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E-COMMODITIES HOLDINGS LIMITED

易大宗控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1733)

VOLUNTARY ANNOUNCEMENT DISTRIBUTION IN SPECIE OF THE SHARES IN THE COMPANY BY CONTROLLING SHAREHOLDER

This announcement is made by E-Commodities Holdings Limited (the “**Company**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) on a voluntary basis.

THE DISTRIBUTION IN SPECIE

The Company was notified by Famous Speech Limited (“**Famous Speech**”), a controlling shareholder of the Company (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), as at the date of this announcement, that Famous Speech approved a distribution in specie its 1,500,080,608 ordinary shares of the Company (the “**Shares**”) to its members, namely Ms. Wang Yihan (“**Ms. Wang**”) and Magnificent Gardenia Limited (“**Magnificent Gardenia**”) in proportion to their respective equity interest in Famous Speech (the “**Distribution in Specie**”).

As of the date of this announcement, 1,500,080,608 Shares, representing approximately 55.44% of the total number of Shares in issued are held by Famous Speech (the “**Distribution Shares**”), which in turn is owned as to 73.3% and 26.7% by Ms. Wang and Magnificent Gardenia, respectively. Under the Distribution in Specie, Famous Speech shall distribute 1,100,059,113 Distribution Shares to Ms. Wang to be held directly by Ace Beacon Holdings Limited (“**Ace Beacon**”), a company incorporated in the British Virgin Islands and wholly owned by Ms. Wang, and 400,021,495 Distribution Shares to Magnificent Gardenia.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The changes in shareholdings in the Company as a result of the Distribution in Specie are as follows:

Name of shareholder of the Company	Immediately before completion of the Distribution in Specie		Immediately after completion of the Distribution in Specie	
	<i>Number of Shares directly held by the shareholder of the Company</i>	<i>Approximate percentage of the total number of issued Shares⁽³⁾</i>	<i>Number of Shares directly held by the shareholder of the Company</i>	<i>Approximate percentage of the total number of issued Shares⁽³⁾</i>
Famous Speech	1,500,080,608	55.44%	Nil	Nil
Ace Beacon ⁽¹⁾	–	–	1,100,059,113	40.65%
Magnificent Gardenia ⁽²⁾	–	–	400,021,495	14.78%

Notes:

1. Ace Beacon is principally engaged in investment holding, and Ms. Wang is the sole director of Ace Beacon.
2. To the best knowledge of the Company after making reasonable enquiries, as of the date of this announcement, Magnificent Gardenia is directly wholly owned by Minmetals South-East Asia Corporation Pte. Ltd. and ultimately owned by China Minmetals Corporation* (中國五礦集團有限公司), Hunan Nonferrous Industry Investment Group Co., Ltd.* (湖南有色產業投資集團有限責任公司), China Reform Development Investment Co., Ltd.* (國新發展投資管理有限公司) and China National Metal Products Co., Ltd.* (中國五金製品有限公司) as to approximately 87.54%, 9.50%, 2.12% and 0.85%, respectively, all being state-owned enterprises in the People's Republic of China.
3. The percentage of shareholding in the Company is calculated on the basis of 2,705,996,962 Shares in issue, as at the date of this announcement, as the denominator.

Immediately after completion of the Distribution in Specie, Famous Speech will no longer hold any Shares, and each of Ace Beacon and Magnificent Gardenia would become a direct shareholder of the Company, holding 1,100,059,113 and 400,021,495 Shares, respectively.

The Company was informed that each of Ms. Wang and Ace Beacon has applied for, and the executive director of Corporate Finance Department of the Securities and Futures Commission has (i) confirmed that no general offer obligation will be trigger on part of Ms. Wang, and (ii) granted a waiver of the obligation on part of Ace Beacon pursuant to Note 6(a) to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers, to make a general offer for the Shares, as a result of the Distribution in Specie.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
E-Commodities Holdings Limited
Cao Xinyi
Chairman

Hong Kong, 19 January 2024

As at the date of this announcement, the executive directors of the Company are Ms. Cao Xinyi, Mr. Wang Yaxu, Mr. Zhao Wei and Ms. Chen Xiuzhu; the non-executive director of the Company is Mr. Jin Zhiqiang; and the independent non-executive directors of the Company are Mr. Ng Yuk Keung, Mr. Wang Wenfu and Mr. Gao Zhikai.

* *For identification purposes only*