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**GUANGDONG LAND HOLDINGS LIMITED**  
**粤海置地控股有限公司**

*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 00124)**

**Announcement**

**Continuing Connected Transactions  
in relation to  
the Lease Agreements**

On 30 April 2024, Jiangmen Yuehai Land (an indirect non-wholly owned subsidiary of the Company) (as lessor) and Yuehai Property Management Jiangmen Branch (as lessee) entered into the First Lease (Site C) Agreement, pursuant to which Jiangmen Yuehai Land agrees to lease Site C to Yuehai Property Management Jiangmen Branch for a term of one year from 1 May 2024 to 30 April 2025 for Yuehai Property Management Jiangmen Branch to operate a carpark with a capacity of 767 car parking spaces (60 carparking spaces at ground level and 707 carparking spaces at basement level).

In addition, on 9 April 2024, Jiangmen Yuehai Land (as lessor) and Yuehai Property Management (as lessee) entered into the Third Lease (Site B) Agreement, pursuant to which Jiangmen Yuehai Land agrees to lease Site B to Yuehai Property Management for a term of one year from 16 April 2024 to 15 April 2025 for Yuehai Property Management to operate a temporary open-air carpark with a capacity of 700 car parking spaces.

Guangdong Holdings is the ultimate controlling shareholder of the Company, hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Yuehai Property Management (a non-wholly owned subsidiary of Guangdong Holdings) and Yuehai Property Management Jiangmen Branch (a branch of Yuehai Property Management) are associates of Guangdong Holdings and, therefore, they are connected persons of the Company. Accordingly, the transactions contemplated under the Lease Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

On a standalone basis, as all the applicable percentage ratios in respect of the annual caps set for each of the First Lease (Site C) Agreement and the Third Lease (Site B) Agreement calculated pursuant to the Listing Rules are less than 5% and the respective highest annual cap is less than HK\$3,000,000, the said transactions are fully exempt from the annual review, announcement and independent shareholders' approval requirements under the Listing Rules.

The Lease Agreements have been aggregated pursuant to the Listing Rules on the basis that the First Lease (Site C) Agreement and the Third Lease (Site B) Agreement relate to the leasing of adjacent parcels of land by Jiangmen Yuehai Land to Yuehai Property Management for operating carparks. As the highest applicable percentage ratio in respect of the annual caps (on an aggregated basis) set for the Lease Agreements calculated pursuant to the Listing Rules is more than 0.1% but all of them are less than 5%, the Lease Agreements are therefore subject to the annual review and announcement requirements under the Listing Rules, but are exempt from the independent shareholders' approval requirement.

## 1. THE FIRST LEASE (SITE C) AGREEMENT

On 30 April 2024, Jiangmen Yuehai Land (as lessor) and Yuehai Property Management Jiangmen Branch (a branch of Yuehai Property Management) (as lessee) entered into the First Lease (Site C) Agreement, pursuant to which Jiangmen Yuehai Land agrees to lease Site C to Yuehai Property Management Jiangmen Branch for a term of one year for Yuehai Property Management Jiangmen Branch to operate a carpark with a capacity of 767 car parking spaces.

A summary of the salient terms of the First Lease (Site C) Agreement is set out below:

- Date:** 30 April 2024
- Parties:** (a) Jiangmen Yuehai Land (as lessor)  
(b) Yuehai Property Management Jiangmen Branch (as lessee)
- Term:** One year, from 1 May 2024 to 30 April 2025
- Leased premises:** The parcels of land located at the north of Gantang Road, Baisha Sub-district, Pengjiang District, Jiangmen City, Guangdong Province, the PRC (its location is at 4-2 and 4-6 parcels of land of the Jiangmen GDH City Project) of with a site area of 23,600 sq. m. (“**Site C**”).
- Usage:** Yuehai Property Management Jiangmen Branch shall only use Site C to operate a carpark with a capacity of 767 car parking spaces (60 carparking spaces at ground level and 707 carparking spaces at basement level) (“**Site C Carpark**”).
- Rent:** The rent payable by Yuehai Property Management Jiangmen Branch to Jiangmen Yuehai Land on a monthly basis shall be in the amount equal to 75% of the revenue (tax inclusive) of the Site C Carpark.

Before the 7th working day of each month, Yuehai Property Management Jiangmen Branch shall provide the revenue breakdown in respect of the Site C Carpark for the previous month to Jiangmen Yuehai Land for its confirmation and issuance of invoice. Yuehai Property Management Jiangmen Branch shall pay the relevant rent to Jiangmen Yuehai Land within 15 working days from the date of receipt of the relevant invoice issued by Jiangmen Yuehai Land. All costs and outgoings (including utility charges, salaries for the carpark staff, etc.) arising out of the use of Site C shall be borne by Yuehai Property Management Jiangmen Branch.

The rate of the rent in respect of the First Lease (Site C) Agreement was determined based on arm's length negotiations between the parties having taken into account that (i) the variable rent model based on revenue sharing is a common commercial term for the leasing of sites for the purpose of operating carparks; (ii) the market rates of the rent for similar type of lease agreements in respect of the land parcels located in Jiangmen City, Guangdong Province, the PRC and (iii) the rate (i.e. 75%) under the First Lease (Site C) Agreement is no less favorable than those in the fee quotes obtained by the Group from other Independent Third Parties.

**Deposit:** A deposit of RMB20,000 is payable by Yuehai Property Management Jiangmen Branch to Jiangmen Yuehai Land within 15 days after the signing of the First Lease (Site C) Agreement.

## **ANNUAL CAPS AND BASIS OF DETERMINATION**

There is no historical transaction amount of the transactions contemplated under the First Lease (Site C) Agreement.

### *Annual caps*

The relevant annual caps for the transactions contemplated under the First Lease (Site C) Agreement have been set as follows:

- (a) RMB840,000 for the period from 1 May 2024 to 31 December 2024; and
- (b) RMB730,000 for the period from 1 January 2025 to 30 April 2025.

The above caps for the transactions contemplated under the First Lease (Site C) Agreement have been determined having taken into account the estimated revenue of the Site C Carpark as calculated based on (i) the number of car parking spaces of the Site C Carpark; (ii) the hourly parking fee of the Site C Carpark as set by Jiangmen Yuehai Land with reference to the hourly parking fees of the carparks in the vicinity; and (iii) the expected utilisation rate of the Site C Carpark, for the period from 1 May 2024 to 31 December 2024 and the period from 1 January 2025 to 30 April 2025, respectively.

## **2. THE THIRD LEASE (SITE B) AGREEMENT**

Reference is made to the announcement of the Company dated 14 July 2023 in relation to the Second Lease (Site B) Agreement.

In light of the expiry of the Second Lease (Site B) Agreement on 15 April 2024, on 9 April 2024, Jiangmen Yuehai Land (as lessor) and Yuehai Property Management (as lessee) entered into the Third Lease (Site B) Agreement.

Pursuant to Chapter 14A of the Listing Rules, the transactions contemplated under the Third Lease (Site B) Agreement constituted continuing connected transactions of the Company. On a standalone basis, the Third Lease (Site B) Agreement is fully exempt from the annual review, announcement and independent shareholders' approval requirements under the Listing Rules.

A summary of the salient terms of the Third Lease (Site B) Agreement is set out below:

- Date:** 9 April 2024
- Parties:** (a) Jiangmen Yuehai Land (as lessor)  
(b) Yuehai Property Management (as lessee)
- Term:** One year, from 16 April 2024 to 15 April 2025
- Leased premises:** A parcel of land located at the north of Gantang Road, Baisha Sub-district, Pengjiang District, Jiangmen City, Guangdong Province, the PRC (its location is at Land No. 5 of the Jiangmen GDH City Project) with a site area of 10,500 sq. m. (“**Site B**”).
- Usage:** Yuehai Property Management shall only use Site B to operate a carpark with a capacity of 700 car parking spaces (“**Site B Carpark**”).
- Rent:** The rent payable by Yuehai Property Management to Jiangmen Yuehai Land on a monthly basis shall be in the amount equal to 75% of the revenue (tax inclusive) of the Site B Carpark.

Before the 7th working day of each month, Yuehai Property Management shall provide the revenue breakdown in respect of the Site B Carpark for the previous month to Jiangmen Yuehai Land for its confirmation and issuance of invoice. Yuehai Property Management shall pay the relevant rent to Jiangmen Yuehai Land within 15 working days from the date of receipt of the relevant invoice issued by Jiangmen Yuehai Land. All costs and outgoings (including utility charges, salaries for the carpark staff, etc.) arising out of the use of Site B shall be borne by Yuehai Property Management.

The rate of the rent in respect of the Third Lease (Site B) Agreement was determined based on arm’s length negotiations between the parties having taken into account that (i) the variable rent model based on revenue sharing is a common commercial term for the leasing of sites for the purpose of operating carparks; (ii) the market rates of the rent for similar type of lease agreements in respect of the land parcels located in Jiangmen City, Guangdong Province, the PRC; and (iii) the rate (i.e. 75%) under the Third Lease (Site B) Agreement is no less favorable than those in the fee quotes obtained by the Group from other Independent Third Parties.

- Deposit:** A deposit of RMB20,000 is payable by Yuehai Property Management to Jiangmen Yuehai Land within 15 days after the signing of the Third Lease (Site B) Agreement. As Yuehai Property Management already paid RMB20,000 to Jiangmen Yuehai Land as deposit pursuant to the Second Lease (Site B) Agreement, the parties agreed that such deposit shall be carried forward as the deposit for lease term under the Third Lease (Site B) Agreement.

## **ANNUAL CAPS AND BASIS OF DETERMINATION**

The actual transaction amounts of the leasing service under the Second Lease (Site B) Agreement for the period from 16 April 2023 to 31 December 2023 and the period from 1 January 2024 to 31 March 2024 are approximately RMB2,360,000 and approximately RMB1,551,000, respectively.

### *Annual caps*

The relevant annual caps for the transactions contemplated under the Third Lease (Site B) Agreement have been set as:

- (a) RMB2,710,000 for the period from 16 April 2024 to 31 December 2024; and
- (b) RMB1,160,000 for the period from 1 January 2025 to 15 April 2025.

The above caps for the transactions contemplated under the Third Lease (Site B) Agreement have been determined having taken into account the historical transaction amounts as stated above and the estimated revenue of the Site B Carpark as calculated based on (i) the number of car parking spaces of the Site B Carpark; (ii) the hourly parking fee of the Site B Carpark as set by Jiangmen Yuehai Land with reference to the hourly parking fees of the carparks in the vicinity; and (iii) the expected utilisation rate of the Site B Carpark, for the period from 16 April 2024 to 31 December 2024 and the period from 1 January 2025 to 15 April 2025, respectively.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE LEASE AGREEMENTS**

Yuehai Property Management is principally engaged in real estate agency services, property leasing services and property management businesses in the PRC and is experienced in operating carparks in the PRC. Currently, Yuehai Property Management is operating the carparks located at two sites of Jiangmen GDH City, including the Site B Carpark, for Jiangmen Yuehai Land. Property development plan in respect of such sites has been formed and development is expected to commence by phases. Before property development of the sites takes place, by leasing the vacant sites to Yuehai Property Management for it to operate open-air carparks, the Group will be able to generate income from the currently vacant sites without incurring modification costs. In light of the expiry of the Second Lease (Site B) Agreement on 15 April 2024, Jiangmen Yuehai Land and Yuehai Property Management entered into the Third Lease (Site B) Agreement to continue to lease Site B to Yuehai Property Management to operate an open-air carpark. In addition, in order to increase the Group's revenue, Jiangmen Yuehai Land entered into the First Lease (Site C) Agreement with Yuehai Property Management Jiangmen Branch to lease Site C located at Jiangmen GDH City to Yuehai Property Management Jiangmen Branch for operating a carpark. By leasing Site C to Yuehai Property Management Jiangmen Branch for operating a carpark, the vacant site can be allocated and utilised more efficiently and generate revenue for the Group.

Moreover, since Jiangmen Yuehai Land does not have a team of employees specialising in carpark operations and having taken into account the previous satisfactory relationship with Yuehai Property Management and its track record of operating carparks in the PRC, the Company believes that by leasing the Site B and Site C to Yuehai Property Management and Yuehai Property Management Jiangmen Branch, respectively, it will lower the Group's operational risks as Jiangmen Yuehai Land is not required to build a temporary team for operating carparks, and it will enable the Group to generate stable income from the Site B and Site C.

In light of the above reasons, the Directors (including the independent non-executive Directors) consider that the terms of the Lease Agreements and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group, and are in the interests of the Company and its shareholders as a whole.

## **INFORMATION ON JIANGMEN YUEHAI LAND AND THE COMPANY**

### **Information on Jiangmen Yuehai Land**

Jiangmen Yuehai Land is a company established in the PRC with limited liability. It is principally engaged in property development and investment businesses in the PRC and is an indirect non-wholly owned subsidiary of the Company. 51% of the equity interest of Jiangmen Yuehai Land is held by a wholly-owned subsidiary of the Company and the remaining 49% equity interest is held by a wholly-owned subsidiary of Guangdong Holdings (which is the ultimate controlling shareholder of the Company).

### **Information on the Company**

The Company is a company incorporated in Bermuda with limited liability and is principally engaged in investment holding. The Group is principally engaged in property development and investment businesses. The ultimate controlling shareholder of the Company is Guangdong Holdings.

## **INFORMATION ON YUEHAI PROPERTY MANAGEMENT AND GUANGDONG HOLDINGS**

### **Information on Yuehai Property Management**

Yuehai Property Management is a company established in the PRC with limited liability. As at the date of this announcement, it is a non-wholly owned subsidiary of Guangdong Holdings. Yuehai Property Management and its subsidiaries are principally engaged in property leasing services and property management businesses in the PRC. As at the date of this announcement, 92% of the equity interest of Yuehai Property Management is held by Guangdong Holdings, 6% of the equity interest is held by the Company and 2% of the equity interest is held by Huaxin.

According to the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統), Huaxin is a company established in the PRC with limited liability and its equity interest is held as to approximately 41.22% in aggregate by YANG Shaoqiu (楊少秋) and the companies controlled by him, as to approximately 42.99% by YANG Jiarui (楊珈睿), as to approximately 15.59% by Wu Enhai (吳恩海) and as to approximately 0.2% in aggregate by two other shareholders. Huaxin is principally engaged in property management business in the PRC. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Huaxin and its ultimate beneficial owner(s) are Independent Third Parties.

Yuehai Property Management Jiangmen Branch is a branch of Yuehai Property Management and is principally engaged in property management business in the PRC.

## **Information on Guangdong Holdings**

Guangdong Holdings is the ultimate controlling shareholder of the Company and is principally engaged in investment holding. The business activities of Guangdong Holdings and its subsidiaries include public utilities and infrastructure, manufacturing, real estate, hotel, property management, retail and wholesale, finance, etc. Guangdong Holdings and its subsidiaries take capital investment as their core business, and invest mainly in business sectors including water and water environment management, urban complex development and related services, modern industrial park development and investment. Guangdong Holdings is held as to 90% by the Guangdong Government and as to 10% by the Department of Finance of the Guangdong Province while the State-owned Assets Supervision and Administration Commission of the Guangdong Government has been performing ownership and control functions in respect of Guangdong Holdings with the authorisation of the Guangdong Government.

## **LISTING RULES IMPLICATIONS**

Guangdong Holdings is the ultimate controlling shareholder of the Company, hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Yuehai Property Management (a non-wholly owned subsidiary of Guangdong Holdings) and Yuehai Property Management Jiangmen Branch (a branch of Yuehai Property Management) are associates of Guangdong Holdings and, therefore, they are connected persons of the Company. Accordingly, the transactions contemplated under the Lease Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

On a standalone basis, as all the applicable percentage ratios in respect of the annual caps set for each of the First Lease (Site C) Agreement and the Third Lease (Site B) Agreement calculated pursuant to the Listing Rules are less than 5% and the respective highest annual cap is less than HK\$3,000,000, the said transactions are fully exempt from the annual review, announcement and independent shareholders' approval requirements under the Listing Rules.

The Lease Agreements have been aggregated pursuant to the Listing Rules on the basis that First Lease (Site C) Agreement and the Third Lease (Site B) Agreement relate to the leasing of adjacent parcels of land by Jiangmen Yuehai Land to Yuehai Property Management for operating carparks. As the highest applicable percentage ratio in respect of the annual caps (on an aggregated basis) set for the Lease Agreements calculated pursuant to the Listing Rules is more than 0.1% but all of them are less than 5%, the Lease Agreements are therefore subject to the annual review and announcement requirements under the Listing Rules, but are exempt from the independent shareholders' approval requirement.

Mr. LAN Runing and Mr. LI Wenchang (being the Directors) and Mr. LI Yonggang (being a former Director), are also directors of certain subsidiaries of Guangdong Holdings. Mr. LAN Runing, Mr. LI Yonggang (being then Director at the dates of relevant Board meetings) and Mr. LI Wenchang were absent from the relevant Board meetings. Save as disclosed, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Directors had any material interest in the Lease Agreements and the transactions contemplated thereunder.

## DEFINITIONS

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

“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Guangdong Land Holdings Limited (粵海置地控股有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“First Lease (Site C) Agreement”	the lease agreement dated 30 April 2024 and entered into between Jiangmen Yuehai Land (as lessor) and Yuehai Property Management Jiangmen Branch (as lessee) in respect of Site C
“Group”	the Company and its subsidiaries from time to time
“Guangdong Government”	the People’s Government of Guangdong Province
“Guangdong Holdings”	廣東粵海控股集團有限公司 (Guangdong Holdings Limited), a company established in the PRC with limited liability and the ultimate controlling shareholder of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huaxin”	廣東華信服務集團有限公司 (Guangdong Huaxin Service Group Co., Ltd.), a company established in the PRC with limited liability
“Independent Third Party(ies)”	independent third party(ies) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and directors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates
“Jiangmen Yuehai Land”	江門粵海置地有限公司 (Jiangmen Yuehai Land Co., Ltd.), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company



“Lease Agreements”	the First Lease (Site C) Agreement and the Third Lease (Site B) Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Second Lease (Site B) Agreement”	the lease agreement dated 16 April 2023 and entered into between Jiangmen Yuehai Land (as lessor) and Yuehai Property Management (as lessee) in respect of Site B, details of which are set out in the announcement of the Company dated 14 July 2023
“Site B”	has the meaning ascribed to it under the section headed “2. The Third Lease (Site B) Agreement – Leased premises” in this announcement
“Site B Carpark”	has the meaning ascribed to it under the section headed “2. The Third Lease (Site B) Agreement – Usage” in this announcement
“Site C”	has the meaning ascribed to it under the section headed “1. The First Lease (Site C) Agreement – Leased premises” in this announcement
“Site C Carpark”	has the meaning ascribed to it under the section headed “1. The First Lease (Site C) Agreement – Usage” in this announcement
“sq. m.”	square metres
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Third Lease (Site B) Agreement”	the lease agreement dated 9 April 2024 and entered into between Jiangmen Yuehai Land (as lessor) and Yuehai Property Management (as lessee) in respect of Site B
“Yuehai Property Management”	粵海物業管理有限公司(Yuehai Property Management Co., Ltd.), a company established in the PRC with limited liability. As at the date of this announcement, it is a non-wholly owned subsidiary of Guangdong Holdings, whereas 92% of the equity interest is held as to 92% by Guangdong Holdings, 6% of the equity interest is held by the Company and 2% of the equity interest is held by Huaxin as at the date of this announcement

“Yuehai Property Management  
Jiangmen Branch”

Yuehai Property Management Jiangmen Branch, a branch of  
Yuehai Property Management

“%”

per cent.

*In this announcement, the English names of the PRC entities are translations of their Chinese names, and are included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.*

By Order of the Board  
**Guangdong Land Holdings Limited**  
**JIAO Li**  
*Executive Director*

Hong Kong, 30 April 2024

*As at the date of this announcement, the Board comprises six Executive Directors, namely Mr. LAN Runing, Mr. KUANG Hu, Mr. WANG Jian, Mr. WU Mingchang, Mr. LI Wenchang and Mr. JIAO Li; and three Independent Non-Executive Directors, namely Mr. Felix FONG Wo, Mr. Vincent Marshall LEE Kwan Ho and Mr. LEUNG Luen Cheong.*