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BRAINHOLE
TECHNOLOGY
BRAINHOLE TECHNOLOGY LIMITED
脑洞科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2203)

- (1) DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF LISTED SECURITIES;**
(2) DISCLOSEABLE TRANSACTION IN RELATION TO FURTHER ACQUISITION OF LISTED SECURITIES;
AND
(3) DISCLOSEABLE TRANSACTION IN RELATION TO FURTHER DISPOSAL OF LISTED SECURITIES

The Board announces that the Company has entered into the following transactions involving acquisitions and disposal of listed securities.

Acquisition of Rivian Shares

On 5 July 2023 (after trading hours of the Stock Exchange), the Company has acquired an aggregate of 64,000 Rivian Shares through the open market at an aggregate consideration of approximately US\$1.3 million (equivalent to approximately HK\$9.9 million) (excluding transaction costs).

Further Acquisition of XPeng Shares

On 5 July 2023 (after trading hours of the Stock Exchange), further to the acquisition of 111,000 and 56,300 XPeng Shares as disclosed in the announcement of the Company dated 27 June 2023 and 29 June 2023, the Company has further acquired an aggregate of 25,600 XPeng Shares through the open market at an aggregate consideration of approximately US\$0.4 million (equivalent to approximately HK\$3.0 million) (excluding transaction costs).

Further Disposal of Li Auto Shares

On 5 July 2023 (after trading hours of the Stock Exchange), further to the disposal of 34,000 Li Auto Shares as disclosed in the announcement of the Company dated 27 June 2023, the Company has further disposed of an aggregate of 24,900 Li Auto Shares through the open market at an aggregate consideration of approximately US\$0.9 million (equivalent to approximately HK\$7.0 million) (excluding transaction costs).

LISTING RULES IMPLICATION

Acquisition of Rivian Shares

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Acquisition of Rivian Shares exceed 5% but all are less than 25%, the Acquisition of Rivian Shares constitutes a discloseable transaction on the part of the Company and is subject to the announcement and reporting requirements under Chapter 14 of the Listing Rules.

Further Acquisition of XPeng Shares

Pursuant to Rule 14.22 and Rule 14.23 of the Listing Rules for the purpose of classification of the transactions, as the Acquisition of XPeng Shares and the Further Acquisition of XPeng Shares involve the acquisition of XPeng Shares within a 12-month period, all transactions respectively contemplated thereunder are considered and are aggregated as one transaction at a total consideration of approximately US\$2.2 million (equivalent to approximately HK\$16.9 million).

The Further Acquisition of XPeng Shares, on a standalone basis, does not constitute a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules.

As one or more of the applicable percentage ratio(s) (as defined in the Listing Rules) in respect of the Acquisition of XPeng Shares and Further Acquisition of XPeng Shares, when aggregated as a whole, exceed 5% but all are less than 25%, the Further Acquisition of XPeng Shares, when aggregated with the Acquisition of XPeng Shares as a whole, constitute a discloseable transaction on the part of the Company and is subject to the announcement and reporting requirements under Chapter 14 of the Listing Rules.

Further Disposal of Li Auto Shares

Pursuant to Rule 14.22 and Rule 14.23 of the Listing Rules for the purpose of classification of the transactions, as the Disposal of Li Auto Shares and the Further Disposal of Li Auto Shares involve the disposal of Li Auto Shares within a 12-month period, all transactions respectively contemplated thereunder are considered and are aggregated as one transaction at a total consideration of approximately US\$2.0 million (equivalent to approximately HK\$15.9 million).

As one or more of the applicable percentage ratio(s) (as defined in the Listing Rules) in respect of the (i) Further Disposal of Li Auto Shares (standing alone) and (ii) Disposal of Li Auto Shares and Further Disposal of Li Auto Shares (in aggregate) exceed 5% but all are less than 25%, the Further Disposal of Li Auto Shares constitutes a discloseable transaction on the part of the Company and is subject to the announcement and reporting requirements under Chapter 14 of the Listing Rules.

The Board announces that the Company has entered into the following transactions involving acquisitions and disposal of listed securities.

Acquisition of Rivian Shares

On 5 July 2023 (after trading hours of the Stock Exchange), the Company acquired an aggregate of 64,000 Rivian Shares through the open market at an aggregate consideration of approximately US\$1.3 million (equivalent to approximately HK\$9.9 million) (excluding transaction costs). The average price (excluding transaction costs) for the acquisition of each Rivian Share was approximately US\$19.96 (equivalent to approximately HK\$155.28). The aggregate consideration of approximately US\$1.3 million (equivalent to approximately HK\$9.9 million) (excluding transaction costs) was financed by the Group's existing internal financial resources.

As the Acquisition of Rivian Shares was conducted in the open market, the identities of the counterparties of the acquired Rivian Shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the acquired Rivian Shares are Independent Third Parties.

Further Acquisition of XPeng Shares

On 5 July 2023 (after trading hours of the Stock Exchange), further to the acquisition of 111,000 and 56,300 XPeng Shares as disclosed in the announcements of the Company dated 27 June 2023 and 29 June 2023, the Company has further acquired an aggregate of 25,600 XPeng Shares through the open market at an aggregate consideration of approximately US\$0.4 million (equivalent to approximately HK\$3.0 million) (excluding transaction costs). The average price (excluding transaction costs) for the further acquisition of each XPeng Share was approximately US\$15.10 (equivalent to approximately HK\$117.47). The aggregate consideration of approximately US\$0.4 million (equivalent to approximately HK\$3.0 million) (excluding transaction costs) was financed by the Group's existing internal financial resources.

As the Further Acquisition of XPeng Shares was conducted in the open market, the identities of the counterparties of the acquired XPeng Shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the acquired XPeng Shares are Independent Third Parties.

Further Disposal of Li Auto Shares

On 5 July 2023 (after trading hours of the Stock Exchange), further to the disposal of 34,000 Li Auto Shares as disclosed in the announcement of the Company dated 27 June 2023, the Company has further disposed of an aggregate of 24,900 Li Auto Shares through the open market at an aggregate consideration of approximately US\$0.9 million (equivalent to approximately HK\$7.0 million) (excluding transaction costs), which are receivable in cash on settlement. The average price (excluding transaction costs) for the disposal of each Li Auto Share was approximately US\$35.90 (equivalent to approximately HK\$279.31).

As the Further Disposal of Li Auto Shares was conducted in the open market, the identities of the counterparties of the disposed Li Auto Shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the disposed Li Auto Shares are Independent Third Parties.

INFORMATION ON RIVIAN, XPENG AND LI AUTO

Rivian

Rivian is a Delaware corporation and a growth stage company that exists to create products and services that help the planet transition to carbon neutral energy and transportation. Rivian designs, develops, and manufactures category-defining electric vehicles and accessories and sells them directly to customers in the consumer and commercial markets. Rivian complements its vehicles with a full suite of proprietary, value-added services that address the entire lifecycle of the vehicle and deepen its customer relationships.

The following financial information is extracted from the published documents of the Rivian Group:

	For the year ended 31 December 2021 (audited)		For the year ended 31 December 2022 (audited)	
	US\$'000	HK\$'000	US\$'000	HK\$'000
Revenue	55	428	1,658	12,899
Net (loss)	(4,688)	(36,473)	(6,752)	(52,531)

Based on Rivian's published documents, the Rivian Group has an audited consolidated net assets value of approximately US\$19,514 million (equivalent to approximately HK\$151,819 million) as at 31 December 2021 and US\$13,799 million (equivalent to approximately HK\$107,356 million) as at 31 December 2022.

Based on Rivian's published documents, the Rivian Group has an unaudited consolidated net asset value of approximately US\$12,742 million (equivalent to approximately HK\$99,133 million) as at 31 March 2023.

XPeng

XPeng is an exempted company incorporated in Cayman Islands with limited liability and a holding company with no material operations of its own. XPeng conducts their operations primarily through their PRC subsidiaries. XPeng designs, develops, manufactures, and markets smart electric vehicles that appeal to the large and growing base of technology-savvy middle-class consumers. The XPeng Group is also involved in providing after-sales services to their customers.

The following financial information is extracted from the published documents of the XPeng Group:

	For the year ended 31 December 2021		For the year ended 31 December 2022	
	(audited)		(audited)	
	<i>RMB'000</i>	<i>HK\$'000</i>	<i>RMB'000</i>	<i>HK\$'000</i>
Revenues	20,988,131	23,716,588	26,855,119	30,346,284
Net (loss)	(4,863,096)	(5,495,298)	(9,138,972)	(10,327,038)

Based on XPeng's published documents, the XPeng Group has an audited consolidated net assets value of approximately RMB42,147 million (equivalent to approximately HK\$47,626 million) as at 31 December 2021 and RMB36,911 million (equivalent to approximately HK\$41,709 million) as at 31 December 2022.

Based on XPeng's published documents, the XPeng Group has an unaudited consolidated net asset value of approximately RMB34,454 million (equivalent to approximately HK\$38,933 million) as at 31 March 2023.

Li Auto

Li Auto is a Cayman Islands holding company with no equity ownership in the VIEs and its subsidiaries. Li Auto conducts its operations through its PRC subsidiaries, VIEs and their respective subsidiaries in the PRC. Li Auto is a leader in the new energy vehicle market of the PRC. The Li Auto Group designs, develops, manufactures, and sells premium smart electric vehicles.

The following financial information is extracted from the published documents of the Li Auto Group:

	For the year ended 31 December 2021		For the year ended 31 December 2022	
	(audited)		(audited)	
	<i>RMB'000</i>	<i>HK\$'000</i>	<i>RMB'000</i>	<i>HK\$'000</i>
Revenue	27,009,779	30,521,050	45,286,816	51,174,102
(Loss) before income tax expenses	(152,812)	(172,678)	(2,159,355)	(2,440,071)
Net (loss)	(321,455)	(363,244)	(2,032,348)	(2,296,553)

Based on Li Auto's published documents, the Li Auto Group has an audited consolidated net assets value of approximately RMB41,064 million (equivalent to approximately HK\$46,402 million) as at 31 December 2021 and RMB45,186 million (equivalent to approximately HK\$51,060 million) as at 31 December 2022.

Based on Li Auto's published documents, the Li Auto Group has an unaudited consolidated net asset value of approximately RMB46,632 million (equivalent to approximately HK\$52,694 million) as at 31 March 2023.

REASONS FOR AND BENEFITS OF THE ACQUISITION OF RIVIAN SHARES AND THE FURTHER ACQUISITION OF XPENG SHARES

The Group is principally engaged in the manufacturing and trading of semiconductors, broadband infrastructure construction and the provision of integrated solution for smart domain application (including smart home, smart campus and smart communities).

The Group believes that technological innovation is an important engine for future economic development, and it can also drive the emerging applications in the smart living sector. The Group always hopes to leverage our own advantages in the field of smart technology to actively diversify the investments in the field of innovative technologies, in order to facilitate the technological development and create greater value for the Shareholders.

Rivian is an American electric vehicle manufacturer and automotive technology company. XPeng is a leading smart electric vehicles company in the PRC. The Board holds positive views towards the financial performance and future prospect of Rivian and XPeng. The Group considers that the Acquisition of Rivian Shares and the Further Acquisition of XPeng Shares are good opportunity to acquire and increase our holdings in attractive investment and to expand its investment portfolio with quality assets, which will enhance investment return for the Group.

As the Acquisition of Rivian Shares and the Further Acquisition of XPeng Shares were made in the open market at prevailing market prices, the Directors are of the view that the terms of the Acquisition of Rivian Shares and the Further Acquisition of XPeng Shares are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

REASONS FOR AND BENEFITS OF THE FURTHER DISPOSAL OF LI AUTO SHARES

As a result of the Further Disposal of Li Auto Shares, the Group is expected to recognise a gain of approximately US\$0.1 million (equivalent to approximately HK\$0.8 million) being the difference between the consideration received from the Further Disposal of Li Auto Shares and the acquisition cost of disposed Li Auto Shares. The Group considers that the Further Disposal of Li Auto Shares represents an opportunity to allow the Group to reallocate the resources and investment portfolio. The Group has applied all the proceeds from the Further Disposal of Li Auto Shares of approximately US\$0.9 million (equivalent to approximately HK\$7.0 million) for the consideration for the Acquisition of Rivian Shares and the Further Acquisition of XPeng Shares.

As the Disposal of Li Auto Shares was made in the open market at prevailing market price, the Directors are of the view that the terms of the Disposal of Li Auto Shares are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Acquisition of Rivian Shares

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Acquisition of Rivian Shares exceed 5% but all are less than 25%, the Acquisition of Rivian Shares constitutes a discloseable transaction for the Company and is subject to the announcement and reporting requirements under Chapter 14 of the Listing Rules.

Further Acquisition of XPeng Shares

Pursuant to Rule 14.22 and Rule 14.23 of the Listing Rules for the purpose of classification of the transactions, as the Acquisition of XPeng Shares and the Further Acquisition of XPeng Shares involve the acquisition of XPeng Shares within a 12-month period, all transactions respectively contemplated thereunder are considered and are aggregated as one transaction at a total consideration of approximately US\$2.2 million (equivalent to approximately HK\$16.9 million).

The Further Acquisition of XPeng Shares, on a standalone basis, does not constitute a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules.

As one or more of the applicable percentage ratio(s) (as defined in the Listing Rules) in respect of the Acquisition of XPeng Shares and Further Acquisition of XPeng Shares, when aggregated as a whole, exceed 5% but all are less than 25%, the Further Acquisition of XPeng Shares, when aggregated with the Acquisition of XPeng Shares as a whole, constitute a discloseable transaction on the part of the Company and is subject to the announcement and reporting requirements under Chapter 14 of the Listing Rules.

Further Disposal of Li Auto Shares

Pursuant to Rule 14.22 and Rule 14.23 of the Listing Rules for the purpose of classification of the transactions, as the Disposal of Li Auto Shares and the Further Disposal of Li Auto Shares involve the disposal of Li Auto Shares within a 12-month period, all transactions respectively contemplated thereunder are considered and are aggregated as one transaction at a total consideration of approximately US\$2.0 million (equivalent to approximately HK\$15.9 million).

As one or more of the applicable percentage ratio(s) (as defined in the Listing Rules) in respect of the (i) Further Disposal of Li Auto Shares (standing alone) and (ii) Disposal of Li Auto Shares and Further Disposal of Li Auto Shares (in aggregate) exceed 5% but all are less than 25%, the Further Disposal of Li Auto Shares constitutes a discloseable transaction on the part of the Company and is subject to the announcement and reporting requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Acquisition of Rivian Shares”	acquisition of 64,000 Rivian Shares by the Company as disclosed in this announcement
“Acquisition of XPeng Shares”	acquisition of 111,000 and 56,300 XPeng Shares by the Company in the open market as disclosed in the announcements dated 27 June 2023 and 29 June 2023
“Board”	the board of Directors of the Company
“Company”	Brainhole Technology Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2203)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Disposal of Li Auto Shares”	disposal of 34,000 Li Auto Shares by the Company as disclosed in the announcement dated 27 June 2023

“Further Acquisition of XPeng Shares”	further acquisition of 25,600 XPeng Shares by the Company as disclosed in this announcement
“Further Disposal of Li Auto Shares”	further disposal of 24,900 Li Auto Shares by the Company as disclosed in this announcement
“Group”	the Company and its subsidiaries
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons and is not acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with any of the connected persons of the Company or any of their respective associates (as defined under the Listing Rules)
“Li Auto”	Li Auto Inc., a Cayman Islands holding company whose American depository shares are listed on Nasdaq (stock code: LI)
“Li Auto Group”	Li Auto and its subsidiaries
“Li Auto Share(s)”	American depository share(s) of Li Auto
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nasdaq”	National Association of Securities Dealers Automated Quotations Stock Market
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Rivian”	Rivian Automotive, Inc., a Delaware corporation whose class A common stocks are listed on Nasdaq (stock code: RIVN)
“Rivian Group”	Rivian and its subsidiaries
“Rivian Share(s)”	Class A common stock of Rivian

“Shareholders”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States
“XPeng”	XPeng Inc., an exempted company incorporated in Cayman Islands with limited liability whose American depository shares are listed on New York Stock Exchange (stock code: XPEV)
“XPeng Group”	XPeng and its subsidiaries
“XPeng Share(s)”	American depository share(s) of XPeng
“%”	per cent.

By order of the Board
Brainhole Technology Limited
Zhang Liang Johnson
Chairman and Executive Director

Hong Kong, 6 July 2023

For the purpose of this announcement, all amounts denominated in US\$ has been translated (for information only) into HK\$ using the exchange rate of US\$1.00: HK\$7.78 and all amounts denominated in RMB has been translated (for information only) into HK\$ using the exchange rate of RMB1: HK\$1.13. Such translations shall not be construed as a representation that amounts of US\$ and RMB were or may have been converted.

As at the date of this announcement, the Board comprises Mr. Zhang Liang Johnson and Ms. Wan Duo as executive Directors and Mr. Xu Liang, Mr. Chen Johnson Xi and Ms. Zhang Yibo as independent non-executive Directors.