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Yield Go Holdings Ltd.
耀高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1796)

**GRANT OF WAIVER FROM STRICT COMPLIANCE
WITH THE MINIMUM PUBLIC FLOAT REQUIREMENT
AND
RESTORATION OF PUBLIC FLOAT**

References are made to (i) the joint announcement (the “**Joint Announcement**”) issued by Yield Go Holdings Ltd. (the “**Company**”) and Yuan Feng Ventures Limited (the “**Offeror**”) dated 20 December 2023 in relation to, among other things, the results of the Offer and the public float of the Company; and (ii) the announcements issued by the Company dated 29 December 2023 and 31 January 2024 in relation to the grant and further application of a temporary waiver from strict compliance with Rule 8.08(1)(a) and 13.32(1) of the Listing Rules (the “**Waiver Announcements**”). Unless otherwise defined, all capitalised terms used herein shall have the same meanings as defined in the Joint Announcement and the Waiver Announcements.

**GRANT OF WAIVER FROM STRICT COMPLIANCE WITH THE MINIMUM
PUBLIC FLOAT REQUIREMENT**

As stated in the Waiver Announcements, the Waiver expired on 31 January 2024 and the Company had further applied to the Stock Exchange for the Second Waiver. On 6 February 2024, the Second Waiver was granted by the Stock Exchange for a period from 1 to 9 February 2024, subject to the disclosure of the Second Waiver (including details and reasons) by way of the publication of this announcement.

By a facility agreement dated 21 September 2023 entered into by Head & Shoulders Securities (“**H&S**”) as the lender, the Offeror as the borrower and Ms. Huang Hou (“**Ms. Huang**”) as the guarantor, a loan facility in the principal amount of HK\$56 million (the “**H&S Loan Facility**”) was granted to the Offeror and secured by the Offer Shares to be acquired by the Offeror under the Offer for the purpose of financing the Offer. As a result of the close of the Offer on 20 December 2023, the Offeror intended to take appropriate steps to restore the public float by disposing 316,010 Offer Shares directly in the market as soon as practicable after the close of the Offer.

Given that the 316,010 Offer Shares were used as security to secure the H&S Loan Facility, Ms. Huang inadvertently overlooked the requirement for the Offeror to arrange (in person or through its authorised representative) for taking up the 316,010 Offer Shares under the Offer at the office of the branch share registrar and misconceived that H&S would be able to arrange for disposal of the 316,010 Offer Shares directly in the market. While Ms. Huang, being the sole director and shareholder of the Offeror, had other business commitments and was fully engaged during the Waiver period, other working parties, including the Company and H&S, mistook that the Ms. Huang would arrange to dispose the 316,010 Offer Shares directly in the market and in any event not later than 31 January 2024 (being the expiry date of the Waiver) to restore the public float of the Company.

It was not until the expiry of the Waiver that the Company realised that the 316,010 Offer Shares had yet to be taken by the Offeror. Subsequent to the grant of the Second Waiver by the Stock Exchange, the Company would like to provide further update on the status of the restoration of public float of the Company.

RESTORATION OF PUBLIC FLOAT

The Company was informed by the Offeror that in order to restore the public float of the Company to the minimum requirement of 25% under Rule 8.08(1)(a) of the Listing Rules, as at 7 February 2024, the Offeror has disposed of the 316,010 Offer Shares (representing approximately 0.07% of the total number of Shares in issue as at the date of this announcement) directly in the market (the “**Disposal**”). To the best knowledge, information and belief of the Company, having made all reasonable enquiries, the purchaser(s) and their respective beneficial owner(s) are independent and not connected person(s) (as defined in the Listing Rules) of the Company.

Immediately after the completion of the Disposal, 120,000,000 Shares, representing 25% of the total number of Shares in issue, will be held by the public (within the meaning of the Listing Rules). Accordingly, after the completion of the Disposal, the minimum public float of 25% as required under Rule 8.08(1)(a) of the Listing Rules will be restored.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately upon the close of Offer and as at the date of the Joint Announcement; and (ii) immediately upon completion of the Disposal:

	Immediately upon the close of Offer and as at the date of the Joint Announcement		Immediately upon completion of the Disposal	
	<i>Number of Shares</i>	<i>Percentage of shareholding</i>	<i>Number of Shares</i>	<i>Percentage of shareholding</i>
The Offeror (<i>Note</i>)	360,316,010	75.07	360,000,000	75.00
Public Shareholders	119,683,990	24.93	120,000,000	25.00
Total	<u>480,000,000</u>	<u>100.00</u>	<u>480,000,000</u>	<u>100.00</u>

Note: The ultimate beneficial owner and parties acting in concert with the Offeror does not hold any Shares.

By order of the Board
Yield Go Holdings Ltd.
Liang Wenzhi
Chairman and executive Director

Hong Kong, 7 February 2024

As at the date of this announcement, the executive Directors are Mr. Zheng Chenhui, Mr. Liang Wenzhi, Mr. Han Dongguang and Mr. Kang Ruipeng; the non-executive Directors are Mr. Chen Yidong and Mr. Zhou Danqing; and the independent non-executive Directors are Mr. He Jian Yu, Mr. Zhou Di, Ms. Meng Xiaoying and Mr. Cheng Pak Lam.