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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: 9689)**

### **(1) INSIDE INFORMATION: CHANGE OF MAJOR SHAREHOLDER; AND (2) APPOINTMENT OF EXECUTIVE DIRECTOR**

This announcement is made by JTF International Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **CHANGE OF MAJOR SHAREHOLDER**

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company has been informed by Mr. Choi Sio Peng (“**Mr. Choi**”), an executive Director that on 18 October 2023 (after trading hours), he had entered into a sale and purchase agreement (the “**Agreement**”) with Ms. Xu Yayi (徐雅怡女士) (“**Ms. Xu**”), pursuant to which Mr. Choi had transferred the entire issued share capital of Thrive Era Investments Limited (“**Thrive Era**”) to Ms. Xu (the “**Disposal**”). As at the date of this announcement, Thrive Era was a Major Shareholder (as defined in the listing document of the Company dated 11 May 2023 (the “**Listing Document**”) and held 130,140,000 shares of the Company, representing approximately 13.99% of the total issued share capital of the Company.

Ms. Xu is a daughter of Mr. Xu Ziming (“**Mr. Xu**”), an executive Director, Chairman of the Board and a Controlling Shareholder (as defined in the Listing Document), and Ms. Huang Sizhen (“**Ms. Huang**”), an executive Director, a Controlling Shareholder and the spouse of Mr. Xu. She is also a cousin of Mr. Choi.

Immediately before the Disposal, Thrive Era was wholly-owned by Mr. Choi and hence Mr. Choi was a Major Shareholder. Immediately after the Disposal, (i) Mr. Choi ceased to be a Major Shareholder and did not hold any share of the Company; and (ii) Ms. Xu became a Major Shareholder.

Ms. Xu also entered into a supplemental deed of indemnity and a supplemental deed of non-competition with other Major Shareholders and the Company on the date of this announcement, pursuant to which Ms. Xu agreed to replace Mr. Choi to give certain indemnities and covenants in favour of the Group, subject to the terms and conditions of the Deed of Indemnity and the Deed of Non-Competition (as defined in the Listing Document). Further details of the Deed of Indemnity and the Deed of Non-Competition are set out in the section headed “E. Other information — 1. Tax and other indemnities” in Appendix IV to and the section headed “Relationship with Controlling Shareholders — Non-competition undertakings” of the Listing Document, respectively.

## **APPOINTMENT OF EXECUTIVE DIRECTOR**

The Board is pleased to announce that Ms. Xu has been appointed as an executive Director with effect from 18 October 2023.

Ms. Xu, aged 35, obtained a bachelor degree in Business and Management in 2012 from Oxford Brookes University in the United Kingdoms. She has over 10 years of experience in capital investment, property development and management. She has been a member of the Chinese People’s Political Consultative Conference of Dongguan City (東莞市政協委員) since 2017.

As disclosed above, she is a daughter of Mr. Xu and Ms. Huang, as well as a cousin of Mr. Choi.

Ms. Xu has entered into a service agreement with the Company for an initial term of 3 years commencing from 18 October 2023, subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the articles of association of the Company, and is entitled to a remuneration of HK\$45,000 per month payable by the Group. The remuneration package of Ms. Xu has been reviewed by the remuneration committee of the Company and determined by the Board with reference to the prevailing market conditions and her roles and responsibilities in the Group.

Save as disclosed above, as at the date of this announcement, (i) Ms. Xu did not hold any other position in the Company or its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company; (ii) Ms. Xu had not held any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) Ms. Xu did not have any interest or short positions in any shares or underlying shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matter relating to the appointment of Ms. Xu that needs to be brought to the attention of the Shareholders, nor any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Ms. Xu to the Board.

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

Hong Kong, 18 October 2023

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