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**HAO TIAN INTERNATIONAL  
CONSTRUCTION INVESTMENT GROUP LIMITED**

**昊天國際建設投資集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1341)**

**CONTINUING CONNECTED TRANSACTION  
LICENSING OF OFFICE PREMISES**

**LICENSING OF OFFICE PREMISES**

The Board announces that the Licensor and the Licensee entered into the License Agreement on 10 February 2023 for the licensing of the Premises for a term commencing from 1 February 2023 to 30 September 2024.

**IMPLICATION UNDER THE LISTING RULES**

As at the date of this announcement, the Licensee is an indirect subsidiary of ALS and the Licensor is an indirect wholly-owned subsidiary of the Company. ALS is an indirect controlling shareholder of the Company, and the Licensee is therefore a connected person of the Company under the Listing Rules. The entering into of the License Agreement constitutes a continuing connected transaction for the Company.

Each of the applicable percentage ratios as defined in Rule 14.07 of the Listing Rules, calculated with reference to the Annual Caps is more than 0.1% but less than 5%. The continuing connected transaction as contemplated under the License Agreement will be subject to the annual review, reporting and announcement requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **INTRODUCTION**

The Board announces that the Licensor and the Licensee entered into the License Agreement on 10 February 2023 for the licensing of the Premises for a term commencing from 1 February 2023 to 30 September 2024.

Principal terms of the License Agreement are set out below.

## **LICENSE AGREEMENT**

Date	:	10 February 2023
Parties	:	(i) Glory Century Limited, as licensor; and (ii) Hao Tian Management (Hong Kong) Limited, as licensee
Premises	:	Rooms 2501–2509, 25/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong
License period	:	1 February 2023 to 30 September 2024 (both dates inclusive)
License fee	:	A monthly license fee of approximately HK\$346,000 for the first year (1 February 2023 to 31 December 2023) and second year (1 January 2024 to 30 September 2024) (inclusive of management charges), payable by the Licensee every month in advance
Other fees and charges	:	Approximately half of other fees (including government rent and rates, repairing and maintenance fee and fund, utility charges and other expenses), payable by the Licensee every month based on the amount actually incurred and attributable to the Licensee
Termination	:	Each of the Licensor or the Licensee is entitled to terminate the License Agreement by giving three (3) months' notice

The license fee charged under the License Agreement is calculated by reference to the floor area occupied by the ALS Group and on a cost basis. The Directors consider that such cost allocation of the sharing of office premises, the rent and property management fee between the Group and the ALS Group is on a fair and equitable basis and that the fees charged by the Group are comparable to market rates for similar services provided by the Independent Third Parties.

## **ANNUAL CAPS**

<b>Period</b>	<b>Annual Caps</b>
1 January 2023 to 31 December 2023	HK\$4,560,000
1 January 2024 to 30 September 2024	HK\$3,420,000

An agreement for fee licensing of the Premises dated 31 December 2019 was entered between the Group and the ALS Group for 2020 to 2022. For details, please refer to the Company's announcement dated 31 December 2019.

Further to the expiry of the previous licensing agreement on 31 December 2022, the Licensor charged the Licensee a monthly fee of HK\$346,000 for January 2023, which was also the same as the terms of the previous agreement.

The terms of the License Agreement (including the license fee) were determined after arm's length negotiations between the parties, with reference to the rental, management fees and other charges payable by the Licensor pursuant to the agreed terms of the Lease without any mark-up (being approximately half of the size of the premise of the Lease).

The Board (excluding Mr. Fok Chi Tak, Dr. Zhiliang Ou, Mr. Mak Yiu Tong and Mr. Chan Ming Sun Jonathan, who are also directors of ALS and therefore abstained from voting in the Board meeting to approve the License Agreement and the transactions contemplated thereunder but including the remaining independent non-executive Directors) considers that the Annual Caps under the License Agreement are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

## **REASONS FOR AND BENEFITS OF THE LICENSING ARRANGEMENT**

ALS is the indirect controlling shareholder of the Group and the results of the Group are consolidated into the financial statements of the ALS Group. The ALS Group will provide corporate secretarial services, management, strategic and business advice services to the Group. The Directors consider that the licensing arrangement would improve cost efficiency and management effectiveness and therefore is beneficial to the both the Group and the ALS Group.

Having reviewed the terms of the License Agreement, the Directors (including the independent non-executive Directors) are of the view that the terms of the License Agreement and the Annual Caps are fair and reasonable, the transactions contemplated thereunder are on normal commercial terms to the Company and that the entering into of the License Agreement is in the ordinary and usual course of business of the Group and is in the interest of the Company and its Shareholders as a whole.

## **INFORMATION ABOUT THE COMPANY AND THE LICENSOR**

The Company is an exempted company incorporated in the Cayman Islands with limited liability. The Company is an investment holding company and the Group is engaged in the following principal activities: (i) securities investment; (ii) provision of commodities, futures, securities brokerage and other financial services; (iii) asset management; (iv) rental and trading of construction machinery; (v) provision of repair and maintenance and transportation service; (vi) property development; and (vii) money lending.

The Licensor is a company incorporated under the laws of Hong Kong and is principally engaged in provision of group management and administration services.

## **INFORMATION ABOUT ALS AND THE LICENSEE**

ALS is an exempted company incorporated in the Cayman Islands with limited liability. ALS is an investment holding company and the ALS Group is engaged in the following principal businesses: (i) securities investment; (ii) provision of commodities, futures, securities brokerage and other financial services; (iii) asset management; (iv) rental and trading of construction machinery; (v) provision of repair and maintenance and transportation service; (vi) property development; (vii) property leasing; and (viii) money lending.

The Licensee is a company incorporated under the laws of Hong Kong and is principally engaged in provision of group management and administration services and investment holding services.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, the Licensee is an indirect subsidiary of ALS and the Licensor is an indirect wholly-owned subsidiary of the Company. ALS is an indirect controlling shareholder of the Company, and is therefore a connected person of the Company under the Listing Rules. The entering into of the License Agreement constitutes a continuing connected transaction for the Company.

Each of the applicable percentage ratios as defined in Rule 14.07 of the Listing Rules, calculated with reference to the Annual Caps is more than 0.1% but less than 5%. The continuing connected transaction as contemplated under the License Agreement will be subject to annual review, reporting and announcement requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and phrases have the following meanings:

“ALS”	Aceso Life Science Group Limited (信銘生命科技集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 474)
“ALS Group”	ALS and its subsidiaries
“Annual Cap”	the proposed maximum annual monetary sums of the transactions during the term of the License Agreement
“Board”	the board of Directors
“Company”	Hao Tian International Construction Investment Group Limited (昊天國際建設投資集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 1341)
“connected person(s)”	has the meanings ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	party(ies) independent of and not connected with the Directors, chief executives or substantial shareholders of the Company or its subsidiaries, or their respective associate(s) (as defined in the Listing Rules) or not otherwise a connected person of the Company within the meaning of the Listing Rules
“Lease”	the lease entered into by the Licensor and the landlord, who is an Independent Third Party, in respect of premises located at Rooms 2501–2518, 25/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong
“License Agreement”	the license agreement dated 10 February 2023 entered into between the Licensor and the Licensee

“Licensee”	Hao Tian Management (Hong Kong) Limited, a company incorporated in Hong Kong and an indirect subsidiary of ALS
“Licensor”	Glory Century Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Premises”	the premises located at Rooms 2501–2509, 25/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong, which is the subject premises of the License Agreement
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By order of the Board  
**Hao Tian International Construction  
Investment Group Limited**  
**Tang Yiu Chi James**  
*Executive Director*

Hong Kong, 10 February 2023

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Fok Chi Tak, Mr. Tang Yiu Chi James and Dr. Zhiliang Ou, J.P. (Australia); two non-executive directors, namely Mr. Xu Lin and Mr. Wei Bin; and four independent non-executive Directors, namely Mr. Mak Yiu Tong, Mr. Li Chi Keung Elliot, Mr. Shek Lai Him Abraham and Mr. Chan Ming Sun Jonathan.*