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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)

TERMINATION OF ADVERTISING AGREEMENT AND PROPOSED ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

Reference is made to the announcement (the “**Announcement**”) of China Qidian Guofeng Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 29 August 2025 in relation to, among other things, the proposed issue of Consideration Shares under the General Mandate in relation to the Advertising Agreement entered into among the Company, Guizhou Renhuai and Empire Majesty for the provision of advertising services in airport terminals and high-speed railway stations for the “Shengjiu” brand. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

BACKGROUND OF THE ADVERTISING AGREEMENT

As disclosed in the Announcement, Guizhou Renhuai, an indirect wholly-owned subsidiary of the Company, agreed to engage Empire Majesty to provide Services for a term of three years at the aggregate consideration of RMB450,000,000. The consideration for the first year of RMB150,000,000 was to be settled by the allotment and issue of 33,610,009 Consideration Shares by the Company to Empire Majesty. The Consideration Shares represented approximately 1.85% of the number of issued Shares as at the date of the Previous Announcement and approximately 1.82% of the number of issued Shares as enlarged by the allotment and issue of the Consideration Shares, assuming there would be no change in the share capital of the Company prior to the issuance of the Consideration Shares.

The Services under the Advertising Agreement included the provision of airport terminal advertising media and high-speed railway station advertising media for publication of the “Shengjiu” brand, inspection of the advertising media to ensure normal publication of the advertisement, repair of damaged or malfunctioning advertising media within five working days after written notice except in cases of force majeure, handling of personal or property damage caused by issues with the advertising media, and handling of approval procedures related to advertisement publication.

TERMINATION AGREEMENT

The Board announces that, on 6 February 2026, Guizhou Renhuai and Empire Majesty entered into a termination agreement (the “**Termination Agreement**”) in respect of the Advertising Agreement and the related supplemental agreements, pursuant to which the parties agreed that the Advertising Agreement and all related supplemental agreements were terminated with effect from 15 January 2026.

Pursuant to the Termination Agreement, from 15 January 2026, save as otherwise provided in the Termination Agreement, the rights and obligations of Guizhou Renhuai and Empire Majesty under the Advertising Agreement ceased. Guizhou Renhuai and Empire Majesty further agreed that, in accordance with the termination provisions of the Advertising Agreement, neither party shall bear liability for breach as a result of the early termination by mutual agreement. Following termination, neither party may assert any right, claim or demand against the other party under the Advertising Agreement.

The parties also confirmed that, in respect of the advertisements published by Empire Majesty for Guizhou Renhuai during the performance period of the Advertising Agreement up to 15 January 2026, Empire Majesty irrevocably and unconditionally waived all payment obligations of Guizhou Renhuai.

As a result of the Termination Agreement, the proposed issue and allotment of 33,610,009 Consideration Shares to Empire Majesty at the issue price of HK\$4.89 per Consideration Share as consideration for the first year of Services under the Advertising Agreement will not proceed.

The Board considers that the Termination Agreement will not have any material adverse effect on the business operations or financial position of the Group. The Board also considers that the terms of the Termination Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The proposed issue of the Consideration Shares was to be made under the General Mandate granted by the Shareholders at the annual general meeting of the Company held on 12 May 2025 and was not subject to separate Shareholders' approval. As a result of the Termination Agreement, the proposed issue and allotment of the Consideration Shares contemplated under the Advertising Agreement will not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Shenzhen, the PRC, 19 May 2026

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