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渝太地產集團有限公司*
Y. T. REALTY GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 75)

MAJOR TRANSACTION

**ACQUISITION OF LAND USE RIGHTS
IN MEISHAN TIANFU NEW DISTRICT, SICHUAN PROVINCE, THE PRC**

THE ACQUISITION

The Board is pleased to announce that on 5 July 2022, the Bidders, each an indirect non-wholly-owned subsidiary of the Company, successfully bid the land use rights of the Land Parcels located at Jinjiang Town, Tianfu New District, Meishan Municipality, Sichuan Province, the PRC# (中國四川省眉山市天府新區錦江鎮) at a total consideration of RMB241,970,000 (equivalent to approximately HK\$283,492,000) through the Auction.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Acquisition are more than 25% but all are less than 100%, the Acquisition constitutes a major transaction for the Company under Chapter 14 of the Listing Rules.

As the Group's principal business activities include property development, the Company is regarded as a Qualified Issuer under Rule 14.04(10B) of the Listing Rules, and the Acquisition, being acquisition of governmental land in the PRC from a PRC Governmental Body (as defined under the Listing Rules) through an auction undertaken for development purpose in the ordinary and usual course of business of the Group, constitutes a Qualified Property Acquisition under Rule 14.04(10C) of the Listing Rules, and is subject to the reporting, announcement and circular requirements but exempt from shareholders' approval requirement pursuant to Rule 14.33A of the Listing Rules.

A circular containing, among other things, further details of the Acquisition is expected to be despatched to the Shareholders on or before 26 July 2022, subject to any extension of time as may be required.

INTRODUCTION

On 5 July 2022, the Bidders were notified by Meishan Tianfu New District Government Service and Public Resource Transaction Service Center that the Bidders had successfully bid

the land use rights of the Land Parcels at a total consideration of RMB241,970,000 (equivalent to approximately HK\$283,492,000) through the Auction. Each of the Bidders has obtained the bid confirmation letters from Meishan Municipality Pengshan District Natural Resources and Planning Bureau in relation to the Acquisition. The Land Use Rights Grant Contracts shall be entered into within 10 Working Days from the date of confirmation of the bid and are expected to be entered into on or before 19 July 2022.

THE ACQUISITION

Subject to the terms of the Land Use Rights Grant Contracts to be entered into between the parties, the principal terms and conditions of the Acquisition are summarized below:

Date of notification : 5 July 2022
of successful bid

Parties : *In respect of five parcels of land numbered 2021(TP) – 21, 2021(TP) – 22, 2021(TP) – 23, 2021(TP) – 24, and 2021(TP) – 28*

(i) Meishan Municipality Pengshan District Natural Resources and Planning Bureau, as transferor; and

(ii) the First Bidder, an indirect non-wholly-owned subsidiary of the Company, as successful bidder

In respect of one parcel of land numbered 2021(TP) – 25

(i) Meishan Municipality Pengshan District Natural Resources and Planning Bureau, as transferor; and

(ii) the Second Bidder, an indirect non-wholly-owned subsidiary of the Company, as successful bidder

Location of the Land Parcels : The Land Parcels comprise six parcels of land numbered 2021(TP) – 21, 2021(TP) – 22, 2021(TP) – 23, 2021(TP) – 24, 2021(TP) – 25, and 2021(TP) – 28 for residential and commercial uses, located at Jinjiang Town, Tianfu New District, Meishan Municipality, Sichuan Province, the PRC[#] (中國四川省眉山市天府新區錦江鎮)

Total site area : 101,965.1 sqm (approximately 152.95 Mu)

Term of the land use rights : 70 years for residential use and 40 years for commercial use

Consideration and payment terms : RMB241,970,000 (equivalent to approximately HK\$283,492,000) payable in cash

As at the date of this announcement, a deposit of a total of RMB48,410,000 (equivalent to approximately HK\$56,717,000), representing approximately 20% of the base bid price, has been paid by the Bidders, which will be applied towards settlement of part of the first installment of the Consideration, representing 50% of the Consideration. The remaining part of the first installment, in an amount of RMB72,575,000 (equivalent to approximately HK\$85,029,000), representing approximately 30% of the Consideration, is payable within 30 days from the date of the Land Use Rights Grant Contracts. The remaining 50% of the Consideration, in an amount of RMB120,985,000 (equivalent to approximately HK\$141,746,000), is payable before 20 December 2022.

The Consideration equals to the total bid price of the Land Parcels submitted by the Bidders at the Auction, which was accepted and confirmed as a result of the successful bidding of the Land Parcels by the Bidders at the Auction conducted in accordance with the relevant PRC laws and regulations. The total bid price of the Land Parcels was determined after taking into account, among other things, (i) the base bid price of RMB241,970,000 (equivalent to approximately HK\$283,492,000) set by Meishan Tianfu New District Government Service and Public Resource Transaction Service Center; (ii) current property market conditions in the vicinity of Jinjiang Town, Tianfu New District, Meishan Municipality, the PRC[#] (中國四川省眉山市天府新區錦江鎮); and (iii) the location, land use conditions and development potential of the Land Parcels as a whole.

The Consideration will be entirely funded by the internal resources of the Group.

Transaction Service Fee : The Bidders shall pay the transaction service fee in the total amount of approximately RMB4,165,000 (equivalent to approximately HK\$4,880,000) to a designated account of the relevant local government department, which was paid on 5 July 2022.

Planning conditions imposed by tender document : The First Bidder shall construct: -

- (a) a resort hotel and waterfront eco-resort project on the land parcel numbered 2021 (TP) – 21, with a plot ratio between 1.0 and 2.0, a plot ratio of compatible residential land of not more than 30%, and a gross floor area of residential building area of not more than 12,186 sqm;
- (b) a waterfront eco-resort and wellness project on the land parcel numbered 2021 (TP) – 22, with a plot ratio between 1.0 and 2.0, a plot ratio of compatible residential land of not

- more than 30%, and a gross floor area of residential building area of not more than 10,473 sqm;
- (c) residential housing on the land parcel numbered 2021 (TP) – 23, with a plot ratio between 1.0 and 2.0, a gross floor area of residential building area of not more than 40,307 sqm, and a plot ratio of compatible commercial land of not more than 30%;
- (d) a waterfront eco-resort and wellness project on the land parcel numbered 2021 (TP) – 24, with a plot ratio between 1.0 and 2.0, a plot ratio of compatible residential land of not more than 30%, and a gross floor area of residential building area of not more than 13,439 sqm; and
- (e) residential housing on the land parcel numbered 2021 (TP) – 28, a plot ratio between 1.0 and 2.0, with a gross floor area of residential building area of not more than 13,317 sqm, and a plot ratio of compatible commercial land of not more than 30%.

The Second Bidder shall construct residential housing on the land parcel numbered 2021 (TP) – 25, with a plot ratio between 1.0 and 1.2, a gross floor area of residential building area of not more than 3,775 sqm, and a plot ratio of compatible commercial land of not more than 10%.

Delivery of the Land Parcels : The Land Parcels will be delivered on an as-is basis, in accordance with the subsisting land use conditions within 10 Working Days from the date on which the Bidders settle the first installment of Consideration.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in property businesses, including property investment and property development, and has considerable experience in the property market.

The Acquisition offers an opportunity for the Group to further expand its property development business in the PRC and to further capture the benefits from the PRC property market. The Land Parcels are situated at the Meishan Direct Management District, Tianfu New District, Sichuan Province, which is within the potential development area of the south expansion of the Chengdu Economic Circle, the 1-hour economic circle of Chengdu, and the intersection of Tianfu New District and Meishan District's half-hour economic circle. The prime location provides a favourable condition for the development of the Land Parcels. Also, with the unique high-quality ecological and cultural tourism resources of the Huanglongxi Plate, the area is expected to become another salubrious living area in the city.

The Directors are of the view that the Acquisition is in the ordinary and usual course of business of the Group and that the terms of the Acquisition are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Acquisition are more than 25% but all are less than 100%, the Acquisition constitutes a major transaction for the Company under Chapter 14 of the Listing Rules.

As the Group's principal business activities include property development, the Company is regarded as a Qualified Issuer under Rule 14.04(10B) of the Listing Rules, and the Acquisition, being acquisition of governmental land in the PRC from a PRC Governmental Body (as defined under the Listing Rules) through an auction undertaken for development purpose in the ordinary and usual course of business of the Group, constitutes a Qualified Property Acquisition under Rule 14.04(10C) of the Listing Rules, and is subject to the reporting, announcement and circular requirements but exempt from shareholders' approval requirement pursuant to Rule 14.33A of the Listing Rules.

A circular containing, among other things, further details of the Acquisition is expected to be despatched to the Shareholders on or before 26 July 2022, subject to any extension of time as may be required.

GENERAL INFORMATION

Each of the Bidders is a company incorporated in the PRC, an indirect non-wholly-owned subsidiary of the Company, and is principally engaged in property development.

Meishan Municipality Pengshan District Natural Resources and Planning Bureau is a bureau under the local government of Meishan Municipality and a PRC Governmental Body within the meaning of Rule 19A.04 of the Listing Rules. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Meishan Municipality Pengshan District Natural Resources and Planning Bureau and its ultimate beneficial owner(s) are Independent Third Parties.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings.

“Acquisition”	acquisition of land use rights of the Land Parcels through the Auction
“Auction”	the public auction held by Meishan Tianfu New District Government Service and Public Resource Transaction Service Center as appointed by Sichuan Tianfu New District Meishan Management Committee Planning and Natural Resources Bureau [#] (四川天府新區眉山管理委員會規劃和自然資源局) at which the Land Parcels were offered for sale by bidding
“Bidders”	collectively, the First Bidder and the Second Bidder

“Board”	the board of Directors
“Company”	Y. T. Realty Group Limited, a company incorporated in Bermuda with limited liability with Shares listed on the Main Board of the Stock Exchange (Stock Code: 0075)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	RMB241,970,000 (equivalent to approximately HK\$283,492,000), being the total bid price submitted by the Bidders for the Acquisition
“Director(s)”	director(s) of the Company
“First Bidder”	四川圓中康養城置業發展有限公司 (Sichuan Yuanzhong Kangyangcheng Zhiye Development Co. Ltd. [#]), a company incorporated in the PRC, an indirect non-wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Party(ies)”	person(s) or company(ies) which is/are independent of and not connected with the Company and its connected persons
“Land Parcels”	collectively, the 6 parcels of land described under the section headed “The Acquisition” in this announcement
“Land Use Rights Grant Contracts”	five sets of land use rights grant contracts to be entered into between Meishan Municipality Pengshan District Natural Resources and Planning Bureau as transferor and the First Bidder as transferee in relation to the Acquisition of five parcels of land numbered 2021(TP) – 21, 2021(TP) – 22, 2021(TP) – 23, 2021(TP) – 24, and 2021(TP) – 28, and one set of land use rights grant contract to be entered into between Meishan Municipality Pengshan District Natural Resources and Planning Bureau as transferor and the Second Bidder as transferee in relation to the Acquisition of one parcel of land numbered 2021(TP) – 25
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Meishan Municipality Pengshan District Natural	眉山市彭山區自然資源和規劃局 (Meishan Municipality Pengshan District Natural Resources and Planning Bureau [#]), a

Resources and Planning Bureau”	bureau under the local government of Meishan Municipality and a PRC Governmental Body within the meaning of Rule 19A.04 of the Listing Rules
“Meishan Tianfu New District Government Service and Public Resource Transaction Service Center”	眉山天府新區政務服務和公共資源交易服務中心 (Meishan Tianfu New District Government Service and Public Resource Transaction Service Center [#])
“Mu”	a mu under 《中華人民共和國法定計量單位使用方法》 (the Method of Uniform Legal Measures in the People’s Republic of China [#])
“percentage ratios”	has the meaning ascribed to it under the Listing Rules
“PRC”	The People’s Republic of China, which shall, for the purposes of this announcement only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Second Bidder”	四川圓中潤恒置業發展有限公司 (Sichuan Yuanzhong Runheng Zhiye Development Co. Ltd. [#]), a company incorporated in the PRC, an indirect non-wholly-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of the Company of HK\$0.1 each
“Shareholder(s)”	the holder(s) of the Shares
“sqm”	square metres
“Working Days”	the statutory working days in the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

** For identification purposes only*

The English names of Chinese entities and locations marked with “[#]” are translations of their Chinese names and are included in this announcement for identification purpose only, and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese name prevails.

For the purpose of this announcement, amounts denominated in RMB have been translated into HK\$ at an exchange rate of RMB1:HK\$1.1716. No representation is made that any amounts in RMB and

HK\$ can be or could have been converted at the relevant dates at the above rates or at any other rates at all.

On behalf of the Board
Wong Hy Sky
Chairman and Managing Director

Hong Kong, 5 July 2022

As at the date hereof, the Board comprises Wong Hy Sky, Yuen Wing Shing, Liu Jie and Yang Shengxian who are executive Directors; and Ng Kwok Fu, Luk Yu King, James and Leung Yu Ming, Steven who are independent non-executive Directors.