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新城發展

SEAZEN GROUP LIMITED

新城發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1030)

CONTINUING CONNECTED TRANSACTIONS

2024 SEAZEN FRAMEWORK AGREEMENT

2024 SEAZEN FRAMEWORK AGREEMENT

As the Group will continue to engage S-Enjoy Group to provide property management services, the 2024 Seazen Framework Agreement was entered into between Seazen Holdings and S-Enjoy Service on 27 October 2023 (after trading hours) in relation to the provision of various services, including property management services, by S-Enjoy Service for a term of one year from 1 January 2024 to 31 December 2024 subject to the Annual Cap.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Wang, the controlling shareholder of the Company, indirectly owns approximately 68.86% of the equity interests in S-Enjoy Service. Accordingly, S-Enjoy Service is an associate of Mr. Wang and a connected person of the Company and the entering into of the 2024 Seazen Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratios in respect of the transactions contemplated under the 2024 Seazen Framework Agreement is more than 5%, the transactions contemplated thereunder are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

As at the date of this announcement, (i) Mr. Wang Xiaosong, the Chairman of the Company, a non-executive Director and the son of Mr. Wang; and (ii) Mr. Lv Xiaoping and Mr. Lu Zhongming, being the non-executive directors of S-Enjoy Service and the executive Directors of the Company, are considered as having material interests in the transactions under the 2024 Seazen Framework Agreement and have abstained from voting on the Board resolutions approving the relevant agreement and the transactions contemplated thereunder (including the proposed Annual Cap). Save as mentioned above, none of the other Directors has a material interest in the transactions contemplated under the 2024 Seazen Framework Agreement, and therefore, no Director has abstained from voting on the approval of the relevant resolutions.

An EGM will be convened and held for, among others, the Independent Shareholders to consider and, if thought fit, approve the 2024 Seazen Framework Agreement and the transactions contemplated thereunder (including the Annual Cap). An Independent Board Committee comprising the independent non-executive Directors will be formed to advise the Independent Shareholders on the terms of the 2024 Seazen Framework Agreement and the transactions contemplated thereunder (including the Annual Cap).

The Company has appointed Somerley Capital Limited as the Independent Financial Adviser for the purpose of advising the Independent Board Committee and the Independent Shareholders on the terms of the 2024 Seazen Framework Agreement and the transactions contemplated thereunder (including the Annual Cap).

A circular containing, among other things, (i) details of the 2024 Seazen Framework Agreement and the transactions contemplated thereunder (including the Annual Cap); (ii) a letter from the Independent Board Committee containing its recommendations to the Independent Shareholders; (iii) a letter from the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the terms of the 2024 Seazen Framework Agreement; (iv) a notice of the EGM; and (v) other information required under the Listing Rules, is expected to be despatched to the Shareholders on or before 30 November 2023 so as to allow sufficient time for the preparation of the aforesaid information for inclusion in the circular.

INTRODUCTION

References are made to the announcement dated 28 October 2022 and the circular dated 14 December 2022 of the Company in relation to the 2023 Services Framework Agreement. The Company will continue to engage S-Enjoy Service to provide various services, including property management services.

THE 2024 SEAZEN FRAMEWORK AGREEMENT

As disclosed in the announcement dated 28 October 2022 and the circular dated 14 December 2022 of the Company, the 2023 Services Framework Agreement was entered into for the year commencing on 1 January 2023 and ending on 31 December 2023, pursuant to which the Company has engaged S-Enjoy Group (through Jiangsu Xinchengyue) as part of the ordinary and usual course of business to provide property management services. As the 2023 Services Framework Agreement is expiring on 31 December 2023, the 2024 Seazen Framework Agreement was entered into between Seazen Holdings and S-Enjoy Service on 27 October 2023 (after trading hours) in relation to the provision of property management services by S-Enjoy Service for a term of one year from 1 January 2024 to 31 December 2024 subject to the Annual Cap.

The principal terms of the 2024 Seazen Framework Agreement are set out below:

- Date:** 27 October 2023 (after trading hours)
- Parties:** (i) Seazen Holdings (as the recipient of services); and
(ii) S-Enjoy Service (as the service provider).
- Term:** From 1 January 2024 to 31 December 2024 (both days inclusive).

The 2024 Seazen Framework Agreement shall become effective upon (i) due execution by the parties thereof; and (ii) the parties having obtained all necessary approvals (including but not limited to approvals from their independent shareholders and/or their parent company's independent shareholders at their and/or their parent company's general meeting) under all relevant laws, regulations, regulatory documents and regulatory rules (including but not limited to the Listing Rules).

Property Management Services and Value-added Services:

S-Enjoy Service is commissioned to provide various property management services, including the maintenance, consultancy and inspection services in connection with the development projects of Seazen Holdings. S-Enjoy Service agrees to provide the following services to Seazen Holdings with the pricing policies and payment terms as briefly listed below:

a. Property Management Services

Scope of Services: S-Enjoy Service shall provide maintenance, conservation and management services for the properties, ancillary facilities and relevant premises, and maintain the environmental hygiene and order of the relevant areas in accordance with the service standards as agreed in the subsidiary agreements.

Pricing Policy: The service fees for the property management services shall be determined after arm's length negotiations having regard to (where applicable) the prevailing market rates (with reference to the locations of the properties, the scope of services and the expected operating costs, including but not limited to labour costs and administrative costs) and historical transaction amounts. The fees for the property management services shall not be higher than the guidance price for the provision of such services to similar properties issued by the local government. For the vacant properties that have been delivered but not sold by Seazen Holdings or other properties for which property service fees are payable by Seazen Holdings according to relevant rules, Seazen Holdings shall be charged in accordance with the contract(s) or any other relevant agreement(s).

Payment Terms: Service fees shall be charged in accordance with the subsidiary agreements to be entered into. Payment shall in general be made annually, half-yearly, quarterly or monthly as agreed in the subsidiary agreements.

b. Intelligent Construction Services

Scope of Services: The subsidiaries of S-Enjoy Service will participate in the bidding held by Seazen Holdings and its subsidiaries for the construction projects of intelligence systems. The construction services for community intelligence systems such as surveillance system, access control system, parking system and indoor smart homes shall be provided to the property projects developed by Seazen Holdings and its subsidiaries.

Pricing Policy: S-Enjoy Service will submit its tenders or provide its quotations after taking into account the corresponding equipment and accompanying support materials required by Seazen Holdings and the manpower needed. Upon reaching an agreement by both parties, the said price shall be the price for the construction services of the intelligence systems.

Payment Terms: Payment shall be made in the manner as agreed pursuant to the subsidiary agreements to be entered into, which shall in general be upon the completion of the construction works, and the inspection and acceptance by Seazen Holdings, and the payment shall be made based on the final account.

c. Sales Offices Management Services

Scope of Services: S-Enjoy Service is responsible for the management of the sale offices, city exhibition halls, showrooms and clubhouses of Seazen Holdings and the provision of cleaning, security and customer services to Seazen Holdings.

Pricing Policy: Both parties to the transaction shall determine the price through negotiations with reference to the combination of such factors as transaction prices in surrounding active markets and the costs of services of S-Enjoy Service (including but not limited to labour costs and consumable costs), plus the reasonable management fees mark-up and others.

Payment Terms: Payment shall be made in the manner as agreed pursuant to the subsidiary agreements to be entered into, which shall in general be settled and made quarterly or monthly.

d. Detailed Property Inspection Services

Scope of Services: Before the delivery of the properties, S-Enjoy Service shall organize inspectors to carry out detailed inspection for the property projects as instructed by Seazen Holdings. S-Enjoy Service shall provide quality inspection which involves the inspection of the practical functions and the detailed perception of each residential unit and all interior components; S-Enjoy Service shall provide detailed quality inspection of each part and component of outdoor general engineering, including quality inspection of the practical functions and the detailed perception of roads, underground garages, community landscape, artistic items and green plantation; S-Enjoy Service shall provide auxiliary services which involve the inspection of the practical functions and the detailed perception of, among others, the security intelligence system. S-Enjoy Service shall provide feedback to Seazen Holdings for rectification based on the inspection results and in accordance with the delivery and acceptance standards of project management of Seazen Holdings and inspection standards of S-Enjoy Service, so as to improve the delivery quality of Seazen Holdings.

Pricing Policy: Both parties to the transaction shall determine the price through negotiations with reference to the combination of such factors as the transaction prices in surrounding active markets and the costs of services of S-Enjoy Service (including but not limited to labour costs and consumable costs), plus the reasonable management fees mark-up and others.

Payment Terms: Payment shall be made in accordance with the subsidiary agreements to be entered into, which shall in general be settled based on quality of the services within one month after the end of the services.

e. Property Preliminary Stage Consultancy Services

Scope of Services: Preliminary proposal: S-Enjoy Service shall give advices on property services related to project design and practical functions during marketing positioning, planning and designing stage of the project, as well as advices on the improvement of property services in areas involving engineering, procurement, design and other professional areas during the development stage.

Pre-delivery risk assessment: S-Enjoy Service shall conduct risk assessment based on pre-delivery on-site condition and the progress of construction. The risk assessment mainly includes: (1) safety (entrance and exit design, security intelligence system, firefighting facilities and equipment, road traffic signs, etc.); (2) engineering (elevator, power system, water supply and drainage, fire protection system, intelligence system, children's fitness facilities, lighting, lightning protection, equipment room, technical information, etc.); and (3) landscape (trees, shrubs and vegetation, lawn, water collection points, dumpster placement points, road flooring, etc.).

Preparation for pre-delivery: S-Enjoy Service shall start the planning and setting up of project team, project service and management plan optimization, staff recruitment, initial identification of project manager, training and clothing procurement for service personnel at all levels, participate in project pre-delivery risk assessment and propose rectification, material production and various preparatory work before delivery, and coordinate and communicate with Seazen Holdings prior to delivery, etc..

Pricing Policy: The service fees shall be determined through negotiations between the subsidiaries of Seazen Holdings and S-Enjoy Service with reference to the transaction prices in surrounding active markets and the costs for provision of services by S-Enjoy Service.

Payment Terms: Payment shall be made in accordance with the subsidiary agreements to be entered into, which shall in general be a lump sum payment made within three months after the delivery of properties.

f. Parking Lot Sales Services

Scope of Services: The subsidiaries of Seazen Holdings shall entrust S-Enjoy Service to provide sales agency and underwriting services in relation to the delivered parking lots of their development projects.

Pricing Policy: The method for the calculation of the sales agency fees for the parking spaces shall be determined through negotiations between the subsidiaries of Seazen Holdings and S-Enjoy Service based on the local market condition of the parking agent sales, which shall in general be in a form of either sale commission (a certain percentage of commission to the sales income being charged), or underwriting by S-Enjoy Service (a certain amount of deposits to be paid by S-Enjoy Service to the subsidiaries of Seazen Holdings for acquisition at a discount of the parking spaces available for sale from such subsidiaries of Seazen Holdings, which will determine the specific discount with reference to the prevailing market rates in the local markets, and the benefits from the difference between the actual selling price and the discounted price to be enjoyed by S-Enjoy Service).

Payment Terms: The service fees shall be settled in accordance with the subsidiary agreements to be entered into and the payment shall in general be made quarterly based on the actual number of parking spaces sold by S-Enjoy Service.

g. Property Maintenance and Management Services during the Warranty Period

Scope of Services: Seazen Holdings shall entrust S-Enjoy Service to provide coordination and management services for any property quality issues of the delivered properties under its development within the warranty period for such properties and ultimately solve such property quality issues for the homeowners.

Pricing Policy: The price shall be determined through negotiations between both parties based on the factors such as the costs of professional personnel deployed and the reasonable management costs for the services provided by S-Enjoy Service.

Payment Terms: Payment shall be settled in accordance with the subsidiary agreements to be entered into and shall in general be made quarterly.

h. Elevator Installation and Maintenance Services

Scope of Services: The subsidiaries of Seazen Holdings shall entrust S-Enjoy Service to carry out elevator installation services in their property development projects, and to provide maintenance services for the elevators in some of the properties they held.

Pricing Policy: The price shall be determined through negotiations between the subsidiaries of Seazen Holdings and S-Enjoy Service based on the transaction prices in surrounding active markets and the costs of services of S-Enjoy Service (including but not limited to labour costs and consumable costs).

Payment Terms: Payment for the elevator installation services shall be made as agreed under the subsidiary agreements to be entered into, for which part of the payment shall in general be made upon the commencement of the construction works, and the remaining balance shall be paid based on the final account upon the inspection and acceptance of the projects by the subsidiaries of Seazen Holdings after the completion of the construction works. The payment for elevator maintenance service shall be settled quarterly in accordance with the service contract.

i. On-site Event Planning and Layout Services

Scope of Services: The subsidiaries of Seazen Holdings shall entrust S-Enjoy Service to conduct on-site event planning, product sourcing and layout services for their property development projects.

Pricing Policy: The price shall be determined through negotiations between the subsidiaries of Seazen Holdings and S-Enjoy Service based on the transaction prices in surrounding active markets and the costs of services of S-Enjoy Service (including but not limited to labour costs and consumable costs).

Payment Terms: Payment shall be made in accordance with the subsidiary agreements to be entered into, and the settlement shall be made, in general, based on the service quality within 1 month after the services are completed.

j. Miscellaneous Entrustment Services

Scope of Services: The subsidiaries of Seazen Holdings shall entrust S-Enjoy Service to provide miscellaneous service in relation to their development projects.

Pricing Policy: The price shall be determined principally by arm's length commercial negotiations according to the principles of fairness and reasonableness having taking into account factors including locations of the development projects, the operational costs (including labour costs and material costs, if applicable) with reference to the fees for similar services and similar type of development projects in the market from time to time (if applicable).

Payment Terms: Payment shall be determined in accordance with the subsidiary agreements to be entered into and shall in general be made in a lump sum after the end of provision of services.

Subsidiary Agreement(s):

For the property management services required by each development project of Seazen Holdings under the 2024 Seazen Framework Agreement, Seazen Holdings and S-Enjoy Service shall (directly or through their respective subsidiaries) enter into subsidiary agreements setting out the specific scopes of services required and amount of fees payable in conformity with the principles (including the pricing policy mentioned above) set out in the 2024 Seazen Framework Agreement.

All transactions contemplated under the 2024 Seazen Framework Agreement shall be conducted on normal commercial terms and negotiated on arm's length basis. It is agreed that the terms offered by S-Enjoy Service to Seazen Holdings shall not be less favourable than those offered to other parties for similar services.

Annual Cap and its Basis:

The Annual Cap of the service fees under the 2024 Seazen Framework Agreement for the year ending 31 December 2024 shall not exceed RMB680.0 million. The service fees are expected to be satisfied by the internal resources of the Group.

The Annual Cap is determined with reference to, among others, the following factors:

- (1) the aggregate amount of approximately RMB489.5 million settled by Seazen Holdings for property management services and value-added services for the nine months ended 30 September 2023;
- (2) the Group's total contracted sales area of approximately 7.53 million square meters for the nine months ended 30 September 2023;
- (3) the expected sales scale, area and number of the Group's property projects to be managed by S-Enjoy Service, as well as the pre-sale and deliver time of such property projects;
- (4) the expected demand of the Group for property management services and the price charged by such services; and
- (5) other factors such as the Group's business plans, inflation and 10% buffer for all categories of services.

HISTORICAL TRANSACTION AMOUNTS UNDER THE 2023 SERVICES FRAMEWORK AGREEMENT

The historical transaction amount that the Group settled with S-Enjoy Group (through Jiangsu Xinchengyue) for the property management services for the nine months ended 30 September 2023 was approximately RMB489.5 million. The annual cap under the 2023 Services Framework Agreement for the year ending 31 December 2023 is RMB1,350 million.

REASONS FOR AND BENEFITS OF ENTERING INTO THE 2024 SEAZEN FRAMEWORK AGREEMENT

S-Enjoy Group is an experienced property management services provider in the PRC. S-Enjoy Service, through its subsidiaries, is managing many property projects across a number of cities in China, including Shanghai, Nanjing, Changzhou, Wuxi and Suzhou. The Board believes that the experience of S-Enjoy Group shall provide reliable support to the Group's expansion of property development business.

The 2024 Seazen Framework Agreement represents a stable and trusted business relationship on which Seazen Holdings can leverage to achieve its business objectives.

Each of the Directors (excluding the independent non-executive Directors whose opinion will be included in the letter of advice from the Independent Board Committee which forms part of the circular in respect of the transactions contemplated under the 2024 Seazen Framework Agreement to be despatched to the Shareholders after taking into account the advice from the Independent Financial Adviser) is of the view that the 2024 Seazen Framework Agreement is entered into on an arm's length basis, on normal commercial terms and in the usual and ordinary course of business of the Group. The transactions contemplated under the 2024 Seazen Framework Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

INTERNAL CONTROL MEASURES

To ensure that the terms of the property management services provided by S-Enjoy Service are not less favourable than those available from independent third parties, the Group has adopted the following measures:

- (i) the pricing policies for all the continuing connected transactions of the Group will be supervised and monitored by the management and relevant personnel of the Group to ensure the relevant continuing connected transactions are conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its Shareholders as a whole;
- (ii) before entering into any subsidiary agreement in connection with the 2024 Seazen Framework Agreement, the management and relevant personnel of the Group will compare a preliminary quotation based on the pricing policies as described above with those provided by independent third parties (if any) and market quotations for comparable services, so as to ensure that the service fees of the property management services and other value-added services contemplated under the 2024 Seazen Framework Agreement are fair and reasonable;
- (iii) as part of the internal control procedures, the implementation of the 2024 Seazen Framework Agreement and the actual number and amount of services provided by S-Enjoy Service will be monitored and reviewed by the Board (including the independent non-executive Directors) and the senior management on a regular basis, with reference to terms of similar transactions with the independent third parties, so as to ensure the actual transaction amount does not exceed the Annual Cap;

- (iv) the Director(s) and/or the Shareholder(s) with an interest in the relevant transaction(s) is/ are required to abstain from voting on the resolution(s);
- (v) the Group shall use the best endeavor to comply with the relevant reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules for the continuing connected transactions;
- (vi) the Company will engage its external auditor to review the transactions between the Group and S-Enjoy Service under the 2024 Seazen Framework Agreement, to ensure that the transactions amount are within the Annual Cap and the transactions are conducted in accordance with the terms set out in the 2024 Seazen Framework Agreement and the Listing Rules; and
- (vii) the Group will duly disclose in the annual reports and accounts the transactions of provision of property services by S-Enjoy Service during each financial period, together with the conclusions (with basis) drawn by the independent non-executive Directors on whether the transactions are conducted in the ordinary and usual course of business of the Group, on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE GROUP AND S-ENJOY SERVICE

Seazen Holdings is a subsidiary of the Company with its A shares listed on the SSE (stock code: 601155). The principal activities of the Group and Seazen Holdings are property development and property investment in the PRC.

S-Enjoy Service is a company listed on the Stock Exchange (stock code: 1755) and is an experienced property management services provider in the PRC engaging in the provision of property management services, such as property and equipment maintenance, security services, cleaning services, gardening services and public area maintenance.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Wang, the controlling shareholder of the Company, indirectly owns approximately 68.86% of the equity interests in S-Enjoy Service. Accordingly, S-Enjoy Service is an associate of Mr. Wang and a connected person of the Company and the entering into of the 2024 Seazen Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratios in respect of the transactions contemplated under the 2024 Seazen Framework Agreement is more than 5%, the transactions contemplated thereunder are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

As at the date of this announcement, (i) Mr. Wang Xiaosong, the Chairman of the Company, a non-executive Director and the son of Mr. Wang; and (ii) Mr. Lv Xiaoping and Mr. Lu Zhongming, being the non-executive directors of S-Enjoy Service and the executive Directors of the Company, are considered as having material interests in the transactions under the 2024 Seazen Framework Agreement and have abstained from voting on the Board resolutions approving the relevant agreement and the transactions contemplated thereunder (including the proposed Annual Cap). Save as mentioned above, none of the other Directors has a material interest in the transactions contemplated under the 2024 Seazen Framework Agreement, and therefore, no Director has abstained from voting on the approval of the relevant resolutions.

An EGM will be convened and held for, among others, the Independent Shareholders to consider and, if thought fit, to approve the 2024 Seazen Framework Agreement and the transactions contemplated thereunder (including the Annual Cap). An Independent Board Committee comprising the independent non-executive Directors will be formed to advise the Independent Shareholders on the terms of the 2024 Seazen Framework Agreement and the transactions contemplated thereunder (including the Annual Cap).

The Company has appointed Somerley Capital Limited as the Independent Financial Adviser for the purpose of advising the Independent Board Committee and the Independent Shareholders on the terms of the 2024 Seazen Framework Agreement and the transactions contemplated thereunder (including the Annual Cap).

A circular containing, among other things, (i) details of the 2024 Seazen Framework Agreement and the transactions contemplated thereunder (including the Annual Cap); (ii) a letter from the Independent Board Committee containing its recommendations to the Independent Shareholders; (iii) a letter from the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the terms of the 2024 Seazen Framework Agreement; (iv) a notice of the EGM; and (v) other information required under the Listing Rules, is expected to be despatched to the Shareholders on or before 30 November 2023 so as to allow sufficient time for the preparation of the aforesaid information for inclusion in the circular.

DEFINITIONS

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

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| “2023 Services Framework Agreement” | the services framework agreement dated 28 October 2022 entered into between Seazen Holdings and Jiangsu Xinchengyue in relation to the provision of property management service and value-added services for the property projects of Seazen Holdings; |
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| “2024 Seazen Framework Agreement” | the services framework agreement dated 27 October 2023 entered into between Seazen Holdings and S-Enjoy Service in relation to the provision of property management service and value-added services for the property projects of Seazen Holdings; |
| “Annual Cap” | the annual cap of RMB680 million for the service fees under the 2024 Seazen Framework Agreement; |
| “associate(s)” | has the meaning ascribed to it in the Listing Rules; |
| “Board” | the board of Directors; |
| “Company” | Seazen Group Limited (新城發展控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange; |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules; |
| “controlling shareholder” | has the meaning ascribed to it under the Listing Rules; |
| “Director(s)” | director(s) of the Company; |
| “EGM” | the extraordinary general meeting of the Company to be convened for the Independent Shareholders to consider and, if thought fit, approve the transactions contemplated under the 2024 Seazen Framework Agreement; |
| “Group” | the Company and its subsidiaries; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC; |
| “Independent Board Committee” | a board of committee, comprising the independent non-executive Directors, to be established to advise the Independent Shareholders in respect of the continuing connected transactions contemplated under the 2024 Seazen Framework Agreement and the Annual Cap; |
| “Independent Financial Adviser” | Somerley Capital Limited, a licensed corporation to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and Somerley confirms that it has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the 2024 Seazen Framework Agreement and the transactions contemplated thereunder (including the Annual Cap); |

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|---------------------------------------|---|
| “Independent Shareholders” | all Shareholders, other than Mr. Wang and his associates, and all other Shareholders interested in the 2024 Seazen Framework Agreement and the transactions contemplated thereunder (including the Annual Cap); |
| “Independent Third Party(ies)” | third party(ies) independent of the Company and is(are) not a connected person (connected persons) of the Company; |
| “Jiangsu Xinchengyue” | Jiangsu Xinchengyue Holdings Company Limited* (江蘇新城悅控股有限公司), a company established in the PRC with limited liability. It is a subsidiary of S-Enjoy Service and a connected person of the Company; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “Mr. Wang” | Mr. Wang Zhenhua, the controlling shareholder of the Company; |
| “PRC” | The People’s Republic of China; |
| “RMB” | Renminbi, the lawful currency of the PRC; |
| “S-Enjoy Group” | S-Enjoy Service and its subsidiaries; |
| “S-Enjoy Service” | S-Enjoy Service Group Co., Limited (新城悅服務集團有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (stock code: 1755). It is indirectly owned as to approximately 68.86% by Mr. Wang and therefore a connected person of the Company; |
| “Seazen Holdings” | Seazen Holdings Co., Ltd.* (新城控股集團股份有限公司), a subsidiary of the Company with its A shares listed on the SSE (stock code: 601155); |
| “Share(s)” | ordinary share(s) of HK\$0.001 each in the share capital of the Company; |
| “Shareholder(s)” | the holder(s) of the shares; |
| “SSE” | Shanghai Stock Exchange; |

“**Stock Exchange**”

The Stock Exchange of Hong Kong Limited; and

“%”

per cent.

By order of the Board
Seazen Group Limited
Wang Xiaosong
Chairman

The PRC, 27 October 2023

As at the date of this announcement, the Directors are Mr. Lv Xiaoping and Mr. Lu Zhongming as executive Directors, Mr. Wang Xiaosong and Mr. Zhang Shengman as non-executive Directors, and Mr. Chen Huakang, Mr. Zhu Zengjin and Mr. Zhong Wei as independent non-executive Directors.

* *For identification purpose only*