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GUANGDONG INVESTMENT LIMITED
(粵 海 投 資 有 限 公 司)
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00270)

**CONNECTED TRANSACTIONS IN RELATION TO
THE ACQUISITION OF 85% EQUITY INTEREST IN TARGET COMPANY
AND
CERTAIN RELATED CONTINUING CONNECTED TRANSACTIONS**

THE ACQUISITION

The Board is pleased to announce that on 31 May 2022, GD Teem (as purchaser), being an indirect non-wholly owned subsidiary of the Company, and Guangdong Holdings (being the ultimate controlling shareholder of the Company) and Yuehai Yangzhonghui (being a direct wholly-owned subsidiary of Guangdong Holdings) (Guangdong Holdings and Yuehai Yangzhonghui together as sellers), entered into the Equity Transfer Agreement, pursuant to which GD Teem has agreed to purchase, and the Sellers have agreed to sell, the Sale Equity, representing an aggregate of 85% equity interest in the Target Company, for the total consideration of RMB767,594,115 (equivalent to approximately HK\$910,136,342) in cash, subject to adjustment (if any) in accordance with the terms of the Equity Transfer Agreement. Upon Completion, the Target Company will become an indirect non-wholly owned and connected subsidiary of the Company.

Guangdong Holdings is the ultimate controlling shareholder of the Company and hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Yuehai Yangzhonghui is a direct wholly-owned subsidiary of Guangdong Holdings, hence an associate of Guangdong Holdings and a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the Acquisition calculated pursuant to the Listing Rules is more than 0.1% but all of the applicable percentage ratios are less than 5%, the Acquisition is subject to the reporting and announcement requirements under the Listing Rules, but is exempt from the independent shareholders' approval requirement.

FINANCIAL ASSISTANCE IN RELATION TO THE LOAN PROVIDED BY A CONNECTED PERSON TO THE TARGET COMPANY

Prior to the date of the Equity Transfer Agreement, the Target Company had entered into the Loan Agreement with GDH Finance (a wholly-owned subsidiary of Guangdong Holdings, the ultimate controlling shareholder of the Company), pursuant to which GDH Finance has provided the Loan to the Target Company repayable on the date falling three years from the drawdown date (being 3 August 2021). As at the date of this announcement, the outstanding principal amount under the Loan Agreement is RMB300,000,000 (equivalent to approximately HK\$355,710,000). The Target Company's obligations for the repayment of the Loan (and the other outstanding amounts thereunder) are secured by the charge granted by the Target Company in favour of GDH Finance over Guangzhou Comic City.

Upon Completion, the Target Company will become an indirect non-wholly owned and connected subsidiary of the Company. Since GDH Finance is a connected person of the Company, the Loan will constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

Since the highest applicable percentage ratio calculated in accordance with the Listing Rules in respect of the Loan Agreement exceeds 0.1% but all of them are less than 5%, the Loan Agreement and the transactions contemplated thereunder are subject to reporting and announcement requirements but are exempt from the independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS

Prior to the date of the Equity Transfer Agreement, the Target Company had entered into the Existing Continuing Agreements with certain subsidiaries of Guangdong Holdings, which are connected persons of the Company. Upon Completion, the Target Company will become an indirect non-wholly owned and connected subsidiary of the Company. Therefore, the continuing transactions under the Existing Continuing Agreements will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules and the Company will comply with the relevant requirements under Chapter 14A of the Listing Rules.

A. THE ACQUISITION

The Board is pleased to announce that on 31 May 2022, GD Teem (as purchaser), being an indirect non-wholly owned subsidiary of the Company, and Guangdong Holdings (being the ultimate controlling shareholder of the Company) and Yuehai Yangzhonghui (being a direct wholly-owned subsidiary of Guangdong Holdings) (Guangdong Holdings and Yuehai Yangzhonghui together as sellers), entered into the Equity Transfer Agreement, pursuant to which GD Teem has agreed to purchase, and the Sellers have agreed to sell, the Sale Equity, representing an aggregate of 85% equity interest in the Target Company, for the aggregate consideration of RMB767,594,115 (equivalent to approximately HK\$910,136,342) in cash, subject to adjustment (if any) in accordance with the terms of the Equity Transfer Agreement. Upon Completion, the Target Company will become an indirect non-wholly owned and connected subsidiary of the Company.

A.1 The Equity Transfer Agreement

The salient terms of the Equity Transfer Agreement are set out as follows:

Date: 31 May 2022

Parties:

Purchaser: GD Teem

Sellers: (a) Guangdong Holdings (as seller of 30% of the total equity interest of the Target Company)
(b) Yuehai Yangzhonghui (as seller of 55% of the total equity interest of the Target Company)

Subject matter

Pursuant to the Equity Transfer Agreement, GD Teem, has agreed to purchase, and Guangdong Holdings and Yuehai Yangzhonghui have agreed to sell, 30% and 55% of the total equity interest of the Target Company at the consideration of RMB270,915,570 (equivalent to approximately HK\$321,224,591) and RMB496,678,545 (equivalent to approximately HK\$588,911,751), respectively, subject to adjustment (if any) in accordance with the terms of the Equity Transfer Agreement (details are set out in the section headed “A. The Acquisition – A.1 The Equity Transfer Agreement – Consideration and basis of determination” in this announcement).

Please refer to the section headed “A. The Acquisition – A.2 Information on the Target Company” in this announcement for details of the Target Company.

Consideration and basis of determination

The total consideration (the “**Consideration**”) for the sale and purchase of the Sale Equity is RMB767,594,115 (equivalent to approximately HK\$910,136,342) (subject to adjustment as set out below), and shall be payable within five business days upon the execution of the Equity Transfer Agreement, amongst which, RMB270,915,570 (equivalent to approximately HK\$321,224,591) shall be payable by GD Teem to Guangdong Holdings, and RMB496,678,545 (equivalent to approximately HK\$588,911,751) shall be payable by GD Teem to Yuehai Yangzhonghui.

The Consideration shall be subject to (i) a downward adjustment (if any) by an amount equal to the Loss multiplied by 85% (i.e. in respect of the consideration payable by GD Teem to Guangdong Holdings, by an amount equal to the Loss multiplied by 30%, and in respect of the consideration payable by GD Teem to Yuehai Yangzhonghui, by an amount equal to the Loss multiplied by 55%) in the event that there is a loss after tax (the “**Loss**”) in the management accounts of the Target Company for the period from 1 January 2022 (i.e. the date following the Valuation Date) to the date of the Equity Transfer Agreement; or (ii) an upward adjustment (if any) by an amount equal to the Profit multiplied by 85% (i.e. in respect of the consideration payable by GD Teem to Guangdong Holdings, by an amount equal to the Profit multiplied by 30% and in respect of the consideration

payable by GD Teem to Yuehai Yangzhonghui, by an amount equal to the Profit multiplied by 55%) in the event that there is a profit after tax (the “**Profit**”) in the management accounts of the Target Company for the period from 1 January 2022 (i.e. the date following the Valuation Date) to the date of the Equity Transfer Agreement. The Group expects that there will be no material adjustment to the total consideration for the sale and purchase of the Sale Equity.

The Consideration is expected to be funded by the Group’s internal resources.

The Consideration was determined after arm’s length negotiations between GD Teem and the Sellers having taken into account, among other things: (i) the appraised value of the entire equity interest of the Target Company as at 31 December 2021 (the “**Valuation Date**”) of RMB903,051,900 (equivalent to approximately HK\$1,070,748,638) according to an asset-based approach valuation report prepared by an independent professional valuer in the PRC engaged by the Company (the “**Valuation Report**”); (ii) the prospects of the Target Company; and (iii) the other factors set out in the section headed “A. The Acquisition – A5. Reasons for and benefits of the Acquisition” in this announcement.

Completion

The Sellers shall, and shall procure the Target Company to, proceed with all registration and/or filing procedures with the relevant administration for market regulation in the PRC in respect of the transfer of the Sale Equity, within 30 business days from the date of the Equity Transfer Agreement. The date of completion of the Acquisition shall be the date of completion of the change of registration of the Sale Equity with the relevant administration for industry and commerce department in the PRC.

Upon Completion, the Target Company will become an indirect non-wholly owned and connected subsidiary of the Company.

A.2 Information on the Target Company

The Target Company is a limited liability company established in the PRC on 29 March 2004. The Target Company is principally engaged in operating and managing Guangzhou Comic City, the details of which are set out in the section headed “A. The Acquisition - A.2 Information on the Target Company - Guangzhou Comic City” below.

In November 2011, Guangdong Holdings acquired, through an auction sale by a court order in the PRC, the entire equity interest of three limited liability companies in the PRC (namely the Target Company, 廣州金東源房地產開發有限公司 (Guangzhou Jindongyuan Real Estate Development Company Limited*) and 廣州地源物業管理有限公司 (Guangzhou Diyuan Property Management Co., Ltd. *)) for a single lump sum of RMB327,679,100 (equivalent to approximately HK\$388,529,109). The acquisition costs of the entire equity interest of the Target Company recorded on the books of Guangdong Holdings was RMB60,467,118. The relevant change of registration in respect of the transfer of the entire equity interest in the Target Company to Guangdong Holdings was completed on 24 May 2012. In December 2020, Guangdong Holdings transferred 70% of the equity

interest of the Target Company to Yuehai Yangzhonghui for nil consideration. As at the date of this announcement, the equity interest of the Target Company is owned as to 30% and 70% by Guangdong Holdings and Yuehai Yangzhonghui, respectively.

Upon Completion, the equity interest of the Target Company will be owned as to 85% by GD Teem and as to 15% by Yuehai Yangzhonghui, and accordingly, the Target Company will become a non-wholly owned and connected subsidiary of the Company.

Guangzhou Comic City

Guangzhou Comic City is a shopping mall located at the underground of No.1 Jixiang Road, Yuexiu District, Guangzhou City, the PRC and below the South Square of the People's Park, Guangzhou City; it is located at the junction of Zhongshan Fifth Road and Jixiang Road, and is close to Beijing Road Pedestrian Street and in the Beijing Road commercial area. The Guangzhou Comic City has three underground levels with a total construction area of 32,640.90 sq.m., comprising 22,464.51 sq.m. of shops and 10,176.39 sq.m. of parking spaces.

Guangzhou Comic City is positioned as an integrated platform for product display, promotion, experience, interaction, entertainment, sales and shopping in the animations and comics space, and offers the enthusiasts of animations and comics with information, updates and products, as well as previews of the latest online games. The tenants in Guangzhou Comic City are mainly in retail business and they sell core and peripheral products in relation to animations and comics, clothing, shoes, bags, cosmetics, and operate restaurants and catering services.

Financial information of the Target Company

Based on the audited financial statements of the Target Company prepared in accordance with PRC Generally Accepted Accounting Principles and audited by the PRC auditor, the financial information of the Target Company for each of the years ended 31 December 2021, 31 December 2020 and 31 December 2019, respectively, was as follows:

	For the year ended 31 December 2021 (audited) <i>RMB</i>	For the year ended 31 December 2020 (audited) <i>RMB</i>	For the year ended 31 December 2019 (audited) <i>RMB</i>
Revenue	75,130,600 (equivalent to approximately HK\$89,082,000)	75,166,200 (equivalent to approximately HK\$89,125,000)	114,402,500 (equivalent to approximately HK\$135,647,000)
Profit/(loss) before tax	1,542,800 (equivalent to approximately HK\$1,829,000)	(11,220,400) (equivalent to approximately HK\$13,304,000)	31,433,800 (equivalent to approximately HK\$37,271,000)
Profit/(loss) after tax	1,542,800 (equivalent to approximately HK\$1,829,000)	(10,909,100) (equivalent to approximately HK\$12,935,000)	23,149,700 (equivalent to approximately HK\$27,449,000)

Based on the audited financial statements of the Target Company prepared in accordance with PRC Generally Accepted Accounting Principles and audited by the PRC auditor, the audited net liabilities of the Target Company as at 31 December 2021 was RMB117,272,600 (equivalent to approximately HK\$139,050,122).

Based on the Valuation Report, the appraised value of the entire equity interest of the Target Company based on asset-based approach as at 31 December 2021 was RMB903,051,900 (equivalent to approximately HK\$1,070,748,638).

While the audited total assets of the Target Company as at 31 December 2021 was RMB220,889,394 (equivalent to approximately HK\$261,908,554), the appraised value of the total assets of the Target Company (as contained in the Valuation Report) as at the same date was RMB1,241,213,900 (equivalent to approximately HK\$1,471,707,322). The difference between the audited total assets and the aforesaid appraised value of the total assets of the Target Company (as contained in the Valuation Report), as at 31 December 2021, was mainly attributable to the difference between the appraised value of the investment properties held by the Target Company (i.e. Guangzhou Comic City) (which was determined after having taken into account, among other thing, the steady increase in the market values of the properties located in the Beijing Road commercial area, Yuexiu District, Guangzhou City, the PRC, in recent years) as contained in the Valuation Report as compared to their relevant book value (which was recorded at the historical cost) as shown in the audited financial statements of the Company).

A.3 Information on GD Teem, the Company and the Group

GD Teem is a limited liability company established in the PRC. It is principally engaged in investment holding, providing property leasing services, property investment and development, department store operation, hotel ownership and operation. GD Teem is held as to:

- (i) approximately 85% by Teem Holdings Limited, which is in turn owned (a) as to approximately 76.018% by the Company, (b) as to approximately 12.978% by 廣州市城市建設開發集團有限公司 (Guangzhou City Construction & Development Holdings Ltd.*), which is ultimately controlled by 廣州市人民政府 (the Guangzhou Municipal Government), (c) as to approximately 5.927% by 廣東潤達資產經營有限公司 (Guangdong Runda Assets Management Co., Ltd.*), which is ultimately controlled by the Guangdong Government, (d) as to approximately 3.244% by 廣州市設計院集團有限公司 (Guangzhou Design Institute Group Company Limited*), which is ultimately controlled by 廣州市人民政府辦公廳 (the Office of Guangzhou Municipal Government), (e) as to approximately 1.375% by 廣東省工業設備安裝有限公司 (Guangdong Industrial Equipment Installation Co., Ltd.*), which is ultimately controlled by the Guangdong Government, and (f) as to approximately 0.458% by Mr. ZHANG Ping on behalf of certain employees or ex-employees of GD Teem;
- (ii) approximately 11.51% by the Company;

- (iii) approximately 2.975% by 廣州市城市建設開發集團有限公司 (Guangzhou City Construction & Development Holdings Ltd.*) (see paragraph (i) for details); and
- (iv) approximately 0.515% by 廣州市設計院集團有限公司 (Guangzhou Design Institute Group Company Limited*) (see paragraph (i) for details).

The Company is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. The Group is principally engaged in investment holding, water resources, property investment and development, department store operation, hotel ownership, operation and management, investments in energy projects and road and bridge operation. The ultimate controlling shareholder of the Company is Guangdong Holdings.

A.4 Information on the Sellers

Guangdong Holdings is the ultimate controlling shareholder of the Company and is principally engaged in investment holding. The Guangdong Holdings Group's business activities include public utilities and infrastructure, manufacturing, real estate, hotel, property management, retail and wholesale, finance, etc. Guangdong Holdings is held as to 90% by the Guangdong Government and as to 10% by the Department of Finance of the Guangdong Government while the State-owned Assets Supervision and Administration Commission of the Guangdong Government has been performing ownership and control functions in respect of Guangdong Holdings with the authorisation of the Guangdong Government.

Yuehai Yangzhonghui is a limited liability company established in the PRC and is principally engaged in providing property leasing services and management of shopping malls. It is a direct wholly-owned subsidiary of Guangdong Holdings.

A5. Reasons for and benefits of the Acquisition

Guangzhou Comic City is the largest themed shopping mall on animations and comics in the Southern China, and is well known in Guangzhou City and the Greater Bay Area. The Company believes that Guangzhou Comic City will complement the other property projects held by the GD Teem Group in terms of business operation models and consumer groups. It is expected that the Acquisition will enable the GD Teem Group to expand its asset scale and business portfolios which is in line with its development strategies with added special characteristics to its business operations.

Further, Guangzhou Comic City is excellently located in Guangzhou City's traditional business district and close to two interchange stations of Guangzhou Metro. Certain government policies have been announced for upgrading the commercial area where Guangzhou Comic City is situated, and there will be more speciality operation projects which will help attract visitors in the Greater Bay Area or even nationwide. As such, it is expected that Guangzhou Comic City will benefit from an increase in visitors.

The Company considers Guangzhou Comic City to be a high-quality asset since Guangzhou Comic City had achieved good operating profits and maintained stable cash flow for many years before the COVID-19 outbreak, and is optimistic about the prospects of Guangzhou Comic City in the future. With the addition of

Guangzhou Comic City to the GD Teem Group's asset portfolios, the Company is of the view that it will create synergies with the GD Teem Group's existing businesses in terms of branding, tenant mix, marketing, cost effectiveness and operational efficiency enhancement.

In light of the above and having considered the basis of determination of the Consideration, the Directors (including the independent non-executive Directors) consider that the terms of the Equity Transfer Agreement and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, and are in the interests of the Company and its shareholders as a whole.

A6. Listing Rules implications

Guangdong Holdings is the ultimate controlling shareholder of the Company, hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Yuehai Yangzhonghui is a direct wholly-owned subsidiary of Guangdong Holdings, hence an associate of Guangdong Holdings and a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the Acquisition calculated pursuant to the Listing Rules is more than 0.1% but all of the applicable percentage ratios are less than 5%, the Acquisition is subject to the reporting and announcement requirements under the Listing Rules, but is exempt from the independent shareholders' approval requirement.

Mr. HOU Wailin and Mr. CAI Yong, being the Directors, are also directors of Guangdong Holdings. Both of the above-named Directors, present at the relevant Board meeting, were not counted towards the quorum and abstained from voting on the relevant Board resolutions to approve, amongst other things, the Equity Transfer Agreement. Save as disclosed above, to the best knowledge, information and belief of the Directors and having made all reasonable enquiries, no other Directors had any material interest in the Equity Transfer Agreement and the transactions contemplated thereunder and was required to abstain from voting on the relevant Board resolutions.

B. FINANCIAL ASSISTANCE IN RELATION TO THE LOAN PROVIDED BY A CONNECTED PERSON TO THE TARGET COMPANY

Prior to the date of the Equity Transfer Agreement, the Target Company had entered into the Loan Agreement with GDH Finance (a connected person of the Company), pursuant to which GDH Finance has provided the Loan to the Target Company in the principal amount of RMB320,000,000 (equivalent to approximately HK\$379,424,000) repayable on the date falling three years from the drawdown date (being 3 August 2021) (the "**Drawdown Date**"). The Target Company's obligations for repayment of the Loan (and the other outstanding amounts thereunder) are secured by the charge granted by the Target Company in favour of GDH Finance over Guangzhou Comic City. As at the date of this announcement, the outstanding principal amount under the Loan Agreement is RMB300,000,000 (equivalent to approximately HK\$355,710,000).

GDH Finance is an indirect wholly-owned subsidiary of Guangdong Holdings (the ultimate controlling shareholder of the Company), hence an associate of Guangdong Holdings and a connected person of the Company under Chapter 14A of the Listing Rules.

Upon Completion, the Target Company will become an indirect non-wholly owned and connected subsidiary of the Company. Accordingly, the Loan will constitute a connected transaction under Chapter 14A of the Listing Rules.

B1. The Loan Agreement

A summary of the salient terms of the Loan Agreement is set out below:

Date:	30 July 2021
Parties:	(1) Target Company (as borrower) (2) GDH Finance (as lender)
Principal amount:	RMB320,000,000 (equivalent to approximately HK\$379,424,000). As at the date of this announcement, the outstanding principal amount is RMB300,000,000 (equivalent to approximately HK\$355,710,000)
Purpose of the Loan:	Repayment of a previous loan
Term of the Loan:	Three years from the Drawdown Date (the “ Final Repayment Date ”), being 2 August 2024
Interest:	An initial interest rate of 0.15% above the one-year loan prime rate (LPR) published by the National Interbank Funding Center as at the date immediately before the date of the Loan Agreement, which shall be adjusted accordingly on every 1 January thereafter. The Target Company shall pay interest (in arrears) on the Loan quarterly on the 21 st day of the last month of a quarter.
Repayment:	The Target Company shall repay (i) as from the Drawdown Date, RMB500,000 (equivalent to approximately HK\$592,850) each on every 21 June and 21 December thereafter, and (ii) the remaining amount of the Loan (and outstanding interest) on the Final Repayment Date.
Security:	The Target Company’s obligations for repayment of the Loan (and the other outstanding amounts thereunder including interest, penalties, damages, etc) are secured by a charge dated 30 July 2021 (the “ Charge ”) which was granted by the Target Company in favour of GDH Finance over the premises located at underground level one to underground level three of No.1 Jixiang Road, Yuexiu District, Guangzhou City the PRC (i.e. Guangzhou Comic City).

As contained in the Valuation Report, the appraised value of Guangzhou Comic City was approximately RMB1,207,800,000 (equivalent to approximately HK\$1,432,088,460) as at 31 December 2021.

B2. Information on the parties to the Loan Agreement

For information on the Target Company, please refer to the section headed “A. The Acquisition – A.2 Information on the Target Company” in this announcement.

GDH Finance is a wholly-owned subsidiary of Guangdong Holdings. It is a non-banking financial institution approved and regulated by the China Banking and Insurance Regulatory Commission and is principally engaged in providing financial services, including but not limited to lending, settlement services, deposit services, entrustment loan services and guarantee services to Guangdong Holdings and its subsidiaries.

B3. Reasons for and benefits of the Loan Agreement

By securing the Loan which was used for repayment of a previous loan owed by the Target Company, the Target Company would not be required to source funds for repayment of the outstanding amount of the Loan before the Final Payment Date. Given that the terms of the Loan Agreement are on normal commercial terms, it will lower the Target Company’s liquidity risk and reduce costs for arranging a new loan.

The Company considers that the terms (including the interest rate) of the Loan Agreement and the Charge were determined after arm’s length negotiations between the parties thereto. The Directors (including the independent non-executive Directors) consider that the terms of the Loan Agreement, the Charge and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better and in the ordinary and usual course of business of the Group, and are in the interests of the Company and its shareholders as a whole.

B4. Listing Rules implications

Upon Completion, the Target Company will become an indirect non-wholly owned and connected subsidiary of the Company. Guangdong Holdings is the ultimate controlling shareholder of the Company, hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules. GDH Finance is a wholly-owned subsidiary of Guangdong Holdings, hence an associate of Guangdong Holdings and a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the Loan, as secured by the Charge, will constitute a non-exempt financial assistance from GDH Finance and a connected transaction of the Company under Chapter 14A of the Listing Rules.

Since the highest applicable percentage ratio calculated in accordance with the Listing Rules in respect of the Loan Agreement exceeds 0.1% but all of them are less than 5%, the Loan Agreement and the transactions contemplated thereunder are subject to reporting and announcement requirements but are exempt from the

independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules.

Mr. HOU Wailin and Mr. CAI Yong, being the Directors, are also directors of Guangdong Holdings. Both of the above-named Directors, present at the relevant Board meeting, were not counted towards the quorum and abstained from voting on the relevant Board resolutions to approve, amongst other things, the Loan Agreement, and the transactions contemplated thereunder. Save as disclosed above, to the best knowledge, information and belief of the Directors and having made all reasonable enquiries, no other Directors have any material interest in the Loan Agreement and the transactions contemplated thereunder and was required to abstain from voting on the relevant Board resolutions.

C. CONTINUING CONNECTED TRANSACTIONS

Prior to the date of the Equity Transfer Agreement, the Target Company had entered into (i) the Information Technology Services Agreement with GDH Corporate Services (and Yuehai Yangzhonghui), (ii) the Guangzhou Comic City Property Management Services Agreement with GDH Commercial Management, and (iii) the Deposit Services and Settlement Services Agreement with GDH Finance.

GDH Corporate Services, Yuehai Yangzhonghui, GDH Commercial Management and GDH Finance are subsidiaries of Guangdong Holdings, hence they are associates of Guangdong Holdings and connected persons of the Company.

Upon Completion, the Target Company will become an indirect non-wholly owned and connected subsidiary of the Company. Therefore, the continuing transactions under the Existing Continuing Agreements will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

C1. Continuing connected transactions fully exempt from the reporting, annual review, announcement and independent shareholders' approval requirements

The Information Technology Services Agreement

A summary of the salient terms of the Information Technology Services Agreement is set out below:

Date:	14 September 2021
Parties:	(a) Target Company (b) Yuehai Yangzhonghui (c) GDH Corporate Services
Term:	1 January 2021 to 31 December 2022
Subject matter:	GDH Corporate Services shall provide information technology services (including but not limited to (i) the maintenance of computers and hardware, (ii) the maintenance and technical support of email system, video-conferencing system, and other systems, (iii) the

maintenance of infrastructure such as server rooms, VPN equipment, backup electricity supply) to the Target Company and Yuehai Yangzhonghui (and its subsidiaries).

Service fee: The service fee is charged by GDH Corporate Services according to the fee scales agreed by the parties to the agreement. The service fee charged by GDH Corporate Services comprises: (i) the fee calculated based on the number of users (fee per head) in respect of each system (such as email systems and video-conferencing system); and (ii) the usage fee calculated based on the usage (fee per usage unit) in respect of the technological resources (such computer storage and backup system), which is subject to adjustment every six months based on the change in cost of provision of such technical resources.

The service fee was determined by the parties with reference to (i) the expected number of users of the relevant systems, (ii) the expected usage of the relevant technological resources, (iii) the estimated cost of provision of technical resources by GDH Corporate Services, and (iv) the prevailing market rates for the fee charged for per user of the relevant systems and per usage unit of the relevant technological resources.

Payment terms: The relevant service fee shall be settled by the Target Company (and each of Yuehai Yangzhonghui and its subsidiaries) within 15 days after receiving the invoice issued by GDH Corporate Services every six months.

Historical transaction amounts

The actual transaction amounts of the relevant service fees under the Information Technology Services Agreement paid by the Target Company to GDH Corporate Services for the year ended 31 December 2021 and the four months ended 30 April 2022 were RMB96,277 (equivalent to approximately HK\$114,156) and RMB25,517 (equivalent to approximately HK\$30,255), respectively.

Annual cap

The annual cap for the transactions contemplated under the Information Technology Services Agreement for the period from the date of the Completion to 31 December 2022 has been set as RMB100,000 (equivalent to approximately HK\$118,570).

The annual cap has been determined after taking into (i) the historical transaction amounts as set out above, (ii) the expected number of users of the relevant systems and the expected usage of the relevant technological resources and (iii) the expected costs for provision of technical resources by GDH Corporate Services.

Information on the parties to the agreement

GDH Corporate Services is a direct wholly-owned subsidiary of Guangdong Holdings. It is principally engaged in the provision of information technology services. For information on Guangdong Holdings, please refer to the section headed “A. The Acquisition – A.4 Information on the Sellers” in this announcement.

For information on Yuehai Yangzhonghui, please refer to the section headed “A. The Acquisition – A.4 Information on the Sellers” in this announcement.

For information on the Target Company, please refer to the section headed “A. The Acquisition – A2. Information on the Target Company” in this announcement.

Listing Rules implication

Upon Completion, the Target Company will become an indirect non-wholly owned and connected subsidiary of the Company. Guangdong Holdings is the ultimate controlling shareholder of the Company, hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules. GDH Corporate Services and Yuehai Yangzhonghui are wholly-owned subsidiaries of Guangdong Holdings, hence associates of Guangdong Holdings and connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Information Technology Services Agreement will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. On a standalone basis, as all of the applicable percentage ratios in respect of the annual cap for the Information Technology Services Agreement calculated pursuant to the Listing Rules are less than 0.1%, it was fully exempt from the annual review, announcement and independent shareholders’ approval requirements under the Listing Rules.

Prior to the date of the announcement, the Company and GDH Corporate Services had entered into the GDI Group IT Services Agreement pursuant to which GDH Corporate Services shall provide information technology services (including but not limited to (i) the maintenance of computers and hardware, (ii) the maintenance and technical support of email system, video-conferencing system and other systems, (iii) the maintenance of infrastructure such as server rooms, VPN equipment, backup electricity supply) to the Group for the period from 1 January 2021 to 31 December 2022. As GDH Corporate Services is a connected person of the Company, the transactions contemplated under the GDI Group IT Services Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. The annual caps for the transactions contemplated under the GDI Group IT Services Agreement for the year ended 31 December 2021 and the year ending 31 December 2022 were set as RMB10,100,000 (equivalent to approximately HK\$11,975,570) and RMB10,600,000 (equivalent to approximately HK\$12,568,420), respectively. On a standalone basis, as all of the applicable percentage ratios in respect of the annual caps for the GDI Group IT Services Agreement calculated pursuant to the Listing Rules are less than 0.1%, it was fully exempt from the annual review, announcement and independent shareholders’ approval requirements under the Listing Rules.

The relevant transactions under the GDI Group IT Services Agreement and the Information Technology Services Agreement have been aggregated on the basis that they all relate to the provision of information technology services by GDH Corporate Services to the Group. On an aggregated basis, as all the applicable percentage ratios in respect of the continuing connected transactions contemplated under the GDI Group IT Services Agreement and the Information Technology Services Agreement are less than 0.1%, each of the GDI Group IT Services Agreement and the Information Technology Services Agreement is fully exempt from the annual review, announcement and independent shareholders' approval requirements under the Listing Rules.

C2. Other continuing connected transactions

(i) The Guangzhou Comic City Property Management Services Agreement

A summary of the salient terms of the Guangzhou Comic City Property Management Services Agreement is set out below:

Date:	31 December 2020 (as supplemented by a supplemental agreement dated 31 March 2022)
Parties:	(a) Target Company (b) GDH Commercial Management
Term:	1 January 2021 to 30 June 2022
Subject matter:	The Target Company has engaged GDH Commercial Management to provide property management services for Guangzhou Comic City, including cleaning services, pest control, waste collection, car park management, the maintenance of green areas, the maintenance of equipment and facilities, fire safety and public order maintenance.
Service fee and payment terms:	Pursuant to the Guangzhou Comic City Property Management Services Agreement, (a) GDH Commercial Management shall enter into property management services agreements with the tenants of Guangzhou Comic City (the " Tenants ") and collect relevant management service fees (according to the fee rates set by the Target Company) from the Tenants, and (b) the fixed management service fee for GDH Commercial Management shall be in the amount of RMB15,000,000 (equivalent to approximately HK\$17,785,500) per year (and shall be calculated on a pro-rata basis for the final year of the term) (the " Annual Fee "). Within ten days from the end of a year (or a period), GDH Commercial Management shall submit the calculation for the total actual Management Service Fees paid by the Tenants for the previous year (the " Actual Amount ") to the Target Company.

Calculation of service fee payable by the Target Company

The service fee to be paid by the Target Company to GDH Commercial Management shall be calculated as follows:

(i) if the Actual Amount is less than RMB15,000,000 (equivalent to approximately HK\$17,785,500), the Target Company shall pay the service fee equivalent to the shortfall (i.e. the Annual Fee less the Actual Amount) to GDH Commercial Management within 20 days from the date of receiving the relevant invoice from GDH Commercial Management; or

(ii) if the Actual Amount is equal to or more than RMB15,000,000 (equivalent to approximately HK\$17,785,500), the Target Company is not required to pay any service fee to GDH Commercial Management. In addition, GDH Commercial Management is entitled to keep the amount equivalent to 40% of the surplus (i.e. the Actual Amount less the Annual Fee). The remaining 60% of the surplus shall be used for the purposes relating to Guangzhou Comic City as designated by the Target Company.

The service fee was determined by the Target Company and GDH Commercial Management after taking into account: (i) the total areas of the Guangzhou Comic City; (ii) the number of staff required for the provision of relevant services by GDH Commercial Management under the agreement; (iii) the remuneration and benefits of the labour involved in the relevant services; (iv) the administrative and daily operational costs involved in the relevant services; and (v) the prevailing market fees and rates for similar services.

Historical transaction amount

The actual transaction amount in respect of the relevant service fee payable by the Target Company to GDH Commercial Management under the Guangzhou Comic City Property Management Services Agreement for the year ended 31 December 2021 is expected to be not more than RMB350,976 (equivalent to approximately HK\$416,152).

Annual cap

The annual cap for the transactions contemplated under the Guangzhou Comic City Property Management Services Agreement for the period from the date of the Completion to 30 June 2022 has been set as RMB2,000,000 (equivalent to approximately HK\$2,371,400). The annual cap has been determined after taking into (i) the historical transaction amount as set out above, (ii) the estimated amount of the management service fees to be paid by the Tenants for the period from 1 January 2022 to 30 June 2022 as estimated based on the standard rates of

management service fees applicable in 2022 and the expected number of the Tenants during the relevant period, and (iii) based on (ii), the potential shortfall (i.e. the Annual Fee (on a pro-rata basis) less the aforementioned estimated management service amount to be paid by the Tenants) for the period from 1 January 2022 to 30 June 2022 which the Target Company will be required to pay to GDH Commercial Management.

Information on the parties to agreement

GDH Commercial Management is a company established in the PRC with limited liability. It is principally engaged in property management business in the PRC. The equity interest of GDH Commercial Management is wholly-owned by Yuehai Property Management.

Yuehai Property Management is a company established in the PRC with limited liability. It is principally engaged in property rental services and property management businesses in the PRC and is a direct non-wholly owned subsidiary of Guangdong Holdings. As at the date of this announcement, the equity interest of Yuehai Property Management is held as to 98% by Guangdong Holdings and 2% by Huaxin, respectively. Reference is made to the announcement of Guangdong Land (a subsidiary of the Company) dated 28 January 2022 in relation to an equity transfer agreement entered into between Guangdong Land (as purchaser) and Guangdong Holdings (as vendor), pursuant to which Guangdong Land agreed to purchase, and Guangdong Holdings agreed to sell 6% of the equity interest of Yuehai Property Management, the completion date shall be the date on which the relevant industrial and commercial administration authority in the PRC has completed the relevant procedures for registration of changes. As at the date of this announcement, the relevant industrial and commercial registration procedures have not been completed. Upon completion of the aforesaid equity interest transfer, 92% of the equity interest of Yuehai Property Management will be held by Guangdong Holdings, 6% of the equity interest will be held by Guangdong Land and 2% of the equity interest will be held by Huaxin.

For information on Guangdong Holdings, please refer to the section headed “A. The Acquisition – A.4 Information on the Sellers” in this announcement.

According to the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統), Huaxin is a company established in the PRC with limited liability and its equity interest is held as to approximately 41.22% in aggregate by YANG Shaoqiu (楊少秋) and the companies controlled by him, as to approximately 39.99% by YANG Jiarui (楊珈睿) and as to approximately 18.79% in aggregate by four other shareholders. Huaxin is principally engaged in property management business in the PRC. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, Huaxin and its ultimate beneficial owners are both Independent Third Parties.

For information on the Target Company, please refer to the section headed “A. The Acquisition – A2. Information on the Target Company” in this announcement.

Reasons for and benefits of the Guangzhou Comic City Property Management Services Agreement

Considering that GDH Commercial Management has extensive property management experience in the PRC and the services provided GDH Commercial Management are efficient and reliable, by continuing with the Guangzhou Comic City Property Management Services Agreement, the Target Company will enjoy uninterrupted and quality property management services provided by GDH Commercial Management.

In light of the above reasons, the Directors (including the independent non-executive Directors) consider that the terms of the Guangzhou Comic City Property Management Services Agreements and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group, and are in the interests of the Company and its shareholders as a whole.

Listing Rules implication

Upon Completion, the Target Company will become an indirect non-wholly owned and connected subsidiary of the Company. Guangdong Holdings is the ultimate controlling shareholder of the Company, hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules. GDH Commercial Management is a subsidiary of Guangdong Holdings, hence an associate of Guangdong Holdings and a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Guangzhou Comic City Property Management Services Agreement will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Reference is made to (i) the announcements of the Company dated 10 May 2021 and 8 November 2021, respectively, in relation to the Property Management Services Framework Agreement, and (ii) the announcements of the Company dated 31 May 2019, 1 September 2020, 26 March 2021, respectively in relation to the GDI Group Previous Property Management Services Agreements. The relevant transactions under the Guangzhou Comic City Property Management Services Agreement have been aggregated with those under the Property Management Services Framework Agreement and the GDI Group Previous Property Management Services Agreements pursuant to the Listing Rules on the basis that they all relate to the provision of property management services by the Guangdong Holdings Group to the Group. On an aggregated basis, the highest applicable percentage ratio in respect of the annual caps for Guangzhou Comic City Property Management Services Agreement, the Property Management Services Framework Agreement and the GDI Group Previous Property Management Services Agreements calculated pursuant to the Listing Rules is more than 0.1% but all of them are less than 5%, the Guangzhou Comic City Property Management Services Agreement is therefore subject to the annual review and announcement requirements under the Listing Rules, but is exempt from the independent shareholders' approval requirement.

(ii) The Deposit Services and Settlement Services Agreement

On 27 April 2016, the Target Company and GDH Finance entered into the Deposit Services and Settlement Services Agreement, pursuant to which GDH Finance provides cash deposit services and settlement services to the Target Company. Upon Completion, the Target Company will become an indirect non-wholly owned and connected subsidiary of the Company. Guangdong Holdings is the ultimate controlling shareholder of the Company, hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules. GDH Finance is a wholly-owned subsidiary of Guangdong Holdings, and, hence, an associate of Guangdong Holdings and a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Deposit Services and Settlement Services Agreement will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Reference is made to the announcement of the Company dated 1 September 2021 in relation to the Financial Services Framework Agreement entered into between the Company and GDH Finance for a term of three years from 1 September 2021 to 31 August 2024. Pursuant to the Financial Services Framework Agreement, the Group can utilize certain financial services including (but not limited to) deposit services and settlement services offered by GDH Finance in the PRC.

As such, upon Completion, the Deposit Services and Settlement Services Agreement will be regarded as a specific individual agreement as contemplated under the Financial Services Framework Agreement, which conforms with the principles and provisions contained therein. It has set out the detailed terms for the relevant transactions, is in the ordinary and usual course of business, after arm's length negotiation, on normal commercial terms or better and on terms which are no less favourable than those offered by the Independent Third Parties. For the reasons for and benefits of the entering into of the Financial Services Framework Agreement, please refer to the announcement of the Company dated 1 September 2021.

Upon Completion, the daily balance(s) of the deposit(s) (including the interest accrued thereon) placed by the Target Company with GDH Finance will form part of the Aggregate Daily Balances under the Financial Services Framework Agreement. The Group expects that, upon Completion, the Aggregate Daily Balances (which will include the aforementioned daily balance(s) of the deposit(s) (including the interest accrued thereon) placed by the Target Company with GDH Finance) will not exceed the relevant Fund Balance Cap in respect of the Financial Services Framework Agreement. Pursuant to the Deposit Services and Settlement Services Agreement, in respect of the settlement services provided by GDH Finance to the Target Company, no service fee will be charged by GDH Finance.

Mr. HOU Wailin and Mr. CAI Yong, being the Directors, are also directors of Guangdong Holdings. Both of the above-named Directors, present at the relevant Board meeting, were not counted towards the quorum and abstained from voting on the relevant Board resolutions to approve, amongst other things, the Existing Continuing Agreements. Save as disclosed above, to the best knowledge, information and belief of

the Directors and having made all reasonable enquiries, no other Directors have any material interest in the Existing Continuing Agreements and the transactions contemplated thereunder and was required to abstain from voting on the relevant Board resolutions.

D. DEFINITIONS

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

“Acquisition”	the acquisition of the Sale Equity by GD Teem from Guangdong Holdings and Yuehai Yangzhonghui pursuant to the Equity Transfer Agreement;
“Actual Amount”	has the meaning ascribed to it under the section headed “C. Continuing connected transactions – C2. Other continuing connected transactions – (i) The Guangzhou Comic City Property Management Services Agreement – Service fee and payment terms” in this announcement;
“Aggregate Daily Balances”	has the meaning ascribed to it in the announcement of the Company dated 1 September 2021 in relation to the Financial Services Framework Agreement;
“Annual Fee”	has the meaning ascribed to it under the section headed “C. Continuing connected transactions – C2. Other continuing connected transactions – (i) The Guangzhou Comic City Property Management Services Agreement – Service fee and payment terms” in this announcement;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Charge”	has the meaning ascribed to it under the section headed “B. Financial Assistance in relation to the Loan Provided by Connected Person to the Target Company – B1. The Loan Agreement – Security” in this announcement;
“Company”	Guangdong Investment Limited (粵海投資有限公司), a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange;
“Completion”	the completion of the Acquisition in accordance with the terms and conditions of the Equity Transfer Agreement;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“connected subsidiary”	has the meaning ascribed to it under the Listing Rules;

“Consideration”	has the meaning ascribed to it under the section headed “A. The Acquisition – A1. The Equity Transfer Agreement – Consideration and basis of determination” in this announcement;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Drawdown Date”	has the meaning ascribed to it under the section headed “B. Financial Assistance in relation to the Loan Provided by Connected Person to the Target Company – B1. The Loan Agreement” in this announcement;
“Deposit Services and Settlement Services Agreement”	the agreement dated 27 April 2016 and entered into between the Target Company and GDH Finance in relation to the provision of cash deposit services and settlement services by GDH Finance to the Target Company;
“Equity Transfer Agreement”	the equity transfer agreement dated 31 May 2022 and entered into between GD Teem (as purchaser) and Guangdong Holdings and Yuehai Yangzhonghui (as sellers) in relation to the Acquisition;
“Existing Continuing Agreements”	(i) the Information Technology Services Agreement, (ii) the Guangzhou Comic City Property Management Services Agreement and (iii) the Deposit Services and Settlement Services Agreement;
“Final Repayment Date”	has the meaning ascribed to it under the section headed “B. Financial Assistance in relation to the Loan Provided by Connected Person to the Target Company – B1. The Loan Agreement – Term of the Loan” in this announcement;
“Financial Services Framework Agreement”	the framework agreement dated 1 September 2021 and entered into between the Company and GDH Finance in relation to the provision of certain financial services by GDH Finance to the Group. For details, please refer to the announcement of the Company dated 1 September 2021;
“Fund Balance Cap(s)”	has the meaning ascribed to it in the announcement of the Company dated 1 September 2021 in relation to the Financial Services Framework Agreement;
“GD Teem”	廣東粵海天河城（集團）股份有限公司（GDH Teem (Holdings) Limited*), a limited liability company established in the PRC and an indirect non-wholly owned subsidiary of the Company;

“GD Teem Group”	GD Teem and its subsidiaries;
“GDI Group IT Services Agreement”	The agreement entered into prior to the date of the announcement and between the Company and the GDH Corporate Services in relation to the provision of information technology services by GDH Corporate Services to the Group;
GDI Group Previous Property Management Services Agreements”	<p>ten (10) existing agreements entered into between the Group and the Guangdong Holdings Group prior to the date of the Property Management Services Framework Agreement in relation to the property management services provided by the Guangdong Holdings Group to the Group, namely,</p> <p>(1) Panyu Property Management Agreement (for details, please refer to the announcement of the Company dated 31 May 2019);</p> <p>(2) 18F Teem Tower Property Management Services Agreement;</p> <p>(3) Teemall Warehouse Property Management Services Agreement;</p> <p>(4) Teemall Shop Property Management Services Agreement (for details of (2) to (4), please refer to the announcement of the Company dated 1 September 2020);</p> <p>(5) Shenzhen City Preliminary Property Services Agreement;</p> <p>(6) Second Buji Factory Property Services Agreement;</p> <p>(7) Second Shiyan Factory Property Services Agreement;</p> <p>(8) Yuecai City North Tower Sales Centre and Sample Units Display Zone Property Management Agreement;</p> <p>(9) Yiguifu Preliminary Property Services Agreement; and</p> <p>(10) Yuehai Laurel House Preliminary Property Services Agreement (for details of (5) to (10), please refer to the announcement of the Company dated 26 March 2021);</p>
“GDH Finance”	粵海集團財務有限公司(GDH Finance Co., Ltd.*), a company established in the PRC with licence to provide certain financial services to, amongst others, members of the Group, and a wholly-owned subsidiary of Guangdong Holdings;
“GDH Commercial Management”	廣東粵海天河城商業管理有限公司(GDH Teem Commercial Management Co., Ltd.*), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of Guangdong Holdings;

“GDH Corporate Services”	廣東粵海集團企業服務有限公司 (GDH Group Corporate Services Co., Ltd.*), a company established in the PRC with limited liability and an direct wholly-owned subsidiary of Guangdong Holdings;
“Group”	the Company and its subsidiaries;
“Guangdong Government”	中國廣東省人民政府 (the People’s Government of Guangdong Province, the PRC);
“Guangdong Holdings”	廣東粵海控股集團有限公司 (Guangdong Holdings Limited*), a company established in the PRC and the ultimate controlling shareholder of the Company;
“Guangdong Holdings Group”	Guangdong Holdings and its subsidiaries;
“Guangdong Land”	Guangdong Land Holdings Limited, a limited liability company incorporated in Bermuda, and the shares of which are listed on the Main Board of the Stock Exchange. It is a non-wholly owned subsidiary of the Company;
“Guangzhou Comic City”	a shopping mall in Guangzhou City, the PRC held by the Target Company, the details of which are disclosed under the section headed “A. The Acquisition – A2 Information on the Target Company – Guangzhou Comic City” in this announcement;
“Guangzhou Comic City Property Management Services Agreement”	the agreement dated 31 December 2020 (as supplemented by a supplemental agreement dated 31 March 2022) entered into between the Target Company and GDH Commercial Management in relation to the provision of property management services at Guangzhou Comic City by GDH Commercial Management to the Target Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC;
“Huaxin”	廣東華信服務集團有限公司 (Guangdong Huaxin Service Group Co., Ltd.*), a company established in the PRC with limited liability;
“Independent Third Party(ies)”	independent third party(ies) who is/are not connected person(s) of the company and is/are independent of and not connected with the company and Directors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates;

“Information Technology Services Agreement”	the agreement dated 21 September 2021 and entered into between the Target Company, Yuehai Yangzhouhui and GDH Corporate Services in relation the provision of information technology services by GDH Corporate Services to, among others, the Target Company;
“Loan”	the term loan in the principal amount of RMB320,000,000 (equivalent to approximately HK\$379,424,000), provided by GDH Finance to the Target Company in accordance with the terms of the Loan Agreement;
“Loan Agreement”	the loan agreement dated 30 July 2021 entered into between the Target Company and GDH Finance relating to the Loan, details of which are disclosed in the section headed “B. Financial Assistance in relation to the Loan Provided by Connected Person to the Target Company – B1. The Loan Agreement” in this announcement;
“Loss”	has the meaning ascribed to it under the section headed “A. Acquisition - A1. The Equity Transfer Agreement – Consideration and basis of determination” in this announcement;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“percentage ratio”	has the meaning ascribed to it under the Listing Rules;
“PRC”	the People’s Republic of China;
“Property Management Services Framework Agreement”	the framework agreement dated 10 May 2021 (as supplemented by a supplemental agreement dated 8 November 2021) and entered into between the Company and Yuehai Property Management in relation to the provision of property management services by Yuehai Property Management and its subsidiaries to the Group. For details, please refer to the announcements of the Company dated 10 May 2021 and 8 November 2021, respectively;
“Profit”	has the meaning ascribed to it under the section headed “A. Acquisition - A1. The Equity Transfer Agreement – Consideration and basis of determination” in this announcement;
“RMB”	Renminbi, the lawful currency of the PRC;
“Sale Equity”	85% of the total equity interest of the Target Company agreed to be purchased by GD Teem and agreed to be sold by the Sellers, pursuant to the terms of the Equity Transfer Agreement;

“Sellers”	Guangdong Holdings and Yuehai Yangzhonghui;
“Share(s)”	the share(s) of the Company;
“Shareholder(s)”	the shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules;
“Target Company”	廣州粵海動漫星城有限公司 (Guangzhou Comic City Co., Ltd.*) (former known as “廣州天源投資有限公司” (Guangzhou Tianyuan Investment Management Company Limited*)), a company established in the PRC with limited liability, details of which are disclosed in the section headed “A. The Acquisition – A2. Information on the Target Company” in this announcement;
“Tenants”	has the meaning ascribed to it under the section headed “C. Continuing connected transactions – C2. Other continuing connected transactions – (i) The Guangzhou Comic City Property Management Services Agreement – Service fee and payment terms” in this announcement;
“Valuation Date”	has the meaning ascribed to it under the section headed “A. Acquisition - A1. The Equity Transfer Agreement – Consideration and basis of determination” in this announcement;
“Valuation Report”	has the meaning ascribed to it under the section headed “A. Acquisition - A1. The Equity Transfer Agreement – Consideration and basis of determination” in this announcement;
“Yuehai Property Management”	粵海物業管理有限公司 (Yuehai Property Management Company Limited*), a company established in the PRC and a non-wholly owned subsidiary of Guangdong Holdings;
“Yuehai Yangzhonghui”	廣州粵海仰忠匯置業有限公司 (Guangzhou Yuehai Yangzhonghui Land Co., Ltd.*), a company established in the PRC and a direct wholly-owned subsidiary of Guangdong Holdings; and
“%”	per cent.

For the purpose of this announcement, unless otherwise indicated, the exchange rate of RMB1.00=HK\$1.1857 has been used, where applicable, for purpose of illustration only and it does not constitute any representation that any amount has been, could have been or may be exchanged at that rate or at any other rate.

** In this announcement, the English name of the PRC entity marked with an asterisk(*) is included herein for identification purposes only. In the event of any inconsistency, the Chinese name shall prevail.*

By Order of the Board
TSANG Hon Nam
Director

Hong Kong, 31 May 2022

As at the date of this announcement, the Board of the Company comprises five Executive Directors, namely, Mr. HOU Wailin, Mr. LIN Tiejun, Mr. WEN Yinheng, Mr. TSANG Hon Nam and Ms. LIANG Yuanjuan; three Non-Executive Directors, namely, Mr. CAI Yong, Mr. LAN Runing and Mr. FENG Qingchun; and five Independent Non-Executive Directors, namely, Dr. CHAN Cho Chak, John, Mr. FUNG, Daniel R., Dr. the Honourable CHENG Mo Chi, Moses, Mr. WU Ting Yuk, Anthony and Mr. LI Man Bun, Brian David.