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**China Risun Group Limited**

**中國旭陽集團有限公司**

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

**(Stock Code: 1907)**

**COMPLETION OF TOP-UP PLACING OF EXISTING SHARES  
AND  
SUBSCRIPTION OF SHARES UNDER GENERAL MANDATE**

**Overall Coordinators, Placing Agents and Capital Market Intermediaries**



**國泰君安國際**  
GUOTAI JUNAN INTERNATIONAL



**MACQUARIE**

**Placing Agents and Capital Market Intermediaries**



**CITIC SECURITIES**



**國證國際**  
SDICSI



**建銀国际**  
CCB International



**盛源**  
SHENG  
YUAN



**海通國際**  
HAITONG

The Board is pleased to announce that completion of the Placing and the Subscription took place on December 20, 2024 and December 27, 2024, respectively, in accordance with the terms and conditions of the Placing and Subscription Agreement. The Company received total net proceeds of approximately HK\$153.6 million from the Placing and the Subscription.

Reference is made to the announcement of China Risun Group Limited (the “**Company**”) dated December 18, 2024 (the “**Announcement**”) in relation to the Placing and the Subscription. Unless otherwise stated, capitalized terms used herein shall bear the same meanings as defined in the Announcement.

## COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Board is pleased to announce that completion of the Placing and the Subscription took place on December 20, 2024 and December 27, 2024, respectively.

A total of 52,000,000 Placing Shares were successfully placed at the Placing Price of HK\$3.00 per Placing Share to not less than six placees, all of whom/which are professional, institutional and/or individual investors. As far as the Company and the Vendor are aware, the placees and their respective ultimate beneficial owners are third parties independent from, and not connected with, the Company and its connected persons. None of the placees has become a substantial shareholder of the Company immediately after completion of the Placing.

Further, all the conditions of the Subscription have been fulfilled and completion of the Subscription took place on December 27, 2024. A total of 52,000,000 Subscription Shares (equivalent to the number of the Placing Shares successfully placed under the Placing) were subscribed by the Vendor at the Subscription Price of HK\$3.00 per Subscription Share. The Subscription Shares represent approximately 1.20% of the enlarged total number of Shares in issue (excluding Treasury Shares) upon completion of the Subscription.

The aggregate gross proceeds from the Placing and the Subscription are HK\$156 million and the aggregate net proceeds from the Placing and the Subscription are approximately HK\$153.6 million after deducting the relevant costs and expenses. The Company intends to use the net proceeds from the Placing and the Subscription in the following manner:

- (a) approximately 50% of the net proceeds will be used to optimize the financial structure, including but not limited to repayment of bank borrowings and lease liabilities; and
- (b) approximately 50% of the net proceeds will be used as the general working capital.

## SHAREHOLDING STRUCTURE OF THE COMPANY IMMEDIATELY BEFORE AND AFTER COMPLETION OF THE PLACING AND THE SUBSCRIPTION

Set out below is the shareholding structure of the Company (i) immediately before completion of the Placing and the Subscription; (ii) immediately after completion of the Placing but before completion of the Subscription; and (iii) immediately after completion of the Placing and the Subscription:

	Immediately before completion of the Placing and the Subscription		Immediately after completion of the Placing but before the Subscription		Immediately after completion of the Placing and the Subscription	
	<i>Number of Shares</i>	<i>Approximate percentage of issued share capital of the Company<sup>(1)</sup></i>	<i>Number of Shares</i>	<i>Approximate percentage of issued share capital of the Company<sup>(1)</sup></i>	<i>Number of Shares</i>	<i>Approximate percentage of issued share capital of the Company<sup>(1)</sup></i>
The Vendor <sup>(2)(3)</sup>	3,181,254,928	72.27%	3,129,254,928	71.08%	3,181,555,928	71.43%
Treasury Shares <sup>(3)</sup>	109,736,000	2.49%	109,736,000	2.49%	109,736,000	2.46%
Other core connected persons <sup>(4)</sup>	6,879,000	0.16%	6,879,000	0.16%	6,879,000	0.15%
Placees	–	–	52,000,000	1.18%	52,000,000	1.17%
Other public Shareholders	1,104,316,072	25.09%	1,104,316,072	25.09%	1,104,015,072	24.79%
<b>Total</b>	<b>4,402,186,000</b>	<b>100.00%</b>	<b>4,402,186,000</b>	<b>100.00%</b>	<b>4,454,186,000</b>	<b>100.00%</b>

*Notes:*

- (1) Certain amounts and percentage figures in the table above have been rounded to the nearest whole figures. The discrepancies between the total amounts and the amounts shown in the table are due to rounding.
- (2) Texson Limited purchased 7,567,000 Shares between December 18, 2024 (after the publication of the Announcement) and December 20, 2024 (before completion of the Placing), and further purchased 301,000 Shares on December 23, 2024. All purchases were conducted through on-exchange trading.
- (3) Texson Limited is wholly-owned by Mr. Yang Xuegang. It was deemed to be interested in 109,736,000 Treasury Shares held by the Company. Mr. Yang Xuegang is deemed to be interested in the Shares held by Texson Limited.
- (4) The core connected persons (as defined by the Listing Rules) include three executive Directors of the Company, Mr. Li Qinghua, Mr. Han Qinliang and Mr. Yang Lu, who directly held 349,000 Shares, 300,000 Shares and 6,230,000 Shares, respectively.
- (5) The public float of the Shares immediately after completion of the Placing and the Subscription is 26.61%.

By order of the Board  
**China Risun Group Limited**  
**Yang Xuegang**  
*Chairman*

Hong Kong, December 27, 2024

*As at the date of this announcement, the executive Directors are Mr. Yang Xuegang, Ms. Lu Xiaomei, Mr. Li Qinghua, Mr. Han Qinliang, Mr. Wang Nianping and Mr. Yang Lu; and the independent non-executive Directors are Dr. Yu Kwok Kuen Harry, Mr. Wang Jinping and Dr. Liu Xiaofeng.*