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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
DISCLOSEABLE TRANSACTION
IN RELATION TO PROVISION OF
FINANCIAL ASSISTANCE TO A JOINT VENTURE**

INTRODUCTION

Reference is made to the Announcement in relation to a major transaction of the Company involving, among others, the formation of the Joint Venture between APIL (an indirect wholly-owned subsidiary of the Company) and the JV Partner (an Independent Third Party) and the provision of the Initial Loans.

FURTHER LOANS AND THE COMMITMENT

Subsequent to the provision of the Initial Loans, each of APIL and the JV Partner had provided the Further Loans of an aggregate amount of HK\$109.1 million as the general working capital of the Joint Venture.

On 26 March 2024, the Company has approved the Commitment to provide additional shareholders' loans through APIL of up to HK\$70 million in proportion to its shareholding interest in the Joint Venture. Same as the terms of the existing shareholders' loans, the shareholders' loans to be provided pursuant to the Commitment will have no fixed term of repayment and will be unsecured and interest-free.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) exceed 5% but are all less than 25%, the Commitment, when aggregated with the Further Loans, constitutes a discloseable transaction for the Company, and is therefore subject to the reporting and announcement requirements pursuant to Chapter 14 of the Listing Rules.

INTRODUCTION

Reference is made to the Announcement in relation to a major transaction of the Company involving, among others, the formation of the Joint Venture between APIL (an indirect wholly-owned subsidiary of the Company) and the JV Partner (an Independent Third Party) for the holding and operation of the Property. Pursuant to the Announcement, each shareholder of the Joint Venture had provided the Initial Loans to the Joint Venture for financing the initial setting up and pre-opening costs of the Property. The Initial Loans had no fixed term of repayment and were unsecured and interest-free.

FURTHER LOANS AND THE COMMITMENT

Subsequent to the provision of the Initial Loans, each of APIL and the JV Partner had provided the Further Loans of an aggregate amount of HK\$109.1 million as the general working capital of the Joint Venture. As the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Further Loans were all below 5% at the relevant time, the Further Loans did not constitute discloseable transactions of the Company under Chapter 14 of the Listing Rules.

For the purpose of financing the working capital requirements of the Joint Venture, the Company has approved the Commitment to provide additional shareholders' loans through APIL of up to HK\$70 million in proportion to its shareholding interest in the Joint Venture on 26 March 2024. Same as the terms of the existing shareholders' loans, the shareholders' loans to be provided pursuant to the Commitment will have no fixed term of repayment and will be unsecured and interest-free. The Group will finance the Commitment by its internal resources.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE COMMITMENT

The Joint Venture is a 50:50 joint venture between the Group and a wholly-owned subsidiary of the Abu Dhabi Investment Authority to co-invest in the Property. The Property, being part of Nova City Phase 5, is a large-scale lifestyle shopping centre with a gross floor area of over 655,000 square feet. Nova City, based in Taipa, Macao, is one of the largest luxury developments in Macao, comprising upscale residential units, world-class landscaping and clubhouse facilities. The Property has a diverse range of tenants including a cinema, supermarket, and other lifestyle brands and restaurants. All anchor tenants have been operational since the end of 2021 but the business was hampered during the pandemic period. The cashflow position of the Joint Venture was further impacted by the higher financing costs as a result of the interest rate hike in the recent years. As such, the Joint Venture has requested each shareholder to provide additional shareholders' loans in proportion to its shareholding interest in the Joint Venture for the purpose of financing the working capital requirements of the Joint Venture.

Taking into consideration the reasons for and benefits of the provision of the Commitment, the Directors (including the independent non-executive Directors) are of the view that the terms of the Commitment are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. No Directors had any material interest in the provision of the Commitment nor were required to abstain from voting on the resolutions at the Board meeting.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) exceed 5% but are all less than 25%, the Commitment, when aggregated with the Further Loans, constitutes a discloseable transaction for the Company, and is therefore subject to the reporting and announcement requirements pursuant to Chapter 14 of the Listing Rules.

GENERAL INFORMATION OF THE PARTIES

The Company and APIL

The Company is an investment holding company and the Group is engaged in a number of business activities including property development, investment and management, hospitality, transportation and investments.

APIL is an investment holding company incorporated in the BVI and indirectly wholly-owned by the Company.

Joint Venture

The Joint Venture is a company incorporated in the BVI with limited liability and is engaged in the holding and operation of the Property. As at the date of this announcement, the Joint Venture is held as to 50% by APIL and 50% by the JV Partner, respectively. It is accounted for as a joint venture in the consolidated accounts of the Company.

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 22 June 2016 in relation to a major transaction of the Company involving, among others, the formation of the Joint Venture and the provision of the Initial Loans
“APIL”	Ace Promise Investments Limited, a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of the Company
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Commitment”	the Company’s agreement in providing additional shareholders’ loans through APIL of up to HK\$70 million to the Joint Venture in proportion to its shareholding interest in the Joint Venture
“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

“Further Loans”	the unsecured and interest-free shareholders’ loans in an aggregate amount of HK\$109.1 million provided by each of APIL and the JV Partner to the Joint Venture subsequent to the provision of the Initial Loans
“Group”	the Company and its subsidiaries
“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
“Independent Third Party(ies)”	independent third party(ies) not connected with the Company or its connected persons (as defined in the Listing Rules)
“Initial Loans”	the unsecured and interest-free shareholders’ loans in an aggregate amount of HK\$80.2 million provided by each of APIL and the JV Partner to the Joint Venture for financing the initial setting up and pre-opening costs of the Property, details of which were set out in the Announcement
“Joint Venture”	Nextor Holdings Limited, a company incorporated in the BVI with limited liability
“JV Partner”	the registered shareholder which holds the remaining 50% interests in the Joint Venture, being a wholly-owned subsidiary of the Abu Dhabi Investment Authority
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macao”	the Macao Special Administrative Region of the People’s Republic of China

“Property”	the commercial complex with gross floor area of over 655,000 square feet, being part of Nova City Phase 5 located at Lot BT2/3, Taipa, Macao
“Share(s)”	ordinary shares in the share capital of the Company
“Shareholder(s)”	holder(s) of the ordinary share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percent

In this announcement, unless the context otherwise requires, the terms “connected person(s)” and “subsidiary(ies)” shall have the meanings given to such terms in the Listing Rules, as modified by the Stock Exchange from time to time.

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

Hong Kong, 26 March 2024

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.