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FAR EAST CONSORTIUM INTERNATIONAL LIMITED

遠東發展有限公司*

(Incorporated in the Cayman Islands with limited liability)

Website: <http://www.fecil.com.hk>

(Stock Code: 35)

CONNECTED TRANSACTION DISPOSAL OF CERTAIN ASSETS IN MALAYSIA

THE TRANSACTION

The Board wishes to announce that on 22 December 2025, the Vendor and the Purchaser entered into the SPA, whereby the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the Assets at an aggregate consideration of MYR55 million (equivalent to approximately HK\$104,500,000) subject to the terms and conditions of the SPA.

LISTING RULES IMPLICATIONS

The Purchaser is indirectly wholly-owned by Tan Sri Dato' David CHIU, an Executive Director, the Chief Executive Officer of the Company and the ultimate controlling shareholder of the Company, and his spouse. Therefore, the Purchaser is an associate of Tan Sri Dato' David CHIU, and a connected person of the Company under Chapter 14A of the Listing Rules.

Given that one of the applicable Percentage Ratio(s) calculated with reference to the Transaction is more than 0.1% and less than 5%, the Transaction constitutes a connected transaction of the Company and is subject to reporting and announcement requirements under Chapter 14A of the Listing Rules.

* *for identification purposes only*

INTRODUCTION

The Board wishes to announce that on 22 December 2025, the Vendor and the Purchaser entered into the SPA, whereby the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the Assets at an aggregate consideration of MYR55 million (equivalent to approximately HK\$104,500,000) subject to the terms and conditions of the SPA.

THE SPA

The principal terms of the SPA are set out as follows:

Date

22 December 2025

Parties

- (1) Target Term Sdn. Bhd. (as vendor)
- (2) Surplus Pact (MM2H) Sdn. Bhd. (as purchaser)

Subject matters

Subject to the terms and conditions of the SPA, the Vendor shall sell and the Purchaser shall acquire the Assets on an “as is where is” basis free from all encumbrances and with vacant possession.

Consideration

The consideration for the Assets shall be the aggregate sum of MYR55 million. The consideration shall be paid by the Purchaser to the Vendor in the following manner:

- (a) upon execution of the SPA, the Purchaser shall pay a deposit of MYR5.5 million (the “**Deposit**”) to the Vendor; and
- (b) the remaining balance of the consideration of MYR49.5 million (the “**Balance Purchase Price**”) shall be paid by the Purchaser to the Vendor within the Completion Period.

The consideration for the Assets was determined after arm’s length negotiation between the Purchaser and the Vendor taking into account (i) the location of the Assets which are located at prime location at Kuala Lumpur; (ii) the market value of the Assets in existing state as at 30 November 2025 being MYR55 million as appraised by an independent valuer under the direct comparison approach by making reference to recent comparable evidence as available in the relevant market for the subject properties of similar location, scale, and condition, and these comparables support market-based adjustments (e.g., location, quality, number of parking space, improvements made if any, facilities and amenities available) to appraise the market value of the Assets under current market conditions; (iii) the commercial and business condition in Malaysia; and (iv) the opportunity for the Group to realise its assets and generating a gain from the Transaction based on the estimated book carrying value of the Assets at the Completion Date which is consistent with the Group’s strategy of divesting non-core assets.

In relation to the valuation conducted by the independent valuer, the following methodologies and assumptions were used and adopted:

Valuation methodologies

The direct comparison approach was adopted by the independent valuer as sufficient, recent comparable evidence was available for the Assets of similar location, scale and condition. These comparables support market-based adjustments (e.g., location, quality, number of parking spaces and improvements made (if any), facilities and amenities available), yielding an indicated value that the independent valuer considered the most reliable and representative of market value for the Assets under current market conditions.

Valuation assumptions

The valuation of the Assets was made on the assumption that the owner sells the Assets in the market in their existing state without the benefit of deferred term contracts, leasebacks, joint ventures, management agreements or any similar arrangements which would serve to affect the values of such Assets. In addition, no account has been taken of any option or right of pre-emption concerning or affecting the sale of the Assets and no allowance has been made for the Assets to be sold in one lot or to a single purchaser.

Conditions

Completion shall be conditional upon the following conditions, among others, having been fulfilled or waived in accordance with the SPA:

- (a) the Vendor and the Purchaser having obtained necessary corporate approval for approving the sale and purchase of the Assets pursuant to the SPA;
- (b) the necessary regulatory approvals in Malaysia for the Transaction having been obtained; and
- (c) the Purchaser having obtained necessary approval from licensed financial institution to provide financing to the Purchaser for completion of the Transaction.

If any of the conditions are not fulfilled or waived on or before the Longstop Date, the SPA shall automatically lapse and the Vendor shall refund the Deposit in full to the Purchaser within 14 days.

Completion

Subject to the fulfilment or waiver of the conditions, Completion shall take place within 3 days after the Purchaser has paid the Vendor's solicitors as stakeholder the Balance Purchase Price and in any event on or before the Completion Date (or such other date as the Purchaser and Vendor may agree in writing).

INFORMATION OF THE ASSETS

As at the date of this announcement, the Assets are wholly owned by the Vendor. The Assets are under a commercial development known as Plaza Damas located at Mukim Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur, Malaysia and consists of (i) 1,099 carpark units on B1 & B2, Phase 1 of Plaza Damas; (ii) 589 carpark units on P1A to P3A Phase 2 of Plaza Damas; (iii) a residential unit B-21-03 at level 21 with a gross floor area of approximately 112 square meters with 414 carpark units at the ground floor, level 1 to level 5 of Waldorf and Windsor Tower Service Apartments of Plaza Damas; and (iv) shop parcel 48 with a gross floor area of approximately 20 square meters at level 3 with 62 carpark units on Dorchester of Plaza Damas.

As at the date of this announcement, the Vendor has entered into a management agreement with Care Park Asia Sdn. Bhd., an indirect non-wholly-owned subsidiary of the Company, in relation to the management of the Assets. Such management agreement will be terminated on or prior to Completion. The Purchaser may enter into a new management agreement with Care Park Asia Sdn. Bhd. on the management of the Assets on or after Completion. If required, the Company may issue an announcement in respect of the management agreement as and when appropriate in accordance with the requirements under Listing Rules.

Set out below is the unaudited financial information of the Assets for the two financial years ended 31 March 2024 and 31 March 2025, and the six months ended 30 September 2025:

	For the year ended		For the
	31 March 2024	31 March 2025	six months ended
	(unaudited)	(unaudited)	30 September 2025
	<i>MYR('000)</i>	<i>MYR('000)</i>	(unaudited)
			<i>MYR('000)</i>
Net profit before taxation	3,164	3,100	1,562
Net profit after taxation	2,433	2,490	1,260
		As at	
	31 March 2024	31 March 2025	30 September 2025
	(unaudited)	(unaudited)	(unaudited)
	<i>MYR('000)</i>	<i>MYR('000)</i>	<i>MYR('000)</i>
Total assets	11,272	10,955	10,796

Based on the unaudited financial information of the Assets, the book value of the Assets as at 30 September 2025 was approximately MYR10,796,000.

INFORMATION OF THE PURCHASER

The Purchaser is a company incorporated in Malaysia and is indirectly wholly-owned by Tan Sri Dato' David CHIU and his spouse. It is principally engaged in activities of real estate agents and brokers for buying, selling and renting of real estate.

INFORMATION OF THE GROUP AND THE VENDOR

The Company is an investment holding company and the principal activities of the Group are property development, property investment, hotel operations and management, car park operations and facilities management, gaming and related operations, and securities and financial product investments.

The Vendor is a company incorporated in Malaysia and is an indirect wholly-owned subsidiary of the Company. It is principally engaged in investment holding.

REASONS AND BENEFITS OF THE TRANSACTION

The Directors consider that the Transaction will enable the Group to, amongst others, (i) realise the value of the Assets; (ii) allow the gain from the Transaction to be crystallised and the capital to be recycled; and (iii) increase liquidity and reduce net gearing of the Group.

The Directors are of the view that the Transaction is consistent with the Group's strategy of divesting non-core assets.

The Directors (including the independent non-executive Directors) are of the view that although the entering into of the SPA is not in the ordinary course of business of the Group, the terms of the SPA, including the consideration for the Assets, are fair and reasonable and on normal commercial terms or better, and the Transaction is in the interests of the Company and its Shareholders as a whole.

FINANCIAL EFFECT OF THE TRANSACTION

The Directors estimate that upon Completion, the Group is expected to record a gain from the Transaction of approximately MYR39,783,000 (equivalent to approximately HK\$75,588,000), being the consideration of the SPA less estimated book carrying value of the Assets at Completion Date and the estimated expenses in relation to the Transaction.

The Directors expect that the net proceeds from the Transaction will be used for the general working capital of the Group.

LISTING RULES IMPLICATIONS

The Purchaser is indirectly wholly-owned by Tan Sri Dato' David CHIU, an Executive Director, the Chief Executive Officer of the Company and the ultimate controlling shareholder of the Company, and his spouse. Therefore, the Purchaser is an associate of Tan Sri Dato' David CHIU, and a connected person of the Company under Chapter 14A of the Listing Rules.

Given that one of the applicable Percentage Ratio(s) calculated with reference to the Transaction is more than 0.1% and less than 5%, the Transaction constitutes a connected transaction of the Company and is subject to reporting and announcement requirements under Chapter 14A of the Listing Rules.

Tan Sri Dato' David CHIU, Mr. Dennis CHIU (being the brother of Tan Sri Dato' David CHIU and an executive Director), Ms. Wing Kwan Winnie CHIU (being the daughter of Tan Sri Dato' David CHIU and an executive Director) and Ms. Jennifer Wendy CHIU (being the daughter of Tan Sri Dato' David CHIU and an executive Director) had abstained from voting on the board resolutions to approve the entering into of the Transaction.

DEFINITIONS

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

“Assets”	collectively, (i) 1,099 carpark units on B1 & B2, Phase 1 of Plaza Damas; (ii) 589 carpark units on P1A to P3A Phase 2 of Plaza Damas; (iii) a residential unit B-21-03 at level 21 with a gross floor area of approximately 112 square meters with 414 carpark units at the ground floor, level 1 to level 5 of Waldorf and Windsor Tower Service Apartments of Plaza Damas; and (iv) shop parcel 48 with a gross floor area of approximately 20 square meters at level 3 with 62 carpark units on Dorchester of Plaza Damas
“associate”	has the meaning ascribed to it under the Listing Rules
“Balance Purchase Price”	has the meaning ascribed to it under the paragraph headed “The SPA – Consideration”
“Board”	the board of Directors
“Company”	Far East Consortium International Limited (遠東發展有限公司*), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 35)
“Completion”	Completion of the Transaction under the SPA
“Completion Date”	the last day of the Completion Period
“Completion Period”	5 days from the Unconditional Date or any other period as mutually agreed in writing by the Vendor and Purchaser
“connected person”	has the meaning ascribed to it under the Listing Rules

“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Deposit”	has the meaning ascribed to it under the paragraph headed “The SPA – Consideration”
“Directors”	the directors of the Company
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Longstop Date”	30 June 2026 or such other dates as may be mutually agreed by the Purchaser and the Vendor in writing
“MYR”	Ringgit, the lawful currency of Malaysia
“Percentage Ratio(s)”	have the meaning ascribed to such term in Rule 14.07 of the Listing Rules
“Purchaser”	Surplus Pact (MM2H) Sdn. Bhd., a company incorporated in Malaysia and a company indirectly wholly-owned by Tan Sri Dato’ David CHIU and his spouse
“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“SPA”	the sale and purchase agreement dated 22 December 2025 entered into between the Vendor and the Purchaser in respect of the sale of the Assets by the Vendor to the Purchaser
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the transaction contemplated under the SPA
“Unconditional Date”	the date on which all conditions precedent of the SPA having been fulfilled or waived in accordance with the SPA

“Vendor” Target Term Sdn. Bhd., a company incorporated in Malaysia and an indirect wholly-owned subsidiary of the Company

“%” per cent.

For the purpose of this announcement and for illustration purpose only, conversion of MYR to HK\$ is based on the exchange rate of MYR to HK\$1.90. No representation is made that any amounts in MYR have been or could be converted at the above rate or any other rates.

By order of the Board of
Far East Consortium International Limited
Wai Hung Boswell CHEUNG
Company Secretary

Hong Kong, 22 December 2025

As at the date of this announcement, the Board comprises six executive directors, namely Tan Sri Dato’ David CHIU, Mr. Cheong Thard HOONG, Mr. Dennis CHIU, Mr. Craig Grenfell WILLIAMS, Ms. Wing Kwan Winnie CHIU and Ms. Jennifer Wendy CHIU; and three independent non-executive directors, namely Mr. Kwong Siu LAM, Mr. Wai Hon Ambrose LAM and Mr. Lai Him Abraham SHEK.