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**BRAINHOLE**  
TECHNOLOGY  
**BRAINHOLE TECHNOLOGY LIMITED**  
**脑洞科技有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2203)**

**DISCLOSEABLE TRANSACTION IN RELATION TO  
FURTHER ACQUISITION OF LISTED SECURITIES**

The Board announces that the Company has entered into the following transaction involving acquisition of listed securities.

**Further Acquisition of Sokon Shares**

On 21 May 2024, further to the Previous Acquisitions of Sokon Shares and the Previous Disposals of Sokon Shares as disclosed in the Previous Announcements, the Company has further acquired an aggregate of 5,200 Sokon Shares through the open market at an aggregate consideration of approximately RMB0.5 million (equivalent to approximately HK\$0.5 million) (excluding transaction costs).

**LISTING RULES IMPLICATION**

**Further Acquisition of Sokon Shares**

Pursuant to Rule 14.22 and Rule 14.23 of the Listing Rules for the purpose of classification of the transactions, as the Previous Acquisitions of Sokon Shares, the Previous Disposals of Sokon Shares and the Further Acquisition of Sokon Shares involve acquisitions and disposals of Sokon Shares within a 12-month period, all transactions respectively contemplated thereunder are considered and are aggregated as one transaction at a total consideration of approximately RMB3.3 million (equivalent to approximately HK\$3.6 million).

The Further Acquisition of Sokon Shares, on a standalone basis, does not constitute a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules.

As one or more of the applicable percentage ratio(s) (as defined in the Listing Rules) in respect of the Previous Acquisitions of Sokon Shares, the Previous Disposals of Sokon Shares and the Further Acquisition of Sokon Shares, when aggregated as a whole, exceed 5% but all are less than 25%, the Further Acquisition of Sokon Shares, when aggregated with the Previous Acquisitions of Sokon Shares and the Previous Disposals of Sokon Shares as a whole, constitute a discloseable transaction on the part of the Company and is subject to the announcement and reporting requirements under Chapter 14 of the Listing Rules.

The Board announces that the Company has entered into the following transaction involving acquisition of listed securities.

### **Further Acquisition of Sokon Shares**

On 21 May 2024, further to the Previous Acquisitions of Sokon Shares and the Previous Disposals of Sokon Shares as disclosed in the Previous Announcements, the Company has further acquired an aggregate of 5,200 Sokon Shares through the open market at an aggregate consideration of approximately RMB0.5 million (equivalent to approximately HK\$0.5 million) (excluding transaction costs). The average price (excluding transaction costs) for the further acquisition of each Sokon Share was approximately RMB88.59 (equivalent to approximately HK\$97.19). The aggregate consideration of approximately RMB0.5 million (equivalent to approximately HK\$0.5 million) (excluding transaction costs) was financed by the Group's existing internal financial resources.

As the Further Acquisition of Sokon Shares was conducted in the open market, the identities of the counterparties of the acquired Sokon Shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the acquired Sokon Shares are Independent Third Parties.

### **INFORMATION ON SOKON**

#### **Sokon**

Sokon is a mixed-ownership manufacturer founded in 1986. The Sokon Group promotes transformation and upgrading from traditional vehicles to intelligent vehicles and from traditional manufacturing to intelligent manufacturing, and pursues high-quality development so as to realise the vision of “becoming a global branded enterprise of intelligent vehicles”. The Sokon Group has multiple wholly-owned subsidiaries such as Dongfeng Sokon Motor Co., Ltd., E-powertrain Company, Engine Company, Auto Components Company, Import & Export Company, etc. Its main products include intelligent electric vehicles, super urban SUVs, compact MPVs, mini-commercial battery electric vehicles, e-powertrain as well as energy-saving, environmentally friendly and high-performance engines such as 1.0–2.0-liter, 1.5T and 2.0T direct-injection turbochargers. These products are exported to more than 70 countries and regions.

The following financial information is extracted from the published documents of the Sokon Group:

	<b>For the year ended</b>		<b>For the year ended</b>		<b>For the year ended</b>	
	<b>31 December 2021</b>		<b>31 December 2022</b>		<b>31 December 2023</b>	
	(audited)		(audited)		(audited)	
	<i>RMB'000</i>	<i>HK\$'000</i>	<i>RMB'000</i>	<i>HK\$'000</i>	<i>RMB'000</i>	<i>HK\$'000</i>
Revenue	16,717,921	18,389,713	34,104,996	37,515,496	35,841,958	39,426,154
(Loss) before income tax	(2,609,860)	(2,870,846)	(4,930,410)	(5,423,451)	(4,080,859)	(4,488,945)
(Loss) for the year	(2,630,824)	(2,893,906)	(5,220,557)	(5,742,613)	(4,156,716)	(4,572,388)
(Loss) attributable to owners of the Company	(1,823,911)	(2,006,302)	(3,831,866)	(4,215,053)	(2,449,687)	(2,694,656)

Based on Sokon's published documents, the Sokon Group has an audited consolidated net assets value of approximately RMB7,960 million (equivalent to approximately HK\$8,756 million) as at 31 December 2021, approximately RMB11,420 million (equivalent to approximately HK\$12,562 million) as at 31 December 2022 and approximately RMB11,406 million (equivalent to approximately HK\$12,547 million) as at 31 December 2023.

## **REASONS FOR AND BENEFITS OF THE FURTHER ACQUISITION OF SOKON SHARES**

The Group is principally engaged in the manufacturing and trading of semiconductors, broadband infrastructure construction and the provision of integrated solution for smart domain application (including smart home, smart campus and smart communities).

The Group believes that technological innovation is an important engine for future economic development, and it can also drive the emerging applications in the smart living sector. The Group always hopes to leverage our own advantages in the field of smart technology to actively diversify the investments in the field of innovative technologies, in order to facilitate the technological development and create greater value for the Shareholders.

Sokon is one of the top 500 companies in the PRC and produces cars, motorcycles and commercial vehicles as well as shock absorbers and internal combustion engines. As set out in the relevant Previous Announcements, the Board holds positive views towards the financial performance and future prospect of Sokon. The Group considers that the Further Acquisition of Sokon Shares can increase our holdings in these attractive investments and to further expand its investment portfolio with quality assets, which will enhance investment return for the Group.

As the Further Acquisition of Sokon Shares was made in the open market at prevailing market prices, the Directors are of the view that the terms of the Further Acquisition of Sokon Shares are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

### **Further Acquisition of Sokon Shares**

Pursuant to Rule 14.22 and Rule 14.23 of the Listing Rules for the purpose of classification of the transactions, as the Previous Acquisitions of Sokon Shares, the Previous Disposals of Sokon Shares and the Further Acquisition of Sokon Shares involve acquisitions and disposals of Sokon Shares within a 12-month period, all transactions respectively contemplated thereunder are considered and are aggregated as one transaction at a total consideration of approximately RMB3.3 million (equivalent to approximately HK\$3.6 million).

The Further Acquisition of Sokon Shares, on a standalone basis, does not constitute a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules.

As one or more of the applicable percentage ratio(s) (as defined in the Listing Rules) in respect of the Previous Acquisitions of Sokon Shares, the Previous Disposals of Sokon Shares and the Further Acquisition of Sokon Shares, when aggregated as a whole, exceed 5% but all are less than 25%, the Further Acquisition of Sokon Shares, when aggregated with the Previous Acquisitions of Sokon Shares and the Previous Disposals of Sokon Shares as a whole, constitute a discloseable transaction on the part of the Company and is subject to the announcement and reporting requirements under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors of the Company
“Company”	Brainhole Technology Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2203)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Further Acquisition of Sokon Shares”	further acquisition of 5,200 Sokon Shares by the Company as disclosed in this announcement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons and is not acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with any of the connected persons of the Company or any of their respective associates (as defined under the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Previous Acquisitions of Sokon Shares”	the series of acquisitions of an aggregate of 459,500 Sokon Shares by the Company during the period from 20 February 2024 (after trading hours of the Stock Exchange) and up to (and inclusive of) 1 March 2024 as set out in the relevant Previous Announcements
“Previous Announcements”	the announcements of the Company dated 21 February 2024, 22 February 2024, 22 March 2024, 30 April 2024 and 7 May 2024 in relation to, <i>inter alia</i> , the Previous Acquisitions of Sokon Shares and the Previous Disposals of Sokon Shares
“Previous Disposals of Sokon Shares”	the series of disposals of an aggregate of 424,000 Sokon Shares by the Company during the period from 21 March 2024 (after trading hours the Stock Exchange) and up to (and inclusive of) 7 May 2024 as set out in the relevant Previous Announcements
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) in the issued share capital of the Company
“Sokon”	Seres Group Co., Ltd. (賽力斯集團股份有限公司, formerly known as Sokon Group or Chongqing Sokon Industry Group Co., Ltd, 重慶小康工業集團股份有限公司), a PRC joint-stock company whose domestic shares are listed on the Shanghai Stock Exchange (stock code: 601127.SH)
“Sokon Group”	Sokon and its subsidiaries

“Sokon Share(s)”	Domestic share(s) of Sokon
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board  
**Brainhole Technology Limited**  
**Zhang Liang Johnson**  
*Chairman and Executive Director*

Hong Kong, 21 May 2024

*For the purpose of this announcement, all amounts denominated in RMB has been translated (for information only) into HK\$ using the exchange rate of RMB1.00:HK\$1.10. Such translations shall not be construed as a representation that amounts of RMB were or may have been converted.*

*As at the date of this announcement, the Board comprises Mr. Zhang Liang Johnson and Ms. Wan Duo as executive Directors and Mr. Xu Liang, Mr. Chen Johnson Xi and Ms. Zhang Yibo as independent non-executive Directors.*