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**CHINA FORDOO HOLDINGS LIMITED**

**中國虎都控股有限公司**

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

**(Stock Code: 2399)**

**SHAREHOLDERS' MEETING WAIVER  
IN RELATION TO THE ENTRY OF THE VIE AGREEMENTS**

References are made to the circular (the “**Circular**”) of China Fordoo Holdings Limited (the “**Company**”) dated 24 March 2021 and the announcements (the “**Announcements**”) of the Company dated 14 December 2020 and 5 March 2021, in relation to, among others, the disclosable and connected transaction in relation to the acquisition of the entire issued share capital of the Target Company and continuing connected transactions in relation to the entry of the VIE Agreements. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and Announcements.

As disclosed in the Announcements and the Circular, as one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the VIE Agreements exceeds 5%, the transactions contemplated under the VIE Agreements are subject to the reporting, announcement, annual review, circular and Shareholders’ approval requirements pursuant to Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.37 of the Listing Rules, the Stock Exchange may waive the general meeting requirement and accept a written shareholders’ approval on the conditions that (i) no Shareholder is required to abstain from voting if a general meeting of the Company is held to approve the transactions contemplated under the VIE Agreements; and (ii) approval has been given by a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the Shares in issue giving the right to vote at general meetings to approve the transactions contemplated under the VIE Agreements.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, neither Mr. Tong nor his associates is a Shareholder nor has any interest in the Shares, and no Shareholders or any of their respective associates have any material interest in the VIE Agreements and the transactions contemplated thereunder and thus none of the Shareholders would be required to abstain from voting if the Company were to convene a general meeting for the approval of the VIE Agreements and the transactions contemplated thereunder.

As at the date of this announcement, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Everkept Limited and Equal Plus Limited, being a closely allied group of Shareholders, control an aggregate of 1,087,032,000 Shares in issue (representing approximately 56.51% of the total number of the issued share capital of the Company). Everkept Limited and Equal Plus Limited have given their approvals to the VIE Agreements and the transactions contemplated thereunder. Everkept Limited is owned as to 70% by Mr. Kwok Kin Sun (who is the spouse of Ms. Wong Tung Yam and father of Mr. Kwok Hong Fung) and 30% by Ms. Wong Tung Yam (who is the spouse of Mr. Kwok Kin Sun and mother of Mr. Kwok Hong Fung) and Equal Plus Limited is wholly-owned by Mr. Kwok Hong Fung (who is the son of Mr. Kwok Kin Sun and Ms. Wong Tung Yam). Accordingly, the Company has applied for, and the Stock Exchange has granted, a waiver from requirement to convene a Shareholders' meeting for approving the VIE Agreements, such that the written approval would be accepted in lieu of convening a general meeting under Rule 14A.37 of the Listing Rules.

For further details of the VIE Agreements, please refer to the Circular.

By order of the Board  
**China Fordoo Holdings Limited**  
**Kwok Kin Sun**  
*Chairman and executive Director*

Hong Kong, 24 March 2021

*As at the date of this announcement, the executive Directors are Mr. Kwok Kin Sun, Mr. Kwok Hon Fung, Mr. Tong Xin, and Mr. Peng Zuncheng; and the independent non-executive Directors are Mr. Cheung Chiu Tung, Mr. Poon Yick Pang Philip and Ms. Huang Yumin.*

*Website: [www.fordoo.cn](http://www.fordoo.cn)*