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國美金融科技有限公司
Gome Finance Technology Co., Ltd.
(Incorporated in Bermuda with limited liability)
(Stock Code: 628)

MAJOR AND CONNECTED TRANSACTION INVOLVING ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

THE PROPOSED ACQUISITIONS

On 16 October 2023, the Company as purchaser and Mega Bright as vendor entered into the GOME FIIL Agreement, pursuant to which Mega Bright conditionally agreed to sell, and the Company conditionally agreed to acquire, the GOME FIIL Sale Share, representing 100% of the issued share of GOME FIIL, at the consideration of HK\$174.8 million (subject to adjustment), which will be satisfied by the issue of the Consideration Shares I, comprising up to 2,185,286,341 new Shares, by the Company to Mega Bright at completion.

On 16 October 2023, the Company as purchaser and Mingrun Business as vendor entered into the CashBox Agreement, pursuant to which Mingrun Business conditionally agreed to sell, and the Company conditionally agreed to acquire, the CashBox Sale Shares, representing 3.3% of the issued shares of CashBox Group Technology, at the consideration of HK\$25.2 million (subject to adjustment), which will be satisfied by the issue of the Consideration Shares II, comprising up to 314,713,659 new Shares, by the Company to Mingrun Business at completion.

Immediately after completion, GOME FIIL will become a wholly-owned subsidiary of the Company and CashBox Group Technology will become an indirect non-wholly owned subsidiary of the Company, and the financial results of the GOME FIIL Group and CashBox Group Technology will be consolidated in the financial statements of the Group.

THE CONSIDERATION SHARES

The Consideration Shares in aggregate represent up to (i) approximately 92.55% of the issued Shares as at the date of this announcement; and (ii) approximately 48.07% of the issued Shares as enlarged by the allotment and issue of the Consideration Shares (assuming (i) there is no adjustment to the consideration under the Proposed Acquisitions; and (ii) there will be no other change to the issued share capital of the Company from the date of this announcement to the date of completion of the Proposed Acquisitions).

The Consideration Shares will be allotted and issued pursuant to the specific mandate to be granted by the Independent Shareholders at the SGM.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the Proposed Acquisitions is above 25% but less than 100%, the Proposed Acquisitions constitute a major transaction for the Company subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Furthermore, since Mega Bright is wholly-owned by Mr. Wong, the spouse of Ms. Du, who is the controlling shareholder of the Company, Mega Bright is an associate of the controlling shareholder of the Company and hence a connected person of the Company. Therefore, the GOME FIIL Agreement and the transactions contemplated thereunder (including the issue of the Consideration Shares I) also constitute a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Board Committee, comprising all the independent non-executive Directors, has been established to advise the Independent Shareholders as to whether the terms of the Agreements and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Independent Financial Adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve (i) the Agreements and the transactions contemplated thereunder; and (ii) the specific mandate for the issue of the Consideration Shares.

A circular containing, among other things, (i) details of the Agreements and the transactions contemplated thereunder; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Proposed Acquisitions; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Proposed Acquisitions; (iv) other information as required under the Listing Rules; and (v) a notice convening the SGM, will be despatched to the Shareholders on or before 15 December 2023, as more time is needed to prepare the information to be included in the circular.

Shareholders and potential investors of the Company should note that completion of the Proposed Acquisitions is subject to the satisfaction of the conditions precedent as set out in the Agreements. Therefore, the Proposed Acquisitions may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

THE PROPOSED ACQUISITIONS

On 16 October 2023, the Company, as purchaser, and the Vendors entered into the Agreements in respect of the Proposed Acquisitions.

A. The GOME FIIL Agreement

The principal terms of the GOME FIIL Agreement are set out below.

Parties

- (1) the Company as purchaser; and
- (2) Mega Bright as vendor.

Assets to be acquired

The GOME FIIL Sale Share, representing 100% of the issued share of GOME FIIL as at the date of the GOME FIIL Agreement.

Consideration

The maximum consideration for the acquisition of the GOME FIIL Sale Share is HK\$174.8 million, which shall be satisfied by the Company allotting and issuing the Consideration Shares I, comprising up to 2,185,286,341 new Shares, to Mega Bright at the Issue Price of HK\$0.08 per Share at completion.

The maximum consideration was determined after arm's length negotiations between the Company and Mega Bright based on the number of users of CashBox Group Technology as at June 2023 and subject to valuation to be performed by an independent valuer appointed by the Company.

The consideration will be adjusted based on the valuation of the equity value of CashBox Group Technology as shown in the valuation report and the attributable interest of GOME FIIL in CashBox Group Technology. If the valuation of the equity value of such attributable interest according to the valuation report is less than HK\$174.8 million, the consideration for the acquisition of the GOME FIIL Sale Share will be adjusted downward on a pro-rata basis accordingly.

Conditions precedent

Completion is conditional upon fulfilment of the following conditions:

- (a) the Company being satisfied with the results of the due diligence exercise (whether on legal, accounting, financial, operational or other aspects that the Company may consider necessary) on the GOME FIIL Group and CashBox Group Technology;
- (b) the passing of the ordinary resolutions by the Independent Shareholders at the SGM to approve (i) the GOME FIIL Agreement and the transactions contemplated thereunder; and (ii) the specific mandate for the issue of the Consideration Shares I;
- (c) the listing committee of the Stock Exchange having granted the approval for the listing of and permission to deal in the Consideration Shares I;
- (d) the warranties provided by Mega Bright as set out in the GOME FIIL Agreement remaining true, accurate and correct in all respects;
- (e) Mega Bright having complied with and performed its obligations under the GOME FIIL Agreement on or before the date of completion;
- (f) no governmental authority having proposed or enacted any statute, regulation or decision, or taken any measure or action that would prohibit, restrict or materially delay the continuation of the proposed acquisition under the GOME FIIL Agreement or the business of the GOME FIIL Group;
- (g) CashBox Group Technology having entered into an employment contract with Mr. Li Tengfei in form and substance satisfactory to the Company; and
- (h) the conditions precedent as set out in the CashBox Agreement (except for the satisfaction or waiver of the conditions precedent as set out in the GOME FIIL Agreement) being satisfied or waived.

The Company may at any time waive in whole or in part and conditionally or unconditionally any of the conditions precedent above (save for (b) and (c), which cannot be waived). The Company will not proceed with completion of the GOME FIIL Agreement if it is not satisfied with the due diligence results of the GOME FIIL Group and CashBox Group Technology. As at the date of this announcement, none of the above conditions have been satisfied.

If the conditions precedent set out in (b) and (c) above have not been satisfied on or before the Long Stop Date or any other conditions precedent have not been satisfied or waived on or before completion, the Company may by written notice to Mega Bright terminate the GOME FIIL Agreement, whereupon all rights and obligations of the parties shall cease to have effect, save and except for certain surviving clauses and rights and liabilities accrued prior to termination of the GOME FIIL Agreement.

Completion

Subject to fulfilment or waiver (if applicable) of all the conditions precedents above, completion of the GOME FIIL Agreement shall take place on the fifth business day after the last of the conditions precedent set out in (b) and (c) above has been satisfied, or on such later date as the Company and Mega Bright may agree in writing.

B. The CashBox Agreement

The principal terms of the CashBox Agreement are set out below.

Parties

- (1) the Company as purchaser; and
- (2) Mingrun Business as vendor.

Assets to be acquired

The CashBox Sale Shares, representing 3.3% of the issued shares of CashBox Group Technology as at the date of the CashBox Agreement.

Consideration

The maximum consideration for the acquisition of the CashBox Sale Shares is HK\$25.2 million, which shall be satisfied by the Company allotting and issuing the Consideration Shares II, comprising up to 314,713,659 new Shares, to Mingrun Business at the Issue Price of HK\$0.08 per Share at completion.

The maximum consideration was determined after arm's length negotiations between the Company and Mingrun Business based on the number of users of CashBox Group Technology as at June 2023 and subject to valuation to be performed by an independent valuer appointed by the Company.

The consideration will be adjusted based on the valuation of the equity value of CashBox Group Technology as shown in the valuation report and the attributable interest in CashBox Group Technology. If the valuation of the equity value of such attributable interest according to the valuation report is less than HK\$25.2 million, the consideration for the acquisition of the CashBox Sale Shares will be adjusted downward on a pro-rata basis accordingly.

Conditions precedent

Completion is conditional upon fulfilment of the following conditions:

- (a) the Company being satisfied with the results of the due diligence exercise (whether on legal, accounting, financial, operational or other aspects that the Company may consider necessary) on CashBox Group Technology;
- (b) the passing of the ordinary resolutions by the Independent Shareholders at the SGM to approve (i) the CashBox Agreement and the transactions contemplated thereunder; and (ii) the specific mandate for the issue of the Consideration Shares II;
- (c) the listing committee of the Stock Exchange having granted the approval for the listing of and permission to deal in the Consideration Shares II;
- (d) the warranties provided by Mingrun Business as set out in the CashBox Agreement remaining true, accurate and correct in all respects;
- (e) Mingrun Business having complied with and performed its obligations under the CashBox Agreement on or before the date of completion;
- (f) no governmental authority having proposed or enacted any statute, regulation or decision, or taken any measure or action that would prohibit, restrict or materially delay the continuation of the proposed acquisition under the CashBox Agreement or business of CashBox Group Technology; and
- (g) the conditions precedent as set out in the GOME FIIL Agreement (except for the satisfaction or waiver of the conditions precedent as set out in the CashBox Agreement) being satisfied or waived.

The Company may at any time waive in whole or in part and conditionally or unconditionally any of the conditions precedent above (save for (b) and (c), which cannot be waived). The Company will not proceed with completion of the CashBox Agreement if it is not satisfied with the due diligence results of CashBox Group Technology. As at the date of this announcement, none of the above conditions have been satisfied.

If the conditions precedent set out in (b) and (c) above have not been satisfied or waived (if applicable) on or before the Long Stop Date or any other conditions precedent have not been satisfied or waived on or before completion, the Company may by written notice to Mingrun Business terminate the CashBox Agreement, whereupon all rights and obligations of the parties shall cease to have effect, save and except for certain surviving clauses and rights and liabilities accrued prior to termination of the CashBox Agreement.

Completion

Subject to fulfilment or waiver (if applicable) of all the conditions precedents above, completion of the CashBox Agreement shall take place simultaneous with the completion of the GOME FILL Agreement.

THE CONSIDERATION SHARES

The Consideration Shares comprise up to (i) 2,185,286,341 Consideration Shares I; and (ii) 314,713,659 Consideration Shares II, which will be allotted and issued at the Issue Price of HK\$0.08 each, credited as fully paid. The Issue Price of HK\$0.08 per Consideration Share represents:

- (a) the closing price of the Shares of HK\$0.08 per Share as quoted on the Stock Exchange on the date of the Agreements; and
- (b) a discount of approximately 2.68% to the average closing price of the Shares of HK\$0.0822 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately preceding the date of the Agreements.

The Issue Price was determined with reference to the prevailing market price of the Shares. The Directors consider that the Issue Price is fair and reasonable.

The aggregate nominal value of the Consideration Shares is HK\$250,000,000.

The Consideration Shares in aggregate represent up to (i) approximately 92.55% of the issued Shares as at the date of this announcement; and (ii) approximately 48.07% of the issued Shares as enlarged by the allotment and issue of the Consideration Shares (assuming (i) there is no adjustment to the consideration under the Proposed Acquisitions; and (ii) there will be no other change to the issued share capital of the Company from the date of this announcement to the date of completion of the Proposed Acquisitions).

The Consideration Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Consideration Shares including the right to all dividends, distributions and other payments made or to be made, on the record date which falls on or after the date of such allotment and issue.

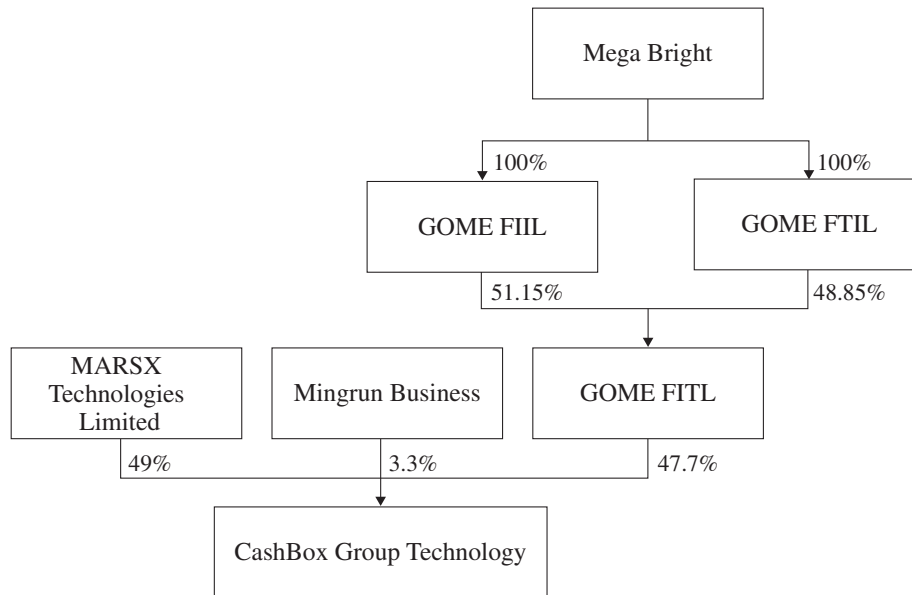
The Consideration Shares will be allotted and issued pursuant to the specific mandate to be granted by the Independent Shareholders at the SGM.

The Company will apply to the listing committee of the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

INFORMATION ON GOME FIIL AND CASHBOX GROUP TECHNOLOGY

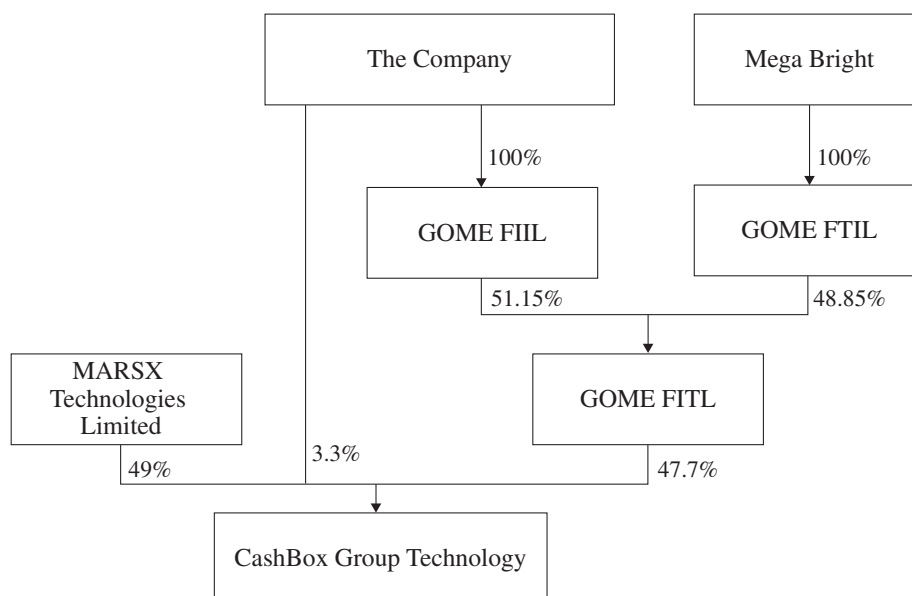
GOME FIIL is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. As at the date of this announcement, GOME FIIL indirectly owns 47.7% equity interest in CashBox Group Technology, which is a company incorporated in Hong Kong with limited liability and is principally engaged in game development and publishing business.

A corporate structure chart of GOME FIIL and CashBox Group Technology as at the date of this announcement is set out below:



Immediately after completion, GOME FIIL will become a wholly-owned subsidiary of the Company and CashBox Group Technology will become an indirect non-wholly owned subsidiary of the Company, and the financial results of the GOME FIIL Group and CashBox Group Technology will be consolidated in the financial statements of the Group.

A corporate structure chart of GOME FIIL and CashBox Group Technology immediately after completion of the Proposed Acquisitions is set out below:



Set out below is the unaudited financial information of GOME FIIL prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) for the two years ended 31 December 2021 and 2022.

	For the year ended	
	31 December	
	2022	2021
	<i>HK\$</i>	<i>HK\$</i>
Profit/(loss) before taxation	(150)	0
Profit/(loss) after taxation	(150)	0

The unaudited net liability value of GOME FIIL as at 30 June 2023 was approximately HK\$10,765.

Set out below is the unaudited financial information of CashBox Group Technology prepared in accordance with HKFRSs for the two years ended 31 December 2021 and 2022.

	For the year ended	
	31 December	
	2022	2021
	<i>US\$</i>	<i>US\$</i>
Profit before taxation	410,380	831,433
Profit after taxation	410,380	831,433

The unaudited net asset value of CashBox Group Technology as at 30 June 2023 was approximately HK\$14.8 million.

The GOME FIIL Sale Share was acquired by Mr. Wong through Mega Bright at RMB186,146,835. The 47.7% interest in CashBox Group Technology was acquired by Mr. Wong through GOME FITL for a consideration of approximately RMB363,923,000.

REASONS FOR AND BENEFITS OF THE PROPOSED ACQUISITIONS

In recent years, the game industry has become an important part of the global market with huge growth potential and business opportunities. The new technology of Artificial Intelligence Generated Content (“AIGC”) is becoming an important technological turning point, bringing revolutionary changes to the game development process, and AIGC game stocks are seen as having huge potential investment value. The Company is committed to exploring new business in terms of technology and internet in order to diversify its business. The Company expects, through the Proposed Acquisitions, to rely on the large and multi-regional user resources of CashBox Group Technology, combining with the Company’s advantages in internet technology, to create synergies for the Group’s business.

CashBox Group is a leading game developer in the industry, with top-notch management and research and development teams, invaluable industry insights, professional knowledge and abundant resources.

The Company believes that the Proposed Acquisitions will enable the Group to diversity its business, expand its income stream and maximise returns for the Shareholders.

In light of the above, the Directors (excluding the independent non-executive Directors, who will express their views in the circular after considering the advice from the Independent Financial Adviser) believe that the terms of the Agreements and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE PARTIES INVOLVED

The principal activity of the Company is investment holding. The principal activities of the Group comprise provision of commercial factoring, financial leasing and other financial services in the PRC.

Mega Bright is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. As at the date of this announcement, Mega Bright is owned as to 100% by Mr. Wong, the spouse of Ms. Du, who is the controlling shareholder of the Company.

Mingrun Business is a company incorporated in Hong Kong with limited liability and is principally engaged in food, electronic components, commodities import and export and labour dispatch. As at the date of this announcement, Mingrun Business is owned as to 100% by Ms. Luo Minjing. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, each of Mingrun Business and its ultimate beneficial owner is independent of the Company and its connected persons.

EFFECTS OF THE ISSUE OF THE CONSIDERATION SHARES ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structures of the Company (i) as at the date of this announcement; (ii) immediately after the allotment and issue of the Consideration Shares (assuming (i) there is no adjustment to the consideration under the Proposed Acquisitions; and (ii) there will be no other change to the issued share capital of the Company from the date of this announcement to the date of completion of the Proposed Acquisitions):

Name of Shareholders	As at the date of this announcement		Immediately after the allotment and issue of the Consideration Shares on the above assumptions	
	No. of Shares	%	No. of Shares	%
Swiree Capital Limited ("Swiree") ^(Note 1)	1,653,073,872	61.20	1,653,073,872	31.78
Mega Bright	—	—	2,185,286,341	42.02
Mingrun Business	—	—	314,713,659	6.05
Mr. Ko Chun Shun, Johnson ("Mr. Ko") ^(Note 2)	339,490,312	12.57	339,490,312	6.53
Other public shareholders	708,558,936	26.23	708,558,936	13.62
	<u>2,701,123,120</u>	<u>100%</u>	<u>5,201,123,120</u>	<u>100%</u>

Notes:

- Swiree is wholly and beneficially owned by Ms. Du. Mr. Wong is spouse of Ms. Du. Therefore, both of them are deemed to be interested in these 1,653,073,872 Shares.
- Mr. Ko held 5,000,000 Shares directly. He also held 334,490,312 Shares indirectly, among which he held 295,512,312 Shares through Richlane Ventures Limited and 38,978,000 Shares through Sonic Gain Limited, both of which were wholly-owned by him.

FUND RAISING EXERCISE IN THE PRIOR 12-MONTH PERIOD

The Company has not carried out any equity fund raising exercise in the 12-month period immediately preceding the date of this announcement.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the Proposed Acquisitions is above 25% but less than 100%, the Proposed Acquisitions constitute a major transaction for the Company subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Furthermore, since Mega Bright is wholly-owned by Mr. Wong, the spouse of Ms. Du, who is the controlling shareholder of the Company, Mega Bright is an associate of the controlling shareholder of the Company and hence a connected person of the Company. Therefore, the GOME FIIL Agreement and the transactions contemplated thereunder (including the issue of the Consideration Shares I) also constitute a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Board Committee, comprising all the independent non-executive Directors, has been established to advise the Independent Shareholders as to whether the terms of the Agreements and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Independent Financial Adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

Mr. Zhou Yafei, an executive Director, is a director of Mega Bright. Therefore, Mr. Zhou Yafei is deemed to have interest in the Proposed Acquisitions and has abstained from voting in respect of the Board resolutions approving the Proposed Acquisitions.

Save as disclosed above, none of the Directors has material interest in the Proposed Acquisitions and no other Director is required under the Listing Rules to abstain from voting on the Board resolutions approving the Agreements and the transactions contemplated thereunder.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve (i) the Agreements and the transactions contemplated thereunder; and (ii) the specific mandate for the issue of the Consideration Shares.

A circular containing, among other things, (i) details of the Agreements and the transactions contemplated thereunder; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Proposed Acquisitions; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Proposed Acquisitions; (iv) other information as required under the Listing Rules; and (v) a notice convening the SGM, will be despatched to the Shareholders on or before 15 December 2023, as more time is needed to prepare the information to be included in the circular.

Shareholders and potential investors of the Company should note that completion of the Proposed Acquisitions is subject to the satisfaction of the conditions precedent as set out in the Agreements. Therefore, the Proposed Acquisitions may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

DEFINITIONS

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

“Agreements”	collectively, the GOME FIIL Agreement and the CashBox Agreement
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CashBox Agreement”	the agreement entered into between the Company and Mingrun Business dated 16 October 2023 in respect of the sale and purchase of the CashBox Sale Shares
“CashBox Group Technology”	CashBox Group Technology (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability
“CashBox Sale Shares”	330 shares in CashBox Group Technology, representing 3.3% of the issued shares of CashBox Group Technology
“Company”	Gome Finance Technology Co., Ltd., a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 628)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration Shares”	collectively, the Consideration Shares I and the Consideration Shares II
“Consideration Shares I”	a maximum number of 2,185,286,341 new Shares to be issued by the Company to Mega Bright at completion of the GOME FIIL Agreement as settlement of the consideration for the acquisition of the GOME FIIL Sale Share pursuant to the GOME FIIL Agreement
“Consideration Shares II”	a maximum number of 314,713,659 new Shares to be issued by the Company to Mingrun Business at completion of the CashBox Agreement as settlement of the consideration for the acquisition of the CashBox Sale Share pursuant to the CashBox Agreement
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“GOME FIIL”	GOME Faith International Investment Limited (國美信國際投資有限公司), a company incorporated in Hong Kong with limited liability

“GOME FIIL Agreement”	the agreement entered into between the Company and Mega Bright dated 16 October 2023 in respect of the sale and purchase of the GOME FIIL Sale Share
“GOME FIIL Group”	GOME FIIL and its subsidiaries
“GOME FIIL Sale Share”	1 share in GOME FIIL, representing 100% of the issued share of GOME FIIL
“GOME FITL”	GOME Faith Internet Technology Co, Limited (國美信互聯網科技有限公司), a company incorporated in Hong Kong with limited liability
“GOME FTIL”	GOME Faith Technology International Limited (國美信科技國際有限公司), a company incorporated in Hong Kong with limited liability
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent committee of the Board, comprising all independent non-executive Directors, namely Mr. Lee Puay Khng, Mr. Li Liangwen, Mr. Hung Ka Hai Clement and Ms. Wang Wanjun, established for the purpose of making a recommendation to the Independent Shareholders as to whether the terms of Agreements and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole
“Independent Financial Adviser”	the independent financial adviser to be appointed with the approval of the Independent Board Committee to advise the Independent Board Committee in connection with the Agreements and the transactions contemplated thereunder
“Independent Shareholder(s)”	Shareholders other than Ms. Du and her associates
“Issue Price”	HK\$0.08 per Consideration Share
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	30 June 2024, or such other date as the parties to the Agreements may agree in writing

“Mega Bright”	Mega Bright Capital Resources Limited, a company incorporated in Hong Kong with limited liability
“Mingrun Business”	Hongkong Mingrun Business Co., Limited (香港銘潤商貿有限公司), a company incorporated in Hong Kong with limited liability
“Mr. Wong”	Mr. Wong Kwong Yu, spouse of Ms. Du
“Ms. Du”	Ms. Du Juan, the controlling shareholder of the Company
“PRC”	the People’s Republic of China
“Proposed Acquisitions”	the proposed acquisitions of the GOME FIIL Sale Share and the CashBox Sale Shares
“RMB”	Renminbi, the lawful currency of the PRC
“SGM”	the special general meeting of the Company to be convened and held to approve (i) the Agreements and the transactions contemplated thereunder; and (ii) the specific mandate for the issue of the Consideration Shares
“Share(s)”	ordinary shares with par value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollar, the lawful currency of the United States of America
“Vendors”	collectively, Mega Bright and Mingrun Business
“%”	per cent.

By order of the Board
Gome Finance Technology Co., Ltd.
Zhou Yafei
Executive Director

Hong Kong, 16 October 2023

As at the date hereof, the executive Director is Mr. Zhou Yafei; and the independent non-executive Directors are Mr. Lee Puay Khng, Mr. Li Liangwen, Mr. Hung Ka Hai Clement and Ms. Wang Wanjun.