

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*

## **Pizu Group Holdings Limited**

### **比優集團控股有限公司**

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

(Stock Code: 8053)

### **CHANGE IN SHAREHOLDING**

This announcement is made by Pizu Group Holdings Limited (the “**Company**”) on a voluntary basis.

The Company has been informed by Mr. Ma Qiang (“**Mr. Ma**”) that to facilitate the setting up of his family trust (the “**Ma Family Trust**”) for family succession and wealth management planning purposes of his family members, Mr. Ma had injected to the Ma Family Trust, of which he is the settlor, his indirect interest in 1,209,329,665 shares of the Company (representing approximately 33.98% of the entire issued share capital of the Company as at the date of this announcement), which are held through his controlled and wholly-owned company, namely, Shiny Ocean Holdings Limited (“**Shiny Ocean**”) as follows (each, a “**Transfer**” and collectively, the “**Transfers**”):

- (1) on 27 March 2019, the entire issued share capital of Shiny Ocean was transferred by way of gift to Ma Family Holdings Co. Limited (the “**BVI Co**”) of which Mr. Ma was then the sole shareholder; and
- (2) on 28 March 2019, the entire issued share capital of BVI Co was transferred by way of gift to a professional trustee as trustee of the Ma Family Trust.

In addition, on 2 May 2019, Mr. Ma Suocheng, who is the father of Mr. Ma, had injected 151,666,666 shares of the Company (representing approximately 4.26% of the entire issued share capital of the Company as at the date of this announcement) to the Ma Family Trust (“**Transfer by Mr. Ma Suocheng**”).

## IMPLICATIONS UNDER THE TAKEOVERS CODE

As each of the BVI Co and the Trustee has acquired not less than 30% of the voting rights of the Company immediately following each of the Transfers and that Shiny Ocean, the BVI Co and the Trustee has acquired more than 2% of the voting rights of the Company immediately following the Transfer by Mr. Ma Soucheng, each of them is required to make a mandatory general offer for all the issued shares of the Company not otherwise held by them pursuant to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) unless a waiver is granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director (the “**Executive**”), which waiver has been applied for and granted by the Executive pursuant to Note 6(a)(ii) to Rule 26.1 of the Takeovers Code.

By order of the Board  
**Pizu Group Holdings Limited**  
**Xiong Zeke**  
*Chairman*

Hong Kong, 3 May 2019

*As at the date of this announcement, the Board comprises nine Directors. The executive Directors are Mr. Xiong Zeke (Chairman), Mr. Ma Tianyi (Vice Chairman), Mr. Liu Fali (Chief Executive Officer), Mr. Ma Gangling (Chief Operating Officer), Ms. Qin Chunhong and Ms. Ma Ye; and the independent non-executive Directors are Ms. Zhang Lin, Ms. Liu Talin and Ms. Yao Yunzhu.*

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

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its publication and on the Company’s website at [www.pizugroup.com](http://www.pizugroup.com).*