

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.

信德集團



SHUN TAK HOLDINGS

SHUN TAK HOLDINGS LIMITED

信德集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 242)

Website: <http://www.shuntakgroup.com>

ANNOUNCEMENT

**CONNECTED TRANSACTIONS
RELATING TO
THE SALES OF RESIDENTIAL UNITS OF
HENGQIN INTEGRATED DEVELOPMENT IN HENGQIN,
ZHUHAI, THE PRC**

On 29 September 2020, the Vendor and each of the Purchasers separately entered into the respective Agreement, pursuant to which the Vendor agreed to sell and the Purchasers agreed to purchase the respective Property Unit of Hengqin Integrated Development in Hengqin New District, Zhuhai, the PRC.

The Vendor, as the developer of Hengqin Integrated Development, is an indirect non wholly-owned subsidiary of the Company. The Purchasers, both being Directors, are connected persons of the Company under Rule 14A.07 of the Listing Rules. Therefore, the Transactions constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As one of the applicable percentage ratios in respect of each of the Transactions is more than 0.1% but less than 5%, each of the Transactions is individually subject to the reporting and announcement requirements but is exempt from independent Shareholders' approval requirement under the Listing Rules. Appropriate disclosure of the Transactions will be made in the next annual report and accounts of the Company in accordance with the Listing Rules.

The Board hereby announces the following connected transactions of the Company:

THE AGREEMENTS

On 29 September 2020, the Vendor and each of the Purchasers separately entered into the respective Agreement, pursuant to which the Vendor agreed to sell and the Purchasers agreed to purchase the respective Property Unit of Hengqin Integrated Development in Hengqin New District, Zhuhai, the PRC. The principal terms of the Agreements are set out below:

1. Agreement (1)

Date : 29 September 2020

Parties : (i) the Vendor
(ii) Ms. Pansy Ho (a Director), as the purchaser

Subject Property Unit : Property (1)

Consideration : RMB12,013,090 (equivalent to approximately HK\$13,694,923), which has been paid by Ms. Pansy Ho upon the signing of the Agreement (1).

2. Agreement (2)

Date : 29 September 2020

Parties : (i) the Vendor
(ii) Ms. Maisy Ho (a Director), as the purchaser

Subject Property Unit : Property (2)

Consideration : RMB11,662,466 (equivalent to approximately HK\$13,295,211), which has been paid by Ms. Maisy Ho upon the signing of the Agreement (2).

The consideration for each of the above transactions was determined on arm's length basis and represented the quoted price of the subject Property Unit as stated in the predetermined price list for Hengqin Integrated Development, less a predetermined discount as applicable to the relevant Purchaser as well as the payment plan selected. Such discount is equally applicable to other independent purchasers for the residential units of Hengqin Integrated Development.

The Vendor shall on or before 30 September 2021 (subject to permitted extension(s) as set out in the relevant Agreement) serve written notification on the respective Purchaser to take possession of the subject Property Unit. Each of the Purchasers shall take possession of their subject Property Unit on the date to be specified by the Vendor in the notification.

INFORMATION OF THE RESIDENTIAL PORTION OF HENGQIN INTEGRATED DEVELOPMENT

Hengqin Integrated Development is a mixed-use property project under development and situated next to Hengqin Port in Hengqin New District, Zhuhai, the PRC comprising office accommodation, retail facilities, hotel space, apartments complemented by a clubhouse and car parking spaces. Total gross floor area of the residential portion of Hengqin Integrated Development is approximately 33,400 sq.m. and has 426 residential units.

REASONS FOR AND BENEFITS OF THE SALES

Subject to audit, the Group is expected to record a total gain of approximately RMB8.1 million (equivalent to approximately HK\$9.2 million) from the Transactions, which is calculated by deducting the total estimated book value of the Property Units upon completion of approximately RMB8.9 million (equivalent to approximately HK\$10.1 million) and total taxation on disposal gain of approximately RMB6.7 million (equivalent to approximately HK\$7.6 million) from the total consideration under the Agreements. Proceeds from the sales of the Property Units will be used by the Vendor to finance the project development costs as well as project loan repayment.

The Directors (including the independent non-executive Directors but excluding the Abstained Directors) consider that the entering into of the Agreements are in the ordinary and usual course of business of the Company, and the terms of the Agreements are on normal commercial terms, fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE COMPANY AND THE VENDOR

The Company is an investment holding company and its subsidiaries are engaged in a number of business activities including property development, investment and management, hospitality, transportation and investment.

The Vendor is an indirect non wholly-owned subsidiary of the Company. Its principal activity is property development and it is the developer of Hengqin Integrated Development.

IMPLICATIONS UNDER THE LISTING RULES

The Purchasers, both being Directors, are connected persons of the Company under Rule 14A.07 of the Listing Rules. Therefore, the Transactions constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As one of the applicable percentage ratios in respect of each of the Transactions is more than 0.1% but less than 5%, each of the Transactions is individually subject to the reporting and announcement requirements but is exempt from independent Shareholders' approval requirement under the Listing Rules. Appropriate disclosure of the Transactions will be made in the next annual report and accounts of the Company in accordance with the Listing Rules.

By virtue of Ms. Pansy Ho and Ms. Maisy Ho (both being Directors) interests in the Agreements, the Abstained Directors are considered to have material interests in the Agreements and the transactions contemplated thereunder. Accordingly, the Abstained Directors have abstained from voting on the Board resolution(s) to approve the entering into of the Agreements.

DEFINITIONS

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

| | |
|----------------------------------|---|
| “Abstained Directors” | Ms. Pansy Ho, Ms. Daisy Ho and Ms. Maisy Ho, all being Directors who have not given any opinion and have abstained from voting on the Board resolution(s) approving the Agreements in view of their material interests in the Agreements and the transactions contemplated thereunder |
| “Agreements” | Agreement (1) and Agreement (2), and “Agreement” shall refer to any one of them |
| “Agreement (1)” | a sale and purchase agreement entered into between Ms. Pansy Ho and the Vendor on 29 September 2020 in respect of the sale and purchase of the Property (1) |
| “Agreement (2)” | a sale and purchase agreement entered into between Ms. Maisy Ho and the Vendor on 29 September 2020 in respect of the sale and purchase of the Property (2) |
| “Board” | the board of Directors |
| “Company” | Shun Tak Holdings Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange (Stock Code: 242) |
| “Director(s)” | the director(s), including independent non-executive director(s), of the Company |
| “Group” | the Company together with its subsidiaries |
| “Hengqin Integrated Development” | a mixed-use property project under development and situates at Plots Zhu Heng Guo Tu Chu No. 2013-04, Hengqin New District, Zhuhai, the PRC comprising office accommodation, retail facilities, hotel space, apartments complemented by a clubhouse and car parking spaces with a total gross floor area of approximately 219,000 sq.m. |

| | |
|------------------|---|
| “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 |
| “Macau” | the Macao Special Administrative Region of the People’s Republic of China |
| “PRC” | the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan |
| “Property Units” | Property (1) and Property (2), and Property Unit shall refer to any one of them |
| “Property (1)” | a residential unit located at Unit 02, 51/F of the residential portion of Hengqin Integrated Development, with a total gross floor area of approximately 215 sq.m. |
| “Property (2)” | a residential unit located at Unit 01, 51/F of the residential portion of Hengqin Integrated Development, with a total gross floor area of approximately 215 sq.m. |
| “Purchasers” | Ms. Pansy Ho and Ms. Maisy Ho, and Purchaser shall refer to any one of them |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “sq.m.” | square metre |
| “Share(s)” | ordinary share(s) of the Company |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Transactions” | (i) the sale of Property (1) by the Vendor to Ms. Pansy Ho pursuant to Agreement (1); and (ii) the sale of Property (2) by the Vendor to Ms. Maisy Ho pursuant to Agreement (2) |

| | |
|----------|---|
| “Vendor” | 珠海橫琴信德房地產開發有限公司 (Zhuhai Hengqin Shun Tak Property Development Co. Ltd.*), a company incorporated in PRC with limited liability and an indirect non wholly-owned subsidiary of the Company |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent |

By order of the Board
SHUN TAK HOLDINGS LIMITED
Angela Tsang
Company Secretary

Hong Kong, 29 September 2020

As at the date of this announcement, the executive Directors are Ms. Pansy Ho, Ms. Daisy Ho, Ms. Maisy Ho, Mr. David Shum and Mr. Rogier Verhoeven; and the independent non-executive Directors are Mr. Norman Ho, Mr. Charles Ho, Mr. Michael Wu and Mr. Kevin Yip.

* *For identification purpose only*