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# 奇点国际有限公司

## Qidian International Co., Ltd.

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of the shareholders (the “**Shareholder(s)**”) of Qidian International Co., Ltd. (the “**Company**”) will be held at 11:00 a.m. on Monday, 31 May 2021 at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as resolutions of the Company:

#### ORDINARY RESOLUTIONS

**1. “THAT**

- (i) the increase in the authorised share capital of the Company from US\$4,000,000 divided into 200,000,000 shares of the Company (“**Shares**”, each a “**Share**”) of US\$0.02 each to US\$12,000,000 divided into 600,000,000 Shares by creating an additional 400,000,000 unissued Shares (the proposed “**Authorised Share Capital Increase**”) be and is hereby approved; and
- (ii) any one of the directors of the Company (the “**Director(s)**”) be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by his/her to be necessary, desirable or expedient to carry out or give effect to proposed Authorised Share Capital Increase.”

**2. “THAT**

- (i) the subscription and capitalisation agreement (the “**Subscription and Capitalisation Agreement**”) dated 7 April 2021 entered into between the Company as issuer and Noble Trade International Holdings Limited (聖行國際集團有限公司) as subscriber in relation to, the proposed subscription of 36,546,624 Shares (the “**Subscription Shares**”) at the subscription price of HK\$1.14 per Subscription Shares to, among other things, capitalise the amount owed by the Group to the Subscriber of approximately HK\$40,734,167 as at the date of the Subscription and Capitalisation Agreement on and subject to the terms and conditions thereof (a copy of the

Subscription and Capitalisation Agreement marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (ii) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Subscription Shares to be allotted and issued, the Directors be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue 36,546,624 new Shares in accordance with the terms and conditions of the Subscription and Capitalisation Agreement, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and
- (iii) any one Director be and is hereby authorised to sign and execute perfect and deliver all such documents and deeds, and do all such acts, matters and things as the case may be which in his/her opinion may be necessary, desirable or expedient to carry out or give effect to transactions under the Subscription and Capitalisation Agreement and the allotment and issue of the Subscription Shares.”

Yangzhou, PRC, 13 May 2021

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

*Notes:*

1. All resolutions at the EGM 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 Company’s articles of association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the EGM 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. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
  
4. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 26 May 2021 to Monday, 31 May 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the office of the share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 25 May 2021.

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