

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 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.



Suoxinda Holdings Limited

索信达控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3680)

VOLUNTARY ANNOUNCEMENT MEMORANDUM OF UNDERSTANDING IN RELATION TO THE POSSIBLE SUBSCRIPTION OF NEW SHARES UNDER THE GENERAL MANDATE

This announcement is made by the Company on a voluntary basis.

THE MOU

The Board announces that on 14 December 2021 (after trading hours), the Company entered into the non-legally binding MOU with Taiping Financial Holdings Fund Management (Shenzhen) Company Limited (“**Taiping Qianhai**”), pursuant to which, the Company intends to allot and issue, and Taiping Qianhai (through a fund to be set up by it) intends to subscribe for the Subscription Shares. The terms and conditions thereof (including but not limited to the specific number of Subscription Shares and the subscription price) are subject to the further negotiations between the Company and Taiping Qianhai.

The Subscription Shares will be allotted and issued under the General Mandate.

The Board wishes to emphasise that as at the date of this announcement, the parties have not yet entered into any legally binding agreement in relation to the Subscription. Shareholders and potential investors who intend to deal in the securities of the Company should note that the proposed Subscription may or may not proceed and therefore are advised to exercise caution when dealing in the securities of the Company.

This announcement is made by the Company on a voluntary basis.

THE MOU

On 14 December 2021 (after trading hours), the Company entered into the non-legally binding MOU with Taiping Qianhai.

The terms of the MOU are summarised as below:

Date: 14 December 2021

Parties: (i) the Company (as issuer); and
(ii) Taiping Financial Holdings Fund Management (Shenzhen) Company Limited

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Taiping Qianhai and its ultimate beneficial owner are Independent Third Parties.

Number of Subscription Shares and the Subscription Price

Pursuant to the MOU, the Company intends to allot and issue, and Taiping Qianhai (through a fund to be set up by it) intends to subscribe for the Subscription Shares to be issued by the Company. The total investment amount shall be no more than HK\$100,000,000. The terms and conditions of the Subscription (including but not limited to the specific number of Subscription Shares and the subscription price) are subject to the further negotiations between the Company and Taiping Qianhai.

Negotiations

Each of the Company and Taiping Qianhai shall engage in bona fide negotiation for the Subscription with a view to concluding a legally-binding Formal Subscription Agreement to materialise the transaction.

Lock-up Period

It is intended that the Subscription Shares shall be subject to a lock-up period of 12 months commencing from the date of completion of the Subscription, during which Taiping Qianhai (through a fund to be set up by it) shall not transfer the Subscription Shares, directly or indirectly, without the prior written approval of the Company.

Allot and Issue the Subscription Shares under the General Mandate

The Subscription is not subject to Shareholders' approval as the Subscription Shares will be issued under the General Mandate. As at the date of this announcement, the General Mandate has not been utilized since it was granted and the number of new Shares that may be issued by the Company under the General Mandate is 80,430,107 Shares. The Company will ensure the final number of Subscription Shares will not exceed the number of new Shares that may be issued by the Company under the General Mandate. As such, no Shareholders' approval is required for the allotment and issue of the Subscription Shares.

Termination

The MOU shall be terminated at the earlier of:

- (i) the date of execution of the Formal Subscription Agreement; or
- (ii) the date on which the Company and Taiping Qianhai agree in writing to terminate the MOU.

Legal effect

Save for the provisions relating to confidentiality, expenses relating to the Subscription, amendment and termination of the MOU and applicable laws, the provisions of the MOU do not have any legal effect.

INFORMATION ON TAIPING QIANHAI

Taiping Qianhai is a company registered in the PRC with limited liability and is principally engaged in (i) sponsoring the establishment of equity investment enterprises; (ii) entrusted management of the investment business of equity investment enterprises and providing related services; and (iii) equity investment consulting. Taiping Qianhai will set up a fund, of which it will act as the general partner and/or manager, to subscribe for the Subscription Shares.

REASONS FOR ENTERING INTO THE PROPOSED SUBSCRIPTION

The Company is an investment holding company. The subsidiaries of the Group are principally engaged in provision of data solutions, sales of hardware and software and related services as an integrated service, and information technology maintenance and support services.

The Directors consider that the Subscription, if materialized, represents a sound opportunity to raise additional funds for the Group's research and development, market expansion and operations. The Subscription will also strengthen the capital base and financial position for the Group's future business development and broaden the Shareholder base of the Company.

The Board wishes to emphasise that as at the date of this announcement, the parties have not yet entered into any legally binding agreement in relation to the Subscription. Shareholders and potential investors who intend to deal in the securities of the Company should note that the proposed Subscription may or may not proceed and therefore are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Board”	the board of the Directors
“Company”	Suoxinda Holdings Limited (索信达控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Formal Subscription Agreement”	the formal shares subscription agreement which may or may not be entered into in relation to the possible Subscription
“General Mandate”	the general mandate granted to the Directors pursuant to an ordinary resolution passed at the Company’s annual general meeting on 25 October 2021 to issue, allot and deal with new Shares not exceeding 20% of the total number of Shares in issue on the date of passing the relevant resolution at the said meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	independent third party(ies) who is/are independent of and not connected with the Company and its connected persons (as defined in the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the memorandum of understanding dated 14 December 2021 entered into between the Company and Taiping Qianhai setting out the preliminary understanding in relation to the possible Subscription

“PRC”	the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	a possible subscription of the Subscription Shares by Taiping Qianhai (through a fund to be set up by it) pursuant to the MOU
“Subscription Shares”	the new Shares to be allot and issued by the Company to Taiping Qianhai (through a fund to be set up by it) pursuant to the MOU
“Taiping Qianhai”	Taiping Financial Holdings Fund Management (Shenzhen) Company Limited (太平金控股權投資基金管理 (深圳) 有限公司)
“%”	per cent.

By order of the Board
Suoxinda Holdings Limited
Song Hongtao
Chairman of the Board

Hong Kong, 16 December 2021

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Song Hongtao, Mr. Wu Fu-Shea, Mr. Wu Xiaohua, Mr. Lam Chun Hung Stanley and Ms. Wang Jing; and three independent non-executive Directors, namely Mr. Tu Xinchun, Ms. Zhang Yahan and Prof. Qiao Zhonghua.