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## **eSun Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 571)**

### **DISCLOSEABLE TRANSACTION**

#### **ACQUISITION OF RIGHT-OF-USE ASSET IN RELATION TO THE RENEWAL OF A TENANCY**

##### **RENEWAL OF TENANCY**

The Board announces that on 24 April 2024, the Tenant (an indirect 95%-owned subsidiary of the Company) entered into the Renewal Offer Letter with the Landlord (an independent third party) in respect of the renewal of tenancy of the Premises for a term of two years commencing from 1 October 2024 and expiring on 30 September 2026. The Premises are currently used for the cinema operation and related business of the Group and the existing tenancy of the Premises is due to expire on 30 September 2024.

##### **LISTING RULES IMPLICATIONS**

In accordance with HKFRS 16, the Group upon entering into the Renewal Offer Letter as a lessee should recognise a right-of-use asset in its consolidated financial statements. Accordingly, the entering into of the Renewal Offer Letter by the Tenant will be regarded as an acquisition of asset by the Group, which will constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the Renewal Offer Letter is more than 5% but less than 25%, the Renewal Offer Letter and the transactions contemplated thereunder constituted a discloseable transaction of the Company, and is therefore subject to the reporting and announcement requirements but exempt from the circular and Shareholders' approval requirements pursuant to Chapter 14 of the Listing Rules.

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Pursuant to the Renewal Offer Letter, the Landlord and the Tenant shall enter into the formal Tenancy Agreement (in the form enclosed with the Renewal Offer Letter) in due course. The principal terms of the Renewal Offer Letter and the Tenancy Agreement are set out below:

<b>Parties:</b>	(1) MTR Corporation Limited, the Landlord; and  (2) Multiplex Cinema Limited (an indirect 95%-owned subsidiary of the Company), the Tenant
<b>Premises:</b>	Portion of the Upper and Lower Levels of Telford Plaza
<b>Term:</b>	Two years commencing from 1 October 2024 and expiring on 30 September 2026 (both days inclusive)
<b>Use:</b>	For cinema operation and other ancillary uses in accordance with the provisions of the Tenancy Agreement.
<b>Rent and other amounts payable by the Tenant:</b>	The aggregate amount of basic rent, management expenses and air-conditioning charge payable by the Tenant to the Landlord during the term of the tenancy is approximately HK\$24.9 million (exclusive of rates, government rent, promotion fee and other outgoings), and additional turnover rent may be imposed by the Landlord in accordance with the provisions of the Tenancy Agreement.
<b>Payment terms:</b>	The monthly basic rent, management expenses and air-conditioning charge are payable by the Tenant to the Landlord monthly in advance on the first day of each calendar month. The additional turnover rent (if any) shall be payable annually in arrears in accordance with the provisions of the Tenancy Agreement.

All sums payable by the Tenant under Renewal Offer Letter and/or the Tenancy Agreement will be satisfied by internal resources of the Group. The amounts of the monthly basic rent, management expenses and air-conditioning charge, and the basis of calculation of the additional turnover rent were determined after arm's length negotiations between the Landlord and the Tenant after taking into consideration the prevailing market rent and other charges payable for comparable premises in the vicinity of the Premises, as well as future prospects of the cinema business in Hong Kong.

## **RIGHT-OF-USE ASSET**

In accordance with HKFRS 16, the renewal of a tenancy agreement by extending the lease term would constitute a lease modification. Upon entering into the Renewal Offer Letter, the Group would recognise a right-of-use asset which is measured at the present value of the total basic rent payable during the term of the tenancy contemplated thereunder, discounted using an incremental borrowing rate. The value of the right-of-use asset recognised by the Group upon entering into the Renewal Offer Letter is approximately HK\$19 million.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE RENEWAL OFFER LETTER**

The Group is one of the leading multiplex cinema operators in Hong Kong. As at the date of this announcement, the Group operates 17 cinemas in Hong Kong (including one joint venture project and the one currently operating at the Premises) and one cinema in Mainland China.

The Premises are located in Telford Plaza which is a popular entertainment hub in the East Kowloon District with direct connection to the Kowloon Bay MTR Station. MCL Telford Cinema has been operating at the Premises since 2008. Given the strategic location of the Premises, the management of the Group considers that the continued use of the Premises after the expiry of the existing tenancy will be beneficial to the cinema operation of the Group, and will maintain and enhance its market position as a leading multiplex cinema operator in Hong Kong.

The Directors (including the independent non-executive Directors) considered that the transactions contemplated under the Renewal Offer Letter were entered into in the ordinary and usual course of business of the Group on normal commercial terms, and the terms of the Renewal Offer Letter and the Tenancy Agreement have been negotiated between the parties on an arm's length basis and were fair and reasonable and in the interests of the Company and its Shareholders as a whole.

## **INFORMATION OF THE COMPANY AND THE PARTIES**

### **The Company**

The Company is an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange. The Company acts as an investment holding company and the principal activities of its subsidiaries include the production and distribution of films and TV programs, music production and publishing, management and production of concerts, artiste management and cinema operation.

### **The Tenant**

The Tenant is a limited liability company incorporated in Hong Kong and an indirect 95%-owned subsidiary of the Company. The principal activity of the Tenant is cinema operation.

## **The Landlord**

The Landlord is a limited liability company incorporated in Hong Kong, the issued shares of which are listed and traded on the Main Board of the Stock Exchange. To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Landlord and its subsidiaries are principally engaged in the following core businesses: railway design, construction, operation, maintenance and investment in Hong Kong, Macau, Mainland China and a number of overseas cities; project management in relation to railway and property development businesses in Hong Kong and Mainland China; station commercial business including leasing of station retail space, leasing of advertising space inside trains and stations, and enabling of telecommunication services on the railway system in Hong Kong; property business including property development and investment, management and leasing management of investment properties (including shopping malls and offices) in Hong Kong and Mainland China; investment in Octopus Holdings Limited; provision of railway management, engineering and technology training; and investment in relevant new technologies.

To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, the Landlord and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

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## **DEFINITIONS**

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

“Board”	the board of Directors;
“Company”	eSun Holdings Limited (豐德麗控股有限公司), an exempted company incorporated in Bermuda with limited liability and the issued shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 571);
“connected persons(s)”	has the meaning ascribed to it under the Listing Rules;

“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKFRS 16”	Hong Kong Financial Reporting Standard 16 “Leases” which includes standards and interpretations promulgated by the Hong Kong Institute of Certified Public Accountants;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Landlord”	MTR Corporation Limited (香港鐵路有限公司), a company incorporated in Hong Kong with limited liability and the issued shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 66);
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Macau”	the Macao Special Administrative Region of the PRC;
“Mainland China”	the PRC excluding Hong Kong, Macau and Taiwan;
“PRC”	the People’s Republic of China;
“Premises”	Portion of the Upper and Lower Levels of Telford Plaza as shown on the floor plans annexed to the Tenancy Agreement;
“Renewal Offer Letter”	the legally binding offer letter in respect of the renewal of tenancy of the Premises issued by the Landlord and signed by the Tenant on 24 April 2024;
“Shareholder(s)”	the duly registered holder(s) of the ordinary share(s) of HK\$0.5 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules;
“Telford Plaza”	the shopping centre now known as “Telford Plaza” which forms part of the development erected on New Kowloon Inland Lot No. 5744;

“Tenancy Agreement”	the formal tenancy agreement in respect of the Premises (in the form enclosed with the Renewal Offer Letter) to be executed by the Landlord and the Tenant pursuant to the Renewal Offer Letter;
“Tenant”	Multiplex Cinema Limited (洲立影藝有限公司), a company incorporated in Hong Kong with limited liability and an indirect 95%-owned subsidiary of the Company; and
“%”	per cent.

By order of the Board  
**eSun Holdings Limited**  
**Yang Yiu Chong, Ronald Jeffrey**  
*Executive Director and*  
*Chief Executive Officer*

Hong Kong, 24 April 2024

*As at the date of this announcement, the Board comprises four Executive Directors, namely Messrs. Yang Yiu Chong, Ronald Jeffrey (Chief Executive Officer), Cheung Sum, Sam, Lam Hau Yin, Lester (also alternate to Madam U Po Chu) and Yip Chai Tuck; one Non-executive Director, namely Madam U Po Chu; and five Independent Non-executive Directors, namely Messrs. Low Chee Keong (Chairman), Lo Kwok Kwei, David, Poon Kwok Hing, Albert and Alfred Donald Yap and Dr. Ng Lai Man, Carmen.*