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# China Youzan Limited

中國有贊有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8083)**

## **COMPLETION OF ACQUISITION OF APPROXIMATELY 48.10% INTEREST IN YOUZAN TECHNOLOGY**

Reference is made to (i) the circular of China Youzan Limited (the “**Company**”) dated 30 November 2023 (the “**Circular**”) in relation to, among others, the Acquisition; and (ii) the announcement of the Company dated 27 December 2023 in relation to the poll results of the SGM and the grant of the Whitewash Waiver. Capitalised terms used herein shall have the same meanings as defined in the Circular unless otherwise specified.

### **COMPLETION OF THE ACQUISITION**

The Board is pleased to announce that the conditions precedent set forth in the Sale and Purchase Agreement have been fulfilled and the Acquisition was completed on 29 December 2023 in accordance with the terms of the Sale and Purchase Agreement.

Upon Completion, (i) 14,549,999,989 Consideration Shares were issued to the Sellers in proportion to their respective holdings amongst the Sale Shares at the issue price of HK\$0.18 per Consideration Share to satisfy the total Consideration of HK\$2,618,999,998.02; and (ii) 6,666,666 Fee Shares were issued to Oriental Patron as remuneration for its financial advisory services to the Company in connection with the Acquisition.

## EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before Completion and (ii) immediately after Completion are as follows:

Name of the Shareholders	Immediately before		Immediately after	
	Completion		Completion	
	<i>Number of Shares held</i>	<i>Approximate shareholding %</i>	<i>Number of Shares held</i>	<i>Approximate shareholding %</i>
<b>Sellers and parties acting in concert with them (comprising public and non-public Shareholders)</b>				
<i>Sellers</i>				
Whitecrow Investment	1,440,601,703	7.82	5,744,205,768	17.42
V5.Cui Investment	241,885,127	1.31	710,553,962	2.15
Rory Huang ( <i>Note 1</i> )	–	0.00	94,727,656	0.29
Youzan Teamwork	363,170,101	1.97	1,560,326,314	4.73
Qima Teamwork	–	0.00	1,906,330,379	5.78
Xincheng Investment	118,959,335	0.65	693,961,941	2.10
Baidu Hong Kong	–	0.00	317,712,161	0.96
Aves Capital	1,123,478	0.01	390,813,855	1.19
HKDWD Holdings	–	0.00	1,357,941,446	4.12
Ralston Global	–	0.00	150,484,552	0.46
Hangzhou San Ren Yan Xing	–	0.00	150,484,552	0.46
Franchise Fund	–	0.00	549,170,212	1.67
Happy Zan	–	0.00	59,700,173	0.18
Tembusu HZ	100,000,000	0.54	1,716,882,271	5.21
Matrix Partners China III	180,000,000	0.98	863,306,288	2.62
Matrix Partners China III-A	20,000,000	0.11	95,922,926	0.29
GCYZ Holdings	257,735,849	1.40	367,321,948	1.11
GCQM Holdings	–	0.00	543,629,178	1.65
<b>Subtotal for the Sellers</b>	<b>2,723,475,593</b>	<b>14.78</b>	<b>17,273,475,582</b>	<b>52.39</b>

Name of the Shareholders	Immediately before		Immediately after	
	Completion		Completion	
	<i>Number of Shares held</i>	<i>Approximate shareholding %</i>	<i>Number of Shares held</i>	<i>Approximate shareholding %</i>
<i>Parties acting in concert with the Sellers</i>				
Mr. Zhu (Note 2)	28,000,000	0.15	28,000,000	0.08
Mr. Cui (Note 3)	8,900,000	0.05	8,900,000	0.03
Mr. Yu (Note 4)	13,848,000	0.08	13,848,000	0.04
Ms. Ying (Note 4)	852,000	0.00	852,000	0.00
Mr. Zhou Kai (Note 5)	1,000,000	0.01	1,000,000	0.00
<b>Subtotal for the Sellers and parties acting in concert with them</b>	<b>2,776,075,593</b>	<b>15.07</b>	<b>17,326,075,582</b>	<b>52.54</b>
<b>Non-public Shareholders</b>				
Trustee of the 2018 Share Award Scheme (Note 6)	600,089,053	3.26	600,089,053	1.82
Dr. Fong Chi Wah (Note 7)	1,000,000	0.01	1,000,000	0.00
Mr. Li Shaojie (Note 7)	1,000,000	0.01	1,000,000	0.00
<b>Subtotal</b>	<b>602,089,053</b>	<b>3.27</b>	<b>602,089,053</b>	<b>1.82</b>
<b>Public Shareholders</b>				
Oriental Patron	–	–	6,666,666	0.02
Other public Shareholders	15,043,477,451	81.66	15,043,477,451	45.62
<b>Total</b>	<b>18,421,642,097</b>	<b>100.00</b>	<b>32,978,308,752</b>	<b>100.00</b>

1. Mr. Huang is the sole ultimate beneficial owner of Rory Huang and presumed to be acting in concert with the Sellers as a result. As at the date of this announcement, Mr. Huang holds share options issued by the Company for which 1,000,000 new Shares may be issued at the exercise price of HK\$0.3 85 per Share pursuant to the terms and conditions of such share options.
2. As at the date of this announcement, Mr. Zhu holds the Shares on his own and through Whitecrow Investment. In addition, Mr. Zhu held share options issued by the Company for which (a) 100,000,000 new Shares may be issued at the exercise price of HK\$1.00 per Share and (b) 1,000,000 new Shares may be issued at the exercise price of HK\$0.385 pursuant to the terms and conditions of such share options.

3. As at the date of this announcement, Mr. Cui holds the Shares on his own and through V5.Cui Investment, a company wholly-owned by him; in addition, Mr. Cui held share options issued by the Company for which (a) 20,000,000 new Shares may be issued at the exercise price of HK\$0.90 per Share and (b) 1,000,000 new Shares may be issued at the exercise price of HK\$0.385 pursuant to the terms and conditions of such share options.
4. Each of Mr. Yu and Ms. Ying is an executive Director. As at the date of this announcement, Mr. Yu holds share options issued by the Company for which (a) 15,000,000 new Shares may be issued at the exercise price of HK\$0.90 per Share and (b) 1,000,000 new Shares may be issued at the exercise price of HK\$0.385 pursuant to the terms and conditions of such share options. In addition, as at the date of this announcement, Ms. Ying holds share options issued by the Company for which (a) 15,000,000 new Shares may be issued at the exercise price of HK\$0.90 per Share and (b) 1,000,000 new Shares may be issued at the exercise price of HK\$0.385 per Share pursuant to the terms and conditions of such share options.
5. As at the date of this announcement, Mr. Zhou Kai holds 6% in Youzan Teamwork and as a result is presumed to be acting in concert with the Sellers. In addition, as at the date of this announcement, Mr. Zhou Kai also held share options issued by the Company for which (a) 10,000,000 new Shares may be issued at the exercise price of HK\$0.75 per Share and (b) 1,000,000 new Shares may be issued at the exercise price of HK\$0.385 per Share pursuant to the terms and conditions of such share options, and Mr. Zhou Kai also had interest in 10,000,000 Shares underlying the vested awards granted under the 2018 Share Award Scheme which were currently held by the Trustee on his behalf.
6. Such Shares represent the Shares which are held by the Trustee under the 2018 Share Award Scheme for the purposes of satisfying unvested awards involving 66,843,440 underlying Shares (representing approximately 0.36% of the total issued Shares as at the date of this announcement) or vested awards involving 533,245,613 underlying Shares (representing approximately 2.89% of the total issued Shares as at the date of this announcement) held on behalf of the relevant grantees.
7. Each of Dr. Fong Chi Wah and Mr. Li Shaojie is an independent non-executive Director.

By order of the Board  
**China Youzan Limited**  
**Zhu Ning**  
*Chairman*

Hong Kong, 29 December 2023

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Zhu Ning, Mr. Cui Yusong, Mr. Yu Tao and Ms. Ying Hangyan and three independent non-executive Directors, namely Dr. Fong Chi Wah, Mr. Deng Tao and Mr. Li Shaojie.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omissions of which would make any statement in this announcement misleading.*

*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 Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) on the "Latest Listed Company Information" page for at least 7 days from the date of its publication and on the Company's website at [www.chinayouzan.com](http://www.chinayouzan.com).*