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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)

COMPLETION OF ACQUISITION OF AN AI COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

Reference is made to the announcements of China Qidian Guofeng Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 10 July 2025, 8 August 2025, 7 September 2025, and 11 December 2025 (the “**Announcements**”) respectively in relation to acquisition of the Target Company which is an AI technology company with AI-driven enablement services for the interest-based e-commerce sector as core business. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all the conditions precedent have been fulfilled and Completion took place on 15 December 2025 in accordance with the terms of the Acquisition Agreement.

Pursuant to the Acquisition Agreement, the Consideration Shares, being 94,069,530 Shares, have been duly allotted and issued by the Company to the Vendors (or its nominee in accordance with the Acquisition Agreement) at the Issue Price of HK\$4.89 per Consideration Share.

Prior to Completion, the Company has 1,837,256,128 Shares in issue. The Consideration Shares, i.e. 94,069,530 Shares, represent (i) approximately 5.12% of the existing issued share capital of the Company prior to Completion; and (ii) approximately 4.87% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares immediately upon the Completion.

Upon Completion, the Target Company has become a wholly-owned subsidiary of the Company and accordingly, the financial results of the Target Group will be consolidated into the financial statements of the Company.

CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

Shareholder	Shareholding prior to Completion		Shareholding immediately upon the Completion and allotment and issue of the Consideration Shares	
	No. of Share	%	No. of Shares	%
Substantial Shareholders				
Yuan Li ⁽¹⁾⁽²⁾	604,600,366	32.90	604,600,366	31.30
– Greatssjy Co., Ltd. ⁽¹⁾	327,553,334	17.82	327,553,334	16.96
– Noble Trade International ⁽²⁾	277,047,032	15.08	277,047,032	14.34
Yuan Yang ⁽³⁾	92,160,860	5.02	92,160,860	4.77
Directors				
Sun Yue	3,965,678	0.22	3,965,678	0.21
Zhuang Liangbao ⁽⁴⁾	11,460,928	0.62	11,460,928	0.59
Vendors				
Vendor 1	—	—	13,676,776	0.71
Vendor 2	—	—	34,636,712	1.79
Vendor 3	—	—	277,983	0.01
Vendor 4	—	—	845,069	0.04
Vendor 5	—	—	889,546	0.05
Vendor 6	—	—	8,859,882	0.46
Vendor 7	—	—	8,931,046	0.46
Vendor 8	—	—	2,335,059	0.12
Vendor 9	—	—	2,668,639	0.14
Vendor 10	—	—	2,045,957	0.11
Vendor 11	—	—	17,790,928	0.92
Ms. Yang	—	—	1,111,933	0.06
<i>Subtotal</i>			<i>94,069,530</i>	<i>4.87</i>
Other Public Shareholder	1,125,068,296	61.24	1,125,068,296	58.25
Total	1,837,256,128	100	1,931,325,658	100

Notes:

1. 327,553,334 Shares were held by Greatssjy Co., Ltd. as beneficial owner. Greatssjy Co., Ltd. was wholly-owned by Mr. Yuan Li.
2. Noble Trade International Holdings Limited* (聖行國際集團有限公司) is wholly-owned by Mogen Ltd. (“Mogen”). Mogen was owned by Mr. Yuan Li through Greatssjy Co., Ltd..
3. 53,485,860 Shares were held by Shengshangmingyue Co., Ltd. as beneficial owner. Shengshangmingyue Co., Ltd. was owned at to 80% by Mr. Yuan Yang. 38,675,000 Shares were held by Energystone Co., Ltd. as beneficial owner. Energystone Co., Ltd. was wholly-owned by Mr. Yuan Yang.
4. The 11,460,928 shares were held by Zhuanglb Co., Ltd. as beneficial owner. Zhuanglb Co., Ltd. was 100% wholly-owned by Mr. Zhuang Liangbao.

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

Shenzhen, PRC, 16 December 2025

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