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361 Degrees International Limited

361 度國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1361)

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

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

THE CHANGE IN SHAREHOLDING

The Company has been informed by Mr. Ding Wuhao, Mr. Ding Huihuang, Mr. Ding Huirong and Mr. Wang Jiabi (each being an executive Director) about the Change in Shareholding as detailed below.

Immediately before the Change in Shareholding,

- (1) Mr. Ding Wuhao held 16.45% indirect interest in the Company (attributable to 340,066,332 Shares) through Dings International;
- (2) Mr. Ding Huihuang held 15.85% indirect interest in the Company (attributable to 327,624,454 Shares) through Ming Rong International;
- (3) Mr. Ding Huirong held 15.67% indirect interest in the Company (attributable to 324,066,454 Shares) through Hui Rong International;
- (4) Mr. Wang Jiabi held 8.16% indirect interest in the Company (attributable to 168,784,611 Shares) through Jia Wei International;
- (5) Mr. Ding Jiantong (father-in-law of Mr. Ding Wuhao and the father of Mr. Ding Huihuang and Mr. Ding Huirong) held 1.31% indirect interest in the Company (attributable to 27,005,538 Shares) through Jian Tong Investments; and
- (6) Mr. Wang Jiachen (brother of Mr. Wang Jiabi) held 8.16% indirect interest in the Company (attributable to 168,784,611 Shares) through Jia Chen International.

On 25 April 2025, each of Mr. Ding Wuhao, Mr. Ding Huihuang, Mr. Ding Huirong, Mr. Wang Jiabi, Mr. Ding Jiantong and Mr. Wang Jiachen set up a family trust, namely The DWH Trust, The DHH Trust, The DHR Trust, The WJB Trust, The DJT Trust and The WJC Trust respectively, where:

- (1) on 17 April 2025 and 22 April 2025, respective companies were incorporated in the BVI for the purposes of each of the Family Trusts, namely DWH, DHH, DHR, WJB, DJT and WJC, where each of these BVI companies were wholly owned by the Trustee;
- (2) on 25 April 2025, each of Mr. Ding Wuhao, Mr. Ding Huihuang, Mr. Ding Huirong, Mr. Wang Jiabi, Mr. Ding Jiantong and Mr. Wang Jiachen transferred his legal and beneficial interest in 100% shares of each of Dings International, Ming Rong International, Hui Rong International, Jia Wei International, Jian Tong Investments and Jia Chen International to the Trustee by way of gift respectively;
- (3) on 25 April 2025, following the transfers as mentioned above, the Trustee, by way of capital contribution, transferred its 100% shares of each of Dings International, Ming Rong International, Hui Rong International, Jia Wei International, Jian Tong Investments and Jia Chen International, to DWH, DHH, DHR, WJB, DJT and WJC respectively.

As a result of the Change in Shareholding,

- (1) the interests of the Company held by the Trustee increased from nil to approximately 65.60% in aggregate, through its indirect 100% shareholdings in each of Dings International, Ming Rong International, Hui Rong International, Jia Wei International, Jian Tong Investments and Jia Chen International;
- (2) the Trustee has no voting right in the Company through its indirect 100% shareholdings in each of Dings International, Ming Rong International, Hui Rong International, Jia Wei International, Jian Tong Investments and Jia Chen International; and
- (3) each of Mr. Ding Wuhao, Mr. Ding Huihuang, Mr. Ding Huirong, Mr. Wang Jiabi, Mr. Ding Jiantong and Mr. Wang Jiachen remains as directors of Dings International, Ming Rong International, Hui Rong International, Jia Wei International, Jian Tong Investments and Jia Chen International respectively, and each of them is able to exercise their voting rights in the Company directly through Dings International, Ming Rong International, Hui Rong International, Jia Wei International, Jian Tong Investments and Jia Chen International respectively.

REASON FOR THE CHANGE IN SHAREHOLDING

The Change in Shareholding was to facilitate the setting up of each of the Family Trusts for family succession and wealth management planning purposes for each of the family members of Mr. Ding Wuhao, Mr. Ding Huihuang, Mr. Ding Huirong, Mr. Wang Jiabi, Mr. Ding Jiantong and Mr. Wang Jiachen.

IMPLICATIONS UNDER THE TAKEOVERS CODE

As the interests of the Company held by the Trustee increased from nil to approximately 65.60% in aggregate, through its indirect 100% shareholdings in each of Dings International, Ming Rong International, Hui Rong International, Jia Wei International, Jian Tong Investments and Jia Chen International, the Trustee might be required to make a mandatory general offer for the Shares pursuant to Rule 26.1 of the Takeovers Code. In this regard, an application for ruling from the Executive had been made and the Executive had confirmed that no obligation would arise on the part of the Trustee to make a mandatory general offer for the Shares pursuant to Rule 26.1 of the Takeovers Code as a result of the Change in Shareholding.

DEFINITIONS

“BVI”	the British Virgin Islands
“Change in Shareholding”	the change in shareholding of the Company for family succession and wealth management planning purposes for each of the family members of Mr. Ding Wuhao, Mr. Ding Huihuang, Mr. Ding Huirong, Mr. Wang Jiabi, Mr. Ding Jiantong and Mr. Wang Jiachen
“Company”	361 Degrees International Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited
“DHH”	DHH Capital Limited, a company incorporated in the BVI and wholly owned by the Trustee
“DHR”	DHR Capital Holding Limited, a company incorporated in the BVI and wholly owned by the Trustee
“Dings International”	Dings International Company Limited, a company controlled and wholly owned by Mr. Ding Wuhao immediately before the Change in Shareholding
“Director(s)”	the director(s) of the Company
“DJT”	DJT Capital Limited, a company incorporated in the BVI and wholly owned by the Trustee
“DWH”	DWH Capital Limited, a company incorporated in the BVI and wholly owned by the Trustee
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong
“Family Trusts”	The DWH Trust, The DHH Trust, The DHR Trust, The WJB Trust, The DJT Trust and The WJC Trust collectively

“Hui Rong International”	Hui Rong International Company Limited, a company controlled and wholly owned by Mr. Ding Huirong immediately before the Change in Shareholding
“Jia Chen International”	Jia Chen International Co., Ltd., a company controlled and wholly owned by Mr. Wang Jiachen immediately before the Change in Shareholding
“Jia Wei International”	Jia Wei International Co., Ltd., a company controlled and wholly owned by Mr. Wang Jiabi immediately before the Change in Shareholding
“Jian Tong Investments”	Jian Tong Investments Co., Ltd., a company controlled and wholly owned by Mr. Ding Jiantong immediately before the Change in Shareholding
“Ming Rong International”	Ming Rong International Company Limited, a company controlled and wholly owned by Mr. Ding Huihuang immediately before the Change in Shareholding
“Share(s)”	the ordinary share(s) with a nominal value of HK\$0.1 each in the share capital of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“The DHH Trust”	family trust set up for family succession and wealth management planning purposes with Mr. Ding Huihuang being the settlor and the Trustee being the trustee
“The DHR Trust”	family trust set up for family succession and wealth management planning purposes with Mr. Ding Huirong being the settlor and the Trustee being the trustee
“The DJT Trust”	family trust set up for family succession and wealth management planning purposes with Mr. Ding Jiantong being the settlor and the Trustee being the trustee
“The DWH Trust”	family trust set up for family succession and wealth management planning purposes with Mr. Ding Wuhao being the settlor and the Trustee being the trustee
“The WJB Trust”	family trust set up for family succession and wealth management planning purposes with Mr. Wang Jiabi being the settlor and the Trustee being the trustee
“The WJC Trust”	family trust set up for family succession and wealth management planning purposes with Mr. Wang Jiachen being the settlor and the Trustee being the trustee
“Trustee”	TMF (Cayman) Ltd.

“WJB”

WJB Capital Limited, a company incorporated in the BVI and wholly owned by the Trustee

“WJC”

WJC Capital Limited, a company incorporated in the BVI and wholly owned by the Trustee

By order of the Board
361 Degrees International Limited
Ding Huihuang
Chairman

Hong Kong, 25 April 2025

As at the date of this announcement, the board of directors of the Company comprises four executive directors, namely Mr. Ding Wuhao, Mr. Ding Huihuang (Chairman), Mr. Ding Huirong and Mr. Wang Jiabi, and four independent non-executive directors, namely, Mr. Wu Ming Wai Louie, Mr. Hon Ping Cho Terence, Mr. Chen Chuang and Ms. Ferheen Mahomed.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.