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比速科技集團國際有限公司

Bisu Technology Group International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1372)

SUBSCRIPTIONS OF NEW SHARES UNDER THE GENERAL MANDATE

The Board is pleased to announce that, on 7 March 2021, the Company (as issuer) entered into the Subscription Agreements with each of the Subscribers (as subscribers) in respect of the Subscriptions of an aggregate of 40,000,000 Subscription Shares at the Subscription Price of HK\$4.80 per Share.

The issue of the Subscription Shares will not be subject to the approval by the Shareholders and the Subscription Shares will be issued under the General Mandate granted to the Directors at the AGM. Pursuant to the General Mandate, the total number of new Shares that the Company is authorised to issue is 40,000,000 Shares, representing 20% of the number of issued Shares as at the date of the AGM. Since the date of the AGM and up to the date of this announcement, no new Shares have been allotted and issued by the Company under the General Mandate.

Given that completion of the Subscriptions is subject to a number of conditions and the Subscriptions may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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The Subscription Agreements

Save as disclosed below, the salient terms of each of the Subscription Agreements are identical.

Subscription Agreement A

- Date: 7 March 2021
- Parties: (1) the Company as issuer; and
(2) the Subscriber A as subscriber
- Number of Subscription Shares: 23,760,000 Subscription Shares
- Consideration: HK\$114,048,000, representing HK\$4.80 per Subscription Share, which shall be payable by the Subscriber A in the following manner:
- (i) HK\$2,970,000 by cashier's order or bank transfer within three (3) Business Days from the date of the Subscription Agreement A as refundable deposit; and
 - (ii) HK\$111,078,000 by cashier's order or bank transfer at Completion.

Subscription Agreement B

- Date: 7 March 2021
- Parties: (1) the Company as issuer; and
(2) the Subscriber B as subscriber
- Number of Subscription Shares: 16,240,000 Subscription Shares
- Consideration: HK\$77,952,000, representing HK\$4.80 per Subscription Share, which shall be payable by the Subscriber B in the following manner:
- (i) HK\$2,030,000 by cashier's order or bank transfer within three (3) Business Days from the date of the Subscription Agreement B as refundable deposit; and
 - (ii) HK\$75,922,000 by cashier's order or bank transfer at Completion.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Subscribers and the Subscriber A's ultimate beneficial owner, Mr. Cao, are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules). As at the date of this announcement, each of the Subscribers and Mr. Cao does not have any shareholding in the Company. Each of the Subscriber A and Mr. Cao on the one part and the Subscriber B on the other part is independent of and not connected with and is not party acting in concert with each other.

Subscription Shares

The 40,000,000 Subscription Shares in aggregate represent (i) 20.00% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares (assuming that there is no change in the issued share capital of the Company from the date of this announcement to the Completion Date save for the issue of the Subscription Shares). The Subscription Shares to be allotted and issued will utilise 100% of the General Mandate. The aggregate nominal value of the Subscription Shares will be HK\$400,000.

Rights of the Subscription Shares

The Subscription Shares will be fully paid and rank pari passu with all other issued Shares in all respects as at the date of issue.

The Subscription Price

The Subscription Price is HK\$4.80 per Share, which represents:

- (i) a discount of approximately 19.87% to the closing price of HK\$5.99 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 1.23% to the average of the closing prices of approximately HK\$4.86 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Subscription Agreements (being from 1 March 2021 to 5 March 2021); and
- (iii) a premium of approximately 32.19% over the average of the closing prices of approximately HK\$3.63 per Share as quoted on the Stock Exchange for the last ten consecutive trading days immediately prior to the date of the Subscription Agreements (being from 22 February 2021 to 5 March 2021).

The Subscription Price was negotiated on an arm's length basis between the Company and each of the Subscribers and was determined with reference to the prevailing and recent market prices and trading volume of the Shares.

Conditions precedent for the Subscriptions

The Subscriptions under each of the Subscription Agreements are conditional on the Listing Committee of the Stock Exchange granting and not having withdrawn or revoked a listing of and permission to deal in the Subscription Shares.

Regarding the Subscription Agreement A only, in addition to the condition set out above, completion of the Subscription Agreement A is also subject to the Company having sufficient public float in compliance with Rule 8.08(1) of the Listing Rules upon completion of the transactions contemplated thereunder.

The conditions are incapable of being waived. In the event the conditions are not fulfilled by 1 April 2021, the relevant Subscription Agreement shall cease and determine and the Company shall return the relevant refundable deposit (without interest) to the relevant Subscriber forthwith.

For the avoidance of doubt, Completion of each of the Subscriptions is not conditional upon each other.

Completion

Completion shall take place within ten (10) Business Days upon satisfaction of the last condition (or such other date as the parties thereto may agree).

GENERAL MANDATE TO ISSUE THE SUBSCRIPTION SHARES

The issue of the Subscription Shares will not be subject to the approval by the Shareholders and the Subscription Shares will be issued under the General Mandate granted to the Directors at the AGM. Pursuant to the General Mandate, the total number of new Shares that the Company is authorised to issue is 40,000,000 Shares, representing 20% of the number of issued Shares as at the date of the AGM. Since the date of the AGM and up to the date of this announcement, no new Shares have been allotted and issued by the Company under the General Mandate.

APPLICATION FOR LISTING

Application will be made by the Company to the Stock Exchange for the listing of and permission to deal in the Subscription Shares.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Shareholding structure of the Company (i) as at the date of this announcement, and (ii) immediately after Completion, assuming that there is no change in the issued share capital of the Company from the date of this announcement to the Completion Date, is as follows:

	As at the date of this announcement		Immediately after Completion	
	Shares	%	Shares	%
Youth Force Asia Limited ("Youth Force") <i>(Note)</i>	147,700,000	73.85	147,700,000	61.54
Public Shareholders				
Subscriber A	—	—	23,760,000	9.90
Subscriber B	—	—	16,240,000	6.77
Other public Shareholders	52,300,000	26.15	52,300,000	21.79
Total issued shares	200,000,000	100.00	240,000,000	100.00

Note: The entire issued capital of Youth Force is owned by Mr. Jiang Jianhui ("Mr. Jiang"). As such, Mr. Jiang is deemed to be interested all the Shares owned by Youth Force by virtue of the Securities and Futures Ordinance.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities in the past twelve months before the date of this announcement.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Group is principally engaged in civil engineering works and building construction and maintenance works.

As previously disclosed, the Company will plan to start investing in the global carbon neutral business. Such business expansion requires the Company to increase its fund size, with an aim to improve the profit-making abilities and developing abilities of the Group. After having studied the feasibilities of many fund-raising activities, the Company is of the view that (i) save for some minimal professional fees, the Subscriptions will not result in interest costs or other expenses; (ii) a private placement will ensure that the Company can obtain funds of a certain amount within a short time; and (iii) issuance of new Shares by the consideration of cash will improve the financial positions of the Company, such as increasing the liquidity, lowering the gearing ratio and enhancing the risk resistance capacity in a whole. In addition, the Subscription Price and the Subscriptions quantity were made with a reference to the prevailing and recent market prices and trading volume of the Shares. The Board believes that the Subscription Agreements are made on normal commercial terms, are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

The gross proceeds of the Subscriptions will be HK\$192,000,000. The net proceeds from the Subscriptions (after deducting all applicable costs and expenses of the Subscriptions) will be approximately HK\$192,000,000, of which HK\$60,000,000 are intended for the general working capital of the Group and/or the repayment of the debts of the Group, and the remaining HK\$132,000,000 are intended to develop the carbon neutral business and/or the exploration of other possible new business. Save for the carbon neutral business which has been disclosed, the Group has not decided to tap into other new businesses. The Company will make appropriate announcements in accordance with the Listing Rules, when there are developments of the new businesses. The net subscription price of each Subscription Share will be approximately HK\$4.8.

INFORMATION ON THE SUBSCRIBERS

The Subscriber A, Mao Yuan Capital Limited, is a company incorporated in the British Virgin Islands with limited liability, focusing in strategic and financial investment in the Hong Kong capital market. In 2014, it, in the role of a cornerstone investor, participated in the initial public offer of Central China Securities Co., Ltd. (“**CC Securities**”, a company listed on the Main Board of the Stock Exchange with stock code of 1375), subscribing the listed shares of CC Securities in US\$35 million.

The sole shareholder and existing chairman of the Subscriber A is Mr. Cao Junsheng. Mr. Cao is an entrepreneur with rich experience, a professional investor and a philanthropist. He was a director of Henan Shuanghui Investment & Development Co., Ltd. (a company listed on the Shenzhen Stock Exchange with stock code of 000895). His investment sectors cover real property, mass consumption, advanced manufacturing, bio-medicine, financial service and art investment, etc. He led in several mainland leading corporations' oversea listing, cross-board acquisition and international business development.

The Subscriber B, Mr. Zhang Yaxun, is a professional investor and an entrepreneur with rich experience. From 2006 to now, he is a director and the deputy chairman of Zhengzhou Autobio Diagnostics CO., Ltd. ("**Autobio Diagnostics**", a company listed on the Shanghai Stock Exchange with stock code of 603658). Autobio Diagnostics is principally engaged in research, development and sale of in vitro diagnostic reagents, and its market capitalization exceeded RMB50 billion as at the date of this announcement. According to public disclosure, Mr. Zhang indirectly owns approximately 13% of the shares of Autobio Diagnostics, via Z&F International Trading Limited. He is also the chairman of Henan Z&F Farming Technological Development Co, Ltd..

Given that completion of the Subscriptions is subject to a number of conditions and the Subscriptions may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the expressions below have the meanings assigned:

"AGM"	the annual general meeting of the Company held on 19 June 2020
"Board"	the board of Directors
"Business Day"	a day (other than Saturday, Sunday, public holiday or any day on which tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours

“Company”	Bisu Technology Group International Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares are listed on the Main Board of the Stock Exchange (stock code: 1372)
“Completion”	completion of the Subscriptions
“Completion Date”	the date of Completion which shall be a date falling within ten (10) Business Days after fulfillment of the last condition (or such other date as the parties thereto may agree)
“Directors”	directors of the Company
“General Mandate”	the general mandate granted to the Directors pursuant to an ordinary resolution of the Company passed at the AGM to allot, issue and deal with up to 20% of the then number of the issued Shares as at the date of the AGM
“Group”	the Company and its subsidiaries
“Last Trading Day”	5 March 2021, being the trading date immediately prior to the date of the Subscription Agreements
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Cao”	Mr. Cao Junsheng, the ultimate beneficial owner of the Subscriber A
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber A”	Mao Yuan Capital Limited, a company incorporated in the British Virgin Islands with limited liability
“Subscriber B”	Mr. Zhang Yaxun
“Subscription Agreement A”	the subscription agreement dated 7 March 2021 and entered into between the Company (as issuer) and the Subscriber A (as subscriber)

“Subscription Agreement B”	the subscription agreement dated 7 March 2021 and entered into between the Company (as issuer) and the Subscriber B (as subscriber)
“Subscription Agreements”	collectively, the Subscription Agreement A and the Subscription Agreement B, and where the context requires, either one of them
“Subscription Price”	HK\$4.80 per Subscription Share
“Subscription Shares”	an aggregate of 40,000,000 new Shares to be subscribed by the Subscribers under the Subscription Agreements
“Subscriptions”	the subscriptions of the Subscription Shares by the Subscribers pursuant to the terms and conditions of the Subscription Agreements
“%”	per cent.

By order of the Board
Bisu Technology Group International Limited
Gao Gunter
Executive Director

Hong Kong, 7 March 2021

As at the date of this announcement, the executive Directors are Dr. Gao Gunter, Mr. Chen Xinwei, Mr. Artem Matyushok, Mr. Brett Ashley Wight and Mr. Chin Chun Hin; the non-executive Director is Mr. Chen Bingyan (chairman); and the independent non-executive Directors are Mr. Ip Mei Shun, Mr. Leung Tsz Wing and Mr. Yu Wai Chun.