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)

DISCLOSEABLE TRANSACTION

ACQUISITION OF AN AI COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

Reference is made to the announcements dated 10 July 2025 and 8 August 2025 respectively in relation to the entering of the letter of intent in relation to possible acquisition of the Target Company which is an AI technology company with AI-driven enablement services for the interest-based e-commerce sector as core business.

THE ACQUISITION

On 7 September 2025, the Company entered into the Acquisition Agreement with 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 consideration for the Acquisition is HK$460,000,000, and will be settled by the allotment and issue of the Consideration Shares.

An aggregate of 94,069,530 Shares will be issued as the Consideration Shares, representing (i) approximately 5.19% of the existing issued share capital of the Company as of the date of this announcement; and (ii) approximately 4.94% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares, at the Issue Price of HK$4.89 per Consideration Share to the Vendors. The Consideration Shares will be allotted and issued under the General Mandate.

APPLICATION FOR LISTING

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Consideration Shares.

IMPLICATIONS OF THE ACQUISITION UNDER THE LISTING RULES

As one or more of the applicable percentage ratios in respect of the Acquisition in accordance with the Listing Rules is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is therefore subject to the notification and announcement requirements, but exempt from the circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Shareholders and potential investors of the Company should be aware that the Acquisition is subject to conditions to be satisfied, and consequently the Acquisition may or may not proceed. Accordingly, Shareholders and potential investors are advised to exercise caution when dealing or contemplating dealing in the securities of the Company.

THE ACQUISITION

On 7 September 2025, the Company entered into the Acquisition Agreement with 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 principal terms of the Acquisition Agreement are summarised below.

Date

7 September 2025

Parties

(1) The Company, as the purchaser

(2) Vendor 1, Vendor 2, Vendor 3, Vendor 4, Vendor 5, Vendor 6, Vendor 7, Vendor 8, Vendor 9, Vendor 10, Vendor 11 and Mr. Yang, as the vendors

Assets to be acquired

Pursuant to the Acquisition Agreement, 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. Through the Acquisition, the Company will indirectly acquire the Target Company's equity interest in its operating subsidiary in the PRC.

Conditions precedent

Completion is conditional upon the satisfaction (or, if applicable, the waiver) of the following conditions precedent:

(a) the Company having conducted and completed the due diligence review over the financial, legal, business, operational and other matters of the Target Group as determined by the Company and the results of such review being satisfactory to the Company in its absolute discretion;

(b) all necessary licences, consents, approvals, authorisations, permissions, waivers, orders, exemptions or notifications of, among others, creditors and shareholders of the Target Group, other relevant third parties and/or governmental or regulatory authorities or bodies (including relevant authorities in the PRC and Hong Kong), which are required for the execution and performance of the Acquisition Agreement or the Completion, having been obtained and not having been revoked prior to the Completion;

(c) no relevant governmental, statutory or regulatory body, court or agency having granted any order or made any decision that restricts or prohibits the implementation of the transactions contemplated under the Acquisition Agreement;

(d) the representations and warranties given by the Company remaining true and accurate and not misleading in any material respect as if they were repeated at any time prior to the Completion by reference to the facts and circumstances then existing;

(e) the representations and warranties given by the Vendors remaining true and accurate and not misleading in any material respect as if they were repeated at any time prior to the Completion by reference to the facts and circumstances then existing;

(f) the Vendors having performed and complied with all agreements, obligations and conditions contained in the Acquisition Agreement that are required to be performed or complied with by them on or before the Completion;

(g) the Listing Committee having granted (either unconditionally or subject only to conventional conditions) the listing of, and permission to deal in, the Consideration Shares on the Stock Exchange and such permission not subsequently being revoked or withdrawn; and

(h) no material adverse change having occurred to the business, operations and financial performance of the Target Group since 30 June 2025.

The conditions precedent set out in paragraphs (a), (e) and (f) above may be waived by the Company by serving a written notice to the Vendors. The condition precedent set out in paragraph (d) above may be waived by the Vendors by serving a written notice to the Company. Save for the aforementioned, none of other conditions precedent set out above may be waived by any party.

If any of the conditions precedent set out above has not been fulfilled (or, if applicable, waived by the Company or the Vendors in writing) on or before the Long-stop Date, the Acquisition Agreement will terminate with immediate effect and the parties thereto shall have no further obligations or liabilities thereunder save for antecedent breach.

Consideration

The consideration for the Acquisition is HK$460,000,000. It will be settled by the allotment and issue of the Consideration Shares at the Issue Price to the Vendors in proportion to their respective shareholding (or their respective nominee shareholding) in the Target Company. The consideration was determined after arm's length negotiations among the Company and the Vendors with reference to, (i) the prospects of the Target Group's business; (ii) the financial performance of the Target Group; (iii) the valuation of 100% equity interest in Shanghai Huiliu at the amount of RMB425,000,000 (the "**Valuation**") as at 30 June 2025 (the "**Date of Valuation**") based on market approach as assessed by Ravia Global Appraisal Advisory Limited (the "**Valuer**"), an independent valuer; (iv) the reasons for and benefits of the Acquisition to the Group following the Completion as set out in the section headed "Reasons for and Benefits of the Acquisition" below; and (v) the prevailing market prices of the Shares and the recent market conditions.

The Consideration Shares

The Consideration Shares, i.e. 94,069,530 Shares, represent (i) approximately 5.19% of the existing issued share capital of the Company as of the date of this announcement; and (ii) approximately 4.94% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares immediately upon the Completion (assuming that there is no change in the issued share capital of the Company from the date of this announcement to the Completion Date, save as the issue of the Consideration Shares).

The Consideration Shares will be allotted and issued under the General Mandate. The Consideration Shares, when allotted and issued, shall rank *pari passu* in all respects with all the other Shares in issue as of the date of allotment and issue of the Consideration Shares including the right to all dividends, distributions and other payments made or to be made, the record date for which falls on or after the date of such allotment and issue.

Further details on the effect of the Acquisition on the shareholding structure of the Company are set out in the section headed "Effect on the Shareholding Structure of the Company due to the Acquisition" below.

The Issue Price of each Consideration Share is HK$4.89, which represents:

(a) the same as the closing price per Share of HK$4.89 as quoted on the Stock Exchange on the Last Trading Date;

(b) a premium of approximately 2.99% to the average of the closing price per Share of approximately HK$4.748 for the last five trading days as quoted on the Stock Exchange up to and including the Last Trading Date.

The Issue Price was determined by the Company and the Vendors after arm's length negotiations, with reference to, among others, (i) the financial position of the Company; (ii) the prevailing market price of the Shares; and (iii) the current market conditions.

Application for listing

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Consideration Shares.

Completion

Completion is scheduled to take place on the fifth business day after the last condition precedent having been fulfilled (or, if applicable, waived).

Immediately upon the Completion, the Target Company will become a wholly-owned subsidiary of the Company.

Performance Guarantee

The Guarantor has entered into a deed of guarantee with the Company. Pursuant to the Acquisition Agreement and the deed of guarantee, each of the Guarantor and the Vendors hereby irrevocably undertakes that, during the two financial years of 2025 and 2026 (the “**Performance Guarantee Period**”):

(i) the Target Group shall achieve the audited revenue from main business operation of not less than RMB50,000,000 for 2025 and RMB60,000,000 for 2026, respectively; and

(ii) the audited net profit for the Performance Guarantee Period shall fall within the range of RMB20,000,000 to RMB25,000,000 for 2025 and RMB24,000,000 to RMB30,000,000 for 2026, with the cumulative audited net profit for the Performance Guarantee Period being no less than RMB44,000,000.

It is expressly set out therein that the revenue and profit figures shall be those set forth in an audit report prepared by an independent firm of certified public accountants, using accounting standards acceptable to the Company; that only revenue or profit that has been actually received in cash will be recognised; that all accounts receivable or other receivables will be excluded, “net profit” will be calculated after making any necessary adjustments to ensure it matches net operating cash inflow, to maintain the authenticity and reliability of the performance results. If changes in accounting principles or regulatory requirements create a conflict with these recognition criteria, the parties will consult in good faith and, while based on the same valuation assumptions for the Acquisition and genuine cash inflows, agree on alternative recognition criteria that comply with the new standards.

Adjustment Mechanism

(i) Compensation for Loss

The Guarantor has provided a guarantee and undertaking to compensate the Company in cash for the amount of the loss, should the Target Group records an audited loss in any fiscal year within the Performance Guarantee Period, the Guarantor shall, within three (3) working days after the issuance of the relevant annual audit report confirming such loss, procure a compensation calculation statement mutually agreed by the Guarantor and the Company; thereafter, the Guarantor shall, within ten (10) working days from the date on which that statement is confirmed, pay to the Company in a single lump-sum cash payment an amount equal to the loss so determined, and, if any portion of the compensation remains unpaid on its due date, the Guarantor shall continue to be liable for the full unpaid amount together with default interest thereon at an annual rate of twelve percent (12%), accruing daily from the original due date until actual payment is made in full.

(ii) Return of Shares

In the event that the Target Group fails to achieve the revenue target or the net profit target in any financial year within the Performance Guarantee Period, each Vendor irrevocably, unconditionally, and jointly and severally undertakes, for no consideration, to return to the Company or cause to be cancelled or repurchased seventy per cent. (70%) of the Consideration Shares allotted to such Vendor (the "**Returned Shares**"), such number of Returned Shares being calculated as the total number of Consideration Shares held by the relevant Vendor on the Completion Date multiplied by 70%, and to complete the relevant transfer, cancellation or buy-back procedures within ten (10) business days after the issuance of the audited financial statements for the relevant financial year; each Vendor further irrevocably authorises Mr. Yuan Li, the chairman of the Company, to act as its sole power attorney with full authority to effect any and all acts, filings and registrations necessary to transfer, cancel or repurchase the Returned Shares once the return condition is triggered; where the Company requires a Vendor's cooperation to effect the foregoing, the Purchaser shall deliver a written notice to such Vendor and the Vendor shall use its best efforts to complete all required procedures within fifteen (15) Business Days of the notice, failing which such Vendor shall be in default as of the day immediately following the expiry of that fifteen-day period and shall, within fifteen (15) business days of the default date, pay to the Company damages equal to two (2) times the market value of the Returned Shares as at the trigger date, together with default interest accruing daily on the total amount outstanding at an annual rate of twelve per cent. (12%) from (and including) the default date until the date of full payment and performance.

Lock-up Arrangement

Each of the Vendors has entered into a lock-up agreement with the Company, pursuant to which all Consideration Shares are subject to a lock-up period of 18 months commencing from completion of the Acquisition. The original share certificates will be kept by the Company in custody during the lock-up period.

Post-completion undertakings relating to the Target Group

After Completion, the Vendors shall use best efforts and the Guarantor shall use its best efforts to procure the Vendors to ensure the Target Group complies with the Company's financial reporting and internal-control requirements, and cooperate with the Company's appointment or replacement of finance and risk control officers of the Target Group. The Vendors must also ensure the Target Group and management fully cooperate with the Company, its auditors, and all regulatory enquiries by promptly providing documents, arranging interviews, granting system access, and ensuring all information is true, accurate, and complete. The Vendors must confirm that, except for liabilities disclosed in due-diligence reports, the Target Group has no undisclosed external guarantees, debts, or contingent or off-balance-sheet liabilities. If any breach occurs, the Vendors must remedy it to the Company's satisfaction within ten (10) business days of written notice, or pay damages equal to the full acquisition value, with late payments accruing 12% annual default interest until paid.

Further Guarantee from the Guarantor

In addition, the Guarantor further guarantee that he will use his best endeavours to procure the Vendors to fulfil their obligations in connections with the Returned Shares. The Guarantor further undertakes to guarantee the payment obligations of all the Vendors for any compensation and/or any interest incurred thereon pursuant to the transaction documents in relation to the Acquisition (including but not limited to the Acquisition Agreement and the lock-up agreements).

THE VALUATION

The Company would like to provide the Shareholders and potential investors of the Company with additional information in relation to the Valuation.

Valuation Methodology

Conventional valuation approaches include market approach, income approach and cost approach. Each of these approaches is appropriate in one or more circumstances, and sometimes, two or more approaches may be used together. Whether to adopt a particular approach will be determined by the most commonly adopted practice in valuing Shanghai Huiliu that are similar in nature.

The market approach measures the value of an asset through an analysis of recent sales or offerings of comparable asset. Sales and offering prices are adjusted for differences in location, time of sale, utility, and the terms and conditions of sale between the asset being appraised and the comparable assets.

The income approach measures the value of an asset by the present value of its future economic benefits. These benefits can include earnings, cost savings, tax deductions and proceeds from its disposition.

The cost approach measures the value of an asset by the cost to reproduce or replace it with another of like utility. To the extent that the asset being valued provides less utility than a new asset, the reproduction or replacement cost would be adjusted to reflect appropriate physical deterioration, functional and economic obsolescence.

Adopted Approach for The Valuation

Among the abovementioned valuation approaches, the selection of the valuation approach in valuing Shanghai Huiliu is based on, among other criteria, the quantity and quality of the information provided, accessibility to available data, availability of relevant market transactions, uniqueness of Shanghai Huiliu's business operations and nature of the industry is participating, professional judgment and technical expertise.

The market approach is considered to be the most appropriate valuation approach in this valuation as it requires far fewer subjective assumptions than the income approach. The cost approach is also considered inappropriate as the replication cost may not represent its value. Under the market approach, the Guideline Public Company Method (the "**GPCM**") is adopted in the valuation. In applying the GPCM, the price multiples for publicly listed companies that are considered to be comparable to Shanghai Huiliu are calculated, then the indicated value of Shanghai Huiliu is calculated by the adopted price multiples with adjustments of size, control premium and discount for lack of marketability if applicable. The price multiples are ratios that relate business value to some measure of the company's financial performance.

Comparable Companies

In the Valuation, the adopted parameters are determined with reference to the information in respect of publicly listed companies that are considered to be comparable to Shanghai Huiliu (the "**Comparable Companies**"). Since no company is exactly alike as Shanghai Huiliu, a set of the Comparable Companies is required in valuing Shanghai Huiliu. In order to determine the Comparable Companies appropriately, we have considered the following perspectives in the selection criteria from public available sources as follows:

- The Comparable Companies are principally engaged in advertising services with AI-driven enablement services for the e-commerce sector;
- The principal activities are located in China; and
- Listing in a major stock exchange and has traded actively for a reasonable period with sufficiency of information such as financial and operational information accessible from the market.

Details of the Comparable Companies are listed as follows:

Company Name	Ticker	Business Description
Inly Media Co., Ltd.	603598 CH	Inly Media Co., Ltd. provides strategy consulting and media agency services. It engages in content marketing, brand management and advertising services.
Joy Spreader Group Inc	6988 HK	Joy Spreader Group Inc. operates as a media marketing service provider. It provides performance-based marketing services, sales of e-commerce goods, and other services. It also supplies intelligent recommendation platform.
Three'S Co Media Group Co Ltd	605168 CH	Three's Company Media Group Co., Ltd. operates as a comprehensive advertising media company specializing in integrated marketing services. It provides digital marketing, scene activities, campus media marketing, and other services.
Bright Future Technology Holdings Limited	1351 HK	Bright Future Technology Holdings Limited operates as a mobile advertising company offering one-stop and tailor-made advertising services. It offers intermediary services and precision advertising services. It serves customers in China.
Simei Media Co Ltd	002712 CH	Simei Media Co. Ltd. operates as a media enterprise. It provides consumer research, brand management, national media planning and agency, advertising creative design, entertainment marketing, public relations and promotional activities, interactive marketing, and other marketing communications services.

Company Name	Ticker	Business Description
Doumob	1917 HK	Doumob operates as an interactive advertising company. It provides interactive advertising platforms development, advertisement putting, small program advertising technology development, and other services.
Inmyshow Digital Technology (Group) Co., Ltd.	600556 CH	Inmyshow Digital Technology (Group) Co., Ltd. operates as a weiq celebrity marketing platform. It provides imsocial celebrity accelerator, red man ecological chain innovation, and other related services. It also offers new media marketing customer agency and new media advertising trading services.
Bluefocus Intelligent Communications Group Co.,Ltd.	300058 CH	Bluefocus Intelligent Communications Group Co.,Ltd. provides public relation services. It provides brand promotion, product promotion, hazard management, function management, digital media sales, and other services. It also operates advertising designing, big data processing, system integration, and other businesses.
Guangdong Insight Brand Marketing Group Co., Ltd.	300781 CH	Guangdong Insight Brand Marketing Group Co., Ltd. offers advertising and brand marketing services. It provides brand strategy planning, marketing communication content planning, integrated marketing communication execution, and other services.

Adopted Price Multiple

To derive the investment value of Shanghai Huiliu, we have conducted the valuation based on Price to Earnings ("**P/E**") multiple in assessing the value of Shanghai Huiliu in the valuation.

P/E multiple is one of the most commonly used valuation multiple in the market. It is intuitive which directly relates the price of a share to the proportion of the company's profits that belong to the owner of that share. P/E multiple is considered to be the most appropriate to be adopted.

The P/E multiple is calculated by the market capitalization of the Comparable Companies divided by the latest trailing twelve-month earnings ("**TTM Earnings**").

The adopted P/E multiples of the Comparable Companies are as follows:

Company Name	**Ticker**	**P/E multiples**
Inly Media Co., Ltd.	603598 CH	N/A Note 1
Joy Spreader Group Inc	6988 HK	N/A Note 1
Three'S Co Media Group Co Ltd	605168 CH	19.49
Bright Future Technology Holdings Limited	1351 HK	N/A Note 1
Simei Media Co Ltd	002712 CH	N/A Note 1
Doumob	1917 HK	N/A Note 1
Inmyshow Digital Technology (Group) Co., Ltd.	600556 CH	44.35
Bluefocus Intelligent Communications Group Co.,Ltd.	300058 CH	N/A Note 1
Guangdong Insight Brand Marketing Group Co., Ltd.	300781 CH	39.22
	Average	34.35

Note 1: P/E multiple is not available as its TTM Earnings is negative as at the Date of Valuation.

Discount for Lack of Marketability ("DLOM")

The concept of marketability deals with the liquidity of an ownership interest, that is, how quickly and easily it can be converted into cash if the owner chooses to sell. Compared to similar interest in public companies, ownership interest in privately held company is not readily marketable. Therefore, the value of a share in a privately held company is usually less than that in a publicly held company. The lack of marketability is a downward adjustment to the value of an investment to reflect its reduced level of marketability.

Control Premium

The controlling interest in a company can be a distinct advantage on the making decisions in terms of business operations, business development, etc. For instance, with the authority that accompanies control the controlling shareholder can control the company's net cash flow and any discretionary expense items that the company makes on behalf of shareholders. Hence, the value of the controlling interest in a company is usually higher than the minority interest, which is generally held at the great risk of being subject to the judgment, ethics and management skills of the controlling shareholders.

Major Assumptions

In conducting our valuation work, certain major assumptions are adopted in order to sufficiently support our opinion of value. In addition, our valuation analyses are also subject to specific representations and certain principal assumptions that management of Shanghai Huiliu considers necessary and appropriate for adoption in our valuation analyses are stated as follows:

- The information provided and the representations made by the Management with regard to Shanghai Huiliu's financial and business affairs are accurate and reliable;

- Shanghai Huiliu will continue to operate as a going concern and has sufficient liquidity and maximize the efficiency of the operation of Shanghai Huiliu;

- Shanghai Huiliu has obtained all necessary permits, business certificates, licenses and legal approvals to operate the business and all relevant permits, business certificates, licenses and legal approvals to operate the business in the localities in which Shanghai Huiliu operates or intends to operate would be officially obtained and renewable upon expiry with de minimis expenses;

- There will be sufficient supply of technical staff in the industry in which Shanghai Huiliu operates or intends to operate, and Shanghai Huiliu will retain competent management, key personnel and technical staff to support their ongoing operations and developments;

- There will be no major changes in the current taxation laws in the localities in which Shanghai Huiliu operates or intends to operate and that the rates of tax payable shall remain unchanged and that all applicable laws and regulations will be complied with;

- There will be no major changes in the political, legal, economic or market conditions in the localities in which Shanghai Huiliu operates or intends to operate, which would adversely affect the revenues attributable to and profitability of Shanghai Huiliu;

- There will be no material changes in the relevant interest rates and exchange rates that would impact Shanghai Huiliu's business; and

- There are no undisclosed actual or contingent assets or liabilities, no unusual obligations or substantial commitments, other than in the ordinary course of business and as reflected in the financials, nor any litigation pending or threatened, which would have a material impact on the value of Shanghai Huiliu as at the Date of Valuation.

In case actual events do not accord with one or more of the above assumptions, the resulting value of Shanghai Huiliu may vary substantially from the figure as set out in this report.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY DUE TO THE ACQUISITION

As of the date of this announcement, the Company has 1,812,055,508 Shares in issue.

The shareholding structure of the Company (i) as of the date of this announcement; and (ii) immediately upon the Completion, assuming that no further Shares will be allotted and issued after the date of this announcement and prior to the Completion is as follows:

Shareholder	**Shareholding as of the date of this announcement**		**Shareholding immediately upon the Completion and allotment and issue of the Consideration Shares**	
	No. of Shares	*%*	*No. of Shares*	*%*
Substantial Shareholders				
Greatssjy Co., Ltd. (1)	327,553,334	18.08	327,553,334	17.18
Noble Trade International (2)	277,047,032	15.29	277,047,032	14.53
Yuan Yang (3)	92,160,860	5.09	92,160,860	4.83
Directors				
Sun Yue	3,965,678	0.22	3,965,678	0.21
Zhuang Liangbao (4)	11,460,928	0.63	11,460,928	0.60
Vendors				
Vendor 1	—	—	13,676,776	0.72
Vendor 2	—	—	34,636,712	1.82
Vendor 3	—	—	277,983	0.01
Vendor 4	—	—	845,069	0.04
Vendor 5	—	—	889,546	0.05
Vendor 6	—	—	8,859,882	0.46
Vendor 7	—	—	8,931,046	0.47
Vendor 8	—	—	2,335,059	0.12
Vendor 9	—	—	2,668,639	0.14
Vendor 10	—	—	2,045,957	0.11
Vendor 11	—	—	1,111,933	0.06
Mr. Yang	—	—	17,790,928	0.93
Subtotal			*94,069,530*	*4.94*
Other Public Shareholders	1,099,867,676	60.70	1,099,867,676	57.70
Total	1,812,055,508	100	1,906,125,038	100

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 is wholly owned by Mr. Yuan Li through Greatssjy Co., Ltd..

3. 53,485,860 Shares were held by Shengshangmingyue Co., Ltd. as beneficial owner. Shengshangmingyue Co., Ltd. was owned at to 80% by Mr. Yuan Yang. 38,675,000 Shares were held by Energystone Co., Ltd. as beneficial owner. Energystone Co., Ltd. was wholly-owned by Mr. Yuan Yang.

4. 11,460,928 shares were held by Zhuanglb Co., Ltd. as beneficial owner. Zhuanglb Co., Ltd. was 100% wholly-owned by Mr. Zhuang Liangbao.

INFORMATION OF THE VENDORS

Vendor 1

PH YXS Limited, a limited company incorporated under the laws of the BVI, is an investment holding company. Vendor 1 is wholly owned by Mr. You Xiansen (尤獻森).

Vendor 2

PH MC Limited, a limited company incorporated under the laws of the BVI, is an investment holding company. Vendor 2 is wholly owned by Mr. Ma Cheng (馬成).

Vendor 3

PH LB Limited, a limited company incorporated under the laws of the BVI, is an investment holding company. Vendor 3 is wholly owned by Mr. Liu Bo (劉博).

Vendor 4

PH WY Limited, a limited company incorporated under the laws of the BVI, is an investment holding company. Vendor 4 is wholly owned by Mr. Wang Yang (王洋).

Vendor 5

PH YN Limited, a limited company incorporated under the laws of the BVI, is an investment holding company. Vendor 5 is wholly owned by Mr. Yao Ning (姚寧).

Vendor 6

Wulirainy Limited, a limited company incorporated under the laws of the BVI, is an investment holding company. Vendor 6 is wholly owned by Mr. Liu Rui (劉睿).

Vendor 7

Plus Force Enterprise Ltd., a limited company incorporated under the laws of the BVI, is an investment holding company. Vendor 7 is wholly owned by Mr. Yong Ming WU.

Vendor 8 & Vendor 9

Vendor 8 is HK LongYang Co., Limited (香港龍羊有限公司) and Vendor 9 is HK Pujiang Co., Limited (香港浦江有限公司), each of which is a company incorporated in Hong Kong with limited liability and is 51% owned by Mr. Zheng Fujiang (鄭甫江) and 49% owned by Mr. Luo Xiaochun (羅曉春).

Vendor 10

XinYuZhe Limited (新語者有限公司), a limited company incorporated under the laws of Hong Kong, is an investment holding company. Vendor 10 is wholly owned by Beijing Xinyuzhe Enterprises Service Company Limited* (北京新語者企業服務有限公司), a company owned as to 70% by Shanghai Xinyuzhe Enterprises Service Company Limited* (上海新語者企業服務有限公司) and 30% by Mr. Chen Yiping (陳一平). Shanghai Xinyuzhe Enterprises Service Company Limited* (上海新語者企業服務有限公司) is owned as to 94% by Mr. Chen Yiping (陳一平).

Vendor 11

Beauty Creation Era Ltd, .a limited company incorporated under the laws of the BVI, is an investment holding company. Vendor 11 is wholly owned by Beijing Panheng Investment Management Co., Ltd. (北京磐恒投資管理有限公司), which is wholly owned by Ms. Liu Jing (劉婧).

Mr. Yang and the Guarantor

As confirmed by each of Mr. Yang and the Guarantor, he is the ultimate beneficial owner of his shareholding in the Target Company and he is not holding his shareholding in the Target Company on behalf of any person or entity.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the date of this announcement, each of the Vendors, its ultimate beneficial owners and its director(s) and the Guarantor is an Independent Third Party.

INFORMATION OF THE TARGET GROUP

The Target Company is principally engaged in investment holding. The Target Group is (i) data analytics and livestream e-commerce where the Target Company provides data-driven analytics and livestream e-commerce enablement services. This includes the deployment of proprietary AI algorithms for user behaviour analysis, automated script generation for short-form videos and livestreaming, and an algorithmic engine that matches products, content, and audiences within interest-based e-commerce ecosystems. The Target Group's technology architecture is built around a multi-dimensional AI Agent system, integrating both domestic and international large-scale language models. Services include AI-powered IP persona creation for influencers and brand representatives, consumer behaviour analytics, personalized content recommendation engines, and precision marketing AI toolkits; and (ii) external seller operations management, where the Target Group provides operational management services based on its data processing capabilities and AI tools, focusing on optimizing their e-commerce presence and livestreaming effectiveness but it does not participate in direct sales.

The Target Group's main services and products include: (i) AI Agent System, which is used for multi-role IP labeling, content generation, and real-time optimization in livestream sessions; (ii) personalized content generation platform which generates dynamic short video scripts for platforms such as Douyin, Kuaishou, and Xiaohongshu; (iii) livestream strategy engine, which provides scripting frameworks, creative engagement ideas, and real-time audience sentiment analysis for livestream sessions; and (iii) consumer behavior analytics system, which refines user profiling and enhances marketing precision. Its customers mainly include product owners and livestream hosts/MCN institutions.

Immediately upon the Completion, the Target Company will become a wholly-owned subsidiary of the Company and the results of the Target Group will be consolidated into the Group's results.

The business nature and major assets (immediately upon entering into the Acquisition Agreement) of the Target Group include, among other things, the following:

Member of the Target Group	Business nature
Target Company	Investment holding
Shanghai Huiliu (together with its branch office)	AI technology company with AI-driven enablement services for the interest-based e-commerce sector as core business

Pursuant to Rules 14.58(6) and 14.58(7) of the Listing Rules, an extract of the audited consolidated financial information of the Target Group prepared in accordance with the Hong Kong Financial Reporting Standards ("**HKFRS**") for the two years ended 31 December 2024 is set out as follows:

	For the year ended 31 December 2024 *(audited)* *(RMB'000)*	**For the year ended 31 December 2023** *(audited)* *(RMB'000)*
Revenue	24,501.1	5,965.7
Net profit before taxation	464.7	3062.5
Net profit after taxation	439.1	2,717.9

The audited net asset value of the Target Group as of 30 June 2025 was approximately RMB92,096,000.

INFORMATION OF THE GROUP

The Group is principally engaged in (i) the retail of household appliance, mobile phones, computers, imported and general merchandise and provision of maintenance and installation services for household appliance; (ii) the liquor business; and (iii) education-related training services in the PRC.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group has been actively considering and exploring various opportunities for investment projects and to broaden the scope of investment according to the market conditions with an aim to enhance Shareholders' value. Following the completion of the Acquisition, the Company intends to pursue a comprehensive plan to integrate the Target Company's AI capabilities into its existing business operations, particularly in the baijiu and education-related training service segments. By deploying AI-based recommendation systems in online distribution channels, the Company aims to boost private domain engagement and repurchase rates. AI-enabled behavioral analysis will help identify and retain high-value customers, while providing personalized product recommendations for online shoppers. AI-powered behavioral analytics will be introduced to enhance the Company's education-related training offerings, enabling real-time customization and recommendation of course modules. Such personalization seeks to increase enrollment, improve user engagement, and support effective learning outcomes.

By issuing Consideration Shares to the Target Company's shareholders which includes the management of the Target Group, it ensures that these key personnel are directly invested in the long-term success and integration of the enlarged group. This approach is particularly important given the technical expertise of the Target Company's team, including individuals with backgrounds in leading AI enterprises. The share-based settlement structure is designed to foster ongoing commitment to technology upgrades and business integration, while also mitigating the risk that these critical technical personnel might "cash out" and depart following the acquisition. In this way, the Company secures the stability and continuity of the core team, which is essential for the sustained development and competitive positioning of the Group.

From a financial management perspective, settling the acquisition consideration in cash, estimated at the Consideration, would significantly deplete the Company's cash reserves and restrict the working capital available for its existing business operations. By opting for a share-based settlement, the Company preserves its liquidity, enabling it to continue investing in the expansion of its liquor distribution channels and the development of its education OMO platform, including initiatives such as "Shengyouhui" offline activities. This prudent allocation of resources supports the Company's broader growth strategy and ensures that sufficient capital remains available to fund ongoing and future business opportunities. Furthermore, the issue of Consideration Shares help broaden shareholder base. Overall, the share-based consideration aligns the interests of key management, preserves financial flexibility, and ensures compliance with applicable regulations, thereby supporting the Company's long-term strategic objectives.

Having considered the above reasons, the Directors consider the Acquisition and the settlement of the consideration by issuing Consideration Shares are in line with the overall business strategy of the Group. The Group shall continue to look for business opportunities and collaborations with the Target Group so as to further strengthen the existing businesses of the Group. The Directors consider that the terms of the Acquisition Agreement are fair and reasonable, on normal commercial terms and are in the interest of the Company and the Shareholders.

APPLICATION FOR LISTING

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

IMPLICATIONS OF THE ACQUISITION UNDER THE LISTING RULES

As one or more of the applicable percentage ratios in respect of the Acquisition in accordance with the Listing Rules is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is therefore subject to the notification and announcement requirements, but exempt from the circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

"Acquisition"	the proposed acquisition of the entire issued share capital of the Target Company pursuant to the terms and conditions under the Acquisition Agreement;
"Acquisition Agreement"	the conditional sale and purchase agreement dated 7 September 2025 entered into among the Company and the Vendors in relation to the Acquisition;
"Board"	the board of Directors;
"Company"	China Qidian Guofeng Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 5 February 2008, the Shares of which are listed on the main board of the Stock Exchange (stock code: 1280), being the purchaser under the Acquisition Agreement;
"Completion"	completion of the Acquisition;
"Completion Date"	the date falling on the fifth business day after the last condition precedent having been fulfilled (or, if applicable, waived);
"Consideration Share(s)"	an aggregate of 94,069,530 new Shares to be allotted and issued by the Company to the Vendors (or its nominee in accordance with the Acquisition Agreement) at the Issue Price for full settlement of the consideration for the Acquisition;

"Director(s)"	the director(s) of the Company;
"Guarantor"	Mr. Ma Cheng (馬成);
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Issue Price"	HK$4.89 per Consideration Share;
"Independent Third Party(ies)"	third party(ies) who is, to the best knowledge of the Directors having made due and reasonable enquiries, not a connected person of the Company (having the meaning ascribed to it under the Listing Rules);
"Last Trading Date"	5 September 2025;
"Listing Committee"	the Listing Committee of the Stock Exchange;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time;
"Long-stop Date"	31 December 2025, being the last date for the satisfaction of all the conditions precedent in respect of the Acquisition Agreement unless the Company and the Vendors otherwise agree;
"Mr. Yang"	Mr. Yang Liuyunhu, who is an Australian citizen;
"PRC"	the People's Republic of China which for the purpose of this announcement does not include Taiwan, Macau Special Administrative Region of the PRC and Hong Kong;
"RMB"	Renminbi, the lawful currency of the PRC;
"Sale Share(s)"	the entire issued share capital of the Target Company as of the date of the Acquisition Agreement;

"Shanghai Huiliu"	Shanghai Huiliuu Network Technology Co., Ltd.* (上海繪流網絡科技有限公司), a company with limited liability established in the PRC and a wholly owned subsidiary of the Target Company;
"Share(s)"	ordinary shares of the Company with a nominal value of US$0.02 each;
"Shareholder(s)"	holder(s) of the Shares;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"subsidiary(s)"	has the meaning ascribed to it under the Listing Rules;
"Target Company"	HongKong HuiLiu Limited (香港繪流有限公司), a limited liability company incorporated under the laws of Hong Kong, being the holding company of the Target Group;
"Target Group"	the Target Company and its subsidiaries;
"Vendor 1"	PH YXS Limited, a company incorporated in the BVI with limited liability, which is wholly owned by Mr. You Xiansen (尤獻森);
"Vendor 2"	PH MC Limited, a company incorporated in the BVI with limited liability, which is wholly owned by Mr. Ma Cheng (馬成);
"Vendor 3"	PH LB Limited, a company incorporated in the BVI with limited liability, which is wholly owned by Mr. Liu Bo (劉博);
"Vendor 4"	PH WY Limited, a company incorporated in the BVI with limited liability, which is wholly owned by Mr. Wang Yang (王洋);
"Vendor 5"	PH YN Limited, a company incorporated in the BVI with limited liability, which is wholly owned by Mr. Yao Ning (姚寧);
"Vendor 6"	Wulirainy Limited, a company incorporated in the BVI with limited liability, which is wholly owned by Mr. Liu Rui (劉睿);
"Vendor 7"	Plus Force Enterprise Ltd., a company incorporated in the BVI with limited liability, which is wholly owned by Mr. Yong Ming WU;

"Vendor 8"	HK LongYang Company Limited (香港龍羊有限公司), a company incorporated in Hong Kong with limited liability, which is 51% owned by Mr. Zheng Fujiang (鄭甫江) and 49% owned by Mr. Luo Xiaochun (羅曉春);
"Vendor 9"	HK Pujiang Company Limited (香港浦江有限公司), a company incorporated in Hong Kong with limited liability, which is 51% owned by Mr. Zheng Fujiang (鄭甫江) and 49% owned by Mr. Luo Xiaochun (羅曉春);
"Vendor 10"	XinYuZhe Limited (新語者有限公司), a company incorporated in Hong Kong with limited liability, which is ultimately controlled by Mr. Chen Yiping (陳一平);
"Vendor 11"	Beauty Creation Era Ltd, a company incorporated in the BVI with limited liability, which is wholly owned by Beijing Panheng Investment Management Co., Ltd. (北京磐恒投資管理有限公司), which is wholly owned by Ms. Liu Jing (劉婧);
"Vendor(s)"	Vendor 1, Vendor 2, Vendor 3, Vendor 4, Vendor 5, Vendor 6, Vendor 7, Vendor 8, Vendor 9, Vendor 10, Vendor 11, and Mr. Yang, being the vendors under the Acquisition Agreement;
"%"	per cent.

** The English names of the PRC entities mentioned in this announcement are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.*

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

Shenzhen, PRC, 7 September 2025

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. Chen Rui and Ms. Tang Chung Kwan Brenda.