

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.



GREENTOWN CHINA HOLDINGS LIMITED

綠城中國控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03900)

CONNECTED TRANSACTION PROVISION OF PROJECT MANAGEMENT SERVICES

On 15 May 2025, Greentown Real Estate Management (a non-wholly owned subsidiary of the Company) entered into the Agreement with SJZ Chengheng. Pursuant to the Agreement, Greentown Real Estate Construction Management agreed to provide SJZ Chengheng with project management services in relation to the Project.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CCCG and its subsidiaries are holding 733,456,293 Shares, representing approximately 28.88% of the issued share capital of the Company. CCCG is therefore a substantial shareholder of the Company under the Listing Rules.

Accordingly, CCCG and its associates (including CCCC Fourth Harbor and CCCC Third Highway, indirect non-wholly owned subsidiaries of CCCG and SJZ Chengheng, a company held as to over 30% by CCCC Fourth Harbor and CCCC Third Highway in aggregate) are connected persons of the Company. The transaction contemplated under the Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the transaction contemplated under the Agreement exceed 0.1% but all of them are less than 5%, such transaction is subject to the reporting and announcement requirements but exempt from the circular and independent shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

INTRODUCTION

On 15 May 2025, Greentown Real Estate Construction Management (a non-wholly owned subsidiary of the Company) entered into the Agreement with SJZ Chengheng. Pursuant to the Agreement, Greentown Real Estate Construction Management agreed to provide SJZ Chengheng with project management services in relation to the Project.

PRINCIPAL TERMS OF THE AGREEMENT

The principal terms of the Agreement are as follows:

Date	:	15 May 2025
Parties	:	(1) Greentown Real Estate Construction Management (2) SJZ Chengheng
Subject Matter	:	SJZ Chengheng is the developer and constructor in the Project.

Subject to the terms and provisions of the Agreement, Greentown Real Estate Construction Management shall provide SJZ Chengheng with project management services in the Project, which should comprise preparatory management, planning and design management, cost management, engineering management, marketing management, project completion acceptance check and delivery management, customer service and property maintenance management, preparatory property and sales site property service consultancy management and community services, human resources management and administrative management.

The Project is located in Chang'An District, Shijiazhuang City, Hebei Province with a gross construction area of approximately 291,225 sqm, which is intended to be primarily developed into residential properties.

Term	:	The term of the Agreement shall commence on the date of the Agreement and end on the expiry of six months from the date of the centralized delivery of the last phase of the Project and assisting SJZ Chengheng in obtaining a real estate ownership certificate as required.
------	---	--

Consideration : Pursuant to the terms of the Agreement, the Consideration for providing project management services by Greentown Real Estate Construction Management to SJZ Chengheng in the Project shall be RMB107,899,750 based on the specifications of the Project as at the date of this announcement. Barring any unforeseen circumstances, the Company currently expects that the final Consideration will not exceed RMB118,690,000 in any event. The Consideration was determined after arm's length negotiations having taken into account factors including the anticipated resources, equipment and manpower required of the Group, market conditions and business opportunities available, business repute of the parties in the Project and the comparable market rates for similar construction projects and project management services in the area.

The Consideration comprises:

- (a) an entrusted management service fee of approximately RMB86,319,800 in respect of saleable properties of the Project, payable in the following manner:
 - (i) an entrusted management service fee of RMB500,000, payable on a monthly basis, from the date of the Agreement until the commencement of the sales of the Project, which is deductible from the entrusted management service fees payable after the commencement of the sale of the Project; and
 - (ii) following the commencement of the sale of the Project, an entrusted management service fee equivalent to 2% of the actual quarterly sales return amount of the Project, payable on a quarterly basis, within 30 business days after the end of each quarter. Among each quarterly payment, 90% of the calculated amount shall be paid directly, and the remaining 10% will be deferred and payable in the following manner:
 - After the Project is completed and centrally delivered, half of the deferred entrusted management service fees shall be payable within 5 business days; and

- After the settlement of the Project and the real estate ownership certificate (large property certificate) is obtained, the remaining amount shall be payable within 5 business days.
- (b) a provisionally estimated personnel assignment fee of approximately RMB21,579,950, which shall be settled according to the actual situation and paid on a monthly basis.

The entrusted management service fee (including the personnel assignment fee) for the Project shall be reconciled within 30 business days after the expiration of the term of the Agreement and shall be finally settled within 30 business days after the reconciliation is completed.

SJZ Chengheng shall pay to Greentown Real Estate Construction Management a deposit of RMB1,000,000 within 30 business days after entering into the Agreement. The deposit is interest-free and shall be deducted in equal amounts from the payment of the entrusted management service fees in the third and fourth quarter due by SJZ Chengheng in the first year.

REASONS FOR AND BENEFITS OF ENTERING INTO THE AGREEMENT

The Board considers that the Agreement will enable the Group to generate income without substantial capital input into the Project, by leveraging on its technique, expertise and experience in property development and project management in the PRC in facilitating the construction works under the Project and enhancing the quality thereof.

The Company believes that engaging in this Project will bolster the Company's brand development within Hebei Province and facilitate the expansion of its project management operations. Selection of the project management service provider in the Project and determination of the Consideration were conducted by way of a public bidding process. There were a number of participants in the tender and, following the review and comprehensive comparison of the tenderers, Greentown Real Estate Construction Management was selected in accordance with the relevant requirements under the tendering documents. As such, Greentown Real Estate Construction Management was selected in a competitive tendering process, and the Consideration and the terms of the Agreement are determined by the tendering documents and are in line with the market practice and the commercial interests of the Group.

The Directors (including the independent non-executive Directors) consider that the Agreement has been made on normal commercial terms and in the ordinary and usual course of business of the Group; and that its terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CCCG and its subsidiaries are holding 733,456,293 Shares, representing approximately 28.88% of the issued share capital of the Company. CCCG is therefore a substantial shareholder of the Company under the Listing Rules.

Accordingly, CCCG and its associates (including CCCC Fourth Harbor and CCCC Third Highway, indirect non-wholly owned subsidiaries of CCCG and SJZ Chengheng, a company held as to over 30% by CCCC Fourth Harbor and CCCC Third Highway in aggregate) are connected persons of the Company. The transaction contemplated under the Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the transaction contemplated under the Agreement exceed 0.1% but all of them are less than 5%, such transaction is subject to the reporting and announcement requirements but exempt from the circular and independent shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

Since CCCG has a material interest in the Agreement and the transaction thereunder and in light of CCCG's relationship with Mr LIU Chengyun, Mr GENG Zhongqiang, Mr LI Jun and Ms HONG Lei, these Directors have abstained from voting on the Board resolutions approving the Agreement and the transactions contemplated thereunder.

INFORMATION ON THE PARTIES TO THE AGREEMENT

The Group

The Company is a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange. It is one of the leading property developers in the PRC with business operations in various major PRC cities and is primarily engaged in developing quality properties targeting mainly middle and high income residents in the PRC.

Greentown Real Estate Construction Management is a company established in the PRC and a wholly-owned subsidiary of Greentown Management, a company listed on the Stock Exchange (stock code: 09979) and a non-wholly owned subsidiary of the Company owned as to 71.28% by the Company. As such, Greentown Real Estate Construction Management is an indirect non-wholly owned subsidiary of the Company. Greentown Real Estate Construction Management is principally engaged in providing project management services for property development.

SJZ Chengheng

SJZ Chengheng is a company established in the PRC with limited liability and is principally engaged in property development. It is owned as to 30% by CCCC Fourth Harbor and 19% by CCCC Third Highway, both being indirect non-wholly owned subsidiaries of CCCG. It is principally engaged in construction of large-scale transportation and urban infrastructure.

CCCG is a wholly state-owned company established in the PRC and the controlling shareholder of CCCC. Based on publicly available information, CCCG is primarily engaged in real estate development and property management, shipbuilding, ship chartering and maintenance, ocean engineering, technical consultation services for ships and corollary equipment of harbours, import and export business, investment in and management of transportation industry, and other businesses. To the best knowledge of the Directors after making reasonable enquiries, the ultimate beneficial shareholder of CCCG is the State-owned Assets Supervision and Administration Commission of the State Council of the PRC.

SJZ Chengheng is also owned as to 51% by SJZ Urban Renewal. To the best knowledge of the Directors after making reasonable enquiries, SJZ Urban Renewal is ultimately controlled by State-owned Assets Supervision and Administration Commission of Shijiazhuang People's Government (石家莊市人民政府國有資產監督管理委員會).

DEFINITIONS

Unless the context otherwise requires, capitalised terms used in this announcement shall have the following meanings:

“Agreement”	the real property development entrusted management agreement entered into between Greentown Real Estate Construction Management and SJZ Chengheng in relation to the contracting of project management services in the Project
“associate”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CCCC”	China Communications Construction Company Limited (中國交通建設股份有限公司), a joint stock company established in the PRC whose H shares are listed on the Stock Exchange, with stock code: 01800; and whose A shares are listed on the Shanghai Stock Exchange, with stock code: 601800, and a non-wholly owned subsidiary of CCCG
“CCCC Fourth Harbor”	CCCC Fourth Harbor Engineering Co., Ltd.* (中交第四航務工程局有限公司), a company incorporated under the laws of the PRC with limited liability and an indirect non-wholly owned subsidiary of CCCG

“CCCC Third Highway”	CCCC Third Highway Engineering Co., Ltd.* (中交第三公路工程局有限公司), a company incorporated under the laws of the PRC with limited liability and an indirect non-wholly owned subsidiary of CCCG
“CCCCG”	China Communications Construction Group (Limited) (中國交通建設集團有限公司), a wholly state-owned company established in the PRC and a substantial shareholder of the Company
“Company”	Greentown China Holdings Limited (stock code: 03900), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Consideration”	the total consideration payable by SJZ Chengheng to Greentown Real Estate Construction Management in relation to the provision of the project management services under the Agreement
“Director(s)”	the director(s) of the Company
“Greentown Management”	Greentown Management Holdings Company Limited (綠城管理控股有限公司) (Stock Code: 09979), a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange, and a non-wholly owned subsidiary of the Company
“Greentown Real Estate Construction Management”	Greentown Real Estate Construction Management Group Co., Ltd. (綠城房地產建設管理集團有限公司), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company
“Group”	the Company together with its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China

“Project”	the construction project located in Chang’An District, Shijiazhuang City, Hebei Province, with a gross construction area of approximately 291,225 sqm, which is intended to be primarily developed into residential properties
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“SJZ Chengheng”	Shijiazhuang Chengheng Real Estate Co., Ltd.* (石家莊城恒房地產開發有限公司), a company incorporated under the laws of the PRC with limited liability and an associate of CCCG
“SJZ Urban Renewal”	Shijiazhuang Urban Renewal Group Co., Ltd.* (石家莊城市更新集團有限公司), a company incorporated under the laws of the PRC with limited liability
“sqm”	square metres
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules

By order of the Board
Greentown China Holdings Limited
LIU Chengyun
Chairman

Hangzhou, the PRC
15 May 2025

As at the date of this announcement, the Board comprises Mr LIU Chengyun as chairman and non-executive director, Mr GUO Jiafeng, Mr GENG Zhongqiang, Mr LI Jun and Ms HONG Lei as executive directors, Mr Stephen Tin Hoi NG and Mr Andrew On Kiu CHOW as non-executive directors and Mr JIA Shenghua, Mr HUI Wan Fai, Mr ZHU Yuchen and Mr QIN Yuemin as independent non-executive directors.

* For identification purposes only