

*Hong Kong Exchange 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.*



萬城

MILLION CITIES

萬城控股有限公司

**MILLION CITIES HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2892)**

**MAJOR AND CONNECTED TRANSACTION  
IN RELATION TO DEEMED DISPOSAL**

**Financial adviser to the Company**



**Diligent Capital Limited**

**THE SUBSCRIPTION**

On 28 June 2024 (after trading hours), the Company (as warrantor), Fortune Speed (as subscriber) and the Target Company entered into the Subscription Agreement, pursuant to which the Target Company has conditionally agreed to allot and issue to Fortune Speed, and Fortune Speed has conditionally agreed to subscribe for, the Subscription Shares, representing 99% of the enlarged issued share capital of the Target Company upon Completion, at the subscription price of US\$99 (equivalent to approximately RMB716.8).

Prior to Completion, the Target Company is a wholly-owned subsidiary of the Company. Immediately after Completion, Fortune Speed will be interested in 99% of the enlarged issued share capital of the Target Company, and the Company's interest in the Target Company will be diluted from 100% to 1%.

## **LISTING RULES IMPLICATIONS**

Upon Completion, the Target Company will cease to be a subsidiary of the Company. Thus, the Subscription constitutes a deemed disposal of the Target Company by the Company under Rule 14.29 of the Listing Rules.

As one of the applicable percentage ratios for the Subscription is more than 25% but less than 75%, the Subscription constitutes a major transaction for the Company under Chapter 14 of the Listing Rules. Accordingly, the Subscription is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, Fortune Speed held 75% of the entire issued share capital of the Company and is the controlling shareholder of the Company. Fortune Speed is beneficially owned by East Asia International Trustees Limited, which is the trustee of the Happy Family Trust, a trust established by Mr. TC Wong, who is the chairman of the Board and an executive Director. Mr. TC Wong is the settlor, the protector and one of the beneficiaries of the Happy Family Trust. Thus, Fortune Speed is a connected person of the Company under the Listing Rules. Accordingly, the Subscription constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement, circular and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **THE EGM**

The EGM will be convened for the Independent Shareholders to consider and, if thought fit, to approve, among other things, the Subscription Agreement and the transactions contemplated thereunder.

As at the date of this announcement, Fortune Speed, which held 562,500,000 Shares, representing 75.0% of the entire issued share capital of the Company, shall abstain from voting on the resolutions to approve the Subscription Agreement and the transactions contemplated thereunder at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save as disclosed above, as at the date of this announcement, no other Shareholders is required to abstain from voting on the resolution in respect of the Subscription Agreement and the transactions contemplated thereunder at the EGM.

## **GENERAL**

The Independent Board Committee, comprising the independent non-executive Directors, has been established to advise the Independent Shareholders regarding the Subscription Agreement and the transactions contemplated thereunder. The Company has appointed the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, (i) a letter from the Board setting out further details of the Subscription Agreement; (ii) the recommendation of the Independent Board Committee; (iii) the advice from the Independent Financial Adviser; and (iv) the notice convening the EGM is expected to be despatched to the Shareholders on or before 22 July 2024.

**Shareholders and potential investors of the Company should note that Completion is subject to the satisfaction of the conditions precedent as set out in the Subscription Agreement. Therefore, the Subscription may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in securities of the Company, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.**

### **1. THE SUBSCRIPTION**

On 28 June 2024 (after trading hours), the Company (as warrantor), Fortune Speed (as subscriber) and the Target Company entered into the Subscription Agreement, pursuant to which the Target Company has conditionally agreed to allot and issue to Fortune Speed, and Fortune Speed has conditionally agreed to subscribe for, the Subscription Shares.

#### **The Subscription Agreement**

The principal terms of the Subscription Agreement are set out below:

**Date:** 28 June 2024

**Parties:** (1) the Company;  
(2) Fortune Speed; and  
(3) the Target Company.

**Subject matter:** Subject to and upon the terms and conditions of the Subscription Agreement, the Target Company has conditionally agreed to allot and issue to Fortune Speed, and Fortune Speed has conditionally agreed to subscribe for, the Subscription Shares.

**Consideration:**

The subscription price for the Subscription Shares payable by the Subscriber shall be US\$99 (equivalent to approximately RMB716.8), which shall be payable in cash at the date of Completion.

The subscription price for the Subscription Shares was determined after arm's length negotiations between the parties to the Subscription Agreement with reference to, among others, (i) the total consolidated net liabilities of the Target Company of approximately RMB223.6 million as at 31 May 2024; and (ii) nominal value of US\$1.00 each of the share of the Target Company.

**Conditions precedent:**

The Subscription Agreement and the obligations of the parties to effect Completion are conditional upon:

- (i) the passing of ordinary resolution by the Independent Shareholders to approve, among others, the transactions contemplated under the Subscription Agreement in accordance with the Listing Rules;
- (ii) all requirements imposed by the Stock Exchange under the Listing Rules or otherwise in connection with the transactions contemplated under the Subscription Agreement having been fully complied with; and
- (iii) all necessary consents, authorisations or other approvals (or, as the case may be, the relevant waiver) of any kind in connection with the entering into and performance of the terms of the Subscription Agreement and those which may be required under the Listing Rules, from the Stock Exchange or any regulatory authority having been obtained by the Target Company.

All of the above conditions precedent are not waivable by any parties to the Subscription Agreement.

If the conditions precedent as set out in the Subscription Agreement have not been fulfilled in full on or before 5:00 p.m. on the Long Stop Date, all rights and obligations of the parties thereunder (other than those clauses as set out in the Subscription Agreement which shall remain in full force and effect) shall cease and terminate, and no party shall have any claim against or liability to the other parties with respect to any matter referred thereto save for any antecedent breaches.

**Completion:**

Completion shall take place on the business day immediately following the satisfaction of the last of the outstanding conditions precedent, or any other date as agreed by the parties in writing.

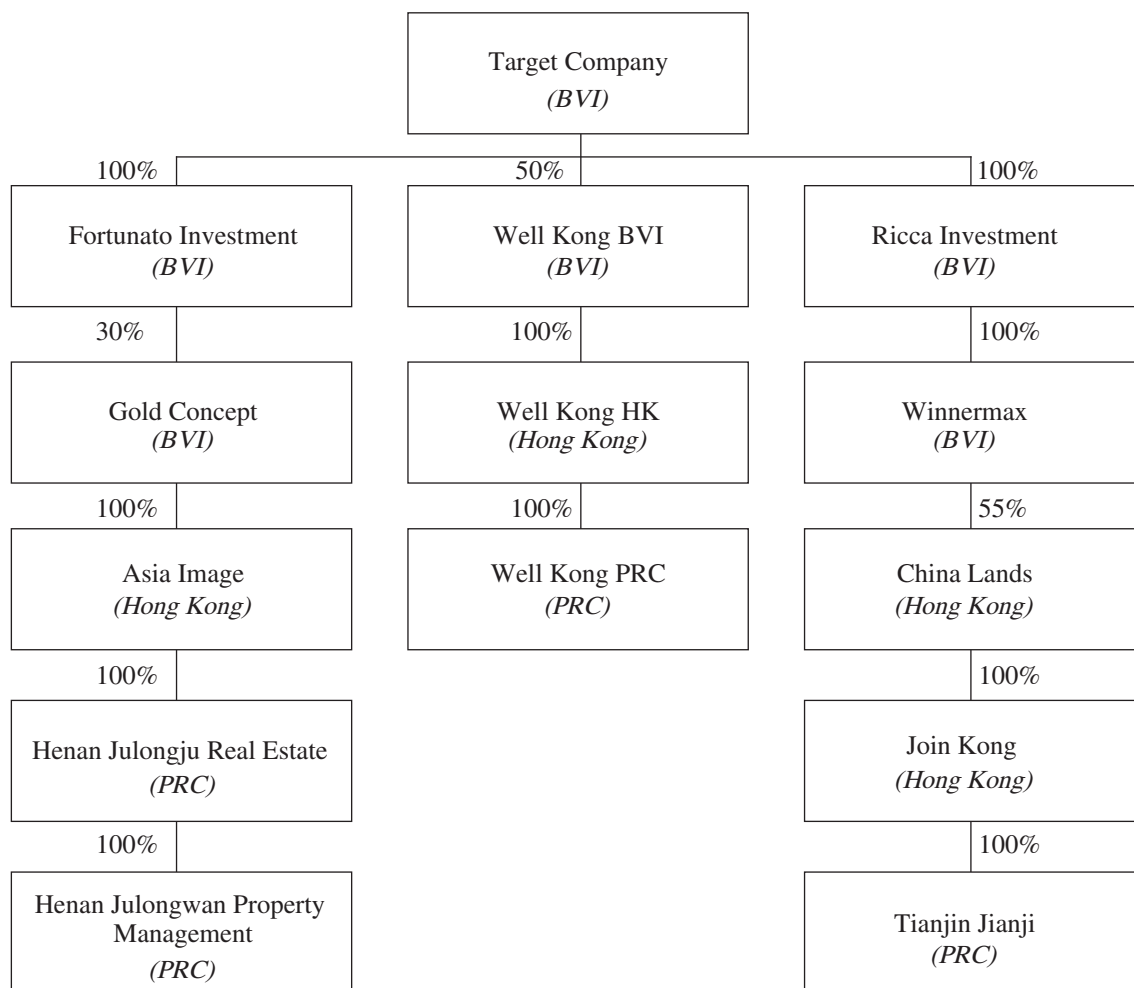
Upon Completion, the Target Company will cease to be a subsidiary of the Company.

## **2. INFORMATION ABOUT THE TARGET GROUP**

As at the date of this announcement, the Target Company is a limited liability company incorporated in the BVI and a direct wholly-owned subsidiary of the Company. As at the date of this announcement, the Target Company is an investment holding company and holds the Fortunato Group, the Well Kong Group, and the Ricca Group.

In accordance with the Subscription Agreement, both the Company and Fortune Speed acknowledged a possible reorganisation of the Target Group, whereby (i) Well Kong BVI may be replaced by a new investment holding company of which the Target Company shall own as to approximately 50%; and (ii) such new investment holding company directly or indirectly wholly-owning Well Kong HK (the “**Possible Reorganisation**”). Both parties have mutually agreed that the Possible Reorganisation will not impact the Subscription. As of the date of this announcement, no agreement or arrangement regarding the Possible Reorganisation has been finalised.

Set out below is the shareholding structure of the Target Group as at the date of this announcement:



**(i) The Fortunato Group**

The Fortunato Group consists of (a) Fortunato Investment; (b) Gold Concept; (c) Asia Image; (d) Henan Julongju Real Estate; and (e) Henan Julongwan Property Management.

***Fortunato Investment***

Fortunato Investment is an investment holding company incorporated in the BVI with limited liability. As at the date of this announcement, Fortunato Investment is wholly owned by the Target Company.

### ***Gold Concept***

Gold Concept is an investment holding company incorporated in the BVI with limited liability. As at the date of this announcement, Gold Concept is owned by Fortunato Investment, Warren Pacific Limited and Man Wah (Zhumadian) Limited (敏華(駐馬店)有限公司) as to approximately 30%, 40% and 30%, respectively.

### ***Asia Image***

Asia Image is an investment holding company incorporated in Hong Kong with limited liability. As at the date of this announcement, Asia Image is wholly owned by Gold Concept.

### ***Henan Julongju Real Estate***

Henan Julongju Real Estate is a company established in the PRC with limited liability. As at the date of this announcement, Henan Julongju Real Estate is wholly owned by Asia Image.

As at the date of this announcement, Henan Julongju Real Estate is principally engaged in property development.

### ***Henan Julongwan Property Management***

Henan Julongwan Property Management is a company established in the PRC with limited liability. As at the date of this announcement, Henan Julongwan Property Management is wholly owned by Henan Julongju Real Estate.

As at the date of this announcement, Henan Julongwan Property Management is principally engaged in property management.

## **(ii) The Well Kong Group**

The Well Kong Group consists of (a) Well Kong BVI; (b) Well Kong HK; and (c) Well Kong PRC.

### ***Well Kong BVI***

Well Kong BVI is an investment holding company incorporated in the BVI with limited liability. As at the date of this announcement, Well Kong BVI is owned by the Target Company and Spring Estate Holdings Limited as to 50% and 50%, respectively.

### ***Well Kong HK***

Well Kong HK is an investment holding company incorporated in Hong Kong with limited liability. As at the date of this announcement, Well Kong HK is wholly owned by Well Kong BVI.

### ***Well Kong PRC***

Well Kong PRC is a company established in the PRC with limited liability. As at the date of this announcement, Well Kong PRC is wholly owned by Well Kong HK.

As at the date of this announcement, Well Kong PRC is principally engaged in property development.

### **(iii) The Ricca Group**

The Ricca Group consists of (a) Ricca Investment; (b) Winnermax; (c) China Lands; (d) Join Kong; and (e) Tianjin Jianji.

#### ***Ricca Investment***

Ricca Investment is an investment holding company incorporated in the BVI with limited liability. As at the date of this announcement, Ricca Investment is wholly owned by the Target Company.

#### ***Winnermax***

Winnermax is an investment holding company incorporated in the BVI with limited liability. As at the date of this announcement, Winnermax is wholly owned by Ricca Investment.

#### ***China Lands***

China Lands is an investment holding company incorporated in Hong Kong with limited liability. As at the date of this announcement, China Lands is owned by Winnermax and Brightwood Management Limited as to approximately 55% and 45%, respectively.

#### ***Join Kong***

Join Kong is an investment holding company incorporated in Hong Kong with limited liability. As at the date of this announcement, Join Kong is wholly owned by China Lands.



### ***Tianjin Jianji***

Tianjin Jianji is a company established in the PRC with limited liability. As at the date of this announcement, Tianjin Jianji is wholly owned by Join Kong.

As at the date of this announcement, Tianjin Jianji is principally engaged in property development.

### **Financial information of the Target Group**

Set out below is the financial information extracted from (a) the unaudited combined management accounts of the Target Group for the years ended 31 December 2022 and 2023; and (b) unaudited consolidated management accounts of the Target Group for the five months ended 31 May 2024:

	<b>Year ended 31 December</b>		<b>Five months ended</b>
	<b>2022</b>	<b>2023</b>	<b>31 May</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(unaudited)	(unaudited)	(unaudited)
Revenue	61,731	47,152	10,098
Profit/(loss) before taxation	58,100	(407,205)	(1,217)
Profit/(loss) after taxation	44,082	(433,204)	(4,470)

The unaudited consolidated net liabilities of the Target Group as at 31 May 2024 amounted to approximately RMB223.6 million.

### **3. INFORMATION ABOUT THE COMPANY AND THE GROUP**

The Company is an investment holding company incorporated under the laws of the Cayman Islands with limited liability. The Group is principally engaged in property development in the PRC.

### **4. INFORMATION ABOUT FORTUNE SPEED**

Fortune Speed is an investment holding company incorporated in the BVI with limited liability. As at the date of this announcement, Fortune Speed held approximately 75.0% of the entire issued share capital of the Company and is the controlling shareholder of the Company.

As of the date of this announcement, Fortune Speed is a company wholly owned by Winnermax Management Limited, which in turn is wholly owned by Happy Family Assets Limited, a company wholly owned by East Asia International Trustees Limited. East Asia International Trustees Limited is the trustee of the Happy Family Trust, a trust established by Mr. TC Wong, who is the chairman of the Board and an executive Director. Mr. TC Wong is the settlor, the protector, and one of the beneficiaries of the Happy Family Trust. Thus, Fortune Speed is a connected person of the Company under the Listing Rules.

## **5. FINANCIAL EFFECT ARISING FROM THE SUBSCRIPTION**

Upon Completion, Fortune Speed will be interested in 99% of the enlarged issued share capital of the Target Company, and the Company's interest in the Target Company will be diluted from 100% to 1%. The Target Company will cease to be a subsidiary of the Company, and its consolidated financial results, assets, and liabilities will no longer be consolidated in the Group's consolidated financial statements.

Based on a preliminary assessment, it is estimated that the Company will record an unaudited gain from the Subscription of approximately RMB3.2 million, which represents approximately RMB221.4 million (being the net liabilities of 99% of the enlarged issued share capital of the Target Company to be held by the Group immediately prior to Completion) less (a) US\$99 (equivalent to approximately RMB716.8) (being the subscription price for the Subscription); (b) an estimated impairment loss recognised on the receivables due from the Target Group of approximately RMB203.5 million; (c) the recognition of the fair value of a guarantee arrangement with an associate of the Group of approximately RMB13.4 million; and (d) the estimated cost to be incurred of approximately RMB1.3 million.

The actual gain as a result of the Subscription to be recorded by the Company is subject to a final audit to be performed by the Company's auditors.

As the Target Company would only receive a minimal subscription price with respect to the Subscription, it is expected that the Company would not receive any material sale proceeds.

## **6. REASONS FOR AND BENEFITS OF THE SUBSCRIPTION**

As set out in the 2023 Annual Results Announcement, it was highlighted that the real estate industry has undergone profound changes but is still facing considerable challenges. After an assessment conducted by an independent professional valuer, it has been determined that the fair value of the property projects under the Target Group has significantly declined. As a result, there has been a substantial impairment of approximately RMB132.8 million and RMB238.3 million for the property projects held by the Group's subsidiaries and associates, respectively, during the year ended 31 December 2023. Given the challenging real estate market in

the PRC and the types of property projects within the Target Group, the Directors anticipate a continued depreciation in the fair value of the property projects. Therefore, the Board believes that the Subscription would be advantageous to the Group, as it would improve its return on assets and mitigate its exposure to risk in the Target Group by means of a deemed disposal through the Subscription, while also maintaining nominal interests in the Target Group.

Considering that the unfavourable real estate market is likely to persist and have more and more negative impact on the properties held by the Group, including the Target Group, it is critical for the Group to strive to seek proper actions to cope with the challenges. The Board is of the view that the Group should consolidate its resources by focusing on the development and sale of property projects that have better returns.

Taking into account of the above factors, the Directors (excluding the independent non-executive Directors who will express their opinion after considering the advice from the Independent Financial Adviser) believe the entering into the Subscription Agreement is not in the ordinary and usual course of business of the Group, but the terms thereof are fair and reasonable and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

## **7. LISTING RULES IMPLICATIONS**

Upon Completion, the Target Company will cease to be a subsidiary of the Company. Thus, the Subscription constitutes a deemed disposal of the Target Company by the Company under Rule 14.29 of the Listing Rules.

As one of the applicable percentage ratios for the Subscription is more than 25% but less than 75%, the Subscription constitutes a major transaction for the Company under Chapter 14 of the Listing Rules. Accordingly, the Subscription is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, Fortune Speed held approximately 75% of the entire issued share capital of the Company and is the controlling shareholder of the Company. Fortune Speed is beneficially owned by East Asia International Trustees Limited, which is the trustee of the Happy Family Trust, a trust established by Mr. TC Wong, who is the chairman of the Board and an executive Director. Mr. TC Wong is the settlor, the protector and one of the beneficiaries of the Happy Family Trust. Thus, Fortune Speed is a connected person of the Company under the Listing Rules. Accordingly, the Subscription constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement, circular and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **8. THE EGM**

The EGM will be convened for the Independent Shareholders to consider and, if thought fit, to approve, among other things, the Subscription Agreement and the transactions contemplated thereunder.

As at the date of this announcement, Fortune Speed, which held 562,500,000 Shares, representing approximately 75.0% of the entire issued share capital of the Company, shall abstain from voting on the resolutions to approve the Subscription Agreement and the transactions contemplated thereunder at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save as disclosed above, as at the date of this announcement, no other Shareholders is required to abstain from voting on the resolution in respect of the Subscription Agreement and the transactions contemplated thereunder at the EGM.

### **GENERAL**

As at the date of this announcement, Mr. Lau Ka Keung, an executive Director, is the spouse of Ms. Wong Wai Ling, who is one of the beneficiaries of the Happy Family Trust. Therefore Mr. Lau Ka Keung is deemed to be interested in the Shares held by the Happy Family Trust.

As such, each of Mr. TC Wong and Mr. Lau Ka Keung has abstained from voting on the Board resolutions approving the Subscription Agreement and the transactions contemplated thereunder. Save as the above, none of the Directors has material interest in the transactions contemplated under the Subscription Agreement or is required to abstain from voting on the Board resolutions in relation to the transactions contemplated under the Subscription Agreement.

The Independent Board Committee, comprising the independent non-executive Directors, has been established to advise the Independent Shareholders regarding the Subscription Agreement and the transactions contemplated thereunder. The Company has appointed the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, (i) a letter from the Board setting out further details of the Subscription Agreement; (ii) the recommendation of the Independent Board Committee; (iii) the advice from the Independent Financial Adviser; and (iv) the notice convening the EGM is expected to be despatched to the Shareholders on or before 22 July 2024.

**Shareholders and potential investors of the Company should note that Completion is subject to the satisfaction of the conditions precedent as set out in the Subscription Agreement. Therefore, the Subscription may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in securities of the Company, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.**

## **DEFINITIONS**

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

“2023 Annual Results Announcement”	the annual results announcement of the Company for the year ended 31 December 2023
“Asia Image”	Asia Image (H.K.) Limited, a company incorporated in Hong Kong with limited liability and a member of the Fortunato Group
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“China Lands”	China Lands Investments Limited, a company incorporated in Hong Kong with limited liability and a member of the Ricca Group
“Company”	Million Cities Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2892)
“Completion”	completion of the Subscription pursuant to the terms of the Subscription Agreement
“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
“EGM”	the extraordinary general meeting to be held to approve, among other things, the Subscription Agreement and the transactions contemplated thereunder

“Fortunato Group”	collectively, (a) Fortunato Investment; (b) Gold Concept; (c) Asia Image; (d) Henan Julongju Real Estate; and (e) Henan Julongwan Property Management
“Fortunato Investment”	Fortunato Investment Company Limited, a company incorporated in the BVI with limited liability and a member of the Fortunato Group
“Fortune Speed”	Fortune Speed Investments Limited, a company incorporated in the BVI with limited liability. Fortune Speed is a company wholly owned by Winnermax Management Limited, which is in turn wholly owned by Happy Family Assets Limited, a company wholly owned by East Asia International Trustees Limited. East Asia International Trustees Limited is the trustee of the Happy Family Trust, a trust established by Mr. TC Wong, the chairman of the Board and an executive Director, as the settlor, the protector and one of the beneficiaries of the Happy Family Trust
“Gold Concept”	Gold Concept Development Limited, a company incorporated in the BVI with limited liability and a member of the Fortunato Group
“Group”	the Company and its subsidiaries
“Happy Family Trust”	a trust established on 1 June 2015 by Mr. TC Wong (as the settlor, the protector and one of the beneficiaries of the Happy Family Trust) and East Asia International Trustees Limited, an independent trustee incorporated in the BVI (as the trustee) for the benefit of certain family members of Mr. TC Wong
“Henan Julongju Real Estate”	河南聚龍居置業有限公司 (Henan Julongju Real Estate Company Limited*), a company established in the PRC with limited liability and a member of the Fortunato Group
“Henan Julongwan Property Management”	河南聚龍灣物業管理有限公司 (Henan Julongwan Property Management Company Limited*), a company established in the PRC with limited liability and a member of the Fortunato Group
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee, comprising all independent non-executive Directors, formed to advise the Independent Shareholders in respect of the Subscription Agreement and the transactions contemplated thereunder

“Independent Financial Adviser”	Silverbricks Securities Co. Limited, a licensed corporation to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), which has been appointed as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Subscription Agreement and the transactions contemplated thereunder
“Independent Shareholders”	the Shareholders who are not required to abstain from voting at the EGM on the resolution in respect of the Subscription Agreement and the transactions contemplated thereunder
“Join Kong”	Join Kong (H.K.) Limited, a company incorporated in Hong Kong with limited liability and a member of the Ricca Group
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	the last day of the six-month period after the date of the Subscription Agreement (or such later date as the parties to the Subscription Agreement may agree in writing)
“Mr. TC Wong”	Mr. Wong Ting Chung, the chairman of the Board, an executive Director and one of the controlling shareholders of the Company, who is the settlor, the protector and one of the beneficiaries of the Happy Family Trust
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Ricca Group”	collectively, (a) Ricca Investment; (b) Winnermax; (c) China Lands; (d) Join Kong, and (e) Tianjin Jianji
“Ricca Investment”	Ricca Investment Company Limited, a company incorporated in the BVI with limited liability and a member of the Ricca Group
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



“Subscription”	the allotment and issuance of the Subscription Shares by the Target Company to Fortune Speed under the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 28 June 2024 and entered into between the Company (as warrantor), Fortune Speed (as subscriber) and the Target Company in relation to the Subscription
“Subscription Shares”	99 new shares of the Target Company to be allotted and issued to Fortune Speed pursuant to the terms and conditions of the Subscription Agreement
“Target Company”	Brillant Avenir Investment Company Limited, a company incorporated in the BVI with limited liability, a wholly-owned subsidiary of the Company as at the date of this announcement
“Target Group”	collectively, the Target Company and the companies comprising each of the Fortunato Group, the Well Kong Group and the Ricca Group
“Tianjin Jianji”	萬城建基置業(天津)有限公司 (Million Cities Jianji Real Estate (Tianjin) Company Limited*), a company established in the PRC with limited liability and a member of the Ricca Group
“US\$”	the United States dollars, the lawful currency of the United States of America
“Well Kong BVI”	Well Kong Investments Limited, a company incorporated in the BVI with limited liability and a member of the Well Kong Group
“Well Kong Group”	collectively, (a) Well Kong BVI; (b) Well Kong HK; and (c) Well Kong PRC
“Well Kong HK”	Well Kong (H.K.) Limited, a company incorporated in Hong Kong with limited liability and a member of the Well Kong Group
“Well Kong PRC”	惠州惠港置業有限公司 (Huizhou Well Kong Real Estate Company Limited*), a company established in the PRC with limited liability and a member of the Well Kong Group



“Winnermax” Winnermax Holdings Limited, a company incorporated in the BVI with limited liability and a member of the Ricca Group

“%” per cent.

By Order of the Board  
**Million Cities Holdings Limited**  
**Wong Ting Chung**  
*Chairman & executive Director*

Hong Kong, 28 June 2024

*For the purpose of this announcement, unless otherwise specified, conversions of US\$ into RMB are based on the approximately exchange rate of US\$1 to RMB7.24.*

*As at the date of this announcement, the chairman and executive Director is Mr. Wong Ting Chung; the other executive Directors are Mr. Lau Ka Keung and Mr. Li Wa Tat, Benedict; and the independent non-executive Directors are Mr. Ip Shu Kwan, Stephen, Mr. Li Yinquan and Mr. Chan Hiu Fung, Nicholas.*