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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 **China Qidian Guofeng Holdings Limited**, 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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**中国奇点国峰控股有限公司**

China Qidian Guofeng Holdings Limited

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

**(Stock code: 1280)**

**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 Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC on Wednesday, 26 June 2024 at 10:00 a.m. is set out on pages 18 to 22 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 the Stock Exchange ([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.

4 June 2024

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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:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC on Wednesday, 26 June 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the Notice of the Annual General Meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof;
“Articles of Association”	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”	China Qidian Guofeng Holdings Limited, 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);
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“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”	30 May 2024, 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;
“Notice of the Annual General Meeting”	the notice convening the Annual General Meeting;

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## DEFINITIONS

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“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 and to sell or transfer treasury shares of the Company (if any) not exceeding 20% of the total number of issued Shares (excluding any treasury 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 18 to 22 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 (excluding any treasury 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 18 to 22 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 Codes on Takeovers and Mergers and Share Buy-backs, approved by the Securities and Futures Commission as amended from time to time;
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024, as amended, supplemented or otherwise modified 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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中国奇点国峰控股有限公司

China Qidian Guofeng Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1280)

*Executive Directors:*

Mr. Yuan Li (*Chairman*)  
Mr. Xu Xinying (*Vice-Chairman*)  
Mr. Sun Yue (*Vice-Chairman*  
and *Chief Executive Officer*)  
Mr. Zhuang Liangbao

*Non-executive Directors:*

Mr. Gu Changchao  
Mr. Wang Xianfu

*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:*

Room 3602, Jingxing Sea Building  
No. 3125, Linhai Avenue, Nanshan Street  
Qianhai Shenzhen-Hong Kong Cooperation Zone  
Shenzhen, PRC

*Principal Place of Business in Hong Kong:*

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

4 June 2024

*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. Yuan Li, Mr. Xu Xinying and Mr. Fung Tak Choi shall retire at the Annual General Meeting as at the Latest Practicable Date. In addition, Mr. Zhuang Liangbao, Mr. Gu Changchao, Mr. Sun Yue and Mr. Wang Xianfu who have been appointed by the Board on 28 August 2023, 21 January 2024 and 27 May 2024 respectively shall hold office until the Annual General Meeting pursuant to Article 16.2 of the Articles of Association. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting. At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect each of Mr. Yuan Li, Mr. Xu Xinying, Mr. Sun Yue, Mr. Zhuang Liangbao, Mr. Gu Changchao, Mr. Wang Xianfu and Mr. Fung Tak Choi as Directors.

Mr. Fung Tak Choi, 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 Board considers Mr. Fung Tak Choi remains 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 above 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 independent non-executive Director. The Nomination Committee has recommended to the Board on re-election of all the above Directors including the aforesaid independent non-executive Director.

Details of the above 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 15 June 2023, 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 (excluding any treasury 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 18 to 22 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 (excluding any treasury 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 18 to 22 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.

As at the Latest Practicable Date, the total number of issued Shares is 793,135,692. Subject to the passing of the ordinary resolution contained in item 6 of the Notice of the Annual General Meeting and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed to allot, issue and deal with (or to sell or transfer treasury shares of the Company) a maximum of 158,627,138 Shares, representing not more than 20% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the resolution in relation to the Share Issue Mandate. Subject to the passing of the Share Repurchase Mandate contained in item 5 of the Notice of the Annual General Meeting and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 79,313,569 Shares, representing not more than 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the resolution in relation to the Share Repurchase Mandate.

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 18 to 22 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 the Stock Exchange ([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.

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## LETTER FROM THE BOARD

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The register of members of the Company will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024, 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 Thursday, 20 June 2024.

### 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.

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

Yours faithfully,  
For and on behalf of the Board  
**China Qidian Guofeng Holdings Limited**  
**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 42, was appointed to the Board on 26 August 2017 as an executive Director of the Company, and was appointed as the chairman of the Board of the Company and the member of the Remuneration Committee on 29 December 2017. Mr. Yuan received his bachelor's degree from Jilin University (吉林大學) and EMBA of Cheung Kong Graduate School of Business (長江商學院). He has over six years of experience in the entrepreneurship training industry. 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 74.96% 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 currently serves as a member of the Chinese People's Political Consultative Conference (中國人民政治協商會議), Chaoyang District, Beijing and a deputy to the People's Congress of Zhongjiang County, Sichuan Province (四川省中江縣人民代表大會).

Mr. Yuan has entered into a service contract with the Company on 26 August 2020 for the appointment of Mr. Yuan as an executive Director, for a term of three years 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 of the Company, Mr. Yuan is subject to retirement by rotation at least once every three years and his office can be vacated in accordance with the Articles of Association and the Listing Rules. Mr. Yuan, in his capacity as an executive Director of the Company, receives HK\$2,100,000 director's fee or remuneration per annum.

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

1. he does not hold any position with the Company or other members of the Group;
2. he is deemed to be interested in 594,565,624 Shares representing approximately 74.96% of the total issued share capital of the Company. The 594,565,624 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. in which Mr. Yuan in turn holds 38.48% interest;
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 the last three years.

Save as disclosed above, there is no other matter concerning Mr. Yuan 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. Xu Xinying**, aged 43, 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同) since August 2014. 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.

- (3) **Mr. Sun Yue**, aged 56, was appointed as an executive Director, vice chairman and the chief executive officer of the Company on 27 May 2024.

Mr. Sun has over 30 years of management experience in the beer and Chinese baijiu industry. Mr. Sun, has been the chairman of the board of directors of Sishijiufang Liquor Co., Ltd.\* (肆拾玖坊酒業有限公司) since November 2021. Prior to that, from October 2009 to September 2021, Mr. Sun held various positions in Luzhou Laojiao Group Co., Ltd.\* (瀘州老窖集團有限責任公司) (“**Laojiao Group**”) and its subsidiary Laojiao Co., Ltd.\* (瀘州老窖股份有限公司) (stock code: 000568.SZ, whose shares are listed on the Shenzhen Stock Exchange) (“**Laojiao Co**”). From October 2009 to June 2010 and from June 2010 to June 2015, Mr. Sun served as a deputy general manager and special assistant of the general manager of Laojiao Co, respectively. From June 2015 to December 2015, he served as a vice president of Laojiao Group. Mr. Sun served as a vice chairman and president of Laojiao Group from December 2015 to September 2021.

Before joining Luzhou Laojiao, Mr. Sun served as various roles in Tsingtao Brewery Company Limited (青島啤酒股份有限公司) (“**Qingdao Brewery**”) and its subsidiaries from July 1993 to October 2009. The shares of Qingdao Brewery are listed on the Shanghai Stock Exchange (stock code: 600600.SHA) and The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) (stock code: 0168.HKG). During his employment with Qingdao Brewery and its subsidiaries, his last positions were the chairman and general manager of Tsingtao Brewery (Chengdu) Co., Ltd.\* (青島啤酒(成都)有限公司) and Tsingtao Brewery (Luzhou) Co., Ltd.\* (青島啤酒(瀘州)有限公司).

Mr. Sun graduated from Qingdao University of Science and Technology majoring in mechanics with a bachelor’s degree in engineering in July 1993 and obtained a doctoral degree in business administration from Southwestern University of Finance and Economics in July 2008.

Mr. Sun has entered into a service contract with the Company as an executive Director, for a term of three years commencing from 27 May 2024 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. Sun is subject to retirement by rotation and his office can be vacated in accordance with the Articles of Association and the Listing Rules. Mr. Sun, in his capacity as an executive Director, is entitled to a director’s fee of RMB840,000 per annum pursuant to the service contract. As an inducement for Mr. Sun to join the Company, the Board proposes to offer Mr. Sun a total of 3,965,678 award shares under the share award scheme adopted on 15 June 2023 and amended on 25 January 2024, representing 0.5% of the issued share capital of the Company as at the Latest Practicable Date, which will be subject to Shareholders’ approval at a Shareholders’ meeting. For details, please see announcement of the Company dated 27 May 2024 in relation to, among other things, the grant of Award Shares pursuant to the Share Award Scheme. A separate circular will be despatched to Shareholders for approval of such grant of Award Shares to Mr. Sun in due course.

As at the Latest Practicable Date, save as disclosed above, Mr. Sun 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) which shall be disclosed 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 information relating to Mr. Sun 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.

- (4) **Mr. Zhuang Liangbao**, aged 61, was appointed as an executive Director of the Company on 28 August 2023. He is currently the president and chief financial officer of Shenzhen Qidian Education Technology Co., Ltd. (深圳奇點求學科技有限公司), a non-wholly owned subsidiary of the Company.

Prior to joining the Group, Mr. Zhuang served as a secretary to the board, a deputy general manager and a director of Beijing Shengshang Entrepreneurial Technology Co., Ltd. (北京聖商創業科技有限公司) from November 2020 to July 2023. He held the positions as a deputy general manager and a director of Suzhou Gold Mantis Construction Decoration Co., Ltd (蘇州金螳螂建築裝飾股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (stock code: 002081), from April 2004 to April 2013. From December 2000 to September 2003, Mr. Zhuang worked as the board secretary, head of finance department and deputy general manager at Zhejiang Huahai Pharmaceutical Co., Ltd. (浙江華海藥業股份有限公司), whose shares are listed on the Shanghai Stock Exchange (stock code: 600521). From October 1995 to December 2000, he served as the finance manager and finance director at Suzhou New District Hi-Tech Industrial Co., Ltd. (蘇州新區高新技術產業股份有限公司), whose shares are listed on the Shanghai Stock Exchange (stock code: 600736).

Mr. Zhuang was the director of Suzhou Jinchi Commercial Development Co., Ltd.\* (蘇州金池商業發展有限公司), which was established in the PRC and was deregistered on 14 December 2010.

Mr. Zhuang received a master's degree in Regional Economics at East China Normal University (華東師範大學) in July 2001. Mr. Zhuang has been a certified public accountant in the PRC since October 1994 and has held the title of a senior economist (高級經濟師) since October 2010.

Mr. Zhuang has entered into a service contract with the Company as an Executive Director, for a term of three years commencing from 28 August 2023 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. Zhuang is subject to retirement by rotation and his office can be vacated in accordance with the Articles of Association and the Listing Rules. Mr. Zhuang, 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. Zhuang 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) which shall be disclosed 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 information relating to Mr. Zhuang 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.

- (5) **Mr. Gu Changchao**, aged 49, was appointed as the non-executive Director of the Company on 21 January 2024. He is currently the secretary-general of Global Leadership Program at Tsinghua University.

Mr. Gu has over 15 years of teaching, consulting, and management experience in the fields of operations and global supply chain management, strategic innovation and business transformation, green development, and international cooperation. He has been appointed as a distinguished expert in leadership and operations management at the New York Finance Institute since July 2022. He served as a system engineer at Motorola Solutions (China) Co. Ltd (摩托羅拉(中國)有限公司) from 1996 to 1998 and the marketing director of Dell Computer (China) Co. Ltd. (戴爾計算機(中國)有限公司) from 1998 to 2001. From 2005 to 2006, he served as the director of strategic alliance at Amazon China (亞馬遜(中國)有限公司). Mr. Gu has also served as vice dean of HR Committee at China's Academy of Management since October 2010.

From September 2014 to August 2015, Mr. Gu served as a Senior Visiting Scholar at the Kennedy School of Government, Harvard University. He is also a board member of the Tsinghua University Alumni Association in Germany.

Mr. Gu obtained an MBA degree in operations management from Tsinghua University School of Economics and Management in July 2004.

Mr. Gu has entered into a letter of appointment with the Company as a non-executive Director, for a term of three years commencing from 21 January 2024 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. Gu is subject to retirement by rotation and his office can be vacated in accordance with the Articles of Association and the Listing Rules. Mr. Gu, in his capacity as a non-executive Director, is entitled to a director's fee of HK\$100,000 per annum pursuant to the letter of appointment.

As at the Latest Practicable Date, save as disclosed above, Mr. Gu 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) which shall be disclosed 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 information relating to Mr. Gu 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.

- (6) **Mr. Wang Xianfu**, aged 37, was appointed as a non-executive Director on 27 May 2024.

Mr. Wang has extensive management experience in the fields of education and corporate management. He founded and has served as the chairman of the board of directors of Shenzhen City Huashi Brothers Education Technology Co., Ltd.\* (深圳市華師兄弟教育科技有限公司) since November 2008, which focuses on provision of lecturers and training products to training institutions. He served as the general manager of Guangzhou City Zhongxing Corporate Management Co., Ltd.\* (廣州市眾行企業管理有限公司) (currently known as Guangzhou City Tongxuequan Internet Technology Co., Ltd.\* (廣州市童學圈網路科技有限公司)) from May 2008 to November 2008. From January 2006 to April 2008, he served as the manager of Shenzhen City Times Bright CreSuccess Education Development Co., Ltd.\* (深圳市時代光華教育發展有限公司).

Mr. Wang graduated from Nankai University with a bachelor's degree in Business Administration through a junior college to bachelor's degree transfer program via online learning in July 2018.

Mr. Wang has entered into a letter of appointment with the Company as an executive Director, for a term of three years commencing from 27 May 2024 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. Wang is subject to retirement by rotation and his office can be vacated in accordance with the Articles of Association and the Listing Rules. Mr. Wang, in his capacity as an executive Director, is entitled to a director's fee of HK\$100,000 per annum pursuant to the letter of appointment.

As at the Latest Practicable Date, save as disclosed above, Mr. Wang 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) which shall be disclosed 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 information relating to Mr. Wang 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.

- (7) **Mr. Fung Tak Choi**, aged 65, was appointed as the Independent Non-executive Director, member of Audit Committee and Nomination Committee on 19 February, 2019. Mr. Fung has over 23 years of experience in risk management. From July 1998 to November 1999, Mr. Fung served as the general manager of Brink's Cash Solutions (Hong Kong) Limited (布林克金融物流(香港)有限公司) (formerly known as Securicor Hong Kong Limited (怡和保安香港有限公司)), a company principally engaged in commercial security in Hong Kong, where he was responsible for managing the budget and operation of the company. From July 2000 to June 2003, Mr. Fung worked as the head of security in Hutchison Telecommunications (Hong Kong) Limited (和記電訊(香港)有限公司), a telecom company where he was responsible for managing the security of the company. From October 2004 to May 2011, Mr. Fung worked as a manager in the money laundering and fraud investigation department of Hang Seng Bank, where he was responsible for ensuring that the company complied with the relevant laws and regulations. Since September 2013, Mr. Fung has served as a solicitor in Kwok, Ng & Chan Solicitors & Notaries.



Mr. Fung obtained a bachelor's degree in social science from the Chinese University of Hong Kong in December 1983 and a master's degree in business administration from Oklahoma City University in Oklahoma City, the United States of America, in May 1992. He obtained a bachelor's degree in laws from the Manchester Metropolitan University, the United Kingdom, in July 2009, the postgraduate certificate in laws from the City University of Hong Kong in July 2011 and a master's degree in laws (equity and trust laws) through long distance learning from the University of London in August 2012. He was qualified as an information systems auditor in November 2001 and was admitted as a solicitor to the High Court of Hong Kong in August 2013. In June 2023, he was admitted as lawyer of Guangdong-Hongkong-Macao Greater Bay Area in PRC.

Mr. Fung has entered into a letter of appointment with the Company for a term of three years commencing on 19 February 2022 and is subject to retirement by rotation in accordance with the Articles of Association and the Listing Rules. 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. Fung 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. Fung 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) which shall be disclosed 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. Fung 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.



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 793,135,692 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 79,313,569 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 of the Company 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 2023) 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 May 2023 up to the Latest Practicable Date:

Month	Price Per Share (After Share Consolidation)	
	Highest	Lowest
	HK\$	HK\$
May 2023	1.050	0.730
June 2023	0.990	0.390
July 2023	1.000	0.800
August 2023	1.210	0.770
September 2023	1.300	1.000
October 2023	1.310	1.020
November 2023	4.900	1.390
December 2023	3.210	1.800
January 2024	2.280	0.550
February 2024	1.040	0.430
March 2024	0.650	0.460
April 2024	0.540	0.400
May 2024 ( <i>up to the Latest Practicable Date</i> )	0.980	0.480

## 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.

Under the existing Listing Rules, the Company is required to cancel any Shares purchased by the Company as soon as reasonably practicable following such purchase. The Company notes that with effect from 11 June 2024, the Listing Rules will be amended to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. Subject to the relevant Listing Rules relating to treasury shares coming into effect, if the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

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 will 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. In addition, the Company has confirmed that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

## **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 594,565,624 Shares representing 74.96% of the issued share capital of the Company. Noble Trade International Holdings Limited\* (聖行國際集團有限公司) is wholly-owned by Mogen Ltd., which is owned as to 38.48% by Mr. Yuan Li, an executive Director.

In the event that the Directors exercise in full the power to repurchase Shares which are proposed to be granted pursuant to the Share Repurchase Mandate, then (if the present shareholdings otherwise remain the same) the interest of Noble Trade International Holdings Limited\* (聖行國際集團有限公司) in the issued share capital of the Company would be increased to approximately 83.29%. 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 purchase 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).



# 中国奇点国峰控股有限公司

China Qidian Guofeng Holdings Limited

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

**(Stock code: 1280)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of China Qidian Guofeng Holdings Limited (the “**Company**”) will be held 10:00 a.m. on Wednesday, 26 June 2024 at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC for the following purposes:

## **ORDINARY RESOLUTIONS**

1. To receive and consider the audited financial statements and the reports of the Company for the year ended 31 December 2023.
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 Mr. Xu Xinying as an executive director of the Company;
  - c) To re-elect Mr. Sun Yue as an executive director of the Company;
  - d) To re-elect Mr. Zhuang Liangbao as an executive director of the Company;
  - e) To re-elect Mr. Gu Changchao as a non-executive director of the Company;
  - f) To re-elect Mr. Wang Xianfu as a non-executive director of the Company; and
  - g) To re-elect Mr. Fung Tak Choi 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.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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;
- (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 (excluding any treasury 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 sell or transfer any treasury shares and to make or grant offers, agreements and options which might require the exercise of such powers;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (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,

shall not exceed 20% of the total number of issued Shares (excluding any treasury 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).”

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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  
**China Qidian Guofeng Holdings Limited**  
**Yuan Li**  
*Chairman*

Shenzhen, the PRC, 4 June 2024

*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 the Stock Exchange 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. 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 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 Friday, 21 June 2024 to Wednesday, 26 June 2024, 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 Thursday, 20 June 2024.

*As at the date hereof, the executive Directors of the Company are Mr. Yuan Li, Mr. Xu Xinying, Mr. Sun Yue and Mr. Zhuang Liangbao; the non-executive Directors of the Company are Mr. Gu Changchao and Mr. Wang Xianfu; and the independent non-executive Directors of the Company are Mr. Zhang Yihua, Mr. Chen Rui and Mr. Fung Tak Choi.*