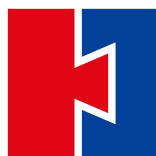


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**HJ Capital (International) Holdings Company Limited**  
**華金國際資本控股有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 982)**

## **CONNECTED TRANSACTION CUSTOMER THANKFUL MONTH COOPERATION AGREEMENTS**

References are made to the announcement and circular of the Company dated 19 March 2019 and 13 June 2019, respectively, in relation to the Property Lease Framework Agreement.

On 6 December 2019 (after trading hours), Management Company (Sheraton Hotel) entered into Customer Thankful Month Cooperation Agreement-1 with Huajun Property Development and the Customer Thankful Month Cooperation Agreement-2 with Zhuhai Aohua, respectively. Pursuant to the Customer Thankful Month Cooperation Agreements, the Service Recipients shall purchase from Management Company (Sheraton Hotel) vouchers of accommodation and catering services to be used by 31 December 2019, for a total amount of RMB678,000 (service charge and tax inclusive) (equivalent to approximately HKD755,263) and RMB922,000 (service charge and tax inclusive) (equivalent to approximately HKD1,027,069), respectively.

During the 12-month period prior to entering into the Customer Thankful Month Cooperation Agreements, each of the hotels managed by Management Company as service providers provided certain accommodation, catering services and related services to certain members of the Huafa Group (excluding our Group) pursuant to the Previous Arrangements. Upon Management Company (Sheraton Hotel) entering into the Customer Thankful Month Cooperation Agreements, the service fees receivable by Management Company when aggregated with the service fees received or receivable by the Group as a whole under the Previous Arrangements during the 12-month period, will be in excess of HKD3,000,000.

\* For identification purposes only

As each of the service recipients under the Previous Arrangements and the Service Recipients is an indirect subsidiary of Zhuhai Huafa, an indirect controlling shareholder of the Company interested in approximately 36.88% of the total issued share capital of the Company, therefore, each of them is a connected person of the Company pursuant to Chapter 14A of the Listing Rules and all transactions contemplated by each of the Previous Arrangements and the Customer Thankful Month Cooperation Agreements constitute connected transactions of the Company.

All Previous Arrangements and the Customer Thankful Month Cooperation Agreements individually constitutes a connected transaction of the Company and is fully exempt from reporting, announcement, circular (including independent financial advice) and Shareholders' approval requirements. However, as the Previous Arrangements and the Customer Thankful Month Cooperation Agreements have been entered into by the Group with members of the Huafa Group within a 12-month period and are of similar nature, i.e. in relation to provision of accommodation, catering services and other related services, the transactions contemplated thereunder shall be aggregated as if they were one transaction pursuant to Rule 14A.81 of the Listing Rules. Since all applicable percentage ratios in respect of the Previous Arrangements and the Customer Thankful Month Cooperation Agreements in aggregate are less than 25% and the aggregate service fees are less than HKD10,000,000, the entering into of the Customer Thankful Month Cooperation Agreements is subject to the reporting and announcements requirements but is exempt from the circular (including independent financial advice) and Shareholders' approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

## **CUSTOMER THANKFUL MONTH COOPERATION AGREEMENTS**

### **Customer Thankful Month Cooperation Agreement-1**

#### **Date**

6 December 2019 (after trading hours)

#### **Parties**

(a) Management Company (Sheraton Hotel)

(b) Huajun Property Development

#### **Services to be provided**

Management Company (Sheraton Hotel) agreed to provide, and Huajun Property Development agreed to accept, the vouchers of accommodation and catering services to be used by 31 December 2019.

## **Service Fee**

For Customer Thankful Month Cooperation Agreement-1, the service fee shall be RMB678,000 (service charge and tax inclusive) (equivalent to approximately HKD755,263). Full payment shall be paid within 15 working days upon signing of the Customer Thankful Month Cooperation Agreement-1, which is neither refundable nor transferrable.

The service fees were determined by the Parties on arm's length basis with reference to comparable market practice for fees payable under Customer Thankful Month Cooperation Agreement-1.

## **Termination**

Neither Party shall have the right to terminate the Customer Thankful Month Cooperation Agreement-1.

## **Customer Thankful Month Cooperation Agreement-2**

### **Date**

6 December 2019 (after trading hours)

### **Parties**

- (a) Management Company (Sheraton Hotel)
- (b) Zhuhai Aohua

### **Service to be provided**

Management Company (Sheraton Hotel) agreed to provide, and Zhuhai Aohua agreed to accept, the vouchers of accommodation and catering services to be used by 31 December 2019.

## **Service Fee**

For Customer Thankful Month Cooperation Agreement-2, the service fee shall be RMB922,000 (service charge and tax inclusive) (equivalent to approximately HKD1,027,069). Full payment shall be paid within 15 working days upon signing of the Customer Thankful Month Cooperation Agreement-2, which is neither refundable nor transferrable.

The service fees were determined by the Parties on arm's length basis with reference to comparable market practice for fees payable under Customer Thankful Month Cooperation Agreement-2.

## **Termination**

Neither Party shall have the right to terminate the Customer Thankful Month Cooperation Agreement-2.

## **Identical terms**

Saved and except for the parties and the service fee, all other terms of Customer Thankful Month Cooperation Agreement-1 and Customer Thankful Month Cooperation Agreement-2 are identical.

## **Previous arrangements**

The service fees were determined by each of the hotels managed by Management Company on arm's length basis with reference to comparable market practice for fees payable under each of the individual agreement.

## **INFORMATION ON THE GROUP, THE MANAGEMENT COMPANY AND THE MANAGEMENT COMPANY (SHERATON HOTEL)**

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of financial advisory services, securities underwriting and consultancy, securities and futures brokerage, equity research business, money lending business, hotel services, hotel management and advisory services, and consultancy services in relation to convention and event planning.

Management Company is an indirect wholly-owned subsidiary of the Company, whose scope of business includes, inter alia, hotel, resort and high-end apartment management; hotel management consultancy; business information consultancy (other than financial consultancy); hotel marketing services; leasing; equipment rental; conferences services; reservation services; branding and marketing; business management and vocational training; and celebration and event services.

Management Company (Sheraton Hotel) is a hotel located at 1663 Yin Wan Road, Wanzai, Xiang Zhou District, Zhuhai 519000 China and a branch office of Management Company.

## **INFORMATION ON ZHUHAI HUAFA AND THE SERVICE RECIPIENTS**

Huajun Property Development is a company established under the laws of the PRC, and an indirect subsidiary of Zhuhai Huafa, whose scope of business includes, inter alia, property leasing, property management, real estate, commerce, real estate development, urban renewal and subsidized housing construction.

Zhuhai Aohua is a company established under the laws of the PRC, and an indirect subsidiary of Zhuhai Huafa, whose scope of business includes, inter alia, property development.

Zhuhai Huafa is an investment holding company and an indirect controlling shareholder of the Company interested in approximately 36.88% of the total issued share capital of the Company, therefore, both Huajun Property Development and Zhuhai Aohua, being indirect subsidiaries of Zhuhai Huafa, are connected persons of the Company pursuant to Rule 14A.07 of the Listing Rules.

## **REASONS FOR ENTERING INTO THE CUSTOMER THANKFUL MONTH COOPERATION AGREEMENTS AND THE PREVIOUS ARRANGEMENTS**

Each hotel managed by Management Company provides quality hotel accommodation, catering and related services. They are located near to the convention and exhibition centre, which Huafa Group companies could arrange accommodation and related services to the performers and staff members of the relevant events in an easier manner. Having the favourable geographical location, well-equipped facilities and high-quality services, the services provided by each hotel managed by Management Company matches with the business needs of Huafa Group companies.

### **LISTING RULES IMPLICATION**

During the 12-month period prior to entering into the Customer Thankful Month Cooperation Agreements, each of the hotels managed by the Management Company as service providers provided certain accommodation, catering services and related services to certain members of the Huafa Group (excluding our Group) pursuant to the Previous Arrangements. Upon the Management Company (Sheraton Hotel) entering into the Customer Thankful Month Cooperation Agreements, the service fees receivable by the Management Company when aggregated with the service fees received or receivable by the Group as a whole under the Previous Arrangements during the 12-month period, will be in excess of HKD3,000,000.

As each of the service recipients under the Previous Arrangements and the Service Recipients is an indirect subsidiary of Zhuhai Huafa, an indirect controlling shareholder of the Company interested in approximately 36.88% of the total issued share capital of the Company, therefore each of them is a connected person of the Company pursuant to Chapter 14A of the Listing Rules and all transactions contemplated by each of the Previous Arrangements and the Customer Thankful Month Cooperation Agreements constitute connected transactions of the Company.

All Previous Arrangements and the Customer Thankful Month Cooperation Agreements individually constitutes a connected transaction of the Company and is fully exempt from reporting, announcement, circular (including independent financial advice) and Shareholders' approval requirements. However, as the Previous Arrangements and the Customer Thankful Month Cooperation Agreements have been entered into by the Group with members of the Huafa Group within a 12-month period and are of similar nature, i.e. in relation to the provision of accommodation, catering services and other related services, the transactions contemplated thereunder shall be aggregated as if they were one transaction pursuant to Rule 14A.81 of the Listing Rules. Since all applicable percentage ratios in respect of the Previous Arrangements and the Customer Thankful Month Cooperation Agreements in aggregate are less than 25% and the aggregate service fees are less than HKD10,000,000, the entering into of the Customer Thankful Month Cooperation Agreements is subject to the reporting and announcements requirements but is exempt from the circular (including independent financial advice) and Shareholders' approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

The Directors (including the independent non-executive Directors) have confirmed that the terms of the Customer Thankful Month Cooperation Agreements and the individual agreement of each of the Previous Arrangements are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

## **GENERAL INFORMATION**

All executive Directors and Ms. Zhang Kuihong, the non-executive Director, are directors and/or senior management of Zhuhai Huafa and are therefore deemed to have material interests in the transactions under the Customer Thankful Month Cooperation Agreements and the Previous Arrangements, and have abstained from voting on the relevant Board resolutions. Other than those Directors mentioned above, none of the other Directors has or is deemed to have a material interest in the transactions under the Customer Thankful Month Cooperation Agreements and the Previous Arrangements.

## **DEFINITIONS**

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

“Board”	the board of Directors
“Company”	HJ Capital (International) Holdings Company Limited (華金國際資本控股有限公司*), a company incorporated in Bermuda with limited liability, the shares of which are listed and traded on the Main Board of the Stock Exchange (Stock code: 982)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Customer Thankful Month Cooperation Agreements”	Customer Thankful Month Cooperation Agreement-1 and Customer Thankful Month Cooperation Agreement-2
“Customer Thankful Month Cooperation Agreement-1”	the Customer Thankful Month Cooperation Agreement-1 dated 6 December 2019 and entered into between Management Company (Sheraton Hotel) and Huajun Property Development for the provision by Management Company (Sheraton Hotel) of accommodation and catering services
“Customer Thankful Month Cooperation Agreement-2”	the Customer Thankful Month Cooperation Agreement-2 dated 6 December 2019 and entered into between Management Company (Sheraton Hotel) and Zhuhai Aohua for the provision by the Management Company (Sheraton Hotel) of accommodation and catering services
“Directors”	the directors of the Company

“Group”	the Company and its subsidiaries from time to time
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Huafa Group”	Zhuhai Huafa and its subsidiaries from time to time
“Huajun Property Development”	Zhuhai Huajun Property Development Company Limited (珠海華郡房產開發有限公司), a company established under the laws of the PRC, and an indirect subsidiary of Zhuhai Huafa
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Management Company”	Zhuhai Hengqin New Area Huajin International Hotel Management Company Limited* (珠海市橫琴新區華金國際酒店管理有限公司), a company established under the laws of the PRC, and an indirect wholly-owned subsidiary of the Company
“Management Company (Sheraton Hotel)”	Zhuhai Hengqin New Area Huajin International Hotel Management Company Limited (Sheraton Hotel) (珠海市橫琴新區華金國際酒店管理有限公司喜來登酒店*), a company established under the laws of the PRC, and an indirect wholly-owned subsidiary of the Company
“Parties”	the parties to the Customer Thankful Month Cooperation Agreements, and “Party” means any one of them
“Previous Arrangements”	17 previous arrangements between each of the hotels managed by Management Company as service providers with certain members of Huafa Group prior to entering into the Customer Thankful Month Cooperation Agreements, for the provision of accommodation, catering services and other services
“Property Lease Framework Agreement”	the property lease framework agreement dated 19 March 2019 entered into between Management Company and Zhuhai SZM CBD Construction Holding Co. Ltd. (珠海十字門中央商務區建設控股有限公司) in relation to the lease of the Target Property by Management Company from Zhuhai SZM CBD Construction Holding Co. Ltd.
“RMB”	Renminbi, the lawful currency of the PRC
“Service Recipients”	Huajun Property Development and Zhuhai Aohua
“Shareholders”	shareholders of the Company



“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Property”	Huafa Place (華發行政公寓) and Sheraton Zhuhai Hotel (珠海華發喜來登酒店), a hotel located at 1663 Yin Wan Road, Wanzai, Xiang Zhou District, Zhuhai 519000 China
“Zhuhai Aohua”	Zhuhai Aohua Corporate Management Consultancy Company Limited (珠海奧華企業管理諮詢有限公司), a company established under the laws of the PRC, and an indirect subsidiary of Zhuhai Huafa
“Zhuhai Huafa”	Zhuhai Huafa Group Company Limited (珠海華發集團有限公司), a state-owned enterprise wholly-owned by Zhuhai State-owned Asset Supervision and Administration Commission and a controlling shareholder of the Company

*In this announcement, for the purpose of illustration only, amounts quoted in RMB have been converted into HKD at the rate of HKD1.00 to RMB0.8977. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.*

By order of the Board  
**HJ Capital (International) Holdings Company Limited**  
**Li Guangning**  
*Chairman*

Hong Kong, 6 December 2019

*As at the date of this announcement, the Board comprises Mr. Li Guangning (Executive Director and Chairman), Mr. Xie Wei (Executive Director and Chief Executive Officer), Ms. Guo Jin (Executive Director) and Mr. Tze Kan Fat (Executive Director); Ms. Zhang Kuihong and Mr. Shong Hugo (all being Non-executive Directors); Dr. Chen Jieping, Dr. Sun Mingchun and Mr. Tse Yung Hoi (all being Independent Non-executive Directors).*

\* *for identification purpose only*