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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)

ISSUE OF NEW SHARES UNDER GENERAL MANDATE FOR DEBT CAPITALISATION

Reference is made to the disclosure made in the 2024 annual report of China Qidian Guofeng Holdings Limited (the "**Company**"). There was an outstanding amount payable owed by the Company to its shareholder, China Ruike Investment & Development Co., Ltd. ("**China Ruike**" or the "**Creditor**"), an interest-free advancement of RMB 5,057,000 (Renminbi five million fifty-seven thousand) made in 2017. As of the date of this announcement, the above payable remains outstanding.

After trading hours on 6 January 2026, the Company and China Ruike entered into a deed of settlement (the "**Deed of Settlement**"). Pursuant to the Deed of Settlement, subject to the fulfilment of the conditions precedent set out below, the Company has agreed to allot and issue, and the Creditor has agreed to subscribe for, 1,975,000 new shares in the share capital of the Company (the "**Settlement Shares**") in full and final settlement of all outstanding indebtedness of RMB5,057,000 as at the date of the announcement.

PRINCIPAL TERMS OF THE DEED OF SETTLEMENT

Date	6 January 2026 (after trading hours)
Parties	(i) The Company (as borrower and issuer)
	(ii) China Ruike Investment & Development Co., Ltd. (as Creditor and subscriber)

Nature of transaction	Full and final settlement of all principal, interest (if any) and other sums owing by the Company to the Creditor of RMB5,057,000 as at the date of the announcement by way of allotment and issue of the Settlement Shares.
Number of Settlement Shares	1,975,000 new shares, representing: (i) approximately 0.1023% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 0.1022% of the issued share capital of the Company as enlarged by the allotment and issue of the Settlement Shares (assuming no other change in the issued share capital of the Company between the date of this announcement and completion of the Debt Capitalisation (as defined below)).
Issue price	HK$2.84 per Settlement Share (the "**Issue Price**"). The Issue Price represents: (i) a discount of approximately 15.73% to the closing price of HK$3.37 per share as quoted on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on the date of the Deed of Settlement; and (ii) a discount of approximately 14.72% to the average closing price of HK$3.33 per share for the last five consecutive trading days immediately prior to the date of the Deed of Settlement. The Issue Price was determined after arm's-length negotiations between the Company and the Creditor with reference to the recent market price of the shares of the Company.

Conditions precedent

Completion of the Debt Capitalisation (i.e. the allotment and issue of the Settlement Shares) is conditional upon, among other things:

1. the Creditor having successfully opened, at the securities firm designated by the Company, **Futu Securities**, a designated securities account in its name, and such account having been verified by the Company; and

2. the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Listing Committee**") granting approval for listing, and such listing approval not having been revoked prior to completion of the Settlement Shares settlement in accordance with the Deed of Settlement.

Listing Approval

Within 30 Business Days from the date on which the designated securities account referred to in the above is verified by the Company, the Company shall submit a written application to the Listing Committee for the approval for the listing of, and permission to deal in, the Settlement Shares. For the avoidance of doubt, the Settlement Shares shall only be issued on the date of receipt of the listing approval.

Completion

Completion shall take place within 7 Business Days after the satisfaction of all conditions precedent (or such other date as the parties may agree in writing).

The Settlement Shares will be credited as fully paid and issued through the Central Clearing and Settlement System of Hong Kong (CCASS).

Lock-up

The Creditor has undertaken not to sell, transfer, pledge or otherwise dispose of any of the Settlement Shares for a period of eighteen (18) months from the Settlement Shares delivery date (the "**Lock-up Period**"), in accordance with the share lock-up arrangements agreed between the Company and the Creditor.

If, during the Lock-up Period, the Creditor transfers, pledges or otherwise disposes of any Settlement Shares without authorization, the Creditor shall pay to the Company liquidated damages equal to 2 times the value of the relevant Settlement Shares calculated by reference to the closing price of such Settlement Shares (being RMB 12,000,000), and the Company shall be entitled to recover from the Creditor all economic losses thereby incurred, including any share price losses and legal fees.

The Company represents and warrants that it has not entered into any agreement or arrangement with any securities broker (including Futu Securities) or any third party that would restrict the Creditor's ability, upon expiry of the Lock-up Period, to freely circulate and trade the Settlement Shares; failing which shall constitute a fundamental breach by the Company, and the Company shall be liable for liquidated damages on the same basis as set out above.

Governing law Hong Kong law

GENERAL MANDATE TO ISSUE THE SETTLEMENT SHARES

The allotment and issue of the Settlement Shares will be effected under the general mandate granted to the Directors at the annual general meeting of the Company held on 12 May 2025 (the "**General Mandate**"). Pursuant to the General Mandate, the total number of new Shares that the Directors are authorised to allot and issue is 362,411,101 new Shares. As disclosed in the announcements of the Company dated 7 September 2025, 11 December 2025 and 16 December 2025 respectively, 94,069,530 shares of the Company were alloted and issued under the General Mandate as consideration shares to acquire HongKong HuiLiu Limited (香港繪流有限公司), an AI technology company with AI-driven enablement services for the interest-based e-commerce sector as core business. As a result, 268,314,571 shares of the Company remained available to be alloted and issued pursuant to the General Mandate. The issue of the Settlement Shares will not be subject to the approval of the Shareholders of the Company.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE TWELVE MONTHS IMMEDIATELY PRECEDING THE DATE OF THIS ANNOUNCEMENT

The Company has not conducted any fund-raising activities in the past 12 months before the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE

Set out below is a summary of the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after completion of the Debt Capitalisation (assuming that there will be no other change in the issued share capital of the Company):

Shareholder	**As at the date of this announcement**		**Immediately after completion of the Debt Capitalisation**	
	No. of Share	*%*	*No. of Share*	*%*
Substantial Shareholders				
Yuan Li [(1)(2)]	604,600,366	31.30	604,600,366	31.27
– Greatssjy Co., Ltd. [(1)]	327,553,334	16.96	327,553,334	16.94
– Noble Trade International [(2)]	277,047,032	14.34	277,047,032	14.33
Directors				
SunYue	3,965,678	0.21	3,965,678	0.21
Zhuang Liangbao [(3)]	11,460,928	0.59	11,460,928	0.59
The Creditor				
China Ruike	—	—	1,975,000	0.10
Other Public Shareholder	1,311,298,686	67.90	1,311,298,686	67.83
Total	1,931,325,658	100.00	1,933,300,658	100.00

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. 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.

REASONS FOR AND BENEFITS OF THE DEBT CAPITALISATION

The outstanding indebtedness owed to the Creditor, bearing zero interest, has been outstanding since 2017 and is classified as a current liability. The Directors consider that settling such outstanding indebtedness by way of the issue of the Settlement Shares will eliminate an outstanding liability without any immediate cash outflow, thereby strengthening the Group's balance sheet and improving its gearing ratio; and it also demonstrate the Creditor's continued confidence in, and commitment to, the long-term prospects of the Group.

Having considered the above, the Directors (including the independent non-executive Directors) are of the view that the terms of the Deed of Settlement (including the Issue Price) are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

There will be no proceeds from the issue of Settlement Shares, as the Settlement Shares are to be used to settle all outstanding indebtedness of RMB5,057,000 in full.

Completion of the transaction under the Settlement Agreement are subject to the satisfaction of the conditions precedent in the Settlement Agreements, it may or may not proceed. shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Shenzhen, PRC, 6 January 2026

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. Kong Xiangming and Ms. Tang Chung Kwan Brenda.