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Gaodi Holdings Limited
高地股份有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1676)

VOLUNTARY ANNOUNCEMENT

This voluntary announcement is made by the Board in relation to the update of the business development of the Group.

INTRODUCTION

The Board is pleased to announce that on 24 December 2024, the Company entered into a MOU with Zuocheng Group to carry out strategic cooperation on food industry chain.

To the best of the directors' knowledge, information and belief, having made all reasonable enquiries, Zuocheng Group and its controlling shareholders are third parties independent of the Company and connected persons under the Listing Rules.

KEY TERMS OF THE MOU

Pursuant to the terms of the MOU, the Parties will combine their respective advantages in industries, products, channels, resources, etc., and strive to provide high-quality, healthy and premium agricultural products and peripheral agricultural product. With the help of cutting-edge technologies, the parties will achieve precise management of the agricultural business, traceability of product information, and deepen industry-academic-research cooperation, and to build a modern new agricultural ecosystem and enhance the added value and competitiveness of both Parties' businesses.

The MOU shall be valid for one year starting from 24 December 2024.

As the potential cooperation is subjected to finalisation upon entering into a definitive agreement, the potential cooperation may or may not proceed. Should the Parties are unable to reach a definitive agreement or to extend the MOU, the MOU shall cease and terminate and none of the Parties thereto shall seek for compensation against and/or have any obligations and liabilities towards each other.

Save for the terms on confidential information, the MOU is not legal binding.

REASONS FOR ENTERING INTO THE MOU

Zuocheng Group was founded in 2016 and is an influential holding platform-type technological agricultural company in the industry. With the modern technological agricultural industry as its core, Zuocheng Group has upstream and downstream closed-loop supply chain products such as theabrownin, sorbifera, Hainan agarwood, mulberry and torreya. Currently, the area of the industrial base of Zuocheng Group exceeds 60,000 acres. Its independently developed products such as septanin and sorbitol oil have gained good reputation in the market and are widely recognized by consumers.

The Group has been identifying and exploring suitable projects and/or investments with high profit potential for subscription in order to diversify the Group's business and bring returns to shareholders. The Directors believe that Zuocheng Group owns several agricultural businesses in mainland China that are highly competitive in niche areas, and the MOU can further strengthen the Group's existing food business. The Directors believe that the terms of the MOU are entered into on normal commercial terms in the ordinary and usual course of business of the Group and are fair and reasonable and in the overall interests of the Company and shareholders as a whole.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	Gaodi Holdings Limited
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Parties”	The parties to the MOU are the Company and Zuocheng Group
“The MOU”	the Memorandum of Understanding entered into between the Company and Zuocheng Group on December 24, 2024
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zuocheng Group”	Hangzhou Yuanzhu Zuocheng Technology Co., Ltd.,* (杭州源築佐成科技有限公司) a company established in accordance with the laws of the People's Republic of China

* for identification purpose only

By the Order of the Board
Gaodi Holdings Limited
Li Tingfeng
Executive Director

Hong Kong, 24 December 2024

As at the date of this announcement, the executive directors of the Company are Mr. Li Tingfeng, Mr. Huang Jingsheng, Mr. Hong Jixiang and Ms. Chen Chun, and the independent non-executive directors of the Company are Mr. Shum Ching Hei, Mr. He Jian and Mr. Yang Minda.