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## **GOLDEN EAGLE RETAIL GROUP LIMITED**

**金鷹商貿集團有限公司**

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

**(Stock Code: 3308)**

### **CONTINUING CONNECTED TRANSACTIONS:**

- (i) 2023 MASTER PROPERTY MANAGEMENT SERVICES AGREEMENT;**
- (ii) 2023 PROJECT MANAGEMENT SERVICES AGREEMENT;**
- (iii) 2023 DECORATION SERVICES AGREEMENT;**
- (iv) 2023 JINQIAO MARKET MANAGEMENT AGREEMENT; AND**
- (v) 2023 MASTER CAR PARK LEASE AGREEMENT**

#### **2023 MASTER PROPERTY MANAGEMENT SERVICES AGREEMENT**

Since the 2020 Master Property Management Services Agreement will expire on 31 December 2022, Golden Eagle (China) and the Property Management Services Providers entered into the 2023 Master Property Management Services Agreement on 29 November 2022, pursuant to which Golden Eagle (China) agrees to engage, and Property Management Services Providers agree to provide, or arrange their subsidiaries to provide, property management services to the various stores and operations operated by Golden Eagle (China) or its subsidiaries, including but not limited to retail stores, convenient stores, hotel, offices and residential units, for a term commencing from 1 January 2023 to 31 December 2025.

#### **2023 PROJECT MANAGEMENT SERVICES AGREEMENT**

Since the 2020 Project Management Services Agreement will expire on 31 December 2022, Golden Eagle (China) and Golden Eagle International Group entered into the 2023 Project Management Services Agreement on 29 November 2022, pursuant to which Golden Eagle International Group has agreed to provide project management services to Golden Eagle (China), including, inter alia, project design, purchase of building materials, construction of the Group's new stores, costs control and construction contracts management, for a term commencing from 1 January 2023 to 31 December 2025.

#### **2023 DECORATION SERVICES AGREEMENT**

Since the 2020 Decoration Services Agreement will expire on 31 December 2022, Golden Eagle (China) and Golden Eagle Construction Work entered into the 2023 Decoration Services Agreement on 29 November 2022 to extend the service period for a term of 3 years commencing from 1 January 2023 to 31 December 2025, pursuant to which Golden Eagle Construction Work shall provide decoration services to the existing and new stores of the Group.

## **2023 JINQIAO MARKET MANAGEMENT AGREEMENT**

Since the 2020 Jinqiao Market Management Agreement will expire on 31 December 2022, Golden Eagle (China) on one hand, and Nanjing Jinqiao Market and Nanjing Jinqiao Lighting Market on the other hand, entered into the 2023 Jinqiao Market Management Agreement on 29 November 2022, pursuant to which Golden Eagle (China) shall provide management services for the daily operation of the Jinqiao Markets for a term commencing from 1 January 2023 to 31 December 2025.

## **2023 MASTER CAR PARK LEASE AGREEMENT**

Since the 2020 Master Car Park Lease Agreement will expire on 31 December 2022, Golden Eagle (China) and Golden Eagle International Group entered into the 2023 Master Car Park Lease Agreement on 29 November 2022, pursuant to which Golden Eagle (China) has agreed to lease to Golden Eagle International Group or its subsidiaries various car parks owned by Golden Eagle (China) or its subsidiaries located in various parts of the PRC for a term commencing from 1 January 2023 or the date on which the relevant parties have entered into formal leasing agreement under the 2023 Master Car Park Lease Agreement from time to time (whichever is the later) until 31 December 2025.

## **IMPLICATIONS UNDER THE LISTING RULES**

Each of the GEICO Parties, being (i) Golden Eagle International Group; (ii) Golden Eagle International Industry; (iii) Golden Eagle Construction Work; (iv) Nanjing Jinqiao Market; and (v) Nanjing Jinqiao Lighting Market is an indirect wholly-owned subsidiary of GEICO, a controlling shareholder of the Company. As such, the above companies are the associates of GEICO and are thus the connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the entering into of the abovementioned agreements constituted continuing connected transactions for the Company.

The Directors anticipated that (i) the amount of fees payable under each of the 2023 Master Property Management Services Agreement, the 2023 Project Management Services Agreement and the 2023 Decoration Services Agreement; and (ii) the amount of rentals to be received under the 2023 Master Car Park Lease Agreement for each of the three years ending 31 December 2025 calculated on an annual basis represents more than 0.1% but less than 5% of the applicable percentage ratios (as defined in the Listing Rules). As such, the entering into of the 2023 Master Property Management Services Agreement, the 2023 Project Management Services Agreement, the 2023 Decoration Services Agreement and the 2023 Master Car Park Lease Agreement and the transactions contemplated thereunder are subject to announcement, reporting and annual review requirements but are exempt from the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

The Directors anticipated that the amount of management fees to be received under the 2020 Street Shop Management Agreement and the 2023 Jinqiao Market Management Agreement calculated on an aggregate and annual basis with reference to the annual caps available represent more than 0.1% but less than 5% of the applicable percentage ratios. Accordingly, the entering into of the 2023 Jinqiao Market Management Agreement and the transactions contemplated thereunder are subject to announcement, reporting and annual review requirements but are exempt from the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

# **(1) 2023 MASTER PROPERTY MANAGEMENT SERVICES AGREEMENT DATED 29 NOVEMBER 2022**

## **Parties**

Property Management Services Engagement Party:	金鷹國際商貿集團(中國)有限公司 (Golden Eagle International Retail Group (China) Co., Ltd.), an indirect wholly-owned subsidiary of the Company
Property Management Services Providers:	南京金鷹國際集團有限公司 (Nanjing Golden Eagle International Group Co., Ltd.) and 南京金鷹國際實業有限公司 (Nanjing Golden Eagle International Industry Co, Ltd.), both being the indirect wholly-owned subsidiaries of GEICO

## **Background and material terms**

Since the 2020 Master Property Management Services Agreement will expire on 31 December 2022, Golden Eagle (China) and the Property Management Services Providers entered into the 2023 Master Property Management Services Agreement on 29 November 2022, pursuant to which Golden Eagle (China) agrees to engage, and Property Management Services Providers agree to provide, or arrange their subsidiaries to provide, property management services to the various stores and operations operated by Golden Eagle (China) or its subsidiaries, including but not limited to retail stores, convenient stores, hotel, offices and residential units.

The property management services include but not limited to provision of property (interior) maintenance, cleaning, environmental and greenery services.

Each of the respective relevant subsidiaries of Golden Eagle (China) and Property Management Services Providers or their subsidiaries will enter into individual detailed implementation agreements from time to time with reference to the specific requirements of each store.

## **Term of the 2023 Master Property Management Services Agreement**

The term of the 2023 Master Property Management Services Agreement shall be 3 years commencing from 1 January 2023 to 31 December 2025.

## **Condition precedent**

The 2023 Master Property Management Services Agreement is conditional upon all the requirements and approvals required under the Listing Rules having been complied with and obtained. The 2023 Master Property Management Services Agreement may be further revised should there be any amendment to the Listing Rules, including without limitation, any requirements relating to the pricing policy of continuing connected transactions.

## **Consideration**

Pursuant to the 2023 Master Property Management Services Agreement, Golden Eagle (China) or its relevant subsidiaries shall pay to Property Management Services Providers or their relevant subsidiaries a fee equivalent to the actual costs incurred by the relevant Property Management Services Provider or the relevant subsidiary plus a mark-up of 10%. Golden Eagle (China) or the relevant subsidiary shall pay the property management fee in respect of the immediately preceding calendar month on or before the 10th day of each month.

The consideration payable was arrived at after arm's length negotiations and based on the principle of fairness and reasonableness with reference to the prevailing market rates. The consideration will be settled from the internal resources of the Group.

### Historical transaction amounts

The approximate aggregate amount of property management fees actually paid by the Group to the property management services providers and their subsidiaries for each of the two years ended 31 December 2021 and the nine months ended 30 September 2022 (the "Historical Periods") are set out as follows:

	<b>Year ended 31 December 2020</b>	<b>Year ended 31 December 2021</b>	<b>Nine months ended 30 September 2022</b>
	<i>(Note 1)</i>		
Property management fees paid <i>(Note 2)</i>	RMB83.86 million	RMB91.20 million	RMB67.71 million

#### Notes:

- Due to the COVID-19 pandemic, the Group received property management fees concessions of RMB8.55 million in the first half of the year 2020.
- As regards the difference between the proposed annual caps for the property management fees contemplated under the 2020 Master Property Management Services Agreement and the actual transaction amounts for each of the Historical Periods set out above, the main reason for the lower historical transaction amounts were due to the outbreak of COVID-19 pandemic and temporary closure or reduced operation of some of the Group's retail stores, which resulted in the reduction in the demands for property management services and hence the property management fees.

### Proposed aggregate annual caps for 2023 Master Property Management Services Agreement for the three years ending 31 December 2025

The projected aggregate annual caps for the consideration payable by Golden Eagle (China) under the 2023 Master Property Management Services Agreement for the three years ending 31 December 2025 are as follows:

#### Year ending:

31 December 2023	RMB106.85 million	(equivalent to approximately HK\$116.57 million)
31 December 2024	RMB114.34 million	(equivalent to approximately HK\$124.74 million)
31 December 2025	RMB117.29 million	(equivalent to approximately HK\$127.96 million)

The above annual caps for the aggregate amount of consideration payable under the 2023 Master Property Management Services Agreement are determined based on the relevant historical transaction amounts, the growth rate for such transactions as projected by the Company assuming the demands for property management services will be restored to pre-pandemic level gradually and the anticipated number of new retail stores/enlarged areas to be opened by the Group during the relevant periods.

Regarding the growth rate, it is the rate of general increase in the costs of consumables, utilities and labour, which represent major portion of the property management costs, and the Company anticipates to have a general increase of approximately 3%, 3% and 3% for the three years ending 31 December 2025. As at 30 September 2022, the Group was operating 30 stores with a total gross floor area ("GFA") of approximately 2,503,623 square metres. Based on the existing expansion plan of the Group which may be subject to adjustment, it is anticipated that the total GFA of the Group's department stores and lifestyle centres will increase further by approximately 352,032 square metres to 2,855,655 square metres in the year 2023.

## **Reason for entering into the 2023 Master Property Management Services Agreement**

The entering into of the 2023 Master Property Management Services Agreement enables the Group to continue to focus on its core business, including the development and operation of stylish department store and lifestyle centre chain in the PRC.

### **(2) 2023 PROJECT MANAGEMENT SERVICES AGREEMENT DATED 29 NOVEMBER 2022**

#### **Parties**

Project Management Services Engagement Party: 金鷹國際商貿集團(中國)有限公司 (Golden Eagle International Retail Group (China) Co., Ltd.), an indirect wholly-owned subsidiary of the Company

Project Management Services Provider: 南京金鷹國際集團有限公司 (Nanjing Golden Eagle International Group Co., Ltd.), an indirect wholly-owned subsidiary of GEICO

#### **Background and material terms**

Since the 2020 Project Management Services Agreement will expire on 31 December 2022, Golden Eagle (China) and Golden Eagle International Group entered into the 2023 Project Management Services Agreement on 29 November 2022, pursuant to which Golden Eagle International Group has agreed to provide project management services to Golden Eagle (China) including, inter alia, project design, purchase of building materials, construction of the Group's new stores, costs control and construction contracts management.

#### **Term of the 2023 Project Management Services Agreement**

The term of the 2023 Project Management Services Agreement shall be 3 years commencing from 1 January 2023 to 31 December 2025.

#### **Condition precedent**

The 2023 Project Management Services Agreement is conditional upon all the requirements and approvals required under the Listing Rules having been complied with and obtained. The 2023 Project Management Services Agreement may be further revised should there be any amendment to the Listing Rules, including without limitation, any requirements relating to the pricing policy of continuing connected transactions.

#### **Consideration**

Pursuant to the 2023 Project Management Services Agreement, Golden Eagle International Group shall provide project management services to the Group at a fee not exceeding 5% of the total estimated constructions costs to be agreed by both parties. The consideration payable and payment schedule of each individual project shall be agreed and negotiated between the parties on arm's length basis and based on the principle of fairness and reasonableness.

The consideration was arrived at after arm's length negotiations and with reference to the prevailing market rate and on terms no less favourable than (i) the terms the Group can obtain from third party service providers in the market and (ii) the terms offered by Golden Eagle International Group to other Independent Third Parties. The consideration will be settled from the internal resources of the Group.

## Historical transaction amounts

The approximate amount of project management fees paid by the Group to Golden Eagle International Group for each of the Historical Periods are set out as follows:

	Year ended 31 December 2020	Year ended 31 December 2021	Nine months ended 30 September 2022
Project management fees paid ( <i>Note</i> )	–	–	–

*Note:* As regards the difference between the proposed annual caps for the project management fees contemplated under the 2020 Project Management Services Agreement and the actual transaction amounts for each of the Historical Periods set out above, the main reason was because the Group had previously anticipated that two self-owned projects under construction with an aggregate GFA of approximately 308,000 square metres would require project management services during the three years ended/ending 31 December 2022, namely Yangzhou New City Centre Phase II and Changchun Jilin Project. Due to the outbreak of COVID-19 pandemic since early 2020, a series of precautionary and control measures were implemented across China to try to contain the pandemic, and in addition to the weak consumption environment, the construction of the two projects had been postponed to the year 2023 onwards, and hence no project management fees had been incurred during the Historical Periods.

## Proposed annual caps for 2023 Project Management Services Agreement for the three years ending 31 December 2025

The projected annual caps for the consideration payable by Golden Eagle (China) to Golden Eagle International Group under the 2023 Project Management Services Agreement for the three years ending 31 December 2025 are as follows:

### *Year ending:*

31 December 2023	RMB25.51 million	(equivalent to approximately HK\$27.83 million)
31 December 2024	RMB25.51 million	(equivalent to approximately HK\$27.83 million)
31 December 2025	RMB14.16 million	(equivalent to approximately HK\$15.45 million)

The above annual caps for the amount of consideration payable under the 2023 Project Management Services Agreement are determined based on (i) the Group's new retail store expansion plan and project development plan; (ii) the historical transaction amounts; and (iii) a maximum fee of 5% of the total estimated construction costs will be paid to Golden Eagle International Group.

In determining the annual caps for the three years ending 31 December 2025, the Group need to make an estimate on the construction costs which may be incurred by the Group in the relevant year plus a top-up of 5%, which is the maximum fee payable to Golden Eagle International Group. In estimating the construction costs, the Group will take into account various factors, including but not limited to the specification and nature of the construction project to be performed, the construction plan, the historical fees paid by the Group, the costs of construction materials and labour based on historical transaction amounts and taking into account the rate of general increase in such costs anticipated by the Company and the market and economic conditions during the relevant periods. To determine the market rate, the Group will obtain at least 2 fee quotations from Independent Third Parties offering similar construction services.

The Group anticipates that two self-owned projects under construction with an aggregate GFA of approximately 341,100 square metres will require project management services during the three years ending 31 December 2025 (subject to adjustment of the Group's retail store expansion plan and project development plan), namely, (i) Yangzhou New City Centre Phase II with an aggregate GFA of approximately 304,500 square metres for the development of phase two of the retail store and phase two sub-section two of the residential units, the construction plan of which is currently under the approval process of the relevant local government departments and is expected to commence construction in 2023; and (ii) the Lianyungang residential property project with an aggregate GFA of approximately 36,600 square metres, which already commenced construction in 2022 and is expected to complete in 2024.

### **Reason for entering into the 2023 Project Management Services Agreement**

The entering into of the 2023 Project Management Services Agreement enables the Group to continue to focus on its core business, including the development and operation of stylish department store and lifestyle centre chain in the PRC.

### **(3) 2023 DECORATION SERVICES AGREEMENT DATED 29 NOVEMBER 2022**

#### **Parties**

Decoration Services Engagement Party: 金鷹國際商貿集團(中國)有限公司 (Golden Eagle International Retail Group (China) Co., Ltd.), an indirect wholly-owned subsidiary of the Company

Decoration Services Provider: 南京金鷹工程建設有限公司 (Nanjing Golden Eagle Construction Work Co., Ltd.), an indirect wholly-owned subsidiary of GEICO

#### **Background and material terms**

Since the 2020 Decoration Services Agreement will expire on 31 December 2022, Golden Eagle (China) and Golden Eagle Construction Work entered into the 2023 Decoration Services Agreement on 29 November 2022 to extend the service period for a term of 3 years commencing from 1 January 2023 to 31 December 2025, pursuant to which Golden Eagle Construction Work shall provide decoration services to the existing and new stores of the Group.

#### **Term of the 2023 Decoration Services Agreement**

The term of the 2023 Decoration Services Agreement shall be 3 years commencing from 1 January 2023 to 31 December 2025.

#### **Condition precedent**

The 2023 Decoration Services Agreement is conditional upon all the requirements and approvals required under the Listing Rules having been complied with and obtained. The 2023 Decoration Services Agreement may be further revised should there be any amendment to the Listing Rules, including without limitation, any requirements relating to the pricing policy of continuing connected transactions.

## Consideration

Pursuant to the Decoration Services Agreement (as amended and extended by the supplemental agreements dated 18 December 2007, 16 November 2010, 19 December 2013, 23 December 2016 and 30 December 2019 respectively for a renewed term of up to 31 December 2022), Golden Eagle Construction Work will provide decoration services to the existing and new stores of the Group at such fees to be determined after arm's length negotiations from time to time with reference to the specification and nature of the decoration works to be performed, the prevailing market rate and on terms no less favourable than (i) the terms the Group can obtain from third party service providers in the market and (ii) the terms offered by Golden Eagle Construction Work to other Independent Third Parties. Such fees shall be paid in accordance with the payment schedule to be agreed between the parties from time to time with reference to the progress of work done. The pricing policy of the 2023 Decoration Services Agreement is the same as that of the Decoration Services Agreement (as amended and supplemented). In determining the fees payable to Golden Eagle Construction Work, the Group will obtain at least 2 fee quotations from Independent Third Parties offering similar decoration services. The consideration will be settled from the internal resources of the Group.

## Historical transaction amounts

The approximate amount of decoration services fees paid by the Group to Golden Eagle Construction Work for each of the Historical Periods are set out as follows:

	<b>Year ended 31 December 2020</b>	<b>Year ended 31 December 2021 (Note)</b>	<b>Nine months ended 30 September 2022 (Note)</b>
Decoration services fees paid	RMB49.83 million	RMB85.10 million	RMB13.14 million

*Note:* As regards the significant difference between the proposed annual caps of RMB158.97 million and RMB280.59 million respectively for the two years ended/ending 31 December 2022 for the decoration services fees contemplated under the 2020 Decoration Services Agreement and the actual transaction amounts for the relevant periods set out above, the main reason was because the Group had previously anticipated that five new retail stores with an aggregate GFA of approximately 806,000 square metres would require decoration services during the three years ended/ending 31 December 2022, namely Yangzhou New City Centre Phase II, Changchun Jilin Store, Changzhou Golden Eagle World Store, Nantong Golden Eagle World Store and Kunshan Store Phase II. Due to the outbreak of COVID-19 pandemic since early 2020, a series of precautionary and control measures were implemented across China to try to contain the pandemic, and in addition to the weak consumption environment, the construction of these five new retail stores had been postponed to the year 2023 onwards. The actual transaction amounts for the relevant periods mainly represented (i) the major store revamp undertaken by the Group for its existing stores, such as Kunshan Store, Suzhou Store, Nanjing Jiangning Store, Nanjing Xinjiekou Store, Xuzhou Store and Yancheng Julonghu Store, in order for them to enhance their competitiveness and maintain relevancy in their respective local markets and (ii) certain piecemeal decoration and maintenance works for its other existing stores.

## Proposed annual caps for 2023 Decoration Services Agreement for the three years ending 31 December 2025

The projected annual caps for the consideration payable by Golden Eagle (China) to Golden Eagle Construction Work under the 2023 Decoration Services Agreement for the three years ending 31 December 2025 are as follows:

### *Year ending:*

31 December 2023	RMB28.90 million	(equivalent to approximately HK\$31.53 million)
31 December 2024	RMB20.12 million	(equivalent to approximately HK\$21.95 million)
31 December 2025	RMB20.20 million	(equivalent to approximately HK\$22.04 million)



The above annual caps for the amount of consideration payable under the 2023 Decoration Services Agreement are determined based on individual store's decoration plan and the Group's new store expansion plan with reference to the historical transaction amounts and the reduced capacity for Golden Eagle Construction Work to perform these works for the Group during the relevant periods.

The historical transaction amounts represent the fees actually paid by the Group for the existing decoration work and this provides a reference for the Group to determine the annual caps for the three years ending 31 December 2025. In estimating the fees payable for future decoration works, the Group will take into account various factors, including but not limited to the expected specification and nature of the decoration work to be performed, the costs of decoration materials and labour based on historical transaction amounts and taking into account the rate of general increase in such costs anticipated by the Company and the market and economic conditions during the relevant periods.

The Group anticipates that four new retail stores/enlarged areas with an aggregate GFA of approximately 352,000 square metres will require decoration services during the three years ending 31 December 2025 (subject to adjustment of the Group's retail store expansion plan and project development plan), namely, (i) Liyang Store's major revamp and re-opening, Kunshan Store Phase II and the additional operating areas for Xuzhou Metro Commercial Project with an aggregate GFA of approximately 155,000 square metres and is expected to commence operation in or around 2023; and (ii) Nantong Golden Eagle World Store with GFA of approximately 197,000 square metres which is expected to commence operation in or around 2024. In addition, major store revamp will continue for the Group's existing stores such as Nanjing Golden Eagle World Store during the relevant periods in order for these stores to enhance their competitiveness and maintain relevancy in their respective local markets.

#### **Reason for entering into the 2023 Decoration Services Agreement**

The entering into of the 2023 Decoration Services Agreement enables the Group to continue to focus on its core business, including the development and operation of stylish department store and lifestyle centre chain in the PRC.

#### **(4) 2023 JINQIAO MARKET MANAGEMENT AGREEMENT DATED 29 NOVEMBER 2022**

##### **Parties**

Engaging Parties: 南京金橋市場管理有限公司 (Nanjing Jinqiao Market Management Co., Ltd.) and 南京金橋燈飾市場經營管理有限公司 (Nanjing Jinqiao Lighting Market Management Co., Ltd.), both being indirect wholly-owned subsidiaries of GEICO

Services Provider: 金鷹國際商貿集團(中國)有限公司 (Golden Eagle International Retail Group (China) Co., Ltd.), an indirect wholly-owned subsidiary of the Company

##### **Background and material terms**

Since the 2020 Jinqiao Market Management Agreement will expire on 31 December 2022, Golden Eagle (China), on one hand, and Nanjing Jinqiao Market and Nanjing Jinqiao Lighting Market on the other hand, entered into the 2023 Jinqiao Market Management Agreement on 29 November 2022 for a term of 3 years commencing from 1 January 2023 to 31 December 2025.

Golden Eagle (China) and its subsidiaries are delegated with the tasks of managing the daily operation of the Jinqiao Markets which are owned, or will be owned, by Nanjing Jinqiao Market and Nanjing Jinqiao Lighting Market from time to time. As at the date of this announcement, these properties comprise three large scale wholesale and retail markets with aggregate leasable area of approximately 107,187 square metres for general merchandise, decorative materials, lighting and curtain fabrics located at Nanjing City. The major services to be provided under the 2023 Jinqiao Market Management Agreement include:

- (a) providing professional technical support for introducing suitable tenants to the Jinqiao Markets and executing the related tenancy agreements;
- (b) providing professional advice on the floor planning and interior design of the Jinqiao Markets and assisting in enhancing the operation efficiency of the leasable area of the Jinqiao Markets;
- (c) providing professional support and advice on promotion and advertising activities, including promotional sales, festival activities, public relation design and functions etc. in the Jinqiao Markets;
- (d) providing necessary technical support for recruitment, staff training and improving the human resources system in the Jinqiao Markets;
- (e) providing professional advice to enhance the accounting, financial budgeting and operational analysis systems of the Jinqiao Markets;
- (f) providing professional advice and support to enhance the information technology management and security systems of the Jinqiao Markets, and providing training for technicians;
- (g) providing property management service, on-site management consultation and guidance, including improvement in storage system; maintenance of facilities and assistance in small-scale improvement know-how; providing guidance for improving customer service; and
- (h) being solely responsible for the operations and management of the Jinqiao Markets, including review of business contracts and approval of expenses.

#### **Term of the 2023 Jinqiao Market Management Agreement**

The term of the 2023 Jinqiao Market Management Agreement shall be 3 years commencing from 1 January 2023 to 31 December 2025.

#### **Condition precedent**

The 2023 Jinqiao Market Management Agreement is conditional upon all the requirements and approvals required under the Listing Rules having been complied with and obtained. The 2023 Jinqiao Market Management Agreement may be further revised should there be any amendment to the Listing Rules, including without limitation, any requirements relating to the pricing policy of continuing connected transactions.

## Consideration

The management fee payable by Nanjing Jinqiao Market and Nanjing Jinqiao Lighting Market to Golden Eagle (China) shall be the aggregate amount of:

- (a) the aggregate annual base management fee, which is fixed at RMB8,000,000, and shall be calculated on a pro-rata basis and settled quarterly in arrears within 15 days after the end of the relevant quarter, being each of the 3-month periods ended 31 March, 30 June, 30 September and 31 December; and
- (b) 50% of the increase in net profit as compared with the immediately preceding year (excluding the management fee paid and rental concessions granted by Nanjing Jinqiao Market and Nanjing Jinqiao Lighting Market to its rental tenants (the “**Excluded Items**”) from the net profit calculation of the immediately preceding year), provided that the net profit (excluding the Excluded Items) of the preceding year to be used in this calculation shall not be less than the net profit (excluding the Excluded Item) recorded for the year ended 31 December 2022. The profit-linked management fee under this paragraph (b) shall be preliminarily determined and paid within 30 days after the end of the relevant year and such amount shall be adjusted within 5 months based on the audited financial statements of the relevant year.

Nanjing Jinqiao Market and Nanjing Jinqiao Lighting Market shall bear the daily operation expenses including employee and welfare expenses, utilities expenses, property management fees, maintenance fees etc. incurred during the operation of the Jinqiao Markets.

The management fee in respect of the 2023 Jinqiao Market Management Agreement was arrived at after arm’s length negotiations based on the principle of fairness and reasonableness and with reference to the scope of services to be provided by Golden Eagle (China) and its subsidiaries. In the event that Golden Eagle (China) and its subsidiaries incur additional management costs and expenses in the course of providing services under the 2023 Jinqiao Market Management Agreement, and such amount exceeds the management fee payable to Golden Eagle (China) stipulated above, Nanjing Jinqiao Market, Nanjing Jinqiao Lighting Market and Golden Eagle (China) shall negotiate for the increase of management fee, to ensure that the costs and expenses incurred by Golden Eagle (China) and its subsidiaries shall not exceed the management fee receivable by them under the 2023 Jinqiao Market Management Agreement.

## Historical transaction amounts

The approximate aggregate amount of management fee paid by Nanjing Jinqiao Market and Nanjing Jinqiao Lighting Market to the Group for the following periods are set out below:

	<b>Year ended 31 December 2020</b>	<b>Year ended 31 December 2021</b>	<b>Nine months ended 30 September 2022</b>
Management fees received ( <i>Note</i> )	RMB7.55 million	RMB7.55 million	RMB5.66 million

*Note:* Due to the outbreak of COVID-19 pandemic since early 2020, the operation of the Jinqiao Markets was affected and therefore, the amounts represented the aggregate annual base management fee received by the Group during the Historical Periods after deduction of the relevant taxes to be borne by the Group.

## **Proposed aggregate annual caps for 2023 Jinqiao Market Management Agreement for the three years ending 31 December 2025**

The projected aggregate annual caps for the consideration payable by Nanjing Jinqiao Market and Nanjing Jinqiao Lighting Market to Golden Eagle (China) under the 2023 Jinqiao Market Management Agreement for the three years ending 31 December 2025 are as follows:

### *Year ending:*

31 December 2023	RMB9.36 million	(equivalent to approximately HK\$10.21 million)
31 December 2024	RMB9.00 million	(equivalent to approximately HK\$9.82 million)
31 December 2025	RMB8.19 million	(equivalent to approximately HK\$8.94 million)

The above annual caps for the amount of management fee receivable under the 2023 Jinqiao Market Management Agreement are determined based on (i) the past operation and financial performance of the Jinqiao Markets; (ii) the expected growth rate of business for the properties during the relevant periods; (iii) the assumption that the operating environment will gradually restore to pre-pandemic level; and (iv) the reasonable estimate of the net profit expected to be generated by the Jinqiao Markets for the relevant periods.

### **Reason for entering into the 2023 Jinqiao Market Management Agreement**

The Jinqiao Markets, as at the date of this announcement, comprise three large scale wholesale and retail markets with aggregate leasable area of approximately 107,187 square metres for general merchandise, decorative materials, lighting and curtain fabrics located at Nanjing City. Due to the limitation in operating scale and absence of well-established lease management and operating system, operation efficiency of these leased areas has not been utilised effectively and is relatively low as compared to the Group's chain stores nearby. The Group has been managing the daily operation of the Jinqiao Markets since 2017 with the extended term under the 2023 Jinqiao Market Management Agreement. The Board believes that synergies will continue to be created among the existing stores of the Group at Nanjing City and the Jinqiao Markets, which are reflected in the following manner: (i) Jinqiao Markets are in different retail format and contents as compared with that of the Group (i.e. retail stores versus wholesale and retail markets) which allows the Group to extend its retail contents, to enlarge and enrich the offerings of its value-for-money merchandise and lifestyle elements, and the target customers can now experience a more dynamic shopping experience, thus enhancing VIP customers' satisfaction and loyalty, so as to enhance the operating performance of the Group's chain stores and the Jinqiao Markets; (ii) with the Group's well-established and experienced operating teams, operating costs of the Jinqiao Markets are expected to continue to decrease and profitability will continue to be improved, and competitive operating costs is crucial for the Jinqiao Markets which has been facing intense competition from the comparable wholesale and retail markets in nearby area; and (iii) with the Jinqiao Markets, the Group is able to enlarge its operating area and extend its retail contents without incurring significant additional costs, while the management fee provides another source of income for the Group and thus improve the Group's profit margin.

## **(5) 2023 MASTER CAR PARK LEASE AGREEMENT DATED 29 NOVEMBER 2022**

### **Parties**

Lessor: 金鷹國際商貿集團(中國)有限公司 (Golden Eagle International Retail Group (China) Co., Ltd.), an indirect wholly-owned subsidiary of the Company

Lessee: 南京金鷹國際集團有限公司 (Nanjing Golden Eagle International Group Co., Ltd.), an indirect wholly-owned subsidiary of GEICO

### **Background and material terms**

Since the 2020 Master Car Park Lease Agreement will expire on 31 December 2022, Golden Eagle (China) and Golden Eagle International Group entered into the 2023 Master Car Park Lease Agreement on 29 November 2022, pursuant to which Golden Eagle (China) agrees to lease to Golden Eagle International Group or its subsidiaries various car parks owned by Golden Eagle (China) or its subsidiaries located in various parts of the PRC, commencing from 1 January 2023 or the date on which the relevant parties have entered into formal leasing agreement under the 2023 Master Car Park Lease Agreement from time to time (whichever is the later) until 31 December 2025.

On 1 January 2023, 11 car parks owned by Golden Eagle (China) and its subsidiaries, including the car parks at Kunming Store Blocks A and B, Suzhou Gaoxin Lifestyle Centre, Xianlin Hubin Tiandi Store Zone B, Wuhu Centre Store, Yangzhou New City Centre Store, Wuhu New City Store, Xuzhou Store, Yancheng Store, Taizhou Store, Yangzhou Store and the Group's investment properties located at Nantong City with a total of 7,152 car parking spaces, occupying an aggregate GFA of approximately 315,682 square metres, will lease to Golden Eagle International Group and its subsidiaries respectively.

Each of the relevant car park owner and the respective lessee of Golden Eagle International Group and its subsidiaries will enter into individual detailed implementation agreements from time to time with reference to the specific requirements of each store.

### **Term of the 2023 Master Car Park Lease Agreement**

The term of the 2023 Master Car Park Lease Agreement shall be 3 years commencing from 1 January 2023 to 31 December 2025.

### **Condition precedent**

The 2023 Master Car Park Lease Agreement is conditional upon all the requirements and approvals required under the Listing Rules having been complied with and obtained. The 2023 Master Car Park Lease Agreement may be further revised should there be any amendment to the Listing Rules, including without limitation, any requirements relating to the pricing policy of continuing connected transactions.

### **Consideration**

The rental payable by Golden Eagle International Group and its subsidiaries to Golden Eagle (China) and its subsidiaries for the lease of the respective car park shall be equivalent to 92% of the revenue generated from the subject car park, after deduction of the relevant operating costs and taxes, which shall be payable quarterly in arrears within 25 days after the end of the relevant quarter, being each of the 3-month periods ended 31 March, 30 June, 30 September and 31 December.

The utilities expenses and maintenance fees incurred by the relevant car parks shall be borne by the lessor.

The terms of the 2023 Master Car Park Lease Agreement were arrived at after arm's length negotiations taking into account the costs of managing the car parks.

### **Historical transaction amounts**

The approximate aggregate consideration received by Golden Eagle (China) and its subsidiaries from Golden Eagle International Group and its subsidiaries for each of the Historical Periods are as follows:

	<b>Year ended 31 December 2020</b>	<b>Year ended 31 December 2021 (Note)</b>	<b>Nine months ended 30 September 2022</b>
Rental received	RMB3.11 million	RMB11.62 million	RMB12.65 million

*Note:* Since October 2021, 6 additional car parks have been leased under the 2020 Master Car Park Lease Agreement, in addition to those 7 car parks originally leased thereunder.

### **Proposed aggregate annual caps for 2023 Master Car Park Lease Agreement for the three years ending 31 December 2025**

The projected aggregate annual caps for the consideration receivable by Golden Eagle (China) and its subsidiaries from Golden Eagle International Group and its subsidiaries under the 2023 Master Car Park Lease Agreement for the three years ending 31 December 2025 are as follows:

*Year ending:*

31 December 2023	RMB20.69 million	(equivalent to approximately HK\$22.57 million)
31 December 2024	RMB21.97 million	(equivalent to approximately HK\$23.97 million)
31 December 2025	RMB23.24 million	(equivalent to approximately HK\$25.35 million)

The above annual caps for the aggregate amount of rental income receivable under the 2023 Master Car Park Lease Agreement are determined based on (i) the total of 11 car parks with a total of 7,152 car parking spaces, occupying an aggregate GFA of approximately 315,682 square metres will be leased by the Group to Golden Eagle International Group and its subsidiaries for each of the three years ending 31 December 2025; (ii) the car parking revenue to be generated from the respective car park with reference to the revenue generated in the past and the expected growth rate; (iii) the assumption that the car parking revenue will gradually restore to pre-pandemic level; and (iv) the estimated operating costs to be incurred with reference to the operating expenses incurred in the past and the rate of general increase in such costs anticipated by the Company.

### **Reason for entering into the 2023 Master Car Park Lease Agreement**

The entering into of the 2023 Master Car Park Lease Agreement enables the Group to save the time and resources in managing the car parks owned by the Group and enables the Group to continue to focus on its core business, including the development and operation of stylish department store and lifestyle centre chain in the PRC.

## **RELATIONSHIPS WITH GEICO**

As at the date of this announcement, GEICO, through Golden Eagle International Retail Group Limited (one of its wholly-owned subsidiaries), is indirectly holding approximately 69.60% of the entire issued share capital of the Company and is accordingly the controlling shareholder of the Company. GEICO is in turn wholly-owned by The 2004 RVJD Family Trust, the family trust of Mr. Wang.

Each of the GEICO Parties, being (i) Golden Eagle International Group; (ii) Golden Eagle International Industry; (iii) Golden Eagle Construction Work; (iv) Nanjing Jinqiao Market; and (v) Nanjing Jinqiao Lighting Market is an indirect wholly-owned subsidiary of GEICO, a controlling shareholder of the Company. As such, the above companies are the associates of GEICO and are thus the connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the entering into of the abovementioned agreements constituted continuing connected transactions for the Company.

## **VIEWS OF THE DIRECTORS**

In general, the Group will use its best endeavours to bargain for best price for the services it acquires, whether from connected persons of the Company or from Independent Third Parties, and the Group will obtain at least 3 fee quotations (including the one from the proposed transaction counterparty) for the services acquired. The senior management with the relevant expertise is usually involved in the negotiation with the potential counter-parties for the price, taking into account various factors which they consider relevant. After preliminary agreement has been reached between the Group and the potential counter-parties, the proposal will be submitted to the Office of the President for consideration and approval. If the transaction to be considered by the Office of the President constitutes a connected transaction under the Listing Rules or a material transaction for the Group, the transaction will then be submitted to the Board and the Directors who are interested in the transaction are required to abstain from voting on the transaction, and will not be counted in the quorum of the Board meeting for approving the same. Through the above methods and procedures, the Directors consider that the transactions will be conducted on normal commercial terms and not prejudicial to the interests of the Company and its Independent Shareholders.

The Board (including the independent non-executive Directors) considers that the terms of the 2023 Master Property Management Services Agreement, the 2023 Project Management Services Agreement, the 2023 Decoration Services Agreement, the 2023 Jinqiao Market Management Agreement and the 2023 Master Car Park Lease Agreement are on normal commercial terms or better, fair and reasonable, in the ordinary and usual course of the business of the Group, and are in the interest of the Company and the Shareholders as a whole.

Mr. Wang, the executive Director who has material interests in the transactions contemplated under these agreements by virtue of his indirect beneficial interests in the GEICO Parties, has abstained from signing on the board resolutions approving the above agreements.

## **INFORMATION ABOUT THE COUNTER-PARTIES OF THE TRANSACTIONS**

Golden Eagle International Group and Golden Eagle International Industry are principally engaged in the businesses of property development, property investment and investment holdings.

Golden Eagle Construction Work is principally engaged in the provision of property construction services as well as design and decoration services in the PRC.

Nanjing Jinqiao Market and Nanjing Jinqiao Lighting Market are principally engaged in the operation of wholesale and retail markets in the PRC.

## **INFORMATION ABOUT THE GROUP**

The Company was incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange. The principal activities of the Group are lifestyle centre and stylish department store chain development and operation, property development and hotel operation in the PRC.

## **IMPLICATIONS UNDER THE LISTING RULES**

For the purpose of Chapter 14A of the Listing Rules, the Directors anticipated that:

- (i) the amount of fees payable under each of the 2023 Master Property Management Services Agreement, the 2023 Project Management Services Agreement and the 2023 Decoration Services Agreement; and
- (ii) the amount of rentals to be received under the 2023 Master Car Park Lease Agreement

for each of the three years ending 31 December 2025 calculated on an annual basis represents more than 0.1% but less than 5% of the applicable percentage ratios (as defined in the Listing Rules). As such, the entering into of the 2023 Master Property Management Services Agreement, the 2023 Project Management Services Agreement, the 2023 Decoration Services Agreement and the 2023 Master Car Park Lease Agreement and the transactions contemplated thereunder are subject to announcement, reporting and annual review requirements but are exempt from the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

According to Rule 14A.81 of the Listing Rules, the Stock Exchange will aggregate a series of transactions/connected transactions and treat them as if they were one transaction if they are all completed within a 12-month period or are otherwise related. In this regard, the amount of management fees to be received under the 2020 Street Shop Management Agreement and the 2023 Jinqiao Market Management Agreement shall be aggregated in the calculation of the applicable percentage ratios in accordance with Rule 14A.81 of the Listing Rules. Save for the aforesaid, the Group has not entered into any prior transaction with GEICO and/or any of its connected persons that is required to be aggregated with the aforesaid transactions.

For the purpose of Chapter 14A of the Listing Rules, the Directors anticipated that the amount of management fees to be received under the 2020 Street Shop Management Agreement and the 2023 Jinqiao Market Management Agreement calculated on an aggregate and annual basis with reference to the annual caps available represent more than 0.1% but less than 5% of the applicable percentage ratios. Accordingly, the entering into of the 2023 Jinqiao Market Management Agreement and the transactions contemplated thereunder are subject to announcement, reporting and annual review requirements but are exempt from the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Details of the continuing connected transactions of the Company will be disclosed in the Company's published annual report and accounts in accordance with Rule 14A.49 of the Listing Rules.



## DEFINITIONS

“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Company”	Golden Eagle Retail Group Limited (金鷹商貿集團有限公司), a 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
“continuing connected transactions”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“Decoration Services Agreement”	the decoration services agreement dated 26 February 2006 entered into between Golden Eagle (China) and Golden Eagle Construction Work for the provision of decoration services to the Group for a term of 2 years commencing from 1 January 2006 to 31 December 2007, as supplemented by the supplemental agreements dated 18 December 2007, 16 November 2010, 19 December 2013, 23 December 2016 and 30 December 2019 respectively for a renewed term of up to 31 December 2022
“Directors”	the directors of the Company (including the independent non-executive directors of the Company) and “Director” shall mean any one of them
“GEICO”	GEICO Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, being the indirect sole shareholder of the GEICO Parties and an indirect controlling shareholder of the Company
“GEICO Parties”	the indirect subsidiaries of GEICO which are parties to the 2023 Master Property Management Services Agreement, 2023 Project Management Services Agreement, 2023 Decoration Services Agreement, 2023 Jinqiao Market Management Agreement and 2023 Master Car Park Lease Agreement, being Golden Eagle International Group, Golden Eagle International Industry, Golden Eagle Construction Work, Nanjing Jinqiao Market and Nanjing Jinqiao Lighting Market
“Golden Eagle (China)” or “Nanjing Xinjiekou Store”	金鷹國際商貿集團(中國)有限公司 (Golden Eagle International Retail Group (China) Co., Ltd.), a company established in the PRC with limited liability on 12 May 2000, being an indirect wholly-owned subsidiary of the Company, or where the context so requires, the store operated by such entity
“Golden Eagle Construction Work”	南京金鷹工程建設有限公司 (Nanjing Golden Eagle Construction Work Co., Ltd.), a company established in the PRC with limited liability on 21 August 2001, which is an indirect wholly-owned subsidiary of GEICO

“Golden Eagle International Group”	南京金鷹國際集團有限公司 (Nanjing Golden Eagle International Group Co., Ltd.), a company established in the PRC with limited liability on 7 March 1992, which is an indirect wholly-owned subsidiary of GEICO
“Golden Eagle International Industry”	南京金鷹國際實業有限公司 (Nanjing Golden Eagle International Industry Co., Ltd.), a company established in the PRC with limited liability on 21 May 2003, which is an indirect wholly-owned subsidiary of GEICO
“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
“Independent Shareholders”	Shareholders who are independent of the connected persons and their associates of the Company
“Independent Third Party(ies)”	person(s) and company(ies) who/which is/are independent of and not connected (within the meaning of the Listing Rules) with any of the directors, chief executive and substantial shareholders of the Company and its subsidiaries or any of their respective associates
“Jinqiao Markets”	those wholesale and retail markets which are owned, or will be owned, by Nanjing Jinqiao Market and Nanjing Jinqiao Lighting Market from time to time; as at the date of this announcement, such properties comprise three large scale wholesale and retail markets with aggregate leasable area of approximately 107,187 square metres for general merchandise, decorative materials, lighting and curtain fabrics located at Nanjing City
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Wang”	Mr. Wang Hung, Roger, the Chairman and an executive Director of the Company
“Nanjing Jinqiao Lighting Market”	南京金橋燈飾市場經營管理有限公司 (Nanjing Jinqiao Lighting Market Management Co., Ltd.), a company established in the PRC with limited liability on 23 January 2009, being an indirect wholly-owned subsidiary of GEICO
“Nanjing Jinqiao Market”	南京金橋市場管理有限公司 (Nanjing Jinqiao Market Management Co., Ltd.), a company established in the PRC with limited liability on 31 December 2007, being an indirect wholly-owned subsidiary of GEICO
“PRC”	the People’s Republic of China
“Property Management Services Providers”	collectively, Golden Eagle International Group and Golden Eagle International Industry and “Property Management Services Provider” shall mean any of them

“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“2020 Decoration Services Agreement”	the fifth supplemental agreement to the Decoration Services Agreement dated 30 December 2019 entered into between Golden Eagle (China) and Golden Eagle Construction Work, details of which are disclosed in the announcement of the Company dated 30 December 2019
“2020 Jinqiao Market Management Agreement”	the management delegation agreement for the provision of management services for the Jinqiao Markets dated 30 December 2019 entered into between Golden Eagle (China), on one hand, and Nanjing Jinqiao Market and Nanjing Jinqiao Lighting Market, on the other hand, details of which are disclosed in the announcement of the Company dated 30 December 2019
“2020 Master Car Park Lease Agreement”	the master car park lease agreement on car park leases in respect of various car parks owned by Golden Eagle (China) or its subsidiaries dated 30 December 2019 entered into between Golden Eagle (China) and Golden Eagle International Group, details of which are disclosed in the announcement of the Company dated 30 December 2019
“2020 Master Property Management Services Agreement”	the master property management services agreement for the provision of property management services dated 30 December 2019 entered into between (i) Golden Eagle (China), 南京金鷹珠江路購物中心有限公司 (Nanjing Golden Eagle Zhujiang Road Shopping Centre Co., Ltd.), 泰州金鷹商貿有限公司 (Taizhou Golden Eagle Retail Co., Ltd.) and 南京仙林金鷹購物中心有限公司 (Nanjing Xianlin Golden Eagle Shopping Centre Co., Ltd.) as property management engagement parties and (ii) 南京金鷹國際物業集團有限公司 (Nanjing Golden Eagle International Properties Group Co., Ltd.) (formerly known as 南京金鷹物業資產管理有限公司), 南京金鷹國際物業發展有限公司 (Nanjing Golden Eagle International Properties Development Co., Ltd.), 南京珠江壹號實業有限公司 (Nanjing Zhujiang No. 1 Industry Co., Ltd.), 泰州金鷹天地投資管理有限公司 (Taizhou Golden Eagle Tiandi Investment Management Co., Ltd.) and 南京仙林金鷹天地科技有限公司 (Nanjing Xianlin Golden Eagle Tiandi Technology Co., Ltd.) as property management services providers, details of which are disclosed in the announcement of the Company dated 30 December 2019
“2020 Project Management Services Agreement”	the project management services agreement for the provision of project management services dated 30 December 2019 entered into between Golden Eagle (China) and Golden Eagle International Group, details of which are disclosed in the announcements of the Company dated 30 December 2019
“2020 Street Shop Management Agreement”	the street shop management delegation agreement in respect of certain street shop properties dated 29 September 2020 entered into between Golden Eagle (China) and Golden Eagle International Group

“2023 Decoration Services Agreement”	the sixth supplemental agreement to the Decoration Services Agreement dated 29 November 2022 entered into between Golden Eagle (China) and Golden Eagle Construction Work
“2023 Jinqiao Market Management Agreement”	the management delegation agreement for the provision of management services for the Jinqiao Markets dated 29 November 2022 entered into between Golden Eagle (China), on one hand, and Nanjing Jinqiao Market and Nanjing Jinqiao Lighting Market, on other hand
“2023 Master Car Park Lease Agreement”	the master car park lease agreement on car park leases in respect of various car parks owned by Golden Eagle (China) or its subsidiaries dated 29 November 2022 entered into between Golden Eagle (China) and Golden Eagle International Group
“2023 Master Property Management Services Agreement”	the master property management services agreement for the provision of property management services dated 29 November 2022 entered into between Golden Eagle (China) and the Property Management Services Providers
“2023 Project Management Services Agreement”	the project management services agreement for the provision of project management services dated 29 November 2022 entered into between Golden Eagle (China) and Golden Eagle International Group
“%”	per cent

*Unless otherwise specified in this announcement, amounts denominated in RMB have been converted to HK\$ at a rate of HK\$1.00 to RMB0.9166.*

*If there is any inconsistency between the Chinese names of PRC entities, departments, facilities or titles mentioned in this announcement and their English translation, the Chinese version shall prevail.*

By order of the Board  
**Golden Eagle Retail Group Limited**  
**Wang Hung, Roger**  
*Chairman*

Hong Kong, 29 November 2022

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Wang Hung, Roger and Mr. Tan Jianlin, and three independent non-executive Directors, namely Mr. Wong Chi Keung, Mr. Lay Danny J and Mr. Lo Ching Yan.*