

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.

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

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

Further Acquisition of Affirm Shares

On 31 January 2025, further to the Acquisition of Affirm Shares, the Company has further acquired an aggregate of 6,400 Affirm 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).

Disposal of XPeng Shares

On 31 January 2025, the Company has disposed of an aggregate of 102,500 XPeng Shares through the open market at an aggregate consideration of approximately US\$1.5 million (equivalent to approximately HK\$12.0 million) (excluding transaction costs).

LISTING RULES IMPLICATION

Further Acquisition of Affirm 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 Affirm Shares and the Further Acquisition of Affirm Shares involve the acquisition of Affirm 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\$1.2 million (equivalent to approximately HK\$9.0 million).

Each of the Acquisition of Affirm Shares and the Further Acquisition of Affirm Shares, on a standalone basis, does not constitute a notifiable 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 Affirm Shares and the Further Acquisition of Affirm Shares, when aggregated as a whole, exceed 5% but all are less than 25%, the Further Acquisition of Affirm Shares, when aggregated with the Acquisition of Affirm 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.

Disposal 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 Previous Acquisition of XPeng Shares and the Disposal of XPeng Shares involve the acquisition and disposal 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\$0.8 million (equivalent to approximately HK\$6.0 million). All applicable percentage ratio(s) (as defined in the Listing Rules) in respect of the Disposal of XPeng Shares, when aggregated with the Previous Acquisition of XPeng Shares by the Company in the preceding 12-month period, are less than 5%.

As one or more of the applicable percentage ratio(s) (as defined in the Listing Rules) in respect of the Disposal of XPeng Shares (standing alone) exceed 5% but all are less than 25%, the Disposal of XPeng 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 transaction involving acquisition and disposal of listed securities.

Further Acquisition of Affirm Shares

On 31 January 2025, further to the Acquisition of Affirm Shares, the Company has further acquired an aggregate of 6,400 Affirm Shares through the open market at an aggregate consideration of approximately US\$0.4 million (equivalent to approximately to HK\$3.0 million) (excluding transaction costs). The average price (excluding transaction costs) for the further acquisition of each Affirm Share was approximately US\$60.20 (equivalent to approximately to HK\$468.34). The aggregate consideration of approximately US\$0.4 million (equivalent to approximately to HK\$3.0 million) (excluding transaction costs) was financed by the Group's existing internal financial resources.

As the Further Acquisition of Affirm Shares was conducted in the open market, the identities of the counterparties of the acquired Affirm 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 Affirm Shares are Independent Third Parties.

Disposal of XPeng Shares

On 31 January 2025, the Company has disposed of an aggregate of 102,500 XPeng Shares through the open market at an aggregate consideration of approximately US\$1.5 million (equivalent to approximately HK\$12.0 million) (excluding transaction costs), which are receivable in cash on settlement. The average price (excluding transaction costs) for the disposal of each XPeng Share was approximately US\$15.05 (equivalent to approximately HK\$117.06).

As the Disposal of XPeng Shares was conducted in the open market, the identities of the counterparties of the disposed 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 disposed XPeng Shares are Independent Third Parties.

INFORMATION ON AFFIRM

Affirm is a Delaware corporation and a financial technology company that builds the next generation platform for digital and mobile-first commerce. Affirm's solutions, which are built on trust and transparency, are designed to make it easier for consumers to spend responsibly and with confidence, easier for merchants and commerce platforms to convert sales and grow, and easier for commerce to thrive.

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

	For the year ended 30 June 2023 (audited)		For the year ended 30 June 2024 (audited)	
	<i>USD'000</i>	<i>HK\$'000</i>	<i>USD'000</i>	<i>HK\$'000</i>
Revenue	1,587,985	12,354,523	2,322,999	18,072,932
Net (loss) before taxation	(989,245)	(7,696,326)	(515,527)	(4,010,800)
Net (loss) after taxation	(985,345)	(7,665,984)	(515,757)	(4,012,589)

Based on Affirm's published documents, the Affirm Group has an audited consolidated net assets value of approximately US\$2,534 million (equivalent to approximately HK\$19,715 million) as at 30 June 2023 and US\$2,732 million (equivalent to approximately HK\$21,255 million) as at 30 June 2024.

Based on Affirm's published documents, the Affirm Group has an unaudited consolidated net asset value of approximately US\$2,836 million (equivalent to approximately HK\$22,064 million) as at 30 September 2024.

INFORMATION ON 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 2022		For the year ended 31 December 2023	
	(audited)		(audited)	
	<i>RMB'000</i>	<i>HK\$'000</i>	<i>RMB'000</i>	<i>HK\$'000</i>
Revenue	26,855,119	30,346,284	30,676,067	34,663,956
Net (loss) before taxation	(9,118,358)	(10,303,745)	(10,393,705)	(11,744,887)
Net (loss) after taxation	(9,138,972)	(10,327,038)	(10,375,775)	(11,724,626)

Based on XPeng's published documents, the XPeng Group has an audited consolidated net assets value of approximately RMB36,911 million (equivalent to approximately HK\$41,709 million) as at 31 December 2022 and RMB36,329 million (equivalent to approximately HK\$41,052 million) as at 31 December 2023.

Based on XPeng's published documents, the XPeng Group has an unaudited consolidated net asset value of approximately RMB32,027 million (equivalent to approximately HK\$36,191 million) as at 30 September 2024.

REASONS FOR AND BENEFITS OF THE FURTHER ACQUISITION OF AFFIRM 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.

Affirm is a financial technology company in the United States. The Board holds positive views towards the financial performance and future prospects of Affirm. The Group considers that the Further Acquisition of Affirm Shares is a good opportunity to acquire attractive investment and to expand its investment portfolio with quality assets, which will enhance investment return for the Group.

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

REASONS FOR AND BENEFITS OF THE DISPOSAL OF XPENG SHARES

As a result of the Disposal of XPeng Shares, the Group is expected to recognise a loss of approximately US\$500 (equivalent to approximately HK\$4,300) which will affect profit and loss of the Group for the year ended 31 December 2024 and is calculated on the basis of the difference between the consideration received from the Disposal of XPeng Shares and the acquisition cost of disposed XPeng Shares.

The Group considers that the Disposal of XPeng Shares represents an opportunity to allow the Group to reallocate the resources and investment portfolio. The Group has applied all of the proceeds from the Disposal of XPeng Shares of US\$1.5 million (equivalent to approximately HK\$12.0 million) in aggregate for general working capital of the Group or other appropriate investment opportunities as and when appropriate.

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

IMPLICATIONS UNDER THE LISTING RULES

Further Acquisition of Affirm 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 Affirm Shares and the Further Acquisition of Affirm Shares involve the acquisition of Affirm 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\$1.2 million (equivalent to approximately HK\$9.0 million).

Each of the Acquisition of Affirm Shares and the Further Acquisition of Affirm Shares, on a standalone basis, does not constitute a notifiable 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 Affirm Shares and the Further Acquisition of Affirm Shares, when aggregated as a whole, exceed 5% but all are less than 25%, the Further Acquisition of Affirm Shares, when aggregated with the Acquisition of Affirm 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.

Disposal 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 Previous Acquisition of XPeng Shares and the Disposal of XPeng Shares involve the acquisition and disposal 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\$0.8 million (equivalent to approximately HK\$6.0 million). All applicable percentage ratio(s) (as defined in the Listing Rules) in respect of the Disposal of XPeng Shares, when aggregated with the Previous Acquisition of XPeng Shares by the Company in the preceding 12-month period, are less than 5%.

As one or more of the applicable percentage ratio(s) (as defined in the Listing Rules) in respect of the Disposal of XPeng Shares (standing alone) exceed 5% but all are less than 25%, the Disposal of XPeng 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 Affirm Shares”	Acquisition of 13,800 Affirm Shares by the Company in the open market on 29 January 2025 (for the avoidance of doubt, such acquisition does not constitute notifiable transaction on the part of the Company under the Listing Rules)
“Affirm”	Affirm Holdings, Inc., a Delaware corporation whose Class A common stocks are listed on Nasdaq (trading symbol: AFRM)
“Affirm Group”	Affirm and its subsidiaries
“Affirm Share(s)”	Class A common stock(s) of Affirm
“Board”	the board of Directors
“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 XPeng Shares”	disposal of 102,500 XPeng Shares by the Company as disclosed in this announcement
“Further Acquisition of Affirm Shares”	further acquisition of 6,400 Affirm Shares by the Company as disclosed in this announcement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nasdaq”	National Association of Securities Dealers Automated Quotations Stock Market
“Previous Acquisition of XPeng Shares”	acquisition of 153,500 XPeng Shares by the Company as disclosed in the announcement of the Company dated 28 January 2025
“RMB”	Renminbi, the lawful currency of the PRC
“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
“XPeng”	XPeng Inc., an exempted company incorporated in Cayman Islands with limited liability whose American depository shares are listed on the New York Stock Exchange (stock code: XPEV)
“XPeng Group”	XPeng and its subsidiaries
“XPeng Share(s)”	American depository share(s) of XPeng

“United States”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

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

Hong Kong, 2 February 2025

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 translation 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 as executive Director and Mr. Xu Liang, Mr. Chen Johnson Xi and Ms. Zhang Yibo as independent non-executive Directors.