Neutech

東軟睿新科技集団有限公司

Neutech Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9616)

DISCLOSEABLE TRANSACTION

ACQUISITION OF LAND USE RIGHTS

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The Board is pleased to announce that, On 26 February 2025, Guangdong University of the Group, through public auctions, (i) successfully won the bid for the land use rights of the Land Parcel A located in Nanhai District, Foshan City, Guangdong Province, the PRC offered for sale by the Foshan Natural Resources Bureau (佛山市自然資源局) at a Consideration of RMB83.63 million, and (ii) successfully won the bid for the land use rights of the Land Parcel B located in Nanhai District, Foshan City, Guangdong Province, the PRC offered for sale by the Foshan Natural Resources Bureau (佛山市自然資源局) at a Consideration of approximately RMB24.90 million. The Confirmation Letters for the Land Parcel Acquisitions of Land Parcel A and Land Parcel B are expected to be obtained on or around 5 March 2025. The Land Use Rights Grant Contracts with Foshan Natural Resources Bureau in respect of the Land Parcel Acquisitions of Land Parcel A and Land Parcel B are expected to be obtained on or around 10 March 2025.Such Land Parcels are adjacent to the Guangdong University. Under the core strategy of integrating the "Education, Healthcare Wellness and Mind Tour", the Group is planned to use such Land Parcels for construction of Neutech International Conference Center and University Science Park, including, among others, practical training bases, technology research and development center, international conference center, business hotel, hotel-style apartments and related other facilities.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio after aggregation of the Land Parcel Acquisitions exceeds 5% but is less than 25%, the Land Parcel Acquisitions constitute discloseable transactions pursuant to Chapter 14 of the Listing Rules, and are only subject to the notification and announcement requirements, but exempted from the shareholders' approval requirements.

ACQUISITION OF LAND USE RIGHTS

The Board is pleased to announce that, On 26 February 2025, Guangdong University of the Group, through public auction, (i) successfully won the bid for the land use rights of the Land Parcel A located in Nanhai District, Foshan City, Guangdong Province, the PRC offered for sale by the Foshan Natural Resources Bureau (佛山市自然資源局) at a Consideration of RMB83.63 million, and (ii) successfully won the bid for the land use rights of the Land Parcel B located in Nanhai District, Foshan City, Guangdong Province, the PRC offered for sale by the Foshan Natural Resources Bureau (佛山市自然資源局) at a Consideration of approximately RMB24.90 million. The Confirmation Letters for the Land Parcel Acquisitions of Land Parcel A and Land Parcel B are expected to be obtained on or around 5 March 2025. The Land Use Rights Grant Contracts with Foshan Natural Resources Bureau in respect of the Land Parcel Acquisitions of Land Parcel A and Land Parcel B are expected to be obtained on or around 10 March 2025. Such Land Parcels is adjacent to the Guangdong University. Under the core strategy of integrating the "Education, Healthcare Wellness and Mind Tour", the Group is planned to use such Land Parcels for construction of Neutech International Conference Center and University Science Park, including among others, practical training bases, technology research and development center, international conference center, business hotel, hotel-style apartments and related other facilities.

THE RESULTS OF THE BID

Land Parcel A

Date	:	26 February 2025
Parties	:	(i) Foshan Natural Resources Bureau (as the Transferor); and (ii) Guangdong University (as the Transferee)
Location	:	The land parcel #05-02-19 located at Longitudinal Road 2 North, Dengta Community, Nanhai District, Foshan City, Guangdong Province
Land Use Purpose	:	Commercial and service use
Nature of Land Use	:	Commercial use, compatible with business use
Land Area	:	38,425.19 square meters
Building Area	:	No more than 93,396.66 square meters
Land Use Right Duration	:	40 years
Consideration	:	RMB83.63 million As of the date of this announcement, Foshan University has paid an amount of approximately RMB16.73 million as the bid deposit, which shall constitute a part of the consideration for the acquisition of Land Parcel A. The remaining balance of the consideration is subject to the payment terms to be set out in the Land Use Rights Grant Contract in respect of Land Parcel A.

Land Parcel B

Date	:	26 February 2025
Parties	:	(i) Foshan Natural Resources Bureau (as the Transferor); and (ii) Guangdong University (as the Transferee)
Location	:	The land parcel #05-03-04 located at Longitudinal Road 2 West, Dengta Community, Nanhai District, Foshan City, Guangdong Province
Land Use Purpose	:	Industrial use
Nature of Land Use	:	Class I Industrial use
Land Area	:	18,867.05 square meters
Building Area	:	No more than 47,167.63 square meters
Land Use Right Duration	:	50 years
Consideration	:	Approximately RMB24.90 million As of the date of this announcement, Foshan University has paid an amount of approximately RMB4.98 million as the bid deposit, which shall constitute a part of the consideration for the acquisition of Land Parcel B. The remaining balance of the consideration is subject to the payment terms to be set out in the Land Use Rights Grant Contract in respect of Land Parcel B.

BASIS OF DETERMINATION OF THE CONSIDERATION

The consideration for the Land Parcel Acquisitions was determined by Foshan Natural Resources Bureau through public auction conducted pursuant to the relevant PRC laws and regulations. The relevant bidding price was determined by the Group after taking into account, among others, (i) the location, use, and potential development prospects of the Land Parcels; and (ii) the starting bid price for the Land Parcels, and market conditions in the surrounding areas of the Land Parcels. The Directors are of the view that the consideration for the Land Parcel Acquisitions is fair and reasonable, and is in the interests of the Company and the Shareholders as a whole.

The total consideration for the Land Parcel Acquisitions will be funded by the Group's internal resources.

REASONS FOR AND BENEFITS OF THE LAND PARCEL ACQUISITIONS

The Land Parcels is adjacent to the Guangdong University. In order to enhance the scale of Guangdong University, enrich the supporting facilities and align with core strategy of integrating the "Education, Healthcare, Wellness and Mind Tour", the Group is planned to acquire the land use rights of such Land parcels for construction of Neutech International Conference Center and University Science Park, including, among others, practical training bases, technology research and development center, international conference center, business hotel, hotel-style apartments and related other facilities. Meanwhile, considering the scarcity of the land parcels adjacent to the Guangdong University, the Group believes such opportunities of the Land Parcel Acquisitions are rare.

Based on the above, the Directors are of the view that the acquisitions of the land use rights for the Land Parcels are in line with the Company's strategies and in favor of the Group's business development. The Directors (including independent non-executive Directors) are of the view that the terms of the Land Parcel Acquisitions are fair, reasonable and in the interests of the Company and the Shareholders as a whole even though it is not in the ordinary and usual course of business of the Group.

GENERAL INFORMATION OF PARTIES

The Group

The Group, with education as the core business, has established five major businesses in the PRC: (i) education technology; (ii) medical and elderly care services; (iii) heath technology; (iv) university science parks and campus services; and wellness tourism services, to create a new business ecosystem integrating "Education healthcare wellness and mind tour" into a unified development model.

Guangdong University

Located in Foshan City, Guangdong Province and established in 2003, Guangdong Neusoft University is one of the higher education schools operated by the Group and is primarily engaged in the provision of full-time formal higher education services in the PRC.

Foshan Natural Resources Bureau

Foshan Natural Resources Bureau is a PRC government authority in charge of, among others, the management of land resources in Foshan.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as of the date of this announcement, the Bureau and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio after aggregation of the Land Parcel Acquisitions exceeds 5% but is less than 25%, the Land Parcel Acquisitions constitute discloseable transactions pursuant to Chapter 14 of the Listing Rules, and are only subject to the notification and announcement requirements, but exempted from the shareholders' approval requirements.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

"%"	per cent
"Board"	the board of Directors of the Company
"Company"	Neutech Group Limited (東軟睿新科技集團有限公司), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 20 August 2018
"Confirmation Letter(s)"	the confirmation letters, each and collectively, to be entered into between Guangdong University and Foshan Natural Resources Bureau in respect of the confirmation of the Land Parcel Acquisitions through the public auction
"connected person(s)"	has the meaning ascribed to it in the Listing Rules
"Consolidated Affiliated Entities"	entities controlled by the Company through the contractual arrangements entered into by the Group and considered as its subsidiaries
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries (including its Consolidated Affiliated Entities)
"Guangdong University"	Guangdong Neusoft University (廣東東軟學院), established in 2003, and one of the higher education schools operated by the Group
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Land Parcel A"	The land parcel #05-02-19 located at Longitudinal Road 2 North, Dengta Community, Nanhai District, Foshan City, Guangdong Province. The land area of Land Parcel A is 38,425.19 square meters, and the nature of the land use is commercial and service use, with a 40 years land use right duration

"Land Parcel Acquisition(s)"	the acquisitions for the land use rights, each and collectively, of the Land Parcels by the Group through public auction
"Land Parcel B"	The land parcel #05-03-04 located at Longitudinal Road 2 West, Dengta Community, Nanhai District, Foshan City, Guangdong Province. The land area of Land Parcel B is 18,867.05 square meters, and the nature of the land use is Class I industrial use, with a 50 years land use right duration
"Land Parcels"	Collectively, the Land Parcel A and the Land Parcel B
"Land Use Rights Grant Contract(s)"	the contracts for the assignment of state-owned construction land use right in Foshan City in respect of the Land Parcel Acquisitions, each and collectively, to be entered into between Guangdong University and Foshan Natural Resources Bureau
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Province)
"RMB"	Renminbi, the lawful currency of PRC
"subsidiaries"	has the meaning ascribed to it in the Listing Rules
"the Stock Exchange"	The Stock Exchange of Hong Kong Limited

By order of the Board
NEUTECH GROUP LIMITED
Chairperson and non-executive director
Dr. LIU Jiren

Hong Kong, 26 February 2025

As at the date of this announcement, the Board comprises Dr. LIU Jiren as chairperson and non-executive director; Dr. WEN Tao as executive director; Mr. RONG Xinjie, Dr. ZHANG Xia, Dr. ZHANG Yinghui and Mr. SUN Yinhuan as non-executive directors (aside from our chairperson); and Dr. LIU Shulian, Dr. QU Daokui and Dr. WANG Weiping as independent non-executive directors.