

The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission 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.

ZIBUYU
Zibuyu Group Limited
子不语集团有限公司
(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

WARNING

The publication of this announcement is required by The Stock Exchange of Hong Kong Limited (the “**Exchange**”) and the Securities and Futures Commission (the “**Commission**”) solely for the purpose of providing information to the public in Hong Kong. By viewing this announcement, you acknowledge, accept and agree with the Company, its joint sponsors, overall coordinators, advisers or members of the underwriting syndicate that:

- (a) the publication of this announcement on the Exchange’s website does not give rise to any obligation of the Company, its joint sponsors, overall coordinators, advisers or members of the underwriting syndicate to proceed with an offering or a placing in Hong Kong or any other jurisdiction. There is no assurance that the Company will proceed with the offering or the placing;
- (b) the application to which this announcement relates has not been approved for listing and the Exchange and the Commission may accept, return or reject the application for the subject public offering and/or listing;
- (c) this announcement must not be regarded as an inducement to subscribe for or purchase any securities, and no such inducement is intended;
- (d) neither the Company nor any of its affiliates, its advisers or the members of the underwriting syndicate is offering, or is soliciting offers to subscribe for or purchase, any securities in any jurisdiction through the publication of this announcement;

- (e) this announcement (and the information contained herein) is for information purposes only and shall not constitute or form part of any offer to issue or sell, or the solicitation of any offer to purchase, subscribe for or otherwise acquire, any securities of the Company in the United States (including its territories and possessions, any state of the United States and the District of Columbia) or any other jurisdiction where such offer or sale would be unlawful. The Company believes it is a “foreign private issuer” (“**FPI**”), as such term is defined in Rule 405 under the US Securities Act of 1933, as amended (the “**US Securities Act**”), and intends to conduct its business so far as possible to maintain its status as a FPI. The securities of the Company (the “**Securities**”) have not been and will not be registered under the US Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered, sold, resold, pledged, transferred or delivered, directly or indirectly, into or within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any relevant state or other jurisdiction of the United States. There has been and will be no public offering of the Securities in the United States;
- (f) if an offer or an invitation is made to the public in Hong Kong in due course, prospective investors are reminded to make their investment decisions solely based on the Company’s prospectus registered with the Registrar of Companies in Hong Kong, copies of which will be made available to the public during the offer period;
- (g) this announcement does not constitute a prospectus, offering circular, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities; and
- (h) as there may be legal restrictions on the distribution of this announcement or dissemination of any information contained in this announcement, you agree to inform yourself about and observe any such restrictions applicable to you.

No offer or invitation will be made to the public in Hong Kong until after a prospectus of the Company has been registered with the Registrar of Companies in Hong Kong in accordance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). If an offer or an invitation is made to the public in Hong Kong in due course, prospective investors are reminded to make their investment decisions solely based on a prospectus of the Company registered with the Registrar of Companies in Hong Kong, copies of which will be made available to the public during the offer period.

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 disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement does not constitute a prospectus, offering circular, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an offer to sell or an invitation to the public to induce or solicit an offer to acquire, purchase or subscribe for securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities. This announcement must not be regarded as an inducement to subscribe for or purchase any securities, and no such inducement is intended. The publication of this announcement is only for the purpose of providing information about the Company and not for any other purposes. No investment decision should be based on the information contained in this announcement. There is no guarantee that there will be an offering; any offer of securities will require a final listing document which is the only document investors should rely on to make investment decisions. There is no indication that the application to which this announcement relates has been approved for listing.

*This announcement is made by the order of Zibuyu Group Limited (子不语集团有限公司) (the “**Company**”). The Company’s board of directors (the “**Board**”) collectively and individually accept responsibility for the accuracy of this announcement.*


Zibuyu Group Limited
子不语集团有限公司

(Incorporated in the Cayman Islands with limited liability)

This announcement is made by the Company pursuant to Rule 12.01C of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

As at the date of this announcement, the Company has appointed Huatai Financial Holdings (Hong Kong) Limited and ABCI Capital Limited as its overall coordinators.

Further announcement(s) shall be made by the Company in accordance with the Listing Rules in case of any further appointment or termination of appointment of overall coordinator.

By order of the Board
Zibuyu Group Limited
Mr. Hua Bingru
Chairman and Executive Director

Hong Kong, 28 September 2022

Directors and proposed directors of the Company named in the application to which this announcement relates are: (i) Mr. Hua Bingru, Mr. Wang Shijian, Mr. Wang Weiping, Mr. Dong Zhenguo and Mr. Xu Shijian as executive directors; (ii) Ms. Hua Hui as non-executive director; and (iii) Mr. Yu Kefei, Mr. Shen Tianfeng and Dr. Lau Kin Shing Charles as proposed independent non-executive directors.