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JOY CITY PROPERTY LIMITED
大悦城地產有限公司
(incorporated in Bermuda with limited liability)
(Stock code: 207)

**MAJOR TRANSACTION
AND
CONTINUING CONNECTED TRANSACTIONS
RELATING TO THE 2023 FINANCIAL SERVICES AGREEMENTS**

BACKGROUND

Reference is made to the announcements of the Company dated 21 December 2017 and 17 July 2020 in relation to, among other things, the 2020 Financial Services Agreement. As the term of the 2020 Financial Services Agreement will expire on 31 August 2023, the Company, COFCO Finance and the Management Company (an indirect wholly-owned subsidiary of the Company) entered into the 2023 Financial Services Agreements on 31 March 2023 based on the terms and conditions of the 2020 Financial Services Agreement to make arrangements in advance for the extension of the depository services and the entrustment loan services provided by COFCO Finance to the Group.

LISTING RULES IMPLICATIONS

COFCO Finance is a subsidiary of COFCO Corporation, an indirect controlling shareholder of the Company. Therefore, COFCO Finance is a connected person of the Company under the Listing Rules. The depository services and the entrustment loan services under the 2023 Financial Services Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios of the 2023 Annual Caps for the transactions contemplated under the 2023 Financial Services Agreements is more than 5%, the continuing connected transactions contemplated thereunder are subject to the reporting, announcement, Independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio of the 2023 Annual Caps for the transactions contemplated under the 2023 Financial Services Agreements is more than 25% but less than 100%, the depository services and the entrustment loan services contemplated under the 2023 Financial Services Agreements constitute a major transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting, announcement and Shareholders' approval requirements pursuant to Chapter 14 of the Listing Rules.

As the highest applicable percentage ratio for the proposed annual caps relating to the handling fee to be charged by COFCO Finance for the entrustment loan services under the 2023 Financial Services Agreements is less than 0.1%, the handling fees relating to the entrustment loan services under the 2023 Financial Services Agreements are exempt from reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The SGM will be convened for the purpose of considering and, if thought fit, approving, among other things, the 2023 Financial Services Agreements, the transactions contemplated thereunder and the 2023 Annual Caps. To the best knowledge, information and belief of the Directors and as of the date of this announcement, save for Grandjoy Holdings Group and Achieve Bloom, no other Shareholder is required to abstain from voting on the relevant resolutions at the SGM to approve the 2023 Financial Services Agreements, the transactions contemplated thereunder and the 2023 Annual Caps.

The Independent Board Committee comprising all the independent non-executive Directors has been established to consider and advise the Independent Shareholders in respect of the terms of the 2023 Financial Services Agreements, the transactions contemplated thereunder and the 2023 Annual Caps and to advise the Independent Shareholders as to how to vote at the SGM. Dongxing Securities (Hong Kong) Company Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

The Company expects that the Circular containing, among other things, (a) details of the 2023 Financial Services Agreements; (b) the recommendation of the Independent Board Committee to the Independent Shareholders; (c) a letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the 2023 Financial Services Agreements; and (d) a notice to convene the SGM, will be despatched to the Shareholders on or before 16 May 2023, as additional time is required to prepare and finalise the information to be included in the Circular.

BACKGROUND

Reference is made to the announcements of the Company dated 21 December 2017 and 17 July 2020 in relation to, among other things, the 2020 Financial Services Agreement. As the term of the 2020 Financial Services Agreement will expire on 31 August 2023, the Company, COFCO Finance and the Management Company (an indirect wholly-owned subsidiary of the Company) entered into the 2023 Financial Services Agreements on 31 March 2023 based on the terms and conditions of the 2020 Financial Services Agreement to make arrangements in advance for the extension of the depository services and the entrustment loan services provided by COFCO Finance to the Group.

THE 2023 FINANCIAL SERVICES AGREEMENTS

The principal terms of the 2023 Financial Services Agreements are set out as follows:

Date

31 March 2023

Parties

- (a) the Company;
- (b) the Management Company (an indirect wholly-owned subsidiary of the Company); and
- (c) COFCO Finance.

Depository services

COFCO Finance will provide RMB depository services to the Management Company and certain subsidiaries of the Group which will participate in the Group's integrated funds management arrangements. For this purpose, the Management Company and the relevant subsidiaries will open and maintain RMB depository accounts with COFCO Finance, which are interest-bearing with reference to the RMB benchmark deposit interest rates published by the PBOC and no less than the deposit interest rates offered by other financial institutions in the PRC based on similar terms.

The maximum daily balance of deposits (including the corresponding interests accrued thereon) placed by the Group with COFCO Finance pursuant to the 2023 Financial Services Agreements shall not exceed RMB2,500 million (equivalent to approximately HK\$2,856 million) on any day throughout the term of the 2023 Financial Services Agreements.

The depository services provided by COFCO Finance to the Group and the Management Company are solely for the purpose of facilitating the entrustment loan services as described below. The title of the funds in respect of the entrustment loans will be rested with the relevant subsidiary of the Group and will not be passed to COFCO Finance.

Entrustment loan services

(a) Loan amount

To maximise the utilisation of the Group's fund for its operation, certain subsidiaries of the Group may, through COFCO Finance, acting as a financial agent in an entrustment loan arrangement, advance entrustment loan to the Management Company in such amount and from time to time at the request of the Management Company. After such entrustment loan is advanced to the Management Company, the Management Company may, by way of further entrustment loan arrangements through COFCO Finance (or other qualified financial institutions), further advance such funds to certain of the Company's subsidiaries which are in need of fund. The Management Company acts as lender while COFCO Finance, which possesses the appropriate licence and qualification under the PRC laws, acts as financial agent in the entrustment loan arrangements.

As COFCO Finance is only acting as a financial agent in the entrustment loan arrangement(s) rather than as the lender, COFCO Finance shall not advance any entrustment loan as described above to the Group's subsidiaries without the Management Company's instruction. By way of collecting and consolidating funds from certain subsidiaries of the Company, the Management Company would be able to allocate such centralised fund by the entrustment loan arrangements as described above among the Company's subsidiaries.

(b) *Interest rate and implementation*

Interest of the entrustment loan will be payable by the Management Company to subsidiaries of the Group which advanced the loan to the Management Company through COFCO Finance as the agent, to be determined by the Management Company with reference to the interest rates of PBOC and the prevailing market conditions and not exceeding the loan interest rates offered by other financial institutions in the PRC based on similar terms.

(c) *Purpose and benefits of the loans*

As part of the integrated funds management of the Group, the Management Company will be collecting excess funds from certain subsidiaries of the Group and on-lend such funds to other subsidiaries which are in need of funds. Certain lending arrangements may be effected by way of entrustment loan through COFCO Finance which possesses the appropriate licence for lending in accordance with the requirements of the PRC laws. The Directors are of the view that the consolidation of the Group's intra-group depository and financing functions would enhance its treasury management capabilities and substantially, attaining a more effective utilisation of the available funds to reduce the Group's finance costs.

Charges

The depository services are provided by COFCO Finance on a free-of-charge basis, and as a financial institution which takes the deposits, COFCO Finance shall pay interests to the subsidiaries of the Group and the Management Company with reference to the RMB benchmark deposit interest rates published by the PBOC and no less than the deposit interest rates offered by other financial institutions in the PRC based on similar terms.

COFCO Finance will charge handling fees for the entrustment loan services provided to the Group, which are equal to or more favourable to the Group as compared with other independent financial institutions providing similar services. Pursuant to the 2023 Financial Services Agreements, the handling fees payable by the Group to COFCO Finance shall not exceed RMB3 million (equivalent to approximately HK\$3.4 million) annually during the term of the 2023 Financial Services Agreements. The handling fees were determined based on arm's length negotiations among the parties with reference to the handling fees charged by financial institutions for similar services.

Term

The 2023 Financial Services Agreements shall be for a term of three years commencing from the date of approval of the 2023 Financial Services Agreements and the transactions contemplated thereunder by the Independent Shareholders at the SGM.

Set-off

If COFCO Finance is in breach of any provisions of the 2023 Financial Services Agreements or applies the funds deposited with it by the Management Company and the subsidiaries of the Company in inappropriate ways, which results in the Management Company and/or the subsidiaries of the Company fails to recover such deposit funds, the Management Company and the Company will be entitled to use such deposit funds to set off any amounts payable by the Management Company or the subsidiaries of the Company to COFCO Finance. COFCO Finance will not be entitled to such set off rights.

Termination

The 2023 Financial Services Agreements may be terminated by consent of all the parties.

In addition to the termination events provided by Civil Code of the PRC, the 2023 Financial Services Agreements will be terminated with immediate effect if COFCO Finance fails to satisfy any of the following operation conditions:

- (i) the capital adequacy ratio is not less than 12%;
- (ii) the non-performing assets ratio is not more than 2%;
- (iii) the bad loan ratio is not more than 3%;
- (iv) the self-owned fixed assets to equity ratio is not more than 10%; or
- (v) the investment balance to net capital ratio is not more than 70%.

Upon termination of the 2023 Financial Services Agreements, the Management Company and the subsidiaries of the Company may withdraw their respective deposit with COFCO Finance at any time, and will be entitled to the above-mentioned set off rights.

Implementation agreements

The Management Company, COFCO Finance and the respective subsidiaries of the Company may, from time to time and as necessary, enter into separate implementation agreements to effect the entrustment loans, provided that any such implementation agreement are entered into in accordance with the terms of the 2023 Financial Services Agreements.

PROPOSED 2023 ANNUAL CAPS AND BASIS

Pursuant to the 2023 Financial Services Agreements, the maximum daily balance of deposits (including the corresponding interests accrued thereon) placed by the Group with COFCO Finance pursuant to the 2023 Financial Services Agreements shall not exceed RMB2,500 million (equivalent to approximately HK\$2,856 million) on any day throughout the term of the 2023 Financial Services Agreements, which constitutes the proposed 2023 Annual Caps.

In determining the 2023 Annual Caps, the Company has taken into account the following factors:

- (i) the average historical daily balance of deposits placed by the Group with COFCO Finance pursuant to the 2020 Financial Services Agreement for the financial years ended 31 December 2020, 31 December 2021, 31 December 2022 and the two months period ended 28 February 2023 were RMB1,033 million, RMB842 million, RMB1,105 million and RMB1,221 million, respectively;
- (ii) the maximum historical daily balance of deposits placed by the Group with COFCO Finance pursuant to the 2020 Financial Services Agreement for the financial years ended 31 December 2020, 31 December 2021, 31 December 2022 and the two months period ended 28 February 2023 were RMB1,400 million, RMB1,485 million, RMB1,485 million and RMB1,485 million, respectively;
- (iii) the growth in magnitude of treasury management of the Company with regard to the expected cash available to the Group and its utilisation, the business development plans of the Group and the financial needs of the Group;
- (iv) the increased use by the Group on a daily basis of a centralised electronic settlement system facilitated by the cash management platform provided by COFCO Finance;
- (v) the expected amount of interest income from COFCO Finance compared with interest income that could otherwise be obtained by placing deposits with independent commercial banks;
- (vi) the control of financial risks in selecting financial services providers; and
- (vii) the benefit to the Group and the Shareholders as a whole.

REASONS AND BENEFITS FOR THE 2023 FINANCIAL SERVICES AGREEMENTS

Reasons and benefits

COFCO Finance is a non-banking financial institution subject to regulations by the PBOC and CBIRC, and is authorised to provide various kinds of financial services to the Group, including deposit taking and entrustment loan services. The main reasons for and benefits of the Arrangements are as follows:

- (i) the use of COFCO Finance as a vehicle through which the funds of the Group, including the Management Company, would allow a more efficient deployment of funds between subsidiaries of the Company;
- (ii) the Arrangements would allow the greater utilisation of available funds, utilise the collected funds to repay the external commercial loans of the subsidiaries of the Company and optimise the efficiency of the Group's funds;
- (iii) the Arrangements would promote liquidity among the Group, including the Management Company, enhance the overall ability of the Group to repay debts, and assist in monitoring and controlling financial risks;
- (iv) the Arrangements would save financial costs, thereby increasing the profitability of the Group and benefitting the Shareholders, including the minority Shareholders;
- (v) the Arrangements would allow a prompt and accurate monitoring and regulation of the application of funds of the Group including the Management Company;
- (vi) COFCO Finance was established in 2002 with a complete corporate structure, and its internal control mechanism is standardised. Since its incorporation, COFCO Finance's operation has been stable, financial performance has been excellent and no violation of any rules has occurred;
- (vii) COFCO Finance has well established operating networks with ten major domestic banks, namely the Industrial and Commercial Bank of China, China Construction Bank, Bank of China, Agricultural Bank of China, China Merchants Bank, Bank of Communications, China CITIC Bank, Agricultural Development Bank of China, Ping An Bank Co., Ltd. and Postal Savings Bank of China and such network has become the necessary and efficient channel of collecting the funds of the subsidiaries of the Company;
- (viii) COFCO Finance has comparatively strong financing ability through credit lines of not less than RMB12 billion arranged with such domestic banks and other commercial banks;
- (ix) the Company believes that COFCO Finance may provide more diversified and flexible financial services to the Group compared with a single or a small number of third-party commercial banks; and
- (x) the Company believes that the risk profile of COFCO Finance, as a financial services provider to the Group, is not greater than that of independent commercial banks in the PRC.

Risk management

In order to safeguard the interests of the Shareholders, the Group will adopt the following guidelines and principles in monitoring the Arrangements:

- (i) the title of the funds in respect of the entrustment loans pursuant to the 2023 Financial Services Agreements will not be passed to COFCO Finance;
- (ii) funds received by the Management Company pursuant to the 2023 Financial Services Agreements should only be applied for intra-Group use;
- (iii) specifically designated personnel from the Management Company will be responsible for monitoring the daily operations under the Arrangements;
- (iv) specifically designated personnel from the finance department of the Company will be responsible for regular monitoring of the Arrangements, who will report to the general manager of the finance department and the management of the Company on a weekly basis;
- (v) the finance department of the Company will require COFCO Finance to appoint external auditors to examine the internal controls, risk management, completeness and impartiality of the operational system in respect of the Arrangements and to provide relevant risk management report on quarterly basis;
- (vi) under the relevant rules of the PBOC and CBIRC, the clients of COFCO Finance are restricted to COFCO Corporation and COFCO Corporation's subsidiaries (including the Company and its subsidiaries). COFCO Finance is hence exposed to a lower level of potential risk than, if clients included, external entities;
- (vii) the Arrangements are non-exclusive, and the Company retains its own discretion in electing its provider for financial services;
- (viii) where COFCO Finance is in breach of any provisions of the 2023 Financial Services Agreements or applies the funds deposited with it in any inappropriate ways which results in the Management Company and/or the subsidiaries of the Company fails to recover such deposit funds, the Management Company and the Company will be entitled to a set-off right against COFCO Finance as set out in the paragraph headed "Set-off" above;
- (ix) in addition to the termination events provided by Civil Code of the PRC, the 2023 Financial Services Agreements are subject to stricter termination events compared to normal CBIRC requirements as set out in the paragraph headed "Termination" above; and
- (x) the Company will review the Arrangements and summarise the experience and supplement the inadequacies.

Undertaking letter from COFCO Corporation

To support COFCO Finance's obligations under the 2023 Financial Services Agreements, COFCO Corporation issued an undertaking letter to the Company on 31 March 2023, which unconditionally and irrevocably undertakes that, during the term of the 2023 Financial Services Agreements, COFCO Corporation will:

- (i) maintain its actual control of COFCO Finance, and guarantee the proper and orderly operation of COFCO Finance;
- (ii) in terms of financial services, use its best endeavors and take all reasonable steps to guarantee that COFCO Finance will perform its obligations in respect of the financial services contemplated under the 2023 Financial Services Agreements; and
- (iii) in case of extreme situation where COFCO Finance faces difficulty in making payment, undertake to increase relevant capital in accordance with the actual need for payment.

Directors' views

Based on the above, the Directors (excluding the independent non-executive Directors, whose opinion will be formed and included in the Circular after taking into account the advice from the Independent Financial Adviser) are of the view that the terms and conditions of the 2023 Financial Services Agreements, the transactions contemplated thereunder and the 2023 Annual Caps are in the ordinary and usual course of business of the Group, on normal commercial terms, fair and reasonable and in the interests of the Company and its Shareholders as a whole.

None of the Directors was considered to have a material interest in the 2023 Financial Services Agreements under the Listing Rules, therefore no Director was required to abstain from voting on the resolution(s) for approving the 2023 Financial Services Agreements and the transactions thereunder.

LISTING RULES IMPLICATIONS

COFCO Finance is a subsidiary of COFCO Corporation, an indirect controlling shareholder of the Company. Therefore, COFCO Finance is a connected person of the Company under the Listing Rules. The depository services and the entrustment loan services under the 2023 Financial Services Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios of the 2023 Annual Caps for the transactions contemplated under the 2023 Financial Services Agreements is more than 5%, the continuing connected transactions contemplated thereunder are subject to the reporting, announcement, Independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio of the 2023 Annual Caps for the transactions contemplated under the 2023 Financial Services Agreements is more than 25% but less than 100%, the depository services and the entrustment loan services contemplated under the 2023 Financial Services Agreements constitute a major transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting, announcement and Shareholders' approval requirements pursuant to Chapter 14 of the Listing Rules.

As the highest applicable percentage ratio for the proposed annual caps relating to the handling fee to be charged by COFCO Finance for the entrustment loan services under the 2023 Financial Services Agreements is less than 0.1%, the handling fees relating to the entrustment loan services under the 2023 Financial Services Agreements are exempt from reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The SGM will be convened for the purpose of considering and, if thought fit, approving, among other things, the 2023 Financial Services Agreements, the transactions contemplated thereunder and the 2023 Annual Caps. To the best knowledge, information and belief of the Directors and as of the date of this announcement, save for Grandjoy Holdings Group and Achieve Bloom, no other Shareholder is required to abstain from voting on the relevant resolutions at the SGM to approve the 2023 Financial Services Agreements, the transactions contemplated thereunder and the 2023 Annual Caps.

The Independent Board Committee comprising all the independent non-executive Directors has been established to consider and advise the Independent Shareholders in respect of the terms of the 2023 Financial Services Agreements, the transactions contemplated thereunder and the 2023 Annual Caps and to advise the Independent Shareholders as to how to vote at the SGM. Dongxing Securities (Hong Kong) Company Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

The Company expects that the Circular containing, among other things, (a) details of the 2023 Financial Services Agreements; (b) the recommendation of the Independent Board Committee to the Independent Shareholders; (c) a letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the 2023 Financial Services Agreements; and (d) a notice to convene the SGM, will be despatched to the Shareholders on or before 16 May 2023, as additional time is required to prepare and finalise the information to be included in the Circular.

INFORMATION ON THE PARTIES

The Company and the Group

The Company is an investment holding company incorporated in Bermuda. The Group is principally engaged in development, operation, sales, leasing and management of mixed-use complexes and commercial properties in the PRC. The Group develops, holds and operates various property projects in the PRC, including Beijing, Shanghai, Tianjin, Sanya, Chengdu and Hong Kong.

The Management Company

The Management Company is a wholly-owned subsidiary of the Company which is primarily engaging in providing corporate management consultancy, business information consultancy, marketing and planning, technical advisory and services, to other subsidiaries of the Company.

COFCO Corporation

COFCO Corporation is a state-owned enterprise incorporated in the PRC in September 1952 under the purview of State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會) and is a world's leading supplier of diversified products and services in the agricultural products and food industry. As at the date of this announcement, COFCO Corporation is the holding company of Grandjoy Holdings Group and thus an indirect controlling shareholder of the Company.

COFCO Finance

COFCO Finance is a non-bank finance subsidiary of COFCO Corporation established in the PRC on 24 September 2002 with approval of PBOC. It is subject to the supervision of the CBIRC. According to its business licence, it is authorised to provide to the Group all services set out in the 2023 Financial Services Agreements.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings.

“2017 Financial Services Agreement”	the financial services agreement dated 21 December 2017, as supplemented, between the Company, Management Company and COFCO Finance in relation to the financial services provided by COFCO Finance to Management Company and the Group
“2020 Financial Services Agreement”	the financial services agreement dated 17 July 2020, as supplemented, between the Company, Management Company and COFCO Finance in relation to the financial services provided by COFCO Finance to Management Company and the Group

“2023 Annual Caps”	the maximum daily balance of deposits (including the corresponding interests accrued thereon) placed by the Group with COFCO Finance pursuant to the 2023 Financial Services Agreements of RMB2,500 million (equivalent to approximately HK\$2,856 million) on any day throughout the term of the 2023 Financial Services Agreements
“2023 Financial Services Agreements”	the financial services agreement and the entrustment loan services agreement dated 31 March 2023 entered into between the Company, Management Company and COFCO Finance in relation to the financial services provided by COFCO Finance to the Management Company and the Group
“Achieve Bloom”	Achieve Bloom Limited (得茂有限公司), a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of COFCO Corporation, which is an indirect controlling shareholder of the Company
“Arrangements”	the financial services arrangements and transactions under the 2023 Financial Services Agreements
“Board”	the board of Directors
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“Circular”	the circular to be sent to Shareholders in relation to the SGM containing, among other things, details of the 2023 Financial Services Agreements and the transactions contemplated thereunder
“COFCO Corporation”	COFCO Corporation (中糧集團有限公司), a state-owned enterprise incorporated in the PRC in September 1952 under the purview of State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會), the holding company of Grandjoy Holdings Group and thus an indirect controlling shareholder of the Company
“COFCO Finance”	COFCO Finance Company Limited (中糧財務有限責任公司), a company established in the PRC with limited liability and a subsidiary of COFCO Corporation, and thus a connected person of the Company

“Company”	Joy City Property Limited (大悦城地產有限公司), a company incorporated under the laws of Bermuda with limited liability, the ordinary shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Grandjoy Holdings Group”	Grandjoy Holdings Group Co., Ltd.* (大悦城控股集團股份有限公司), a company established in the PRC whose A shares are listed on the Shenzhen Stock Exchange (stock code: 000031.SZ) and a controlling shareholder of the Company, and thus a connected person of the Company, and a subsidiary of COFCO Corporation
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board, comprising all the independent non-executive Directors, namely Mr. Lau Hon Chuen, Ambrose, <i>GBS, JP</i> , Mr. Lam Kin Ming, Lawrence and Mr. Chan Fan Shing formed for the purpose of advising the Independent Shareholders in respect of the 2023 Financial Services Agreements, the transactions contemplated thereunder and the 2023 Annual Caps
“Independent Financial Adviser”	Dongxing Securities (Hong Kong) Company Limited, who has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the 2023 Financial Services Agreements, the transactions contemplated thereunder and the 2023 Annual Caps
“Independent Shareholder(s)”	the Shareholder(s) who do not have a material interest in the 2023 Financial Services Agreements, the transactions contemplated thereunder and the 2023 Annual Caps and are not required to abstain from voting at the SGM pursuant to the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“Management Company”	Joy City Commercial Management (Tianjin) Co., Ltd.* (大悦城商業管理(天津)有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“PBOC”	People’s Bank of China (中國人民銀行)
“PRC”	the People’s Republic of China, which shall, for the purpose of this announcement, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SGM”	the special general meeting of the Company to be convened for the Independent Shareholders to consider and, if thought fit, approve the 2023 Financial Services Agreements, the transactions contemplated thereunder and the 2023 Annual Caps
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

For the purpose of this announcement and for illustration only, the exchange rate of RMB1.00 =HK\$1.1423 has been used, where applicable. No representation is made that any amount has been, could have been or may be exchanged at such rate or any other rate or at all on the date or dates in question or any other date.

In this announcement, unless the context requires otherwise, the terms “connected person(s)”, “connected transaction(s)”, “continuing connected transaction(s)”, “controlling shareholder(s)”, “percentage ratio(s)” and “subsidiary(ies)” shall have the meanings given to such terms in the Listing Rules.

** English translations of the names are provided for ease of reference only and they are not official English names of the companies and authority concerned.*

By order of the Board
JOY CITY PROPERTY LIMITED
CHEN Lang
Chairman

The PRC, 31 March 2023

As at the date of this announcement, the Board comprises Mr. CHEN Lang as Chairman and non-executive Director; Mr. CAO Ronggen as executive Director; Mr. MA Dewei, Mr. LIU Yun and Mr. ZHU Laibin as non-executive Directors; and Mr. LAU Hon Chuen, Ambrose, GBS, JP, Mr. LAM Kin Ming, Lawrence and Mr. CHAN Fan Shing as independent non-executive Directors.