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中国奇点国峰控股有限公司
China Qidian Guofeng Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1280)

PROPOSED GRANT OF SHARE AWARDS PURSUANT TO THE SHARE AWARD SCHEME

The Board announces that on 31 October 2025, the Company granted 1,200,000 Award Shares involving 1,200,000 new Shares, representing approximately 0.07% of the total issued Shares as at the Grant Date, to the Grantee under the Share Award Scheme. If any grant of the Award Shares as detailed below has not been accepted by the Grantee or is not otherwise in compliance with any applicable laws and regulations, such grant to the Grantee would not proceed or be effective for legal and regulatory purposes.

The Award Shares shall be 1,200,000 shares in total, which shall be granted to Mr. Wang Xianfu, a non-executive Director of the Company. Details of the Grant are as follows:

Grant Date:	31 October 2025
Grantee and number of Award Shares:	A total of 1,200,000 Award Shares will be granted to following Director:

Name	Position	Number of Award Shares	Approximate % to issued Shares *(note)*
Wang Xianfu	Non-executive Director	1,200,000 Award Shares	0.07%

Note: calculated based on the 1,812,055,508 issued Shares in total as at the date of this announcement.

Consideration for the Award Shares:	Nil
Closing price of the Shares on the Grant Date:	HK$4.68 per Share
Vesting period:	All Award Shares shall vest in the Grantee after twelve months from the Grant Date, subject to the acceptance by the Grantee.
Lock-up period:	Award Shares granted to Mr. Wang Xianfu are subject to a one-year lock-up period upon vesting.
Performance targets:	There is no performance target. In considering the Grant made to Mr. Wang Xianfu, the Remuneration Committee has taken into account the following factors: (i) the expected value of the Award Shares subject to the future market price of the Shares, which in turn depends on the business performance of the Group; and (ii) the profound experience of Mr. Wang Xianfu in the education and training industry.
Clawback mechanism:	Unless determined otherwise by the Board, the Award Shares, granted but not yet vested, will be automatically and immediately cancelled when the Grantee ceases to be an eligible participant as defined in the Share Award Scheme in the following circumstances: (i) where such person has committed any act of fraud or dishonesty or serious misconduct, whether or not in connection with his employment or engagement or service to any member of the Group and whether or not it has resulted in his employment or engagement or service being terminated by the relevant member of the Group; (ii) where such a person has been declared or adjudged to be bankrupt by a competent court or governmental body or has failed to pay his debts as they fall due (after the expiry of any applicable grace period) or has entered into any arrangement or composition with his creditors generally or an administrator has taken possession of any of his assets; (iii) where such person has been convicted of any criminal offence;

(iv) where such person has been convicted of or is being held liable for any offence under or any breach of the SFO or other securities laws or regulations in Hong Kong or any other applicable laws or regulations in force from time to time; or

(v) where such person commits a material breach of contract(s) between any member of the Group and the eligible participant(s).

Grant of Award Shares to Mr. Wang Xianfu has been approved by independent non-executive Directors pursuant to Rule 17.04(1) to the Listing Rules and terms of the Share Award Scheme.

Reasons for and Benefits of the Grant

The reasons for the grant of Award Shares are: (i) to provide incentives and rewards to the Grantee for his contributions to and continuing efforts to promote the interests of the Company; and (ii) the Remuneration Committee is of the view and the Board agrees that the grant made to Mr. Wang Xianfu is (i) in lign with the purpose of the Share Award Scheme; and (ii) fair and reasonable, as (a) the value of the Award Shares subject to the future market price of the Shares, which in turn depends on the business performance of the Group, to which the Grantee directly make contribution; and (b) Award Shares are subject to the vesting period and lock-up period described above, ensuring the consistency of the Grantee's interests with that of the Group and motivating him to make contributions to the Group's development.

To the best knowledge of the Directors, as at the date of this announcement, (i) the Grantee is not a participant with the Award Shares granted and to be granted exceeding the 1% individual limit under the Listing Rules; (ii) the Grantee is not a service provider with the Award Shares granted and to be granted exceeding 0.1% limit in any 12-month period; and (iii) no financial assistance has been provided by the Group to the Grantee for the purchase of Shares under the Share Award Scheme.

Number of Shares Available for Future Grant

The Grant of Award Shares shall be satisfied by the issue of new Shares within the mandate limit under the Share Award Scheme. The remaining number of Shares available for further grant under the Share Award Scheme upon the Grant of Awards shall be 57,467,985 shares.

As of the date of this announcement, the number of Shares for future grant to service providers under the Share Award Scheme shall be 36,467,778 shares.

The trustee shall hold 1,200,000 Award Shares on trust for the Grantee. Such Shares will then be transferred to the Grantee at no cost upon satisfaction of the above-mentioned vesting condition. Accordingly, no funds will be raised from any possible issue of new Shares under the Share Award Scheme.

DEFINITIONS

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

"Audit Comittee"	the audit committee of the Company
"Award Shares"	the award shares granted under the Share Award Scheme, each representing a contingent right to receive one Share
"Board"	the board of Directors
"Company"	China Qidian Guofeng Holdings 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 (stock code: 1280)
"Director(s)"	the directors of the Company
"Grant"	1,200,000 Award Shares to be granted to the Grantee in accordance with the Share Award Scheme on the Grant Date
"Grantee"	Mr. Wang Xianfu who will be granted Award Shares in accordance with the Share Award Scheme
"Grant Date"	31 October 2025
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar, the lawful currency of the Hong Kong Special Administrative Region of PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China, for the purpose of this announcement only, excluding Hong Kong, the Macao Special Administrative Region and Taiwan
"Share(s)"	ordinary share(s) of US$0.02 each in the share capital of the Company

"Share Award Scheme"	the share award scheme adopted and amended on 15 June 2023, 25 January 2024 and 8 August 2024, respectively, by the Company
"Shareholders"	holder(s) of Shares in the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

By order of the Board
China Qidian Guofeng Holdings Limited
Yuan Li
Chairman of the Board

Shenzhen, the PRC, 31 October 2025

As at the date of this announcement, the executive Directors of the Company are Mr. Yuan Li, Mr. Sun Yue, Mr. Yuan Lijun and Mr. Zhuang Liangbao; the non-executive Director of the Company is Mr. Wang Xianfu; and the independent non-executive Directors of the Company are Mr. Zhang Yihua, Mr. Chen Rui and Ms. Tang Chung Kwan Brenda.