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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Qidian International Co., Ltd.**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**奇点国际有限公司**

**Qidian International Co., Ltd.**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1280)**

**PROPOSED RE-ELECTION OF DIRECTORS;  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES;  
PROPOSED AMENDMENTS TO THE CURRENT  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND THE ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of the Company to be held at 9:30 a.m. on Thursday, 19 May 2022 at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC is set out on pages 26 to 30 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.hyjd.com](http://www.hyjd.com)).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

21 April 2022

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*Note: In the event of any discrepancy between the English and Chinese versions of this circular, the English version shall prevail.*

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## DEFINITIONS

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

“2021 Audited Accounts and Reports”	the audited accounts and reports of the Company for the year ended 31 December 2021;
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 9:30 a.m. on Thursday, 19 May 2022 at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC, to consider and, if appropriate, to approve the resolutions contained in the Notice of the Annual General Meeting which is set out on pages 26 to 30 of this circular, or any adjournment thereof;
“Articles of Association”	the amended and restated articles of association of the Company adopted by special resolution passed on 31 May 2017 to take effect on 1 June 2017;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan;
“Company”	Qidian International Co., Ltd., a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1280);
“Current Memorandum and Articles of Association”	Memorandum of Association and Articles of Association of the Company;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	13 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

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## DEFINITIONS

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“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of the Company adopted by special resolution passed on 31 May 2017 to take effect on 1 June 2017;
“Nomination Committee”	the nomination committee of the Company;
“Notice of the Annual General Meeting”	the notice convening the Annual General Meeting;
“Proposed Amendments”	the proposed amendments to the Current Memorandum and Articles of Association set out in Appendix III of this circular;
“Remuneration Committee”	the remuneration committee of the Company;
“RMB”	Renminbi, the lawful currency of the PRC;
“Second Amended and Restated Memorandum and Articles of Association”	the second amended and restated memorandum of association and articles of association of the Company incorporating and consolidating all the Proposed Amendments;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of US\$0.02 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the Notice of the Annual General Meeting as set out on pages 26 to 30 of this circular;
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the Notice of the Annual General Meeting as set out on pages 26 to 30 of this circular;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

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## DEFINITIONS

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“substantial Shareholder”	has the meaning ascribed thereto under the Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time;
“US\$”	United States dollars, the lawful currency of the United States;
“%”	Percent.

*The English names of the PRC entities mentioned in this circular marked “\*” are translations from their Chinese names and are for identification purposes only. If there is any consistency, the Chinese name shall prevail.*

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LETTER FROM THE BOARD

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**奇点国际有限公司**  
**Qidian International Co., Ltd.**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 1280)**

*Executive Directors:*

Mr. Yuan Li (*Chairman*)  
Mr. Xu Xinying (*Vice-Chairman*)  
Ms. Liu Simei (*Chief Executive Officer*)

*Non-executive Director:*

Ms. Xu Honghong

*Independent Non-executive Directors:*

Mr. Zhao Jinyong  
Mr. Chen Rui  
Mr. Fung Tak Choi

*Registered Office:*

Floor 4, Willow House  
Cricket Square, P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

*Principal Place of Business in the PRC:*

6/F, Tower 2, Guotai Building  
No. 440 Wenchang Xi Road  
Yangzhou City  
Jiangzhou province  
PRC

*Principal Place of Business in Hong Kong:*

Level 54, Hopewell Centre  
183 Queen's Road East, Hong Kong

21 April 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS;  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES;  
PROPOSED AMENDMENTS TO THE CURRENT  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND THE ADOPTION OF THE SECOND AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for, inter alia, (i) the re-election of

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## LETTER FROM THE BOARD

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Directors; (ii) the granting to the Directors of the Share Repurchase Mandate and the Share Issue Mandate to repurchase Shares and to issue Shares respectively and the extension of the Share Issue Mandate; and (iii) the proposed amendments to the Current Memorandum and Articles of Association and the adoption of the Second Amended and Restated Memorandum and Articles of Association.

### **2. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article 16.18 of the Articles of Association, Mr. Yuan Li, Ms. Xu Honghong and Mr. Zhao Jinyong shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Zhao Jinyong, an independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company considers Mr. Zhao Jinyong is still independent in accordance with the independence guidelines as set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy, the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who are due to retire at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND THE EXTENSION OF THE SHARE ISSUE MANDATE**

At the annual general meeting of the Company held on 31 May 2021, general mandates were granted to the Directors to repurchase and issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolutions contained in item 5 of the Notice of the Annual General Meeting as set out on pages 26 to 30 of this circular;
- (b) the granting of the Share Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolutions contained in item 6 of the Notice of the Annual General Meeting as set out on pages 26 to 30 of this circular; and

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## LETTER FROM THE BOARD

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- (c) the extension of the Share Issue Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate by passing of the proposed ordinary resolution contained in item 7 of the Notice of the Annual General Meeting as set out on pages 26 to 30 of this circular.

With reference to the Share Repurchase Mandate and the Share Issue Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

#### **4. PROPOSED AMENDMENTS TO THE CURRENT MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

In view of the changes to Appendix 3 of the Listing Rules regarding the core shareholder protection standards (the “**Core Shareholder Protection Standards**”) which became effective on 1 January 2022, the Board proposes to (i) make certain amendments to the Current Memorandum and Articles of Association and (ii) adopt the Second Amended and Restated Memorandum and Articles of Association incorporating and consolidating all the Proposed Amendments, to conform to the Core Shareholder Protection Standards.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and do not violate the laws of the Cayman Islands. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments as well as the adoption of the Second Amended and Restated Memorandum and Articles of Association are subject to the Shareholders’ approval by way of a special resolution at the Annual General Meeting.

#### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The Notice of the Annual General Meeting is set out on pages 26 to 30 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.



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## LETTER FROM THE BOARD

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A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.hyjd.com](http://www.hyjd.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

The register of members of the Company will be closed from Monday, 16 May 2022 to Thursday, 19 May 2022, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant Share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 13 May 2022.

### 6. RECOMMENDATION

The Directors consider that (i) the proposed re-election of Directors, (ii) the proposed granting of the Share Repurchase Mandate and Share Issue Mandate and the extension of the Share Issue Mandate and (iii) the proposed amendments to the Current Memorandum and Articles of Association and the adoption of the Second Amended and Restated Memorandum and Articles of Association, are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Your attention is also drawn to the additional information set out Appendix I, Appendix II and Appendix III to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Qidian International Co., Ltd.**  
**Yuan Li**  
*Chairman*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting:

- (1) **Mr. Yuan Li**, aged 40, was appointed to the Board on 26 August 2017 as an executive Director, and was appointed as the Chairman of the Board and the member of the Remuneration Committee on 29 December 2017. Mr. Yuan is studying for an EMBA at the Cheung Kong Graduate School of Business, and studied at institutions such as National School of Development at Peking University, Tsinghua PBC School of Finance and ICC-Yale. He has many years of experience in real estate, Internet, education, finance, creative economics such as new retail, and management. Mr. Yuan has been the chairman of the board of directors of Beijing Qi Dian New Technology Group Co., Ltd\* (北京奇點新科技集團有限公司) and Beijing Shengshang Venture Technology Co., Ltd. (北京聖商創業科技有限公司) since November 2015 and September 2016 respectively. Mr. Yuan is currently a director of Noble Trade International Holdings Limited\* (聖行國際集團有限公司) which holds approximately 29.64% of the total issued share capital of the Company. Mr. Yuan currently serves as the executive director of the China Chamber of International Commerce and a special member of the Beijing Liaison Committee of the China National Democratic Construction Association.

Mr. Yuan has entered into a service contract with the Company that he was appointed as an executive Director, for a term of three years commencing on 26 August 2020 and the appointment can be terminated by either party, pursuant to which giving not less than three months' prior notice in writing to the other. As a Director, Mr. Yuan is subject to retirement by rotation and his office can be vacated in accordance with the Articles of Association. Mr. Yuan, in his capacity as an executive Director, does not receive any director's fee or remuneration.

As at the Latest Practicable Date, save as disclosed above, Mr. Yuan confirmed that:

1. he does not hold any other position with the Company or other members of the Group;
2. he is deemed to be interested in 65,001,624 Shares representing approximately 29.64% of the total issued share capital of the Company. The 65,001,624 Shares are held by Noble Trade International Holdings Limited\* (聖行國際集團有限公司), a company wholly-owned by Mogen Ltd. Mogen Ltd. is 100% wholly-owned by Chongqing Saint Information Technology Co., Ltd.\* (重慶聖商信息科技有限公司), of which Mr. Yuan in turn holds 40.44% of the total number of shares in issue;
3. he does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders; and
4. he has not held any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, there are no other matters concerning Mr. Yuan which are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

- (2) **Ms. Xu Honghong**, aged 36, was appointed as the non-executive Director since 8 March 2019. She has eight years of experience in the court from 2010 to 2018 and has accumulated extensive experience in handling business disputes and corporate governance. Since May 2018, Ms. Xu has joined Tianjin Bohai Commodity Exchange Corporation\* (“**Tianjin Bohai**”) (天津渤海商品交易所股份有限公司) as its director of legal affairs and supervision department and investment and asset management department. Tianjin Bohai is a substantial shareholder of the Company, which is interested in approximately 7.17% of the issued share capital of the Company. Ms. Xu obtained her Bachelor of Laws degree from Shandong University of Finance and Economics\* (山東財經大學) in 2007 and her Master of Laws in economics degree from Shandong University\* (山東大學) in 2010. Ms. Xu obtained the Legal Professional Qualification Certificate issued by the Ministry of Justice of the PRC in February 2009.

Ms. Xu has entered into a service contract with the Company on 8 March 2022 pursuant to which Ms. Xu was re-appointed as a non-executive Director for a term of three years and the appointment can be terminated by either party by giving not less than three months’ prior notice in writing to the other. As a Director, Ms. Xu is subject to retirement by rotation and her office can be vacated in accordance with the Articles of Association. Ms. Xu, in her capacity as a non-executive Director of the Company, does not receive any director’s fee or remuneration.

As at the Latest Practicable Date, save as disclosed above, Ms. Xu confirmed that:

1. she does not hold any other position with the Company or other members of the Group;
2. she does not have any interest in the Company or its associated corporation(s) within the meaning of Part XV of the SFO;
3. she does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders; and
4. she has not held any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, there is no other information relating to Ms. Xu which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

- (3) **Mr. Zhao Jinyong**, aged 50, was appointed as the independent non-executive Director, the member of the Audit Committee and the Nomination Committee, and the chairman of the Remuneration Committee on 29 December 2017. He was appointed as the chairman of the Audit Committee on 30 January 2019. Mr. Zhao has extensive experience in providing audit and consultancy services. Mr. Zhao obtained a bachelor's degree in accountancy from Beijing Jiaotong University in 1995. After obtaining his bachelor's degree in accountancy, Mr. Zhao taught at Beijing Jiaotong University until 1999. He was a senior auditor at Arthur Andersen and PricewaterhouseCoopers from 1999 to 2002, a consulting manager at BearingPoint Inc. from 2003 to 2007, and a consulting director at the Global Business Services Department of IBM from 2007 to 2011. From 2011 onwards, Mr. Zhao has been the head of the consulting services department of Kingdee Software, the dean of Post-EMBA Program at Peking University of the PRC and the executive secretary of the Business Promotion Association of Peking University of the PRC. He is currently the chief executive officer of Beijing HopePe Investment Management Co., Ltd.\* (北京厚誼投資管理有限公司).

Mr. Zhao has entered into a letter of appointment with the Company for a term of three years commencing on 29 December 2020 and is subject to retirement by rotation in accordance with the Articles of Association. Under the letter of appointment, either party may terminate the agreement by giving not less than three months' prior written notice to the other. The annual director's fee for Mr. Zhao is HK\$100,000 which is determined by the Board with reference to his experience, qualifications, duties and responsibilities involved in the Company, the performance of the Company and the prevailing market conditions.

As at Latest Practicable Date, save as disclosed above, Mr. Zhao confirmed that:

1. he does not hold any other position with the Company or other member of the Group;
2. he does not have any interest in the Company or its associated corporation(s) within the meaning of Part XV of the SFO;
3. he does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders; and
4. he has not held any other directorship in any listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, there is no other information relating to Mr. Zhao which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 219,279,744 Shares.

Subject to the passing of the ordinary resolutions set out in item 5 of the Notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the Annual General Meeting, the Directors would be authorised under the Share Repurchase Mandate to repurchase, a total of 21,927,974 Shares (based on the issued share capital of the Company as at the Latest Practicable Date, subject to further change if any), representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws to be held; or (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

**4. IMPACT OF REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange for the period from 1 April 2021 up to the Latest Practicable Date:

Month	Price Per Share (After Share Consolidation)	
	Highest	Lowest
	HK\$	HK\$
April 2021	1.200	0.970
May 2021	1.360	0.910
June 2021	1.100	0.830
July 2021	3.510	0.910
August 2021	1.250	0.990
September 2021	1.550	0.970
October 2021	1.230	0.990
November 2021	1.210	0.80
December 2021	0.980	0.530
January 2022	0.800	0.510
February 2022	0.740	0.495
March 2022	0.680	0.450
April 2022 ( <i>up to the Latest Practicable Date</i> )	0.650	0.630

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## **7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Noble Trade International Holdings Limited\* (聖行國際集團有限公司) beneficially held 65,001,624 Shares representing approximately 29.64% of the issued share capital of the Company. Noble Trade International Holdings Limited\* (聖行國際集團有限公司) is 100% wholly-owned by Mogen Ltd. ("Mogen"). Mogen is 100% wholly-owned by Chongqing Saint Information Technology Co., Ltd.\* (重慶聖商信息科技有限公司) which is owned by Mr. Yuan Li, an executive Director as to 40.44%.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate, then, (if the present shareholdings otherwise remain the same) the interests of Noble Trade International Holdings Limited\* (聖行國際集團有限公司) in the Company would be increased to approximately 32.94% of the issued share capital of the Company. Such increase would give rise to an obligation of Noble Trade International Holdings Limited\* (聖行國際集團有限公司) to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would result in obligations under the Takeovers Code. The Directors also do not propose or intend to repurchase Shares which could result in the amount of Shares held by the public being reduced to less than 25%.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Share Repurchase Mandate.

## **8. REPURCHASE OF SHARES MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

*Details of the Proposed Amendments are as follows:*

Article	Original	Amendments	Relevant paragraphs of Appendix 3 of the Listing Rules
3.4	<p>If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the <u>Law</u>, be varied or abrogated with the consent in writing of <u>the holders of not less than three-fourths in nominal value of the issued shares</u> of that class or with the sanction of a <u>special resolution</u> passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.</p>	<p>If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the <u>Act</u>, be varied or abrogated with the consent in writing of not less than three-fourths of the <u>voting rights of the holders</u> of that class or with the sanction of a <u>supermajority resolution</u> passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.</p>	15



Article	Original	Amendments	Relevant paragraphs of Appendix 3 of the Listing Rules
12.1	<p><u>An annual general meeting of the Company shall be held in each year other than the year of the Company's adoption of these Articles (within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles, unless a longer period would not infringe the Listing Rules, if any) at such time and place as may be determined by the Board.</u></p>	<p><u>Other than the year of the Company's adoption of these Articles, in each financial year during the Relevant Period the Company shall hold a general meeting as its annual general meeting within six months after the end of each financial year in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it.</u></p> <p><u>The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</u></p>	14(1)

Article	Original	Amendments	Relevant paragraphs of Appendix 3 of the Listing Rules
12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than</p>	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company, <b><u>on a one vote per share basis in the share capital of the Company, and the foregoing Shareholders shall be able to add resolutions to the meeting agenda.</u></b> General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of</p>	14(5)

<b>Article</b>	<b>Original</b>	<b>Amendments</b>	<b>Relevant paragraphs of Appendix 3 of the Listing Rules</b>
	one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.	deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.	

Article	Original	Amendments	Relevant paragraphs of Appendix 3 of the Listing Rules
12.4	<p>An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 13.1) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>	<p>An annual general meeting and any extraordinary general meeting called for the passing of a special resolution <b><u>or a supermajority resolution</u></b> shall be called by not less than 21 days' notice in writing and any other extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 13.1) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution <b><u>or a supermajority resolution</u></b> shall specify the intention to propose the resolution as a special resolution <b><u>or a supermajority resolution</u></b>. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>	14(2)

Article	Original	Amendments	Relevant paragraphs of Appendix 3 of the Listing Rules
13.12	A resolution in writing (in one or more counterparts), <b><u>including a special resolution</u></b> , signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was <b><u>signed by the last member to sign.</u></b>	A resolution in writing (in one or more counterparts), <b><u>including a special resolution or supermajority resolution</u></b> , signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was <b><u>signed by the last member to sign. A special resolution or a supermajority resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles.</u></b>	16
14.2	(no such provision)	<b><u>Members must have the right to: (a) speak at general meetings of the Company; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></b>	14(3)

Article	Original	Amendments	Relevant paragraphs of Appendix 3 of the Listing Rules
14.8	<p>Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).</p>	<p>Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company, <b><u>and that every member being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorised officer.</u></b> A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).</p>	18

Article	Original	Amendments	Relevant paragraphs of Appendix 3 of the Listing Rules
14.15	<p>If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, notwithstanding any contrary provision contained in these Articles.</p>	<p>If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company <b><u>(including but not limited to any general meeting and creditors meeting)</u></b> provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, <b><u>including the right to speak and vote,</u></b> notwithstanding any contrary provision contained in these Articles.</p>	19

Article	Original	Amendments	Relevant paragraphs of Appendix 3 of the Listing Rules
16.2	<p>The Board shall have power from time to time and at any time to appoint any person as a <b>Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.</b></p>	<p>The Board shall have power from time to time and at any time to appoint any person as a <b>Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</b></p>	4(2)



Article	Original	Amendments	Relevant paragraphs of Appendix 3 of the Listing Rules
16.6	<p>The <u>Company</u> may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provisions of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.</p>	<p>The <u>members of the</u> Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director, <u>but without prejudice to any claim for damages under any contract</u>) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provisions of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.</p>	4(3)

Article	Original	Amendments	Relevant paragraphs of Appendix 3 of the Listing Rules
29.2	<p><u>The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</u></p>	<p><u>At the annual general meeting or at a subsequent extraordinary general meeting in each year, the members of the Company shall by ordinary resolution appoint an Auditor to audit the accounts of the Company and such Auditor shall hold office until the next annual general meeting. Such Auditor may be a member but no director, officer or employee of the Company shall, during his continuance in office, be eligible to act as an Auditor. The Board may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor (if any) may act. The appointment, removal and remuneration of the Auditor must be approved by majority of the Company's members in the annual general meeting or by other body that is independent of the Board, except that in any particular year the Company in general meeting (or such body independent of the Board as aforementioned) may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</u></p>	17

Article	Original	Amendments	Relevant paragraphs of Appendix 3 of the Listing Rules
29.3	(no such provision)	<u>The members of the Company may, at any general meeting convened and held in accordance with these Articles, remove the Auditor by ordinary resolution at any time before the expiration of his term of office and shall, by ordinary resolution, at that meeting appoint another Auditor in his stead for the remainder of his term.</u>	17
32.1	(no such provision)	<u>Subject to the Companies Act, the Company may at any time and from time to time be wound up voluntarily by supermajority resolution. If the Company shall be wound up the liquidator shall apply the assets of the Company in such manner and order as he thinks fit in satisfaction of creditors' claims.</u>	21
35	Subject to the <u>Law</u> , the Company may at any time and from time to time by <u>special resolution</u> alter or amend its Memorandum of Association and Articles of Association in whole or in part.	Subject to the <u>Act</u> , the Company may at any time and from time to time by <u>supermajority resolution</u> alter or amend its Memorandum of Association and Articles of Association in whole or in part.	16

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## NOTICE OF THE ANNUAL GENERAL MEETING

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# 奇点国际有限公司

## Qidian International Co., Ltd.

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock code: 1280)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Qidian International Co., Ltd. (the “**Company**”) will be held 9:30 a.m. on Thursday, 19 May 2022 at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Company for the year ended 31 December 2021.
2. To re-elect directors of the Company:
  - a) To re-elect Mr. Yuan Li as an executive director of the Company;
  - b) To re-elect Ms. Xu Honghong as a non-executive director of the Company; and
  - c) To re-elect Mr. Zhao Jinyong as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company to fix the remuneration of directors of the Company.
4. To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

### ORDINARY RESOLUTIONS

5. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolutions:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

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## NOTICE OF THE ANNUAL GENERAL MEETING

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shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. “**THAT**, conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

### SPECIAL RESOLUTION

8. “**THAT**:

- (a) the proposed amendments to the existing amended and restated memorandum of association and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 21 April 2022, be and are hereby approved;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (b) the second amended and restated memorandum of association and articles of association of the Company (the “**Second Amended and Restated Memorandum and Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum of association and articles of association of the Company with immediate effect; and
- (c) any director of the Company or Company secretary be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By Order of the Board  
**Qidian International Co., Ltd.**  
**Yuan Li**  
*Chairman*

Yangzhou, the PRC, 21 April 2022

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Articles of Association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy (who must be an individual) to attend and vote instead of him/her. A proxy does not have to be a Shareholder of the Company. 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.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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4. The Register of Members of the Company will be closed from Monday, 16 May 2022 to Thursday, 19 May 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 13 May 2022.

*As at the date of this notice, the board of directors of the Company comprises three executive directors, namely Mr. Yuan Li, Mr. Xu Xinying and Ms. Liu Simei, one non-executive director, namely Ms. Xu Honghong, and three independent non-executive directors, namely Mr. Zhao Jinyong, Mr. Chen Rui and Mr. Fung Tak Choi.*