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**Tianju Dihe (Suzhou) Technology Co., Ltd.**

**天聚地合(蘇州)科技股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2479)**

## **CONTINUING CONNECTED TRANSACTION RENEWAL OF THE API INTERFACE SERVICE AGREEMENT**

### **API INTERFACE SERVICE AGREEMENT**

Reference is made to the prospectus of the Company dated June 20, 2024 in relation to the Existing API Interface Service Agreement.

As the Existing API Interface Service Agreement had expired on March 31, 2025, the Company and Jingdong Xuke entered into the API Interface Service Agreement on April 22, 2025 to renew the arrangement under the Existing API Interface Service Agreement. Pursuant to the API Interface Service Agreement, the Company will provide an interface to the online platforms and mobile applications operated by JD.com (the holding company of Jingdong Xuke) (the “**JD Platforms**”) to enable the end-users to top-up their mobile accounts through the JD Platforms (the “**API Interface Services**”).

### **LISTING RULES IMPLICATIONS**

As at the date of this announcement, Jingdong Xuke is an indirect wholly-owned subsidiary of JD.com where JD.com is a majority-controlled company (as defined in the Listing Rules) of Mr. Richard Liu. As at the date of this announcement, JD Technology is interested in 14.89% equity interest in our Company and thus is a substantial shareholder of the Company. JD Technology is also a majority-controlled company (as defined in the Listing Rules) of Mr. Richard Liu where Mr. Richard Liu was entitled to exercise majority control over JD Technology through his direct and indirect interest in JD Technology. Accordingly, Mr. Richard Liu is deemed to be the Company's substantial Shareholder by virtue of his deemed interest in JD Technology. Since JD.com and JD Technology are majority-controlled entities of Mr. Richard Liu, Jingdong Xuke, being an indirect wholly-owned subsidiary of JD.com, is an associate of Mr. Richard Liu and thus a connected person of the Company for the purpose of the Listing Rules. Accordingly, the transactions under the API Interface Service Agreement will constitute continuing connected transaction for the Company pursuant to the Listing Rules.

Since the highest applicable percentage ratio in respect of the API Interface Service Agreement is more than 0.1% but less than 5% on an annual basis, the transactions under the API Interface Service Agreement constitute continuing connected transaction for the Company which are subject to reporting, annual review and announcement requirements but exempt from the circular and independent Shareholders' approval requirements pursuant to Rule 14A.76(2)(a) of the Listing Rules.

## API INTERFACE SERVICE AGREEMENT

The Company and Jingdong Xuke entered into the Existing API Interface Service Agreement on March 14, 2024, pursuant to which the Company shall provide Jingdong Xuke with API Interface Services from April 1, 2024 to March 31, 2025. The details of the Existing API Interface Service Agreement are set out in the prospectus of the Company dated June 20, 2024.

As the Existing API Interface Service Agreement had expired on March 31, 2025, the Company and Jingdong Xuke entered into the API Interface Service Agreement on April 22, 2025 to renew the arrangement under the Existing API Interface Service Agreement. Details of the terms of the API Interface Service Agreement is set out below:

**Date:** April 22, 2025

**Parties:** (a) the Company; and

(b) Jingdong Xuke

**Term:** April 1, 2025 to March 31, 2026

**Subject matter:** The Company shall provide an interface to the online platforms and mobile applications operated by the JD Platforms to enable the end-users to top-up their mobile accounts through the JD Platforms

### Reasons and benefits for entering into the API Interface Service Agreement

The Company is principally engaged in the provision of standard API services and customized data management solutions and it is in its ordinary and usual course of business to provide API Interface Services.

Since 2020, the Group has been providing the API Interface Services to Jingdong Xuke and its associates and the Group has established compatible systems with the relevant parties. Having considered that JD.com (the holding company of Jingdong Xuke) is a well-known e-commerce platform in the PRC with a relatively large customer base and customer traffic, it is mutually beneficial for the Group and Jingdong Xuke to cooperate with each other on the provision and purchase of the API Interface Services as each of the Group and JD.com enjoys competitive advantages in its respective business segment. Also, the transactions with Jingdong Xuke enable the Group to expand its customer base and market penetration. The Directors are of the view that the price of service fees payable by Jingdong Xuke is in line with market practice and the transactions contemplated under the API Interface Service Agreement will provide the Group with a steady source of income which is in the interest of the Company and its shareholders as a whole.

## **Pricing policies**

The price and any corresponding discount in respect of the API Interface Services will be based on the top-up value purchased and the type of telecommunications operators. The discount is a percentage discount based on total top-up value purchased in one transaction.

The amounts paid and to be paid by Jingdong Xuke to the Company under the API Interface Service Agreement are determined based on normal commercial terms after arm's length negotiations between the relevant parties with reference to (i) the Group's cost in relation to the provision of the API Interface Services on a cost-plus basis by adding a reasonable profit which varies with the volume of the order; (ii) the prevailing market price for similar services in the PRC; (iii) the prevailing market price in respect of similar services to companies comparable to Jingdong Xuke; and (iv) the prevailing market price of similar services set by other companies comparable to the Group for sales to companies comparable to Jingdong Xuke.

The sales price for the Group's API Interface Services under the API Interface Service Agreement are fair and reasonable, and on normal commercial terms no less favorable to the Company than terms offered to independent third parties. The level of profits the Group received and to be received from Jingdong Xuke are consistent with the Group's pricing policy for similar transactions the Group entered into with the Group's independent third party customers of comparable profile.

## **Historical transaction amounts**

The annual caps in respect of the transactions contemplated under the Existing API Interface Service Agreement was RMB7,000,000 and RMB2,800,000 for the financial year ended December 31, 2024 and the three months ended March 31, 2025, respectively.

For the years ended December 31, 2021, 2022, 2023 and 2024, the transaction amounts (in the Group's capacity as an agent to transactions of this nature) were approximately RMB5,531,801, RMB4,914,027, RMB5,055,722, and RMB5,327,469, respectively. The transaction amounts for the three months ended March 31, 2025 did not exceed the annual cap under the Existing API Interface Service Agreement. The historical amounts were relatively significant in 2021 upon the establishment of the compatible systems. From 2021 to 2022, the historical transaction amounts decreased slightly due to budget adjustment of Jingdong Xuke as a result of the macroeconomic condition in 2022. From 2022 to 2024, the historical transaction amounts grew slightly due to the rising demands for API Interface Services from Jingdong Xuke in light of their expanded investment in marketing and promotional activities for major events and festivals as a result of the gradual recovery of the global economy.

## **Annual caps**

In respect of the API Interface Services Agreement, the transaction amounts for the year ending December 31, 2025 and the three months ending March 31, 2026 shall not exceed RMB8,000,000 and RMB2,800,000, respectively.

## **Basis for annual caps**

The annual caps for the API Interface Services Agreement were determined with reference to:

- (a) the historical transaction amounts paid by Jingdong Xuke to the Company in respect of the API Interface Services;
- (b) the expected amount of API Interface Services required by Jingdong Xuke in light of the promotions expected to be launched on the JD Platforms from time-to-time; and
- (c) the sales price of the API Interface Services agreed between the Company and Jingdong Xuke in the previous agreements.

The Directors (including the independent non-executive Directors) have, after due and careful consideration, determined that terms of API Interface Services Agreement and the transactions contemplated thereunder (including the annual caps) are: (i) fair and reasonable; (ii) on normal commercial terms or better and in the ordinary course of business of the Group; and (iii) in the interests of the Company and the shareholders as a whole.

## **INTERNAL CONTROLS FOR THE CONTINUING CONNECTED TRANSACTION**

The Company, since its listing, has adopted and implemented a series of internal control measures for continuing connected transaction, and the Board and various internal departments of the Company are responsible for the control and management in respect of the continuing connected transaction. For instance, the Company has adopted and will continue to adopt the following existing internal control measures for the API Interface Services Agreement:

- (a) the Board and various internal departments of the Company (including the finance, legal and compliance and business operation departments) will be jointly responsible for evaluating the terms under the API Interface Services Agreement, in particular, the fairness and reasonableness of the pricing policies and the annual caps under the said agreement, on an annual basis;
- (b) the business operation department and finance department have and will continue to closely monitor the actual transaction amounts relating to the continuing connected transaction under the API Interface Services Agreement on a semi-annually basis. If the actual transaction amount reaches certain threshold of the annual caps of the relevant continuing connected transaction (i.e. 50% in the first half of the year), or if the business operation department and finance department expect that the relevant business operations will expand and may use up a substantial part of the annual caps in the short run, the matter shall promptly be escalated to the chief financial officer. The chief financial officer of the Group will assess if there is a need to revise the existing annual caps, and if so, revise the annual caps in accordance with the relevant internal procedures of the Company and re-comply with the requirements under the Listing Rules;

- (c) the Company's internal audit department will monitor and assess the effectiveness and adequacy of the overall formulation and execution of internal control policies of the Company (including those in relation to the continuing connected transaction), and will make recommendation and report to the audit committee of the Company annually;
- (d) the Company's external auditors will review the continuing connected transaction under the API Interface Services Agreement annually to check and confirm (among others) whether the pricing terms have been adhered to and whether the annual cap has been exceeded; and
- (e) the independent non-executive Directors will also review the continuing connected transactions under the API Interface Services Agreement annually to check and confirm whether such continuing connected transaction have been conducted in the ordinary and usual course of business of the Group, on normal commercial terms or better, on terms that are fair and reasonable and in the interests of the Company and the shareholders as a whole, and whether the internal control procedures put in place by the Company are adequate and effective to ensure that such continuing connected transaction are conducted in accordance with the pricing policies.

Based on the above, the Board considers that the pricing policies and internal control mechanism and procedures in place for the API Interface Services Agreement can ensure the transaction contemplated thereunder will be conducted on normal commercial terms or better.

## **INFORMATION ON THE PARTIES**

### **The Company**

The Company is incorporated in the PRC and the Shares are listed on the Main Board of the Stock Exchange (stock code: 2479). As an integrated API-enabled data exchange service provider in China, the Company provides standard API services and customized data management solutions to internet companies, telecommunications operators, technology companies and other business and government organizations as well as app developers and technology professionals.

### **Jingdong Xuke**

Jingdong Xuke is an indirect wholly-owned subsidiary of JD.com and primarily provides technological and other support for the operation of JD Platforms. The shares of JD.com are listed on the Main Board (stock codes: 9618 (HKD counter) and 89618 (RMB counter)) under Chapter 19C of the Listing Rules and the ADSs of which are listed on Nasdaq under the symbol "JD".

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, Jingdong Xuke is an indirect wholly-owned subsidiary of JD.com where JD.com is a majority-controlled company (as defined in the Listing Rules) of Mr. Richard Liu. As at the date of this announcement, JD Technology is interested in 14.89% equity interest in our Company and thus is a substantial shareholder of the Company. JD Technology is also a majority-controlled company (as defined in the Listing Rules) of Mr. Richard Liu where Mr. Richard Liu was entitled to exercise majority control over JD Technology through his direct and indirect interest in JD Technology. Accordingly, Mr. Richard Liu is deemed to be the Company's substantial Shareholder by virtue of his deemed interest in JD Technology. Since JD.com and JD Technology are majority-controlled entities of Mr. Richard Liu, Jingdong Xuke, being an indirect wholly-owned subsidiary of JD.com, is an associate of Mr. Richard Liu and thus a connected person of the Company for the purpose of the Listing Rules. Accordingly, the transactions under the API Interface Service Agreement will constitute continuing connected transaction for our Company pursuant to the Listing Rules.

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## **GENERAL**

No Directors have a material interest in the API Interface Service Agreement or are required to abstain from voting on the resolutions of the Board approving the transactions thereunder.

## DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise.

<b>“API Interface Service Agreement”</b>	the service agreement dated April 22, 2025 entered into between the Company and Jingdong Xuke in relation to the provision of API Interface Services by the Group to Jingdong Xuke
<b>“associate(s)”</b>	has the meaning ascribed thereto under the Listing Rules
<b>“Board”</b>	board of Directors
<b>“China” or “PRC”</b>	the People’s Republic of China
<b>“Company”</b>	Tianju Dihe (Suzhou) Technology Co., Ltd. (天聚地合(蘇州)科技股份有限公司), a limited liability company established in China on February 25, 2010 and converted into a joint stock company with limited liability on September 20, 2017, and the H Shares of which are listed on the Stock Exchange (stock code: 2479)
<b>“connected person(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“continuing connected transaction(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Director(s)”</b>	the director(s) of the Company
<b>“Existing API Interface Service Agreement”</b>	the service agreement dated March 14, 2024 entered into between the Company and Jingdong Xuke in relation to the provision of API Interface Service by the Group to Jingdong Xuke, details of which are set out in the prospectus of the Company dated June 20, 2024
<b>“Group”</b>	the Company and its subsidiaries
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the PRC
<b>“JD.com”</b>	JD.com, Inc., the shares of which are listed on the Main Board (stock codes: 9618 (HKD counter) and 89618 (RMB counter)) under Chapter 19C of the Listing Rules and the ADSs of which are listed on Nasdaq under the symbol “JD”
<b>“JD Technology”</b>	JD Technology Holding Co., Ltd. (京東科技控股股份有限公司), a substantial shareholder of the Company
<b>“Jingdong Xuke”</b>	Jiangsu Jingdong Xuke Information Technology Co., Ltd. (江蘇京東旭科信息技術有限公司), a company established under the laws of the PRC with limited liability
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange



<b>“RMB”</b>	Renminbi, the lawful currency of China
<b>“Share(s)”</b>	ordinary shares in the capital of the Company with a nominal value of RMB1.0 each
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“substantial shareholder”</b>	has the meaning ascribed to it under the Listing Rules
<b>“%”</b>	per cent

By order of the Board  
**Tianju Dihe (Suzhou) Technology Co., Ltd.**  
**Zuo Lei**  
*Chairman and Executive Director*

Hong Kong, April 22, 2025

*As at the date of this announcement, the Board comprises Mr. Zuo Lei, Mr. Wang Haojin, Mr. Lin Shan and Ms. Yang Yanjun as executive Directors; Mr. Qiu Jianqiang and Mr. Gao Yuan as non-executive Directors; and Mr. Huang Xuexian, Mr. Chen Xinhe and Mr. Li Shun Fai as independent non-executive Directors.*