

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.



Midland Holdings Limited
美聯集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1200)

CONTINUING CONNECTED TRANSACTIONS CROSS REFERRAL SERVICES FRAMEWORK AGREEMENT

On 6 December 2023, the Company entered into the Cross Referral Services Framework Agreement (2023) with Legend Upstar, pursuant to which members of the Group and the Legend Upstar Group may carry on the Cross Referral Transactions with each other for a period of three years from 1 January 2024 to 31 December 2026 in compliance with the Listing Rules.

As the highest applicable percentage ratio (other than the profits ratio) calculated based on the highest of the Proposed Annual Caps exceeds 5%, the Cross Referral Transactions as contemplated under the Cross Referral Services Framework Agreement (2023) will be subject to the reporting, annual review, announcement, circular (including independent financial advice) and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Mr. Wong and any of his associates will abstain from voting in relation to the resolution approving the Cross Referral Transactions as contemplated under the Cross Referral Services Framework Agreement (2023) and the Proposed Annual Caps at the SGM.

An Independent Board Committee has been established to advise the Independent Shareholders in relation to the terms of the Cross Referral Services Framework Agreement (2023), the transactions contemplated thereunder and the Proposed Annual Caps. Somerley Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

The circular containing the letter from the Independent Board Committee, the letter of advice from the independent financial adviser and a notice convening the SGM, is expected to be despatched to the Shareholders on or before 22 December 2023.

BACKGROUND

On 6 December 2023, the Company entered into the Cross Referral Services Framework Agreement (2023) with Legend Upstar, pursuant to which members of the Group and the Legend Upstar Group may carry on the Cross Referral Transactions with each other for a period of three years from 1 January 2024 to 31 December 2026 in compliance with the Listing Rules.

CROSS REFERRAL SERVICES FRAMEWORK AGREEMENT (2023)

Date

6 December 2023

Parties

- (a) the Company; and
- (b) Legend Upstar

Term

The Cross Referral Services Framework Agreement (2023) will, subject to compliance with the respective independent shareholders' approval requirements by each of the Company and Legend Upstar, be valid for a term of three years from 1 January 2024 to 31 December 2026.

Details of the transactions under the Cross Referral Services Framework Agreement (2023)

The transactions under the Cross Referral Services Framework Agreement (2023) are of the same nature as those covered by the Cross Referral Services Framework Agreement (2021). They are essentially referrals of business opportunities in property transactions between members of the Group and the Legend Upstar Group for estate agency services. Pursuant to the Cross Referral Services Framework Agreement (2023):

- (a) the Group has the right (but not obligation) to introduce, refer and communicate to the relevant member(s) of the Legend Upstar Group any business opportunity relating to or falling within the Legend Upstar Group's estate agency business in respect of industrial and commercial properties and shops; and
- (b) similarly, the Legend Upstar Group also has the right (but not obligation) to introduce, refer and communicate to the relevant member(s) of the Group any business opportunity relating to or falling within the Group's estate agency business in respect of residential properties.

Each referral is made on a case-by-case basis. There is no commitment on any member of the Group or the Legend Upstar Group to refer to the other any number or value of transactions under the Cross Referral Services Framework Agreement (2023). The terms and conditions of each referral transaction will be evidenced by individual written agreements subject to the terms of the Cross Referral Services Framework Agreement (2023).

Referral fee and pricing policy

The party initiating the referral (hereinafter the “**referor**”) is entitled to a referral fee from the party accepting such referral (hereinafter the “**referee**”) by way of splitting the relevant commission income actually received.

The allocation of the commission income received with respect to each individual property transaction will be negotiated on a case-by-case basis and on arm's length following the terms of the Cross Referral Services Framework Agreement (2023) and pricing policy below:

- (a) the allocation of commission income shall be on normal commercial terms or better, that is, terms which a party could obtain if the transaction were negotiated on an arm's length basis or on terms as considered by each of the Group and the Legend Upstar Group to be no less favourable to it than terms available to or from (as appropriate) its respective independent third parties, and neither the Group nor the Legend Upstar Group is required to consider the favourableness of such terms with respect to one another;
- (b) the starting point in determining the initial allocation of commission income received in each individual property transaction will be the following reference ratios in line with market practice for the different type of property transaction involved:

Property transaction involved	Reference ratio (%)	
	<i>Referor</i>	<i>Referee</i>
Primary property transaction	Between 70% to 90%	Between 30% to 10%
Secondary property transaction	50%	50%

- (c) such reference ratios may be adjusted based on the negotiation between the parties on arm's length and case-by-case basis, after taking into account relevant factors specific to the transaction including:
 - (1) the characteristics, nature and value of any properties involved, such as the geographical locations, types, usages, areas or other objective features of the properties, as well as the subjective requirements of the specific customers (e.g. a party acting for the vendor of an unique and high value property is likely to be able to bargain for higher commission income);
 - (2) the expected workload of the respective agents relative to each other;
 - (3) the scope and exclusive nature of the estate agency and consultancy services involved under the engagements with the individual customers (e.g. a party acting for the vendor may bargain for higher commission income if he acts as a sole and exclusive agent for the vendor); and
 - (4) other factors (e.g. in some cases, the developer may set a sales target which, if met, will enable the estate agent for the developer to get a higher commission rate for all the transactions – in such case, when it is close to the said sales target, the estate agent for the developer may be willing to give a higher proportion of the commission income to the estate agent referring the purchaser so that the said sales target can be achieved);

(d) the commission income allocations proposed by individual estate agents will be submitted to the respective branch managers of such agents, who will review and, if appropriate, approve the same with reference to the above criteria based on the following:

(1) where there are comparable factors in past referral transactions with independent-third-party estate agents:

The branch managers would compare the commission income allocations and the terms of the transactions under the Cross Referral Services Framework Agreement (2023) with past transactions of the Group with independent-third-party estate agents, particularly those made under the then prevailing circumstances insofar as they are available.

(2) where a factor has no comparable reference in past referral transactions with independent-third-party estate agents:

If factors mentioned under paragraphs (c)(1) to (4) above have no immediately applicable comparable reference, it will be carefully reviewed in view of the arm's length negotiations between the parties, bearing in mind that the allocation of commission income shall be on normal commercial terms or better as set out in paragraph (a) above.

(e) the commission income allocation ratio for each transaction, when finalised after considering the above factors, will be recorded; and

(f) the commission income allocations for the transactions made under the Cross Referral Services Framework Agreement (2023) will be checked and reviewed by the respective management of the Group and the Legend Upstar Group from time to time. Annually, the said transactions conducted during the financial year will also be reviewed by the Group and the Legend Upstar Group respectively in compliance with the relevant requirements in the Listing Rules.

As income of estate agents in Hong Kong is in a large part derived from commission income, each of the referor and the referee estate agents are expected to be self-motivated to secure an allocation ratio to the best of such agent's respective interests at the time when negotiating for the commission income such that any referral transaction concluded following such negotiations will be on an arm's length basis.

Settlement

For actual commission income received in each month, payments of referral fees will generally be made by the end of the calendar month following the month in which the commission income is actually received from or attributable to the relevant transaction.

The referral fees payable by the Group to the Legend Upstar Group under the Cross Referral Services Framework Agreement (2023) will be settled through the working capital of the Group.

HISTORICAL AMOUNTS

The amounts of the existing annual caps of the referral fees to or from the Legend Upstar Group for the following years/periods are as follows:

Existing annual caps	16 Nov 2020 to 31 Dec 2020 <i>(HK\$ million)</i>	1 Jan 2021 to 31 Dec 2021 <i>(HK\$ million)</i>	1 Jan 2022 to 31 Dec 2022 <i>(HK\$ million)</i>	1 Jan 2023 to 15 Nov 2023 <i>(HK\$ million)</i>
Referral fees to the Legend				
Upstar Group	10.0	50.0	50.0	40.0
Referral fees from the Legend				
Upstar Group	15.0	110.0	110.0	95.0

Set out below are the historical amounts of the referral fees to or from the Legend Upstar Group for the following years/periods:

Historical amounts	16 Nov 2020 to 31 Dec 2020 <i>(HK\$ million)</i>	1 Jan 2021 to 31 Dec 2021 <i>(HK\$ million)</i>	1 Jan 2022 to 31 Dec 2022 <i>(HK\$ million)</i>	1 Jan 2023 to 30 Jun 2023 <i>(Note)</i> <i>(HK\$ million)</i>
Referral fees to the Legend				
Upstar Group	4.6	27.2	22.4	8.4
Referral fees from the Legend				
Upstar Group	10.0	58.5	56.1	31.4

It is noted that the historical transaction amounts for the years 2021 to 2023 may be affected by adverse market conditions and may not be reliable indicators of active transaction levels.

Note: The historical transaction amounts for 2023 are preliminary and subject to audit.

For further reference, the historical transaction amounts for the referral fees from the Legend Upstar Group ranged from approximately HK\$35.3 million to approximately HK\$102.0 million from 2013 to 2022, with an average of approximately HK\$73.8 million.

PROPOSED ANNUAL CAPS

The Proposed Annual Caps for the respective years are as follows:

Proposed Annual Caps	1 Jan 2024 to 31 Dec 2024 <i>(HK\$ million)</i>	1 Jan 2025 to 31 Dec 2025 <i>(HK\$ million)</i>	1 Jan 2026 to 31 Dec 2026 <i>(HK\$ million)</i>
Referral fees to the Legend Upstar Group	31.0	31.0	31.0
Referral fees from the Legend Upstar Group	82.0	82.0	82.0

Transaction amounts for the period, following the expiry of the Cross Referral Services Framework Agreement (2021), from 16 November 2023 to 31 December 2023, are expected to fall under the de minimis threshold under Rule 14A.76(2) of the Listing Rules. Such referral transactions are expected to be on terms in line with the established practice under the Cross Referral Services Framework Agreement (2021) and the transaction amounts, if any, will be disclosed in the next annual report of the Company in line with the disclosure standard under the Listing Rules.

Basis of determining the Proposed Annual Caps

The Proposed Annual Caps for the Group in relation to the transactions contemplated under the Cross Referral Services Framework Agreement (2023) were determined by the Group with reference to factors including:

- (a) as a starting point, the historical transaction amounts between the Group and the Legend Upstar Group for the past ten years (2013 to 2022) were taken to obtain a broader sample size with reduced variance; and
- (b) adjustment for potential business growth and property market and economic factors which are reasonably expected to carry an impact on property transactions, including:
 - (1) the volatility of the property market in Hong Kong contributing to swings in transaction volume and value; and
 - (2) the possible outlook of the local economic conditions, including the possibility for an uptick in business and tour travels boosting the local economy, the reduction of the ad valorem stamp duty for property transactions by the government and other market stimulants, if any, such as the end of the interest hike cycle and favourable pricing strategies by developers which may drive transaction levels.

REASONS FOR AND BENEFITS OF ENTERING INTO THE CROSS REFERRAL SERVICES FRAMEWORK AGREEMENT (2023)

Referral transactions are an integral part of estate agency business, which constitute the principal activities of both the Group and the Legend Upstar Group, and broaden the agents' access to additional clientele. The Cross Referral Services Framework Agreement (2023) was entered into in accordance with the requirements of the Listing Rules to provide a uniform framework for compliance for any potential referral between both groups of companies to be conducted on arm's length terms according to their business needs.

The Directors (other than the independent non-executive Directors whose views will be included in the circular to be despatched to the Shareholders after taking into account the views of the independent financial adviser) consider that the terms of the Cross Referral Services Framework Agreement (2023) and the transactions contemplated thereunder are on normal commercial terms and in the ordinary and usual course of business of the Group, and the terms of the Cross Referral Services Framework Agreement (2023) and the transactions contemplated thereunder and the Proposed Annual Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INTERNAL CONTROL MEASURES

To ensure that the transactions contemplated under the Cross Referral Services Framework Agreement (2023) will be conducted in accordance with its terms and the pricing policy and within the Proposed Annual Caps, the Group has in place the following internal control procedures to monitor the transactions contemplated under the Cross Referral Services Framework Agreement (2023):

- (a) the aggregate amount of referral fees to and from the Legend Upstar Group will be updated on a monthly basis for appraising the latest unutilised amounts available under the Proposed Annual Caps for the relevant period;
- (b) the terms and commission income allocations for the transactions under the Cross Referral Services Framework Agreement (2023) will be reviewed by the Group from time to time to ensure they are on normal commercial terms or better (i.e. terms obtainable on an arm's length basis or terms no less favourable to the Group than those available to or from independent third parties); and
- (c) annually, the transactions made under the Cross Referral Services Framework Agreement (2023) conducted during the financial year will also be reviewed by the independent non-executive Directors and reported by the auditors of the Company in compliance with the relevant requirements in Chapter 14A of the Listing Rules.

LISTING RULES IMPLICATIONS

Mr. Wong (the Chairman and an executive Director), who is indirectly interested in approximately 37.03% of all issued Shares in the Company, is indirectly interested in approximately 58.55% of all issued shares in Legend Upstar and as such Legend Upstar is an associate of Mr. Wong and a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Cross Referral Services Framework Agreement (2023) will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (other than the profits ratio) calculated based on the highest of the Proposed Annual Caps exceeds 5%, the Cross Referral Transactions as contemplated under the Cross Referral Services Framework Agreement (2023) will be subject to the reporting, annual review, announcement, circular (including independent financial advice) and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Mr. Wong and any of his associates will abstain from voting in relation to the resolution approving the Cross Referral Transactions as contemplated under the Cross Referral Services Framework Agreement (2023) and the Proposed Annual Caps at the SGM.

An Independent Board Committee has been established to advise the Independent Shareholders in relation to the terms of the Cross Referral Services Framework Agreement (2023), the transactions contemplated thereunder and the Proposed Annual Caps. Somerley Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

The circular containing the letter from the Independent Board Committee, the letter of advice from the independent financial adviser and a notice convening the SGM, is expected to be despatched to the Shareholders on or before 22 December 2023.

GENERAL INFORMATION

The Company is an investment holding company. The Group is principally engaged in the provision of property agency services, property leasing, immigration consultancy services and money lending services.

Legend Upstar is an investment holding company, the issued shares of which are listed on the Main Board of the Stock Exchange. The Legend Upstar Group is principally engaged in the provision of property agency services in respect of commercial and industrial properties and shops, properties investment, credit business and securities investment in Hong Kong.

DEFINITIONS

The following expressions in this announcement have the meanings set out below unless the context requires otherwise:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Midland Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1200)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Cross Referral Services Framework Agreement (2021)”	the cross referral services framework agreement dated 8 February 2021 entered into between the Company and Legend Upstar for a period of three years from 16 November 2020 to 15 November 2023
“Cross Referral Services Framework Agreement (2023)”	the cross referral services framework agreement dated 6 December 2023 entered into between the Company and Legend Upstar for a period of three years from 1 January 2024 to 31 December 2026
“Cross Referral Transactions”	the cross referral services transactions between the Group and the Legend Upstar Group in relation to estate agency businesses
“Directors”	the directors of the Company

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board, comprising two independent non-executive Directors, namely, Mr. SUN Tak Chiu and Mr. CHAN Nim Leung Leon
“Independent Shareholders”	Shareholders other than Mr. Wong and any of his associates and any other Shareholders who have a material interest and are required to abstain from voting at the SGM in accordance with the Listing Rules
“Legend Upstar”	Legend Upstar Holdings Limited (formerly known as Midland IC&I 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: 459)
“Legend Upstar Group”	Legend Upstar and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Wong”	Mr. WONG Kin Yip, Freddie, the Chairman and an executive Director of the Company
“percentage ratios”	has the meaning ascribed to it under the Listing Rules
“Proposed Annual Caps”	the proposed maximum annual referral fees from or to the Legend Upstar Group by the Group under the Cross Referral Services Framework Agreement (2023)
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SGM”	the special general meeting of the Company to be held to consider and, if thought fit, approve the Cross Referral Services Framework Agreement (2023), the transactions contemplated thereunder and the Proposed Annual Caps

“Share(s)”	the ordinary share(s) of nominal value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

By Order of the Board
Midland Holdings Limited
MUI Ngar May, Joel
Company Secretary

Hong Kong, 6 December 2023

As at the date of this announcement, the Board comprises eight Directors, of which five are Executive Directors, namely Mr. WONG Kin Yip, Freddie, Ms. WONG Ching Yi, Angela, Mr. WONG Tsz Wa, Pierre, Mr. CHEUNG Kam Shing and Mr. SZE Ka Ming; and three are Independent Non-Executive Directors, namely Mr. HO Kwan Tat, Ted, Mr. SUN Tak Chiu and Mr. CHAN Nim Leung Leon.