

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED

正業國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3363)

**SUPPLEMENTAL AGREEMENT RELATING TO
THE ACQUISITION OF THE ENTIRE EQUITY INTEREST
IN THE TARGET COMPANY**

Reference is made to the announcements (the “**Announcements**”) of the Company dated 22 October 2021 and 6 December 2021 in relation to the major and connected transaction regarding the acquisition of the entire issued share capital of the Target Company. Capitalised terms used herein shall have the same meanings as defined in the Announcements unless the context requires otherwise.

On 13 December 2021, the Purchaser and the Vendors entered into a supplemental agreement to the Sale and Purchase Agreement, pursuant to which the parties have mutually agreed to amend certain terms of the Sale and Purchase Agreement (the “**Amendments**”). The principal terms of the Amendments are as follows:

(1) *Postponement of long stop date:*

If the conditions precedent to the Sale and Purchase Agreement are not fulfilled or waived by the Purchaser on or before 15 January 2022, the Purchaser may, at its option and without prejudice to the rights of the Purchaser, designate another date on or before which the conditions precedent have to be fulfilled, or terminate the Sale and Purchase Agreement.

(2) *Undertaking from the Vendors regarding the difference in book net asset value of the Target Company as at the Completion Date and that as at the Valuation Date:*

The Vendors undertook that the difference in net asset value of the Target Company as at the Completion Date and that as at the Valuation Date shall not be more than RMB0.5 million. In the event that the net asset value of the Target Company as at the Completion Date is lower than that as at the Valuation Date for more than RMB0.5 million, the Vendors agreed to decrease the Consideration to reflect the portion of the difference that exceeds RMB0.5 million through reducing the amount payable in the

first installment of the Consideration. On the other hand, if the net asset value of the Target Company as at the Completion Date is higher than that as at the Valuation Date, no adjustment to the Consideration will be made.

(3) *Postponement of the payment date of the first installment:*

The first installment of RMB57,660,000, representing 31% of the Consideration, shall be paid in cash before 31 January 2022, of which RMB24,273,000 shall be paid to Vendor A, RMB14,415,000 shall be paid to Vendor B, RMB11,532,000 shall be paid to Vendor C, and RMB7,440,000 shall be paid to Vendor D.

(4) *Postponement of the first stage of the registration of the transfer of shares in the Target Company:*

Before 28 February 2022, the Vendors shall register the transfer of 51% equity interest in the Target Company, among which, 24.05%, 12.75%, 10.20% and 4.00% of the equity interest in the Target Company will be transferred by Vendor A, Vendor B, Vendor C and Vendor D respectively.

REASONS FOR ENTERING INTO THE SUPPLEMENTAL AGREEMENT

The Amendments cater for the expected postponement on despatching the Circular, as detailed in the Company's announcement dated 6 December 2021, and the resulting postponement of the date of the SGM. Save as disclosed above, there are no other material changes to the terms of the Sale and Purchase Agreement and all other terms and conditions of the Sale and Purchase Agreement continue to be in full force and effect. The Directors (excluding (i) the Directors who are required to abstain from voting, and (ii) the independent non-executive Directors whose views will be given after having taking into account the advice of the independent financial advisor and set out in the Circular to be published by the Company) consider that the terms of the Supplemental Agreement are fair and reasonable and on normal commercial terms and in the interests of the Company and its shareholders as a whole.

By order of the Board
Zhengye International Holdings Company Limited
Hu Zheng
Chairman

Hong Kong, 13 December 2021

As at the date of this announcement, the Board comprised Mr. Hu Zheng (Mr. Hu Jianpeng as his alternate), Mr. Hu Hancheng (Mr. Hu Jianjun as his alternate) and Mr. Hu Hanchao (Mr. Tan Xijian as his alternate) as executive Directors, Mr. Chen Riyue as non-executive Director and Mr. Chung Kwok Mo John, Mr. Liew Fui Kiang and Mr. Shin Yick Fabian as independent non-executive Directors.