

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.

Neither this announcement nor any copy thereof may be released into or distributed directly or indirectly in the United States or any other jurisdiction where such release or distribution might be unlawful.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933 (the “U.S. Securities Act”) or any other state securities law in the United States, and may not be offered or sold within the United States unless registered under the U.S. Securities Act or pursuant to an exemption from, or in a transaction not subject to, registration under the U.S. Securities Act. The Company has no intention to register under the U.S. Securities Act any of the securities referred to herein or to conduct a public offering of securities in the United States.



Marketingforce Management Ltd

邁富時管理有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2556)

COMPLETION OF PLACING OF NEW SHARES UNDER THE GENERAL MANDATE

Placing Agents



The Board is pleased to announce that all the conditions under the Placing Agreement have been satisfied and that the completion of the Placing took place on December 27, 2024. A total of 1,000,000 Placing Shares, representing approximately 0.42% of the issued share capital of the Company as enlarged by the allotment and issuance of the Placing Shares immediately upon completion of the Placing, were successfully placed to not less than six Placees at the Placing Price of HK\$110.00 per Placing Share pursuant to the terms of the Placing Agreement.

Reference is made to the announcement of the Company dated December 18, 2024 (the “**Announcement**”) in relation to, among other things, the Placing. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING

The Company is pleased to announce that all the conditions under the Placing Agreement have been satisfied and that the completion of the Placing took place on December 27, 2024.

A total of 1,000,000 Placing Shares, representing approximately 0.42% of the issued share capital of the Company (excluding the Treasury Shares, if any) as enlarged by the allotment and issuance of the Placing Shares immediately upon completion of the Placing, have been successfully placed at the Placing Price of HK\$110.00 per Placing Share to not less than six professional investors who, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, together with their respective ultimate beneficial owners, are Independent Third Parties. None of the Placees and their ultimate beneficial owners became a substantial shareholder (as defined under the Listing Rules) of the Company as a result of the Placing.

PROCEEDS FROM THE PLACING

The gross proceeds from the Placing are approximately HK\$110.0 million. The net proceeds from the Placing are approximately HK\$109.5 million. The net price per Share for the Placing after deducting related fees and expenses is approximately HK\$109.54 per Share.

The Company intends to apply the net proceeds from the Placing for the purposes and in the amounts set forth below: (i) approximately 70% of the net proceeds, or HK\$76.65 million, for research and development of AI large language models in marketing and sales, including improving our Tforce large language model in marketing, building our AI agent platform, and business application of AI agent platform in various scenarios; and (ii) approximately 30% of the net proceeds, or HK\$32.85 million, for replenishing working capital and general corporate purposes.

EFFECT OF THE PLACING ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company immediately before and after the completion of the Placing:

Shareholder	Immediately before the completion of the Placing		Immediately after the completion of the Placing	
	Number of Shares	%	Number of Shares	%
Controlling Shareholders ⁽¹⁾ DRIVING FORCE DEVELOPMENTS LIMITED ⁽²⁾	116,925,000	49.72%	116,925,000	49.51%
Rosy Maple Limited ⁽³⁾	15,401,000	6.55%	15,401,000	6.52%
Jiaxing Hengjie Equity Investment Partnership (Limited Partnership) ⁽⁴⁾	3,632,400	1.54%	3,632,400	1.54%
NB DIGITAL Evergreen Investment Limited Partnership ⁽⁴⁾	21,161,600	9.00%	21,161,600	8.96%
Sub-total:	176,371,800	75.00%	176,371,800	74.68%
Shares held by Public Shareholders				
Places	–	–	1,000,000	0.42%
Other Public Shareholders	58,792,300	25.00%	58,792,300	24.89%
Sub-total:	58,792,300	25.00%	59,792,300	25.32%
Total	235,164,100	100.0%	236,164,100	100.0%

Notes:

- Mr. Zhao Xulong (趙緒龍) (also known by his alias name Zhao Xulong (趙旭隆)) (“**Mr. Zhao**”), our founder, chairman and chief executive officer, and Ms. ZHU Shuina (“**Ms. Zhu**”), being the spouse of Mr. Zhao, have been acting in concert on the decision-making process as shareholders of the Company. Mr. Zhao, together with Ms. Zhu, indirectly held the Company’s shares (i) through Real Force Limited and Precious Sight Limited, which are holding vehicles for the benefit of founders’ family trust with Willam Zhao Limited and Shuina Zhu Limited as beneficiaries, and (ii) through Willian Zhao I Limited, which is indirectly wholly owned by Mr. Zhao. Mr. Zhao and Ms. Zhu, together with Real Force Limited, Precious Sight Limited, Willam Zhao Limited, Shuina Zhu Limited and Willian Zhao I Limited, are the group of our Controlling Shareholders.
- Mr. XU Jiankang, an executive Director, is deemed to be interested in the Shares held through the DRIVING FORCE DEVELOPMENTS LIMITED.
- Ms. ZHAO Fangqi, a non-executive Director, is deemed to be interested in the Shares held through the Rosy Maple Limited.

4. Jiaxing Hengjie Equity Investment Partnership (Limited Partnership) and NB DIGITAL Evergreen Investment Limited Partnership are ultimately controlled by Mr. ZHU Zhengguo, who is a mature investor. Mr. ZHU Zhengguo is deemed to be interested in the Shares held by such entities.

By order of the Board
Marketingforce Management Ltd
ZHAO Xulong
Chairman of the Board and Chief Executive Officer

Hong Kong, December 27, 2024

As at the date of this announcement, the Directors of the Company are: Mr. ZHAO Xulong as chairman, executive Director and chief executive officer, Mr. XU Jiankang as executive Director, Ms. ZHAO Fangqi and Mr. HUANG Shaodong as non-executive Directors and Mr. YANG Tao, Mr. QIN Ci and Mr. CHEN Chen as independent non-executive Directors.