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## **E-COMMODITIES HOLDINGS LIMITED**

### **易大宗控股有限公司**

*(Incorporated in the British Virgin Islands with limited liability)*

**(Stock Code: 1733)**

## **DISCLOSABLE TRANSACTION ACQUISITION OF PROPERTIES**

### **THE AGREEMENTS**

The Board hereby announces that on 12 July 2023 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Agreements with the Vendor, pursuant to which the Purchaser agreed to purchase and the Vendor agreed to sell the Properties at an aggregate consideration of approximately RMB218.89 million.

### **IMPLICATIONS UNDER THE LISTING RULES**

As the highest applicable percentage ratio (as defined in the Listing Rules) for the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the announcement and reporting requirements under Chapter 14 of the Listing Rules.

### **INTRODUCTION**

The Board hereby announces that on 12 July 2023 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company entered into the Agreements with the Vendor, pursuant to which the Purchaser agreed to purchase and the Vendor agreed to sell the Properties at an aggregate consideration of approximately RMB218.89 million.

### **ENTERING INTO THE AGREEMENTS**

The Purchaser and the Vendor entered into the Agreements in relation to the Acquisition. The principal terms of each of the Agreements are substantially identical, which are summarized below:

- Date:** 12 July 2023
- Parties:**
- (1) E-Commodities Guangdong as the Purchaser; and
  - (2) San Pak Ka Development as the Vendor
- Properties to be acquired:** A total number of 131 office units at 7F-11/F of Sinoport Plaza located at No. 258 Haojiang Road, Hengqin New District, Zhuhai City, Guangdong Province, the PRC with an aggregate gross floor area of 7,803.42 square meters.
- Consideration and payment terms:** The total consideration for the Acquisition is approximately RMB218.89 million. Under the Agreements, the Purchase shall pay the deposit in an aggregate amount of RMB6.55 million, and the remaining balance of the total consideration shall be paid within 30 days following the date of the Agreements or otherwise in accordance with the terms of the Agreements.
- The parties shall separately enter into individual title transfer agreement and relevant documents in relation to each of the relevant Properties to be purchased under the Agreements.
- Delivery of the Properties:** The Vendor shall deliver the relevant Properties to the Purchaser within seven days after the settlement date of the remaining balance of the consideration for each of the Properties and shall complete the transfer of titles of the Properties to the Purchaser in accordance with the terms of the relevant title transfer agreement.
- Termination:** The Purchaser is entitled to terminate the Agreements in the events of force majeure, and the Vendor shall return the deposits paid under the Agreements to the Purchaser within 30 days upon termination.
- The Vendor is entitled to terminate the Agreements and forfeit the deposits paid thereunder if the individual title transfer agreement and relevant documents in relation to each of the relevant Properties to be purchased under the Agreements are not separately entered into by the parties due to reasons on part of the Purchaser.

The consideration of the Acquisition was determined after arm's-length negotiations with the Vendor, taking into account, among others, the location, conditions and the number of office units to be purchased, and the prevailing market prices and the average price per square meter of comparable properties in the vicinity of the Properties according to the information available to the Company.

The Purchaser will settle the consideration for the Acquisition in cash by using the Group's internal resources.

## **REASON FOR AND BENEFIT OF THE ACQUISITION**

The Properties are located in the special economic zone, Hengqin New District, Zhuhai City, allowing the Company to fully take advantages of the benefits and opportunities offered by Guangdong Macao In-depth Cooperation Zone to achieve the strategy to establish its regional headquarters for cross border businesses in Zhuhai City. Leveraging on the new regional headquarters, the Company wishes to further facilitate the development on “intelligent logistics”, “intelligent ports” and “intelligent customs clearance” and expand into businesses and fields such as investment, innovative technology and financial services. The Company intends to use the Properties as offices and for its future business development.

The Directors (including the independent non-executive Directors) consider that the terms of the Acquisition are on normal commercial terms, fair and reasonable, and are in the interests of the Company and its Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

As the highest applicable percentage ratio (as defined in the Listing Rules) for the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the announcement and reporting requirements under Chapter 14 of the Listing Rules.

## **INFORMATION ON THE COMPANY AND PARTIES**

### **The Company**

The Company is a company incorporated in the British Virgin Islands and is principally engaged in the processing and trading of coal and other products and providing logistics services throughout the commodity supply chain. The Company is ultimately controlled by Ms. Wang Yihan.

### **The Purchaser**

The Purchaser is a company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company, which is the Company's regional headquarters holding platform company.

## **The Vendor**

The Vendor is a company established under the laws of the PRC and is principally engaged in the business of construction, sales, operation and lease of properties. To the best knowledge, information and belief of the Directors, having made all reasonable enquires, the Vendor is a wholly-owned subsidiary of Companhia de Investimento Predial San Pak Ka, which is in turn ultimately controlled by Ms. Ngan Yuen Ming.

To the best knowledge, information and belief of the Directors, having made all reasonable enquires, the Vendor and its ultimate beneficial owners are third parties independent of the Company and its connected person.

## **DEFINITION**

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

“Acquisition”	acquisition of Properties by the Purchaser in accordance with terms of the Agreements
“Agreement(s)”	each of the agreement dated 12 July 2023 and entered into between the Vendor and the Purchaser in relation the Acquisition
“Board”	the board of Directors
“Company”	E-Commodities Holdings Limited, a limited liability company incorporated in the British Virgin Islands, the shares of which are listed and traded on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“E-Commodities Guangdong” or “Purchaser”	E-Commodities (Guangdong) Supply Chain Management Co., Ltd.* (易大宗(廣東)供應鏈管理有限公司), a company incorporated under the laws of the PRC with limited liability, and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administration Region of the PRC and Taiwan;
“Properties”	131 office units located at 7/F – 11/F of Sinoport Plaza, No. 258 Haojiang Road, Hengqin New District, Zhuhai City, Guangdong Province, the PRC with an aggregate gross floor area of 7,803.42 square meters
“RMB”	Renminbi, the lawful currency of the PRC
“San Pak Ka Development” or “Vendor”	San Pak Ka (Hengqin) Development Company Limited* (新栢嘉(橫琴)發展有限公司), a company established under the laws of the PRC
“Share(s)”	ordinary share(s) of the Company with no par value
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By Order of the Board  
**E-Commodities Holdings Limited**  
**Cao Xinyi**  
*Chairman*

Hong Kong, 12 July 2023

*As at the date of this announcement, the executive directors of the Company are Ms. Cao Xinyi, Mr. Wang Yaxu, Ms. Di Jingmin and Mr. Zhao Wei; the non-executive director of the Company is Mr. Guo Lisheng; and the independent non-executive directors of the Company are Mr. Ng Yuk Keung, Mr. Wang Wenfu and Mr. Gao Zhikai.*

\* *For identification purpose only*