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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 on Main Board: 9689)**

**(Stock code on GEM: 8479)**

### **TRANSFER OF LISTING FROM GEM TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

**Sole Sponsor to the Company**



#### **TRANSFER OF LISTING**

On 10 July 2020, a formal application was made by the Company to the Stock Exchange for the listing of and permission to deal in the Shares on the Main Board by way of the Transfer of Listing pursuant to Chapter 9A of the Main Board Listing Rules (the “**Application**”). Subsequently, the Company made formal renewals of the Application to the Stock Exchange on 9 March 2021, 28 October 2021, 12 May 2022 and 17 November 2022, respectively.

The Board is pleased to announce that the approval-in-principle for the Transfer of Listing was granted by the Stock Exchange on 10 May 2023. The Company has published the Listing Document on 11 May 2023 in connection with the Transfer of Listing. As at the date of this announcement, all applicable pre-conditions for the Transfer of Listing had been fulfilled in relation to the Company and the Shares.

The last day of dealings in the Shares on GEM (stock code on GEM: 8479) will be on 16 May 2023. It is expected that dealings in the Shares on the Main Board (stock code on the Main Board: 9689) will commence at 9:00 a.m. on 17 May 2023. No change will be made to the English and Chinese stock short names, the existing share certificates, the board lot size, the trading currency of the Shares, the principal share registrar and transfer office and the Hong Kong branch share registrar and transfer office of the Company following the Transfer of Listing.

**The price and trading volume of the Shares has been volatile since the Listing on GEM. After making reasonable enquiries and to the best of its knowledge, the Board is not aware of any reason for such volatility and the price and trading volume of the Shares may continue to be volatile. Attention of the Shareholders and potential investors of the Company is drawn to the potential risks and they are advised to exercise caution when dealing in the Shares.**

References are made to the announcements issued by the Company dated 10 July 2020, 9 March 2021, 28 October 2021, 12 May 2022 and 17 November 2022 in relation to the submission of the formal application to the Stock Exchange for the Proposed Transfer of Listing pursuant to Chapter 9A of the Main Board Listing Rules.

### **TRANSFER OF LISTING OF THE SHARES FROM GEM TO THE MAIN BOARD**

On 10 July 2020, a formal application was made by the Company to the Stock Exchange for the listing of and permission to deal in the Shares on the Main Board by way of the Transfer of Listing pursuant to Chapter 9A of the Main Board Listing Rules (the “**Application**”). Subsequently, the Company made formal renewals of the Application to the Stock Exchange on 9 March 2021, 28 October 2021, 12 May 2022 and 17 November 2022, respectively.

The Board is pleased to announce that the approval-in-principle for the Transfer of Listing was granted by the Stock Exchange on 10 May 2023. The Company has published the Listing Document on 11 May 2023 in connection with the Transfer of Listing. The Listing Document contains, among other things: (a) details of the Transfer of Listing; (b) information regarding the proposed arrangements for the Transfer of Listing and dealings and settlement of dealings in, the Shares following completion of the Transfer of Listing; and (c) certain business and financial information in relation to the Group. The Listing Document is available at the websites of the Company at <http://www.jtfoil.com/> and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) from 11 May 2023 onwards. As at the date of this announcement, all applicable pre-conditions for the Transfer of Listing had been fulfilled in relation to the Company and the Shares.

The last day of dealings in the Shares on GEM (stock code on GEM: 8479) will be on 16 May 2023. It is expected that dealings in the Shares on the Main Board (stock code on the Main Board: 9689) will commence at 9:00 a.m. on 17 May 2023.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.**

## **REASONS FOR THE TRANSFER OF LISTING**

The Board believes that the Transfer of Listing will enhance the corporate profile and public recognition of the Company. This will in turn enhance the business prospects of the Group and add to its competitive strength in attracting, retaining and augmenting the Group's qualified staff and client base. The Board also expects that the Main Board trading platform will lead to a larger investor base of the Company and greater trading liquidity of the Shares. All of these factors will ultimately contribute to increasing shareholder value. Accordingly, the Board is of the view that the Transfer of Listing is beneficial to the future growth and development of the Group and is in the overall interests of the Company and the Shareholders.

As at the date of this announcement, the Board has no immediate plans to change the nature of the business of the Group following the Transfer of Listing. The Transfer of Listing will not involve any issue of new Shares by the Company.

## **SHARE OPTION SCHEME**

The Share Option Scheme was conditionally adopted by the Company on 28 May 2019 and took effect on the date of Listing on GEM for a period of ten years. Such Share Option Scheme will remain valid and effective following the Transfer of Listing and will be implemented in full compliance with Chapter 17 of the Main Board Listing Rules.

## **DEALINGS IN THE SHARES OF THE MAIN BOARD**

The Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from 17 January 2018. Subject to the continuing compliance with the stock admission requirements of HKSCC, the Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS once dealings in the Shares on the Main Board commence, and that all activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Currently, the Shares are traded in a board lot size of 4,000 Shares each and are traded in Hong Kong dollars. The principal share registrar and transfer office of the Company is Conyers Trust Company (Cayman) Limited and the Hong Kong branch share registrar and transfer office of the Company is Tricor Investor Services Limited. The Transfer of Listing will have no effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title and be valid for delivery, trading, settlement and registration purposes, and will not involve any transfer or exchange of the existing share certificates. Further, no change will be made to the English and Chinese stock short names, the existing share certificates, the board lot size, the trading currency of the Shares and the abovementioned share registrars and transfer offices of the Company following the Transfer of Listing.

**The price and trading volume of the Shares has been volatile since the Listing on GEM. After making reasonable enquiries and to the best of its knowledge, the Board is not aware of any reason for such volatility and the price and trading volume of the Shares**

**may continue to be volatile. Attention of the Shareholders and potential investors of the Company is drawn to the potential risks and they are advised to exercise caution when dealing in the Shares.**

## **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

Pursuant to Rule 9A.12 of the Main Board Listing Rules, the general mandates granted by the Shareholders at the next annual general meeting of the Company for the Directors to allot and issue new Shares and repurchase Shares will continue to be valid and remain in effect until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the revocation or variation of the authority given under the resolution by any ordinary resolution of the Shareholders in general meeting; or
- (c) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held.

## **MINIMUM PUBLIC FLOAT**

The Directors confirm that no less than 25% of the total issued share capital of the Company was held by the public (as defined in the Main Board Listing Rules) as at the date of this announcement. Accordingly, the minimum 25% public float requirement has been maintained in compliance with Rule 8.08 of the Main Board Listing Rules.

## **PUBLICATION OF RESULTS**

Upon the Transfer of Listing, the Company will cease the practice of reporting financial results on a quarterly basis and will follow the relevant requirements of the Main Board Listing Rules, which include publishing its interim results and annual results within two months and three months from the end of the relevant periods or financial year ends, respectively. The Board is of the view that the investors and Shareholders will continue to have access to relevant information on the Company following the reporting requirements under the Main Board Listing Rules.

## **DEFINITIONS**

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

“Articles”	the second amended and restated articles of association of the Company conditionally adopted on 11 April 2022 and effective on the date of Listing on GEM, as amended or supplemented from time to time
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

“Company”	JTF International Holdings Limited (金泰豐國際控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 23 October 2014 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 23 December 2014, the Shares of which have been listed on GEM from 17 January 2018 to 16 May 2023 and will be listed on the Main Board starting from 17 May 2023
“Director(s)”	the director(s) of our Company
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, as amended, supplemented and/or otherwise modified from time to time
“Group”	our Company and its subsidiaries or, where the context refers to any time prior to our Company becoming the holding company of its present subsidiaries, the present subsidiaries of our Company or the businesses carried on by such subsidiaries or (as the case may be) their predecessors or any of them
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Document”	the listing document published by the Company on 11 May 2023 in connection with the Transfer of Listing
“Listing on GEM”	the listing of the Shares on GEM on 17 January 2018
“Main Board”	the stock market (excluding the options market) operated by the Stock Exchange which is independent from and operated in parallel with GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, modified or supplemented from time to time
“Share(s)”	share(s) with a nominal value of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 28 May 2019
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Transfer of Listing” the proposed transfer of listing of the Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules

“%” per cent

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

Hong Kong, 11 May 2023

*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](http://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](http://www.jtfoil.com).*