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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: 0124)

Announcement
Connected Transaction
relating to the sale of the Property Unit

On 3 December 2019, the Vendor and the Purchaser entered into the Agreement, pursuant to which the Vendor agreed to sell and the Purchaser agreed to purchase the Property Unit.

LISTING RULES IMPLICATIONS

According to Rule 14A.07 of the Listing Rules, the Purchaser is an Executive Director and the Chief Executive Officer of the Company, and hence a connected person of the Company. The Vendor is an indirect wholly-owned subsidiary of the Company. Accordingly, the transaction contemplated under the Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Connected Transaction exceeds 0.1% but all of the applicable percentage ratios do not exceed 5%, the Connected Transaction is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but is exempt from independent Shareholders' approval.

THE DISPOSAL

On 3 December 2019, the Vendor and the Purchaser entered into the Agreement, pursuant to which the Vendor agreed to sell and the Purchaser agreed to purchase the Property Unit under the GDH City Project located in Luohu District, Shenzhen City, the PRC, for commercial use.

The Agreement

The salient terms of the Agreement are set out below:-

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| Date | : | 3 December 2019 |
| Parties | : | (a) the Vendor (b) the Purchaser |
| Property Unit | : | A commodity premise, which is for commercial use, of Yuecai City under the GDH City Project. Its address is Room 101, Block 1, Yuecai City, Taibai Road, Dongxiao Street, Luohu District, Shenzhen City |
| Gross floor area | : | Approximately 78.16 sq. m. |
| Consideration | : | RMB4,638,351 (equivalent to approximately HK\$5,172,000), which has been fully paid as at the date of the Agreement |
| Completion | : | The Vendor shall deliver the Property Unit to the Purchaser by 12 August 2021 |

Basis of Determination of the Consideration

The Consideration of the Agreement represented the price of the Property Unit quoted on the public price list of Yuecai City under the GDH City Project. The price was arrived at arm's length negotiation with the Purchaser. The property price in the price list was determined based on the differences in nature of uses of each unit of Yuecai City; differences in the size, unit type, orientation, views and floor and other factors of individual units; impact from different adverse factors (such as road noise, proximity to the transformer station, etc.); and by reference to the prices of same grade properties in the same district, and the overall market price.

INFORMATION ON THE PROPERTY UNIT

The GDH City Project, a property development project of the Group located in Luohu District, Shenzhen City, the PRC. The total site area amounts to approximately 66,526 sq. m., and the gross floor area included in the calculation of the plot ratio amounts to approximately 432,051 sq. m. In addition, an underground area of 30,000 sq. m. could be developed for commercial use. It is a multi-functional commercial complex with the jewellery as the main theme. The GDH City Project are developed and constructed by the Vendor. The property units of Yuecai City under the GDH City Project, including business apartment, office premises and commercial units, are all intended for sale upon completion. The Property Unit is one of the commodity premises of Yuecai City.

REASONS FOR AND BENEFITS OF THE DISPOSAL

On 31 October 2019, the unaudited carrying value of the Property Unit in the Group's unaudited consolidated balance sheet was approximately RMB1,380,000 (equivalent to approximately HK\$1,539,000). Upon completion of the Disposal, it is expected that the Group will record a gain before tax of approximately RMB2,464,000 (equivalent to approximately HK\$2,747,000) (after deducting estimated cost of sales, value-added tax directly attributable to the sale, other taxes and surcharges, and sales commissions, subject to audit).

The sales proceeds arising from the Disposal will be used as the working capital of the Group or finance the development of the GDH City Project.

As engaging in property development and sale is a core business of the Vendor, the Disposal is in the ordinary course of the business of the Group.

The Purchaser, being a Director who is considered to have a material interest in the Connected Transaction, has abstained from voting on the relevant Board resolutions to approve the entering into of the Agreement and the Connected Transaction. Save as the abovementioned Director, no Directors had a material interest in the Connected Transaction or abstained from voting on the said Board resolutions.

The Directors (including the independent non-executive Directors) consider that the Connected Transaction (a) the terms of which are fair and reasonable; (b) is in the ordinary and usual course of business of the Group and on normal commercial terms or better to the Group; and (c) is in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE GROUP AND THE VENDOR

The Group is principally engaged in property development and investment. The Vendor, an indirect wholly-owned subsidiary of the Company, is principally engaged in the development of the GDH City Project.

LISTING RULES IMPLICATIONS

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As one of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Connected Transaction exceeds 0.1% but all of the applicable percentage ratios do not exceed 5%, the Connected Transaction is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but is exempt from independent Shareholders' approval.

DEFINITIONS

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

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| “Agreement” | the Shenzhen Real Estate Sale and Purchase Agreement (《深圳市房地產買賣合同》) entered into between the Vendor and the Purchaser in respect of sale and purchase of the Property Unit (for the salient terms of the Agreement, please refer to the information as set out in the section headed “The Agreement” in this announcement) |
| “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 and the shares of which are listed on the Main Board of the Stock Exchange |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Connected Transaction” | the transaction contemplated under the Agreement, which constitutes a connected transaction of the Company |
| “Consideration” | the consideration payable by the Purchaser to the Vendor pursuant to the Agreement |
| “Director(s)” | the director(s) of the Company |
| “Disposal” | the sale of the Property Unit from the Vendor to the Purchaser pursuant to the Agreement |
| “GDH City Project” | the development project of a multi-functional commercial complex with the jewellery as the main theme (for details, please refer to the circular of the Company dated 22 June 2016), which is a marketing name used by the Group for promoting the Buxin Project |
| “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 |
| “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 and, for the purpose of this announcement, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan |

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| “Property Unit” | one of the commodity premises of Yuecai City under the GDH City Project, of which the Vendor agreed to sell and the Purchaser agreed to purchase under the Agreement (for details of the Property Unit, please refer to the information as set out in the section headed “The Agreement” in this announcement) |
| “Purchaser” | Ms. ZHAO Chunxiao, an Executive Director and the Chief Executive Officer of the Company, being a connected person of the Company |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Shareholder(s)” | the shareholder(s) of the Company |
| “sq. m.” | square meter(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Vendor” | 粵海置地（深圳）有限公司 (Guangdong Land (Shenzhen) Limited), a company established in the PRC with limited liability, an indirect wholly-owned subsidiary of the Company and the developer of the GDH City Project |
| “%” | 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.

For the purpose of this announcement, unless otherwise specified, conversion of Renminbi, the lawful currency of the PRC, into Hong Kong dollars, the lawful currency of Hong Kong, is based on the approximate exchange rate of HK\$1 to RMB0.8969. No representation is made that any amount in HK\$ and RMB could be converted at such rate.

By Order of the Board
Guangdong Land Holdings Limited
HOU Wailin
Chairman

Hong Kong, 3 December 2019

As at the date of this announcement, the Board comprises one Non-Executive Director, namely Mr. HOU Wailin; four Executive Directors, namely Ms. ZHAO Chunxiao, Mr. LI Wai Keung, Mr. WU Mingchang and Ms. ZHU Guang; and three Independent Non-Executive Directors, namely Mr. Alan Howard SMITH, Mr. Felix FONG Wo and Mr. Vincent Marshall LEE Kwan Ho.