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巨騰國際控股有限公司

JU TENG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3336)

**DISCLOSEABLE TRANSACTION
TRANSFER AGREEMENT IN RELATION TO THE
ACQUISITION OF LAND USE RIGHT IN VIETNAM**

Reference is made to the announcements of Ju Teng International Holdings Limited dated 30 December 2021 (the “**Announcement**”) and 26 January 2022 in respect of the acquisition of land use right of the Land located in Nghe An Province, Vietnam for a term of 50 years. Capitalised terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

The Board is pleased to announce that on 24 June 2022, the Project Company entered into the Transfer Agreement with HTDC for the acquisition of the land use right in relation to the Land on the terms and conditions set out in the Investment Agreement, save for the following modifications:

	Investment Agreement	Transfer Agreement
Term	50 years from the date of delivery of the Land to the Company	From the date of the Transfer Agreement until 26 February 2071
Total consideration for the acquisition of land use right of the Land	USD43,224,000, comprising land rent of USD8,424,000 and infrastructure usage fee of USD34,800,000	Land rent of USD41,742 (equivalent to VND965,700,000 or approximately HK\$327,675) per year is payable by the Group from the date of the Transfer Agreement up to 15 July 2026, after which the land rent shall be determined by the People’s Committee of Nghe An Province. The total land rent payable by the Group over the term of the Transfer Agreement shall not exceed the total amount of USD8,424,000 (equivalent to VND194,889,240,000 or HK\$66,128,400)

	Investment Agreement	Transfer Agreement
		Infrastructure usage fee in the aggregate amount of USD34,800,000 (equivalent to VND805,098,000,000 or HK\$273,180,000) is payable by the Group
Payment schedule	<p>(a) 10% of the total consideration (in the amount of USD4,322,400) shall be payable as deposit within 20 days after the infrastructure constructed by HTDC has passed the inspection by the Group. The deposit is refundable;</p> <p>(b) 30% of the total consideration (in the amount of USD12,967,200) shall be payable within 20 business days after obtaining of investment permit by the Company and business licence by the Project Company and the signing of the Transfer Agreement;</p> <p>(c) 30% of the total consideration (in the amount of USD12,967,200) shall be payable within 20 business days after the completion of construction of the road leading to the industrial zone and the transfer of the Land to the Company;</p>	<p>(a) Land rent in respect of the Land shall be paid yearly, with the land rent for the second half year of 2022 to be paid by the Group within 20 business days after the obtaining of the land use right certificate in the name of the Project Company and thereafter land rent shall be paid on 25 January (or the next business day if 25 January is a public holiday) each year;</p> <p>(b) 10% of the total infrastructure usage fee (in the amount of USD3,480,000, equivalent to VND80,509,800,000 or HK\$27,318,000) shall be payable as deposit within 10 business days after signing of the Transfer Agreement. The deposit is non-refundable;</p> <p>(c) 30% of the total infrastructure usage fee (in the amount of USD10,440,000, equivalent to VND241,529,400,000 or HK\$81,954,000) shall be payable within 20 business days after the infrastructure constructed by HTDC has passed the inspection by the Group;</p> <p>(d) 30% of the total infrastructure usage fee (in the amount of USD10,440,000, equivalent to VND241,529,400,000 or HK\$81,954,000) shall be payable within 20 business days after the completion of construction of the road leading to the industrial zone and the transfer of the Land to the Project Company;</p>

	Investment Agreement	Transfer Agreement
	<p>(d) 25% of the total consideration (in the amount of USD10,806,000) shall be payable within 20 days after the land use right certificate and value-added tax receipt have been delivered to the Company; and</p> <p>(e) 5% of the total consideration (in the amount of USD2,161,200) shall be payable within 20 days after the obtaining the relevant international certification (including ISO 9000 and ISO 45001) for the Land by HTDC under the international management system.</p>	<p>(e) 25% of the total infrastructure usage fee (in the amount of USD8,700,000, equivalent to VND201,274,500,000 or HK\$68,295,000) shall be payable within 20 business days after the land use right certificate and value-added tax receipt have been delivered to the Project Company (which shall be delivered within 90 business days after the payment of the third payment of the infrastructure usage fee); and</p> <p>(f) 5% of the total infrastructure usage fee (in the amount of USD1,740,000 equivalent to VND40,254,900,000 or HK\$13,659,000) shall be payable within 20 business days after the obtaining the relevant international certification (including ISO 9000 and ISO 45001) for the Land by HTDC under the international management system.</p>

The consideration quoted in the Transfer Agreement was negotiated in USD and converted into VND at the rate of VND23,135 = USD\$1. The consideration payable by the Group will be in VND calculated based on the average exchange rate of USD to VND quoted by the Joint Stock Commercial Bank for Investment and Development of Vietnam for the five days immediately before the actual payment dates. The total consideration payable by the Group may be adjusted according to the actual area of the Land as stated in the land use right certificate to be issued by the relevant government authority.

Save as disclosed above, the material terms and conditions of the Transfer Agreement are as contemplated under the Investment Agreement and disclosed in the Announcement.

The existing land rent per year for the Land was calculated based on the unit price of approximately USD0.046 (equivalent to VND1,073 or approximately HK\$0.36) per square metre, which was stipulated by the People's Committee of Nghe An Province less the land rent concession applicable at the time the Transfer Agreement was entered into under the applicable Vietnamese laws.

Despite of the change in the amount of land rent payable by the Group for the acquisition of land use right in relation to the Land, the highest relevant percentage ratio as defined under Rule 14.07 of the Listing Rules in respect of the Transfer Agreement calculated based on the value of the right-of-use

asset recognised by the Company according to HKFRS16 exceeds 5% but is less than 25%. The transaction contemplated under the Transfer Agreement therefore constitutes discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

The Directors (including the independent non-executive Directors) believe that the terms of the Transfer Agreement are fair and reasonable and are in the interests of the Group and Shareholders as a whole.

In this announcement, amounts quoted in USD have been converted into HK\$ at the rate of HK\$7.85 = USD1. Such exchange rate has been used, where applicable, for purpose of illustration only and does not constitute representation that any amounts were or may have been exchanged at such rate or any other rates.

By order of the Board
Ju Teng International Holdings Limited
Cheng Li-Yu
Chairman

Hong Kong, 24 June 2022

As at the date of this announcement, the executive Directors are Mr. Cheng Li-Yu, Mr. Chiu Hui-Chin, Mr. Huang Kuo-Kuang, Mr. Lin Feng-Chieh and Mr. Tsui Yung Kwok, the non-executive Director is Mr. Cheng Li-Yen and the independent non-executive Directors are Mr. Cherng Chia-Jiun, Mr. Tsai Wen-Yu and Mr. Yip Wai Ming.