minmetals Trust – Xinronglian No. 1 Trust Fund*)

Parties:	(1) De Kora (2) Minmetals Trust
Subscription date:	22 December 2022
Subscription amount:	RMB10,000,000
Investment strategy:	the funds raised will be applied for the acquisition of debts arising from the construction projects in Dazhou
Characteristics of risk and return:	medium risk and non-principal guaranteed
Performance benchmark:	6.6% p.a.
Maturity date:	25 October 2023
Payment and return upon maturity:	the interest shall be payable quarterly and the principal shall be paid to the subscriber at the maturity date

(9) 財安周周開7天理財 (Caianzhouzhoukai 7-Day Banking*)

Parties:	(1) Jiangshan E-Commerce (2) Minmetals Trust
Subscription date:	7 March 2023
Subscription amount:	RMB60,000,000
Characteristics of risk and return:	Mid low risk and net value cash management-based
Performance benchmark:	7-day annualised interest rate of 3.4% – 3.7% p.a.
Maturity date:	Non-fixed term
Payment and return upon maturity:	available for flexible weekly redemption

(10) 五礦信託 – 恒信長宜83號 – 馬安B1號集合資金信託計劃 (Minmetals Trust – Hengxin Changyi 83 – Maan No. B1 Trust Scheme*)

Parties:	(1) Naersi (2) Minmetals Trust
Subscription date:	9 March 2023
Subscription amount:	RMB4,000,000
Investment strategy:	the funds raised will be applied for consumer financing to qualified borrowers and the acquisition of existing consumer financing debts
Characteristics of risk and return:	medium risk and non-principal guaranteed
Performance benchmark:	5.0% p.a.
Maturity date:	9 September 2023
Payment and return upon maturity:	the interest shall be payable quarterly and the principal shall be paid to the subscriber at the maturity date

(11) 五礦信託周周開7天理財12期、15期、16期、17期 (Minmetals Trust Zhouzhoukai 7-Day Banking (Phases 12, 15, 16 and 17)*)

Parties:	(1) Naersi (2) Minmetals Trust
Subscription date:	28 March 2023
Subscription amount:	RMB40,000,000 in aggregate
Characteristics of risk and return:	Mid low risk and net value cash management-based
Performance benchmark:	7-day annualised interest rate of 3.4% – 3.7% p.a.
Maturity date:	Non-fixed term
Payment and return upon maturity:	available for flexible weekly redemption

INFORMATION ABOUT THE PARTIES

The Group

The principal activities of the Group are design, promotion, marketing and sales of self-owned branded womenswear products in the PRC. The Company is incorporated in the Cayman Islands with limited liability and its issued shares are listed on the Main Board of the Stock Exchange.

De Kora, Jiangshan E-Commerce, La Kordi and Naersi are a company established under the laws of the PRC with limited liability and are wholly-owned subsidiaries of the Company. De Kora is principally engaged in the trading of garments and software design. Jiangshan E-Commerce is principally engaged in e-commerce. La Kordi and Naersi are principally engaged in the trading of ladies-wear.

Minmetals Trust

Minmetals International Trust is a company established under the laws of the PRC with limited liability and is principally engaged in investment management activities in the PRC. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Minmetals International Trust is ultimately owned as to 78.0% by Minmetals Capital Company Limited (五礦資本股份有限公司), 21.2% by the State-owned Assets Supervision and Administration Commission of Qinghai Province* (青海省政府國有資產監督管理委員會) and 0.8% by the Finance Bureau of Xining Municipality* (西寧市財政局). Minmetals Capital Company Limited is principally engaged in the financial business, and its shares are listed on the Shanghai Stock Exchange (stock code: 600390).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Minmetals Trust and its ultimate beneficial owners is an Independent Third Party.

REASONS FOR AND BENEFITS FOR THE SUBSCRIPTIONS FOR WEALTH MANAGEMENT PRODUCTS

The subscriptions for these wealth management products are financed from the Group's internal resources which are surplus cash reserve in excess of the Group's working capital requirements with a view to obtain a better return for the surplus cash of the Group. In light of the recent growth of the debt capital market, the Directors considered that the subscriptions are ideal investment opportunities for the Group.

These wealth management products have been selected by the Company prudently in order to improve its efficiency on capital utilisation, earn extra return on investment and combat inflation without affecting the Group's daily cash flows. The Board considers the subscriptions for these wealth management products are conducive to enhancing the utilisation of capital and increasing income from idle funds. Given the investment risks and potential returns, the Board considered that the subscriptions are in line with the business strategy of the Company to better utilise its cash resources while meeting its general working needs and abiding to the internal investment policy of the Group. Accordingly, the Board considered that the terms of the wealth management products are on normal commercial terms, and are fair and reasonable and in the interest of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As two of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscription, when aggregated with the previous subscriptions during the Period, exceeded 5% but all the applicable percentage ratios are less than 25%, each of the subscriptions for wealth management products from Minmetals Trust during the Period constituted a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following words and expressions shall have the meaning set out below unless the context otherwise requires:

“Board”	the board of Directors
“Company”	EEKA Fashion Holdings Limited, a company incorporated in the Cayman Islands, the issued shares of which are listed on the Stock Exchange under stock code 3709
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“De Kora”	Shenzhen De Kora Technology Development Limited* (深圳市迪珂萊科技開發有限公司), a wholly-owned subsidiary of the Company
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	any person or company and their respective ultimate beneficial owner(s) (if applicable) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons
“Jiangshan E-Commerce”	EEKA Fashion (Jiangshan) E-Commerce Co., Ltd.* (贏家時尚(江山)電子商務有限公司), a wholly-owned subsidiary of the Company
“La Kordi”	La Kordi Fashion (Shenzhen) Co., Ltd.* (拉珂帝服飾(深圳)有限公司), a wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Minmetals Trust”	Minmetals International Trust Co., Ltd (五礦國際信託有限公司)

“Naersi”	Shenzhen Naersi Fashion Co., Ltd.* (深圳市娜爾思時裝 有限公司) , a wholly-owned subsidiary of the Company
“p.a.”	per annum
“Period”	the 12-month period up to 28 March 2023
“PRC”	People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription for Minmetals Trust Zhouzhoukai 7-Day Banking (Phases 12, 15, 16 and 17)*, a wealth management product offered by Minmetals Trust, on 28 March 2023
“%”	per cent.

For the purpose of this announcement, an exchange rate of RMB1=HK\$1.13 is used.

** The English transliteration of these names are for reference only. The official names are in Chinese*

By order of the Board
EEKA Fashion Holdings Limited
JIN MING
Chairman

Hong Kong, 28 March 2023

As at the date of this announcement, the Board comprises Mr. Jin Ming, Ms. He Hongmei and Mr. Jin Rui as executive Directors; and Mr. Zhong Ming, Mr. Zhou Xiaoyu and Mr. Zhang Guodong as independent non-executive Directors.