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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)

CONTINUING CONNECTED TRANSACTIONS PURSUANT TO RULE 14A.60 OF THE LISTING RULES

This announcement is made by the Company pursuant to Rule 14A.60 of the Listing Rules.

Reference is made to the announcement of the Company dated 19 January 2024 in respect of the Distribution in Specie. Upon completion of the Distribution in Specie, Magnificent Gardenia will hold approximately 14.78% equity interests in the Company and will become a substantial shareholder of the Company. As at the date of this announcement and upon completion of the Distribution in Specie, Magnificent Gardenia is and will continue to be wholly owned by Minmetals South-East Asia, and therefore Minmetals South-East Asia will become a connected person of the Company by virtue of Rule 14A.13 of the Listing Rules.

Before Minmetals South-East Asia becomes a connected person of the Company, the Company had entered into the Cooperation Agreement with Minmetals South-East Asia. Upon completion of the Distribution in Specie, the transactions contemplated thereunder shall constitute as the continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.60(1) of the Listing Rules, the Company is required to comply with the annual review and disclosure requirements (including publication of announcement and annual reporting) under Chapter 14A of the Listing Rules in respect of the transactions contemplated under the Cooperation Agreement. If the Cooperation Agreement is renewed or its terms are amended, the Company will comply with all applicable reporting, announcement and, if applicable, independent Shareholders' approval under Chapter 14A of the Listing Rules.

A. BACKGROUND

Reference is made to the announcement of the Company dated 19 January 2024 (the “**Voluntary Announcement**”) in respect of the Distribution in Specie. Upon completion of the Distribution in Specie, Magnificent Gardenia will hold approximately 14.78% equity interests in the Company and will become a substantial shareholder of the Company. Magnificent Gardenia is wholly owned by Minmetals South-East Asia, and therefore Minmetals South-East Asia will become a connected person of the Company by virtue of Rule 14A.13 of the Listing Rules.

Before Minmetals South-East Asia becomes a connected person of the Company, the Company had entered into the Cooperation Agreement with Minmetals South-East Asia. Upon completion of the Distribution in Specie, the transactions contemplated thereunder shall constitute as the continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

B. PARTICULARS OF THE AGREEMENT

Set out below is a summary of the material terms of the Cooperation Agreement:

Date	:	8 March 2023
Parties	:	(i) Company; and (ii) Minmetals South-East Asia
Subject Matter	:	The Company and Minmetal South-East Asia and their respective subsidiaries and/or associates (as defined in the Listing Rules), have been in business cooperation for the procurement, sales, transportation and logistics services in respect of the coal related products.

In respect of sale and/or purchase of the coal related products, the Company and Minmetal South-East Asia and their respective subsidiaries and/or associates shall enter into specific contract pursuant to the terms of the Cooperation Agreement, setting out the detailed terms for individual transaction, including but not limited to the type, price, quality, quantity, delivery and payment terms, and rights and obligations of the parties.

- Term : From 8 March 2023 to 7 March 2029
- Pricing policy : The prices or fees to be charged under the relevant specific contract are determined in accordance with the Cooperation Agreement and with reference to the following principles:
- (i) the price of the coal related products shall be determined after arm's-length negotiations between the parties and with reference to the prevailing market price;
 - (ii) the fees for the transportation and logistics services shall be determined after arm's-length negotiations between the parties, taking into account various factors relating to the coal related products such as the type, quality, quantity and terms of delivery and with reference to the prevailing market price;
 - (iii) the terms of the specific contract shall be negotiated and determined between the relevant parties thereto on a case-by-case basis with reference made to the normal commercial terms of comparable transaction entered into between each party with their respective independent third party suppliers and/or customers, provided that, prior to entering into any specific contract, the relevant business or financial department of each party to the Cooperation Agreement (and/or the relevant parties to the specific contract) shall obtain the quotes and the relevant terms from not less than two independent third party supplier and/or customers, in order to ensure the terms of the specific contract are not less favourable than the relevant terms of such suppliers and/or customers; and

- (iv) the business and financial department of each party (and/or the relevant parties to the specific contract) during the term of the Cooperation Agreement shall conduct annual review on the specific contracts entered (including the terms, the transaction and the performance thereunder) in the previous financial year to ensure that the transactions conducted thereunder are on normal commercial terms and in the interests of each party and its shareholders as a whole.

C. REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

The Company and China Minmetals have maintained a good collaboration relationship over the years, leveraging on the advantages of the parties in respect of the coal resources, mining capabilities, advanced coal processing technology, transportation, logistics, sales, and rich experience in export and import. The Cooperation Agreement was entered into for the purpose of strengthening the long term cooperation relationship between the parties, thereby achieving a win-win situation by further expanding the business of coal trading, increasing the transaction volume of coal trading and finally improving the profitability of the parties.

The Directors (including the independent non-executive Directors) consider that the Cooperation Agreement and transactions contemplated thereunder are in the ordinary and usual course of business of the Group, on normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

D. IMPLICATIONS UNDER THE LISTING RULES

Upon completion of the Distribution in Specie, Magnificent Gardenia will become a substantial shareholder of Company, holding approximately 14.78% equity interests in the Company. As at the date of this announcement and upon completion of the Distribution in Specie, Magnificent Gardenia is and will continue to be wholly owned by Minmetals South-East Asia. Therefore, Minmetals South-East Asia will become a connected person of the Company by virtue of Rule 14A.13 of the Listing Rules. As a result, the transactions contemplated under the Cooperation Agreement shall constitute as the continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.60(1) of the Listing Rules, the Company is required to comply with the annual review and disclosure requirements (including publication of announcement and annual reporting) under Chapter 14A of the Listing Rules in respect of the transactions contemplated

under the Cooperation Agreement. If the Cooperation Agreement is renewed or its terms are amended, the Company will comply with all applicable reporting, announcement and, if applicable, independent Shareholders' approval under Chapter 14A of the Listing Rules.

E. INFORMATION ON THE PARTIES

The Company

The Company is a company incorporated in the British Virgin Islands and is principally engaged in the processing and trading of coal and other products and providing logistics services throughout the commodity supply chain. The Company is ultimately controlled by Ms. Wang Yihan.

Minmetals South-East Asia

Minmetals South-East Asia is a company incorporated in Singapore with limited liability and is principally engaged in the international trading of ferrous metallurgy raw materials. As at the date of this announcement, Minmetals South-East Asia is 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) and China Reform Development Investment Co., Ltd.* (國新發展投資管理有限公司) as to approximately 88.38%, 9.50% and 2.12%, respectively, all being state-owned enterprises in the PRC.

F. DEFINITION

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

“Board”	the board of Directors
“Company”	E-Commodities Holdings Limited, a limited liability company incorporated in the British Virgin Islands, the shares of which are listed and traded on the main board of the Stock Exchange
“Cooperation Agreement”	the cooperation agreement dated 8 March 2023 entered into between the Company and Minmetals South-East Asia for a term from 8 March 2023 to 7 March 2029, details of which is set out in the paragraph headed “Particulars of the Agreement” of this announcement.
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

“Distribution in Specie”	the distribution in specie by Famous Speech of 1,500,080,608 Shares to its members, namely, Ms. Wang Yihan and Magnificent Gardenia, in proportion to their respective equity interest in Famous Speech, upon completion of which, each of Ace Beacon Holdings Limited (a company wholly owned by Ms. Wang Yihan) and Magnificent Gardenia will own approximately 40.65% and 14.78% equity interests, respectively, in the Company, and Famous Speech will cease to be a Shareholder. For details, please refer to the Voluntary Announcement
“Famous Speech”	Famous Speech Limited, a company incorporated in the British Virgin Islands with limited liability and the controlling shareholder of the Company before the completion of the Distribution in Specie
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Magnificent Gardenia”	Magnificent Gardenia Limited, a company incorporated in the British Virgin Islands with limited liability and a connected person of the Company upon the completion of the Distribution in Specie
“Minmetals South-East Asia”	Minmetals South-East Asia Corporation Pte. Ltd., a company incorporated in Singapore with limited liability and a connected person of the Company upon the completion of the Distribution in Specie
“PRC”	the People’s Republic of China, for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of the Company with no par value
“Shareholder(s)”	holder(s) of the Shares

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent.

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

Hong Kong, 23 February 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*