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Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated Thursday, December 12, 2024 (the “**Prospectus**”) of Xiaocaiyuan International Holding Ltd. (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 of the securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

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 or distribution, directly or indirectly, in or into the United States or any other jurisdiction where such distribution is prohibited by law, nor is this announcement an offer for sale or solicitation to purchase or subscribe for securities in the United States or any other jurisdictions. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”), or any applicable state securities laws, and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act (the “**Regulation S**”)) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S. There will be no public offering of the Offer Shares in the United States.

In connection with the Global Offering, UBS AG Hong Kong Branch, as the stabilizing manager (the “**Stabilizing Manager**”) (or any person acting for it), on behalf of the Underwriters, may, to the extent permitted by applicable laws of Hong Kong or elsewhere, effect transactions with a view to stabilizing or maintaining 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 (or any person acting for it) to conduct any such stabilizing action, which, if taken, (a) will be conducted at the sole and absolute discretion of the Stabilizing Manager (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 within 30 days after the last day for lodging applications under the Hong Kong Public Offering. Such stabilization action, if taken, 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 no stabilizing action can 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 Thursday, January 16, 2025, the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, when no further stabilizing action may be taken, demand for the Shares, and therefore 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 Joint Sponsors and 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 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. (Hong Kong time) on the Listing Date.



XIAOCAIYUAN INTERNATIONAL HOLDING LTD.
小菜園國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 101,180,800 Offer Shares
Number of Hong Kong Offer Shares	: 10,118,400 Offer Shares
Number of International Offer Shares	: 91,062,400 Offer Shares
Final Offer Price	: HK\$8.50 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Hong Kong Stock Exchange trading fee of 0.00565% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: US\$0.00001 per Share
Stock code	: 0999

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



*Overall Coordinator, Joint Global Coordinator,
Joint Bookrunner and Joint Lead Manager*



Joint Bookrunners and Joint Lead Managers



Joint Lead Managers



XIAOCAIYUAN INTERNATIONAL HOLDING LTD. / 小菜園國際控股有限公司

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 December 12, 2024 (the “Prospectus”) issued by Xiaocaiyuan International Holding Ltd. (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	0999
Stock short name	XIAOCAIYUAN
Dealings commencement date	December 20, 2024*
*see note at the end of the announcement	
Price Information	
Final Offer Price	HK\$8.50
Offer Price Adjustment exercised	No
Offer Shares and Share Capital	
Number of Offer Shares	101,180,800
Number of Offer Shares in Hong Kong Public Offering	10,118,400
Number of Offer Shares in International Offer	91,062,400
Number of issued Shares upon Listing	1,176,518,800
Over-allocation	
No. of Offer Shares over-allocated	0
<i>The Overall Coordinators confirmed that there has been no over-allocation of the Offer Shares in the International Offering. 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 Offering.</i>	
Proceeds	
Gross proceeds ^{Note 1}	HK\$ 860.0 million
Less: Estimated listing expenses payable based on Final Offer Price ^{Note 2}	HK\$ (65.3) million
Net proceeds	HK\$794.8 million

Notes:

1. Gross proceeds refers to the amount to which the issuer is entitled receive. For details of the use of proceeds, please refer to the section headed “Future Plans and Use of Proceeds” of the Prospectus.

2. Assuming no incentive fee is paid.

ALLOTMENT RESULTS DETAILS

HONG KONG PUBLIC OFFERING

No. of valid applications	2,488
No. of successful applications	2,488
Subscription level	1.44 times
Claw-back triggered	No
No. of Offer Shares initially available under the Hong Kong Public Offering	10,118,400
Final no. of Offer Shares under the Hong Kong Public Offering	10,118,400
% of Offer Shares under the Hong Kong Public Offering to the Global Offering	10%

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

INTERNATIONAL OFFER

No. of places	131
Subscription Level	1.29 times
No. of Offer Shares initially available under the International Offer	91,062,400
Final no. of Offer Shares under the International Offer	91,062,400
% of Offer Shares under the International Offer to the Global Offering	90%

The Directors confirm that, to the best of their knowledge, information and belief, (i) none of the Offer Shares subscribed by the places 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 places 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 places in the International Offer include the following:

Allotees with waivers/consents obtained

<i>Investor</i>	<i>No. of shares allocated</i>	<i>% of offer shares</i>	<i>% of total issued share capital after the Global Offering</i>	<i>Relationship</i>
Allotees with consent under paragraph 5(1) of the Placing Guidelines and Chapter 4.15 of the Guide for New Listing Applicants in relation to allocations to connected client ^{Note 1}				
Huatai Capital Investment Limited	6,064,800	6.0%	0.5%	Connected Client
Total	6,064,800	6.0%	0.5%	
<p><i>Note:</i></p> <p>1. For details of the consent under paragraph 5(1) of the Placing Guidelines and Chapter 4.15 of the Guide for New Listing Applicants in relation to allocations to connected client, please refer to the section headed “Other Information – Placing to connected client with a prior consent under paragraph 5(1) of the Placing Guidelines” in this announcement.</p>				

LOCK-UP UNDERTAKINGS

Controlling Shareholders

<i>Name</i>	<i>Number of shares held in the Company subject to lock-up undertakings upon Listing</i>	<i>% of shareholding in the Company subject to lock-up undertakings upon Listing</i>	<i>Last day subject to the lock-up undertakings</i>
XCY Yongqing Limited Note 1 and Note 2	429,714,000	36.52%	20 June 2025 (First Six-Month Period) ^{Note 3}
			20 December 2025 (Second Six-Month Period) ^{Note 4}
			20 June 2026 ^{Note 5}
XCY Xuyuan Limited Note 1	275,429,000	23.41%	20 June 2025 (First Six-Month Period) ^{Note 3}
			20 December 2025 (Second Six-Month Period) ^{Note 4}
			20 June 2026 ^{Note 5}
XCY Zhiyuan Limited Note 1	69,714,000	5.93%	20 June 2025 (First Six-Month Period) ^{Note 3}
			20 December 2025 (Second Six-Month Period) ^{Note 4}
			20 June 2026 ^{Note 5}

<i>Name</i>	<i>Number of shares held in the Company subject to lock-up undertakings upon Listing</i>	<i>% of shareholding in the Company subject to lock-up undertakings upon Listing</i>	<i>Last day subject to the lock-up undertakings</i>
XCY Huiming Limited Note 1	56,000,000	4.76%	20 June 2025 (First Six-Month Period) ^{Note 3}
			20 December 2025 (Second Six-Month Period) ^{Note 4}
			20 June 2026 ^{Note 5}
XCY Weiyuan Limited Note 1	26,857,000	2.28%	20 June 2025 (First Six-Month Period) ^{Note 3}
			20 December 2025 (Second Six-Month Period) ^{Note 4}
			20 June 2026 ^{Note 5}
XCY Liyuan Limited Note 1	20,571,000	1.75%	20 June 2025 (First Six-Month Period) ^{Note 3}
			20 December 2025 (Second Six-Month Period) ^{Note 4}
			20 June 2026 ^{Note 5}
XCY Future Limited Note 1	121,715,000	10.35%	20 June 2025 (First Six-Month Period) ^{Note 3}
			20 December 2025 (Second Six-Month Period) ^{Note 4}
			20 June 2026 ^{Note 5}
Subtotal	1,000,000,000	85.00%	

Notes:

- Mr. Wang is the sole director of each of the BVI Entities and therefore entitled to control the voting power of each of the BVI Entities. In light of the above, Mr. Wang is deemed to be interested in 85.00% of the Shares of the Company upon Listing, including the equity interest held by XCY Yongqing Limited, XCY Xuyuan Limited, XCY Zhiyuan Limited, XCY Huiming Limited, XCY Weiyuan Limited, XCY Liyuan Limited and XCY Future Limited.*
- Mr. Wang, Mr. Li Daoqing, Mr. Tian Chunyong, Mr. Zhou Bin, Mr. Tao Xu'an, Mr. Ye Hongli, Mr. Fang Zhiguo, Ms. Wang Weifang and Mr. Chen Haiyan held 29.26%, 9.84%, 9.84%, 9.84%, 9.84%, 8.51%, 8.51%, 7.18% and 7.18% of the equity interests in XCY Yongqing Limited. Since the incorporation of the Company in 2021, Mr. Wang and the Other Individual Shareholders have been acting in concert by aligning their votes of XCY Yongqing Limited. On October 10, 2023, Mr. Wang entered into the Acting in Concert Agreement with the Other Individual Shareholders, pursuant to which they confirmed that they have been acting in concert since the incorporation of Company in 2021 and will continue to act in concert by aligning their votes of XCY Yongqing Limited, and that the Other Individual Shareholders will follow Mr. Wang's decisions in relation to the exercise of the voting rights by XCY Yongqing Limited. In light of above, each of the Other Individual Shareholders also constitutes a Controlling Shareholder of the Company upon completion of the Global Offering.*
- In accordance with the relevant Listing Rule/guidance materials, the required lock-up for the First Six-Month Period ends on 20 June 2025.*
- In accordance with the relevant Listing Rule/guidance materials, the required lock-up for the Second Six-Month Period ends on 20 December 2025.*

<i>Name</i>	<i>Number of shares held in the Company subject to lock-up undertakings upon Listing</i>	<i>% of shareholding in the Company subject to lock-up undertakings upon Listing</i>	<i>Last day subject to the lock-up undertakings</i>
<p>5. Each of the shareholders of the BVI entities (excluding Ms. Wang Yuan and Mr. Wang Fuxiang) agrees that (a) during the period of 18 months from the Listing Date, he/she shall not dispose of any of the Shares he/she held, directly or indirectly, in the Company; (b) upon the expiration of the 18 months period after the Listing Date, the shareholders of the BVI entities, in total, shall decrease their shareholding in the Company at the time of Listing to the extent no more than 45%, subject to the condition that during the period of 18 months to 30 months, 30 months to 42 months, 42 months to 54 months, 54 months to 66 months from the Listing Date and upon the expiration of the 66 months period after the Listing Date, they shall decrease their shareholdings in the Company at the time of Listing to the extent no more than 27%, 4.5%, 4.5%, 4.5% and 4.5% at each respective period. Furthermore, each of Mr. Wang Fuxiang and Ms. Wang Yuan agrees not to dispose of any of the Shares he/she held, directly or indirectly, in the Company within 12 months after the Listing Date. For details of the voluntary lock-up, please refer to the section headed “History, Reorganization and Corporate Structure - Voluntary Lock-Up of the Shareholders” of the Prospectus.</p>			

Pre-IPO Investor

<i>Name</i>	<i>Number of shares held in the Company subject to lock-up undertakings upon Listing</i>	<i>% of shareholding in the Company subject to lock-up undertakings upon Listing</i>	<i>Last day subject to the lock-up undertakings</i>
Harvest Delicacy Infinite Corporation	75,338,000	6.40%	20 June 2025 ^{Note 1}
			20 December 2025 ^{Note 1}
Subtotal	75,338,000	6.40%	

Notes:

1. Harvest Delicacy agrees that (a) during the period of six months from the Listing Date, it shall not dispose of any of Shares it held in the Company; and (b) during the period from the expiration of six months after the Listing Date and ending on the 12th months after the Listing Date, it shall decrease its shareholding in the Company to the extent no more than 4% of the total issued share capital of the Company at the time of Listing. For details of the voluntary lock-up of Harvest Delicacy, please refer to the section headed “History, Reorganization and Corporate Structure - Voluntary Lock-Up of the Shareholders” of the Prospectus.

PLACEE CONCENTRATION ANALYSIS

Places*	Number of Shares allotted	Allotment as % of International Offering	Allotment as % of total Offer Shares	Number of Shares held upon Listing	% of total issued share capital upon Listing
Top 1	6,395,200	7.02%	6.32%	6,395,200	0.54%
Top 5	31,603,200	34.71%	31.23%	31,603,200	2.69%
Top 10	60,544,800	66.49%	59.84%	60,544,800	5.15%
Top 25	89,247,200	98.01%	88.21%	89,247,200	7.59%

Notes

* Ranking of places is based on the number of Offer Shares allotted to the places.

SHAREHOLDER CONCENTRATION ANALYSIS

Shareholders*	Number of Offer Shares allotted	Allotment as % of Hong Kong Public Offering	Allotment as % of International Offering [#]	Allotment as % of total Offer Shares	Number of Shares held upon Listing	% of total issued share capital upon Listing
Top 1	0	0.00%	0.00%	0.00%	1,000,000,000	85.00%
Top 5	19,036,800	0.00%	20.91%	18.81%	1,094,374,800	93.02%
Top 10	49,487,200	0.00%	54.34%	48.91%	1,124,825,200	95.61%
Top 25	92,156,800	45.15%	96.18%	91.08%	1,167,494,800	99.23%

Notes

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

[#] Exclusive of 4,568,800 Shares allotted to certain of the top 25 Shareholders under the Hong Kong Public Offering.

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 SHARES APPLIED FOR	NO. OF VALID APPLICATIONS	BASIS OF ALLOTMENT/BALLOT	APPROXIMATE PERCENTAGE ALLOTTED OF THE TOTAL NO. OF SHARES APPLIED FOR
POOL A			
800	1,591	800 shares	100.00%
1,600	262	800 shares plus 190 out of 262 applicants to receive an additional 800 shares	86.26%
2,400	138	1,600 shares plus 52 out of 138 applicants to receive an additional 800 shares	79.23%
3,200	53	2,400 shares	75.00%
4,000	106	2,400 shares plus 58 out of 106 applicants to receive an additional 800 shares	70.94%
4,800	29	3,200 shares	66.67%
5,600	58	3,200 shares plus 36 out of 58 applicants to receive an additional 800 shares	66.01%
6,400	16	4,000 shares	62.50%
7,200	13	4,000 shares plus 8 out of 13 applicants to receive an additional 800 shares	62.39%
8,000	69	4,800 shares	60.00%
12,000	50	6,400 shares plus 26 out of 50 applicants to receive an additional 800 shares	56.80%
16,000	24	8,000 shares plus 15 out of 24 applicants to receive an additional 800 shares	53.13%
20,000	17	9,600 shares plus 9 out of 17 applicants to receive an additional 800 shares	50.12%
24,000	9	12,000 shares	50.00%
28,000	9	12,800 shares plus 3 out of 9 applicants to receive an additional 800 shares	46.67%
32,000	3	14,400 shares	45.00%
36,000	6	16,000 shares	44.44%
40,000	10	17,600 shares	44.00%
60,000	10	24,000 shares	40.00%
80,000	1	30,400 shares	38.00%
100,000	2	35,200 shares	35.20%
120,000	3	40,800 shares	34.00%
140,000	1	46,400 shares	33.14%
200,000	2	61,600 shares	30.80%
300,000	1	84,800 shares	28.27%
	2,483	Total number of Pool A successful applicants: 2,483	
POOL B			
600,000	1	490,400 shares	81.73%
800,000	1	653,600 shares	81.70%
900,000	2	734,400 shares	81.60%
3,000,000	1	2,446,400 shares	81.55%
	5	Total number of Pool B successful applicants: 5	

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 Stock Exchange trading fee payable.

OTHER INFORMATION

Placing to connected client with a prior consent under paragraph 5(1) of the Placing Guidelines

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a consent under paragraph 5(1) of the Placing Guidelines to permit the connected client listed below to participate in the Global Offering. Details of the placement to the connected client are set out below.

No.	Connected distributor	Connected client	Relationship	Whether the connected client will hold the beneficial interests of the Offer Shares on a non-discretionary basis or discretionary basis for independent third parties	Number of Offer Shares to be allocated to the connected client	Approximate percentage of Offer Shares allocated to the connected client	Approximate percentage of total issued share capital after the Global Offering
1.	Huatai Financial Holdings (Hong Kong) Limited (“ HTFH ”)	Huatai Capital Investment Limited (“ HTCI ”)	HTCI is a member of the same group of companies as HTFH	non-discretionary basis ^{Note 1}	6,064,800	6.0%	0.5%

Note

1. PRC investors are currently not permitted under applicable PRC laws to participate directly in initial public offerings (“**IPOs**”) in Hong Kong. However, PRC investors are permitted to invest in products issued by appropriate domestic securities firms licensed to undertake cross-border derivatives trading activities. In connection with such products, the licensed domestic securities firms, through their Hong Kong affiliates, may participate in Hong Kong IPOs either as placees or cornerstone investors (the “**Cross-border Derivatives Trading Regime**”). Huatai Securities Co., Ltd. (“**Huatai Securities**”), the shares of which are listed on both the Shanghai Stock Exchange (stock code: 601688) and the Stock Exchange (stock code: 6886), is one of the domestic securities firms licensed to undertake cross-border derivatives trading activities. Huatai Securities entered into an ISDA agreement (the “**ISDA Agreement**”) with its indirectly wholly-owned subsidiary, HTCI to set out the principal terms of any future total return swap between Huatai Securities and HTCI. Pursuant to the ISDA Agreement, HTCI, which intends to participate in the Global Offering as a placee, will hold the Offer Shares on a non-

discretionary basis as the single underlying holder under a back-to-back total return swap (the “**Back-to-back TRS**”) to be entered by HTCI in connection with a Client TRS (as defined below) placed by and fully funded (i.e. with no financing provided by HTCI) by the Huatai Ultimate Client (as defined below), by which, HTCI will pass the full economic exposure of the Offer Shares to the Huatai Ultimate Client, which in effect, HTCI will hold the beneficial interest of the Offer Shares on behalf of the Huatai Ultimate Client. Pursuant to the Cross-border Derivatives Trading Regime, the onshore investor (the “**Huatai Ultimate Client**”) cannot directly subscribe for the Offer Shares but may invest in derivative products issued by domestic securities firms licenced to undertake cross-border derivatives trading activities, such as Huatai Securities, with the Offer Shares as the underlying assets. Instead of directly subscribing for the Offer Shares, the Huatai Ultimate Client will place a total return swap order (the “**Client TRS**”) with Huatai Securities in connection with the Company’s IPO and Huatai Securities will place a Back-to-back TRS order to HTCI on the terms of the ISDA Agreement. In order to hedge its exposure under the Back-to-back TRS, HTCI participates in the Company’s IPO and subscribes the Offer Shares through placing order with HTFH during the International Offering. To the best knowledge of HTCI after making all reasonable enquiries, the Huatai Ultimate Client is an independent third party of the Company and its associates. The purpose of HTCI to subscribe for the Offer Shares is for hedging the Back-to-back TRS in connection with the Client TRS order placed by the Huatai Ultimate Client. Pursuant to the terms of the contracts of the Back-to-back TRS and the Client TRS, during the tenor of the Back-to-back TRS and the Client TRS, all economic returns of the Offer Shares will be passed to the Huatai Ultimate Client through the Back-to-back TRS and the Client TRS and all economic loss shall be borne by the Huatai Ultimate Client. HTCI will not take any economic return or bear any economic loss in relation to the Offer Shares. Investment in the Back-to-back TRS and the Client TRS is similar to the investment in a qualified domestic institutional investor fund (“**QDII**”) in the way that the Huatai Ultimate Client would reap all the economic benefits of the underlying Offer Shares, except that a QDII fund would pass through the exchange rate exposure on both the notional value of the investment and the profit and loss of the investment. In contrast, the profit and loss of the Back-to-back TRS and the Client TRS factor into account the fluctuation in RMB exchange rate upon termination of the Client TRS by converting the profit and loss using the current exchange rate at the time of termination. As such, the Huatai Ultimate Client would bear the exchange rate exposure of the profit and loss on settlement date. The Huatai Ultimate Client may exercise an early termination right to terminate the Client TRS at any time from the issue date of the Client TRS which should be on or after the date on which the Offer Shares are listed on the Stock Exchange. Upon the termination upon maturity or early termination of the Client TRS by the Huatai Ultimate Client, HTCI will dispose the Offer Shares on the secondary market and the Huatai Ultimate Client will receive a final termination amount of the Back-to-back TRS which should have taken into account all the economic returns or economic loss in relation to the Offer Shares. If upon the maturity of the Client TRS, the Huatai Ultimate Client intend to extend the investment period, subject to further agreement between Huatai Securities and the relevant Huatai Ultimate Client, the term of the Client TRS could be extended by way of a new issuance or a tenor extension. Accordingly, Huatai Securities will extend the term of the Back-to-back TRS by way of a new issuance or a tenor extension. It is proposed that HTCI will hold the legal title and the voting right of the Offer Shares by itself, and pass through the economic exposure to the Huatai Ultimate Client, being an onshore client who places a Client TRS order with Huatai Securities in connection with the IPO of the Company. Due to its internal policy, HTCI will not exercise the voting right of the Offer Shares during the tenor of the Back-to-back TRS. During the life of the Client TRS and Back-to-back TRS, HTCI may continue to hold the Offer Shares in its custodian account, or to hold some or all of the Offer Shares in a prime brokerage account for

stock borrowing purposes. As permitted under the contractual arrangement with the Huatai Ultimate Client, HTCI will lend out its holding of underlying Offer Shares in the form of stock borrowing loans consistent with market practice to lower its finance costs, provided that HTCI has the ability to call back the Offer Shares on loan at any time in order to satisfy its obligations under the Back-to-back TRS to ensure the economic interests to be passed to the Huatai Ultimate Client will remain unchanged. To the best knowledge of HTCI after making all reasonable inquiries, the Huatai Ultimate Client is an independent third party of HTCI, HTFH and the companies which are members of the same group of HTFH.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a consent under paragraph 5(1) of the Placing Guidelines to permit the Company to allocate such Offer Shares in the International Offering to the connected clients listed above. The allocation of Offer Shares to such connected client is in compliance with all the conditions under the consent granted by the Stock Exchange.

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 December 12, 2024 issued by Xiaocaiyuan International Holding Ltd. 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 Joint Sponsors and 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 – 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 December 20, 2024).

PUBLIC FLOAT

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 8.08(1) of the Listing Rules to reduce the minimum public float of the Company to the higher of (a) 15.00%, and (b) such percentage of Shares to be held by the public immediately after completion of the Global Offering (the *Public Float Waiver*).

Immediately following the completion of the Global Offering, 176,518,800 Shares, representing approximately 15.00% of the issued share capital of the Company, will be held in the public hands, satisfying the minimum percentage as prescribed by the Public Float Waiver.

The Directors confirm that, immediately following the completion of the Global Offering, (i) no placee 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 (as defined in the Listing Rules) 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 for the Offer Shares will only become valid evidence of title at 8:00 a.m. on Friday, December 20, 2024, provided that (i) the Global Offering has become unconditional in all respects, and (ii) the right of termination as described in the paragraph headed “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination” in the Prospectus has not been exercised. Investors who trade Shares on the basis of publicly available allocation details before the receipt of Share certificates or before the Share certificates become 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. in Hong Kong on Friday, December 20, 2024, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, December 20, 2024. The Shares will be traded in board lots of 800 Shares each and the stock code of the Shares will be 0999.

By order of the board
Xiaocaiyuan International Holding Ltd.
Mr. Wang Shugao
Chairman of the Board and Executive Director

Hong Kong, December 19, 2024

As of the date of this announcement, the Board comprises Mr. Wang Shugao, Mr. Li Daoqing, Mr. Tian Chunyong, Mr. Zhou Bin, Ms. Wang Weifang and Mr. Tao Xu'an as executive directors; Mr. Law Wing Cheung Ryan as the non-executive director; and Mr. Qian Mingxing, Mr. Zhu Nanjun, Mr. Zeng Xiaosong and Ms. Fang Xuan as independent non-executive directors.