China Youzan Limited
中國有贊有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8083)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Financial adviser to the Company

東英 ORIENTAL PATRON

Reference is made to the announcement of the Company dated 2 April 2019 in relation to the Subscriptions and the announcement of the Company dated 16 April 2019 in relation to Partial Completion of the Subscriptions (the "**Announcements**"). Capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise defined herein.

COMPLETION OF THE SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Company is pleased to announce that completion of the Subscriptions between (i) the Company and Subscriber II and (ii) the Company and Subscriber IV took place on 23 April 2019. An aggregate of 314,339,622 Shares were issued to Subscriber II and Subscriber IV at the Subscription Price of HK$0.53 per Subscription Share.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purpose only, the shareholding structure of the Company (a) immediately before the Subscriptions, (b) immediately after Partial Completion, and (c) immediately after Completion are as follows:

	Immediately before the Subscriptions		Immediately after Partial Completion		Immediately after Completion	
Name of Shareholders	*Number of Shares*	*Approximate % shareholding*	*Number of Shares*	*Approximate % shareholding*	*Number of shares*	*Approximate % shareholding*
Mighty Advantage Enterprises Limited *(Note 1)*	711,592,000	5.18	711,592,000	4.70	711,592,000	4.60
Cao Chunmeng	67,420,000	0.49	67,420,000	0.44	67,420,000	0.44
Yan Xiaotian	21,640,000	0.16	21,640,000	0.14	21,640,000	0.14
Fong Chi Wah	1,000,000	0.01	1,000,000	0.01	1,000,000	0.01
Gu Jiawang	1,000,000	0.01	1,000,000	0.01	1,000,000	0.01
Whitecrow Investment Ltd. *(Note 2)*	1,440,601,703	10.48	1,440,601,703	9.51	1,440,601,703	9.31
V5. Cui Investment Ltd. *(Note 3)*	241,885,127	1.76	241,885,127	1.60	241,885,127	1.56
Youzan Teamwork Inc. *(Note 4)*	363,170,101	2.64	363,170,101	2.40	363,170,101	2.35
Sub-total	**2,848,308,931**	**20.73**	**2,848,308,931**	**18.81**	**2,848,308,931**	**18.42**
Subscriber I – Poyang Lake Investment Limited *(Note 5)*	–	–	1,036,766,038	6.84	1,036,766,038	6.70
Subscriber II	–	–	–	–	64,150,943	0.41
Subscriber III	–	–	117,735,849	0.78	117,735,849	0.76
Subscriber IV	73,060,000	0.53	73,060,000	0.48	323,248,679	2.09
Subscriber V	167,592,000	1.22	417,780,679	2.76	417,780,679	2.70
Sub-total	**240,652,000**	**1.75**	**1,645,342,566**	**10.86**	**1,959,682,188**	**12.66**
Other public shareholders	10,657,816,498	77.52	10,657,816,498	70.33	10,657,816,498	68.92
Total	**13,746,777,429**	**100**	**15,151,467,995**	**100**	**15,465,807,617**	**100**

Notes:

1. Mighty Advantage Enterprises Limited is beneficially owned by Mr. Guan Guisen, who is an executive Director.

2. Whitecrow Investment Ltd. is beneficially owned by Mr. Zhu Ning, who is an executive Director.

3. V5. Cui Investment Ltd. is beneficially owned by Mr. Cui Yusong, who is an executive Director.

4. Youzan Teamwork Inc. is owned as to 40% by Mr. Zhu Ning, 10% by Mr. Yu Tao and 10% by Ms. Ying Hangyan, all of whom are executive Directors.

5. Poyang Lake Investment Limited is a wholly-owned subsidiary of Tencent Holdings Limited (stock code:700).

USE OF PROCEEDS

The net proceeds (after deducting the related expenses) from the Subscriptions between (i) the Company and Subscriber II and (ii) the Company and Subscriber IV, are approximately HK$166.4 million while the aggregate net proceeds (after deducting the related expenses) from the Subscriptions by all five Subscribers are approximately HK$910.0 million. The Company intends to use the net proceeds for system upgrade, product development, marketing, promotion of advertising services and general working capital for the Group.

By Order of the Board
China Youzan Limited
Guan Guisen
Chairman

Hong Kong, 23 April 2019

As at the date of this announcement, the Board comprises seven executive Directors, namely Mr. Guan Guisen, Mr. Cao Chunmeng, Mr. Yan Xiaotian, Mr. Zhu Ning, Mr. Cui Yusong, Mr. Yu Tao and Ms. Ying Hangyan; and four independent non-executive Directors, namely Dr. Fong Chi Wah, Mr. Gu Jiawang, Mr. Xu Yanqing and Mr. Deng Tao.