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**Jiyi Holdings Limited**  
**集一控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1495)**

**(I) PROPOSED CAPITAL REORGANISATION  
AND  
(II) PROPOSED CHANGE IN BOARD LOT SIZE**

**PROPOSED CAPITAL REORGANISATION**

The Board proposes to implement the Capital Reorganisation which will involve the Share Consolidation, the Capital Reduction and the Share Sub-Division, details of which are as follows:

**(1) Share Consolidation**

Every five (5) issued Existing Shares of HK\$0.10 each shall be consolidated into one (1) issued Consolidated Share of HK\$0.50 each, and every five (5) unissued Existing Shares of HK\$0.10 each shall be consolidated into one (1) unissued Consolidated Share of HK\$0.50 each.

**(2) Capital Reduction**

The Capital Reduction will be implemented immediately upon the Share Consolidation becoming effective, pursuant to which the par value of each of the issued Consolidated Shares will be reduced from HK\$0.50 to HK\$0.01 by cancelling the paid-up capital of the Company to the extent of HK\$0.49 on each of the issued Consolidated Shares. As such, the issued share capital of the Company will be reduced.

### **(3) Share Sub-Division**

Immediately following the effectiveness of the Capital Reduction, the Share Sub-Division will be implemented on the basis that every unissued Consolidated Share of HK\$0.50 each in the authorised share capital of the Company shall be sub-divided into fifty (50) New Shares of HK\$0.01 each.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 2,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 2,000 Existing Shares to 20,000 Consolidated Shares, conditional upon the Share Consolidation becoming effective.

### **GENERAL**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve resolutions for effecting the Capital Reorganisation. To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the resolutions to be proposed at the EGM. A circular containing, among other things, further details of (i) the Capital Reorganisation; (ii) the Change in Board Lot Size; and (iii) the notice convening the EGM is expected to be despatched to the Shareholders on or before 24 November 2022.

### **WARNING**

**Shareholders and potential investors of the Company should note that the Capital Reorganisation are conditional upon satisfaction of the respective conditions precedent as set out in the paragraphs headed "Conditions of the Share Consolidation" and "Conditions of the Capital Reduction and the Share Sub-Division". Accordingly, the Capital Reorganisation may or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's securities. If they are in any doubt, they should consult their professional advisers.**

## **PROPOSED CAPITAL REORGANISATION**

The Board proposes to implement the Capital Reorganisation which will involve the Share Consolidation, the Capital Reduction and the Share Sub-Division, details of which are as follows:

### **(1) Share Consolidation**

Every five (5) issued Existing Shares of HK\$0.10 each shall be consolidated into one (1) issued Consolidated Share of HK\$0.50 each, and every five (5) unissued Existing Shares of HK\$0.10 each shall be consolidated into one (1) unissued Consolidated Share of HK\$0.50 each.

### **(2) Capital Reduction**

The Capital Reduction will be implemented subsequent to the Share Consolidation becoming effective, pursuant to which the par value of each of the issued Consolidated Shares will be reduced from HK\$0.50 to HK\$0.01 by cancelling the paid-up capital of the Company to the extent of HK\$0.49 on each of the issued Consolidated Shares. As such, the issued share capital of the Company will be reduced.

### **(3) Share Sub-Division**

Immediately following the effectiveness of the Capital Reduction, the Share Sub-Division will be implemented on the basis that every unissued Consolidated Share of HK\$0.50 each in the authorised share capital of the Company shall be sub-divided into fifty (50) New Shares of HK\$0.01 each.

## **Effects of the Capital Reorganisation**

As at the date of this announcement, the authorised share capital of the Company is HK\$500,000,000 divided into 5,000,000,000 Existing Shares of par value HK\$0.10 each, of which 1,318,827,612 Existing Shares have been issued and are fully paid or credited as fully paid, and the aggregate par value of the issued share capital of the Company is HK\$131,882,761.20.

Assuming there will be no change in the issued share capital of the Company from the date of this announcement until the effective date of the Capital Reorganisation, the authorised share capital of the Company will be HK\$500,000,000 divided into 50,000,000,000 New Shares of par value of HK\$0.01 each, of which 263,765,522 New Shares will be in issue and the aggregate par value of the issued share capital of the Company will be HK\$2,637,655.22 upon the Capital Reorganisation becoming effective. A credit of HK\$129,245,105.98 will arise as a result of the Capital Reduction.

It is proposed that the total credit arising from the Capital Reduction will be applied towards setting off against the accumulated losses of the Company (if any) in full or by the amount of such credits upon the date of the Capital Reorganisation becoming effective. Any excess of such credits will be transferred to the distributable reserve account of the Company which will be utilised by the Company in any manner as the Board may deem fit and permitted under the Companies Law, all relevant applicable laws, the Articles and the memorandum of association of the Company. Shareholders and potential investors of the Company should note that the credits arising in the books from the Capital Reorganisation will be subject to change depending on the number of the Existing Shares in issue immediately prior to the Capital Reorganisation becoming effective.

The New Shares in issue immediately following the Capital Reorganisation becoming effective will rank *pari passu* in all respects with each other and the Capital Reorganisation will not result in any change in the relative rights of the Shareholders. Any fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued or allocated to the Shareholders but all such fractional Consolidated Shares will be aggregated, sold and retained for the benefit of the Company.

Other than the relevant expenses (including but not limited to professional fees and printing charges) to be incurred, the implementation of the Capital Reorganisation will not have material effect on the Group's consolidated net asset value, and it will not alter the underlying assets, business operations, management or financial position of the Company nor the proportionate interests or rights of the Shareholders, save that any fractional New Shares will not be allocated to Shareholders who may otherwise be entitled, if any. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group and that on the date the Capital Reorganisation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. No capital will be lost as a result of the Capital Reorganisation and, except for the expenses involved in relation to the Capital Reorganisation which are expected to be insignificant in the context of the net asset value of the Company, the net asset value of the Company will remain unchanged before and after the Capital Reorganisation becoming effective. The Capital Reorganisation does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid-up capital of the Company nor will it result in any change in the relative rights of the Shareholders.

Assuming no further Existing Shares will be issued or repurchased, and there are no other changes in the issued share capital of the Company from the date of this announcement up to the effective date of the Capital Reorganisation, the effect of the Capital Reorganisation on the share capital structure of the Company is summarised as follows:

	<b>As at the date of this announcement</b>	<b>Immediately after the Share Consolidation becoming effective but before the Capital Reduction becoming effective</b>	<b>Immediately after the Capital Reorganisation becoming effective</b>
Authorised share capital (HK\$)	500,000,000	500,000,000	500,000,000
Par value	HK\$0.10 per Existing Share	HK\$0.50 per Consolidated Share	HK\$0.01 per New Share
Number of authorised shares	5,000,000,000 Existing Shares	1,000,000,000 Consolidated Shares	50,000,000,000 New Shares
Par value of issued share capital (HK\$)	131,882,761.20	131,882,761.20	2,637,655.22
Number of issued shares	1,318,827,612 Existing Shares	263,765,522 Consolidated Shares	263,765,522 New Shares
Number of unissued shares	3,681,172,388 Existing Shares	736,234,478 Consolidated Shares	49,736,234,478 New Shares
Par value of unissued share capital (HK\$)	368,117,238.80	368,117,238.80	497,362,344.80

## **Conditions of the Share Consolidation**

The Share Consolidation is conditional upon:

- (a) the passing of ordinary resolutions by the Shareholders at the EGM to approve the Share Consolidation at the EGM;
- (b) the Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued immediately upon the Share Consolidation;
- (c) the compliance with the relevant legal procedures and requirements under the Companies Law, applicable laws of the Cayman Islands and the Listing Rules to effectuate the Share Consolidation; and
- (d) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation.

The Share Consolidation will become effective on the second Business Day immediately following the fulfilment of the above conditions.

## **Conditions of the Capital Reduction and the Share Sub-Division**

The Capital Reduction and the Share Sub-Division are conditional upon:

- (a) the passing of ordinary resolutions by the Shareholders at the EGM to approve the Share Consolidation at the EGM;
- (b) the Share Consolidation becoming effective;
- (c) the passing of special resolutions by the Shareholders to approve the Capital Reduction and the Share Sub-Division at the EGM;

- (d) the Listing Committee granting the listing of, and permission to deal in, (i) the New Shares in issue and to be issued immediately upon the Capital Reduction and the Share Sub-Division; (ii) the New Shares which may fall to be allotted and issued upon exercise of the conversion rights attaching to the above Outstanding Convertible Bonds; and (iii) the New Shares which may fall to be allotted and issued upon exercise of the outstanding Share Options and to be granted under the Share Option Scheme of the Company;
- (e) the Court granting a court order in confirmation of the Capital Reduction;
- (f) compliance with other conditions (if any) which the Court may impose as it sees fit in relation to the Capital Reduction;
- (g) registration by the Registrar of Companies in the Cayman Islands of (i) a copy of the court order of the Court confirming the Capital Reduction; and (ii) the minute approved by the Court containing the particulars required under the Companies Law with respect to the Capital Reduction;
- (h) the compliance with the relevant legal procedures and requirements under the Companies Law, applicable laws of the Cayman Islands and the Listing Rules to effectuate the Capital Reduction and the Share Sub-Division; and
- (i) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reduction and the Share Sub-Division.

The Capital Reduction and the Share Sub-Division will become effective when the conditions contemplated above are fulfilled. Upon the approval by the Shareholders of the Share Consolidation, the Capital Reduction and the Share Sub-Division at the EGM, the legal advisers to the Company (as to laws of the Cayman Islands) will apply to the Court for hearing date(s) to confirm the Capital Reduction and further announcement(s) will be made by the Company upon the Court's confirmation of the hearing date(s).

## **Adjustments in relation to the Outstanding Convertible Bonds and the Share Options of the Company**

### ***(a) Convertible Bonds***

As at the date of this announcement, there are Outstanding Convertible Bonds in the principal amount of HK\$41,555,555 which is convertible into 41,555,555 Existing Shares at the conversion price of HK\$1.0 per Share. The Capital Reorganisation may lead to adjustments to the conversion price and/or the number of Shares falling to be allotted and issued upon exercise of the conversion rights attaching to the above Outstanding Convertible Bonds pursuant to the terms and conditions of the bond instruments to the Convertible Bonds and the Listing Rules. The Company will make further announcement(s) as and when appropriate and in accordance with the Listing Rules on any adjustments to be made as a result of the Capital Reorganisation to the conversion price and the number of Shares as and when appropriate and in accordance with the Listing Rules.

### ***(b) Share Options***

As at the date of this announcement, there are outstanding Share Options exercisable into 37,118,000 Existing Shares pursuant to the terms and conditions of the Share Option Scheme. The Capital Reorganisation may lead to adjustments to the exercise price and/or the number of Shares falling to be issued upon exercise of the outstanding options pursuant to the terms and conditions of the Share Option Scheme and the Listing Rules. The Company will make further announcement(s) regarding the adjustments as and when appropriate and in accordance with the Listing Rules.

Save as disclosed above, as at the date of this announcement, the Company has no other derivatives, options, warrants or other securities in issue which are convertible or exchangeable into any Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before effective date of the Capital Reorganisation.

## **Listing and Dealings**

An application will be made by the Company to the Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares and the New Shares arising from the Capital Reorganisation.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares and the New Shares on the Stock Exchange upon effectiveness of (i) the Share Consolidation; and (ii) the Capital Reduction and the Share Sub-Division becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares and the New Shares on the Stock Exchange will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealing in the Consolidated Shares and the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares and the New Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Capital Reorganisation becoming effective, the New Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

## **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 2,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 2,000 Existing Shares to 20,000 Consolidated Shares, conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.038 per Existing Share (equivalent to the theoretical closing price of HK\$0.19 per Consolidated Share) as at the date of this announcement, (i) the value of each existing board lot of 2,000 Existing Shares is HK\$76; (ii) the value of each board lot of 2,000 Consolidated Shares would be HK\$380 assuming the Capital Reorganisation has become effective; and (iii) the estimated value per board lot of 20,000 Consolidated Shares would be HK\$3,800 assuming the Change in Board Lot Size has become effective. The Change in Board Lot Size will result in Consolidated Shares and the New Shares being traded in a more reasonable board lot size and value.

More reasons on the proposed Change in Board Lot Size and the proposed Capital Reorganisation will be further elaborated in the paragraph headed “Reasons for the Proposed Capital Reorganisation and the Proposed Change in Board Lot Size”.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

## **REASONS FOR THE PROPOSED CAPITAL REORGANISATION AND PROPOSED CHANGE IN BOARD LOT SIZE**

With both the proposed Capital Reorganisation and the proposed Change in Board Lot Size becoming effective, it is expected that it would bring about a corresponding upward adjustment in the market price of the New Shares. With a higher trading price of the New Shares as a result of the proposed Capital Reorganisation and the proposed Change in Board Lot Size, it will reduce the overall transaction and handling costs of dealings in the New Shares as a proportion of the market value of each board lot, given most of the banks/securities houses will charge a minimum transaction costs for each securities transaction. The Board considers that it would enhance the corporate image of the Company and help maintain the transaction amount for each board lot at a reasonable level in order to attract more investors and broaden the base of the Shareholders, and thus provide flexibility for equity fund raising of the Company in the future.

Pursuant to the Companies Law and the Articles, the Company shall not issue shares at a price below par value. Since the Existing Shares are currently trading below par value, it is difficult for the Board to negotiate with any potential investors of the Company and financial institutions for possible subscription, offer or placing of the Existing Shares at or above the par value.

According to the Company's interim report for the six months ended 30 June 2022, the Group had a total cash and bank balances in the amount of approximately RMB24.7 million, representing a decrease of approximately RMB7.3 million as compared to the total cash and bank balances recorded for the year ended 31 December 2021 according to the Company's annual report, which was mainly due to the decrease in cash flows from operating activities caused by negative economic impact imposed by COVID-19 pandemic. In light of the current economic situations and in order to improve the financial position of the Company, the Company intends to explore equity fundraising opportunities. In order to facilitate fundraising activities by way of issuance of equity securities or convertible securities, the Company considers that it is desirable and necessary to lower the par value of the Existing Shares through implementing the Capital Reorganisation, such that the Company will be permitted with such flexibility and ability to capture appropriate capital raising in a timely manner.

As at the date of this announcement, the Company does not have any concrete plan regarding the conducting of the above equity fundraising activities.

Moreover, as at the date of this announcement, the Company has no intention to carry out other corporate actions in the next twelve months which may have an effect of undermining or negating the intended purpose of the Capital Reorganisation.

While the Company does not have any agreement, arrangement, understanding, or negotiation (either concluded or in process) on any potential fundraising activities, the Company cannot rule out the possibility that the Company will conduct debt and/or equity fundraising exercises when suitable fundraising opportunities arise, in order to strengthen the conditions of cash flow and liquidity of the Group. Further announcement(s) will be made by the Company with regards to any potential fundraising activities as and when appropriate and in accordance with the Listing Rules.

Furthermore, the credit arising from the Capital Reduction will be applied to offset against the balance of the accumulated losses of the Company (if any), allowing greater flexibility for the Company for distribution to the Shareholders in the future, or in any manner permitted under the Articles, the Companies Law and all applicable laws of the Cayman Islands. Accordingly, the Directors consider that the Capital Reorganisation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities.

The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 (with the latest update on 1 October 2020) (the “**Guide**”) has further stated that market price of the shares at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules. It has also stated in the Guide that considering the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

Taking into account of the closing price of HK\$0.038 per Existing Share as at the date of this announcement, the value of each existing board lot of 2,000 Existing Shares is only HK\$76, and the estimated market value per board lot of 20,000 New Shares would be HK\$3,800 under the assumption that the proposed Capital Reorganisation and the proposed Change in Board Lot Size becoming effective. It is expected that the Capital Reorganisation and the Change in Board Lot Size would enable the Company to comply with Rule 13.64 of the Listing Rules.

In view of the above, the Board considers the proposed Capital Reorganisation and the proposed Change in Board Lot Size are justifiable notwithstanding of the potential costs and impact arising from creation of odd lots to Shareholders, and accordingly, the proposed Capital Reorganisation and the proposed Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

## **OTHER ARRANGEMENTS**

### **Exchange of share certificates**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Tuesday, 13 December 2022, Shareholders may between 9:00 a.m. and 4:30 p.m. on any Business Day during the period from Tuesday, 13 December 2022 to Thursday, 26 January 2023 (both days inclusive), submit share certificates for the Existing Shares (in green colour) to the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong to exchange for new share certificates for the Consolidated Shares (in yellow colour), on the basis of every five (5) Existing Shares for one (1) Consolidated Share without any fractional Consolidated Share and at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 each (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Share Registrar for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates involved is higher.

After 4:10 p.m. on Thursday, 19 January 2023, trading will only be in Consolidated Shares which share certificates will be issued in yellow colour. Existing share certificates in green colour for the Existing Shares will cease to be valid for delivery, trading and settlement purposes, but will remain valid and effective as documents of title and may be exchanged for new share certificates for the Consolidated Shares.

As the Court hearing dates for the Capital Reduction have yet to be fixed, the effective date of the Capital Reduction and the Share Sub-Division is not ascertainable at present. Should the Capital Reduction and the Share Subdivision become effective, Shareholders may submit share certificates for the Consolidated Shares (in yellow colour) to the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong to exchange for new share certificates for the New Shares (in blue colour) at the expense of the Company within the relevant free exchange period from the effective date of the Capital Reduction and the Share Sub-Division. Further announcement(s) regarding the details of such free exchange of share certificates will be announced as and when appropriate in accordance with the Listing Rules.

### **Arrangement on Odd Lot Trading**

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares as a result of the Capital Reorganisation and the Change in Board Lot Size, the Company will appoint a securities firm as an agent to provide matching services, on a best-efforts basis, to those Shareholders who wish to top-up acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Further details of the odd lot arrangement will be set out in the circular to be despatched to the Shareholders.

Holders of the Consolidated Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders are recommended to consult their professional advisers if they are in doubt about the above odd lots matching arrangement.

## **EXPECTED TIMETABLE**

The expected timetable for implementation of the Capital Reorganisation and the Change in Board Lot Size is set out below:

<b>Events</b>	<b>Hong Kong Date and Time</b>
Date of this announcement . . . . .	Friday, 4 November 2022
Expected date of despatch of circular with notice of the EGM and the proxy form for the EGM . . . . .	Thursday, 24 November 2022
Latest time for lodging transfers of Shares for attending the EGM. . . . .	4:30 p.m. on Monday, 5 December 2022
Closure of register of members for determining the entitlement to attend and vote at the EGM. . . . .	Tuesday, 6 December 2022 to Friday, 9 December 2022 (both dates inclusive)
Latest time and date for lodging proxy forms for the EGM. . . . .	11:00 a.m. on Wednesday, 7 December 2022
Date and time of the EGM . . . . .	11:00 a.m. on Friday, 9 December 2022
Publication of announcement of poll results of the EGM for the Capital Reorganisation . . . . .	Friday, 9 December 2022

***The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation:***

<b>Events</b>	<b>Hong Kong Date and Time</b>
Effective date of the Share Consolidation . . . . .	Tuesday, 13 December 2022
First day for free exchange of existing share certificates of Existing Shares for new share certificates for the Consolidated Shares. . . . .	Tuesday, 13 December 2022
Commencement of dealings in the Consolidated Shares . . . . .	9:00 a.m. on Tuesday, 13 December 2022
Original counter for trading in the Existing Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Tuesday, 13 December 2022
Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates) opens. . . . .	9:00 a.m. on Tuesday, 13 December 2022
Original counter for trading in the Consolidated Shares in new board lots of 20,000 Consolidated Shares (in the form of new share certificates) re-opens. . . . .	9:00 a.m. on Thursday, 29 December 2022
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences . . . . .	9:00 a.m. on Thursday, 29 December 2022
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	9:00 a.m. on Thursday, 29 December 2022

<b>Events</b>	<b>Hong Kong Date and Time</b>
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	4:00 p.m. on Thursday, 19 January 2023
Temporary counter for trading in the New Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates) closes . . . . .	4:10 p.m. on Thursday, 19 January 2023
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) ends . . . . .	4:10 p.m. on Thursday, 19 January 2023
Last day for free exchange of existing share certificates for the share certificates of the Consolidated Shares . . . . .	Thursday, 26 January 2023

***The following events are conditional on the fulfilment of the conditions for the implementation of the Capital Reduction and Share Sub-Division:***

<b>Events</b>	<b>Hong Kong Date and Time</b>
Expected effective date of the Capital Reduction and the Share Sub-Division . . . . .	before 9:00 a.m. on Friday, 17 February 2023
Expected commencement date of dealings in the New Shares . . . . .	9:00 a.m. on Friday, 17 February 2023
First day of free exchange of existing share certificates for the Consolidated Shares into new share certificates for the New Shares . . . . .	Friday, 17 February 2023
Last day of free exchange of existing share certificates for the Consolidated Shares into new share certificates for the New Shares . . . . .	Monday, 27 March 2023



“Business Day”	a day (other than a Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons announced is announced by the Government of Hong Kong or a “black” rainstorm warning signal is hoisted or in effect between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which commercial banks in Hong Kong are open for business
“Capital Reduction”	the proposed reduction of the issued share capital of the Company through cancellation of the paid-up capital of the Company to the extent of HK\$0.49 on each of the issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.50 to HK\$0.01
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Share Consolidation, the Capital Reduction and the Share Sub-Division
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the proposed change in board lot size for trading in the Shares on the Stock Exchange from 2,000 Existing Shares to 20,000 Consolidated Shares upon the Share Consolidation becoming effective
“Companies Law”	the Companies Act, (2022 Revision), Cap. 22 of the Cayman Islands, and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor

“Company”	Jiyi Holdings Limited, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on main board of the Stock Exchange (Stock Code: 1495)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.50 each in the share capital of the Company upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Sub-Division becoming effective
“Convertible Bonds”	the convertible bonds in the aggregate principal amount of HK\$102,100,000 issued by the Company to the subscribers on 25 June 2019 pursuant to the subscription agreements for the convertible bonds
“Conversion Shares”	the Shares to be issued upon the exercise of the conversion rights attaching to the Convertible Bonds
“Court”	the Grand Court of the Cayman Islands
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve resolutions for effecting, the Capital Reorganisation
“Existing Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company upon the Capital Reorganisation becoming effective
“Outstanding Bondholder(s)”	the holders of the Outstanding Convertible Bonds
“Outstanding Convertible Bond(s)”	outstanding Convertible Bonds in the principal amount of HK\$41,555,555 as at the date of this announcement
“PRC”	the People’s Republic of China which, for the purpose of this announcement, shall exclude Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Existing Share(s), the Consolidated Share(s) and/or the New Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every five (5) issued and unissued Existing Shares into one (1) Consolidated Share

“Share Option(s)”	outstanding share options of the Company exercisable into 42,910,000 Existing Shares, granted by the Company pursuant to the terms and conditions of the Share Option Scheme
“Share Option Scheme”	the Share Option Scheme adopted by the Company on 6 October 2015
“Share Sub-Division”	the proposed sub-division of each of the unissued Consolidated Share of HK\$0.50 each in the authorised share capital of the Company into fifty (50) New Shares of HK\$0.01 each
“Share Registrar”	Computershare Hong Kong Investor Services Limited
“Shareholder(s)”	holder(s) of the Existing Share(s), the Consolidated Share(s), and/or the New Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board  
**Jiyi Holdings Limited**  
**Hou Wei**  
*Chairlady*

Hong Kong, 4 November 2022

*As at the date of this announcement, Ms. Hou Wei, Mr. Liu Xianxiu and Mr. Yang Baikang are the executive directors of the Company, Mr. Hou Bo is the non-executive director of the Company, and Mr. Ye Yihui, Mr. Ho Hin Yip and Mr. Hou Lianchang are the independent non-executive directors of the Company.*