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## **DISCLOSEABLE TRANSACTION SUBSCRIPTION FOR WEALTH MANAGEMENT PRODUCT**

### **SUBSCRIPTION FOR WEALTH MANAGEMENT PRODUCT**

Reference is made to the announcements of the Company dated 24 April 2023 in respect of the Company's subscription for HTIF Wealth Management Product (the **"First Subscription"**).

The Board announces that on 31 August 2023, an indirect wholly-owned subsidiary of the Company, used internal resources to subscribe for the Wealth Management Product offered by HTSH (the **"Second Subscription"**, together with the First Subscription, the **"Two Subscriptions"**), summary of which is set out as follows:

#### HTSH Wealth Management Product

- the Subscription for the HTSH Wealth Management Product of RMB10 million (equivalent to HK\$10.9 million) subscribed on 31 August 2023

### **LISTING RULES IMPLICATIONS**

The Second Subscription by itself does not constitute a notifiable transaction of the Company as each applicable percentage ratio calculated pursuant to Rule 14.07 of the Listing Rules is below 5%. However, pursuant to Rule 14.22 of the Listing Rules, given that the Two Subscriptions were made within a 12-month period with the counterparties having the same ultimate beneficial owner, they will, in each case, be aggregated and treated as if there were one transaction with the same counterparty for the purpose of calculating the relevant percentage ratios, and one of the applicable percentage ratios calculated, on an aggregate basis, exceeds 5% but is less than 25%. Therefore, the Two Subscriptions constituted a discloseable transaction of the Company for the purposes of the Listing Rules and is subject to the reporting and announcement requirements under Rule 14.34 of the Listing Rules.

### **SUBSCRIPTION FOR WEALTH MANAGEMENT PRODUCT**

Reference is made to the announcements of the Company dated 24 April 2023 in respect of the Company's subscription for HTIF Wealth Management Product (the **"First Subscription"**).

The Board announces that on 31 August 2023, an indirect wholly-owned subsidiary of the Company, used internal resources to subscribe for the Wealth Management Products offered by HTSH (the “**Second Subscription**”, together with the First Subscription, the “**Two Subscriptions**”), summary of which is set out as follows:

HTSH Wealth Management Product

- the Subscription for the HTSH Wealth Management Product of RMB10 million (equivalent to HK\$10.9 million) subscribed on 31 August 2023

Principal terms of the Wealth Management Product are set out below:

The Subscription for the HTSH Wealth Management Product

Date of subscription:	31 August 2023
Parties:	(1) the Company, as the subscriber; and (2) HTSH, as the issuer.
Name of the Wealth Management Product:	Sheng Xin Xiang, Huatai WEFUND customized Single Asset Management Plan No. FOF56
Subscription amount:	RMB10 million
Term of investment period:	6 months lock-up period from 31 August 2023 to 1 March 2024 and can be redeemed weekly thereafter
Type of the product:	Hybrid product with principal not guaranteed
Investment portfolio:	The funds raised through this issue of the Wealth Management Product will be invested in debt assets, equity assets, futures and financial derivatives assets
Expected rate of return	Floating income
Early termination:	Early termination is not allowed

**REASONS AND BENEFITS FOR SUBSCRIBING FOR THE WEALTH MANAGEMENT PRODUCT**

In order to enhance the capital efficiency as well as the return from working capital, the Group reasonably utilises its idle capital to subscribe for wealth management products issued by the commercial banks and other financial institutions in the PRC and Hong Kong to earn additional income without affecting its normal operations. At the same time, wealth management products offer a better potential return to the Group when compared to the deposit interest rates normally offered by commercial banks in the PRC and Hong Kong. The condition of the wealth management products has been closely and effectively monitored by the Company, and the Group has not experienced any losses on the wealth management products up to and as at the date of this announcement.

The Directors are of the view that the Subscriptions for the Wealth Management Product is determined on normal commercial terms and are fair and reasonable, and that the entering into of the agreements for the Subscriptions for the Wealth Management Product is in the interests of the Company and the Shareholders as a whole.

## **INFORMATION ABOUT THE PARTIES**

### **The Company**

The Company is principally engaged in the business of design, manufacturing, marketing and sale of apparel products and accessories in the PRC, with a focus on menswear, and property development.

### **HTSH**

To the best knowledge of the Directors, HTSH mainly engages in the business of securities asset management and public offered fund management. The ultimate beneficial owner of HTSH is Huatai Securities Co., Ltd. (華泰證券, 601688.SH), which has its China - A shares listed on the main board on the Shanghai Stock Exchange.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, HTSH and its ultimate beneficial owner are independent third parties independent of the Company and its connected persons.

## **LISTING RULES IMPLICATIONS**

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## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“Board”	the board of Directors of the Company
“Company”	China Outfitters Holdings Limited, a company incorporated in the Cayman Islands which has its Shares listed on the main board on the Stock Exchange

“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“HTIF”	Huatai International Finance Limited, mainly engages in issuing structured products and entering into derivative transactions. The ultimate beneficial owner of HTIF is Huatai Securities Co., Ltd.
“HTSH”	Huatai Securities (Shanghai) Asset Management Co., Ltd., mainly engages in the business of securities asset management and public offered fund management. The ultimate beneficial owner of HTSH is Huatai Securities Co., Ltd.
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented, or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription for the Wealth Management Product”	the agreement for the subscription for the wealth management agreement entered into between the Company and HTSH on 31 August 2023 with the subscription amount of RMB10 million
“Wealth Management Product”	Sheng Xin Xiang, Huatai WEFUND customized Single Asset Management Plan No. FOF56 subscribed on 31 August 2023
“%”	Percentage

By Order of the Board  
**China Outfitters Holdings Limited**  
**Zhang Yongli**  
*Chairman*

Shanghai, 31 August 2023

*As at the date of this announcement, the executive Directors are Mr. Zhang Yongli, Mr. Sun David Lee and Ms. Huang Xiaoyun; the non-executive Director is Mr. Wang Wei; and the independent non-executive Directors are Mr. Kwong Wilson Wai Sun, Mr. Yeung Chi Wai and Mr. Ho Ka Wang.*