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## **MELBOURNE ENTERPRISES LIMITED**

**萬邦投資有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 158)**

### **EXEMPT CONTINUING CONNECTED TRANSACTION**

#### **TENANCY AGREEMENT**

On 28 July 2010, the Company as landlord and Promising Realty as tenant entered into the New Tenancy Agreement in respect of the leasing of the Premises.

Promising Realty is deemed a connected person of the Company under the Listing Rules and the New Tenancy Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. As the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules in respect of the expected annual maximum amount payable to the Company under the Previous Tenancy Agreement and the New Tenancy Agreement for the year ending 30 September 2010 and under the New Tenancy Agreement for each of the two years ending 30 September 2011 and 30 September 2012 are 0.1% or more but less than 5%, in accordance with Rule 14A.34 of the Listing Rules, the New Tenancy Agreement is only subject to the reporting, announcement and annual review requirements but is exempted from the independent shareholders' approval requirements under the Listing Rules.

#### **THE NEW TENANCY AGREEMENT**

The Company had on 1 August 2008 entered into the Previous Tenancy Agreement in respect of the Premises pursuant to which the Company as landlord rented the Premises to Promising Realty. Particulars of the Previous Tenancy Agreement was disclosed in the announcement of the Company dated 6 January 2009. As the Previous Tenancy Agreement is due to expire on 31 July 2010, the Company had on 28 July 2010 entered into the New Tenancy Agreement in respect of the lease of the Premises to Promising Realty. The principal terms of the New Tenancy Agreement are as follows:

Parties	:	the Company as landlord and Promising Realty as tenant
Premises	:	Rooms 2401 – 2411 on the 24th Floor of Melbourne Plaza
Tenancy term	:	1 August 2010 to 31 July 2012

Consideration : Rental of HK\$214,608 per month exclusive of rates plus air-conditioning charges of HK\$17,989 per month and management fee of HK\$17,989 per month, all payable in advance on the first day of each calendar month

According to the New Tenancy Agreement, the Company may once every 12 months by one month's written notice increase the air-conditioning charges and/or management fee by not more than 10% of the original amount.

Based on the monthly rental, air-conditioning charges and management fee payable under the Previous Tenancy Agreement and the New Tenancy Agreement as well as additional air-conditioning charges in the event the tenant uses air-conditioning services after normal hours and also taking into account any increment in the air-conditioning charges and management fees, it is expected that the aggregate annual maximum amount payable under the Previous Tenancy Agreement and the New Tenancy Agreement for the year ending 30 September 2010 and the annual maximum amount payable under the New Tenancy Agreement for each of the two years ending 30 September 2011 and 30 September 2012 should not exceed HK\$3,170,000, HK\$3,140,000 and HK\$2,650,000 respectively (collectively, the "Annual Caps").

## **REASONS FOR ENTERING INTO THE NEW TENANCY AGREEMENT**

As Promising Realty is connected to two executive Directors, namely Mr Chung and Mr Frederick Chung and a non-executive Director, namely Mr Robert Chung, in the manner set out below, the Company would prefer to rent the Premises to such company which the Company is familiar with and which it can ensure punctual payment of rental and related charges. Since the Previous Tenancy Agreement is due to expire on 31 July 2010 and due to the reason set out above, the Company has agreed to lease the Premises to Promising Realty and had accordingly entered into the New Tenancy Agreement with Promising Realty.

The terms of the New Tenancy Agreement were negotiated on an arm's length basis and the rental chargeable under the New Tenancy Agreement was determined by reference to the rental of other premises of Melbourne Plaza as agreed amongst the Company and other tenants recently.

The Directors (including the independent non-executive Directors) consider that the New Tenancy Agreement is entered into in the ordinary and usual course of business of the Company, and its terms are on normal commercial terms and both the terms of the New Tenancy Agreement and the Annual Caps are fair and reasonable, and the entering into of the New Tenancy Agreement is in the interest of the Company and the shareholders of the Company as a whole.

## **EXEMPT CONTINUING CONNECTED TRANSACTIONS**

Promising Realty is a company which shares are ultimately owned by two executive Directors, namely Mr Chung and Mr Frederick Chung and a non-executive Director, namely Mr Robert Chung, and their associates. Accordingly, Promising Realty is deemed a connected person of the Company under the Listing Rules and the New Tenancy Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. In light of the interests of Mr Chung, Mr Frederick Chung and Mr Robert Chung in Promising Realty as set out above, Mr Chung, Mr Frederick Chung and Mr Robert Chung have abstained from voting on the resolutions proposed at the board meeting of the Company to approve the New Tenancy Agreement and the transactions contemplated thereunder and the Annual Caps.

As the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules in respect of the expected annual maximum amount payable to the Company under the Previous Tenancy

Agreement and the New Tenancy Agreement for the year ending 30 September 2010 and under the New Tenancy Agreement for each of the two years ending 30 September 2011 and 30 September 2012 are 0.1% or more but less than 5%, in accordance with Rule 14A.34 of the Listing Rules, the New Tenancy Agreement is only subject to the reporting, announcement and annual review requirements but is exempted from the independent shareholders' approval requirements under the Listing Rules.

## **GENERAL**

The principal activities of the Company and its subsidiary are property investment and investment holding in Hong Kong.

The principal activity of Promising Realty is building management.

## **DEFINITIONS**

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

“associate”	has the same meaning as ascribed thereto in the Listing Rules
“Company”	Melbourne Enterprises Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited
“connected person”	has the same meaning as ascribed thereto in the Listing Rules
“Directors”	the directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr Chung”	Mr Chung Ming Fai, an executive Director
“Mr Frederick Chung”	Mr Chung Yin Shu, Frederick, an executive Director
“Mr Robert Chung”	Mr Chung Wai Shu, Robert, a non-executive Director
“New Tenancy Agreement”	the tenancy agreement dated 28 July 2010 entered into between the Company as landlord and Promising Realty as tenant in relation to the leasing of the Premises by Promising Realty from the Company
“Premises”	Rooms 2401 – 2411 on the 24th Floor of Melbourne Plaza, 33 Queen's Road Central, Hong Kong
“Previous Tenancy Agreement”	the tenancy agreement dated 1 August 2008 entered into between the Company as landlord and Promising Realty as

Agreement”	tenant in relation to the leasing of the Premises by the Company to Promising Realty
“Promising Realty”	Promising Realty Limited, a company which shares are ultimately owned by Mr Chung, Mr Frederick Chung, Mr Robert Chung and their associates
“%”	per cent.

By Order of the board of Directors  
**MELBOURNE ENTERPRISES LIMITED**  
*Chung Yin Shu, Frederick*  
*Director*

Hong Kong, 28 July 2010

*As at the date of this announcement, the board of Directors comprises (a) three executive Directors, namely Dato’ Dr Cheng Yu Tung, Mr Chung Ming Fai and Mr Chung Yin Shu, Frederick, one non-executive Director, namely Mr Chung Wai Shu, Robert and (c) four independent non-executive Directors, namely Mr Yuen Pak Yiu, Philip, Dr Fong Yun Wah, Mr Lo Pak Shiu and Mr Yuen Sik Ming, Patrick*