Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited (the "HKSCC") 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.

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated November 28, 2024 (the "Prospectus") issued by Dmall Inc. (the "Company").

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any securities or any Shares under the Global Offering. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia) or any other jurisdiction where such release, publication or distribution is prohibited by law. This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdiction. The Offer Shares have not been, and will not be, registered under the U.S. Securities Act or any states securities laws of the United States and may not be offered or sold within or to the United States or for the account or benefit of U.S. persons (as defined in Regulation S) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of the Offer Shares in the United States. The Offer Shares are being offered and sold solely outside the United States in offshore transactions in accordance with Regulation S.

In connection with the Global Offering, UBS AG Hong Kong Branch, as stabilizing manager (the "Stabilizing Manager"), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, (a) will be conducted at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and in what the Stabilizing Manager reasonably regards as the best interest of the Company, (b) may be discontinued at any time and (c) is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilizing action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date, and is expected to expire on January 2, 2025 being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, and demand for the Shares and the price of the Shares, could fall.

The Hong Kong Offer Shares will be offered to the public in Hong Kong subject to the terms and conditions set out in the Prospectus. The Hong Kong Offer Shares will not be offered to any person who is outside Hong Kong and/or not resident in Hong Kong. Potential investors of the Offer Shares should note that the Overall Coordinators (for themselves and on behalf of the other Hong Kong Underwriters) shall be entitled to terminate the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" in the Prospectus at any time prior to 8:00 a.m. on the Listing Date.



# **Dmall Inc.**

# 多点数智有限公司

(Incorporated in the British Virgin Islands with limited liability)

# GLOBAL OFFERING

Number of Offer Shares under : 25,774,000 Offer Shares

the Global Offering

Number of Hong Kong Offer Shares : 2,577,400 Offer Shares Number of International Offer Shares : 23,196,600 Offer Shares

Final Offer Price: HK\$30.21 per Offer Share plus brokerage

of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%

(payable in full on application in Hong Kong dollars, subject to refund)

Nominal value : US\$0.0001 per Share

Stock code : 2586

Joint Sponsors, Overall Coordinators, Joint Global Coordinators, Joint Bookrunners, and Joint Lead Managers







Overall Coordinators, Joint Global Coordinators, Joint Bookrunners, and Joint Lead Managers





Joint Global Coordinators, Joint Bookrunners, and Joint Lead Managers (in alphabetical order)







Joint Bookrunners, and Joint Lead Managers (in alphabetical order)



























# Dmall INC. / 多点数智有限公司

### ANNOUNCEMENT OF ALLOTMENT RESULTS

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 28 November 2024 (the "Prospectus") issued by Dmall Inc. (the "Company").

Warning: In view of high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could move substantially even with a small number of Shares traded and should exercise extreme caution when dealing in the Shares.

#### **SUMMARY**

| Company information        |                  |  |  |  |
|----------------------------|------------------|--|--|--|
| Stock code 2586            |                  |  |  |  |
| Stock short name           | DMALL            |  |  |  |
| Dealings commencement date | 6 December 2024* |  |  |  |

<sup>\*</sup>see note at the end of the announcement

| Price Information                |            |  |  |
|----------------------------------|------------|--|--|
| Final Offer Price                | HK\$30.210 |  |  |
| Offer Price Adjustment exercised | No         |  |  |

| Offer Shares and Share Capital                      |             |  |  |
|---|-------------|--|--|
| Number of Offer Shares                              | 25,774,000  |  |  |
| Number of Offer Shares in Hong Kong Public Offering | 2,577,400   |  |  |
| Number of offer shares in International Offer       | 23,196,600  |  |  |
| Number of issued shares upon Listing                | 886,690,124 |  |  |

| Over-allocation                    |   |  |
|------------------------------------|---|--|
| No. of Offer Shares over-allocated | 0 |  |

The Overall Coordinators confirmed that there has been no over-allocation of the Offer Shares in the International Placing. Therefore, it is expected that the Over-Allotment Option will not be exercised and the Stock Borrowing Agreement will not be entered into for the purpose of covering over-allocations in the International Placing.

| Proceeds  |                       |  |  |
|---|-----------------------|--|--|
| Gross proceeds (Note)                                   | HK\$ 778.63 million   |  |  |
| Less: Estimated listing expenses payable based on Final | HK\$ (154.89) million |  |  |
| Offer Price   |                       |  |  |
| Net proceeds  | HK\$ 623.74 million   |  |  |

Note: Gross proceeds refers to the amount to which the issuer is entitled receive. For details of the use of proceeds, please refer to the Prospectus dated 28 November 2024.

#### ALLOTMENT RESULTS DETAILS

### HONG KONG PUBLIC OFFERING

| No. of valid applications  | 2,988      |
|--|------------|
| No. of successful applications                                     | 2,988      |
| Subscription level   | 1.94 times |
| Claw-back triggered  | No         |
| No. of Offer Shares initially available under the Hong Kong Public | 2,577,400  |
| Offering   |            |
| Final no. of Offer Shares under the Hong Kong Public Offering      | 2,577,400  |
| % of Offer Shares under the Hong Kong Public Offering to the       | 10%        |
| Global Offering  |            |

Note: For details of the final allocation of shares to the Hong Kong Public Offering, investors can refer to <a href="https://www.hkeipo.hk/iporesult">https://www.hkeipo.hk/iporesult</a> to perform a search by name or identification number or <a href="https://www.hkeipo.hk/iporesult">https://www.hkeipo.hk/iporesult</a> for the full list of allottees.

#### INTERNATIONAL OFFER

| No. of placees  | 119        |
|---|------------|
| Subscription Level  | 1.36 times |
| No. of Offer Shares initially available under the International | 23,196,600 |
| Offer   |            |
| Final no. of Offer Shares under the International Offer         | 23,196,600 |
| % of Offer Shares under the International Offer to the Global   | 90%        |
| Offering  |            |

The Directors confirm that, to the best of their knowledge, information and belief, save for waivers from strict compliance with Rule 9.09(b) and/or Rule 10.04 of the Listing Rules and consents under paragraph 5(2) of Appendix F1 to the Listing Rules (the "Placing Guidelines") granted by the Stock Exchange to permit the Company to allocate Offer Shares in the International Offering to the Cornerstone Investor (as defined below) and an existing convertible bond investor of the Company, (i) none of the Offer Shares subscribed by the placees and the public have been financed directly or indirectly by the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates; and (ii) none of the placees and the public who have purchased the Offer Shares are accustomed to taking instructions from the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it.

## The placees in the International Offer include the following:

### **Cornerstone Investor**

| Investor         | No. of<br>Offer<br>Shares<br>allocated | % of Offer<br>Shares <sup>(1)</sup> | % of total<br>issued share<br>capital after the<br>Global Offering <sup>(1)</sup> | Existing<br>shareholders or<br>their close<br>associates |
|------------------|--|-------------------------------------|---|--|
| DFI Development  |  |                                     |   |  |
| Holdings Limited | 10,065,000                             | 39.05%                              | 1.14%   | $Yes^{(2)}$  |
| Total            | 10,065,000                             | 39.05%                              | 1.14%   |  |

### Allottees with waivers/consents obtained

| Investor                      | No. of<br>shares<br>allocated | % of offer<br>shares <sup>(1)</sup> | % of total issued<br>share capital after<br>the Global<br>Offering <sup>(1)</sup> | Relationship*          |
|-------------------------------|-------------------------------|-------------------------------------|---|------------------------|
|                               |                               |                                     |   | DFI Development        |
|                               |                               |                                     |   | Holdings Limited is    |
|                               |                               |                                     |   | a close associate of a |
|                               |                               |                                     |   | substantial            |
|                               |                               |                                     |   | shareholder of a       |
| DFI Development               |                               |                                     |   | subsidiary of the      |
| Holdings Limited <sup>#</sup> | 10,065,000                    | 39.05%                              | 1.14%   | Company                |
| BEIJING HEYIN                 |                               |                                     |   |                        |
| INVESTMENT                    |                               |                                     |   | Beijing Heyin          |
| CENTER                        |                               |                                     |   | is an existing         |
| (LIMITED                      |                               |                                     |   | convertible            |
| PARTNERSHIP)                  |                               |                                     |   | bond investor          |
| ("Beijing                     |                               |                                     |   | of the                 |
| <b>Heyin</b> ")(3)#           | 4,122,000                     | 15.99%                              | 0.46%   | Company.               |
| Total                         | 14,187,000                    | 55.04%                              | 1.60%   |                        |

<sup>&</sup>lt;sup>#</sup>The Shares placed to the above allottees are in compliance with all the conditions under the consent and waiver granted by the Stock Exchange.

## Allottees who are customer(s) or client(s) / supplier(s) of the issuer

| Investor    | No. of shares<br>allocated | % of offer<br>shares <sup>(1)</sup> | % of total issued<br>share capital after<br>the Global<br>Offering <sup>(1)</sup> | Relationship*   |
|-------------|----------------------------|-------------------------------------|---|-----------------|
| CAPRET (SG) |                            |                                     |   | Customer of the |
| PTE. LTD.   | 2,548,200                  | 9.89%                               | 0.29%   | Company         |
| Total       | 2,548,200                  | 9.89%                               | 0.29%   |                 |

### Notes:

- (1) The Over-allotment Option has not been exercised and will not be exercised.
- (2) DFI Development Holdings Limited is a close associate of a substantial shareholder of a subsidiary of the Company. The Company has applied for, and the Stock Exchange has approved, a waiver from strict compliance with Rule 9.09(b) of the Listing Rules. Please refer to the "Waivers and Exemptions Cornerstone Subscription by a Close Associate of a Substantial Shareholder of our Subsidiary" in the Prospectus and the section headed "Others/Additional Information Placing to a close associate of a substantial shareholder of the Company's subsidiary as a cornerstone

- investor with a waiver from strict compliance with Rule 9.09(b) of the Listing Rules" in this announcement for further details.
- (3) Beijing Heyin is an existing convertible bond investor of the Company. For details of the waiver from the strict compliance with Rule 10.04 of the Listing Rules and consent under paragraph 5(2) of the Placing Guidelines in relation to allocations to existing shareholders and/or their close associates, please refer to the section headed "Others/Additional Information Placing to an existing convertible bondholder of the Company with a waiver from the strict compliance with Rule 10.04 of the Listing Rules and a prior consent under paragraph 5(2) of the Placing Guidelines" in this announcement.

#### LOCK-UP UNDERTAKINGS

### **Controlling Shareholders**

| Name                                  | Number of shares held in the Company subject to lock-up undertakings upon listing | % of shareholding in<br>the Company subject to<br>lock-up undertakings<br>upon listing | Last day subject to the lock-up undertakings    |
|---------------------------------------|---|--|---|
| Celestial Limited                     | 423,470,475   | 47.76%   | 5 June 2025 (First Six-<br>Month Period) Note 1 |
|                                       |   |  | 5 December 2025<br>(Second Six-Month            |
|                                       |   |  | Period) Note 2                                  |
| Odor Nice Limited                     | 68,880,650  | 7.77%  | 5 June 2025 (First Six-<br>Month Period) Note 1 |
|                                       |   |  | 5 December 2025                                 |
|                                       |   |  | (Second Six-Month<br>Period) Note 2             |
| Retail Enterprise Corporation Limited | 10,101,010  | 1.14%  | 5 June 2025 (First Six-<br>Month Period) Note 1 |
| _                                     |   |  | 5 December 2025                                 |
|                                       |   |  | (Second Six-Month                               |
|                                       |   |  | Period) Note 2                                  |
| Subtotal                              | 502,452,135   | 56.67%   |   |

In accordance with the relevant Listing Rule/guidance materials, the required lock-up for the first sixmonth period ends on 5 June 2025 and for the second six-month period, on 5 December 2025.

#### **Cornerstone Investor**

| Name             | Number of shares held<br>in the Company subject<br>to lock-up<br>undertakings upon<br>listing | % of shareholding in<br>the Company subject to<br>lock-up undertakings<br>upon listing | Last day subject to the lock-up undertakings |
|------------------|---|--|--|
| DFI Development  | 10,065,000  | 1.14%  | 5 June 2025                                  |
| Holdings Limited |   |  |  |
| Subtotal         | 10,065,000  | 1.14%  |  |

In accordance with the relevant Listing Rule/guidance materials, the required lock-up ends on 5 June 2025.

#### Notes

- (1) The Controlling Shareholder may dispose of or transfer Shares after the indicated date subject to that the Controlling Shareholder will not cease to be a Controlling Shareholder.
- (2) The Controlling Shareholder and Cornerstone Investors will cease to be prohibited from disposing of or transferring Shares after the indicated date.

## PLACEE CONCENTRATION ANALYSIS

| Placees | Number of Shares allotted | Allotment as % of International Offering<br>(assuming no exercise of the Over-<br>allotment Option) | Allotment as % of total Offer Shares<br>(assuming no exercise of the Over-<br>allotment Option) | Number of  | % of total issued share capital upon<br>Listing (assuming no exercise of the<br>Over-allotment Option) |
|---------|---------------------------|---|---|------------|--|
| Top 1   | 10,065,000                | 43.39%  | 39.05%  | 10,065,000 | 1.14%  |
| Top 5   | 20,828,600                | 89.79%  | 80.81%  | 20,828,600 | 2.35%  |
| Top 10  | 23,184,900                | 99.95%  | 89.95%  | 23,184,900 | 2.61%  |
| Top 25  | 23,187,200                | 99.96%  | 89.96%  | 23,187,200 | 2.62%  |

## Notes

<sup>\*</sup> Ranking of placees is based on the number of Shares allotted to the placees.

## SHAREHOLDER CONCENTRATION ANALYSIS

| Shareholders | Number of Share<br>s allotted | Allotment as % of<br>International Offering<br>(assuming no exercise of<br>the Over-allotment<br>Option) | Allotment as % of total<br>Offer Shares (assuming<br>no exercise of the Over-<br>allotment Option) | Number of Shares held<br>upon Listing | % of total issued share<br>capital upon Listing<br>(assuming no exercise of<br>the Over-allotment<br>Option) |
|--------------|-------------------------------|--|--|---------------------------------------|--|
| Top 1        | 0                             | 0.00%  | 0.00%  | 502,452,135                           | 56.67%   |
| Top 5        | 0                             | 0.00%  | 0.00%  | 689,417,213                           | 77.75%   |
| Top 10       | 0                             | 0.00%  | 0.00%  | 776,958,772                           | 87.62%   |
| Top 25       | 14,187,000                    | 61.16%   | 55.04%   | 858,830,011                           | 96.86%   |

### Notes

# BASIS OF ALLOCATION UNDER THE HONG KONG PUBLIC OFFERING

Subject to the satisfaction of the conditions set out in the Prospectus, valid applications made by the public will be conditionally allocated on the basis set out below:

|                           | NO. OF VALID | BASIS OF         | APPROXIMATE PERCENTAGE ALLOTTED OF THE TOTAL NO. OF |
|---------------------------|--------------|------------------|---|
| NO. OF SHARES APPLIED FOR | APPLICATIONS | ALLOTMENT/BALLOT | SHARES APPLIED FOR                                  |
| 100                       | 1,543        | 100 Shares       | 100.00%   |
| 200                       | 74           | 100 Shares       | 84.65%  |
| 200                       | 167          | 200 Shares       | 04.0370   |
| 300                       | 186          | 200 Shares       | 76.06%  |
| 300                       | 73           | 300 Shares       | 70.0070   |
| 400                       | 16           | 200 Shares       | 70.88%  |
| 400                       | 81           | 300 Shares       | 70.0070   |
| 500                       | 105          | 300 Shares       | 67.04%  |
| 500                       | 57           | 400 Shares       | 07.04/0   |
| 600                       | 8            | 300 Shares       | 64.15%  |
| 600                       | 45           | 400 Shares       | 04.1370   |
| 700                       | 22           | 400 Shares       | 61.90%  |
| 700                       | 11           | 500 Shares       | 01.7070   |
| 800                       | 8            | 400 Shares       | 59.56%  |
| 800                       | 26           | 500 Shares       | 37.3070   |
| 900                       | 8            | 500 Shares       | 58.59%  |
| 900                       | 3            | 600 Shares       | 30.37/0   |
| 1,000                     | 64           | 500 Shares       | 56.36%  |
| 1,000                     | 112          | 600 Shares       | 30.3070   |
| 1,500                     | 31           | 700 Shares       | 50.96%  |
| 1,500                     | 56           | 800 Shares       |   |

<sup>\*</sup> Ranking of Shareholders is based on the number of Shares (of all classes) held by the Shareholder upon Listing.

| 47.450/ | 900 Shares       | 26    | 2,000   |
|---------|------------------|-------|---------|
| 47.45%  | 1,000 Shares     | 25    | 2,000   |
| 44.040/ | 1,100 Shares     | 15    | 2,500   |
| 44.84%  | 1,200 Shares     | 4     | 2,500   |
| 42.070/ | 1,200 Shares     | 6     | 3,000   |
| 42.87%  | 1,300 Shares     | 37    | 3,000   |
| 41.220/ | 1,400 Shares     | 8     | 3,500   |
| 41.22%  | 1,500 Shares     | 6     | 3,500   |
| 40.00%  | 1,600 Shares     | 12    | 4,000   |
| 29.900/ | 1,700 Shares     | 4     | 4,500   |
| 38.89%  | 1,800 Shares     | 4     | 4,500   |
| 27.760  | 1,800 Shares     | 3     | 5,000   |
| 37.76%  | 1,900 Shares     | 22    | 5,000   |
| 26 110/ | 2,100 Shares     | 6     | 6,000   |
| 36.11%  | 2,200 Shares     | 12    | 6,000   |
| 34.82%  | 2,400 Shares     | 5     | 7,000   |
| 34.82%  | 2,500 Shares     | 3     | 7,000   |
| 33.75%  | 2,700 Shares     | 3     | 8,000   |
| 32.67%  | 2,900 Shares     | 3     | 9,000   |
| 32.07%  | 3,000 Shares     | 2     | 9,000   |
| 31.74%  | 3,100 Shares     | 11    | 10,000  |
| 31.74%  | 3,200 Shares     | 32    | 10,000  |
| 26.73%  | 5,300 Shares     | 7     | 20,000  |
| 20.73%  | 5,400 Shares     | 6     | 20,000  |
| 24.00%  | 7,200 Shares     | 7     | 30,000  |
| 22.50%  | 9,000 Shares     | 4     | 40,000  |
| 21.00%  | 10,500 Shares    | 5     | 50,000  |
| 20.33%  | 12,200 Shares    | 1     | 60,000  |
| 19.00%  | 15,200 Shares    | 2     | 80,000  |
| 18.44%  | 16,600 Shares    | 1     | 90,000  |
| 18.00%  | 18,000 Shares    | 6     | 100,000 |
| 100.00% | 200,000 Shares   | 2     | 200,000 |
| 100.00% | 400,000 Shares   | 2     | 400,000 |
|         | 2,577,400 Shares | 2,988 | Total   |

As of the date of this announcement, the relevant subscription monies previously deposited in the designated nominee accounts have been remitted back to the accounts of all HKSCC participants. Investors should contact their relevant brokers for any inquiries.

#### COMPLIANCE WITH LISTING RULES AND GUIDANCE

The Directors confirm that, except for the Listing Rules that have been waived and/or in respect of which consent has been obtained, the Company has complied with the Listing Rules and guidance materials in relation to the placing, allotment and listing of the Company's shares.

The Directors confirm that, to the best of their knowledge, the consideration paid by the placees or the public (as the case may be) directly or indirectly for each Offer Share subscribed for or purchased by them was the same as the final Offer Price in addition to any brokerage, AFRC transaction levy, SFC transaction levy and trading fee payable.

#### **DISCLAIMERS**

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") 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.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"). The securities may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws, or outside the United States unless in compliance with Regulation S under the U.S. Securities Act. There will be no public offer of securities in the United States.

The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus dated 28 November 2024 issued by Dmall Inc. for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.

\*Potential investors of the Offer Shares should note that the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) shall be entitled to terminate their obligations under the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the paragraph headed "Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Hong Kong Underwriting Agreement – Grounds for Termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on 6 December 2024).

## OTHERS/ADDITIONAL INFORMATION

Placing to a close associate of a substantial shareholder of the Company's subsidiary as a cornerstone investor with a waiver from strict compliance with Rule 9.09(b) of the Listing Rules

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted to the Company, a waiver under Rule 9.09(b) of the Listing Rules to allow DFI Retail Group Holdings Limited and/or its subsidiary to subscribe for the Offer Shares in the Global Offering as a cornerstone investor. As DFI Retail Group Holdings Limited is an associate of DFI Retail Group Management Limited, which is a substantial shareholder of an insignificant subsidiary (as defined under Rule 14A.09 of the Listing Rules) of the Company, it is regarded as a core connected person of the Company.

The allocation of Offer Shares to DFI Retail Group Holdings Limited is in compliance with all the conditions under the waiver granted by the Stock Exchange, including but not limited to (i) no preferential treatment or special benefit has been directly or indirectly given to DFI Retail Group Holdings Limited during the Company's bookbuilding and Shares allocation processes; and (ii) other than being an associate of DFI Retail Group Management Limited, DFI Retail Group Holdings Limited is an independent third party of the Company.

For details, please refer to the section headed "Waivers and Exemptions — Cornerstone Subscription by a Close Associate of a Substantial Shareholder of our Subsidiary" in the Prospectus.

Placing to an existing convertible bondholder of the Company with a waiver from the strict compliance with Rule 10.04 of the Listing Rules and a prior consent under paragraph 5(2) of the Placing Guidelines

As disclosed in the section headed "History, Reorganization and Corporate Structure — Issuance of Convertible Bond" of the Prospectus, Dmall Life Network and Bejing Heyin entered into a convertible bond investment agreement on 27 May 2022, and on the same day, the Company, Beijing Heyin and Dmall Life Network entered into a convertible bond investment tripartite agreement, pursuant to which the Company agreed to issue, and Beijing Heyin agreed to subscribe for a convertible bond in the principal amount of RMB190 million, of which RMB50 million has been repaid as reflected in the amendment agreement dated 22 March 2024 following which the outstanding principal amount of the Convertible Bond was RMB140 million. For further information of Beijing Heyin, please refer to the section headed "History, Reorganization and Corporate Structure — Information about the Convertible Bond Investor" of the prospectus.

Assuming the Convertible Bond is fully converted into Shares at a conversion price of USD3.93 per Share, up to 5,011,029 Shares, representing approximately 0.57% of the enlarged issued shares of the Company upon Listing (assuming the Overallotment Option is not exercised, and no Shares are issued under the Share Incentive Plans) will be issued to Beijing Heyin.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted to the Company, a waiver under strict compliance with Rule 10.04 of the Listing Rules and a consent under paragraph 5(2) of Appendix F1 to the Listing Rules to permit the Company to allocate such Offer Shares in the International Offering to Beijing Heyin Investment Fund as listed above.

The allocation of Offer Shares to such an existing convertible bondholder is in compliance with all the conditions under the waiver/consent granted by the Stock Exchange, including but not limited to (i) Beijing Heiyin is interested in less than 5% of our Company's voting rights before the Global Offering, and (ii) Beijing Heyin and its close associates are not core connected person (as defined in the Listing Rules) of our Company or our close associate.

## COMPLIANCE WITH LISTING RULES AND GUIDANCE

The Directors confirm that, except for the Listing Rules that have been waived and/or in respect of which consent has been obtained, the Company has complied with the Listing Rules and guidance materials in relation to the placing, allotment and listing of the Company's Shares.

The Directors confirm that, to the best of their knowledge, the consideration paid by the placees or the public (as the case may be) directly or indirectly for each Offer Share subscribed for or purchased by them was the same as the final Offer Price in addition to any brokerage, AFRC transaction levy, SFC transaction levy and trading fee payable.

# **PUBLIC FLOAT**

Immediately following the completion of the Global Offering, 299,172,989 Shares, representing approximately 33.7% of the issued share capital of the Company will be held in the public hands, satisfying the minimum percentage as prescribed by Rule 8.08 of the Listing Rules.

The Directors confirm that, immediately following the completion of the Global Offering, (i) no place will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after the Global Offering; (ii) there will not be any new substantial Shareholder immediately after the Global Offering; (iii) the three largest public Shareholders do not hold more than 50% of the Shares held in the public hands at the time of the Listing in compliance with Rules 8.08(3) and 8.24 of the Listing Rules; and (iv) there will be at least 300 Shareholders at the time of the Listing in compliance with Rule 8.08(2) of the Listing Rules.

## COMMENCEMENT OF DEALINGS

Share certificates will only become valid evidence of title at 8:00 a.m. on Friday, December 6, 2024, provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed "Underwriting" in the Prospectus has not been exercised. Investors who trade Shares prior to the receipt of Share certificates or the Share certificates becoming valid evidence of title do so entirely at their own risk.

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Friday, December 6, 2024 (Hong Kong time), it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, December 6, 2024 (Hong Kong time). The Shares will be traded in board lots of 100 Shares each and the stock code of the Shares will be 2586.

By order of the board **Dmall Inc.**多点数智有限公司 **Mr. Curtis Alan Ferguson** *Chairman* 

Hong Kong, December 5, 2024

As at the date of this announcement, the Board comprises (i) Mr. ZHANG Feng as executive Director; (ii) Mr. Curtis Alan FERGUSON, Mr. CHEN Zhiyu, Ms. SUN Yuhan and Mr. WANG Zhenghao as non-executive Directors; and (iii) Dr. HOU Yang, Ms. CAI Lin, Dr. MAO Jiye and Mr. LI Wei as proposed independent non-executive Directors.