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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)

**DESPATCH OF CIRCULAR IN RELATION TO
(1) LOAN CAPITALISATION INVOLVING SUBSCRIPTION OF
SHARES UNDER SPECIFIC MANDATE;
(2) APPLICATION FOR WHITEWASH WAIVER; AND
(3) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

References are made to the circular (the “**Circular**”) of the Company dated 30 April 2024 and the announcements issued by the Company dated 18 March 2024 and 8 April 2024 in relation to, among other things, the Subscription, the Loan Capitalisation, the Whitewash Waiver and the Increased in Authorised Share Capital. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

The Company is pleased to announce that the Circular containing, among other things, (i) details of the Subscription Agreement and the transactions contemplated thereunder, including the Subscription, the Specific Mandate, the Whitewash Waiver and the Increase in Authorised Share Capital; (ii) a letter of advice from the Takeovers Code Independent Board Committee to the Independent Shareholders in relation to the Subscription and the Whitewash Waiver; (iii) a letter of advice from the Listing Rules Independent Board Committee to the Independent Shareholders in relation to the Subscription and the Whitewash Waiver; (iv) a letter of advice from the Independent Financial Adviser to the Takeovers Code Independent Board Committee, the Listing Rules Independent Board Committee and the Independent Shareholders in relation to the Subscription Agreement and the Whitewash Waiver; (v) a notice of EGM; and (vi) other information as required under the Listing Rules and the Takeovers Code, has been despatched to the Shareholders on 30 April 2024.

The EGM will be held at 10:00 a.m. on Tuesday, 21 May 2024 at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC. Details of the EGM are set out in the notice of the EGM to be despatched together with the Circular.

Warning

Since Completion is subject to the fulfilment or waiver (as applicable) of the conditions as set out in the Subscription Agreement, the Subscription may or may not proceed. In particular, Completion is conditional upon, among other things, the Whitewash Waiver being granted by the Executive and approved by the Independent Shareholders.

Shareholders and potential investors are reminded to exercise caution when dealing in the Shares, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

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

Shenzhen, the PRC, 30 April 2024

As at the date of this announcement, the executive Directors of the Company are Mr. Yuan Li, Mr. Xu Xinying and Mr. Zhuang Liangbao; the non-executive Director of the Company is Mr. Gu Changchao; and the independent non-executive Directors of the Company are Mr. Zhang Yihua, Mr. Chen Rui and Mr. Fung Tak Choi.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement other than those relating to the Subscriber and parties acting in concert with it, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

The sole director of the Subscriber, being Mr. Yuan Li, accepts full responsibility for the accuracy of the information relating to the Subscriber and parties acting in concert with it contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.