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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;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of the Company to be held at 10:30 a.m. on Thursday, 15 June 2023 at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC is set out on pages 14 to 17 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

22 May 2023

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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:*

“2022 Audited Accounts and Reports”	the audited accounts and reports of the Company for the year ended 31 December 2022;
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 10:30 a.m. on Thursday, 15 June 2023 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 14 to 17 of this circular, or any adjournment thereof;
“Articles of Association” or “Articles”	the memorandum and articles of association of the Company as amended from time to time;
“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);
“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”	18 May 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;
“Nomination Committee”	the nomination committee of the Company;

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## DEFINITIONS

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“Notice of the Annual General Meeting”	the notice convening the Annual General Meeting;
“RMB”	Renminbi, the lawful currency of the PRC;
“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 14 to 17 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 14 to 17 of this circular;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“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 name 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*)

*Non-executive Director:*

Ms. Xu Honghong

*Independent Non-executive Directors:*

Mr. Zhang Yihua  
Mr. Chen Rui  
Mr. 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

*Principal Place of Business in the PRC:*

6/F, Huiyin Building  
No. 539 Wenchang Zhong Road  
Yangzhou City  
Jiangsu province  
PRC

*Principal Place of Business in Hong Kong:*

5/F, Manulife Place  
348 Kwun Tong Road, Kowloon  
Hong Kong

22 May 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS;  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES;  
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 Directors; and (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.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 16.18 of the Articles of Association, Mr. Xu Xinying and Mr. Chen Rui shall retire at the Annual General Meeting. In addition, Mr Zhang Yihua who has been appointed by the Board on 23 August 2022 shall hold office until the Annual General Meeting pursuant to Articles 16.2 of the Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Zhang Yihua and Mr. Chen Rui, independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company considers Mr. Zhang Yihua and Mr. Chen Rui are 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 Directors 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 19 May 2022, 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 resolution contained in item 5 of the Notice of the Annual General Meeting as set out on pages 14 to 17 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 resolution contained in item 6 of the Notice of the Annual General Meeting as set out on pages 14 to 17 of this circular; and
- (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.

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## LETTER FROM THE BOARD

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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. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The Notice of the Annual General Meeting is set out on pages 14 to 17 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 the Rules 13.39(5) of the Listing Rules.

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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, 12 June 2023 to Thursday, 15 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 9 June 2023.

#### **5. RECOMMENDATION**

The Directors consider that the proposed re-election of Directors and the proposed granting of the Share Repurchase Mandate and Share Issue Mandate and the extension of the Share Issue Mandate 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.

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## LETTER FROM THE BOARD

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Your attention is also drawn to the additional information set out Appendix I and Appendix II 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. Xu Xinying**, aged 42, was appointed as the non-executive Director of the Company on 26 August 2017, and was re-designated as an Executive Director of the Company on 29 December 2017. Mr. Xu was appointed as Vice-chairman of the Company on 27 November 2019. Mr. Xu has over eight years of experience in business management, corporate governance and corporate training. He has been a director of Chongqing Saint Information Technology Co., Ltd.\* (重慶聖商信息科技有限公司) and Beijing Shengshang Venture Technology Co., Ltd.\* (北京聖商創業科技有限公司) since August 2014 and September 2017, respectively. From November 2016 to June 2022, Mr. Xu was the manager of Beijing Qi Dian New Technology Group Co., Ltd.\* (北京奇點新科技集團有限公司). He received his bachelor's degree from Jilin University (吉林大學).

Mr. Xu has entered into a service contract with the Company on 29 December 2020, pursuant to which Mr. Xu was appointed as an 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, Mr. Xu is subject to retirement by rotation and his office can be vacated in accordance with the Articles of Association. Mr. Xu, 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. Xu confirmed that:

1. he does not hold any position with the Company or other members 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 other Directors, senior management, substantial Shareholders or controlling Shareholders; and
4. he has not held any directorship in any listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, there is no other matter concerning Mr. Xu which is required to be disclosed pursuant to Rule 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) **Mr. Chen Rui**, aged 48, was appointed as the independent non-executive Director, member of Audit Committee and Remuneration Committee and a chairman of Nomination Committee on 4 July 2018. Since October 2013, Mr. Chen has served as the chairman of Zhenglue Junce Group Co., Ltd.\* (正略鈞策集團股份有限公司) (formerly known as Beijing Zhenglue Junce Consulting Co., Ltd.\* (北京正略鈞策諮詢股份有限公司)), a company principally engaged in management consulting and has approximately 8 years of experience in management and investment consulting. Mr. Chen obtained a master's degree in business administration from the University of Leeds in the United Kingdom in December 2003.

Mr. Chen has entered into letter of appointment with the Company for a term of three years commencing on 29 June 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. Chen 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 the Latest Practicable Date, save as disclosed above, Mr. Chen confirmed that:

1. he does not hold any position with the Company or other members 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 other Directors, senior management, substantial Shareholders or controlling Shareholders; and
4. he has not held any directorship in any listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, there is no other matter concerning Mr. Chen which is required to be disclosed pursuant to Rule 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. Zhang Yihua**, aged 41, was appointed as an independent non-executive Director, the chairman of each of the Audit Committee and Remuneration Committee and a member of the Nomination Committee on 23 August 2022. Mr. Zhang has over 16 years of experience in finance and accounting. From August 2005 to August 2014, Mr. Zhang was employed by Ernst & Young, a firm principally engaged in the provision of financial auditing and consulting services, where his last position was senior manager in the assurance department and where he was primarily responsible for providing accounting services. From September 2014 to August 2017, Mr. Zhang was employed by China Greenland Broad Greenstate Group Company Limited (中國綠地博大綠澤集團有限公司) (formerly known as Broad Greenstate International Company Limited (博大綠澤國際有限公司)), a company principally engaged in the provision of landscape design services and listed on the Stock Exchange (Stock Code: 1253). In August 2015, he became the vice president and the chief financial officer of China Greenland Broad Greenstate Group Company Limited (中國綠地博大綠澤集團有限公司), where he was primarily responsible for the daily financial operation and compliance matter of the company. Since February 2018, Mr. Zhang has served as an independent non-executive director of Dook Media Group Limited\* (讀客文化股份有限公司), a publishing agent listed on the Shenzhen Stock Exchange (Stock Code: 301025), where he is primarily responsible for providing independent opinions to the board of the company. Since December 2021, Mr. Zhang has served as the vice president and chief financial officer of Lihe Flavor (Qingdao) Food Co., Ltd.\* (利和味道(青島)食品產業股份有限公司), a company principally engaged in the production and sales of foods and food additives, where he is primarily responsible for the daily financial operation and compliance matter of the company.

Mr. Zhang obtained a bachelor's degree in professional accounting from Shanghai University (上海大學) in July 2005 and a master's degree in business administration from Shanghai Jiaotong University (上海交通大學) in June 2018. Mr. Zhang is a member of The Chinese Institute of Certified Public Accountants, a certified internal auditor and a holder of the independent director qualification certificate of a listed company on the Shenzhen Stock Exchange.

Mr. Zhang has entered into letter of appointment with the Company for an initial term of three years commencing on 23 August 2022 and is subject to retirement and re-election at the Annual General Meeting and thereafter 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 six months' prior written notice to the other. The annual director's fee for Mr. Zhang 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 the Latest Practicable Date, save as disclosed above, Mr. Zhang confirmed that:

1. he does not hold any position with the Company or other members 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 other Directors, senior management, substantial Shareholders or controlling Shareholders; and
4. he not held any 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. Zhang required to be disclosed pursuant to Rule 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 resolution 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 resolution 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 of the Company 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 the 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 2022) 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 2022 up to the Latest Practicable Date:

Month	Price Per Share (After Share Consolidation)	
	Highest	Lowest
	HK\$	HK\$
April 2022	0.690	0.520
May 2022	0.790	0.520
June 2022	0.740	0.600
July 2022	0.740	0.530
August 2022	1.800	0.485
September 2022	1.650	1.080
October 2022	1.450	1.020
November 2022	1.480	1.240
December 2022	1.500	1.200
January 2023	1.410	1.040
February 2023	1.340	1.110
March 2023	1.380	1.000
April 2023	1.010	1.000
May 2023 ( <i>up to the Latest Practicable Date</i> )	1.050	0.730

**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 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) in which Mr. Yuan Li, an executive Director, owned 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 not 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 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).

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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 IS HEREBY GIVEN** that the Annual General Meeting of Qidian International Co., Ltd. (the “**Company**”) will be held 10:30 a.m. on Thursday, 15 June 2023 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 2022.
2. To re-elect directors of the Company:
  - a) To re-elect Mr. Xu Xinying as an executive director of the Company;
  - b) To re-elect Mr. Chen Rui as an independent non-executive director of the Company; and
  - c) To re-elect Mr. Zhang Yihua 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.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“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. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**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. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**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 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.”

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

Yangzhou, the PRC, 22 May 2023

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*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 memorandum and articles of association of the Company as amended from time to time. 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 (“**Shareholder**”) 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. A proxy need not 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The Register of Members of the Company will be closed from Monday, 12 June 2023 to Thursday, 15 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 9 June 2023.

*As at the date of this notice, the Board of Director of the Company comprises two executive Directors, namely Mr. Yuan Li and Mr. Xu Xinying, 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.*