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中国奇点国峰控股有限公司
China Qidian Guofeng Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1280)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of China Qidian Guofeng Holdings Limited (the “**Company**”) will be held on Tuesday, 24 September 2024 at 10:00 a.m. at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company. Unless otherwise defined, the capitalized terms shall have the same meanings as defined in the circular of the Company dated 4 September 2024.

ORDINARY RESOLUTION

“**THAT**, subject to the fulfilment of the terms and conditions set out in the Acquisition Agreement dated 26 July 2024 (copy of which has been produced to this meeting marked “A” and initialed by the Chairman for the purpose of identification) entered into between the Company and the Vendors pursuant to which the Company has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares, representing the entire issued share capital of the Target Company. The Company has conditionally agreed to allot and issue 850,000,000 Consideration Shares at the price of HK\$0.40 per Consideration Share:-

- (a) the Acquisition Agreement and the matters contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) all the transactions contemplated under the Acquisition Agreement, including but not limited to the Specific Mandate to allot and issue the Consideration Shares by the Company to the Vendors pursuant to the Acquisition Agreement, be and are hereby approved and the Directors be and are hereby authorised to allot and issue the Consideration Shares to the Vendors pursuant to the Acquisition Agreement; and

- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Acquisition Agreement and the transactions contemplated thereunder.”

Yours faithfully,
For and on behalf of
China Qidian Guofeng Holdings Limited
Yuan Li
Chairman of the Board

Hong Kong, 4 September 2024

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. In the case of joint holders of shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. The register of members of the Company will be closed from Friday, 20 September 2024 to Tuesday, 24 September 2024 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the entitlement to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 19 September 2024 for registration.
6. If typhoon signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an circular on the website of the Company at www.qidianguofeng.cn and on the Stock Exchange website at <http://www.hkexnews.com> notify shareholders of the Company of the date, time and place of the rescheduled meeting.

7. As at the date hereof, the Board comprises:

Executive Directors:

Mr. Yuan Li (*Chairman*)

Mr. Xu Xinying (*Vice-chairman*)

Mr. Sun Yue (*Vice-chairman and Chief Executive Officer*)

Mr. Zhuang Liangbao

Non-executive Directors:

Mr. Gu Changchao

Mr. Wang Xianfu

Independent non-executive Directors:

Mr. Zhang Yihua

Mr. Chen Rui

Mr. Fung Tak Choi