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**PACIFIC CENTURY PREMIUM DEVELOPMENTS LIMITED**

**盈科大衍地產發展有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 00432)**

**CONTINUING CONNECTED TRANSACTIONS  
SERVICE AGREEMENTS**

Reference is made to the Company's announcements dated 16 March 2018 and 10 December 2021 in relation to, amongst other things, the Original Phase 1A Development Management Agreement and the Original Service Agreements in relation to the Project.

Pursuant to respective termination agreements dated 27 December 2023, the Sales Agency Agreement and Marketing Agency Agreement shall be terminated on 31 December 2023. On 27 December 2023, the Group has entered into the Service Agreements with various associates (as defined under the Listing Rules) of Dr Zeman, a non-executive director of the Company, in relation to the Project. The Marketing Agency Agreement will not be renewed.

As each of Andaman Property, Paradise Luxury and Andara Resort is an associate (as defined under the Listing Rules) of Dr Zeman, each of Andaman Property, Paradise Luxury and Andara Resort is also a connected person of the Company within the meaning of Rule 14A.06 of the Listing Rules. Accordingly, the transactions contemplated under the Service Agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the transactions contemplated under the Service Agreements all relate to the Project and are entered into with entities which are associates of the same connected person, Dr Zeman, and all the Service Agreements will be carried out on a continuing basis over a period of time, the annual caps of all such continuing connected transactions are aggregated in accordance with Rule 14A.81 of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Aggregated Annual Caps of the Service Agreements exceed 0.1% but are less than 5%, such transactions are subject to the announcement and annual reporting requirements but are exempt from the Shareholders' approval and circular requirements under Chapter 14A of the Listing Rules.

Reference is made to the Company's announcements dated 16 March 2018 and 10 December 2021 in relation to, amongst other things, the Original Phase 1A Development Management Agreement and the Original Service Agreements in relation to the Project.

Pursuant to respective termination agreements dated 27 December 2023, the Sales Agency Agreement and Marketing Agency Agreement shall be terminated on 31 December 2023. On 27 December 2023, the Group has entered into the Service Agreements with various associates (as defined under the Listing Rules) of Dr Zeman, a non-executive director of the Company, in relation to the Project. The Marketing Agency Agreement will not be renewed.

**THE SERVICE AGREEMENTS**

The principal terms of each agreement are summarised below:

**1. Renewal Phase 1A Development Management Agreement No.2**

- Date:** 27 December 2023
- Parties:** Pinetree Residence; and  
Andaman Property, as development manager
- Term:** Term of three years commencing from 1 January 2024 to 31 December 2026. Term of the existing Renewal Phase 1A Development Management Agreement No.1 shall end on 31 December 2023.
- Services provided:** Pinetree Residence shall engage Andaman Property as the development manager of the Phase 1A Development and the development of the Phase 1A Associated Facilities, which services shall include construction management, design services and quantity surveying (the “**Development Management Services**”).
- Fees:** THB23,356,333 (equivalent to approximately HK\$5,301,888), including VAT. Such fees are determined based on the original fee for those uncompleted services under the Renewal Phase 1A Development Management Agreement No.1 (which was not paid under the Renewal Phase 1A Development Management Agreement No.1) and additional fees for the extended term of the Phase 1A Development. The fees will be payable by Pinetree Residence according to the stage of development of the Phase 1A Development and the Phase 1A Associated Facilities.

**2. Renewed Sales Agency Agreement**

- Date:** 27 December 2023
- Parties:** Pinetree Residence; and  
Paradise Luxury, as agent
- Term:** Term of three years commencing from 1 January 2024 to 31 December 2026. Term of the existing Sales Agency Agreement shall end on 31 December 2023.
- Services provided:** Paradise Luxury shall provide agency services to Pinetree Residence for sales and marketing of the Sale Properties. Such agency services include (but are not limited to) advising on the sale and marketing scheme for the sale of Sale Properties under the Project, liaising with potential purchasers to introduce and present the Sale Properties to the potential purchasers, providing information to potential purchasers on the acquisition structure and definitive agreements, conducting the reservation process, and procuring and arranging the potential purchasers for execution and signing of definitive agreements (the “**Sales Agency Services**”).
- Fees:** Pinetree Residence shall pay Paradise Luxury a fee of 5% of the Net Purchase Price actually received by Pinetree Residence from Introduced Clients during the term of the Renewed Sales Agency Agreement in consideration of sale of a Sale Property, exclusive of VAT.

Such fee shall only be payable to Paradise Luxury provided that the Introduced Client fully complies with the definitive agreements for the sale of a Sale Property and duly makes the payments thereunder.

### 3. Common Area Management Agreement for Phase 1A Development and Estate Road

- Date:** 27 December 2023
- Parties:** Aquella Property Management; and  
Andara Resort, as manager
- Term:** Term of three years commencing from 1 January 2024 to 31 December 2026
- Services provided:** Andara Resort shall provide property management services to Aquella Property Management for certain common areas and facilities (including the estate road) within the Project. Such services include (but are not limited to) engineering, fitting out, procurement, design and risk assessment services; maintenance, conservation, upkeep, improvement and maintenance services for facilities, utilities and infrastructure; security, landscaping and environmental services; supervision of third-party service providers; provision of human resources, collection of management fees; preparation of financial accounts and forecasts; advice and implementation of relevant financial policies and payment procedures, and miscellaneous services ancillary to the foregoing (the “**Common Area Management Services**”).
- Fees:** At the rate of 15% of the total monthly expenses, incurred in connection with the provision of the Common Area Management Services, inclusive of VAT, as set forth in the Proposed Annual Budget. Such fee shall be paid by Aquella Property Management monthly.

### 4. Cleaning Service Agreement

- Date:** 27 December 2023
- Parties:** Pinetree Residence; and  
Andara Resort, as the service provider
- Term:** Term of three years commencing from 1 January 2024 to 31 December 2026
- Services provided:** Andara Resort shall provide cleaning services to Pinetree Residence at places as designated and used by Pinetree Residence including the sales gallery and show villa within the Project. Such services include (but are not limited to) maintaining overall cleanliness and tidiness, landscape services, pond and pool cleaning, annual air conditioners deep cleaning and maintenance, annual pest control, and annual septic system maintenance and inspection thereof (the “**Cleaning Services**”).
- Fees:** THB8,226,055.66 (equivalent to approximately HK\$1,867,315), inclusive of VAT, which was determined based on the annualized monthly service rate as agreed for each respective unit. Such fee shall be paid by Pinetree Residence in advance quarterly.

## HISTORICAL TRANSACTION AMOUNTS AND ANNUAL CAPS

### Historical transaction amounts

The table below summarizes the actual transaction amounts of the relevant fees (including VAT) under the Original Service Agreements:

	<b>Actual Transaction Amount</b> <i>(HK\$'000, rounded to the nearest thousand)</i> <b>Financial year ended/ending 31 December</b>		
	<u>2021</u>	<u>2022</u>	<u>2023</u> <u>(estimate)</u>
<b>Renewal Phase 1A Development Management Agreement No.1</b>	2,106	1,842	2,224
<b>Marketing Agency Agreement</b>	1,070	1,284	1,284
<b>Sales Agency Agreement</b>	0	0	0
<b>Property Management Agreement</b>	267	525	573
<b>Aggregated transaction amount</b>	3,443	3,651	4,081

*Note: In the above table, the figures in the column “2023” are derived from the aggregate actual amounts of the relevant transactions for the ten months ended 31 October 2023 and the estimated amounts of those transactions for November and December 2023; the figures in the column “2021” and “2022” are the actual amounts of the relevant transactions for the financial years ended 31 December 2021 and 2022.*

The Company confirms that the annual caps for transaction amounts under the Renewal Phase 1A Development Management Agreement No.1, Marketing Agency Agreement, Sales Agency Agreement and Property Management Agreement for the financial years ended 31 December 2021 and 2022 were not exceeded, and that for the financial year ending 31 December 2023 will not be exceeded, as set out in the Company’s announcement dated 10 December 2021.

### Annual caps

As the transactions contemplated under the Service Agreements all relate to the Project and are entered into with entities which are associates of the same connected person, Dr Zeman, and all the Service Agreements will be carried out on a continuing basis over a period of time, the annual caps of all such continuing connected transactions are aggregated in accordance with Rule 14A.81 of the Listing Rules.

The Company estimates that the maximum aggregate amounts payable by the Group to Andaman Property, Paradise Luxury and Andara Resort under the Service Agreements will not exceed the Aggregated Annual Caps below:

	<b>Annual Cap</b> <i>(HK\$ '000)</i>		
	<b>Financial year ending 31 December</b>		
	<u>2024</u>	<u>2025</u>	<u>2026</u>
<b>Renewal Phase 1A Development Management Agreement No.2</b>	1,500	2,500	2,000
<b>Renewed Sales Agency Agreement</b>	3,600	2,400	600
<b>Common Area Management Agreement for Phase 1A Development and Estate Road</b>	1,500	1,500	1,600
<b>Cleaning Service Agreement</b>	650	650	650
<b>Aggregated Annual Cap</b>	7,250	7,050	4,850

*Note: Each of the Service Agreements has a term of not more than three years as per the terms thereunder.*

The annual cap is based on the estimated highest single year fee payable by the Group under each of the Service Agreements, and taking into account (i) in respect of the Renewal Phase 1A Development Management Agreement No.2, milestone payments against the estimated development schedule; (ii) in respect of the Renewed Sales Agency Agreement, the estimated Net Purchase Price based on the selling price of the Sale Properties under the Project, estimated expenses to be incurred in connection with such sale of Sale Properties, and the estimated number of Introduced Clients that may be introduced by Paradise Luxury (having assumed that the sale of all remaining unsold Sale Properties under the Project would be introduced by Paradise Luxury); (iii) in respect of the Common Area Management Agreement for Phase 1A Development and Estate Road, the estimated monthly expenses according to the Proposed Annual Budget; (iv) in respect of the Cleaning Service Agreement, the cost of service quoted by Andara Resort plus an additional management fee of 15% as agreed; (v) VAT of 7% to be borne by the Group under all Service Agreements; and (vi) reasonable buffer.

The increase in annual cap for the Common Area Management Agreement for Phase 1A Development and Estate Road, as compared to that for the existing Property Management Agreement, is mainly due to the addition of the estate road as part of the expanded scope of premises to which the Common Area Management Services will be rendered.

## **REASONS FOR AND BENEFITS OF THE TRANSACTIONS**

As mentioned above, the Service Agreements will be entered into with associates (as defined under the Listing Rules) of Dr Zeman, a non-executive director of the Company. Dr Zeman (and his associates) has extensive experience in property development, in particular the design, development, marketing and sale of residential properties and resorts in Phuket, Thailand. In particular, Andaman Property has participated in the design and development of Andara Resort & Villas and Andara Signature Resort Villas in Phuket, Thailand. The Service Agreements would allow the Company to benefit from Dr Zeman's abundant local resources and experience in the Thai property development and hospitality market. Moreover, various associates of Dr Zeman are already involved in the Project which commenced development in 2018. Andaman Property has been acting as the development manager for the Phase 1A Development and development of the Phase 1A Associated Facilities under the Original Phase 1A Development Management Agreement. It is beneficial for the Project to continue the engagement of Andaman Property as the development manager for the provision of Development Management Services for the Phase 1A Development, as well as engagement of Dr Zeman's other associates to provide the relevant Sales Agency Services, Common Area Management Services and Cleaning Services for the Project during and upon completion of development of the Project.

None of the other Directors has any material interest in the Service Agreements or the transactions contemplated thereunder, except Dr Zeman who has abstained from voting on the relevant resolution of the Board approving each of the Service Agreements and the transactions contemplated thereunder.

As the principal business of the Group is property development and management, the Directors (including the independent non-executive directors but excluding Dr Zeman) consider that the transactions contemplated under the Service Agreements have been entered into in the usual and ordinary course of business of the Group. They also consider that each of the Service Agreements has been negotiated and conducted on an arm's length basis between the parties and is on normal commercial terms. The Directors (including the independent non-executive directors but excluding Dr Zeman) are of the view that the terms of each of the Service Agreements are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and the Service Agreements and the transactions contemplated thereunder have been approved by the Board.

## **LISTING RULES IMPLICATIONS**

As each of Andaman Property, Paradise Luxury and Andara Resort is an associate (as defined under the Listing Rules) of Dr Zeman, each of Andaman Property, Paradise Luxury and Andara Resort is also a connected person of the Company within the meaning of Rule 14A.06 of the Listing Rules. Accordingly, the transactions contemplated under the Service Agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the transactions contemplated under the Service Agreements all relate to the Project and are entered into with entities which are associates of the same connected person, Dr Zeman, and all the Service Agreements will be carried out on a continuing basis over a period of time, the annual caps of all such continuing connected transactions are aggregated in accordance with Rule 14A.81 of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Aggregated Annual Caps of the Service Agreements exceed 0.1% but are less than 5%, such transactions are subject to the announcement and annual reporting requirements but are exempt from the Shareholders' approval and circular requirements under Chapter 14A of the Listing Rules.

## **GENERAL INFORMATION**

The Group is principally engaged in the development and management of premium-grade property and infrastructure projects as well as premium-grade property investments. Pinetree Residence is principally engaged in property development, it is a limited company incorporated in Thailand and is a subsidiary of the Company as at the date of this announcement. Aquella Property Management is principally engaged in property management, it is a limited company incorporated in Thailand and is a subsidiary of the Company as at the date of this announcement.

Andaman Property is an associate (as defined under the Listing Rules) of Dr Zeman, and is engaged in consulting and management of real estate development, including the design and development of Andara Resort & Villas and Andara Signature Resort Villas, which is located by the west coast of Phuket, Thailand. Andara Resort & Villas is a boutique hotel offering luxury villas and suites of various sizes in serene surroundings with extensive views of the Andaman Sea. Paradise Luxury is an associate (as defined under the Listing Rules) of Dr Zeman, and is engaged in sales agency, leasing and consulting of real estate business. Andara Resort is an associate (as defined under the Listing Rules) of Dr Zeman, and is engaged in management of real estate project, hotels, residential villas and condominium.

Dr Zeman is a non-executive director of the Company and, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, save for his indirect beneficial interest in 9.99% of the issued share capital of Easy Treasure Limited (a subsidiary of the Company), Dr Zeman does not as at the date of this announcement hold any shares in the Group. Dr Zeman's principal business is the Lan Kwai Fong Group, which engages in various businesses including property portfolio management, development and investment, food and beverage concepts, film production and distribution, media, entertainment and lifestyle businesses.

## DEFINITIONS

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

“Aggregated Annual Caps”	the maximum aggregate annual amounts payable by the Group to associates of Dr Zeman pursuant to the Service Agreements for each of the three financial years ending 31 December 2026
“Andaman Property”	Andaman Property Development Co., Ltd., a limited company incorporated in Thailand and an associate (as defined under the Listing Rules) of Dr Zeman
“Andara Resort”	Andara Resort and Villas Co., Ltd., a limited company incorporated in Thailand and an associate (as defined under the Listing Rules) of Dr Zeman
“Aquella Property Management”	Aquella Property Management Co., Ltd., a limited company incorporated in Thailand and an indirect non-wholly owned subsidiary of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Cleaning Service Agreement”	the service agreement entered into between Pinetree Residence and Andara Resort on 27 December 2023 for engaging Andara Resort for Cleaning Services
“Cleaning Services”	has the meaning ascribed to it in the section headed “The Service Agreements – 4. Cleaning Service Agreement – Services provided” in this announcement
“Common Area Management Agreement for Phase 1A Development and Estate Road”	the common area management agreement entered into between Aquella Property Management and Andara Resort on 27 December 2023 for the provision of Common Area Management Services for certain areas within the Project
“Common Area Management Services”	has the meaning ascribed to it in the section headed “The Service Agreements – 3. Common Area Management Agreement for Phase 1A Development and Estate Road – Services provided” in this announcement
“Company”	Pacific Century Premium Developments Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00432)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Development Management Services”	has the meaning ascribed to it in the section headed “The Service Agreements – 1. Renewal Phase 1A Development Management Agreement No.2 – Services provided” in this announcement
“Director(s)”	director(s) of the Company
“Dr Zeman”	Dr Allan Zeman, a non-executive director 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
“Introduced Client(s)”	client(s) introduced by Paradise Luxury and whom Pinetree Residence and Paradise Luxury have signed a referral form for, and has executed the definitive agreements for the sale and purchase of a Sale Property
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LKF Xcite”	LKF Xcite Limited, a company incorporated in Hong Kong with limited liability and is wholly-owned by Dr Zeman, hence it is an associate (as defined under the Listing Rules) of Dr Zeman
“Marketing Agency Agreement”	the marketing agency agreement entered into between Pinetree Residence and LKF Xcite on 10 December 2021 for engaging LKF Xcite for marketing agency services
“Net Purchase Price”	the sum of payments due from an Introduced Client to Pinetree Residence for the purchase of a Sale Property, set out in the definitive agreements for the Sale Property entered into by such Introduced Client, less all applicable VAT, taxes, levies, administrative fee and other charges of similar nature levied upon the definitive agreements for the Sale Property or the underlying transaction set out therein. Sums payable from an Introduced Client which are optional or ancillary to the sale and purchase of a Sale Property (such as furniture packages, country club membership fees) shall be excluded from the calculation of the Net Purchase Price
“Original Phase 1A Development Management Agreement”	the agreement entered into between Pinetree Residence and Andaman Property dated 30 April 2018 for, amongst others, the appointment of Andaman Property as the development manager of the Phase 1A Development and development of the Phase 1A Associated Facilities (excluding the golf course upgrade), which services shall include construction management, design services and quantity surveying
“Original Service Agreements”	the Renewal Phase 1A Development Management Agreement No.1, the Marketing Agency Agreement, the Sales Agency Agreement and the Property Management Agreement
“Paradise Luxury”	Paradise Luxury Homes Co., Ltd., a limited company incorporated in Thailand and an associate (as defined under the Listing Rules) of Dr Zeman
“Phang Nga Site”	all plots of land located at Thai-muang Sub-district, Thai-muang District, Phang Nga Province, Thailand of approximately 1.7 million square meters
“Phase 1A Associated Facilities”	the golf clubhouse and golf associated buildings (excluded spa extension), jogging track, boat house, reception/staff building and the relevant infrastructure for the benefit of the development of the Phang Nga Site, and which shall be owned and managed by the Group



“Phase 1A Development”	the construction of villas on 15 plots of land, a show villa and a sales gallery building within the Phase 1A Land and the relevant infrastructure (or as otherwise determined and agreed by the relevant parties)
“Phase 1A Land”	the plots of land, within the Phang Nga Site relating to the Phase 1A Development
“Pinetree Residence”	Pinetree Residence Co., Ltd., a limited company incorporated in Thailand and an indirect non-wholly owned subsidiary of the Company
“Project”	the investment in and development of the Phang Nga Site for building and developing residential properties for sale, and associated infrastructure and facilities, and includes the Phase 1A Development and Phase 1A Associated Facilities
“Property Management Agreement”	the common area management agreement entered into between Aquella Property Management and Andara Resort on 10 December 2021 for the provision of property management services for certain areas within the Project
“Proposed Annual Budget”	comprehensive plan and budget for the provision of Common Area Management Services for each fiscal year, which shall include, but not limited to, the operating budget, working capital requirement, human resources and manning plan, details of which are set out under the Common Area Management Agreement
“Renewal Phase 1A Development Management Agreement No.1”	the renewal agreement entered into between Pinetree Residence and Andaman Property on 10 December 2021 for the renewal and extension of term of the Original Phase 1A Development Management Agreement
“Renewal Phase 1A Development Management Agreement No.2”	the renewal agreement no.2 entered into between Pinetree Residence and Andaman Property on 27 December 2023 for the renewal and extension of term of the Renewal Phase 1A Development Management Agreement No.1
“Renewed Sales Agency Agreement”	the agency agreement entered into between Pinetree Residence and Paradise Luxury on 27 December 2023 for the provision of Sales Agency Services for the sales and marketing of the Sale Properties under the Project
“Sale Property(ies)”	certain residential property(ies) being marketed and sold by Pinetree Residence under the Project
“Sales Agency Agreement”	the agency agreement entered into between Pinetree Residence and Paradise Luxury on 10 December 2021 for the provision of Sales Agency Services for the sales and marketing of the Sale Properties under the Project
“Sales Agency Services”	has the meaning ascribed to it in the section headed “The Service Agreements – 2. Renewed Sales Agency Agreement – Services provided” in this announcement
“Service Agreements”	the Renewal Phase 1A Development Management Agreement No.2, the Renewed Sales Agency Agreement, the Common Area Management Agreement for Phase 1A Development and Estate Road and the Cleaning Service Agreement

“Shareholders”	holders of Shares
“Shares”	ordinary shares with par value of HK\$0.5 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“THB”	Thai Baht, the lawful currency of Thailand
“VAT”	the applicable value-added tax at a rate of 7%
“%”	per cent

*Unless indicated otherwise, in this announcement, translation of amounts in THB into HK\$ have been made at the rate of THB1 = HK\$0.2270 for illustration purpose only. No representation is made that any amount in HK\$ could have been or could be converted at such respective rates or at all.*

By Order of the Board  
**Pacific Century Premium Developments Limited**  
**Cheung Kwok Kuen Alan**  
*General Counsel and Company Secretary*

Hong Kong, 27 December 2023

As at the date of this announcement, the directors of the Company are as follows:

***Executive Directors:***

Li Tzar Kai, Richard; and Benjamin Lam Yu Yee (Deputy Chairman and Group Managing Director)

***Non-Executive Director:***

Dr Allan Zeman, GBM, GBS, JP

***Independent Non-Executive Directors:***

Prof Wong Yue Chim, Richard, SBS, JP (Independent Non-Executive Chairman); Chiang Yun; and Dr Vince Feng

*\* For identification only*