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**Trendzon Holdings Group Limited**  
**卓航控股集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1865)**

**(I) DISCLOSEABLE TRANSACTION  
IN RELATION TO THE ENTERING INTO OF  
THE CAPITAL CONTRIBUTION AGREEMENT  
AND  
(II) SUPPLEMENTAL ANNOUNCEMENT  
IN RELATION TO DISCLOSEABLE TRANSACTION**

**CAPITAL CONTRIBUTION AGREEMENT**

The Board is pleased to announce that, on 5 October 2021, Trendzon Guangzhou (a wholly-owned subsidiary of the Company) entered into a Capital Contribution Agreement with the JV Partner and the JV Company, pursuant to which Trendzon Guangzhou and the JV Partner agreed to provide capital contribution, in proportion to their equity interest in the JV Company, of up to RMB45,000,000 and RMB44,100,000 respectively as shareholders' loans to the JV Company for payment of the construction cost of the first phase of the Project.

**LISTING RULES IMPLICATION**

As the highest applicable percentage ratios (as defined under the Listing Rules) in respect of the transactions contemplated under the Capital Contribution Agreement exceeds 5% but is less than 25%, the entering into of the Capital Contribution Agreement constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

However, due to an inadvertent oversight, no announcement was made when the Capital Contribution Agreement was entered into. Therefore, Rule 14.34 under Chapter 14 of the Listing Rules was not complied with in respect of the transactions conducted and contemplated under the Capital Contribution Agreement.

## **REMEDIAL MEASURES**

Going forward, the Company and the Board will closely monitor the effectiveness and efficiency of its compliance system and the relevant corporate governance measures, particularly in the areas of, among other things, notifiable transactions, so as to prevent the future occurrence of any similar incidents. Further remedial actions are detailed in the section headed “Remedial Measures” of this announcement.

## **INTRODUCTION**

Reference is made to the announcement of the Company dated 7 June 2021. The Board is pleased to announce that, on 5 October 2021, Trendzon Guangzhou (a wholly-owned subsidiary of the Company) entered into a Capital Contribution Agreement with the JV Partner and the JV Company in relation to the capital injection to the JV Company.

## **CAPITAL CONTRIBUTION AGREEMENT**

The principal terms of the Capital Contribution Agreement are as follows:

- Date: 5 October 2021
- Parties:
- (i) Trendzon (Guangzhou) Industrial Park Investment Development Co., Ltd.#;
  - (ii) Diandian Science and Technology Innovation City Project Investment and Development (Zhongshan) Co., Ltd#; and
  - (iii) Trendzon Science and Technology Innovation City (Zhongshan) Project Investment and Development Co., Ltd#
- Capital contribution: Trendzon Guangzhou and the JV Partner agreed to provide capital contribution, in proportion to their equity interest in the JV Company, of up to RMB45,000,000 and RMB44,100,000 respectively as shareholders’ loans to the JV Company for payment of the construction cost of the first phase of the Project.

It is agreed that the capital contribution of RMB27,600,000 is treated as having been made by the JV Partner by providing the land use right of the piece and parcel of the land on which the Project will be constructed and erected to the JV Company. The remaining amount of the capital contribution by the JV Partner in the amount of RMB16,500,000 will be provided to the JV Company in cash.

Use of proceeds: The shareholders' loan will only be used for covering the fees and expenses in relation to the first phase construction of the Project, and as follows:

- (a) as to RMB10,500,000 for settling the fees under the Construction Design Contract;
- (b) as to RMB18,000,000 for settling the fees under the Construction Contract; and
- (c) the remaining amount of RMB33,000,000 as the general working capital of the JV Company for payment of other construction expenses in relation to the first phase of the Project.

It is agreed that the shareholder's loan provided by Trendzon Guangzhou of RMB28,500,000 will be used for settling the Construction Design Contract and the Construction Contract, while the remaining shareholder's loan of RMB16,500,000 (to be provided by Trendzon Guangzhou) and RMB16,500,000 (to be provided by the JV Partner) will be reimbursed to the JV Company upon receipt of new construction contracts by Trendzon Guangzhou and the JV Partner.

Interest: The capital contribution by way of shareholder's loan does not bear any interest.

Repayment: The JV Company has no obligation to repay the shareholder's loan before it records a profit, and depending on its capital requirements, it may elect to repay the shareholder's loan by cash or by loan capitalisation.

## **INFORMATION ON THE PARTIES**

Trendzon Guangzhou is a limited liability company established in the PRC in June 2021 and is wholly-owned by the Company. Its business scope includes corporate management consulting business, corporate headquarters management, financial consulting, investment activities with own funds, real estate consulting, non-residential real estate leasing, real estate appraisal, corporate management, property management, real estate development and operation and securities investment consulting.

The JV Partner is a limited liability company established in the PRC in March 2020 and is principally engaged in property development and investment. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the ultimate beneficial owner of the JV Partner is 陳慧杰 Chen Huijie, and each of the JV Partner and its ultimate beneficial owner is a third party independent of and not connected with the Company and its connected persons.

The JV Company is a limited liability company established in the PRC in June 2021 and is owned as to 51% by Trendzon Guangzhou and 49% by the JV Partner. The main business scope of the JV Company includes investment in property development and operation; corporate investment consulting business (excluding financial business); and property management services, self-owned real estate activities, corporate headquarters management, non-profit business activities related to foreign (regional) enterprises, corporate management, industrial park management services, supply chain management services, commercial complex management services, packaging services, business agency services, project planning and public relations services.

### **REASONS FOR AND BENEFITS OF THE CAPITAL CONTRIBUTION AGREEMENT**

In light of the national strategic plan and industrial policy of “Made in China 2025” to further develop the manufacturing sector of the PRC since 2015, the PRC government has been encouraging scientific and technology production. Further, Zhongshan city and Banfu Town has issued various policies to support and facilitate the development of intelligent manufacturing. In this premises, the Company entered into a strategic cooperation agreement with the JV Partner on 7 June 2021 to form the JV Company to construct and develop an intelligent manufacturing demonstration base in Guangzhou (廣州智能製造示範基地), which offers factory areas, office areas and warehouses, targeting and gathering high-tech companies together to build an intelligent manufacturing professional city (智能製造裝備專業鎮).

The Project is expected to be constructed and developed in three phases. As at the date of this announcement, the JV Company has entered into the Construction Contract and the Construction Design Contract to commence the first phase construction of the Project. In view that the provision of capital is necessary for accelerating and smoothening the first phase construction of the Project, and the capital contribution is in proportion to the equity interest of Trendzon Guangzhou and the JV Partner, the Board considers that the terms of the Capital Contribution Agreement are fair and reasonable, and in the interests of the Company and its Shareholders as a whole.

## **LISTING RULES IMPLICATION**

As the highest applicable percentage ratios (as defined under the Listing Rules) in respect of the transactions contemplated under the Capital Contribution Agreement exceeds 5% but is less than 25%, the entering into of the Capital Contribution Agreement constitutes a discloseable transaction for the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

However, due to an inadvertent oversight, no announcement was made when the Capital Contribution Agreement was entered into. Therefore, Rule 14.34 under Chapter 14 of the Listing Rules was not complied with in respect of the transactions conducted and contemplated under the Capital Contribution Agreement.

## **REMEDIAL MEASURES**

Going forward, the Company and the Board will closely monitor the effectiveness and efficiency of its compliance system and the relevant corporate governance measures, particularly in the areas of, among other things, notifiable transactions, so as to prevent the future occurrence of any similar incidents. The Company will take/has taken the following remedial measures to tighten its internal control procedure with a view to ensuring timely compliance with the Listing Rules and to prevent recurrence of similar events:

- (1) the Company has published this announcement to inform the shareholders of the details of the Capital Contribution Agreement;
- (2) the Company will provide further guidance material and training, in particular, regarding notifiable transactions under the Listing Rules for the Directors and relevant staff members of the Group in order to strengthen and reinforce their existing knowledge with respect to notifiable transactions;
- (3) the Company will enhance its ongoing trainings to the Directors and relevant staff members of the Group to familiarise them with the legal and regulatory requirements applicable to the business operations of the Group as well as the internal reporting mechanism of the Group; and
- (4) the Company shall, as and when appropriate and necessary, consult professional adviser(s) before entering into possible notifiable transaction.

In the event that the Group enters into any legally binding agreement(s) in respect of phrase two and/or three construction of the Project in future, further announcement(s) will be published by the Company as and when appropriate in compliance with the Listing Rules.

## **DISCLOSEABLE TRANSACTION IN RELATION TO CONSTRUCTION CONTRACT AND THE CONSTRUCTION DESIGN CONTRACT**

Reference is made to the DT Announcement dated 5 October 2021 in relation to the entering into of the Construction Contract and the Construction Design Contract.

The Board would like to provide supplementary information on the identities of the ultimate beneficial owners of the Construction Contractor and the Construction Designer. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, based on the public search record, the ultimate beneficial owner of the Construction Contractor is 陳建威 Chen Jianwei; and the Construction Designer is wholly-owned by Zhongshan No.2 Architecture Design Institute# (中山市第二建築設計院有限公司), a limited liability company established in the PRC in 1996, which, in turn, is owned as to approximately 11.48% by 谷糧 Gu liang, approximately 6.56% by each of 黃繼宗 Huang Jizong and 杜瑩 Du Ying, approximately 4.59% by each of 李秋林 Li Qiulin and 梁洪波 Liang Hongbo, approximately 3.61% by each of 鄒力權 Zou Liquan and 張偉光 Zhang Weiguang, and approximately 1.64% by each of 何啟宗 Heqizong, 劉琳 Liu Lin, 蘇秀娟 Su Xiujian, 李毅光 Li Yiguang, 馬學謙 Ma Xueqian, 梁惠球 Liang Huiqiu, 胡少璋 Hu Shaozhang, 黃榮 Huang Rong, 梁鵬 Liang Peng, 陳聲宇 Chen Shengyu, 倪利民 Ni Limin, 林啟賢 Lin Qixian, 宋喜梅 Song Ximei, 林鋒 Lin Feng, 楊宇 Yang Yu, 梁明安 Liang Mingan, 梁麗明 Liang Liming, 黃景熙 Huang Jingxi, 姚萬水 Yao Wanshui, 龐波 Pang Bo, 劉谷城 Liu Gucheng, 關信國 Guan Xinguo, 潘思平 Pan Siping, 周凱雲 Zhou Kaiyun, 陳衛 Chen Wei, 胡康健 Hu Kangjian, 楊靜 Yang Jing, 盧振坤 Lu Zhenkun, 黃于喬 Huang Yuqiao, 胡志軍 Hu Zhijun, 馮志祥 Feng Zhixiang, 鄧雄和 Deng Xionghe, 武廉 Wu Lian, 李文 Li Wen, 楊映輝 Yang Yinghui and 路麗霞 Lu Lixia.

Save as disclosed in the DT Announcement and as above, (i) to the best knowledge, information and belief of the Directors, and having made all reasonable enquiries, based on the public search record, the Construction Contractor, the Construction Designer and their respective ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons; and (ii) all other information as set out in the DT Announcement remain unchanged and shall continue to be valid for all purposes, while this announcement is supplemental to and should be read in conjunction with the DT Announcement.

### **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

|                                  |  |
|----------------------------------|--|
| “Board”                          | the board of Directors   |
| “Capital Contribution Agreement” | the capital contribution agreement dated 5 October 2021 and entered into among Trendzon Guangzhou, the JV Partner and the JV Company in relation to the provision of capital to the JV Company for the first phase construction of the Project |

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|--------------------------------|--|
| “Company”                      | Trendzon Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1865)   |
| “connected person(s)”          | has the meaning ascribed thereto in the Listing Rules  |
| “Construction Contract”        | the construction contract dated 5 October 2021 and entered into between the JV Company and the Construction Constructor in relation to the “three links and one leveling” construction work of the Project   |
| “Construction Contractor”      | Zhongshan Leixin Earthwork Company Limited# ( 中山市磊鑫土石方工程有限公司), a company established in the PRC with limited liability, a party to the Construction Contract   |
| “Construction Design Contract” | the construction design contract dated 5 October 2021 and entered into between the JV Company and the Construction Designer in relation to the construction design work of the Project   |
| “Construction Designer”        | Zhongshan No.2 Architecture Design Institute Company Limited No.1 Branch# ( 中山市第二建築設計院有限公司第一分公司), a company established in the PRC with limited liability, a party to the Construction Design Contract   |
| “Directors”                    | the director(s) of the Company   |
| “DT Announcement”              | the announcement of the Company dated 5 October 2021 in relation to the entering into of the Construction Contract and the Construction Designer Contract  |
| “Group”                        | the Company and its subsidiaries from time to time   |
| “Hong Kong”                    | the Hong Kong Special Administrative Region of the PRC   |
| “JV Company”                   | Trendzon Park Project Investment and Development (Zhongshan) Company Limited# ( 卓航科創城項目投資開發(中山)有限公司), a company established in the PRC with limited liability, a subsidiary of the Company   |
| “JV Partner”                   | Diandian Science and Technology Innovation City Project Investment and Development (Zhongshan) Co., Ltd# ( 點點科創城項目投資開發(中山)有限公司), a company established in the PRC with limited liability, and a shareholder of the JV Company with 49% equity interest |



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|----------------------|--|
| “Listing Rules”      | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “PRC”                | the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan  |
| “Project”            | the establishment of integrated industrial operation platform in certain industrial real estates and/or upgrades of regional industrial structure in the PRC for the creation of industrial parks by the Company under the name 卓航•點點科創城 (transliterated in English as Trendzon Diandian Science and Technology Innovation City) |
| Share(s)”            | ordinary share(s) of HK\$0.01 each in the share capital of the Company   |
| “Shareholder(s)”     | holder(s) of the Shares  |
| “Stock Exchange”     | The Stock Exchange of Hong Kong Limited  |
| “Trendzon Guangzhou” | Trendzon (Guangzhou) Industrial Park Investment Development Co., Ltd.# (卓航(廣州)產業園投資發展有限公司), a company established in the PRC with limited liability, a subsidiary of the Company and a shareholder of the JV Company with 51% equity interest  |
| “RMB”                | Renminbi, the lawful currency of the PRC   |
| “%”                  | per cent.  |

By Order of the Board  
**Trendzon Holdings Group Limited**  
**Feng Jiamin**  
*Chairman*

Hong Kong, 18 November 2021

*As at the date of this announcement, the Board comprises Ms. Feng Jiamin, Mr. Michael Shi Guan Wah and Mr. Lok Ka Ho as executive directors; Mr. Shek Jun Chong, Mr. Qiu Yue, Mr. Cher Choong Kiak, Mr. Chiam Soon Chian (Zhan Shunquan), Mr. Choo Chih Chien Benjamin and Mr. Tong Wing Chi as independent non-executive directors.*

*# In this announcement, translated English names of Chinese entities for which no official English translation exists are unofficial translations for identification purposes only, and in the event of any inconsistency between the Chinese names and their English translation, the Chinese names shall prevail.*