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## **Janco Holdings Limited**

**駿高控股有限公司**

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

**(Stock Code: 8035)**

### **VOLUNTARY ANNOUNCEMENT FORMATION OF THE JOINT VENTURE COMPANY**

This announcement is made on a voluntary basis by the Company to keep the Shareholders and potential investors of the Company informed of the latest business development of the Group.

#### **THE JOINT VENTURE AGREEMENT**

The Board is pleased to announce that on 19 November 2021, Reitar Logtech and Sunset Edge entered into the Joint Venture Agreement, pursuant to which, the parties agreed to establish the Joint Venture Company.

The principal terms of the Joint Venture Agreement are set out below.

**Date:** 19 November 2021

**Parties:** Reitar Logtech; and

Sunset Edge

#### **Subject matter**

The Joint Venture Company shall be a company incorporated in Hong Kong with limited liability.

#### **Business of the Joint Venture Company**

The Joint Venture Company shall be primarily engaged in the provision of (i) initial logistics solutions, which is a comprehensive package including looking for suitable premises, designing the premises and advising on the appropriate facilities and systems; and (ii) continuing advisory services as to the maintenance and technical support in relation to the facilities and systems.

## Capital contribution

Pursuant to the terms of the Joint Venture Agreement, the registered capital of the Joint Venture Company shall be HK\$100, whereby each of Sunset Edge and Reitar Logtech shall contribute HK\$51 and HK\$49 in cash, respectively. Upon completion of the establishment of the Joint Venture Company, the shareholding structure of the Joint Venture Company is as follows:

| <b>Shareholders</b> | <b>Capital Contribution</b><br><i>HK\$</i> | <b>Shareholding percentage</b><br><i>%</i> |
|---------------------|--|--|
| Sunset Edge         | 51   | 51   |
| Reitar Logtech      | 49   | 49   |
| <b>Total</b>        | <u>100</u>                                 | <u>100</u>                                 |

The amount of capital contribution was determined after arm's length negotiations between the parties to the Joint Venture Agreement with reference to the initial capital requirement of the Joint Venture Company. The Group intends to finance its investment in the Joint Venture Company from its internal resources.

## Composition of the board of directors

Pursuant to the terms of the Joint Venture Agreement, the board of directors of the Joint Venture Company shall comprise of five (5) directors. Each of Sunset Edge and Reitar Logtech shall be entitled to nominate three (3) and two (2) directors to the board, respectively.

## INFORMATION OF REITAR LOGTECH

Reitar Logtech is a company incorporated in Hong Kong with limited liability and is wholly owned by Reitar Capital Partners Limited as at the date of this announcement. As per the information provided by management of Reitar Logtech, Reitar Logtech is a logistics technology and services platform providing services to logistic operators.

As at the date of this announcement, Reitar Capital Partners Limited is a company incorporated in the British Virgin Islands with limited liability and is owned as to 50% by Mr. Chan Kin Chung and 50% by Mr. Chung Hau Lim.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Reitar Logtech and its ultimate beneficial owner(s) are third parties independent of, and not connected with, the Company and its connected persons (as defined under the GEM Listing Rules).

## **REASONS AND BENEFITS OF ENTERING INTO THE JOINT VENTURE AGREEMENT**

The Group principally engages in (i) the provision of freight forwarding services; and (ii) the provision of ancillary logistics services which include e-commerce and fulfillment services for cross border e-commerce traffic from overseas as well as outbound traffic from China to worldwide.

During the year, the Group has been actively seeking investment opportunities in the logistics industry to further enhance its presence and increase its market shares. Having considered that there has been a surge in the demand for cold storage facility but limited availability of cold storage space in Hong Kong, the Directors anticipated that there shall be a potential business growth in the cold storage sub-sector within the industry. After several discussions, it is the intention of the Group to leverage on the expertise, technologies and know-how in which Reitar Logtech could offer and came up with an idea of setting up a Joint Venture Company for the purpose of further expanding its business in the provision of ancillary logistics services and e-commerce business as envisioned.

The Board considers that the entering into of the Joint Venture Agreement (i) offers a better term for the Group to cooperate with Reitar Logtech under a controllable risk exposure; (ii) provides an opportunity for the Company to expand its business footprint within the logistics industry; (iii) diversify the Group's business portfolio by providing management, consulting and logistics service; and (iv) create attractive return to the Shareholders, which is favourable to the Company's long term business perspective. The Board considers that the terms of the Joint Venture Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

As all of the applicable percentage ratios (as defined under the GEM Listing Rules) are less than 5% in respect of the transactions contemplated under the Joint Venture Agreement, the transactions contemplated under the Joint Venture Agreement do not constitute notifiable transactions of the Company under Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, capitalised terms used shall have the following meanings:

|                           |  |
|---------------------------|--|
| “Board”                   | the board of Directors   |
| “Company”                 | Janco Holdings Limited (駿高控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed and traded on GEM of the Stock Exchange (stock code: 8035) |
| “connected person(s)”     | has the meaning ascribed thereto in the GEM Listing Rules  |
| “Director(s)”             | the director(s) of the Company   |
| “GEM Listing Rules”       | the Rules Governing the Listing of Securities on GEM of the Stock Exchange   |
| “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   |
| “Joint Venture Agreement” | the joint venture agreement dated 19 November 2021 and entered into between Reitar Logtech and Sunset Edge in relation to the formation of the Joint Venture Company   |
| “Joint Venture Company”   | the joint venture company to be established in the Hong Kong pursuant to the terms of the Joint Venture Agreement  |
| “PRC”                     | the People’s Republic of China   |
| “Reitar Logtech”          | Reitar Logtech Group Limited, a company incorporated in Hong Kong with limited liability   |
| “Shareholder(s)”          | shareholders of the Company  |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited  |

“Sunset Edge”

Sunset Edge Limited, a company incorporated in British Virgin Islands with limited liability and is a wholly owned subsidiary of the Company

“%”

per cent

By order of the Board  
**Janco Holdings Limited**  
**Ng Chin Hung**  
*Chairman and Executive Director*

Hong Kong, 19 November 2021

*As at the date of this announcement, the executive Directors are Mr Ng Chin Hung and Mr Cheng Tak Yuen; and the independent non-executive Directors are Mr Lee Kwong Chak, Bonnio, Mr Yuen Ching Bor, Stephen, Mr Kwan Chi Hong and Mr Leung Ka Kui, Johnny.*

*This announcement, 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 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 GEM’s website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at [www.jancofreight.com](http://www.jancofreight.com).*