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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)**

**PROPOSED CAPITAL REDUCTION OF ISSUED SHARES  
AND SUB-DIVISION OF AUTHORISED BUT UNISSUED SHARES**

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The Board proposes to implement the Capital Reorganisation which involves the following:

- (i) the Capital Reduction whereby the par value of each of the issued Existing Shares will be reduced by cancelling the paid-up share capital of the Company to the extent of HK\$0.09 on each issued Existing Share such that the par value of each issued Existing Share will be reduced from HK\$0.10 to HK\$0.01, and the credit arising from the Capital Reduction will be transferred to the Contributed Surplus Account and applied towards offsetting the accumulated losses of the Company as at the Effective Date; and
- (ii) the Share Sub-Division whereby, immediately following the Capital Reduction becoming effective, each authorised but unissued Existing Share will be sub-divided into ten (10) unissued New Shares with a par value of HK\$0.01 each.

**GENERAL**

A SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Capital Reorganisation. A circular containing, among other matters, details of the Capital Reorganisation and a notice convening the SGM is expected to be despatched to the Shareholders on or before 8 May 2024.

**The Capital Reorganisation is conditional upon the satisfaction of the conditions set out in the paragraph headed “Conditions of the Capital Reorganisation”. Accordingly, the Capital Reorganisation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Existing Shares, and if they are in any doubt, they should consult their professional advisers.**

## **PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND SUB-DIVISION OF AUTHORISED BUT UNISSUED SHARES**

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- (ii) the Share Sub-Division whereby, immediately following the Capital Reduction becoming effective, each authorised but unissued Existing Share will be sub-divided into ten (10) unissued New Shares with a par value 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\$600,000,000 divided into 6,000,000,000 Existing Shares of HK\$0.10 each, of which (i) 2,701,123,120 Existing Shares have been issued and are fully paid or credited as fully paid and (ii) 3,298,876,880 Existing Shares remain unissued.

Assuming there being no change in the issued share capital of the Company from the date of this announcement up to the Effective Date, upon the Capital Reorganisation becoming effective, the authorised share capital of the Company will be HK\$600,000,000 divided into 60,000,000,000 New Shares of HK\$0.01 each, of which (i) 2,701,123,120 New Shares will be in issue and (ii) 57,298,876,880 New Shares will remain unissued. The issued share capital of the Company will be reduced from HK\$270,112,312 to HK\$27,011,231.20 by HK\$243,101,080.80.

Assuming no Existing Shares will be issued or repurchased from the date of this announcement up to the Effective Date, the effect of the Capital Reorganisation on the share capital structure of the Company is summarised as follows:

	<b>As of the date of this announcement</b>	<b>Immediately after the Capital Reorganisation becoming effective</b>
Par value	HK\$0.10 per Existing Share	HK\$0.01 per New Share
Amount of authorised share capital	HK\$600,000,000	HK\$600,000,000
Number of authorised shares	6,000,000,000 Existing Shares	60,000,000,000 New Shares
Amount of issued share capital	HK\$270,112,312	HK\$27,011,231.20
Number of issued shares	2,701,123,120 Existing Shares	2,701,123,120 New Shares
Number of unissued shares	3,298,876,880 Existing Shares	57,298,876,880 New Shares

Save for the application of credit arising from the Capital Reduction being transferred to the Contributed Surplus Account and to be applied towards offsetting the accumulated losses of the Company and the relevant expenses, including but not limited to professional fees and printing charges to be incurred in relation to the Capital Reorganisation, the implementation of the Capital Reorganisation will have no material effect on the consolidated net asset value of the Company, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the proportionate interests of the Shareholders. The Company is of the view that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group.

The Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Existing Shares as at the date of this announcement.

### **Status of the New Shares**

All New Shares in issue immediately following the Capital Reorganisation becoming effective will rank *pari passu* in all respects with each other in accordance with the Bye-laws and the Capital Reorganisation will not result in any change in the relative rights of the Shareholders.

### **Conditions of the Capital Reorganisation**

The implementation of the Capital Reorganisation is conditional upon:

- (i) the passing of a special resolution by the Shareholders approving the Capital Reorganisation at the SGM;

- (ii) compliance with the relevant legal procedures and requirements under the Companies Act and the Bye-laws to effect the Capital Reorganisation, including the Directors being satisfied that on the Effective Date, there are no reasonable grounds for believing that the Company is, or after the Capital Reduction will be, unable to pay its liabilities as they become due; and
- (iii) the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares in issue upon the Capital Reorganisation becoming effective.

The Capital Reorganisation will become effective when the conditions mentioned above are fulfilled. Subject to the fulfilment of the above conditions, it is expected that the Capital Reorganisation will become effective on the second business day following the date of passing of the special resolution to approve the Capital Reorganisation at the SGM, or such other date as the Directors may determine.

### **Listing application**

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the New Shares upon the Capital Reorganisation becoming effective.

Subject to the granting of listing of, and permission to deal in, the New Shares on the Stock Exchange upon the Capital Reorganisation becoming effective, as well as compliance with the stock admission requirements of HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in 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 trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

None of the Existing Shares or any debt securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Capital Reorganisation becomes 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.

### **Effects on share certificates**

The Capital Reorganisation will not affect any of the rights of the existing Shareholders. All existing share certificates (in green colour) of the Company will continue to be evidence of title to the Shares and continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates for the New Shares after the Capital Reorganisation takes effect. Immediately following the Capital Reorganisation becoming effective, new share certificates (in blue colour) will be issued bearing the par value of HK\$0.01 per New Share.

## **REASONS FOR AND BENEFITS OF THE CAPITAL REORGANISATION**

The proposed Capital Reorganisation will enable the par value of the Shares to be reduced from HK\$0.10 to HK\$0.01 each. Upon the Capital Reorganisation becoming effective, the credit arising from the Capital Reduction will be applied towards offsetting the accumulated losses of the Company as at the Effective Date, thereby reducing the accumulated losses of the Company. The balance of the credit (if any) of the Contributed Surplus Account after offsetting the accumulated losses will be applied by the Company in any manner as permitted by all applicable laws and the Bye-laws.

Also, under the Companies Act, the Company is restricted in its ability to issue Shares at a price lower than their par value. The Capital Reduction will reduce the par value of the New Shares to a lower amount of HK\$0.01 each, which will provide the Company with greater flexibility in the pricing for any issue of New Shares in the future when necessary.

In view of the above reasons, the Board considers that the Capital Reorganisation is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Save for the proposed issue of a total of 2,500,000,000 Shares at the issue price of HK\$0.08 per Share as consideration shares for the proposed acquisition of equity interest in CashBox Group Technology (Hong Kong) Limited as disclosed in the announcement of the Company dated 16 October 2023, as at the date of this announcement, the Company has no intention to carry out any corporate actions or arrangements that may affect the trading in the Shares, including share consolidation, share subdivision and change in board lot size, in the next 12 months which may have an effect of undermining or negating the intended purpose of the Capital Reorganisation.

## **EXPECTED TIMETABLE**

The expected timetable for the implementation of the Capital Reorganisation is set out below. All times and dates specified in this announcement refer to the Hong Kong times and dates. This timetable is indicative only and any subsequent changes to the expected timetable will be announced by the Company as and when appropriate.

### **Event Time and date**

Expected date of despatch of the circular, proxy form and the notice of the SGM.....	Wednesday, 8 May 2024
Latest date and time for lodging transfer documents in order to qualify for attendance and voting at the SGM .....	4:00 p.m. on Wednesday, 22 May 2024
Closure of register of members for determining the entitlement to attend and vote at the SGM (both dates inclusive).....	Thursday, 23 May 2024 to Tuesday, 28 May 2024
Latest date and time for lodging forms of proxy for the SGM .....	2:00 pm on Sunday, 26 May 2024

Expected date and time of the SGM.....2:00 pm on  
Tuesday, 28 May 2024

Announcement of poll results of the SGM ..... Tuesday, 28 May 2024

***The following events are conditional upon the fulfilment of the conditions for the implementation of the Capital Reorganisation:***

Effective date of the Capital Reorganisation ..... Thursday, 30 May 2024

Dealings in the New Shares commence ..... 9:00 am on  
Thursday, 30 May 2024

## **GENERAL**

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## **DEFINITIONS**

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

“Board”	the board of Directors
“Bye-laws”	the amended and restated bye-laws of the Company, as amended from time to time
“Capital Reduction”	the proposed reduction of the issued share capital of the Company by cancelling the paid-up share capital of the Company to the extent of HK\$0.09 on each issued Existing Share such that the par value of each issued Existing Share will be reduced from HK\$0.10 to HK\$0.01
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company comprising 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 in force from time to time
“Companies Act”	the Companies Act 1981 of Bermuda, as amended, supplemented or otherwise modified from time to time
“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)
“Contributed Surplus Account”	the contributed surplus account of the Company within the meaning of the Companies Act
“Directors”	the directors of the Company
“Effective Date”	the date on which the Capital Reorganisation become effective
“Existing Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company as at the date of this announcement and 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 dollar, the currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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 immediately after the Capital Reorganisation becoming effective
“SGM”	the special general meeting of the Company to be convened and held to approve the Capital Reorganisation
“Share(s)”	the Existing Share(s) and/or the New Share(s), as the case may be

“Share Sub-Division”	the proposed sub-division of each authorised but unissued Existing Share into ten (10) unissued New Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 7 May 2024

*As at the date of this announcement, the executive Directors are Mr. Zhou Yafei and Mr. Song Chenxi; the non-executive Director is Ms. Wei Ting; and the independent non-executive Directors are Mr. Lee Puay Khng, Mr. Mak Yau Kee Adrian, Professor Japhet Sebastian Law and Mr. Huang Song.*