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DEVGREAT GROUP LIMITED

大方廣瑞德集團有限公司

(formerly known as Shanghai Zendai Property Limited 上海証大房地產有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock code: 755)

- (1) PROPOSED CAPITAL REORGANISATION;**
(2) CONNECTED TRANSACTION FOR SUBSCRIPTION OF
NEW SHARES UNDER SPECIFIC MANDATE;
(3) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER;
AND
(4) RESUMPTION OF TRADING

THE CAPITAL REORGANISATION

The Board proposes to put forward to the Shareholders for the proposal of the Capital Reorganisation which involves the following:

(1) Share Consolidation

The Share Consolidation whereby every one hundred (100) issued and unissued Existing Shares of par value of HK\$0.02 each will be consolidated into one (1) Consolidated Share of par value of HK\$2.00 each.

(2) Capital Reduction and Sub-division

Immediately upon the Share Consolidation becoming effective, the Capital Reduction and the Sub-division will be implemented, whereby:

- (i) where applicable, cancelling any fraction of a share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of the shares to a whole number;
- (ii) cancelling the paid-up capital of the Company to the extent of HK\$1.98 on each of the issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$2.00 to HK\$0.02;
- (iii) each authorised but unissued Consolidated Share (including the authorised unissued Consolidated Share arising from the Capital Reduction) will be sub-divided into one hundred (100) New Shares of par value of HK\$0.02 each so that immediately following the Capital Reorganisation, the authorised share capital of the Company will remain at HK\$400,000,000 divided into 20,000,000,000 New Shares; and

- (iv) upon the Capital Reorganisation becoming effective, the credit arising from the Capital Reduction in the amount of approximately HK\$294,611,160 will be transferred to the contributed surplus account of the Company, entire amount of which will be applied towards partially offsetting of Accumulated Losses.

Upon the Capital Reorganisation becoming effective, the New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid in accordance with the Company's memorandum of association and the Bye-laws.

THE SUBSCRIPTION

On 2 December 2024, the Company and the Subscriber enter into the Subscription Agreement, pursuant to which the Subscriber has conditionally agreed to subscribe, and the Company has conditionally agreed to allot and issue an aggregate of 29,758,703 Subscription Shares at the Subscription Price of HK\$1.30 per Subscription Share to raise net proceeds of approximately HK\$37.2 million.

The primary purpose of the Subscription is to recognize and reward the Core Senior Management Team's past contributions and ongoing commitment to the Group's recovery. The Subscription also aims to retain and further motivate the Core Senior Management Team by aligning their interests with those of the Shareholders, ensuring their continued dedication to the Group's long-term growth and success.

Upon the Capital Reorganisation becoming effective and assuming there being no other change in the issued share capital of the Company from the date of this announcement and up to the completion of the Subscription, the 29,758,703 Subscription Shares represent (i) approximately 20% of the total number of issued New Shares; and (ii) approximately 16.67% of the total number of issued New Shares as enlarged by the allotment and issue of the Subscription Shares immediately upon completion of the Subscription.

LISTING RULES IMPLICATIONS

The Subscriber is owned as to 70% by Ms. Li Zhen (an executive Director) as at the date of the announcement and is an associate of Ms. Li Zhen. Therefore, the Subscriber is a connected person of the Company under the Listing Rules. Accordingly, the Subscription constitutes a connected transaction of the Company and is subject to the reporting, announcement, circular and independent shareholders' approval requirements under the Listing Rules.

GENERAL

The SGM will be convened and held for (1) the Shareholders to consider and, if thought fit, approve the Capital Reorganisation; and (2) the Independent Shareholders to consider and, if thought fit, approve the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate). The Subscriber, Smart Success Capital Ltd. and their respective associates are required to abstain from voting on the resolution(s) in respect of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate) at the SGM.

The Independent Board Committee comprising Dr. Guan Huanfei, Mr. Cao Hailiang, Dr. Lin Xinzhu and Mr. Wang Yuzhou, being all the independent non-executive Directors, has been established to advise the Independent Shareholders in respect of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate). Crescendo Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular of the Company containing, among other things, (i) details of the Capital Reorganisation; (ii) details of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate); (iii) the letter of recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate); (iv) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate); and (v) a notice convening the SGM and the related proxy form will be despatched to the Shareholders on or about 27 December 2024.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares has been halted with effect from 1:00 p.m. on 2 December 2024 pending the issue of this announcement. Application has been made for the resumption of trading in the Shares with effect from 9:00 a.m. on 4 December 2024 following the publication of this announcement.

Shareholders and potential investors of the Company should take note that the Capital Reorganisation and the Subscription are conditional upon the fulfilment of certain conditions set out in this announcement. Therefore, the Capital Reorganisation and the Subscription may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt about their position, they should consult their professional advisers.

INTRODUCTION

On 29 November 2024, the Company announced that, among others, (i) the repayment date of the Put Option Principal Amount owed by the Group to Power Rider was proposed to be extended to 31 December 2027; (ii) the repayment date of the Outstanding Balances owed by Myway Developments to the Group was proposed to be extended to 31 December 2027; and (iii) the term of the Framework Agreement for the Group to provide management services for the development, construction, sale and operation for the Haimen Project was proposed to be renewed for an additional three years up to 31 December 2027.

In addition to the proposals as set out in the Announcement, the Board is pleased to announce a further proposal aimed at enhancing the Company's capital structure and supporting long-term growth. As part of the Company's ongoing efforts to strengthen its financial position, enhance shareholders' value, and align the interests of the management team with those of the Shareholders, the Company puts forward to the Shareholders a proposal of the Capital Reorganisation and Subscription, which involves issuing new Shares to the Core Senior Management Team.

Details of the Capital Reorganisation and Subscription, including the terms, rationale, and benefits, are set out in subsequent sections of this announcement.

THE CAPITAL REORGANISATION

The Board proposes to put forward to the Shareholders for the proposal of the Capital Reorganisation which involves the following:

(1) Share Consolidation

The Share Consolidation whereby every one hundred (100) issued and unissued Existing Shares of par value of HK\$0.02 each will be consolidated into one (1) Consolidated Share of par value of HK\$2.00 each.

(2) Capital Reduction and Sub-division

Immediately upon the Share Consolidation becoming effective, the Capital Reduction and the Sub-division will be implemented, whereby:

- (i) where applicable, cancelling any fraction of a share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of the shares to a whole number;
- (ii) cancelling the paid-up capital of the Company to the extent of HK\$1.98 on each of the issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$2.00 to HK\$0.02;
- (iii) each authorised but unissued Consolidated Share (including the authorised unissued Consolidated Share arising from the Capital Reduction) will be sub-divided into one hundred (100) New Shares of par value of HK\$0.02 each so that immediately following the Capital Reorganisation, the authorised share capital of the Company will remain at HK\$400,000,000 divided into 20,000,000,000 New Shares; and
- (iv) upon the Capital Reorganisation becoming effective, the credit arising from the Capital Reduction in the amount of approximately HK\$294,611,160 will be transferred to the contributed surplus account of the Company, entire amount of which will be applied towards partially offsetting of the Accumulated Losses.

Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional on the following conditions being fulfilled:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Capital Reorganisation;
- (ii) the Listing Committee of the Stock Exchange granting the approval for listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation;
- (iii) the compliance with the relevant procedures and requirements under the Companies Act and applicable laws of Bermuda to effect the Capital Reorganisation; and
- (iv) the compliance with the relevant procedures, rules, regulations and requirements imposed by the relevant regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

As at the date of this announcement, none of the conditions above has been fulfilled.

Assuming that all of the above conditions are fulfilled, it is expected that the Capital Reorganisation will become effective on 17 January 2025.

Effects of the Capital Reorganisation

As at the date of this announcement, the authorised share capital of the Company is HK\$400,000,000 divided into 20,000,000,000 Existing Shares of HK\$0.02 each, of which 14,879,351,515 Existing Shares are issued and credited as fully paid.

Assuming that there will be no change in the issued share capital of the Company from the date of this announcement up to the date on which the Capital Reorganisation becomes effective, the share capital structure of the Company (i) as at the date of this announcement; (ii) immediately after the Share Consolidation becoming effective but before the Capital Reduction and the Sub-division becoming effective; and (iii) immediately after the Capital Reorganisation becoming effective are summarised as follows:

	As at the date of this announcement	Immediately after the Share Consolidation becoming effective but before the Capital Reduction and the Sub-division becoming effective	Immediately after the Capital Reorganisation becoming effective but before completion of the Subscription
Par value	HK\$0.02 per Existing Share	HK\$2.00 per Consolidated Share	HK\$0.02 per New Share
Authorised share capital	HK\$400,000,000 divided into 20,000,000,000 Existing Shares	HK\$400,000,000 divided into 200,000,000 Consolidated Shares	HK\$400,000,000 divided into 20,000,000,000 New Shares
Issued share capital	HK\$297,587,030.30 divided into 14,879,351,515 Existing Shares	HK\$297,587,030.30 divided into 148,793,515 Consolidated Shares	HK\$2,975,870.30 divided into 148,793,515 New Shares

Save for applying the entire amount of credit arising from the Capital Reduction towards partially offsetting the Accumulated Losses, and other than the relevant expenses to be incurred in relation to the Capital Reorganisation, the implementation of the Capital Reorganisation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board considers that the Capital Reorganisation will not have any material adverse effect on the financial position of the Company.

Listing Application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the New Shares.

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt on any other stock exchange save for the Stock Exchange. At the time the Capital Reorganisation becomes effective, the New Shares in issue will not be listed or dealt on any stock exchange save for the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

As at the date of this announcement, the Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Existing Shares, Consolidated Shares or New Shares.

Status of the New Shares

Upon the Capital Reorganisation becoming effective, the New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid in accordance with the Company's memorandum of association and the Bye-laws.

Exchange of certificates for New Shares

Subject to the Capital Reorganisation becoming effective, which is currently expected to be Friday, 17 January 2025, Shareholders may on or after Friday, 17 January 2025 and until Thursday, 27 February 2025 (both days inclusive), submit their existing share certificates in pink colour for the Existing Shares to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, during business hours for exchange for new share certificates for the New Shares at the expense of the Company. The colour of the new share certificates for the New Shares will be stated in the circular of the Company to be despatched to the Shareholders.

Shareholders should note that after the prescribed time for free exchange of new share certificates for the New Shares, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever the number of certificates cancelled or issued is higher.

After 4:10 p.m. on Tuesday, 25 February 2025, trading will only be in New Shares. Existing share certificates in pink colour for the Existing Shares will remain valid and effective as documents of title and may be exchanged for share certificates for New Shares at any time, but will cease to be valid for delivery, trading and settlement purposes.

Fractional entitlement to New Shares

Any fractional New Shares arising from the Capital Reorganisation to which the Shareholders are respectively entitled, if any, will not be issued to the Shareholders but all such fractional New Shares will be aggregated and, if possible, sold for the benefits of the Company.

Odd lot trading arrangement and matching services

In order to facilitate the trading of odd lots (if any) of the New Shares, the Company will appoint a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the New Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Shares. Details of the odd lot trading arrangement will be stated in the circular of the Company to be despatched to the Shareholders.

Shareholders or potential investors of the Company should note that (i) odd lots will be created after the Capital Reorganisation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the relevant market price.

No change in board lot size

The Shares are currently traded on the Stock Exchange in board lot size of 5,000 Existing Shares. Upon the Capital Reorganisation becoming effective, the board lot size for trading in the New Shares will remain unchanged at 5,000 New Shares per board lot.

Reasons for the Capital Reorganisation

The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 (last updated in September 2024) states that taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

The value per board lot is substantially less than HK\$2,000 during the period from 1 January 2024 to the date of this announcement. Therefore, the Board considers that the Capital Reorganisation would enable the Company to comply with the trading requirements under the Listing Rules. Moreover, the Capital Reorganisation can reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, because most of the banks/securities houses will charge a minimum transaction costs for each securities trade.

As at the date of this announcement, the par value per Existing Share is HK\$0.02, which is higher than the closing price of HK\$0.016 per Existing Share as at the date of the Subscription Agreement. Under the Companies Act, the Company may not issue Shares at a discount to the par value of such Shares. Based on the closing price of HK\$0.016 per Existing Share as at the date of the Subscription Agreement, the theoretical closing price would be HK\$1.60 per New Share (after taking into account the effect of the Capital Reorganisation) which is much higher than the par value per New Share of HK\$0.02. On this basis, the Board considers that the Capital Reorganisation will provide the Company with flexibility to issue new Shares in the future.

As mentioned above, the implementation of the Capital Reorganisation will not alter the underlying assets, business operations, management or financial position of the Company. It is believed that the adjusted share price resulting from the Share Consolidation would maintain the trading amount for each board lot at a reasonable level and will enhance the Company's corporate image, making investment in the Shares more appealing to a wider range of investors. Accordingly, this can broaden the shareholder base of the Company.

As at 31 December 2023, the Company recorded accumulated losses of approximately HK\$2.8 billion. The Board intends to transfer the credit arising from the Capital Reduction of approximately HK\$294,611,160 to the contributed surplus account of the Company to partially set off the Accumulated Losses.

In light of the above, the Board considers that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole.

Expected timetable

The expected timetable for the implementation of the Capital Reorganisation is set out below. The expected timetable is subject to the results of the SGM and satisfaction of the conditions of the Capital Reorganisation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates unless otherwise specified.

Event	Hong Kong time and date
Despatch date of the Company's circular with notice of the SGM and form of proxy	On or before Friday, 27 December 2024
Latest time for lodging transfer documents in order to qualify for attending and voting at the SGM4:30 p.m. on Thursday, 9 January 2025
Closure of the register of members of the Company to determine the entitlement to attend and vote at the SGM (both days inclusive)Friday, 10 January 2025 to Wednesday, 15 January 2025
Latest date and time for lodging forms of proxy for the SGM2:30 p.m. on Monday, 13 January 2025
Record date for determining entitlements for attending and voting at the SGM	Wednesday, 15 January 2025
Expected date and time of the SGM2:30 p.m. on Wednesday, 15 January 2025
Publication of the announcement of poll results of the SGM	Wednesday, 15 January 2025

The following events are conditional on the fulfillment of the conditions for the implementation of the Capital Reorganisation.

Event	Hong Kong time and date
Expected effective date of the Capital Reorganisation.	Friday, 17 January 2025
First day of free exchange of existing share certificates for new share certificates for the New Shares	Friday, 17 January 2025
Dealing in the New Shares commences.	9:00 a.m. on Friday, 17 January 2025
Original counter for trading in the Existing Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Friday, 17 January 2025
Temporary counter for trading in the New Shares in board lots of 50 New Shares (in the form of existing share certificates) opens.	9:00 a.m. on Friday, 17 January 2025
Original counter for trading in the New Shares in new board lots of 5,000 New Shares (in the form of new share certificates) re-opens.	9:00 a.m. on Wednesday, 5 February 2025
Parallel trading in the New Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m. on Wednesday, 5 February 2025
Designated broker starts to stand in the market to provide matching services for sale and purchase of odd lots of the New Shares	9:00 a.m. on Wednesday, 5 February 2025
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the New Shares	4:00 p.m. on Tuesday, 25 February 2025
Temporary counter for trading in the New Shares in board lots of 50 New Shares (in the form of existing share certificates) closes.	4:10 p.m. on Tuesday, 25 February 2025
Parallel trading in the New Shares (in the form of new share certificates and existing share certificates) ends	4:10 p.m. on Tuesday, 25 February 2025
Last date and time for free exchange of existing share certificates for new share certificates for the New Shares	4:30 p.m. on Thursday, 27 February 2025

THE SUBSCRIPTION

The Board announces that on 2 December 2024, the Company and the Subscriber enter into the Subscription Agreement, pursuant to which the Subscriber has conditionally agreed to subscribe, and the Company has conditionally agreed to allot and issue the Subscription Shares at the Subscription Price of HK\$1.30 per Subscription Share.

Background

Since 2020, the Group has faced significant financial challenges following the introduction of the “Three Red Lines” policy by the PRC government, which imposed stringent regulations on the real estate industry. In response to these challenges, the Company appointed the Core Senior Management Team, comprising Ms. Li Zhen, Mr. Pi Minjie, Mr. Song Yi and Mr. Hong Bin. This team was tasked with developing and executing a comprehensive restructuring plan aimed at stabilizing the Group’s financial position and steering it towards sustainable growth.

Under the guidance of the Core Senior Management Team, the Group has made substantial progress. Through a strategic focus on divesting non-performing and distressed assets, the Group’s total borrowings have been significantly reduced from approximately HK\$7 billion as of 31 December 2020, to approximately HK\$217.7 million as of 30 June 2024. This significant reduction in debt has alleviated much of the Group’s financial pressure, positioning the Company to capitalize on emerging opportunities and ensuring greater financial flexibility moving forward.

The primary purpose of the Subscription is to recognize and reward the Core Senior Management Team’s past contributions and ongoing commitment to the Group’s recovery. The Subscription also aims to retain and further motivate the Core Senior Management Team by aligning their interests with those of the Shareholders, ensuring their continued dedication to the Group’s long-term growth and success. Detailed reasons of the Subscription are set out in the paragraph headed “Reasons for and benefits of the Subscription” below.

Principal terms of the Subscription Agreement

Date : 2 December 2024

Parties

Issuer : the Company

Subscriber : Innumerable Fortune Limited

The Subscriber is owned as to (i) 70% by Ms. Li Zhen (李珍) (an executive Director), (ii) 10% by Mr. Pi Minjie (皮敏捷) (an executive Director), (iii) 10% by Mr. Song Yi (宋燚) and (iv) 10% by Mr. Hong Bin (洪斌) as at the date of this announcement. Both of Mr. Song and Mr. Hong are senior management of the Group. The Subscriber is a special purpose vehicle established for the purpose of the Subscription and is an investment holding company.

Subscription Shares

Pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for an aggregate of 29,758,703 Subscription Shares at the Subscription Price of HK\$1.30 per Subscription Share.

The Subscription Shares will be allotted and issued under the Specific Mandate which will be sought from the Independent Shareholders at the SGM.

The Subscription Shares shall, when issued, rank *pari passu* in all respects with all other Shares then in issue.

Upon the Capital Reorganisation becoming effective and assuming there being no other change in the issued share capital of the Company from the date of this announcement and up to the completion of the Subscription, the 29,758,703 Subscription Shares represent (i) approximately 20% of the total number of issued New Shares; and (ii) approximately 16.67% of the total number of issued New Shares as enlarged by the allotment and issue of the Subscription Shares immediately upon completion of the Subscription.

Subscription Price

The Subscription Price of HK\$1.30 per Subscription Share represents:

- (i) a discount of approximately 18.75% to the theoretical closing price of HK\$1.60 per New Share (after taking into account the effect of the Capital Reorganisation) based on the closing price of HK\$0.016 per Existing Share as quoted on the Stock Exchange on 2 December 2024, being the date of the Subscription Agreement;
- (ii) a discount of approximately 17.72% to the theoretical average closing price of approximately HK\$1.58 per New Share (after taking into account the effect of the Capital Reorganisation) based on the average closing price of approximately HK\$0.0158 per Existing Share as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Subscription Agreement;
- (iii) a discount of approximately 59.12% to the theoretical consolidated net assets value per Share attributable to the Shareholders as at 30 June 2024 of approximately HK\$3.18 per New Share (after taking into account the effect of the Capital Reorganisation), calculated based on (a) the unaudited consolidated net assets of the Group attributable to the Shareholders of approximately HK\$472,964,000 as at 30 June 2024 as set out in the latest published interim report of the Company for the six months ended 30 June 2024; and (b) 148,793,515 New Shares in issue immediately after the Capital Reorganisation becoming effective; and
- (iv) a discount of approximately 72.04% to the theoretical unaudited pro forma consolidated net assets value per Share attributable to the Shareholders as at 31 December 2023 of approximately HK\$4.65 per New Share (after taking into account the effect of the Capital Reorganisation), calculated based on (a) the unaudited pro forma consolidated net assets of the Group attributable to the Shareholders of approximately HK\$691,765,000 as at 31 December 2023 as set out in the circular of the Company dated 23 August 2024 assuming completion of a very substantial disposal of the Company having been taken place on 31 December 2023; and (b) 148,793,515 New Shares in issue immediately after the Capital Reorganisation becoming effective.

The primary objective in determining the Subscription Price was to achieve a balance that appropriately recognizes the past contributions of the Core Senior Management Team, while providing incentives for them to drive shareholder value by aligning their interests with those of the Shareholders. The Subscription Price is designed to reward the Core Senior Management Team for their ongoing efforts in steering the Group through its restructuring and enhancing its future prospects. For more details on the contributions of the Core Senior Management Team to the Group, please refer to the paragraph headed “Reasons for and benefits of the Subscription” below.

The Directors note that the Subscription Price represents discounts to both the theoretical closing price of the New Shares and the theoretical net asset value attributable to the Shareholders per New Share. The Shares have historically traded below the consolidated net asset value attributable to Shareholders, largely due to factors such as low trading liquidity and market volatility. As such, greater weight was given to the prevailing market price of the Shares when determining the Subscription Price, which better reflects the current market conditions and provides the Core Senior Management Team with a meaningful entry point into the Company at a price that incentivizes long-term value creation.

The discount is also justified by the fact that it serves as a retention tool for the Core Senior Management Team. The Subscription Price allows the management team to acquire an equity stake at a favorable price, which is crucial for motivating them to continue their active involvement in the Group’s recovery and future success. The Core Senior Management Team’s ability to fully realize the benefits of the Subscription will depend on their ongoing commitment to the Group’s future performance, and the alignment of the Subscription Price with the Group’s longer-term goals ensures that their interests remain closely tied to those of the Shareholders.

Moreover, the Core Senior Management Team has made a significant personal financial investment in the Company, demonstrating their commitment to the Group’s future growth. To further align their interests with those of the Shareholders, the Core Senior Management Team has agreed to a three-year lock-up period for the Subscription Shares. This lock-up commitment reflects their confidence in the long-term growth potential of the Group and ensures that they remain focused on delivering sustainable value for the Shareholders. The specific terms of the lock-up arrangement are set out in the paragraphs headed “Lock-up” below.

Conditions to the Subscription

Completion of the Subscription is conditional upon the fulfilment of the following conditions:

- (i) the passing of relevant resolution(s) at the SGM in compliance with the requirements of the Listing Rules approving the Subscription Agreement and the transactions contemplated thereunder;
- (ii) the Capital Reorganisation becoming effective; and
- (iii) the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Subscription Shares.

The Subscription Agreement does not provide for any party to waive the above conditions.

The Company will apply to the Listing Committee for listing of and permission to deal in the Subscription Shares.

If any of the conditions is not satisfied on or before 31 March 2025, the Subscription Agreement shall be terminated automatically provided however that (a) surviving provisions shall continue in force following the termination of the Subscription Agreement; and (b) the termination of the Subscription Agreement shall be without prejudice to the rights and liabilities of any party accrued prior to the termination.

Completion

Completion of the Subscription shall take place within 7 business days upon the satisfaction of all conditions to the Subscription or such other date as the Company and the Subscriber may agree in writing.

Lock-up

The Subscriber has unconditionally and irrevocably undertaken to the Company that, during a period commencing from and including the Subscription Completion Date and ending on and including the date which is three calendar years from the Subscription Completion Date (the “**Lock-up Period**”), the Subscriber shall not, and shall procure that the relevant registered holder(s) and its associates and companies controlled by it and any nominees or trustees holding in trust for it shall not, subject to terms of the Subscription Agreement or without the prior written consent of the Company:

- (a) offer, pledge, charge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant or agree to grant any option, right or warrant to purchase or subscribe for, lend or otherwise transfer or dispose of, either directly or indirectly, any of the Subscription Shares (directly or indirectly) (the “**Locked-up Securities**”);
- (b) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Locked-up Securities, whether any of the foregoing transactions is to be settled by delivery of the Locked-up Securities or such other securities, in cash or otherwise;
- (c) agree (conditionally or unconditionally) to enter into or effect any transaction with the same economic effect as any of the transactions referred to in paragraphs (a) or (b) above; or
- (d) announce any intention to enter into or effect any of the transactions referred to in paragraphs (a), (b) or (c) above.

Until the expiry of the Lock-up Period, the Company agrees, consents to and acknowledges that the aforesaid lock-up restrictions shall not apply to the Locked-up Securities that have been unlocked as follows:

Unlocking arrangement	Unlocking period	Unlocking proportion
First unlocking period	Commencing from and including the Subscription Completion Date and ending on and including the date which is one calendar year from the date of the Subscription Completion Date (the “ First Unlocking Period ”)	25% of the Locked-up Securities

Unlocking arrangement	Unlocking period	Unlocking proportion
Second unlocking period	Commencing from the first day after the expiry of the First Unlocking Period and ending on and including the date which is two calendar years from the Subscription Completion Date (the “ Second Unlocking Period ”)	50% of the Locked-up Securities
Third unlocking period	Commencing from the first day after the expiry of the Second Unlocking Period and ending on and including the date which is three calendar years from the Subscription Completion Date	25% of the Locked-up Securities

Reasons for and benefits of the Subscription

The Company is an investment holding company. The Group is principally engaged in property development, property rental, and property management and operation businesses by leveraging on its experience in the real estate market in the PRC.

Since 2020, the Group has faced significant financial challenges following the introduction of the “Three Red Lines” policy by the PRC government, which introduced stringent regulations on the real estate industry. As at 31 December 2020, the Group’s current liabilities exceeded its current assets by HK\$3,331 million. At the same date, the Group’s total borrowings amounted to HK\$7,036 million, while the Group only had unrestricted cash and cash equivalents of HK\$231 million. Additionally, the Group was in default on certain borrowings, triggering cross-defaults of other borrowings within the Group.

In response to the challenges faced by the Group, the Company appointed the Core Senior Management Team consisting of Ms. Li Zhen, Mr. Pi Minjie and Mr. Song Yi who joined the Group in January 2021. Mr. Hong Bin, who has been with the Group since April 2015, also contributes to the team’s effort. Together, the Core Senior Management Team was tasked with formulating and implementing the Group’s restructuring plan. The primary strategic objectives of the restructuring plan are to (i) divest the non-performing and distressed assets; (ii) develop an asset light business model; and (iii) enhance the Company’s capital structure, optimise asset allocation, and manage local risks effectively. The goal is to achieve the Group’s long-term and stable development. The restructuring process is complex and has required significant effort and contribution by the Core Senior Management Team including (i) engaging with financial institutions to negotiate leniency on immediate payment for defaulted borrowings; (ii) restructuring the property development segment linked to defaulted borrowing to prevent risk from spreading to other segments of the Group; (iii) identifying non-performing distressed assets and negotiating intensively with counterparties to secure viable deals; and (iv) developing an asset-light business model focus on sustainable growth without excessive debts.

Thanks to the significant commitment and efforts by the Core Senior Management Team for the past few years, the Group successfully completed the disposal of the Myway Group in 2022. This included the sale of the Haimen Project and property interests in Nanjing City, both located in Jiangsu Province, details of which are set out in the circular of the Company dated 30 June 2022. In 2024, the Group also completed the disposal of a portfolio of non-performing properties in locations such as Shanghai, Qingdao, and Shandong, with further details set out in the circular of the Company dated 23 August 2024. As a result of these efforts, the Group has significantly reduced its total borrowings from approximately HK\$7 billion as at 31 December 2020 to approximately HK\$217.7 million as at 30 June 2024, being the remaining debts of the Group. This amount represents the Put Option Principal Amount which is an interest-bearing payable due to Power Rider with a principal amount of approximately RMB198.7 million (equivalent to approximately HK\$217.7 million).

As disclosed in the Announcement, the Group has reached further agreements with Power Rider regarding (i) the extension of repayment date of the Put Option Principal Amount and Outstanding Balances to 31 December 2027; and (ii) the renewal of the Framework Agreement for the Group to provide management services for the development, construction, sale and operation for the Haimen Project for an additional three years up to 31 December 2027. The renewal of the Framework Agreement will ensure the Group's continued involvement in the Haimen Project, enabling it to generate proceeds to repay the Outstanding Balances owed by the Myway Group to the Group. It also allows the Group to continue monitoring the financial position and liquidity of the Haimen Project, thereby safeguarding the Group's interests.

Upon completion of the Subscription, the Subscriber will hold approximately 16.67% of the Company's issued share capital. One of the primary objectives of the Subscription is to align the interests of the Core Senior Management Team with those of the Shareholders, thereby fostering long-term value creation for the Group. Given the proven track record of the Core Senior Management Team's contributions to the Group, the Subscription is structured to enhance long-term shareholder value over the long term, potentially increasing the value of Shares and generating higher returns. The Company believes that a substantial block of Shares held by the Subscriber will serve to effectively retain and motivate the Core Senior Management Team, ensuring their continued commitment and contribution to the Group's success. This, in turn, is expected to benefit all Shareholders by driving sustainable growth and value creation.

The Subscription will strengthen the Company's capital structure, improving its financial position and liquidity, enabling the Group to better navigate economic uncertainties and maintain a solid foundation for future development. The estimated gross proceeds and net proceeds from the Subscription (after deducting all fees, costs and expenses estimated to be incurred by the Company in connection with the Subscription) are expected to be approximately HK\$38.7 million and HK\$37.2 million, respectively. The estimated net Subscription Price, after deducting such fees, costs and expenses, is therefore approximately HK\$1.25 per Subscription Share. The Company intends to apply approximately HK\$19 million for repayment of liabilities and/or debt of the Group. As of the date of this announcement, in addition to the Put Option Principal Amount, the Group also has an interest-bearing payable to Power Rider with an outstanding principal amount of approximately RMB16 million, due in June 2025 (the "**2025 Payable**"). Depending on the then financing plan (if any), financial position and working capital needs at that time, the Group may allocate such amount of proceeds for repayment of the 2025 Payable. The remaining balance will be used as general working capital of the Group.

Taking into account the above factors, the Board considers the terms of the Subscription Agreement to be fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

EFFECTS ON SHAREHOLDINGS

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the Capital Reorganisation becoming effective (assuming the Company having a total of 148,793,515 issued New Shares upon the Capital Reorganisation becoming effective) but before completion of the Subscription; and (iii) immediately after completion of the Subscription, assuming that, save for the Capital Reorganisation and the allotment and issue of the Subscription Shares, there being no other change in the issued share capital of the Company from the date of this announcement and up to completion of the Subscription:

	As at the date of this announcement		Immediately after the Capital Reorganisation becoming effective but before completion of the Subscription		Immediately after the Capital Reorganisation becoming effective and completion of the Subscription	
	Existing Shares	%	New Shares	%	New Shares	%
Nantong Sanjian Holding (HK) Co., Limited (<i>Note 1</i>)	4,462,317,519	29.99	44,623,175	29.99	44,623,175	24.99
Smart Success Capital Ltd. (<i>Note 2</i>)	2,703,248,481	18.17	27,032,484	18.17	27,032,484	15.14
China Alliance Properties Limited (<i>Note 3</i>)	2,255,335,000	15.16	22,553,350	15.16	22,553,350	12.63
The Subscriber	–	–	–	–	29,758,703	16.67
Other Shareholders	5,458,450,515	36.68	54,584,506	36.68	54,584,506	30.57
Total	14,879,351,515	100.00	148,793,515	100.00	178,552,218	100.00

Notes:

1. Nantong Sanjian Holding (HK) Co., Limited is wholly owned by Nantong Sanjian Holdings Co., Ltd.* (南通三建控股有限公司).
2. Smart Success Capital Ltd. is wholly owned by Cheer Link Global Ltd., which in turn is wholly-owned by COS Greater China Special Situations Fund, L.P. The only general partner of COS Greater China Special Situations Fund, L.P. is China Orient Summit Capital SSF GP Co. Ltd., which is wholly-owned by China Orient Summit Capital International Co. Ltd. China Orient Summit Capital International Co. Ltd. is owned as to 40% by China Orient Asset Management (International) Holding Limited, which in turn is indirectly wholly owned by China Orient Asset Management Co., Ltd.
3. China Alliance Properties Limited is wholly-owned by Shanghai Forte Land Co., Ltd., which in turn is owned as to 99.71% by Shanghai Fosun Industrial Investment Co., Ltd. Shanghai Fosun Industrial Investment Co., Ltd. is indirectly wholly-owned by Fosun International Limited, which in turn is owned as to 73.35% by Fosun Holdings Limited. Fosun Holdings Limited is wholly owned by Fosun International Holdings Ltd., which in turn is owned as to 85.29% by Mr. Guo Guangchang.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not raised any funds by way of issue of Shares in the past twelve months before the date of this announcement.

LISTING RULES IMPLICATIONS

The Subscriber is owned as to 70% by Ms. Li Zhen as at the date of the announcement and is an associate of Ms. Li Zhen. Therefore, the Subscriber is a connected person of the Company under the Listing Rules. Accordingly, the Subscription constitutes a connected transaction of the Company and is subject to the reporting, announcement, circular and independent shareholders' approval requirements under the Listing Rules.

Ms. Li Zhen has abstained from voting on the relevant Board resolutions for approving the Subscription Agreement and the transactions contemplated thereunder by virtue of her interest in the Subscription. As mentioned above, the Group may apply part of net proceeds from the Subscription for repayment of the 2025 Payable. Due to avoiding potential conflict of interest, both Mr. Wang Letian and Mr. Long Tianyu (all being employees of China Orient Asset Management (International) Holding Limited which wholly owns Smart Success Capital Ltd.) are required to abstain from voting on the relevant resolution in respect of the Subscription Agreement and the transactions contemplated thereunder. Mr. Pi Minjie was not yet appointed as an executive Director at the times of the relevant Board meeting and thus did not attend such Board meeting. Save as disclosed above, none of the other Directors is regarded as having a material interest in, and therefore none of them is required to abstain from voting on, the relevant Board resolutions for approving the Subscription Agreement and the transactions contemplated thereunder.

The Subscription will result in a theoretical dilution effect of approximately 3.1%, which is below the 25% threshold as specified under Rule 7.27B of the Listing Rules. Therefore, the theoretical dilution impact of the Subscription is in compliance with Rule 7.27B of the Listing Rules.

GENERAL

The SGM will be convened and held for (1) the Shareholders to consider and, if thought fit, approve the Capital Reorganisation; and (2) the Independent Shareholders to consider and, if thought fit, approve the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate). The Subscriber, Smart Success Capital Ltd. and their respective associates are required to abstain from voting on the resolution(s) in respect of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate) at the SGM.

The Independent Board Committee comprising Dr. Guan Huanfei, Mr. Cao Hailiang, Dr. Lin Xinzhu and Mr. Wang Yuzhou, being all the independent non-executive Directors, has been established to advise the Independent Shareholders in respect of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate). Crescendo Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular of the Company containing, among other things, (i) details of the Capital Reorganisation; (ii) details of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate); (iii) the letter of recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate); (iv) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate); and (v) a notice convening the SGM and the related proxy form will be despatched to the Shareholders on or about 27 December 2024. It is intended that the aforesaid circular containing details of the Capital Reorganisation and Subscription will be combined with the circular of the Company regarding the extension of the repayment dates for the Put Option Principal Amount and Outstanding Balances, as well as the renewal of the Framework Agreement, as set out in the Announcement. This combined circular will provide Shareholders with a comprehensive overview of recent corporate exercises of the Group, allowing them to consider and, if thought fit, approve the relevant proposals.

For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 10 January 2025 to Wednesday, 15 January 2025, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the SGM, all duly signed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 9 January 2025.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares has been halted with effect from 1:00 p.m. on 2 December 2024 pending the issue of this announcement. Application has been made for the resumption of trading in the Shares with effect from 9:00 a.m. on 4 December 2024 following the publication of this announcement.

Shareholders and potential investors of the Company should take note that the Capital Reorganisation and the Subscription are conditional upon the fulfilment of certain conditions set out in this announcement. Therefore, the Capital Reorganisation and the Subscription may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings:

“Accumulated Losses”	the accumulated losses of the Company as at the effective date of the Capital Reorganisation
“Announcement”	an announcement of the Company dated 29 November 2024 regarding among others, (i) the extension of repayment date of the Put Option Principal Amount and the Outstanding Balances to 31 December 2027; and (ii) the renewal of the Framework Agreement for an additional three years up to 31 December 2027
“associate”	has the meanings as defined under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended, supplemented or otherwise modified from time to time
“Capital Reduction”	the proposed (i) cancellation of any fraction of a share in the issued share capital of the Company arising from the Share Consolidation and (ii) reduction of the par value of each of the issued Consolidated Shares from HK\$2.00 to HK\$0.02 by cancelling the paid-up capital of the Company to the extent of HK\$1.98 on each of the issued Consolidated Shares

“Capital Reorganisation”	the proposed share capital reorganisation, including the Share Consolidation, the Capital Reduction and the Sub-Division
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Company”	DevGreat Group Limited (formerly known as “Shanghai Zendai Property Limited”), a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 755)
“Companies Act”	the Companies Act 1981 of Bermuda, as amended, supplemented or otherwise modified from time to time
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$2.00 each in the share capital of the Company immediately after the Share Consolidation becoming effective but prior to the Capital Reduction becoming effective
“Core Senior Management Team”	Ms. Li Zhen, Mr. Pi Minjie, Mr. Song Yi and Mr. Hong Bin
“Director(s)”	director(s) of the Company
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.02 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“Framework Agreement”	the framework agreement dated 7 June 2022 entered into between the Company and Power Rider in relation to the appointment of the Group to provide services for the development, operation and management of the Haimen Project
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“Haimen Project”	Haimen Zhengda Riverside Garden, located at Binjiang Street, Economic and Technological Development Zone, Haimen District, Nantong City, with a total site area of approximately 1.6 million square meters, being the property development project undertaken by海門証大濱江置業有限公司 (Haimen Zendai Binjiang Real Estate Co., Ltd.*), a company established in the PRC with limited liability and an indirect 90.9% owned subsidiary of Myway Developments and Power Rider as at the date of this announcement

“Independent Board Committee”	the independent committee established by the Board comprising all the independent non-executive Directors, for the purpose of making recommendation to the Independent Shareholders regarding the terms of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate)
“Independent Financial Adviser”	Crescendo Capital Limited, a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO and the independent financial adviser appointed by the Company in respect of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate)
“Independent Shareholders”	Shareholders other than the Subscriber, Smart Success Capital Ltd. and their respective associates
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Myway Developments”	Myway Developments Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of Power Rider
“Myway Group”	Myway Developments and its subsidiaries
“New Share(s)”	ordinary share(s) of par value of HK\$0.02 each in the share capital of the Company upon the Capital Reorganisation becoming effective
“Outstanding Balances”	the outstanding net balances owed by Myway Developments to the Group which amounted to (i) RMB639,500,660.61 (equivalent to approximately HK\$692,437,508.10) (among which RMB581,355,712.35 shall be principal amount and RMB58,144,948.26 shall be interest accrued thereon) as at 31 May 2024, details of which are set out in the Announcement
“Power Rider”	Power Rider Enterprises Corp., a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of China Orient Asset Management (International) Holding Limited
“PRC”	The People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macao Special Administrative Region and Taiwan
“Put Option Principal Amount”	the amount owed by the Group to Power Rider amounting to RMB198,685,409.66 pursuant to the exercise of a put option by Power Rider, details of which are set out in the announcements of the Company dated 24 March 2014 and 2 November 2020 as well as in the Announcement

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held to consider and, if thought fit, approve the Capital Reorganisation and the Subscription
“Share(s)”	the Existing Share(s), the Consolidated Share(s) or the New Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every one-hundred (100) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of Share(s)
“Specific Mandate”	the specific mandate to be obtained from the Independent Shareholders at the SGM to allot and issue the Subscription Shares to the Subscriber pursuant to the Subscription Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sub-Division”	the proposed sub-division of each authorised but unissued Consolidated Share (including the authorised unissued Share arising from the Capital Reduction) of par value of HK\$2.00 into one hundred (100) New Shares of par value of HK\$0.02 each
“Subscriber”	Innumerable Fortune Limited, a company incorporated in the British Virgin Islands
“Subscription”	the proposed subscription of the Subscription Shares under the Specific Mandate pursuant to the terms and subject to the conditions of the Subscription Agreement
“Subscription Agreement”	the conditional subscription agreement dated 2 December 2024 entered into between the Company and the Subscriber regarding the Subscription
“Subscription Completion Date”	date of completion of the Subscription
“Subscription Price”	subscription price of HK\$1.30 per Subscription Share
“Subscription Share(s)”	29,758,703 New Shares to be issued by the Company to the Subscriber pursuant to the Subscription Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

“%”

per cent

By Order of the Board
DevGreat Group Limited
Huang Yuhui
Chairman

Hong Kong, 3 December 2024

As at the date of this announcement, the executive Directors are Mr. Huang Yuhui, Mr. Wang Letian, Ms. Li Zhen, Mr. Long Tianyu and Mr. Pi Minjie, the non-executive Directors are Ms. Wang Zheng, Mr. Zou Yang and Mr. Guo Haomiao, and the independent non-executive Directors are Dr. Guan Huanfei, Mr. Cao Hailiang, Dr. Lin Xinzhu and Mr. Wang Yuzhou.

* *For identification purpose only*