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亞東

**Yadong Group Holdings Limited**

**亞東集團控股有限公司**

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

**(Stock Code: 1795)**

**VOLUNTARY ANNOUNCEMENT  
CHANGE IN SHAREHOLDING STRUCTURE IN THE COMPANY**

This announcement is made by the Company on a voluntary basis.

The Company was informed by Oriental Ever Holdings that on 7 June 2024, as part of family wealth planning arrangement, Mr. Xue Shidong transferred his entire shareholding interests in Oriental Ever Holdings to his son, Mr. Xue Liang, at a nominal consideration (the “**Share Transfer**”). Immediately prior to and upon completion of the Share Transfer, Oriental Ever Holdings remained as a Controlling Shareholder holding 450,000,000 Shares, representing 75% of the total issued share capital of the Company.

Pursuant to Rule 26.1 of the Takeovers Code, the Share Transfer might have triggered the requirement on the part of Mr. Xue Liang to make a mandatory general offer for all the issued Shares of the Company unless a waiver is granted by the Executive. In this regard, Mr. Xue Liang has applied to and the Executive has granted a waiver pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code of the obligation on the part of Mr. Xue Liang to make a general offer for all the issued Shares of the Company which may have otherwise arisen as a result of the Share Transfer.

**THE SHARE TRANSFER**

The Company was informed by Oriental Ever Holdings that on 7 June 2024, as part of family wealth planning arrangement, Mr. Xue Shidong transferred his entire shareholding interests in Oriental Ever Holdings to his son, Mr. Xue Liang, at a nominal consideration (the “**Share Transfer**”). Immediately prior to and upon completion of the Share Transfer, Oriental Ever Holdings remained as a Controlling Shareholder holding 450,000,000 Shares, representing 75% of the total issued share capital of the Company.

Immediately prior to completion of the Share Transfer, Mr. Xue Shidong was the sole director and sole shareholder of Oriental Ever Holdings, which in turn held 450,000,000 Shares, representing 75% of the total issued share capital of the Company. Accordingly, each of Oriental Ever Holdings and Mr. Xue Shidong was a Controlling Shareholder immediately prior to completion of the Share Transfer.

Immediately upon completion of the Share Transfer and as at the date of this announcement, Mr. Xue Liang replaced Mr. Xue Shidong as the sole director and sole shareholder of Oriental Ever Holdings. By virtue of his interests in Oriental Ever Holdings, Mr. Xue Liang is deemed to be interested in 450,000,000 Shares, representing 75% of the total issued share capital of the Company. Accordingly, each of Oriental Ever Holdings and Mr. Xue Liang is a Controlling Shareholder immediately upon completion of the Share Transfer and as at the date of this announcement. Mr. Xue Liang is the son of Mr. Xue Shidong. Mr. Xue Liang has been an employee of Yadong (Changzhou) Science & Technology Co., Ltd. (“**Yadong (Changzhou)**”), being an indirect wholly-owned subsidiary of the Company since January 2014, with his current position being general manager. Mr. Xue Liang has also been a director of Ya Dong (Hong Kong) International Trading Company Limited, being an indirect wholly-owned subsidiary of the Company, since July 2022.

Immediately upon completion of the Share Transfer, Mr. Xue Shidong ceased to hold any interests or directorship in Oriental Ever Holdings.

## **IMPLICATIONS UNDER THE TAKEOVERS CODE**

Pursuant to Rule 26.1 of the Takeovers Code, the Share Transfer might have triggered the requirement on the part of Mr. Xue Liang to make a mandatory general offer for all the issued Shares of the Company unless a waiver is granted by the Executive. In this regard, Mr. Xue Liang has applied to and the Executive has granted a waiver pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code of the obligation on the part of Mr. Xue Liang to make a general offer for all the issued Shares of the Company which may have otherwise arisen as a result of the Share Transfer.

**Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

## **DEFINITIONS**

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

“Board”	the board of Directors
“BVI”	British Virgin Islands
“Company”	Yadong Group Holdings Limited (亞東集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1795)

“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive”	the executive director of the Corporate Finance Division of the SFC or any delegate of the executive director
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Oriental Ever Holdings”	Oriental Ever Holdings Limited (東永控股有限公司), a company incorporated in the BVI with limited liability and a Controlling Shareholder
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Share Transfer”	the transfer of the entire issued shares of Oriental Ever Holdings by Mr. Xue Shidong to his son, Mr. Xue Liang, at a nominal consideration on 7 June 2024
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
“%”	per cent.

By Order of the Board  
**Yadong Group Holdings Limited**  
**Xue Shidong**  
*Chairman*

Hong Kong, 7 June 2024

*As at the date of this announcement, the Company has five executive Directors, namely Mr. Xue Shidong, Mr. Wang Bin, Mr. Xiang Wenbin, Ms. Zhang Yeping and Mr. Jin Rongwei; and three independent non-executive Directors, namely Mr. Zhu Qi, Mr. Ho Kin Cheong Kelvin and Mr. Wang Hongliang.*