Gaodi Holdings Limited
高地股份有限公司
(incorporated in the Cayman Islands with limited liability)

(Stock code: 1676)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

Reference is made to the announcement of Gaodi Holdings Limited (the "**Company**") on 18 September 2025 (the "**Announcement**") in relation to the placing of new Shares under General Mandate. Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Announcement.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been fulfilled and completion of the Placing ("**Completion**") took place on 9 October 2025. An aggregate of 30,802,000 Placing Shares, representing approximately 14.05% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon the Completion, have been successfully placed to not less than six Placees, at the Placing Price of HK$0.43 per Placing Share pursuant to the terms of the Placing Agreement.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners (where applicable) are Independent Third Parties, and none of the Placees has become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of the Placing. The gross proceeds from the Placing are approximately HK$13.24 million.

The net proceeds from the Placing, after deducting the placing commission and other related expenses incurred in relation to the Placing, amount to approximately HK$12.94 million. These funds are intended to be fully utilized by December 2026 as follows: (i) approximately 50% for the Group's existing food business; (ii) approximately 40% for the Group's existing food and beverage business; and (iii) 10% for the Group's general working capital.

EFFECTS ON THE SHAREHOLDING STRUCTURE

Name of shareholder	Immediately before Completion		Immediately after Completion of the Placing	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Foton Holdings Limited	27,480,000	14.58%	27,480,000	12.53%
Leung Tsz Shan Monica	16,772,000	8.90%	16,772,000	7.65%
Placees	–	–	30,802,000	14.05%
Other public shareholders	144,192,857	76.52%	144,192,857	65.77%
Total	188,444,857	100.00%	219,246,857	100.00%

By Order of the Board
Gaodi Holdings Limited
Wang Wana
Chairperson

Xiamen, the PRC, 9 October 2025

As at the date of this announcement, the executive directors of the Company are Ms. Wang Wana, Mr. Huang Jingsheng, Ms. Chen Chun and Mr. Hong Jixiang and the independent non-executive directors of the Company are Mr. Shum Ching Hei, Mr. Yang Minda and Ms. Gui Chenghui.