

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



China Jinmao Holdings Group Limited
中國金茂控股集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00817)

ANNOUNCEMENT
CONNECTED TRANSACTION UNDER
PROJECT DEVELOPMENT ENTRUSTED MANAGEMENT AGREEMENT

The Board announces that on 8 November 2024, the Company and its indirect wholly-owned subsidiary, Jinmao Xiong'an, entered into the Project Development Entrusted Management Agreement with Sinochem Holdings and its indirect wholly-owned subsidiary, Sinochem Xiong'an, pursuant to which Jinmao Xiong'an will provide management services to Sinochem Xiong'an in relation to the development and construction of the Project.

Sinochem Holdings is the ultimate controlling shareholder of the Company, indirectly holding approximately 38.40% of the total issued shares of the Company, and is therefore a connected person of the Company. Sinochem Xiong'an is an indirect wholly-owned subsidiary of Sinochem Holdings and is also a connected person of the Company. Accordingly, the Transaction constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios of the Transaction are more than 0.1% but less than 5%, the Transaction is subject to the reporting and announcement requirements but is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

BACKGROUND

The Board announces that on 8 November 2024, the Company and its indirect wholly-owned subsidiary, Jinmao Xiong'an entered into the Project Development Entrusted Management Agreement with Sinochem Holdings and its indirect wholly-owned subsidiary, Sinochem Xiong'an, pursuant to which Jinmao Xiong'an will provide management services to Sinochem Xiong'an in relation to the development and construction of the Project.

PRINCIPAL TERMS OF THE PROJECT DEVELOPMENT ENTRUSTED MANAGEMENT AGREEMENT

The principal terms of the Project Development Entrusted Management Agreement are set out below:

- Date: 8 November 2024
- Parties:
- Sinochem Holdings and its indirect wholly-owned subsidiary, Sinochem Xiong'an (as the entrusting party)
 - The Company and its indirect wholly-owned subsidiary, Jinmao Xiong'an (as the entrusted party)
- Scope of services: Jinmao Xiong'an will provide management services to Sinochem Xiong'an in relation to the development and construction of the Project, mainly involving the preliminary planning and coordination, planning and design, cost control, project construction, completion and delivery, financial management, human resources and administrative management of the Project. Sinochem Holdings and Sinochem Xiong'an will be responsible for all the funds required for the development and construction of the Project.
- The Project is located in the Xiong'an New Area, Hebei Province, with a site area of approximately 13,947 sq.m. and a planned total gross floor area of approximately 91,163 sq.m., which is intended to be used by Sinochem Holdings as its office headquarters II upon completion.
- Term: From the date of signing of the Project Development Entrusted Management Agreement to the date of expiry of 24-month period after the completion of construction and filing of the Project.
- Service fee: Sinochem Xiong'an shall pay a service fee of 4.8% of the construction cost of the Project to Jinmao Xiong'an for its provision of management services under the Project Development Entrusted Management Agreement, which is estimated to be no more than RMB54,630,000 in aggregate. Sinochem Xiong'an shall pay Jinmao Xiong'an the first instalment of the service fee equivalent to 30% of the estimated total amount and the subsequent instalments of the service fee equivalent to 5% of the estimated total amount each on a quarterly basis in accordance with the terms of the Project Development Entrusted Management Agreement. Upon completion of construction, delivery and cost settlement of the Project, Sinochem Xiong'an shall pay to Jinmao Xiong'an the difference (if any) between the final amount of service fee determined based on the actual construction cost and the amount paid by Sinochem Xiong'an.

The above service fee was determined after arm's length negotiations between the parties based on the scale of the Project and the anticipated construction costs, as well as the scope and anticipated workload of the services to be provided by Jinmao Xiong'an to Sinochem Xiong'an.

REASONS FOR AND BENEFITS OF THE TRANSACTION

With many years of experience in property development, the Group has established a sound quality control system and an extended value service system for property development, and accumulated a large number of excellent management personnel. The provision of asset-light property development management services is in line with the Group's development strategy as a city operator and the development direction of its real estate business. The Group undertook the entrusted construction and management services of the Sinochem 001 Building project in Xiong'an on 30 December 2022, and all work was progressing smoothly. Further participating in the entrusted construction of landmark office buildings in the Xiong'an Corporate Headquarters Zone in collaboration with shareholder's resources will continuously strengthen the Group's ability of entrusted construction and management.

The Directors (including the independent non-executive Directors) are of the view that the Transaction is conducted in the ordinary and usual course of business of the Company, on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole. Mr. CHENG Yong and Ms. CHEN Aihua, being employees of Sinochem Holdings, are deemed to have a material interest in the Transaction and have abstained from voting on the Board resolution approving the Transaction.

LISTING RULES IMPLICATIONS

Sinochem Holdings is the ultimate controlling shareholder of the Company, indirectly holding approximately 38.40% of the total issued shares of the Company, and is therefore a connected person of the Company. Sinochem Xiong'an is an indirect wholly-owned subsidiary of Sinochem Holdings and is also a connected person of the Company. Accordingly, the Transaction constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios of the Transaction are more than 0.1% but less than 5%, the Transaction is subject to the reporting and announcement requirements but is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

INFORMATION ON THE PARTIES

The Company is a large-scale developer and operator of quality real estate projects in the PRC, and the platform enterprise of Sinochem Holdings in the development of real estate business. The Company is principally engaged in city operations, property development, services and building technology, commercial leasing, retail operations and hotel operations.

Jinmao Xiong'an is an indirect wholly-owned subsidiary of the Company and is principally engaged in property development and operation in the PRC.

Sinochem Holdings is the ultimate controlling shareholder of the Company. It has become one of the world's leading chemical conglomerates, and operates in eight business sectors covering life science, materials science, petrochemicals, environmental science, rubber and tire, machinery and equipment, city operation, and industrial finance. The sole shareholder of Sinochem Holdings is the SASAC.

Sinochem Xiong'an is an indirect wholly-owned subsidiary of Sinochem Holdings and is principally engaged in real estate construction, leasing and operation management in Xiong'an, Hebei Province, the PRC.

DEFINITIONS

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

“Board”	the board of directors of the Company
“Company”	China Jinmao Holdings Group Limited (中國金茂控股集團有限公司), a company incorporated in Hong Kong with limited liability, whose shares are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jinmao Xiong’an”	Xiong’an Jinmao Corporate Management Co., Ltd. (雄安金茂企業管理有限公司), a company established under the laws of the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Project”	the office building project to be constructed on land parcel No. XACR-2024-013 in Corporate Headquarters Zone, Xiong’an New Area Startup Zone, Hebei Province, the PRC
“Project Development Entrusted Management Agreement”	the project development entrusted management agreement entered into by the Company and Jinmao Xiong’an with Sinochem Holdings and Sinochem Xiong’an on 8 November 2024
“RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC
“Sinochem Holdings”	Sinochem Holdings Corporation Ltd. (中國中化控股有限責任公司), a state-owned enterprise incorporated in the PRC, which is wholly owned by the SASAC

“Sinochem Xiong’an”	Sinochem Holdings Xiong’an Property Co., Ltd. (中化控股雄安置業有限公司), a company established under the laws of the PRC with limited liability and an indirect wholly-owned subsidiary of Sinochem Holdings
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Transaction”	the provision of management services by Jinmao Xiong’an to Sinochem Xiong’an in relation to the development and construction of the Project under the Project Development Entrusted Management Agreement
“%”	per cent

By order of the Board
China Jinmao Holdings Group Limited
Chairman
ZHANG Zenggen

Hong Kong, 8 November 2024

As at the date of this announcement, the Directors of the Company are Mr. ZHANG Zenggen (Chairman), Mr. TAO Tianhai, Mr. ZHANG Hui and Ms. QIAO Xiaojie as Executive Directors; Mr. CHENG Yong, Ms. CHEN Aihua, Mr. CHEN Yijiang and Ms. WANG Wei as Non-executive Directors; and Mr. SU Xijia, Mr. SUEN Man Tak, Mr. GAO Shibin and Mr. ZHONG Wei as Independent Non-executive Directors.