

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **Chongqing Hongjiu Fruit Co., Limited**

**重慶洪九果品股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6689)**

### **TERMINATION OF ISSUANCE OF DOMESTIC SHARES**

Reference are made to the announcements of the Chongqing Hongjiu Fruit Co., Limited (the “**Company**”) dated April 4, 2023, May 8, 2023 and July 11, 2023 (the “**Announcements**”), as well as the circular dated May 15, 2023 (the “**Circular**”), in relation to, among other things, the share subscription agreement entered into between the Company and the Subscribers on April 4, 2023, pursuant to which the Company proposed to issue not more than (including) 30,487,802 domestic unlisted ordinary shares to the Subscribers. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

#### **BACKGROUND**

On April 4, 2023, the Company entered into the conditional Share Subscription Agreement in respect of Chongqing Hongjiu Fruit Co., Limited with the Subscribers, pursuant to which, the Subscribers have conditionally agreed to subscribe for, and the Company has conditionally agreed to issue a total of 30,487,802 domestic unlisted ordinary shares at a subscription price of RMB16.40 per Target Share. The Company held the 2023 Third Extraordinary General Meeting, the 2023 First Domestic Share Class Meeting and the 2023 First H Share Class Meeting on May 31, 2023, to consider and approve the issuance of domestic unlisted ordinary shares and relevant matters.

In accordance with the Company Law of the PRC, the Securities Law of the PRC and other relevant laws and regulations, the Company has yet to obtain the approval of the CSRC for the Issuance. The Company submitted the application materials to the CSRC on June 1, 2023, and received the “CSRC’s Acceptance Notice of the Application for Administration Permission” issued by the CSRC on July 11, 2023, in which the CSRC accepted the application for the administrative permit.

## **TERMINATION OF ISSUANCE OF DOMESTIC SHARES**

As the execution cycle of the Issuance has been beyond the expectation of the parties, taking into account factors such as the prevailing capital market conditions, the market financing environment and the actual needs of the Company's development, and after friendly negotiation with the relevant parties and due and careful analysis, and upon resolution of the Board, the Company has decided to enter into the termination agreement (the "**Termination Agreement**") of the Share Subscription Agreement with the parties to the Share Subscription Agreement to terminate the Issuance (the "**Termination**") and withdraw the relevant application materials submitted to the CSRC. Authorised person(s) by the Board shall specifically handle matters relating to the Termination and perform the information disclosure obligations as required. The Company received the China Securities Regulatory Commission's Notice of Termination of the Review of the Application for the Administrative Permission from the CSRC (No. [2024]11) on May 10, 2024, which decided to terminate the review of the application for the Issuance.

The Company will enter into the Termination Agreement with the Subscribers. Upon the Termination Agreement becoming effective, the representations and undertakings and other relevant documents issued by the Company in relation to the Share Subscription Agreement will cease to be legally binding, and the parties to the Share Subscription Agreement will cease to be required to continue to perform their respective obligations thereunder. The Company will return the First Installment Subscription Price paid by the corresponding Subscribers and the capital occupancy fee calculated based on the one-year loan prime rate for the same period to the corresponding Subscribers in accordance with the Termination Agreement.

The Board considers that the Termination will not have any material adverse impact on the business operation and financial position of the Group and is not prejudicial to the interests of the Company and all Shareholders.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the H shares of the Company on the Stock Exchange was halted with effect from 1:28 p.m. on Wednesday, March 20, 2024 and will continue to be suspended, pending the publication of the Annual Results.

**Shareholders and potential investors should exercise caution when dealing in the H shares or other securities of the Company.**

By order of the Board  
**Chongqing Hongjiu Fruit Co., Limited**  
**Deng Hongjiu**  
*Chairman of the Board and Executive Director*

Chongqing, the PRC  
May 10, 2024

*As at the date of this announcement, the Board comprises Mr. Deng Hongjiu as the chairman of the Board and an executive Director, Ms. Jiang Zongying, Mr. Peng He, Mr. Yang Junwen and Ms. Tan Bo as executive Directors, and Ms. Xu Kemei, Mr. Peng Song and Mr. An Rui as independent non-executive Directors.*