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



奇点国际有限公司

Q I D I A N I N T E R N A T I O N A L C O . , L T D .

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1280)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EGM**

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening an EGM to be held at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC on Friday, 8 December 2023 at 10:00 a.m. is set out on pages 6 to 7. A form of proxy for the EGM is enclosed.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you wish.

15 November 2023

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DEFINITIONS

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

“Board”	the board of Directors of the Company
“Company”	Qidian International Co., Ltd. (奇点国际有限公司), 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)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened on Friday, 8 December 2023, for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	10 November 2023, 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 of Hong Kong Limited
“PRC”	the People’s Republic of China which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Qidian International Co., Ltd.” to “China Qidian Guofeng Holdings Limited” and its dual foreign name in Chinese from “奇点国际有限公司” to “中国奇点国峰控股有限公司”
“Share(s)”	ordinary share(s) of the Company with a nominal value of US\$0.02 each
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America

LETTER FROM THE BOARD



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:

Yuan Li
Xu Xinying
Zhuang Liangbao

Non-Executive Directors:

Xu Honghong

Independent Non-Executive Directors:

Zhang Yihua
Chen Rui
Fung Tak Choi

Registered Office:

The offices of Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

15 November 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EGM**

INTRODUCTION

Reference is made to the announcement of the Company dated 20 October 2023 in relation to the Proposed Change of Company Name.

The purpose of this circular is to provide you with information in respect of the Proposed Change of Company Name and to give you the notice of the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Qidian International Co., Ltd.” to “China Qidian Guofeng Holdings Limited” and its dual foreign name in Chinese from “奇点国际有限公司” to “中国奇点国峰控股有限公司”.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM approving the Proposed Change of Company Name; and
- (ii) the approval being granted by the Registrar of Companies in the Cayman Islands for the Proposed Change of Company Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after passing of the special resolution at the EGM. Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the existing name and issues a certificate of incorporation on change of name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name is not expected to affect any rights of the existing Shareholders nor the Company’s daily business operation and its financial position. All the existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such Shares and will continue to be valid for trading, settlement, registration and delivery of such Shares. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new English name and dual foreign name in Chinese of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names for trading of the Shares on the Stock Exchange and the logo of the Company will also be changed after the Proposed Change of Company Name has become effective.

LETTER FROM THE BOARD

Reasons for the Proposed Change of Company Name

The Group is principally engaged in the retail of household appliances and liquor business in the PRC. The Board is of the view that the Proposed Change of Company Name will better reflect the current business and development of the liquor business of the Group. The Board considers that the proposed new English name and the dual foreign name in Chinese of the Company will provide the Group with a new corporate identity and image and enhance the Company's brand identity in the context of its future business development. Therefore, the Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EGM

As at the Latest Practicable Date, as no Shareholders had a material interest in the Proposed Change of Company Name, no Shareholders will be required to abstain from voting on the resolution to approve the Proposed Change of Company Name.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll save that the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution set out in the notice of EGM will be taken by way of poll.

A form of proxy for use at the EGM is enclosed with this circular. If you intend to appoint a proxy to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting at the EGM or any adjourned meeting if you so wish.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the results of the EGM, the effective date of the Proposed Change of Company Name and the new English stock short name and Chinese stock short name for trading in the securities of the Company on the Stock Exchange.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

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

NOTICE OF EGM



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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Qidian International Co., Ltd. (the “**Company**”) will be held at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC, on Friday, 8 December 2023 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution:

As Special Resolution:

“**THAT** Subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Qidian International Co., Ltd.” to “China Qidian Guofeng Holdings Limited” and the Chinese name “中国奇点国峰控股有限公司” be adopted and registered as the dual foreign name of the Company in place of its existing Chinese name “奇点国际有限公司” with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that any one director of the Company be and is hereby authorized to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Shenzhen, PRC, 15 November 2023

Notes:

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the circular of the Company dated 15 November 2023 shall have the same meanings when used in this notice.
2. Voting at the EGM will be taken by poll as required under the Listing Rules.

NOTICE OF EGM

3. The register of members of the Company will be closed from Tuesday, 5 December 2023 to Friday, 8 December 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 4 December 2023.
4. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting of the Company. A proxy need not be a member of the Company.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
6. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
7. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. The English text of this notice of the EGM shall prevail over the Chinese text in case of inconsistency.
10. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons is in force at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the Company’s website at www.hyjd.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Yuan Li, Mr. Xu Xinying and Mr. Zhuang Liangbao; one non-executive Director, namely Ms. Xu Honghong; and three independent non-executive Directors, namely Mr. Zhang Yihua, Mr. Chen Rui and Mr. Fung Tak Choi.