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JTF International Holdings Limited

金泰豐國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8479)

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL AND PROPOSED ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board announces that, in order to provide the Company with greater flexibility to raise funds in the future, it proposes to seek Shareholders' approval by way of an ordinary resolution to increase the authorised share capital of the Company from HK\$10,000,000 divided into 1,000,000,000 Shares of HK\$0.01 each to HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each by the creation of an additional 1,000,000,000 new Shares.

The Board also announces that, in order to, *inter alia*, (i) reflect certain amendments in the applicable laws of the Cayman Islands and the GEM Listing Rules; and (ii) make other consequential and housekeeping changes, the Board proposes to seek Shareholders' approval by way of a special resolution to adopt the Amended Memorandum and Articles.

The proposed increase in the authorised share capital of the Company and the proposed adoption of the Amended Memorandum and Articles are subject to the approval of the Shareholders at the AGM. A circular containing, among other matters, details of the proposed increase in the authorised share capital of the Company and the proposed adoption of the Amended Memorandum and Articles, together with a notice convening the AGM will be despatched to the Shareholders on or around 10 March, 2022.

This announcement is made by JTF International Holdings Limited (the “**Company**”) pursuant to Rules 17.49(4) and 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The board of directors (the “**Board**”) of the Company announces that, in order to provide the Company with greater flexibility to raise funds in the future, it has resolved to propose to increase the authorised share capital of the Company from HK\$10,000,000 divided into

1,000,000,000 shares of the Company (the “**Shares**”) of HK\$0.01 each to HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each by the creation of an additional 1,000,000,000 new Shares.

The proposed increase in the authorised share capital of the Company is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of an ordinary resolution at the forthcoming annual general meeting of the Company (the “**AGM**”) to be held on 11 April, 2022.

As at the date of this announcement, the authorised share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 Shares of HK\$0.01 each, of which 930,000,000 Shares have been allotted and issued as fully paid or credited as fully paid. With regard to the proposed increase in the authorised share capital of the Company, the Board has no present intention to issue any part of the increased authorised share capital of the Company.

PROPOSED ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board also announces that it has resolved to propose the adoption of the second amended and restated memorandum and articles of association (the “**Amended Memorandum and Articles**”) of the Company to replace the existing amended and restated articles of association of the Company. The proposed adoption of the Amended Memorandum and Articles are subject to the approval of the Shareholders by way of a special resolution at the AGM.

The major proposed amendments in the Amended Memorandum and Articles are summarised as follows:

1. to provide for shareholders right to speak and vote at a general meeting except a shareholder is required, by the applicable rules of a designated stock exchange to abstain from voting to approve the matter under consideration;
2. to allow all general meetings of the Company to be held by means of telephone, electronic or other communication facilities;
3. to elaborate on issuing of share certificates under the seal of the Company; and
4. other amendments to better align with the wordings in the Listing Rules and the applicable laws of Cayman Islands.

The main reasons for the adoption of the Amended Memorandum and Articles are to: (i) reflect certain amendments in the applicable laws of Cayman Islands and the GEM Listing Rules; and (ii) make other consequential and housekeeping changes.

GENERAL

The Board considers that the proposed increase in the authorised share capital of the Company and the proposed adoption of the Amended Memorandum and Articles are in the interests of the Company and the Shareholders as a whole. A circular containing, among other matters, details of the proposed increase in the authorised share capital of the Company and the proposed adoption of the Amended Memorandum and Articles, together with a notice convening the AGM will be despatched to the Shareholders on or around 10 March, 2022.

On behalf of the Board
JTF International Holdings Limited
Xu Ziming
Chairman & Executive Director

Hong Kong, 2 March, 2022

As at the date of this announcement, the executive Directors are Mr. Xu Ziming, Ms. Huang Sizhen and Mr. Choi Sio Peng, and the independent non-executive Directors are Mr. Chan William, Mr. Tsui Hing Shan and Mr. Kan Siu Chung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of GEM website at www.hkgem.com for at least seven days from the date of its posting. This announcement will also be published on the website of the Company at www.jtfoil.com.