

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.



TIMES CHINA HOLDINGS LIMITED

時代中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1233)

EXEMPTED CONNECTED TRANSACTIONS ACQUISITION OF PROPERTIES FROM CONNECTED PERSONS

THE AGREEMENTS

On 24 September 2020, the Purchaser, a non wholly-owned subsidiary of the Company, entered into (i) Agreement A with the Sellers in relation to the acquisition of Property A; and (ii) Agreement B with Seller B in relation to the acquisition of Property B.

LISTING RULES IMPLICATIONS

Seller A is the spouse of Mr. Shum. Seller B is owned as to 90% by Ms. Guan Wanji (the mother of Mr. Shum) and as to 10% by Mr. Shum Siu Hung (an executive Director and the younger brother of Mr. Shum), who are associates of Mr. Shum under Chapter 14A of the Listing Rules. Each of Seller A and Seller B is an associate of a connected person of the Company under Chapter 14A of the Listing Rules. Each of the Acquisitions therefore constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one of the applicable percentage ratios as set out in Rule 14.07 of the Listing Rules in respect of the Acquisitions, when aggregated under Rule 14A.81 of the Listing Rules, is more than 0.1% but all of them are less than 5%, the Acquisitions are subject to the reporting and announcement requirements but are exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

THE AGREEMENTS

Agreement A

On 24 September 2020, the Purchaser entered into Agreement A with the Sellers in relation to the acquisition of Property A.

Subject matter

Property A is a commercial property located at Room 2601, No. 410 Dongfeng Road, Yuexiu District, Guangzhou, Guangdong Province, the PRC.

Consideration

The consideration for Acquisition A is RMB26,184,200, which shall be payable by the Purchaser to the Sellers in the following manner:

- (a) a sum of RMB7,855,260 to be payable on the date of Agreement A; and
- (b) the balance of RMB18,328,940 to be payable upon completion.

The consideration for Acquisition A is determined after considering the valuation of Property A in the amount of approximately RMB28,054,500 conducted by an independent valuer and on terms more favourable to the Group.

Completion

Completion of Acquisition A shall take place on or before 15 October 2020.

Agreement B

On 24 September 2020, the Purchaser entered into Agreement B with Seller B in relation to the acquisition of Property B.

Subject matter

Property B is a commercial property located at Room 2602, No. 410 Dongfeng Road, Yuexiu District, Guangzhou, Guangdong Province, the PRC.

Consideration

The consideration for Acquisition B is RMB4,031,440, which shall be payable by the Purchaser to Seller B in the following manner:

- (a) a sum of RMB1,209,432 to be payable on the date of Agreement B; and
- (b) the balance of RMB2,822,008 to be payable upon completion.

The consideration for Acquisition B is determined after considering the valuation of Property B in the amount of approximately RMB4,319,400 conducted by an independent valuer and on terms more favourable to the Group.

Completion

Completion of Acquisition B shall take place on or before 15 October 2020.

INFORMATION ON THE PARTIES

The Company

The Company is one of the leading property developers in the PRC, focusing on the development of mid-market to high-end residential properties. The Company's business comprises three areas: (i) property development, i.e., the development of residential and commercial properties for sale and the provision of construction services, (ii) urban redevelopment, i.e., the redevelopment of old towns, old factories and old villages, and (iii) property leasing, i.e., the development, leasing and subleasing of commercial properties owned by it or third parties.

The Purchaser

The Purchaser is a non-wholly owned subsidiary of the Company. It is principally engaged in property leasing.

The Sellers

Seller A is the spouse of Mr. Shum. Seller B is principally engaged in investment holding.

REASONS FOR AND BENEFITS OF THE ACQUISITIONS

The Group intends to finance the Acquisitions by applying its internal financial resources.

The Acquisitions would enable the Group to purchase the Properties at relatively lower costs compared with the market price for self-use. The Sellers acquired Property A in 2000 at a price of RMB12,141,220. Seller B acquired Property B in 2001 at a price of RMB1,998,386.48. In view of the above, the Directors (excluding Mr. Shum and Mr. Shum Siu Hung) are of the view that the terms of the Agreements and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms, and are in the interests of the Company and its shareholders as a whole.

Mr. Shum, an executive Director, and Mr. Shum Siu Hung, an executive Director, are interested in the Acquisitions and have abstained from voting on the relevant Board resolutions approving the Agreements and the transactions contemplated thereunder.

LISTING RULES IMPLICATIONS

Seller A is the spouse of Mr. Shum. Seller B is owned as to 90% by Ms. Guan Wanji (the mother of Mr. Shum) and as to 10% by Mr. Shum Siu Hung (an executive Director and the younger brother of Mr. Shum), who are associates of Mr. Shum under Chapter 14A of the Listing Rules. Each of Seller A and Seller B is an associate of a connected person of the Company under Chapter 14A of the Listing Rules. Each of the Acquisitions therefore constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one of the applicable percentage ratios as set out in Rule 14.07 of the Listing Rules in respect of the Acquisitions, when aggregated under Rule 14A.81 of the Listing Rules, is more than 0.1% but all of them are less than 5%, the Acquisitions are subject to the reporting and announcement requirements but are exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

DEFINITIONS

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

“Acquisitions”	Acquisition A and Acquisition B
“Acquisition A”	the acquisition of Property A under Agreement A
“Acquisition B”	the acquisition of Property B under Agreement B
“Agreements”	Agreement A and Agreement B
“Agreement A”	the agreement dated 24 September 2020 entered into between the Purchaser and the Sellers in relation to Acquisition A
“Agreement B”	the agreement dated 24 September 2020 entered into between the Purchaser and Seller B in relation to Acquisition B
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Times China Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed to such term in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Shum”	Mr. Shum Chiu Hung, an executive Director and the chairman of the Board
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Properties”	Property A and Property B

“Property A”	the property located at Room 2601, No. 410 Dongfeng Road, Yuexiu District, Guangzhou, Guangdong Province, the PRC with an area of 935.15 square meters
“Property B”	the property located at Room 2602, No. 410 Dongfeng Road, Yuexiu District, Guangzhou, Guangdong Province, the PRC with an area of 143.98 square meters
“Purchaser”	Guangzhou Donghe Real Estate Development Co., Ltd., a company established in the PRC with limited liability
“RMB”	Renminbi, the lawful currency of the PRC
“Sellers”	Seller A and Seller B
“Seller A”	Ms. Li Yiping, the spouse of Mr. Shum
“Seller B”	Guangzhou Times Development Enterprise Group Company Limited, a company established in the PRC with limited liability
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
Times China Holdings Limited
Li Qiang
Executive Director

Hong Kong, 24 September 2020

As at the date of this announcement, the executive Directors are Mr. Shum Chiu Hung, Mr. Guan Jianhui, Mr. Bai Xihong, Mr. Li Qiang, Mr. Shum Siu Hung and Mr. Niu Jimin; and the independent non-executive Directors are Mr. Jin Qingjun, Ms. Sun Hui and Mr. Wong Wai Man.