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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)

**COMPLETION ANNOUNCEMENT  
ISSUE OF NEW SHARES UNDER GENERAL MANDATE FOR  
DEBT CAPITALISATION**

Reference is made to the announcement and the supplemental announcement of China Qidian Guofeng Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 6 January 2026 and 14 January 2026 (the “**Announcements**”) respectively in relation to the issue of new shares under general mandate for debt capitalization. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

**Issue Price**

As disclosed in the Announcements, pursuant to the Deed of Settlement, the Company has agreed to allot and issue, and the Creditor has agreed to subscribe for 1,975,000 Settlement Shares with an Issue Price of HK\$2.84 per Share. As the Settlement Shares will be directly allotted and issued to the Creditor to settle the outstanding indebtedness of RMB5,057,000, the Company will not receive any gross proceeds or net proceeds from issuance of the Settlement Shares.

Based on the Issue Price of HK\$2.84 per Settlement Shares and the total 1,975,000 Settlement Shares to be issued and allotted. The total value of Settlement Shares will be HK\$5,609,000 which is equivalent to the outstanding indebtedness of RMB5,057,000 after considering the exchange rate.

## **Information of China Ruike**

China Ruike is a company incorporated under the laws of British Virgin Islands and principally engaged in investment holding. To the best of the Directors' knowledge, information and belief, and after having made all reasonable enquiries, as at the date of the Announcements, China Ruike is wholly owned by Cao Kuanping, a former shareholder of the Company; and each of China Ruike and its ultimate beneficial owners is a third party independent of the Company and its connected persons.

Saved as disclosed and clarified above, all information set out in the Announcements remains unchanged.

## **Completion of the Deed of Settlement**

The Board is pleased to announce that all conditions of the Deed of Settlement have been fulfilled and the completion of the Deed of Settlement took place on 3 February 2026 in accordance with the terms and conditions of the Deed of Settlement. An aggregate of 1,975,000 new Shares have been allotted and issued to the Creditor at the Issue Price of HK\$2.84 per Share.

1,975,000 new shares, representing: (i) approximately 0.1023% of the issued share capital of the Company as at the date of the Announcements; and (ii) approximately 0.1022% of the issued share capital of the Company as enlarged by the allotment and issue of the Settlement Shares upon completion of the Deed of Settlement.

## Effect on Shareholding Structure of the Company

Set out below is a summary of the shareholding structure of the Company as at the date of this announcement immediately after completion of the Debt Capitalisation:

Shareholder	Immediately after completion of the Debt Capitalisation	
	No. of Share	%
<b>Substantial Shareholders</b>		
Yuan Li <sup>(1)(2)</sup>	604,600,366	31.27
– Greatssjy Co., Ltd. <sup>(1)</sup>	327,553,334	16.94
– Noble Trade International <sup>(2)</sup>	277,047,032	14.33
<b>Directors</b>		
SunYue	3,965,678	0.21
Zhuang Liangbao <sup>(3)</sup>	11,460,928	0.59
<b>The Creditor</b>		
China Ruike	1,975,000	0.10
<b>Other Public Shareholder</b>	<u>1,311,298,686</u>	<u>67.83</u>
Total	<u>1,933,300,658</u>	<u>100.00</u>

### Notes:

1. 327,553,334 Shares were held by Greatssjy Co., Ltd. as beneficial owner. Greatssjy Co., Ltd. was wholly-owned by Mr. Yuan Li.
2. Noble Trade International Holdings Limited\* (聖行國際集團有限公司) is wholly-owned by Mogen Ltd. (“Mogen”). Mogen was owned by Mr. Yuan Li through Greatssjy Co., Ltd..
3. The 11,460,928 shares were held by Zhuanglb Co., Ltd. as beneficial owner. Zhuanglb Co., Ltd. was 100% wholly-owned by Mr. Zhuang Liangbao.

By order of the Board  
**China Qidian Guofeng Holdings Limited**  
**Yuan Li**  
Chairman

Shenzhen, PRC, 4 February 2026

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Yuan Li, Mr. Sun Yue, Mr. Yuan Lijun and Mr. Zhuang Liangbao; one non-executive Director, namely Mr. Wang Xianfu, and three independent non-executive Directors, namely Mr. Zhang Yihua, Mr. Kong Xiangming and Ms. Tang Chung Kwan Brenda.