

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.



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)

**(1) AMENDMENT OF TERMS OF SHARE AWARD PLAN; AND
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES**

(1) AMENDMENT OF TERMS OF SHARE AWARD PLAN

Reference is made to the announcement of the Company dated 19 May 2017 in respect of the adoption of the share award plan.

On 5 December 2022, the Board resolved to make certain amendments (the “**Amendments**”) to the Plan effective on the same date, to the effect that: (1) the Trustee will not be instructed to subscribe for any new Shares for the purpose of satisfying Awards to be granted following the effective date of the Amendments such that all Awards to be granted shall be satisfied by existing Shares only; (2) the Trustee shall abstain from voting on matters that require Shareholders’ approval under the Listing Rules in respect of any Shares held under the Trust unless required by law to vote in accordance with the beneficial owner’s direction and such a direction is given; and (3) other house-keeping amendments are made for the purpose of making consequential amendments in line with the above amendments and to clarify the existing practice.

Save for the Amendments disclosed in this announcement and other cosmetic changes, no other changes have been made to the Plan and all other terms of the Plan remain effective.

Pursuant to the Plan Rules, the Plan may be altered by the prior sanction of a resolution passed by the Board together with the prior written consent of the Trustee, provided that no such alteration shall operate to affect adversely any rights of any Selected Participant in respect of his/her Awarded Shares which remain unvested except with the consent in writing of the majority of the Selected Participants whose Awarded Shares remained unvested on that date. The Board considers that the Amendments do not require any consent other than the consent from the Trustee as there are no unvested Awarded Shares as at the date of this announcement.

The Trustee has provided the necessary written consent for the Amendments in accordance with the Plan Rules. A deed was entered into between the Company as settlor and the Trustee on 5 December 2022 to amend and restate the Trust Deed to effect corresponding amendments.

(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board hereby announces that Mr. Yuen Chi Ho (“**Mr. Yuen**”) has been appointed as an independent non-executive Director, and a member of the audit committee, remuneration committee, nomination committee and corporate governance committee of the Board with effect from 6 December 2022. Set out below are the biographical details of Mr. Yuen.

Mr. Yuen Chi Ho (袁志豪), aged 55, is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He has nearly 32 years of experience in audit, accounting and financial management. Mr. Yuen has been a chief financial officer of a private group of companies principally engaged in manufacturing and sales of gardening planter products since 2020. During 1990 to 2000, Mr. Yuen worked in international accounting firms. He was an executive director and chief financial officer of IPE Group Limited (stock code: 929), a company listed on the Main Board of the Stock Exchange, from 1 October 2009 to 1 June 2017, and was re-designated as chief operating officer from 2 June 2017 to 30 November 2018. During 10 June 2020 to 30 July 2020, Mr. Yuen was an executive director of Huiyin Holdings Group Limited (stock code: 1178), a company listed on the Main Board of the Stock Exchange (subsequently delisted on 22 August 2022).

As at the date of this announcement, (i) Mr. Yuen does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO; (ii) save as disclosed above, Mr. Yuen does not hold any directorship in any other listed companies during the three years preceding the date of this announcement; (iii) Mr. Yuen does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company (as defined under the Listing Rules); and (iv) save as disclosed above, Mr. Yuen does not hold any position in the Company nor other companies within the Group.

Mr. Yuen will enter into a letter of appointment with the Company in respect of his appointment as the independent non-executive Director for an initial term of two years commencing from 6 December 2022 which is renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then-current term of appointment, unless terminated by either party with not less than three months’ written notice. His appointment is subject to retirement by rotation and re-election requirements at annual general meetings of the Company pursuant to the Articles. Mr. Yuen is entitled to a remuneration of HK\$198,000 per annum. His remuneration is determined by the Board with reference to his job responsibilities and the prevailing market conditions.

Save as disclosed above, the Board is not aware of any other matter relating to the appointment of Mr. Yuen that needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to extend its warmest welcome to Mr. Yuen on his new appointment.

DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended from time to time
“Award”	a provisional award of the Awarded Shares made in accordance with the Plan
“Awarded Shares”	the Share(s) provisionally awarded to a Selected Participant pursuant to an Award
“Board”	the board of Directors of the Company
“Company”	Ju Teng International Holdings Limited, a company incorporated under the law of the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Plan”	the share award plan adopted by the Company on 19 May 2017
“Plan Rules”	the rules of the Plan, as amended from time to time
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Selected Participants”	any eligible participant of the Plan for whom Shares have been provisionally set aside pursuant to an Award
“Shares”	shares of HK\$0.10 each in the capital of the Company
“Shareholders”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	the trust constituted by the Trust Deed
“Trust Deed”	the trust deed constituting the Trust, as restated, supplemented and amended from time to time
“Trustee”	the trustee under the Trust Deed, who, as at the date of this announcement, is Bank of Communications Trustee Limited, a company incorporated in Hong Kong

By order of the Board
Ju Teng International Holdings Limited
Cheng Li-Yu
Chairman and Chief Executive Officer

Hong Kong, 5 December 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.