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This circular, for which the directors (the “**Directors**”) of JTF International Holdings Limited (the “**Company**”) 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 enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in the Company, you should at once hand this circular and accompanying proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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)

**CONNECTED TRANSACTION IN RELATION TO
SUBSCRIPTIONS OF NEW SHARES UNDER SPECIFIC MANDATE AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

Financial Advisor to the Company



BAOQIAO PARTNERS CAPITAL LIMITED

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



Capitalised terms used in this cover page shall have the same meanings as those defined in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 5 to 12 of this circular. A letter from the Independent Board Committee is set out on pages 13 to 14 of this circular. A letter from Gram Capital containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 15 to 26 of this circular.

A notice convening the EGM to be held at 2:30 p.m. on 6 January 2020 at No. 35 Yanjiang Road, Shazhuang Tujiang Village, Shitan Town, Zengcheng District, Guangzhou City, Guangdong Province, the PRC is set out on pages 31 to 32 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying proxy form to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the EGM. The return of the proxy form will not preclude you from attending and voting in person in the EGM if you so wish.

This circular will remain on the website of GEM of the Stock Exchange at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This circular will also be posted on the Company's website at <http://www.jtfoil.com>.

12 December 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	5
LETTER FROM THE INDEPENDENT BOARD COMMITTEE	13
LETTER FROM GRAM CAPITAL	15
APPENDIX — GENERAL INFORMATION	27
NOTICE OF EXTRAORDINARY GENERAL MEETING	31

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Announcement”	the Company’s announcement dated 26 November 2019 in relation to the Subscriptions;
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“Board”	the board of Directors;
“Business Day”	a day (other than a Saturday or Sunday or public holiday) on which banks in Hong Kong are open for transaction for normal business;
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“Company”	JTF International Holdings Limited, a company incorporated in Cayman Islands with limited liability and the shares of which are listed on GEM (Stock Code: 8479);
“Completion”	completion of the Subscriptions in accordance with the terms of the Subscription Agreement;
“Completion Date”	the date on which Completion takes place in accordance with the terms of the Subscription Agreement, which is the third (3rd) Business Day after, and excluding, the date upon which the last of the conditions has been satisfied (or if already satisfied before such date, remain satisfied as of such date), or such other date as the parties may agree in writing;
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened to consider, if thought fit, approve, among other matters, the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;

DEFINITIONS

“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Board Committee”	an independent board committee of the Board comprising all the independent non-executive Directors established for the purpose of advising the Independent Shareholders on the Subscriptions;
“Independent Financial Adviser” or “Gram Capital”	Gram Capital Limited, a corporation licensed under the SFO to conduct Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Subscriptions;
“Independent Shareholder(s)”	Shareholders other than (1) Thrive Shine and Thrive Era and their associates; and (2) those who have a material interest in the Subscriptions or are required by the GEM Listing Rules to abstain from voting on the resolution approving the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement;
“Latest Practicable Date”	6 December 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Committee”	has the meaning ascribed to it in the GEM Listing Rules;
“Long Stop Date”	29 February 2020, or such later date as the parties may agree;
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);

DEFINITIONS

“Specific Mandate”	the specific mandate to be sought from the Independent Shareholders at the EGM to grant the authority to the Board for the allotment and issue of the Subscription Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscribers”	Thrive Shine and Thrive Era;
“Subscriptions”	TS Subscription and TE Subscription;
“Subscription Agreement”	the conditional subscription agreement entered into among the Company, Thrive Shine and Thrive Era dated 26 November 2019 in relation to the Subscriptions;
“Subscription Price”	HK\$0.211 per Subscription Share;
“Subscription Shares”	an aggregate of 300,000,000 new Shares (i.e. sum of TE Subscription Shares and TS Subscription Shares) to be allotted and issued by the Company to the Subscribers under the Subscriptions;
“subsidiaries”	has the meaning ascribed to it in the GEM Listing Rules;
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“TE Subscription”	the subscription of 75,000,000 Subscription Shares at the Subscription Price by Thrive Era pursuant to the Subscription Agreement;
“TE Subscription Shares”	75,000,000 new Shares to be subscribed by and allotted to Thrive Era pursuant to the terms of the Subscription Agreement;
“Thrive Era”	Thrive Era Investments Limited, a limited liability company incorporated in the British Virgin Islands, being the subscriber of the TE Subscription and a substantial shareholder of the Company;
“Thrive Shine”	Thrive Shine Limited, a limited liability company incorporated in the British Virgin Islands, being the subscriber of the TS Subscription and a substantial shareholder of the Company;
“TS Subscription”	the subscription of 225,000,000 Subscription Shares at the Subscription Price by Thrive Shine pursuant to the Subscription Agreement;

DEFINITIONS

“TS Subscription Shares” 225,000,000 new Shares to be subscribed by and allotted to Thrive Shine pursuant to the terms of the Subscription Agreement; and

“%” per cent.

Certain figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as the percentage equivalents may not be an arithmetic sum of such figures. Any discrepancy in any table between totals and sums of amounts listed in this circular is due to rounding.

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Xu Ziming
Ms. Huang Sizhen
Mr. Choi Sio Peng

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-executive Directors:

Mr. Chan William
Mr. Tsui Hing Shan
Mr. Kan Siu Chung

Principal Place of Business in Hong Kong:

Units 1804–1805, 18/F
Seaview Commercial Building
Nos. 21–24 Connaught Road West
Hong Kong

12 December 2019

To the Shareholders

Dear Sir or Madam,

**CONNECTED TRANSACTION IN RELATION TO
SUBSCRIPTIONS OF NEW SHARES UNDER SPECIFIC MANDATE AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in respect of, among other things, the Subscriptions.

On 26 November 2019 (after trading hours), the Company entered into the Subscription Agreement with Thrive Shine and Thrive Era. Pursuant to the Subscription Agreement, (i) the Company has conditionally agreed to allot and issue, and Thrive Shine has conditionally agreed to subscribe for the TS Subscription Shares, being 225,000,000 new Shares; and (ii) the Company has conditionally agreed to allot and issue, and Thrive Era has conditionally agreed to subscribe for the TE Subscription Shares, being 75,000,000 new Shares. All the Subscription Shares will be issued at the Subscription Price of HK\$0.211 per Subscription Share.

The purpose of this circular is to provide you with, among other things, (i) further details of the Subscription Agreement; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Subscriptions; (iii) the letter of advice from Gram Capital to the Independent Board Committee and the Independent Shareholders; and (iv) the notice of the EGM, in order to enable you to make an informed decision on how to vote at the EGM.

LETTER FROM THE BOARD

THE SUBSCRIPTION AGREEMENT

The principal terms of the Subscription Agreement are set out as follows.

- Date:** 26 November 2019 (after trading hours)
- Parties:**
1. the Company (as issuer); and
 2. Thrive Shine and Thrive Era (as Subscribers)

Thrive Shine is an investment holding company incorporated in the British Virgin Islands with limited liability and a substantial shareholder of the Company which holds 255,150,000 Shares (representing 40.5% of the total number of issued Shares of the Company as at the Latest Practicable Date). Thrive Shine is owned as to 80% by Mr. Xu Ziming and 20% by Ms. Huang Sizhen, both being executive Directors.

Thrive Era is an investment holding company incorporated in the British Virgin Islands with limited liability and a substantial shareholder of the Company which holds 85,040,000 Shares (representing approximately 13.5% of the total number of issued Shares of the Company as at the Latest Practicable Date). Thrive Era is wholly-owned by Mr. Choi Sio Peng, an executive Director.

Mr. Choi Sio Peng is the nephew of Mr. Xu Ziming and Ms. Huang Sizhen.

Subscription Shares

The total number of 300,000,000 Subscription Shares to be issued and allotted under the Subscription Agreement, represent (i) approximately 47.62% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 32.26% of the issued share capital of the Company immediately upon Completion (assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Completion Date save for the issue of the Subscription Shares) as enlarged by the Subscription Shares.

Based on the closing price of the Shares of HK\$0.211 per Share on 26 November 2019, being the date of the Subscription Agreement, the Subscription Shares have a market value of HK\$63.3 million. The aggregate nominal value of the Subscription Shares is HK\$3 million.

Subscription Price

The Subscription Price is HK\$0.211 per Subscription Share, representing:

- (i) a discount of approximately 8.26% to the closing price of HK\$0.23 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) the closing price of HK\$0.211 per Share as quoted on the Stock Exchange on 26 November 2019, being the date of the Subscription Agreement; and
- (iii) a discount of approximately 0.38% to the average closing price per Share of HK\$0.2118 for the last five (5) consecutive trading days immediately preceding the date of the Subscription Agreement.

LETTER FROM THE BOARD

The total Subscription Price for the Subscriptions shall be paid by the Subscribers to the Company in cash upon Completion.

The Subscription Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Subscribers. The Board considers that the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Conditions precedent to the Subscription Agreement

Completion of the Subscription Agreement is subject to the fulfillment of the following conditions:

- (i) the listing of, and permission to deal in, the Subscription Shares being granted by the Stock Exchange (and such listing and permission not subsequently revoked prior to Completion); and
- (ii) the passing by the Shareholders of all necessary resolutions at the EGM in compliance with applicable laws and the GEM Listing Rules to approve the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement.

The conditions above cannot not be waived by any of the Subscribers or the Company.

If any of the conditions above is not fulfilled on or before the Long Stop Date, the Subscription Agreement shall terminate and none of the parties shall be liable to the others or have any claim against the other parties for damages, compensation or otherwise save and except any liability for antecedent breaches of any party.

Completion

Completion shall take place on the Completion Date in accordance with the terms of the Subscription Agreement.

On the Completion Date, Thrive Shine shall pay the aggregate Subscription Price of approximately HK\$47.5 million and Thrive Era shall pay the aggregate Subscription Price of approximately HK\$15.8 million to the Company, and the Subscription Shares shall be allotted and issued to Thrive Shine and Thrive Era.

Ranking

The Subscription Shares, when issued and fully paid, will rank pari passu in all respects among themselves and with the Shares in issue at the time of issue and allotment of the Subscription Shares save in respect of any rights the record date therefor falls on or before the Completion Date.

LETTER FROM THE BOARD

Specific mandate to issue the Subscription Shares

The Subscription Shares will be allotted and issued pursuant to the Specific Mandate to be sought from the Independent Shareholders at the EGM.

INFORMATION OF THE GROUP

The Company is an investment holding company. The Group is a wholesaler of oil and other petrochemical products based in Guangdong Province, the PRC. The oil products of the Group can be broadly categorised into (i) fuel oil; (ii) refined oil; and (iii) other petrochemical products. Oil and petrochemical products of the Group are primarily used as fuel in marine vessels, transportation vehicles and machinery equipment, for retail sale at gas stations and as raw materials in refining process for oil refineries. The Group also sells blended fuel oil according to customers' specifications in order to meet their different needs and application requirements.

APPLICATION FOR LISTING

An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Subscription Shares on the Stock Exchange.

EFFECT ON THE SHAREHOLDING OF THE COMPANY

As at the Latest Practicable Date, the Company has 630,000,000 Shares in issue.

The following table illustrates the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately upon Completion (assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Completion Date save for the issue of the Subscription Shares):

Shareholders	As at the Latest Practicable Date		Immediately upon Completion	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Thrive Shine (<i>Note 1</i>)	255,150,000	40.50	480,150,000	51.63
Thrive Era (<i>Note 2</i>)	<u>85,040,000</u>	<u>13.50</u>	<u>160,040,000</u>	<u>17.21</u>
The Subscribers	340,190,000	54.00	640,190,000	68.84
Public	<u>289,810,000</u>	<u>46.00</u>	<u>289,810,000</u>	<u>31.16</u>
Total	<u>630,000,000</u>	<u>100.00</u>	<u>930,000,000</u>	<u>100.00</u>

Notes:

1. Thrive Shine is owned as to 80% and 20% by Mr. Xu Ziming and Ms. Huang Sizhen, respectively, both of whom are executive Directors. Mr. Xu Ziming and Ms. Huang Sizhen are spouses.
2. Thrive Era is wholly-owned by Mr. Choi Sio Peng, an executive Director.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS

The Group is a wholesaler of oil and other petrochemical products based in Guangdong Province, the PRC (the “**Oil Trading**”) and it operates three oil depots at Zengcheng, Panyu and Gaolan Port Economic Zone, which are strategically situated within the Pearl River Delta region, where the well-developed maritime traffic and highway networks enable the Group to service the surrounding area of Guangdong Province and other coastal provinces of the PRC in a cost-effective and timely manner.

As shown in the Company’s annual report for the year ended 31 December 2018, the Group reported four years consecutive growth in turnover from approximately HK\$626.30 million for the year ended 31 December 2015 to approximately HK\$1,907.89 million for the year ended 31 December 2018. The significant increase in sales was mainly due to increase in sales of refined oil, in particular, gasoline, which was in line with the Group’s development into the gasoline market since the second quarter of 2016.

The consumption of refined oil in the PRC has demonstrated continuing growth. According to the statistics from National Development and Reform Commission of the PRC (“**NDRC**”), the consumption of refined oil in the PRC increased from approximately 272.9 million tonnes in 2014 to approximately 325.1 million tonnes in 2018, representing a compound annual growth rate (“**CAGR**”) of approximately 4.5%. In addition, the consumption of gasoline in Guangdong Province increased by a CAGR of approximately 8.8% for the past five years from 2014 to 2018 based on the statistics from the Statistics Bureau of Guangdong Province* (廣東省統計局).

In view of the above, the Board is confident in and will continue its business strategy to expand the Group’s scale of operations to achieve business growth and increase its market share in the industry.

The gross proceeds of the Subscriptions will be HK\$63.3 million. After taking into account the estimated expenses related to the Subscriptions, the estimated net proceeds will be approximately HK\$61.8 million, representing the net price per Subscription Share payable to the Company of approximately HK\$0.206 per Share. The Company intends to apply 90% of the net proceeds from the Subscriptions for developing and enhancing the trading capacity of the Group’s Oil Trading business in the PRC and approximately 10% as general working capital of the Group.

The Directors consider that the Subscriptions are in line with the Company’s development and growth strategy. It also reflected the confidence and commitment to support the Group’s business by the Subscribers. Oil Trading is a high-volume business and capital intensive in nature. Strong cash position and quick replenishment of liquidity is essential to finance the trading cycle of Oil Trading and enhance the Group’s trading capacity. The Subscriptions will improve the Group’s working capital position and raise additional capital and funding to equip the Group with more resources to further develop the Group’s existing businesses.

The Company has considered other alternative fundraising methods such as debt financing, placing of new shares and rights issue or open offer. Debt financings will incur interest burden on the Group and will be subject to lengthy due diligence and negotiations with

LETTER FROM THE BOARD

the banks. In respect of equity fundraisings, considering the previous under-subscription in the rights issue of the Company in April 2019, the Subscriptions are considered to be a more preferable financing option for the Group as it will avoid the unnecessary costs on underwriting or placing.

The Board considers the terms of the Subscription Agreement to be normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

By virtue of the interests of the Subscribers in the Subscriptions, Mr. Xu Ziming and Ms. Huang Sizhen, both being executive Directors and together own the entire shareholding interest in Thrive Shine and Mr. Choi Sio Peng, an executive Director who is the sole shareholder of Thrive Era, have abstained from voting on the relevant Board resolutions for approving the Subscription Agreement and the transactions contemplated thereunder.

EQUITY FUND RAISING ACTIVITY OVER THE PAST 12 MONTHS

The Company conducted the following equity fund raising activity during the twelve months immediately preceding the Latest Practicable Date:

Date of announcement	Completion date	Fund raising activity	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds
3 April 2019	10 June 2019	Rights issue	HK\$63.9 million	Developing and enhancing the trading capacity as well as to support the ongoing working capital requirements of the Group's Oil Trading business in the PRC	Fully utilised as intended

GEM LISTING RULES IMPLICATIONS

Thrive Shine is a substantial shareholder of the Company holding 255,150,000 Shares, which represents 40.5% of the total number of issued Shares of the Company as at the Latest Practicable Date and is owned as to 80% by Mr. Xu Ziming and 20% by Ms. Huang Sizhen, both being executive Directors. Thrive Era is a substantial shareholder of the Company holding 85,040,000 Shares, which represents approximately 13.5% of the total number of issued Shares of the Company as at the Latest Practicable Date and is wholly-owned by Mr. Choi Sio Peng, an executive Director. As such, both the Subscribers are connected persons under Chapter 20 of the GEM Listing Rules and the Subscriptions constitute a connected transaction of the Company under the GEM Listing Rules, which is subject to the announcement, reporting and Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

LETTER FROM THE BOARD

THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all of the independent non-executive Directors has been formed to advise the Independent Shareholders on the Subscriptions pursuant to Rules 20.37 and 20.41 of the GEM Listing Rules. The Company has appointed Gram Capital as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Subscriptions.

EGM

The EGM will be held at 2:30 p.m. on 6 January 2020 at No. 35 Yanjiang Road, Shazhuang Tujiang Village, Shitan Town, Zengcheng District, Guangzhou City, Guangdong Province, the PRC for the Independent Shareholders to consider, if thought fit, approve, among other matters, the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement.

The notice of the EGM is set out on pages 31 to 32 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. The proxy form shall be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time scheduled for holding the EGM (or any adjourned meeting thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment if you so desire.

Shareholders who are involved in or interested in the Subscriptions will be required to abstain from voting in respect of the resolution(s) to approve the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement at the EGM.

As at the Latest Practicable Date, save for the Subscribers, Mr. Choi Sio Peng, Mr. Xu Ziming and Ms. Huang Sizhen, no other Shareholders has involved in or interested in the Subscriptions and is required to abstain from voting in respect of the resolution(s) to approve the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement at the EGM.

RECOMMENDATIONS

You are advised to read carefully the letter from the Independent Board Committee on pages 13 to 14 of this circular. The Independent Board Committee, having taken into account the advice of Gram Capital, the text of which is set out on pages 15 to 26 of this circular, consider that the terms of the Subscriptions are on normal commercial terms, fair and reasonable and, although the Subscriptions are not conducted in the ordinary and usual course of business of the Group, in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the relevant resolution to be proposed at the EGM to approve the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement.

LETTER FROM THE BOARD

The Board (including members of the Independent Board Committee) considers that the terms of the Subscriptions are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole and recommends the Independent Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

Shareholders and potential investors of the Company should note that the Subscriptions are subject to the fulfilment of the conditions under the Subscription Agreement. As the Subscriptions may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

Yours faithfully,
By order of the Board
JTF International Holdings Limited
Xu Ziming
Chairman and Executive Director

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in relation to the Subscriptions.

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)

12 December 2019

To the Independent Shareholders

**CONNECTED TRANSACTION IN RELATION TO
SUBSCRIPTIONS OF NEW SHARES UNDER SPECIFIC MANDATE**

Dear Sir or Madam,

We refer to the circular of the Company dated 12 December 2019 (the “**Circular**”) of which this letter forms part. Unless the context specifies otherwise, capitalised terms used herein have the same meanings as defined in the Circular.

We have been appointed by the Board as the Independent Board Committee to advise the Independent Shareholders (i) as to whether the terms of the Subscriptions are on normal commercial terms, fair and reasonable, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole; and (ii) on how to vote on the Subscriptions.

We wish to draw your attention to (i) the letter of advice from Gram Capital, the details of which (including the principal factors and reasons Gram Capital has taken into consideration) are set out on pages 15 to 26 of the Circular; and (ii) the letter from the Board as set out on pages 5 to 12 of the Circular.

Having considered the terms of the Subscriptions and the principal factors and reasons considered by and the opinion of Gram Capital as set out in its letter of advice, we consider that the terms of the Subscriptions are on normal commercial terms, fair and reasonable and, although the Subscriptions are not conducted in the ordinary and usual course of business of the Group, in the interests of the Company and the Shareholders as a whole. We consider the entering into of the Subscription Agreement is in the interests of the Company and its Shareholders as a whole.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Accordingly, we recommend that the Independent Shareholders to vote in favour of the resolution to approve the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement at the EGM.

Yours faithfully,
For and on behalf of
the Independent Board Committee

Mr. Chan William
*Independent non-executive
Director*

Mr. Tsui Hing Shan
*Independent non-executive
Director*

Mr. Kan Siu Chung
*Independent non-executive
Director*

LETTER FROM GRAM CAPITAL

Set out below is the text of a letter received from Gram Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Subscriptions for the purpose of inclusion in this circular.



Room 1209, 12/F.
Nan Fung Tower
88 Connaught Road Central/
173 Des Voeux Road Central
Hong Kong

12 December 2019

To: The independent board committee and the independent shareholders of JTF International Holdings Limited

Dear Sir/Madam,

CONNECTED TRANSACTION IN RELATION TO SUBSCRIPTIONS OF NEW SHARES UNDER SPECIFIC MANDATE

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Subscriptions, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular dated 12 December 2019 issued by the Company to the Shareholders (the “**Circular**”), of which this letter forms part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

On 26 November 2019 (after trading hours), the Company entered into the Subscription Agreement with Thrive Shine and Thrive Era. Pursuant to the Subscription Agreement, (i) the Company has conditionally agreed to allot and issue, and Thrive Shine has conditionally agreed to subscribe for the TS Subscription Shares, being 225,000,000 new Shares; and (ii) the Company has conditionally agreed to allot and issue, and Thrive Era has conditionally agreed to subscribe for the TE Subscription Shares, being 75,000,000 new Shares. All the Subscription Shares will be issued at the Subscription Price of HK\$0.211 per Subscription Share.

The total number of 300,000,000 Subscription Shares to be issued and allotted under the Subscription Agreement, represent (i) approximately 47.62% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 32.26% of the issued share capital of the Company immediately upon Completion (assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Completion Date) as enlarged by the Subscription Shares.

LETTER FROM GRAM CAPITAL

With reference to the Board Letter, the Subscriptions constitute connected transactions of the Company under the GEM Listing Rules, which is subject to the announcement, reporting and Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The Independent Board Committee comprising Mr. Chan William, Mr. Tsui Hing Shan, Mr. Kan Siu Chung (all being independent non-executive Directors) has been established to advise the Independent Shareholders on (i) whether the terms of the Subscription Agreement are on normal commercial terms and are fair and reasonable; (ii) whether the Subscriptions are conducted in the ordinary and usual course of the business of the Company and are in the interests of the Company and the Shareholders as a whole; and (iii) how the Independent Shareholders should vote in respect of the resolution to approve the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement at the EGM. We, Gram Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors. We have assumed that all information and representations that have been provided by the Directors, for which they are solely and wholly responsible, are true and accurate at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors, which have been provided to us. Our opinion is based on the Directors' representation and confirmation that there is no undisclosed private agreement/arrangement or implied understanding with anyone concerning the Subscriptions. We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion in compliance with Rule 17.92 of the GEM Listing Rules.

The Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in the Circular 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 the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

LETTER FROM GRAM CAPITAL

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, the Subscribers or their respective subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the Subscriptions. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including any material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. In addition, nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

Lastly, where information in this letter has been extracted from published or otherwise publicly available sources, it is the responsibility of Gram Capital to ensure that such information has been correctly extracted from the relevant sources while we are not obligated to conduct any independent in-depth investigation into the accuracy and completeness of those information.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the Subscriptions, we have taken into consideration the following principal factors and reasons:

1. Background of and reasons for the Subscriptions

Information on the Group

With reference to the Board Letter, the Group is a wholesaler of oil and other petrochemical products based in Guangdong Province, the PRC. The oil products of the Group can be broadly categorised into (i) fuel oil; (ii) refined oil; and (iii) other petrochemical products. Oil and petrochemical products of the Group are primarily used as fuel in marine vessels, transportation vehicles and machinery equipment, for retail sale at gas stations and as raw materials in refining process for oil refineries. The Group also sells blended fuel oil according to customers' specifications in order to meet their different needs and application requirements.

Set out below is a summary of the consolidated financial information on the Group for each of the two years ended 31 December 2018 and the nine months ended 30 September 2019 (with comparative figures of 2018) as extracted from the Company's

LETTER FROM GRAM CAPITAL

annual report for the year ended 31 December 2018 (the “**2018 Annual Report**”) and the Company’s third quarterly report for the nine months ended 30 September 2019 (the “**2019 Third Quarterly Report**”):

	For the year ended 31 December 2018	For the year ended 31 December 2017	Year on year change
	(audited)	(audited)	
	<i>RMB'000</i>	<i>RMB'000</i>	%
Revenue	1,907,885	1,740,695	9.60
— <i>Sales of goods (refined oil)</i>	1,226,924	937,217	30.91
— <i>Sales of goods (fuel oil)</i>	416,947	425,796	(2.08)
— <i>Sales of goods (other petrochemical products)</i>	262,281	376,003	(30.24)
— <i>Service income</i>	1,733	1,679	3.22
Gross profit	89,531	59,448	50.60
Profit for the year	28,967	11,807	145.34
	For the nine months ended 30 September 2019	For the nine months ended 30 September 2018	Year on year change
	(unaudited)	(unaudited)	
	<i>RMB'000</i>	<i>RMB'000</i>	%
Revenue	1,540,391	1,449,622	6.26
— <i>Sales of goods (refined oil)</i>	1,249,320	915,688	36.44
— <i>Sales of goods (fuel oil)</i>	204,300	299,397	(31.76)
— <i>Sales of goods (other petrochemical products)</i>	86,771	232,830	(62.73)
— <i>Service income</i>	—	1,707	(100.00)
Gross profit	68,063	69,531	(2.11)
Profit for the period	31,055	25,854	20.12

As depicted from the above table, the Group’s revenue amounted to approximately RMB1,908 million for the year ended 31 December 2018 (“**FY2018**”), representing an increase of approximately 9.60% as compared to that for the year ended 31 December 2017 (“**FY2017**”). With reference to the 2018 Annual report, such increase was mainly attributable to increase in the sale of refined oil which was partially offset by decrease in revenue from the sale of fuel oil and other petrochemical products. The Group’s profit for FY2018 amounted to approximately RMB29 million, representing an increase of approximately 145.34% as compared to that for FY2017. With reference to the 2018 Annual report, such increase was primarily due to increase in the Group’s revenue and gross profit margin.

LETTER FROM GRAM CAPITAL

As depicted from the above table, the Group's revenue and profit for the nine months ended 30 September 2019 also improved as compared to that for the nine months ended 30 September 2018.

With reference to the 2019 Third Quarterly Report and as confirmed by the Directors, the Group's primary objectives are to continue to expand its scale of operations to achieve business growth and increase its market share in the oil trading industry.

Information on the Subscribers

With reference to the Board Letter, Thrive Shine is an investment holding company incorporated in the British Virgin Islands with limited liability and a substantial shareholder of the Company which held 255,150,000 Shares (representing 40.5% of the total number of issued Shares of the Company as at the Latest Practicable Date). Thrive Shine is owned as to 80% by Mr. Xu Ziming and 20% by Ms. Huang Sizhen, both being executive Directors.

With reference to the Board Letter, Thrive Era is an investment holding company incorporated in the British Virgin Islands with limited liability and a substantial shareholder of the Company which held 85,040,000 Shares (representing approximately 13.5% of the total number of issued Shares of the Company as at the Latest Practicable Date). Thrive Era is wholly-owned by Mr. Choi Sio Peng, an executive Director.

Mr. Choi Sio Peng is the nephew of Mr. Xu Ziming and Ms. Huang Sizhen.

Reasons for and benefits of the Subscriptions and use of proceeds

With reference to the Board Letter, the Group is a wholesaler of oil and other petrochemical products based in Guangdong Province, the PRC and it operates three oil depots at Zengcheng, Panyu and Gaolan Port Economic Zone, which are strategically situated within the Pearl River Delta region, where the well-developed maritime traffic and highway networks enable the Group to service the surrounding area of Guangdong Province and other coastal provinces of the PRC in a cost-effective and timely manner.

The Directors consider that the Subscriptions are in line with the Company's development and growth strategy. It also reflected the confidence and commitment to support the Group's business by the Subscribers. Oil Trading is a high-volume business and capital intensive in nature. Strong cash position and quick replenishment of liquidity is essential to finance the trading cycle of Oil Trading and enhance the Group's trading capacity. The Subscriptions will improve the Group's working capital position and raise additional capital and funding to equip the Group with more resources to further develop the Group's existing businesses.

LETTER FROM GRAM CAPITAL

With reference to the Board Letter, the Company has considered other alternative fundraising methods such as debt financing, placing of new shares and rights issue or open offer. Debt financings will incur interest burden on the Group and will be subject to lengthy due diligence and negotiations with the banks. In respect of equity fundraisings, considering the previous under-subscription in the rights issue of the Company in April 2019 (the “**Previous Rights Issue**”), the Subscriptions are considered to be a more preferable financing option for the Group as it will avoid the unnecessary costs on underwriting or placing.

With reference to the Company’s interim report for the six months ended 30 June 2019, the Group did not have any borrowings as at 30 June 2019. The Group’s total liabilities as at 30 June 2019 only comprise of lease liabilities, deferred income tax liabilities, trade and other payable, contract liabilities and current income tax liabilities. It is reasonable for the Group to maintain its “nil borrowing” position to avoid finance costs.

In addition, we noticed from the Company’s results announcement dated 10 June 2019 in relation to the Previous Rights Issue that the Previous Rights Issue was under-subscribed by 91,728,000 rights shares, representing approximately 43.68% of the total number of the rights shares available for subscription under the Previous Rights Issue.

In light of the above, we considered that the Subscriptions are appropriate means of fund raising.

With reference to the Board Letter, the gross proceeds of the Subscriptions will be HK\$63.3 million. After taking into account the estimated expenses related to the Subscriptions, the estimated net proceeds will be approximately HK\$61.8 million (the “**Net Proceeds**”). The Company intends to apply 90% of the net proceeds from the Subscriptions for developing and enhancing the trading capacity of the Group’s Oil Trading business in the PRC and approximately 10% as general working capital of the Group.

As aforementioned, (i) the Group’s primary objectives are to continue to expand its scale of operations to achieve business growth and increase its market share in the oil trading industry; and (ii) strong cash position and quick replenishment of liquidity is essential to finance the trading cycle of Oil Trading and enhance the Group’s trading capacity. Accordingly, the Net Proceeds can facilitate the Group’s business development according to its business objective.

LETTER FROM GRAM CAPITAL

Having considered:

- (i) the Subscriptions are appropriate means of fund raising; and
- (ii) the Net Proceeds from the Subscriptions can facilitate the Group's business development according to its business objective,

we are of the view that, although the Subscriptions are not conducted in the ordinary and usual course of business of the Company, the Subscriptions are in the interest of the Company and the Shareholders as a whole.

2. Principal terms of the Subscription Agreement

On 26 November 2019 (after trading hours), the Company entered into the Subscription Agreement with Thrive Shine and Thrive Era. Pursuant to the Subscription Agreement, (i) the Company has conditionally agreed to allot and issue, and Thrive Shine has conditionally agreed to subscribe for the TS Subscription Shares, being 225,000,000 new Shares; and (ii) the Company has conditionally agreed to allot and issue, and Thrive Era has conditionally agreed to subscribe for the TE Subscription Shares, being 75,000,000 new Shares. All the Subscription Shares will be issued at the Subscription Price of HK\$0.211 per Subscription Share.

Subscription Price

With reference to the Board Letter, the Subscription Price is HK\$0.211 per Subscription Share, representing:

- (i) a discount of approximately 8.26% to the closing price of HK\$0.23 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) the closing price of HK\$0.211 per Share as quoted on the Stock Exchange on 26 November 2019, being the date of the Subscription Agreement (the "**Agreement Date**"); and
- (iii) a discount of approximately 0.38% to the average closing price per Share of HK\$0.2118 for the last five consecutive trading days immediately preceding the Agreement Date.

LETTER FROM GRAM CAPITAL

Analysis on the Subscription Price

In order to assess the fairness and reasonableness of the Subscription Price, we conducted the following analysis:

a) Share price performance

Set out below is a chart showing the movement of the closing prices of the Shares during the period from 1 November 2018 to 26 November 2019, being approximate one year up to and including the Agreement Date (the “**Review Period**”), to illustrate the general trend and level of movement of the closing prices of the Shares:

Historical daily closing price per Share



Source: the Stock Exchange's website

During the Review Period, the highest and lowest closing prices of the Shares as quoted on the Stock Exchange were HK\$0.52 per Share recorded on 5 December 2018 and HK\$0.206 recorded on 14 November 2019 respectively. The Subscription Price is (i) within the closing price range of the Shares during the Review Period; and (ii) close to the lower end of the closing price range of the Shares during the Review Period.

As depicted from the above chart, the closing prices of the Shares increased from 1 November 2018 and reached its peak of HK\$0.52 on 5 December 2018. Subsequently, the closing prices of the Shares formed a general sliding trend up to the end of the Review Period (except for the rebound during January 2019 to March 2019).

LETTER FROM GRAM CAPITAL

b) Liquidity

Set out below are (i) the number of trading days; (ii) the percentage of the Shares' average daily trading volume (the "Average Volume") as compared to the total number of issued Shares held by the public as at the Agreement Date; and (iii) the percentage of the Average Volume as compared to the total number of issued Shares as at the Agreement Date, during the Review Period:

Month	No. of trading days in each month	% of the Average Volume to total number of issued Shares held by the public as at the Agreement Date (Note 1)	% of the Average Volume to total number of issued Shares as at the Agreement Date (Note 2)
		%	%
2018			
November	22	0.49	0.23
December	19	1.99	0.92
2019			
January	22	0.27	0.12
February	17	0.21	0.10
March	21	0.24	0.11
April	19	0.40	0.18
May	21	0.20	0.09
June	19	0.35	0.16
July	22	0.09	0.04
August	22	0.08	0.04
September	21	0.32	0.15
October	21	0.05	0.02
November (up to and including the Agreement Date)	18	0.20	0.09
Maximum		1.99	0.92
Minimum		0.05	0.02

Source: the Stock Exchange's website

Notes:

1. Based on 289,810,000 Shares held by the public as at the Agreement Date.
2. Based on 630,000,000 Shares as at the Agreement Date.

LETTER FROM GRAM CAPITAL

We noted from the above table that the average daily trading volume of the Shares was thin during the Review Period. During the Review Period, the Average Volume was (i) below 2% of the total number of issued Shares held in public hands as at the Agreement Date; and (ii) below 1% of the total number of issued Shares as at the Agreement Date.

Given the low liquidity of the Shares as illustrated above, it is reasonable to set the Subscription Price without premium over the closing price of the Share as at the Agreement Date.

c) Comparables

As part of our analysis, we also identified subscription of new shares under specific mandate (the “**Subscription Comparables**”) which were announced by listed companies in Hong Kong from 1 June 2019 up to 26 November 2019, being an approximate six-month period up to and including the Agreement Date. To the best of our knowledge and as far as we are aware of, we found 12 transactions which met the said criteria. Shareholders should note that the businesses, operations and prospects of the Company are not the same as the subject companies of the Subscription Comparables.

Company name (stock code)	Date of announcement	Premium/(discount) of the issue price over/to closing price per share on/prior to the date of agreement/announcement in relation to the respective subscription of shares %
China Singyes Solar Technologies Holdings Limited (750)	5 June 2019	(7.07)
Royale Furniture Holdings Limited (1198)	5 June 2019	6.25
FDG Electric Vehicles Limited (729)	30 June 2019	(10.00)
Value Convergence Holdings Limited (821)	1 July 2019	(18.18)
Glory Sun Financial Group Limited (1282)	16 July 2019	(16.67)
DTXS Silk Road Investment Holdings Company Limited (620)	16 July 2019	(17.88)
Colour Life Services Group Co., Limited (1778)	19 July 2019	(4.22)
Global Link Communications Holdings Limited (8060)	28 August 2019	(30.40)
Global Bio-chem Technology Group Company Limited (809)	27 September 2019	(20.00)

LETTER FROM GRAM CAPITAL

Company name (stock code)	Date of announcement	Premium/(discount) of the issue price over/to closing price per share on/prior to the date of agreement/announcement in relation to the respective subscription of shares %
BeiGene, Ltd. (6160)	1 November 2019	25.79 (Note)
BC Technology Group Limited (863)	10 November 2019	(8.73)
Panda Green Energy Group Limited (686)	19 November 2019	7.76
Maximum		25.79
Minimum		(30.40)
Average		(7.78)
The Subscriptions		Nil

Note: Calculated based on exchange rate of United States dollar 1.00 to HK\$7.80.

We noted from the above table that the subscription prices of the Subscription Comparables ranged from a discount of approximately 30.40% to a premium of approximately 25.79% to/over the respective closing prices of their shares on/prior to the date of agreement/announcement in relation to the respective subscription of new shares under specific mandate (the “**Discount/Premium Market Range**”), with an average discount of approximately 7.78%.

As the Subscription Price represents the closing price of the Shares on the Agreement Date, it falls within the Discount/Premium Market Range.

In conclusion, we noted that the Subscription Price is close to the lower end of the closing price range of the Shares during the Review Period. Nevertheless, having considered that:

- (i) the Subscription Price is within the closing price range of the Shares during the Review Period;
- (ii) given the low liquidity of the Shares as illustrated above, it is reasonable to set the Subscription Price without premium over the closing price of the Share as at the Agreement Date;
- (iii) as the Subscription Price represents the closing price of the Shares on the Agreement Date, it falls within the Discount/Premium Market Range,

we consider the Subscription Price to be fair and reasonable.

LETTER FROM GRAM CAPITAL

Detailed terms and conditions of the Subscription Agreement are set out under the section headed “THE SUBSCRIPTION AGREEMENT” of the Board Letter.

Taking into account the principal terms of the Subscriptions (including the Subscription Price) as highlighted above, we are of the view that the terms of the Subscriptions are on normal commercial terms and are fair and reasonable.

3. Possible dilution effect on the shareholding interests of the public Shareholders

With reference to the shareholding table in the section headed “EFFECT ON THE SHAREHOLDING OF THE COMPANY” of the Board Letter, the shareholding interests held by the public would be diluted by approximately 14.84 percentage points as a result of the Subscriptions. In this regard, taking into account (i) the reasons for and benefits of the Subscriptions; and (ii) the terms of the Subscriptions being fair and reasonable, we are of the view that the said level of dilution to the shareholding interests of the public Shareholders as a result of the Subscriptions is justifiable.

RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the terms of the Subscriptions are on normal commercial terms and are fair and reasonable; and (ii) although the Subscriptions are not conducted in the ordinary and usual course of business of the Company, they are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement and we recommend the Independent Shareholders to vote in favour of the resolution in this regard.

Yours faithfully,
For and on behalf of
Gram Capital Limited
Graham Lam
Managing Director

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, so far is known to the Directors, the interests or short positions of the Directors and the chief executives of the Company in shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions of which they were taken or deemed to have under such provisions of the SFO) and/or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which would have to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors were as follows:

(a) Directors' interests

Long position in the Shares

Name of Director	Nature of Interests	Number of Shares held	Approximate percentage of shareholding <i>(Note 1 and 4)</i>
Mr. Xu Ziming <i>(Note 2 and 4)</i>	Interest of controlled corporation	255,150,000	40.50%
Ms. Huang Sizhen <i>(Note 2 and 4)</i>	Interest of spouse	255,150,000	40.50%
Mr. Choi Sio Peng <i>(Note 3 and 4)</i>	Interest of controlled corporation	85,040,000	13.50%

Notes:

- Based on 630,000,000 Shares in issue as at the Latest Practicable Date.
- These shares are held by Thrive Shine Limited, a company owned by Mr. Xu Ziming and Ms. Huang Sizhen as to 80% and 20% respectively. Mr. Xu Ziming and Ms. Huang Sizhen are spouses.
- These shares are held by Thrive Era Investments Limited, a company wholly-owned by Mr. Choi Sio Peng.

4. Pursuant to the Subscription Agreement, Thrive Shine has conditionally agreed to subscribe for 225,000,000 new Shares and Thrive Era has conditionally agreed to subscribe for 75,000,000 new Shares, representing approximately 24.19% and 8.06% of the issued share capital of the Company immediately upon Completion (assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Completion Date save for the issue of the Subscription Shares) as enlarged by the Subscription Shares, respectively.

Save as disclosed above, as at the Latest Practicable Date, so far is known to the Directors, none of the Directors nor the chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interest and/or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

(b) Substantial shareholders

Long position in the Shares

Name of Director	Nature of Interests	Number of Shares held	Approximate percentage of interests in the share capital of the Company (Note)
Thrive Shine (Note)	Beneficial owner	255,150,000	40.50%
Thrive Era (Note)	Beneficial owner	85,040,000	13.50%

Note:

Please refer to the notes disclosed in the paragraph headed “(a) Directors’ interests” above.

Save as disclosed above, the Directors are not aware that there is any party (other than Directors or chief executive of the Company) who, as at the Latest Practicable Date, had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required pursuant to Section 336 of the SFO, to be entered into the register referred to therein.

3. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, controlling shareholders of the Company or any of their respective close associates was engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors has entered into any service contracts with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

5. DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS, CONTRACTS AND ASSETS

Apart from the operating lease of a piece of land and an office building owned by Mr. Xu Ziming and Ms. Huang Sizhen by a subsidiary of the Company in the PRC as disclosed in the annual report of the Company for the year ended 31 December 2018, none of the Directors had any direct or indirect interests in any assets which had been, since 31 December 2018 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired, disposed of by, or leased to, or were proposed to be acquired, disposed of by, or leased to any member of the Group.

Save as disclosed herein, none of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date which is significant in relation to the business of the Group.

6. MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial or trading position or outlook of the Group since 31 December 2018 (being the date to which the latest published audited financial statements of the Group was made up).

7. QUALIFICATION AND CONSENT OF THE EXPERT

The following is the qualification of the expert whose opinion and/or advice is contained in this circular:

Name	Qualification
Gram Capital	a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO

Gram Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and/or references to its name in the form and context in which it appears in this circular.

Gram Capital does not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

Gram Capital does not and did not have any direct or indirect interest in any assets acquired or disposed of by or leased to or proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2018, being the date to which the latest published audited consolidated financial statements of the Group were made up.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours (other than Saturdays, Sundays and public holidays) at Units 1804–1805, 18/F, Seaview Commercial Building, Nos. 21–24 Connaught Road West, Hong Kong from the date of this circular and up to and including the date of EGM:

- (a) the Subscription Agreement;
- (b) the “Letter from the Board”, the text of which is set out on pages 5 to 12 of this circular;
- (c) the “Letter from the Independent Board Committee”, the text of which is set out on pages 13 to 14 of this circular;
- (d) the “Letter from Gram Capital”, the text of which is set out on pages 15 to 26 of this circular;
- (e) the written consent referred to in the paragraph headed “Qualification and consent of the Expert” of this appendix; and
- (f) this circular.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of JTF International Holdings Limited (the “**Company**”) will be held at 2:30 p.m. on 6 January 2020 at No. 35 Yanjiang Road, Shazhuang Tujiang Village, Shitan Town, Zengcheng District, Guangzhou City, Guangdong Province, the PRC for considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) subject to fulfilment of the conditions precedent set out in the conditional subscription agreement entered into among the Company, Thrive Shine Limited (“**Thrive Shine**”) and Thrive Era Investments Limited (“**Thrive Era**”) dated 26 November 2019 (the “**Subscription Agreement**”, a copy of which has been produced to the Meeting and marked “A” and initialled by the chairman of the Meeting for the purpose of identification), the allotment and issue of 225,000,000 new shares of the Company to Thrive Shine and 75,000,000 new shares of the Company to Thrive Era at HK\$0.211 per share in accordance with the terms and conditions of the Subscription Agreement be and is hereby approved; and
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to agree to and make such variations, amendments or waivers of any of the matters relating to or in connection with the Subscription Agreement or any transaction contemplated thereunder and all other matters incidental thereto or in connection therewith.”

By Order of the Board
Ng Ka Chai
Company Secretary

Hong Kong, 12 December 2019

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Office:

Units 1804–1805, 18/F
Seaview Commercial Building
Nos. 21–24 Connaught Road West
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be delivered to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "**Share Registrar**") together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting. The return of the form of proxy will not preclude you from attending and voting in person in the meeting if you so wish. In such event, the form of proxy shall be deemed to be revoked.
- (2) The register of members of the Company will be closed from 30 December 2019 to 6 January 2020, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the extraordinary general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar not later than 4:30 p.m. on 27 December 2019.
- (3) The extraordinary general meeting is expected to last for no more than one hour. Shareholders who attend the extraordinary general meeting shall bear their own travelling expenses.

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