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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)

(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 21 MAY 2024; (2) INCREASE IN AUTHORISED SHARE CAPITAL; AND (3) GRANT OF WHITEWASH WAIVER

Reference is made to the circular dated 30 April 2024 (the “**Circular**”) containing the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of China Qidian Guofeng Holdings Limited (the “**Company**”) held on Tuesday, 21 May 2024. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that all the resolution (the “**Resolutions**”) proposed at the EGM were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll at the EGM held on Tuesday, 21 May 2024. Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed as the scrutineer at the EGM for the purpose of vote-taking. All Directors (namely, Mr. Yuan Li, Mr. Xu Xinying, Mr. Zhuang Liangbao, Mr. Gu Changchao, Mr. Zhang Yihua, Mr. Chen Rui and Mr. Fung Tak Choi) attended the EGM in person or by electronic means and the EGM was chaired by Mr. Zhang Yihua, an independent non-executive Director.

As at the date of the EGM, the Company has a total of 263,135,692 Shares in issue. As disclosed in the Circular, the Subscriber, its associates, any parties acting in concert with it and the Shareholders who are involved in or interested in the Whitewash Waiver and/or the underlying transactions, will be required to abstain from voting in respect of the resolution(s) to approve the Whitewash Waiver and the underlying transactions (i.e. the Subscription, the Loan Capitalisation and the

Specific Mandate) at the EGM. Other than the Subscriber, none of the Shareholders is involved in or interested in the Whitewash Waiver and/or the underlying transactions (i.e. the Subscription, the Loan Capitalisation and the Specific Mandate) and is required to abstain from voting in respect of the resolution(s) to approve the aforesaid matters at the EGM. Therefore, the Subscriber, which is interested in a total of 64,565,624 Shares, representing approximately 24.54% of the issued share capital of the Company as at the date of the EGM, has abstained from voting on the resolutions approving the Whitewash Waiver and the underlying transactions (i.e. the Subscription, the Loan Capitalisation and the Specific Mandate) at the EGM.

Save as disclosed above, there was no Share entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the EGM pursuant to Rule 13.40 of the Listing Rules, and no Shareholder was required to abstain from voting on any of the resolutions at the EGM under the Listing Rules. Accordingly, (i) the total number of issued Shares entitling the Shareholders to attend and vote on the ordinary resolution no.1 was the total number of issued Shares (i.e. 263,135,692 Shares) as of the date of the EGM; and (ii) the total number of issued Shares entitling the Independent Shareholders to attend and vote on the resolutions in relation to the Whitewash Waiver and/or the underlying transactions (i.e. the Subscription, the Loan Capitalisation and the Specific Mandate) (i.e. the ordinary resolution no. 2 and the special resolution) at the EGM was 198,570,068 Shares.

The Board would like to announce the poll results of the EGM pursuant to Rule 13.39(5) of the Listing Rules as follows:

ORDINARY RESOLUTIONS^{note}		FOR	AGAINST
1.	To approve the authorised share capital of the Company be increased from US\$12,000,000 divided into 600,000,000 Shares of the Company of US\$0.02 each to US\$100,000,000 divided into 5,000,000,000 Shares of US\$0.02 each by the creation of an additional 4,400,000,000 new Shares (the “ Increase in Authorised Share Capital ”), and to authorise any one or more of the Directors be and is/are hereby authorised to do all such acts if and where applicable as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.	173,761,092 100.00%	0 0.00%

ORDINARY RESOLUTIONS^{note}		FOR	AGAINST
2.	Subject to the fulfilment of the terms and conditions set out in the Subscription Agreement: (a) to approve, confirm and ratify the Subscription Agreement and the matters contemplated thereunder; (b) to approve all the transactions contemplated under the Subscription Agreement, including but not limited to the specific mandate to allot and issue the Subscription Shares by the Company to the Subscriber and to authorise the Directors to allot and issue the Subscription Shares; and (c) to authorise any one or more of the Directors to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder.	109,195,468 100.00%	0 0.00%
SPECIAL RESOLUTION^{note}		FOR	AGAINST
3.	Subject to the granting of the Whitewash Waiver by the executive director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the executive director and any conditions that may be imposed thereon, to approve the Whitewash Waiver, and to authorise any one or more of the Directors to do all such acts and things and execute all such document as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.	109,195,468 100.00%	0 0.00%

Note: For the full text of the resolutions, please refer to the Notice. The number of votes and approximate percentage of voting as stated in resolution 1 are based on the total number of issued Shares held by the Shareholders who attended and voted at the EGM in person or by proxy. The number of votes and approximate percentage of voting as stated in resolutions 2 and 3 are based on the total number of issued Shares held by the Independent Shareholders who attended and voted at the EGM in person or by proxy.

As illustrated above, as more than 50% of the votes were cast in favour of (i) the ordinary resolution no.1 by the Shareholders, and (ii) the ordinary resolution no. 2 by the Independent Shareholders, ordinary resolutions nos. 1 and 2 were duly passed as an ordinary resolution of the Company. Further, as more than 75% of the votes were cast in favour of the above special resolution no. 3 by the Independent Shareholders, the special resolution no. 3 was duly passed as a special resolution of the Company.

INCREASE IN AUTHORISED SHARE CAPITAL

Upon approval by the Shareholders by way of passing the ordinary resolution no. 1 at the EGM, the Increase in Authorised Share Capital has become unconditional and effective. Accordingly, the authorised share capital of the Company has increased to US\$100,000,000 divided into 5,000,000,000 Shares.

EFFECTS ON THE SHAREHOLDING STRUCTURE

The shareholding structure of the Company (a) as at the date of this announcement; and (b) immediately after the Completion assuming that there is no other change to the share capital and shareholding structure of the Company from the date of this announcement up to the Completion, are set out below:

	As at the date of this announcement ^(Note 1)		Immediately after the Completion ^(Note 2)	
	<i>Number of Shares held</i>	<i>%</i>	<i>Number of Shares held</i>	<i>%</i>
The Subscriber and parties acting in concert with it				
The Subscriber ^(Note 3)	64,565,624	24.54	594,565,624	74.96
Other shareholder				
Yayue Longte Co., Limited (亞悅隆特有限公司) ^(Note 4, Note 5)	43,855,948	16.67	43,855,948	5.53
Other public Shareholders ^(Note 5)	154,714,120	58.79	154,714,120	19.51
Total issued Shares	263,135,692	100.00	793,135,692	100.00

Notes:

- (1) These percentages are calculated based on 263,135,692 Shares in issue as at the date of this announcement.
- (2) These percentages are calculated based on 793,135,692 Shares in issue upon Completion (assuming there is no change to the issued share capital and shareholding structure of the Company from the date of this announcement up to the Completion other than the issue of the Subscription Shares).
- (3) For details of the ultimate shareholders of the Subscriber, please refer to the section headed “Information of the Subscriber” on page 11 of the Circular.
- (4) Yayue Longte Co., Limited is wholly owned by Ms. Liu Yang. Yayue Longte Co., Limited and Ms. Liu Yang are not acting in concert with and have no relationship with the Subscriber and its beneficial owners.
- (5) Upon the Completion, Yayue Longte Co., Limited will hold less than 10% of the issued share capital of the Company and cease to be a substantial shareholder of the Company and therefore the Shares held by it will be counted towards public float.
- (6) The percentage figures as set out above are subject to rounding adjustments and any discrepancies in the table between totals and sums of amounts listed therein are due to rounding.

GRANT OF WHITEWASH WAIVER

The Executive granted the Whitewash Waiver on 13 May 2024, subject to: (i) the Whitewash Waiver and the Subscription and the transactions contemplated thereunder being separately approved by at least 75% and more than 50% respectively of the votes of the Independent Shareholders either in person or by proxy at the EGM, to be taken on a poll respectively; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights made by the Subscriber and its parties acting in concert between the Announcement and the Completion. The aforementioned condition (i) has been fulfilled as at the date of this announcement.

As at the date of this announcement, except conditions precedent (c), (f) and (g) of the Subscription Agreement, all other conditions precedent of the Subscription Agreement have been satisfied. Further announcement(s) will be made by the Company to keep its Shareholders and potential investors informed of any material development in relation to the Subscription as and when appropriate.

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. 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

Shenzhen, PRC, 21 May 2024

As at the date hereof, 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.