

*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.*



## **英達公路再生科技(集團)有限公司**

Freotech Road Recycling Technology ( Holdings ) Limited

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

*(stock code: 6888)*

### **CONTINUING CONNECTED TRANSACTIONS**

#### **INTRODUCTION**

The Board is pleased to announce that on 14 May 2021, Tianjin Expressway Maintenance (an indirect non-wholly owned subsidiary of the Company) entered into certain service agreements with the Contract Parties in relation to the Continuing Connected Transactions conducted on a regular and continuing basis.

#### **IMPLICATIONS UNDER THE LISTING RULES**

Tianjin Expressway Maintenance is an indirect non-wholly owned subsidiary of the Company. As at the date of this announcement, Tianjin Expressway Maintenance is owned as to 55% and 45% by Freotech Smart Road (an indirect non-wholly owned subsidiary of the Company) and Tianjin Expressway Group respectively. As Tianjin Expressway Group is a substantial shareholder (as defined under the Listing Rules) of Tianjin Expressway Maintenance, the Contract Parties are connected persons of the Company at the subsidiary level. Therefore, the Continuing Connected Transactions between Tianjin Expressway Maintenance and each of the Contract Parties constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As (i) the Contract Parties are connected persons at the subsidiary level of the Company; (ii) the Continuing Connected Transactions are on normal commercial terms; and (iii) the Board (including all the independent non-executive Directors) has approved the Continuing Connected Transactions and confirmed that the terms of the Continuing Connected Transactions are fair and reasonable and are on normal commercial terms and in the interests of the Company and its shareholders as a whole, according to Rule 14A.101 of the Listing Rules, the Continuing Connected Transactions are subject to the reporting, announcement and annual review requirements but are exempt from the circular, independent financial advice and shareholders' approval requirements.

## INTRODUCTION

Reference is made to the announcement of Freetech Road Recycling Technology (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 31 August 2015 in relation to, among others, the continuing connected transactions between the Group and Tianjin Expressway Group Company Limited\* (天津高速公路集團有限公司) (“**Tianjin Expressway Group**”). The board (“**Board**”) of directors (“**Directors**”) of the Company is pleased to announce that on 14 May 2021, Tianjin Expressway Maintenance Company Limited\* (天津市高速公路養護有限公司) (“**Tianjin Expressway Maintenance**”) (an indirect non-wholly owned subsidiary of the Company) and each of (1) Tianjin Expressway Group, and (2) Tianjin Xinzan Expressway Co. Ltd.\* (天津新展高速公路有限公司) (“**Tianjin Xinzan**”) (an associate of Tianjin Expressway Group) (collectively, the “**Contract Parties**”) entered into certain service agreements in relation to the renewal of the ongoing transactions of the Group conducted on a regular and continuing basis (the “**Continuing Connected Transactions**”). The details of the Continuing Connected Transactions are set out below:

| No. | Transaction party        | Services period             | Consideration amount (RMB) | Terms of the relevant service agreement  |
|-----|--------------------------|-----------------------------|----------------------------|--|
| 1.  | Tianjin Expressway Group | 17 May 2021 – 30 April 2022 | 157,458,352                | <p>Provision of daily maintenance (i.e. including (1) highway facilities temporary maintenance; (2) greenery maintenance work; and (3) asphalt pavement and road base temporary maintenance work etc.) at Pingbao Expressway* (濱保高速公路), Tangchen Expressway* (塘承高速公路), Rongwu Expressway* (榮烏高速公路), Jingfu Expressway* (京滬高速公路) etc. by Tianjin Expressway Maintenance and the consideration shall be paid in the following manner:</p> <p>(a) 20% of the consideration as prepayment shall be paid upon commencement of the provision of the services, and;</p> <p>(b) the prepayment shall net off against the quarterly settlement.</p> |

| No. | Transaction party | Services period             | Consideration amount (RMB) | Terms of the relevant service agreement  |
|-----|-------------------|-----------------------------|----------------------------|--|
| 2.  | Tianjin Xinzan    | 17 May 2021 – 31 March 2022 | 3,793,939                  | <p>Provision of daily maintenance at Chang Shen Expressway* (長深高速公路), from section K1002+489 to K1063+159, by Tianjin Expressway Maintenance. The consideration shall be paid in the following manner:</p> <p>(a) 30% of the consideration as prepayment shall be paid upon commencement of the provision of the services; and thereafter quarterly settlement based on the actual volume; and</p> <p>(b) the prepayment shall net off against the quarterly settlement.</p> |
| 3.  | Tianjin Xinzan    | 17 May 2021 – 31 March 2022 | 1,997,559                  | <p>Provision of daily maintenance at Chang Shen Expressway* (長深高速公路), from section K1020+099 to K1002+489, by Tianjin Expressway Maintenance. The consideration shall be paid in the following manner:</p> <p>(a) 30% of the consideration as prepayment shall be paid upon commencement of the provision of the services; and thereafter quarterly settlement based on the actual volume; and</p> <p>(b) the prepayment shall net off against the quarterly settlement.</p> |

*\* for identification purpose only*

## **BASIS FOR DETERMINING THE CONSIDERATIONS**

The consideration of the Continuing Connected Transactions (including both daily maintenance and renovation maintenance services) was determined with reference to (i) the pricing guidelines issued by the local government of Tianjin, the People's Republic of China (the "PRC"); (ii) the consideration of historical transactions; (iii) the market price of raw materials costs; (iv) similar services rendered by Tianjin Expressway Maintenance, and (v) the duration and location of the projects. Further details relating to the pricing guidelines and the amount of the historical transactions are set out below:

The Company referred to the supplemental requirement on budget preparation and estimate for highway construction projects (天津市執行交通部《公路基本建設工程概算、預算編制辦法》的補充規定) issued by Tianjin local government and the budget for highway construction (公路工程預算定額) issued by the Ministry of Transport of the PRC on 1 December 2018 (with effect from 1 May 2019) (the “**Pricing Guidelines**”). The Pricing Guidelines apply to all highway construction and maintenance projects in the PRC and provide price reference for highway construction and maintenance contracts, including the range of labour costs per day, the range of the cost per meter for certain raw materials and the range of the cost per machines used. The Pricing Guidelines are for reference purpose only and there is no requirement for Tianjin Expressway Maintenance to strictly follow these Pricing Guidelines. As the price references set out in the Pricing Guidelines are not up-to-date, Tianjin Expressway Maintenance would adjust the labour costs and estimate the raw material costs set out in the Pricing Guidelines upward or downward by comparing them with the prevailing market prices of labour costs and raw material costs and taking into account any recent or anticipated changes in the market based on the Group’s knowledge. The prevailing market prices of the raw materials were determined by the purchasing team of Tianjin Expressway Maintenance through conducting market research and obtaining 10 quotes from different raw material suppliers in Tianjin.

The considerations were further determined on a cost-plus basis. Depending on the types of the services provided, certain percentage of the profit margin was determined based on the historical transaction experience of Tianjin Expressway Maintenance. Tianjin Expressway Maintenance has entered into transactions with Tianjin Expressway Group (including its subsidiaries and associated companies) from time to time since August 2015. Tianjin Expressway Maintenance has made reference to the consideration of certain historical transactions for similar services provided to Tianjin Expressway Group (including its subsidiaries and associated companies) as set out below when determining the consideration of the Continuing Connected Transactions. Tianjin Expressway Maintenance used the aggregate consideration, the consideration per kilometres and per square meters as reference point and made appropriate adjustments based on the factors mentioned above, including the prices set out in the Pricing Guidelines, the prevailing market prices of relevant raw materials, the duration and location of the projects.

| No | Transaction party        | Historical consideration  |
|----|--------------------------|---|
| 1  | Tianjin Expressway Group | <p>The consideration for the historical transactions which provided similar types of services (i.e. daily maintenance including (1) highway facilities temporary maintenance; (2) greenery maintenance work; and (3) asphalt pavement and road base temporary maintenance work) for each of 2016, 2017, 2018, 2019 and 2020 were as follows:</p> <p>2016: RMB112,748,906 for the period from 1 January 2016 to 31 March 2017</p> <p>2017: RMB80,447,681 for the period from 1 May 2017 to 31 March 2018</p> <p>2018: RMB95,592,944 for the period from 1 April 2018 to 1 April 2019</p> <p>2019: RMB91,885,111 for the period from 8 April 2019 to 1 April 2020</p> |

|   |                |  |
|---|----------------|--|
|   |                | 2020: RMB100,000,000 for the period from 23 May 2020 to 31 March 2021  |
| 2 | Tianjin Xinzan | <p>The consideration for the historical transactions which provided similar types of services (i.e. daily maintenance including (1) highway facilities routine temporary maintenance; (2) greenery maintenance work; and (3) asphalt pavement and road base temporary maintenance work) for each of 2015, 2017, 2018 and 2020 were as follows:</p> <p>2015: RMB1,641,845 for the period from 15 March 2015 to 14 March 2016</p> <p>2017: two transactions with consideration of RMB1,739,147 for the period from 15 March 2016 to 14 March 2017 and RMB1,772,861 for the period from 11 December 2017 to 14 March 2018</p> <p>2018: RMB1,971,607 for the period from 1 March 2018 to 14 March 2019</p> <p>2020: RMB2,001,974 for the period from 1 October 2020 to 31 March 2021</p> |

The head of renovation maintenance department, the head of daily maintenance department and the head of operation management department of Tianjin Expressway Maintenance jointly determined the relevant considerations of the Continuing Connected Transactions based on the above pricing mechanism and negotiated the considerations with the Contract Parties. Before Tianjin Expressway Maintenance entered into the agreements in relation to the Continuing Connected Transactions with the Contract Parties, the deputy general manager of Tianjin Expressway Maintenance appointed by the Company obtained approval from the Company through the director of Tianjin Expressway Maintenance appointed by the Company (“**Tianjin Director**”). Tianjin Director has sought final approval from both the Chief Financial Officer of the Company and an executive Director to ensure that the basis for determining the considerations was effectively implemented.

## REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

The Continuing Connected Transactions between Tianjin Expressway Maintenance and the Contract Parties were entered into in the ordinary and usual course of business of the Group. Taking into account of the long-term and stable business relationship between Tianjin Expressway Maintenance and the Contract Parties, the aforementioned transactions can provide a stable business environment and operating instruments for Tianjin Expressway Maintenance as a whole so as to bring stable contributions to the Company and its shareholders.

The Directors (including independent non-executive Directors) are of the view that the transactions under the aforesaid agreements are on normal commercial terms, in the ordinary and usual course of business of the Group, fair and reasonable and in the interests of the Company and its shareholders as a whole.

## IMPLICATIONS UNDER THE LISTING RULES

Tianjin Expressway Maintenance is an indirect non-wholly owned subsidiary of the Company. As at the date of this announcement, Tianjin Expressway Maintenance is owned as to 55% and 45% by Freetech Smart Road Recycling Engineering Investment Limited (“**Freetech Smart Road**”) (a non-wholly owned subsidiary of the Company) and Tianjin Expressway Group respectively. As Tianjin Expressway Group is a substantial shareholder (as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of Tianjin Expressway Maintenance, the Contract Parties are connected persons of the Company at the subsidiary level. Therefore, the Continuing Connected Transactions between Tianjin Expressway Maintenance and each of the Contract Parties constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As (i) the Contract Parties are connected persons at the subsidiary level of the Company; (ii) the Continuing Connected Transactions are on normal commercial terms; and (iii) the Board (including all the independent non-executive Directors) has approved the Continuing Connected Transactions and confirmed that the terms of the Continuing Connected Transactions are fair and reasonable and are on normal commercial terms and in the interests of the Company and its shareholders as a whole, according to Rule 14A.101 of the Listing Rules, the Continuing Connected Transactions are subject to the reporting, announcement and annual review requirements but are exempt from the circular, independent financial advice and shareholders’ approval requirements.

None of the Directors has any material interest in any of the Continuing Connected Transactions and they are not required to abstain from voting on the Board resolutions to approve the same.

## INFORMATION ON THE PARTIES TO CONTINUING CONNECTED TRANSACTIONS

The Company is principally engaged in manufacturing and sale of road maintenance equipment and provision of road maintenance services in the PRC.

Tianjin Expressway Maintenance is a company established in the PRC with limited liability on 1 September 2009 by Tianjin Expressway Group. On 31 August 2015, Tianjin Expressway Maintenance became an indirect non-wholly owned subsidiary of the Company. As at the date of this announcement, its registered capital is RMB44,444,400. The principal activities of Tianjin Expressway Maintenance are provision of maintenance and repair services for expressways and expressway facilities, road projects, highway plantation engineering and construction projects; machinery and equipment leasing, highway engineering and technical advisory services.

Tianjin Expressway Group, a state-owned enterprise, is a company established in the PRC with limited liability. Its principal business is roads and bridges construction and management of expressways.

Tianjin Xinzan, an associate of Tianjin Expressway Group, is principally engaged in investment and management of expressway.

By order of the Board  
**Freotech Road Recycling Technology (Holdings) Limited**  
**Sze Wai Pan**  
*Chairman*

Hong Kong, 14 May 2021

*As at the date of this announcement, the executive Directors are Mr. Sze Wai Pan and Mr. Chan Kai King; the non-executive Directors are Ms. Sze Wan Nga, Mr. Zhou Jichang, Prof. Tong Wai Cheung Timothy and Dr. Chan Yan Chong; and the independent non-executive Directors are Ms. Yeung Sum, Mr. Tang Koon Yiu Thomas and Dr. Lau Ching Kwong.*

*\* for identification purposes only*