

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Feiyang International Holdings Group Limited

飛揚國際控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1901)

VOLUNTARY ANNOUNCEMENT MEMORANDUM OF UNDERSTANDING IN RELATION TO THE ACQUISITION OF 60% EQUITY INTEREST IN RADIANT ASSETS MANAGEMENT INTERNATIONAL LIMITED

This announcement is made by Feiyang International Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to provide the shareholders (the “**Shareholders**”) and potential investors of the Company with updated information on the latest business development of the Group.

MEMORANDUM OF UNDERSTANDING

The Board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 15 May 2023, the Company entered in to a non-legally binding memorandum of understanding (the “**MOU**”) with Radiant Goldstone Holdings Limited (“**Radiant Goldstone**”).

Pursuant to the MOU, the Company (or through subsidiary of the Company) intends to acquire 60% equity interest in Radiant Assets Management International Limited (“**Radiant Assets**”) from Radiant Goldstone at a total consideration of not more than HK\$90 million.

INFORMATION ON RADIANT GOLDSTONE

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries: (1) Radiant Goldstone is a company incorporated in Hong Kong and is principally engaged in investment holding and is currently a shareholder of Radiant Assets; (2) as at the date of this announcement, Radiant Goldstone does not have any interest or relationship with the Company and its ultimate beneficial owners is an independent third parties independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

INFORMATION ON RADIANT ASSETS AND ITS SUBSIDIARIES

Radiant Assets is a limited liability company incorporated in Hong Kong. Its principal business is investment holding. Currently, its controlling shareholders are Radiant Goldstone (holding 60% of equity interests) and CITIC International Assets Management Limited (holding 40% of equity interests). Radiant Assets indirectly holds certain equity interests in Beiwen Times (Beijing) Culture Co., Ltd.* (北文時代(北京)文化有限公司) (“**Beiwen Times**”) and Beijing Five Cats Culture Technology Co., Ltd.* (北京五只猫文化科技有限公司) (“**Five Cats**”) through its wholly-owned domestic subsidiary CITIC Merchant Enterprise Management Limited* (中信國通企業管理有限公司) (“**CITIC Merchant**”). In the next stage, Radiant Assets or its designated entity will launch a cultural and tourism industry fund and act as its general partner, which will be dedicated to promoting the assets securitisation of Beiwen Times and Five Cats and continuously generating revenue for the Shareholders.

Beiwen Times is a leading pan-cultural IP operator and integrated digital cultural content service provider in China. Based in Beijing and emphasising on cities and regions with national advantages, Beiwen Times focuses on digital cultural industrial parks, contents of new economic and cultural industries, overall operation planning, product design and operation management of digital cultural complexes, and commercial operation of super IPs, comprehensively covering innovation in new economy and cultural fields and deep cultivation in content fields, and continuously providing value-added cultural innovation services for the society and the public.

Five Cats is the first social consumer metaverse in China to open up online and offline channels. It mainly focuses on the content of post-90s entertainment and consumption, creating a new way of connection, providing social and living experience in the metaverse, adopting a joint governance system to build utopia in the parallel world.

REASONS FOR AND BENEFITS OF ENTERING INTO THE MOU

The Directors are of the view that the entering into of the MOU is in the interests of the Company and the Shareholders as a whole as the equity transfer transaction contemplated under the MOU, if materialised, is expected to enable the Group to rapidly expand its business scope and scale in the area of digital culture and is expected to create synergies with the Company’s existing tourism services business.

The MOU will commence on 15 May 2023 and the parties agreed to have an exclusivity period of six months. It is expected that all necessary preconditions including due diligence and determination of transaction terms will be completed within the exclusivity period, and eventually a legally binding formal equity acquisition agreement will be signed. The MOU shall automatically terminate upon the end of the exclusivity period, or may be extended or terminated by the parties thereto or in accordance with the agreed terms of the MOU.

The Board wishes to remind that no legally binding agreement has been entered into as at the date of this announcement. As such, the possible acquisition contemplated under the MOU may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Feiyang International Holdings Group Limited
He Binfeng
Chairman, chief executive officer and executive director

Ningbo, the PRC, 15 May 2023

** For identification purpose only and should not be regarded as the official English translation of the Chinese names. In the event of any inconsistency, the Chinese name prevails.*

As at the date of this announcement, the Board comprises Mr. He Binfeng, Mr. Xiong Di, Mr. Huang Yu, Mr. Wu Bin and Ms. Chen Huiling as executive Directors; Mr. Shen Yang as non-executive Director; and Mr. Li Huamin, Mr. Yi Ling and Ms. Zhao Caihong as independent non-executive Directors.

Website: <http://www.iflying.com>