千循科技

Qian Xun Technology Limited
千循科技有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1640)

MAJOR TRANSACTION
IN RELATION TO
THE DISPOSAL OF QIAN XUN HK

THE DISPOSAL AGREEMENT

On 28 August 2026, the Company (as vendor) and Mr. Wu (as purchaser) entered into the Disposal Agreement pursuant to which, among other things and subject to the terms and conditions set out in the Disposal Agreement, the Company conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, the Sale Shares (being the entire equity interest of the Company in Qian Xun HK), at a consideration of RMB200,000.

All members of the Disposal Group have not actively conducted any business activity since 2025, and the Disposal Group has been loss-making for each of the two years ended 31 December 2025 and the six months ended 30 June 2026 if the one-off gains were excluded. The unaudited consolidated net assets of the Disposal Group as at 30 June 2026 were approximately RMB0.2 million.

LISTING RULES IMPLICATIONS

As one or more percentage ratios under Rule 14.07 of the Listing Rules in respect of the Disposal is more than 25% while all of them are less than 75%, the Disposal constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements thereunder.

A circular containing, among other things, (i) further information on the Disposal; (ii) a notice of the extraordinary general meeting; and (iii) other information as required under the Listing Rules is expected to be despatched to the Shareholders on or before 30 September 2026, in order to allow sufficient time for the Company to prepare the necessary information to be included therein.

INTRODUCTION

The Board is pleased to announce that after trading hours on 28 August 2026, the Company (as vendor) and Mr. Wu (as purchaser) entered into the Disposal Agreement pursuant to which, among other things and subject to the terms and conditions set out in the Disposal Agreement, the Company conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, the Sale Shares (being the entire equity interest of the Company in Qian Xun HK), at a consideration of RMB200,000. Details of the Disposal Agreement are set out below:

THE DISPOSAL AGREEMENT

Date	:	28 August 2026
Parties	:	The Company, as vendor
		Mr. Wu Dan, as purchaser

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, (i) the Purchaser is a businessman and a third party independent of the Company and its connected persons; and (ii) there is, and in the past twelve months, there has been, no material loan arrangement between (a) the Purchaser and (b) the Company, any connected person at the Company's level and/or any connected person at the subsidiary level (to the extent that such subsidiary/subsidiaries is/are involved in the Disposal).

Subject assets to be disposed of

The assets to be disposed of by the Company pursuant to the Disposal Agreement comprise the Sale Shares, being the entire issued share capital of Qian Xun HK.

Please refer to the paragraph headed "Information of the Disposal Group" below for further details of the Disposal Group.

Consideration

The total consideration is RMB200,000, which shall be paid by the Purchaser on the date of Completion.

The consideration under the Disposal Agreement was arrived at after arm's length negotiations between the parties to the Disposal Agreement and is on normal commercial terms, based on (i) the recent level of business activity of the Disposal Group; (ii) the net assets position of the Disposal Group as at 30 June 2026 of approximately RMB0.2 million; and (iii) the recent financial performance of the Disposal Group.

Condition precedent of the Disposal Agreement

Completion is conditional upon the following condition being satisfied on or before the Long Stop Date:

(i) the approval of the Shareholders as required under the Listing Rules for the entering into and implementation of the Disposal Agreement.

If the above condition has not been fulfilled on or before the Long Stop Date, the Purchaser shall not be bound to proceed with the purchase of the Sale Shares and the Disposal Agreement shall cease to have any effect except the surviving provisions under the Disposal Agreement which shall remain in force and save in respect of claims arising out of any antecedent breach of the Disposal Agreement.

Completion

Completion of the Disposal shall take place on the third Business Day after the day the condition above has been satisfied (or such other date as may be agreed between the Company and the Purchaser in writing).

Immediately prior to Completion, members of the Disposal Group are subsidiaries of the Company. Upon Completion, each member of the Disposal Group will cease to be a subsidiary of the Group and the respective financial results, assets and liabilities will no longer be consolidated into the consolidated financial statements of the Company.

INFORMATION OF THE DISPOSAL GROUP

The Disposal Group comprises Qian Xun HK and the Relevant PRC Subsidiaries. Qian Xun HK is incorporated in Hong Kong with limited liability, and each of the Relevant PRC Subsidiaries is a subsidiary of Qian Xun HK. All members of the Disposal Group have not actively conducted any business activity since 2025. The members of the Disposal Group were principally engaged in the provision of advertising services prior to 2025 and the advertising services are currently provided through other members of the Group.

Set out below is the unaudited combined financial information of the Disposal Group as extracted from its unaudited combined management accounts prepared in accordance with Hong Kong Financial Reporting Standards for the two financial years ended 31 December 2024 and 2025, and the six months ended 30 June 2026, respectively.

	For the year ended 31 December		**For the six months ended 30 June**
	2024	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*
Revenue	84,116	0	0
Net profit/(loss) before taxation	8,666	(6,436)	13,205
Net profit/(loss) after taxation	8,538	(6,436)	(2,016)

As disclosed above, the Disposal Group have not actively conducted any business activity since 2025. The Disposal Group recorded one-off gains on disposal of subsidiaries during each of the two years ended 31 December 2025 and waiver of amounts due during the six months ended 30 June 2026. If the impacts of such one-off gains were excluded, the Disposal Group would have recorded net loss before and after taxation for each of the two years ended 31 December 2025 and the six months ended 30 June 2026. As at 30 June 2026, the unaudited consolidated net assets of the Disposal Group amounted to approximately RMB0.2 million.

REASONS FOR THE ENTERING INTO THE DISPOSAL AGREEMENT

The Company is an investment holding company and its principal subsidiaries are principally engaged in the provision of advertising services and other services; and pre-owned E-commerce business of pre-owned electronic products, and provision of Software-as-a-Service.

As mentioned in the interim results announcement of the Company for the six months ended 30 June 2026, the Group has been continuously reviewing the operational performance of its subsidiaries and business segments, and will continue to undertake business integration initiatives to enhance operational efficiency and reduce costs.

Given that the Disposal Group has not conducted any business activity since 1 January 2025, the Directors believe that the Disposal will enable the Group to streamline its group structure and enhance operational efficiency. Meanwhile, given that the Disposal Group has been loss-making for each of the two years ended 31 December 2025 and the six months ended 30 June 2026 if the one-off gains were excluded, and currently does not conduct any business activity, the Directors consider that the Disposal will not have any material adverse impact on the business operations of the Group.

It is currently expected that no positive net proceeds will be generated from the Disposal after deducting the estimated expenses in relation to the Disposal.

Based on the unaudited consolidated net assets of the Disposal Group as at 30 June 2026 and the consideration of the Disposal, subject to review by the auditors of the Company, it is expected that a slight loss of approximately RMB0.4 million would be recorded by the Company as a result of the Disposal, which is estimated with reference to the unaudited consolidated net assets of the Disposal Group of approximately RMB0.2 million as at 30 June 2026, the relevant expenses attributable to the Disposal of approximately RMB0.4 million and the consideration of the Disposal of RMB0.2 million.

Taking into account the aforesaid and the fact that the consideration of the Disposal is determined with reference to, among other things, the unaudited consolidated net assets of the Disposal Group and recent financial performance of the Disposal Group, the Board (including the independent non-executive Directors) considered that the terms of the Disposal Agreement are fair and reasonable and the Disposal is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more percentage ratios under Rule 14.07 of the Listing Rules in respect of the Disposal is more than 25% while all of them are less than 75%, the Disposal constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements thereunder.

An extraordinary general meeting will be convened for the purposes of considering, and if thought fit, approving the Disposal Agreement and the transactions contemplated thereunder.

GENERAL

A circular containing, among other things, (i) further information on the Disposal; (ii) a notice of the extraordinary general meeting; and (iii) other information as required under the Listing Rules is expected to be despatched to the Shareholders on or before 30 September 2026, in order to allow sufficient time for the Company to prepare the necessary information to be included therein.

Completion is conditional upon the satisfaction of the condition precedent to the Completion and therefore, may or may not take place. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"Business Day(s)"	a day on which banks in Hong Kong are open for normal banking business throughout their normal business hours (excluding Saturdays, Sundays, public holidays or a day on which tropical cyclone warning signal number 8 or above or a black rainstorm warning is in force at any time during such day in Hong Kong)
"Company"	Qian Xun Technology Limited (Stock Code: 01640), a company incorporated in Cayman Islands with limited liability whose issued Shares are listed on the Main Board of the Stock Exchange
"Completion"	completion of the Disposal pursuant to the terms of the Disposal Agreement
"connected person(s)"	has the same meaning ascribed thereto under the Listing Rules
"Director(s)"	director(s) of the Company

“Disposal”	the disposal of the Sale Shares pursuant to the terms of the Disposal Agreement
“Disposal Agreement”	the conditional sale and purchase agreement dated 28 August 2026 entered into between Mr. Wu (as purchaser) and the Company (as vendor) in relation to the conditional sale and purchase of the Sale Shares
“Disposal Group”	Qian Xun HK and the Relevant PRC Subsidiaries
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	31 December 2026, or such date as may be mutually agreed between the Company and Purchaser
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Purchaser” or “Mr. Wu”	Mr. Wu Dan
“Qian Xun HK”	Qian Xun Hong Kong Trading Limited, a company incorporated in Hong Kong with limited liability, and a direct wholly-owned subsidiary of the Company
“Relevant PRC Subsidiaries”	namely Qingdao Ruicheng Jiaye Advertising Co., Ltd.* (青島瑞誠嘉業廣告有限公司), Beijing Ruicheng Advertising Co., Ltd.* (北京瑞誠廣告有限公司) and Xizang Wanmei Advertising Co., Ltd.* (西藏萬美廣告有限公司), each an indirect wholly-owned subsidiary of the Company and a member of the Disposal Group
“Sale Shares”	100 shares of Qian Xun HK, being the entire issued share capital of Qian Xun HK
“Share(s)”	ordinary share(s) of HK$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"RMB"	Renminbi, the lawful currency of the PRC
"%" or "per cent."	percentage or per centum

* *for identification purposes only*

By order of the Board
Qian Xun Technology Limited
Sun Changpeng
Chairman and Executive Director

Hong Kong, 28 August 2026

As at the date of this announcement, the executive directors are Mr. Sun Changpeng, Mr. Leng Xuejun and Mr. Li Tianzi, and the independent non-executive directors are Ms. Lam Hoi Yan Karen, Mr. Wong Sincere and Mr. Niu Zhongjie.