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NEW CONCEPTS HOLDINGS LIMITED

創業集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2221)

DISCLOSEABLE TRANSACTION AGREEMENT IN RELATION TO THE DEVELOPMENT OF A URBAN BIOMASS BIOREFINING AND CARBON SEQUESTRATION PROJECT IN THE PRC

THE PROJECT

On 24 June 2025 (after the trading hours of the Stock Exchange), the Company and the Haimen Economic and Technological Development Zone entered into the Agreement, pursuant to which (i) the Company has agreed to invest in the Project with an investment amount of USD3.60 million (equivalent to approximately HK\$28.35 million) within one month after signing the Agreement for the purposes of operating and implementing the Project and (ii) the Haimen Economic and Technological Development Zone agreed to (a) provide infrastructure support and (b) assist the Project Company to implement the Project, including, amongst other things, to obtain the exclusive operating right and to acquire the Project Land and to obtain other relevant consents, approvals, permits and/or government subsidies. Furthermore, the Company shall also establish the Project Company, which shall be a wholly-owned subsidiary for operating and implementing the Project. The implementation of the Agreement shall be premised on the Company's lawful acquisition of the exclusive operating right for the Project.

LISTING RULES IMPLICATION

As one or more of the applicable percentage ratio(s) (as defined under the Listing Rules) in respect of the transactions contemplated under the Agreement is/are more than 5% but less than 25%, the entering into of the Agreement constitutes a discloseable transaction on the part of the Company under the Listing Rules and is thus subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

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The principal terms of the Agreement are as follows:

Date

24 June 2025 (after trading hours of the Stock Exchange)

Parties

- (i) Haimen Economic and Technological Development Zone; and
- (ii) the Company

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Haimen Economic and Technological Development Zone is an Independent Third Party.

Project	The investment, development, construction and operation of a food waste (kitchen waste) disposal facility for urban biomass biorefining and carbon sequestration in Haimen District which is to be located in the Haimen Economic and Technological Development Zone.
Project Scale	The food waste (kitchen waste) recycling and utilization plant is designed to eventually process 200 tons/day of food waste (kitchen waste). At the initial phase, it is intended that the plant will be capable of handling 100 tons/day of food waste.

Location	<p>Pursuant to the Agreement, the Project Land will be located in the Haimen Economic and Technological Development Zone, specifically: West of Binjiang Avenue; South of Qingdao Road; East of Xiangjiang Road; and North of Suzhou Road. The total site area of approximately 15 mu (畝).</p> <p>The Company will obtain the land legally through public bidding conducted by the Nantong Haimen Natural Resources and Planning Bureau* (南通市海門自然資源和規劃局). The final transfer price will be determined based on the bidding outcome. The land use rights will be granted for 50 years.</p>
Investment Amount	The investment amount shall be USD3.60 million (equivalent to approximately HK\$28.35 million), which shall primarily be used for the acquisition of the Project Land, infrastructure construction, processing system, and collection and transportation system for food waste (kitchen waste) resource recycling plant.
Performance Deposit	Subject to the terms of the Agreement, the Company shall pay a performance deposit of RMB1 million to the Haimen Economic and Technological Development Zone within one month prior to the land listing for the Project Land.
Construction Period	The construction period shall not be exceeding eighteen (18) months after acquisition of the Project Land. The commencement of construction is within one month after acquiring the land and obtaining the construction permit.

RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THE AGREEMENT

- (A) Pursuant to the Agreement, the Haimen Economic and Technological Development Zone shall, among others:
- (i) assist the Project Company in obtaining the required permits and approvals such as business license, property rights certificate, planning permits, construction permit;
 - (ii) provide related infrastructure facilities up to the perimeter of the land plot, including roads, water supply, drainage, sewage treatment, electricity, and telecommunications; and
 - (iii) assist the Project Company to obtain the approval on exclusive operating right.

(B) Pursuant to the Agreement, the Company, shall among others:

- (i) submit a feasibility study report to the Haimen Economic and Technological Development Zone and completing all required procedures for energy conservation, environmental protection, safety, and stability risk assessments;
- (ii) within one month after obtaining the construction completion filing certificate or completion of the filing procedures, the Project Company shall submit an application to the Haimen Economic and Technological Development Zone for verification of the project's commissioning status, total investment amount, investment intensity, and the fulfillment of other agreed-upon contents; and
- (iii) the Company shall guarantee that upon the Project reaching full production capacity (generally referring to the period starting from the third year after production commencement), the annual sales revenue shall not be less than RMB11 million to RMB20 million, and the annual tax revenue per mu shall not be less than RMB50,000. The total tax amount shall be determined based on the accounting statistics from the local tax authority where the Project is located. The first three years after the Project reaches full production capacity (i.e., the third to fifth year after production commencement) shall constitute the tax assessment period. During the assessment period, if the annual tax revenue per mu paid by the Company falls below RMB50,000, the Company shall voluntarily make up the shortfall in cash by the end of March of the following year after each assessment year. For any delayed payment, a late fee of 0.03% per day of the outstanding amount shall be imposed.

INFORMATION RELATING TO THE HAIMEN ECONOMIC AND TECHNOLOGICAL DEVELOPMENT ZONE

The Haimen Economic and Technological Development Zone is a national-level development zone approved by the State Council, which is located in Jiangsu Province, the PRC.

REASONS FOR AND BENEFITS OF ENTERING INTO THE AGREEMENT

The Group is principally engaged in (i) provision of foundation works, civil engineering contractual service and general building works; and (ii) environmental protection projects including kitchen waste treatment related business, development and management of environmental protection industrial park and new energy materials in the PRC.

The Group's operations management team boasts over 20 years of extensive experience in the environmental protection industry, with profound expertise in investment, construction, and operational management. Its business portfolio encompasses food waste (commercial/kitchen waste) treatment, harmless disposal of dead and diseased livestock, waste oil recycling, and new energy/new materials sectors, among others. The

execution of the Agreement signifies the official launch of the food waste (kitchen waste) project. As the Group's flagship initiative adopting the innovative "Pengzhou Model" + "Urban Oil Field" approach for construction and operation, the Project pioneers a new paradigm in kitchen waste management. It will break away from traditional treatment methods by implementing fully commercialized operations, positioning itself at the forefront of China's kitchen waste treatment industry. Strategically located at the heart of the Jiangsu-Shanghai region and leveraging Haimen's geographical advantages, the Project will serve as the Group's benchmark for the new-model kitchen waste collection-transportation-disposal system. Should the initial phase of the Project demonstrate insufficient processing capacity to manage the daily volume of food waste (kitchen waste) generated within Haimen District, the Company intended to subsequently invest in a second phase of the Project, and such investment will be contingent upon the post-commissioning operational performance of the initial phase. This Project will significantly advance the Group's domestic business expansion efforts.

The terms under the Agreement have been agreed after arm's length negotiation between the parties. With regard to the aforementioned, the Directors consider that the terms and conditions of the Agreement are fair and reasonable and the transaction contemplated thereunder is on normal commercial terms and is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATION

As one or more of the applicable percentage ratio(s) (as defined under the Listing Rules) in respect of the transactions contemplated under the Agreement is/are more than 5% but less than 25%, the entering into of the Agreement constitutes a discloseable transaction on the part of the Company under the Listing Rules and is thus subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules. None of the Directors has any material interest in the Agreement and is required to abstain from voting on the board resolutions approving the Agreement.

DEFINITIONS

Unless the context otherwise requires, capitalised terms used in this announcement shall have the following meanings:

"Agreement"	the agreement dated 24 June 2025 and entered into between the Haimen Economic and Technological Development Zone and the Company in relation to the Project
"Board"	the board of Directors
"China" or "PRC"	the People's Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region and Taiwan

“Company”	New Concepts Holdings 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: 2221)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Haimen Economic and Technological Development Zone”	Haimen Economic and Technological Development Zone Management Committee* (海門經濟技術開發區管理委員會)
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person or company and its ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is/are not connected person(s) (as defined in the Listing Rules) of the Company and is/are third party(ies) independent of the Company and its connected person(s) in accordance with the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Project”	the investment, development, construction and operation of food waste (kitchen waste) disposal facility for urban biomass biorefining and carbon sequestration in Haimen District which is located in Haimen Economic and Technological Development Zone
“Project Company”	a wholly-owned subsidiary of the Company which shall be established in the Haimen District, Nantong City, Jiangsu Province, the PRC
“Project Land”	the land of which the land use right shall be obtained in accordance with the Agreement for the sole purpose of the Project
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“USD”	United States Dollar, the lawful currency of the United States of America
“%”	per cent

By order of the Board
New Concepts Holdings Limited
Zhu Yongjun
Chairman and Executive Director

Hong Kong, 24 June 2025

** the English translation of Chinese names or words in this announcement, where indicated, is included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.*

For the purpose of this announcement, conversion of USD into HK\$ is based on the exchange rate of USD1.00 to HK\$7.876. The exchange rates have been used, where applicable, for the purposes of illustration only and do not constitute a representation that any amounts in USD or HK\$ were or may have been exchanged at this or any other rates or at all.

As at the date of this announcement, the executive Directors are Mr. Zhu Yongjun and Mr. Pan Yimin; and the independent non-executive Directors are Ms. Du Yun, Mr. Lo Chun Chiu, Adrian, Dr. Tong Ka Lok and Mr. Choy Wai Shek, Raymond, MH, JP.