TIMES UNIVERSAL GROUP HOLDINGS LIMITED
時代環球集團控股有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 2310)

DISCLOSEABLE TRANSACTION IN RELATION TO EARLY TERMINATION OF THE LEASE ARRANGEMENT

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On 31 January 2025, the Landlord, Chongqing Tianfan Industrial (being an Independent Third Party), and the Tenant, Nuofute Property Management (being a wholly-owned subsidiary of the Company), reached a mutual understanding regarding the early termination of the Lease Arrangement (the "**Early Termination**").

LISTING RULES IMPLICATIONS

In accordance with HKFRS 16, the Early Termination will require the Group to derecognise the carrying amounts of the right-of-use assets and the corresponding lease liabilities in its consolidated statement of financial position. Therefore, the Early Termination is regarded as a disposal of the right-of-use assets by the Group for the purpose of the Listing Rules.

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the value of the remaining right-of-use of the Office Premises under the Lease Arrangement are 5% or more but less than 25%, the Early Termination constitutes a discloseable transaction and is subject to the announcement requirement under Chapter 14 of the Listing Rules but exempt from Shareholders' approval requirement under the Listing Rules.

DISCLOSEABLE TRANSACTION IN RELATION TO EARLY TERMINATION OF THE LEASE ARRANGEMENT

Nuofute Property Management (as Tenant) leased the Office Premises from Chongqing Tianfan Industrial (as Landlord) for a term of 10 years from 1 September 2021 to 31 August 2031 pursuant to the Lease Arrangement with rent-free period from 1 September 2021 to 30 September 2021.

On 31 January 2025, the Landlord, Chongqing Tianfan Industrial (being an Independent Third Party), and the Tenant, Nuofute Property Management (being a wholly-owned subsidiary of the Company), reached a mutual understanding regarding the early termination of the Lease Arrangement (the "**Early Termination**"). The Early Termination arose as the Landlord entered into a new lease agreement in respect of the Office Premises with a new tenant on 20 January 2025. Subsequently, the Tenant ceased paying rent and relocated its operations to new premises with effect from February 2025. Although no formal termination agreement was executed nor written notice exchanged between the parties, as a result of the Early Termination, all rights and obligations of the parties under the Lease Arrangement ceased to have effect from 31 January 2025.

The Early Termination followed a bankruptcy application filed by Nuofute Property Management against the Landlord in the PRC on 25 April 2024. By way of background, Nuofute Property Management had been providing property management services for the building in which the Office Premises are located, namely the Westin Hotel Office Building Project* (威斯汀酒店寫字樓項目). Since 2023, the Landlord had failed to settle management fees amounting to approximately RMB13.5 million owed to Nuofute Property Management (the "**Outstanding Management Fees**"). Consequently, due to the Landlord's failure to settle the Outstanding Management Fees, Nuofute Property Management filed a bankruptcy application against the Landlord with the Chongqing No. 5 Intermediate People's Court* (重慶市第五中級人民法院) in the PRC on 25 April 2024.

The Group is principally engaged in hotel operation and provision of properties management services. Chongqing Tianfan Industrial is a company incorporated in the PRC with limited liability, and its primary business is property ownership and leasing. Chongqing Tianfan Industrial is indirectly owned as to approximately 49.0% by Ma Pengfei* (馬鵬飛) and as to approximately 51.0% by China City Investment Group Sixth Engineering Bureau Company Limited* (中城投集團第六工程局有限公司) (a stated owned enterprise in the PRC). To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Landlord (i.e. Chongqing Tianfan Industrial) and its respective ultimate beneficial owners are Independent Third Parties.

The Board is of the view that the Early Termination is in the interests of the Company and the Shareholders as a whole, and will not pose any material adverse effect on the operation and financial position of the Group.

LISTING RULES IMPLICATIONS

In accordance with HKFRS 16, the Early Termination will require the Group to derecognise the carrying amounts of the right-of-use assets and the corresponding lease liabilities in its consolidated statement of financial position. Therefore, the Early Termination is regarded as a disposal of the right-of-use assets by the Group for the purpose of the Listing Rules. The maximum value of the right-of-use assets derecognised by the Group as a result of the Early Termination amounts to approximately HK$7.2 million.

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the value of the remaining right-of-use of the Office Premises under the Lease Arrangement are 5% or more but less than 25%, the Early Termination constitutes a discloseable transaction and is subject to the announcement requirement under Chapter 14 of the Listing Rules but exempt from Shareholders' approval requirement under the Listing Rules.

REASONS FOR NON-COMPLIANCE WITH THE LISTING RULES

As disclosed in this announcement, the Early Termination and the resulting disposal of the right-of-use assets constituted a discloseable transaction under Chapter 14 of the Listing Rules. Due to an inadvertent oversight, the Company did not fully comply with Chapter 14 of the Listing Rules by failing to publish an announcement in a timely manner (the "**Non-Compliance Matter**").

The Board was not aware of the Early Termination until the annual audit was completed in March 2026. The non-compliance was unintentional and arose primarily because the accounting treatment of the derecognition and the potential implications under the Listing Rules were not identified or escalated to the Board and senior management at the time of the Early Termination in 2025.

The Directors would like to emphasise that the Non-Compliance Matter was an isolated incident and did not involve any intentional disregard of the Listing Rules. The Board has reviewed the matter and confirmed that there were no other similar undisclosed notifiable transactions during the year.

The Company deeply regrets its non-compliance with the Listing Rules and has made appropriate disclosure of this Non-Compliance Matter in its 2025 annual report, which was published on 30 April 2026.

REMEDIAL ACTIONS

In order to prevent recurrence of similar incidents in the future, the Company will implement the following comprehensive remedial measures to strengthen its corporate governance and internal control systems:

(i) the Company will enhance its policies and procedures on notifiable transactions by improving its internal guidelines on the identification, assessment, approval, reporting and timely disclosure of any transactions that may fall under Chapter 14 of the Listing Rules, with particular emphasis on lease terminations, lease modifications and the derecognition of right-of-use assets. The enhanced policy and procedures will be formally documented, approved by the Board and circulated to all relevant staff in the finance department and subsidiaries who handle the Company's transactions on a daily basis;

(ii) the Company will arrange comprehensive training sessions on the Listing Rules, with particular focus on notifiable transactions under Chapter 14 (including transactions involving right-of-use assets, lease modifications and early terminations), for all Directors, senior management and relevant employees. External professional advisers or legal counsel will be engaged to conduct such training on a regular basis to ensure ongoing awareness and understanding of compliance requirements;

(iii) a multi-level approval process together with a formal checklist system will be introduced. All proposed transactions (together with material terms) which are or may possibly constitute notifiable transactions under the Listing Rules, including but not limited to any lease terminations, early termination of leases, or derecognition of right-of-use assets, must be promptly reported to the Company Secretary and the Board for assessment of Listing Rules implications before any action is taken;

(iv) the Company Secretary, together with the finance team, will be responsible for the ongoing monitoring of compliance with the Listing Rules and will quarterly update to the Board on any compliance matter; and

(v) the Company will engage external compliance consultants or legal advisers from time to time to provide ongoing advice and support on Listing Rules compliance matters. Where necessary, the Company will consult the Stock Exchange on the proper treatment of any proposed transaction.

The Directors believe that the implementation of the above remedial measures will strengthen and reinforce the knowledge of the Directors and the responsible staff and management of the Group and will improve the ability of the Company to comply with the requirements of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

"Board"	the board of Directors
"Company"	Times Universal Group Holdings Limited (時代環球集團控股有限公司), a company incorporated in Hong Kong with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 2310)
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HKFRS"	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants

"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	a third party or third parties independent of and not connected with (within the meaning of the Listing Rules) any directors, chief executive, substantial shareholders of the Company, its subsidiaries or any of their respective associates
"Landlord" or "Chongqing Tianfan Industrial"	Chongqing Tianfan Industrial Company Limited* (重慶天帆實業有限公司), a company incorporated in the PRC with limited liability and an Independent Third Party
"Lease Arrangement"	the lease agreement dated 31 August 2021 entered into between Nuofute Property Management as tenant and Chongqing Tianfan Industrial as the landlord in respect of the Office Premises for a term of 10 years from 1 September 2021 to 31 August 2031, as supplemented by the supplementary agreement dated 31 August 2021
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Office Premises"	Rooms 1, 2, 3, 4, and 5, 8th Floor, Westin Hotel Office Building Project, No. 222 Xinhua Road, Yuzhong District, Chongqing, the PRC* (重慶市渝中區新華路222號威斯汀酒店寫字樓項目第8層1, 2, 3, 4, 5號房), with a gross floor area of approximately 1,462.06 square meters
"PRC"	People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Tenant" or "Nuofute Property Management"	Nuofute Property Management Company Limited* (重慶諾富特物業管理有限公司), a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
"%"	per cent.

* *For identification purpose only*

By order of the Board
TIMES UNIVERSAL GROUP HOLDINGS LIMITED
CHOI Yun Chor
Chairman and Executive Director

Hong Kong, 11 May 2026

As at the date of this announcement, the executive Directors are Mr. CHOI Yun Chor, Mr. CHEN Jian, Mr. TAI Kwok Keung Kenny and Ms. HUNG Wang Kai Grace; and the independent non-executive Directors are Ms. LAI Cheuk Yu Cherrie, Mr. HUANG Xiangyang and Mr. NGOK Ho Wai.