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濱江服務

BINJIANG SERVICE

Binjiang Service Group Co. Ltd.

濱江服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3316)

CONNECTED TRANSACTIONS

ACQUISITION OF CAR PARKING SPACES

INTRODUCTION

On February 1, 2024 Ningbo Binrun received the Guanpin Mingyu Letter of Award and the Yuhongfu Letter of Award, which confirmed that Ningbo Binrun was the winner of the biddings conducted by Binyuan Real Estate and Binqian Real Estate respectively for the transfer of the right to use of certain car parking spaces in the Guanpin Mingyu Project and the Yuhongfu Project, at a total consideration of RMB32,596,560.00. Accordingly, the relevant agreements for the acquisitions will be entered into on or around February 10, 2024.

Pursuant to the Guanpin Mingyu Letter of Award, Ningbo Binrun has agreed to assume the right to use of 33 car parking spaces from Binyuan Real Estate at a consideration of RMB4,107,510.00. Such car parking spaces are located in the Guanpin Mingyu Project.

Pursuant to the Yuhongfu Letter of Award, Ningbo Binrun has agreed to assume the right to use of 449 car parking spaces from Binqian Real Estate at a consideration of RMB28,489,050.00. Such car parking spaces are located in the Yuhongfu Project.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Ningbo Binrun is an indirect wholly-owned subsidiary of the Company. Binjiang Real Estate is controlled by Mr. Qi Jinxing, one of the controlling Shareholders. Therefore, Binjiang Real Estate is a connected person of the Company under the Listing Rule. Each of Binyuan Real Estate and Binqian Real Estate, is a subsidiary of Binjiang Real Estate and its associate, and is therefore a connected person of the Company under the Listing Rules. Accordingly, the transactions contemplated under the Acquisition Agreements constitute connected transactions for the Company under Chapter 14A of the Listing Rules.

Reference is made to the Company's announcement on connected transactions dated August 16, 2023 and November 29, 2023 in relation to the 2023 Acquisitions pursuant to which Ningbo Binrun agreed to acquire from certain subsidiaries of Binjiang Real Estate the right to use of car parking spaces. As the Acquisition Agreements, together with the 2023 Acquisitions, are entered into with companies controlled by Mr. Qi Jinxing within a 12-month period and are similar in nature, they shall be aggregated under Rule 14A.81 of the Listing Rules. As the maximum applicable percentage ratios in respect of the Acquisition Agreements and the 2023 Acquisitions exceed 0.1% but are less than 5%, the transactions contemplated thereunder are subject to the reporting and announcement requirements but exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

DETAILS OF THE ACQUISITIONS

(1) The Guanpin Mingyu Agreement

The principal terms of the agreement to be entered into between Ningbo Binrun and Binyuan Real Estate are as follows:

Date

It is expected to be on or around February 10, 2024

Parties

- (a) Ningbo Binrun (the bidding winner and assignee); and
- (b) Binyuan Real Estate (the assignor).

Interests to be acquired by Ningbo Binrun

The right to use (which includes the right to occupy, assign or rent out) of car parking spaces, being the 33 car parking spaces located in the Guanpin Mingyu Project, until the expiry of the land use rights of the Guanpin Mingyu Project on January 20, 2091.

Consideration

The consideration for the right to use of car parking spaces in Guanpin Mingyu Project will be RMB4,107,510.00.

(2) The Yuhongfu Agreement

The principal terms of the agreement to be entered into between Ningbo Bingrun and Binqian Real Estate are as follows:

Date

It is expected to be on or around February 10, 2024

Parties

- (a) Ningbo Binrun (the bidding winner and assignee); and
- (b) Binqian Real Estate (the assignor).

Interests to be acquired by Ningbo Binrun

The right to use (which includes the right to occupy, assign or rent out) of car parking spaces, being the 449 car parking spaces located in the Yuhongfu Project, until the expiry of the land use rights of the Yuhongfu Project On October 31, 2089.

Consideration

The consideration for the right to use of car parking spaces in the Yuhongfu Project will be RMB28,489,050.00.

BASIS OF DETERMINATION OF THE CONSIDERATION

The total consideration for the transfer of the right to use of the car parking spaces in the Guanpin Mingyu Project and the Yuhongfu Project will be RMB32,596,560.00, which was determined during the bidding process conducted by Bingyuan Real Estate and Binqian Real Estate on February 1, 2024 for the transfer of the right to use of the car parking spaces in the Guanpin Mingyu Project and the Yuhongfu Project.

When determining the bidding quotation for the right to use of car parking spaces in the Guanpin Mingyu Project and the Yuhongfu Project, the Company has taken into account the minimum bidding conditions set by Binyuan Real Estate and Binqian Real Estate, and referred to the valuation of the right to use of the car parking spaces of the projects contained in the independent valuation report and the prevailing market price of the right to use of the car parking spaces in nearby projects, and the quotation is not higher than the appraised value. Details of the independent valuation report are set out below:

(1) Valuation method

The methodology adopted for the preparation of the independent valuation report is the comparison approach. The comparison approach takes into account transactions in the market for similar properties and directly compares the subject properties with comparable properties that have been sold close to the benchmark date of the valuation. Comparable properties of similar location, quality and size are analyzed and adjusted for each property's strengths and weaknesses to arrive at a fair comparison of market values.

The subject properties are underground car parking spaces in residential projects, located in areas with many comparable cases of sale similar to the subject properties (within the same supply and demand circle, with the same use, and in nearby areas), and with active market transactions, and therefore the valuation was conducted using the comparison approach.

(2) Valuation assumptions

General Assumptions

The valuation has been made on the assumptions that the vendor sells the subject property interests at the market values of the property interests without the benefit of deferred contracts, leasebacks, joint ventures, management agreements or any similar arrangements that could affect the values of the property interests.

The valuation has not taken into account any charges, mortgages or indebtedness owing on any of the property interests or any expenses or taxes that may be incurred on the sale. Unless otherwise stated, it is assumed that the subject properties are free from onerous encumbrances, restrictions and expenses which may affect their values. It is also assumed in the valuation that the subject properties are freely tradable in the market without the payment of land premium or any other fees or charges.

Special Assumptions

The subject properties are all right-of-use car parking spaces, which can be transferred with a 70-year right of use. Therefore, it is assumed that the right to use of the subject properties can be freely transferred without incurring any additional costs.

The information provided to the valuer for assessing the market value of the right to use of the subject properties is reliable, and the key components of such information (e.g. location, use, gross floor area, etc.) are also disclosed in the independent valuation report and are complete and correct.

(3) Selection of comparable properties

In conducting the valuation, the valuer made reference to the comparable properties and selected them on the basis of the following conditions:

- (a) time — the comparable properties transacted and listed in the last six months;
- (b) location — properties with similar transportation conditions as the subject properties, in the same supply and demand circle or within five kilometers from the subject properties;
- (c) maintenance conditions — the comparable properties were maintained in a good state of maintenance; and
- (d) use — the comparable properties were used as underground car parking space.

The valuer has analyzed recent sales of similar properties in the market for comparison with the subject properties. The valuer analyzed each of comparable properties by its unit price. The attributes of each of comparable properties were compared to the subject properties and the unit price would be adjusted, if any discrepancy, to arrive at the appropriate unit price for the subject properties. The comparable properties were determined taking into account the timing, location, maintenance conditions and use of the subject properties. Comparable properties are exhaustive in terms of the above selection criteria in the valuation of the subject properties.

PAYMENT AND COMPLETION

Ningbo Binrun, Binyuan Real Estate and Binqian Real Estate will enter into the Guanpin Mingyu Agreement and the Yuhongfu Agreement on or around February 10, 2024. According to the Guanpin Mingyu Agreement and the Yuhongfu Agreement, the considerations shall be paid in cash within 10 days from the date of the Guanpin Mingyu Agreement and the Yuhongfu Agreement respectively. The consideration of the Acquisition Agreements will be financed by the internal resources of the Company, and the Acquisition Agreements will be completed upon payment of the consideration.

INFORMATION ON THE CAR PARKING SPACES

There were no development costs allocated to the relevant car parking spaces, book value or relevant original acquisition cost as the assets were developed by Binyuan Real Estate and Binqian Real Estate.

REASONS FOR AND BENEFITS OF THE ACQUISITION AGREEMENTS

Development of the Guanpin Mingyu Project and the Yuhongfu Project were completed and the sales department of Binjiang Real Estate will move out of the locations of the projects. It will be more convenient for the Group, as a provider of ongoing property management services for residential owners of the relevant projects, to take over the assignment and leasing of the right to use of the remaining car parking spaces unsold during the mass sales period.

The Company considers that there will be steady demand for the car parking spaces by the residents of the projects as the ratios between the respective residential units to the car park spaces in the Guanpin Mingyu Project and the Yuhongfu Project are 1:1.5 and 1:1.1, respectively. Based on (i) the floor area, location, positioning and industry trend of the assets for sale; (ii) the expected operating costs (including but not limited to labor costs, material costs and administrative costs) that the Group will incur in providing resale services for such assets; and (iii) the brand effect of Binjiang Real Estate, the rights assumed by the Group under the Acquisition Agreements would provide an opportunity for the Group to monetize the right to use (which includes the right to occupy, assign or rent out) of the car parking spaces in Guanpin Mingyu Project and Yuhongfu Project as well as enable the Group to bring valuable return to its Shareholders.

The Directors (including the independent non-executive Directors) consider that the terms of the Acquisition Agreements (including the consideration thereunder) are fair and reasonable, and the transactions contemplated thereunder are on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE PARTIES

The Group

The Company is a limited liability company incorporated in the Cayman Islands. The Group is a reputable property management service provider in China with a focus on high-end properties. As at the date of this announcement, the Group is owned as to approximately (i) 45.85% by Great Dragon Ventures Limited, a company held by Cantrust (Far East) Limited (through its nominee company) as trustee of Bright Cloud Trust which in turn is a discretionary trust set up by Mr. Qi Jinxing as settlor with beneficiaries including Mr. Qi Jinxing, Mr. Qi Jiaqi (a non-executive Director) and certain family members of Mr. Qi Jinxing; (ii) 12.89% by Jovial Success Global Holdings Limited, a company held by Infiniti Trust (Asia) Limited (through its nominee companies) as trustee of Splendid Force Trust which in turn is a discretionary trust set up by Mr. Zhu Huiming as settlor with beneficiaries including Mr. Zhu Huiming and his certain family members; and (iii) 12.89% by Haoyu Ventures Limited, a company held by Infiniti Trust (Asia) Limited (through its nominee companies) as trustee of Great Splendor Trust which in turn is a discretionary trust set up by Mr. Mo Jianhua (a non-executive Director) as settlor with beneficiaries including Mr. Mo Jianhua and his certain family members.

Ningbo Binrun

Ningbo Binrun is a limited liability company incorporated in the PRC on May 14, 2019 and is an indirect wholly-owned subsidiary of the Company. It is principally engaged in property management services and sales of assets.

Binjiang Real Estate

Binjiang Real Estate, a limited liability company established in the PRC, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002244), is mainly engaged in real estate development. As at the date of this announcement, Binjiang Real Estate is owned as to approximately (i) 45.41% by Hangzhou Binjiang Investment Holdings Co., Ltd.* (杭州濱江投資控股有限公司) (“**Binjiang Holdings**”); (ii) 11.94% by Mr. Qi Jinxing; (iii) 3.22% by Mr. Mo Jianhua (a non-executive Director); (iv) 3.22% by Mr. Zhu Huiming; and (v) 1.00% by Mr. Qi Jiaqi (a non-executive Director and the son of Mr. Qi Jinxing). The remaining shareholders of Binjiang Real Estate each holds less than 5% interest. Binjiang Holdings, which is controlled by Mr. Qi Jinxing, is owned as to 64% by Mr. Qi Jinxing, 18% by Mr. Mo Jianhua (a non-executive Director) and 18% by Mr. Zhu Huiming.

Binyuan Real Estate

Binyuan Real Estate is a limited liability company incorporated in the PRC and is indirectly owned as to 100% by Binjiang Real Estate. Binyuan Real Estate is principally engaged in property development business and is the developer of Guanpin Mingyu Project.

Binqian Real Estate

Binqian Real Estate is a limited liability company incorporated in the PRC and is indirectly owned as to 100% by Binjiang Real Estate. Binqian Real Estate is principally engaged in property development business and is the developer of Yuhongfu Project.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Ningbo Binrun is an indirect wholly-owned subsidiary of the Company. Binjiang Real Estate is controlled by Mr. Qi Jinxing, one of the controlling Shareholders. Therefore, Binjiang Real Estate is a connected person of the Company under the Listing Rule. Each of Binyuan Real Estate and Binqian Real Estate is a subsidiary of Binjiang Real Estate and its associate, and is therefore a connected person of the Company under the Listing Rules. Accordingly, the transactions contemplated under the Acquisition Agreements constitute connected transactions for the Company under Chapter 14A of the Listing Rules.

Reference is made to the Company's announcement on connected transactions dated August 16, 2023 and November 29, 2023 in relation to the 2023 Acquisitions pursuant to which Ningbo Binrun agreed to acquire from certain subsidiaries of Binjiang Real Estate the right to use of car parking spaces. As the Acquisition Agreements, together with the 2023 Acquisitions, are entered into with companies controlled by Mr. Qi Jinxing within a 12-month period and are similar in nature, they shall be aggregated under Rule 14A.81 of the Listing Rules. As the maximum applicable percentage ratios in respect of the Acquisition Agreements and the 2023 Acquisitions exceed 0.1% but are less than 5%, the transactions contemplated thereunder are subject to the reporting and announcement requirements but exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As Mr. Mo Jianhua and Mr. Qi Jiaqi, non-executive Directors, are shareholders of Binjiang Real Estate, they have abstained from voting on the resolutions of the Board passed in respect of the transactions contemplated under the Acquisition Agreements. Save as aforementioned, none of the other Directors have a material interest in the transactions contemplated under the Acquisition Agreements and no other Director has abstained from voting.

DEFINITIONS

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

“2023 Acquisitions”	the acquisition of the right to use of car parking spaces from subsidiaries of Binjiang Real Estate in Yuehongwan North Project (a residential project located in Jinhua, the PRC), Yuehongwan South Project (a residential project located in Jinhua, the PRC), Yujiangnan Project (a residential project located in Hangzhou, the PRC), Junpin Meiyu Project (a residential project located in Jiaxing, the PRC), Qingheyuan Project (a residential project located in Jiaxing, the PRC), Dongfang Haian Project (a residential project located in Hangzhou, the PRC) and Yongchaofu Project (a residential project located in Hangzhou, the PRC) by Ningbo Binrun on August 16, 2023 and the acquisition of car parking spaces from subsidiaries of Binjiang Real Estate in Yuchaofu Project (a residential project located in Hangzhou, the PRC), Yongchaofu Project (a residential project located in Hangzhou, the PRC), Xingcui Lanting Project (a residential project located in Hangzhou, the PRC), Jiapin Meiyu Project (a residential project located in Hangzhou, the PRC), Qinyu Xiaoting Project (a residential project located in Hangzhou, the PRC), Boyu Huating Project (a residential project located in Hangzhou, the PRC), Cuiyu Huating Project (a residential project located in Hangzhou, the PRC), Yongcuifu Project (a residential project located in Hangzhou, the PRC), Feicui Jiangnan Project (a residential project located in Hangzhou, the PRC), Wocheng Yinxiang Project (a residential project located in Hangzhou, the PRC) and Chuxili Project (a residential project located in Shangrao, the PRC) in November 28, 2023. For details, please refer to the Company’s announcements dated August 16, 2023 and November 29, 2023
“Acquisition Agreements”	the Guanpin Mingyu Agreement and the Yuhongfu Agreement
“Binjiang Real Estate”	Hangzhou Binjiang Real Estate Group Co., Ltd.* (杭州濱江房產集團股份有限公司), a limited liability company incorporated in the PRC, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002244). Given Binjiang Real Estate is controlled by Mr. Qi Jinxing, one of the controlling Shareholders, it is therefore a connected person of the Company

“Binqian Real Estate”	Hangzhou Binqian Real Estate Co., Ltd.* (杭州濱乾房地產開發有限公司), a limited liability company incorporated in the PRC and is a subsidiary of Binjiang Real Estate
“Binyuan Real Estate”	Hangzhou Binyuan Real Estate Co., Ltd.* (杭州濱遠房地產開發有限公司), a limited liability company incorporated in the PRC and is a subsidiary of Binjiang Real Estate
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan
“Company”	Binjiang Service Group Co. Ltd. (濱江服務集團有限公司), 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(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guanpin Mingyu Agreement”	the agreement regarding the transfer of the right to use of the car parking spaces in the Guanpin Mingyu Project to be entered between Ningbo Binrun and Binyuan Real Estate on or around February 10, 2024
“Guanpin Mingyu Letter of Award”	a letter of award regarding the transfer the right to use of the car parking spaces in the Guanpin Mingyu Project received by Ningbo Binrun on February 1, 2024
“Guanpin Mingyu Project”	a residential project located in Hangzhou, the PRC, which is developed by Binyuan Real Estate and managed by the Group
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Letters of Award”	the Guanpin Mingyu Letter of Award and the Yuhongfu Letter of Award
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“Mr. Qi Jinxing”	one of the controlling Shareholders
“Ningbo Binrun”	Ningbo Binrun Property Management Company Limited* (寧波濱潤物業服務有限公司), a limited liability company incorporated in the PRC and is an indirect wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the capital of the Company with nominal value of US\$0.0001 each
“Shareholder(s)”	holder(s) of issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Yuhongfu Agreement”	the agreement regarding the transfer of the right to use of the car parking spaces in the Yuhongfu Project to be entered between Ningbo Binrun and Binqian Real Estate on or around February 10, 2024
“Yuhongfu Letter of Award”	a letter of award regarding the transfer the right to use of the car parking spaces in the Yuhongfu Project received by Ningbo Binrun on February 1, 2024
“Yuhongfu Project”	a residential project located in Hangzhou, the PRC, which is developed by Binqian Real Estate and managed by the Group
“%”	per cent.

By order of the Board
Binjiang Service Group Co. Ltd.
Yu Zhongxiang
Chairman and Executive Director

Hangzhou, the PRC
February 1, 2024

As at the date of this announcement, the Board comprises Mr. Yu Zhongxiang and Ms. Zhong Ruoqin as executive Directors; Mr. Mo Jianhua, Mr. Qi Jiaqi and Mr. Cai Xin as non-executive Directors; Mr. Ding Jiangan, Mr. Li Kunjun and Ms. Cai Haijing as independent non-executive Directors.

* *For identification purpose only*