

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.



LIFESTYLE INTERNATIONAL HOLDINGS LIMITED

利福國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1212)

DISCLOSEABLE TRANSACTION ACQUISITIONS OF LISTED SECURITIES

THE ACQUISITIONS

The Group acquired a total of 5,671,554 Landsec Shares during the Relevant Period for an aggregate consideration of approximately £50,126,000 (equivalent to approximately HK\$508,326,000) (exclusive of transaction costs). The Acquisitions included the Landsec Shares Acquisitions and the FCN Acquisitions. The average price per share (exclusive of transaction costs) paid for the Landsec Shares was approximately £8.84 (equivalent to approximately HK\$89.63).

LISTING RULES IMPLICATIONS

As the applicable percentage ratios (as defined under the Listing Rules) for each of the acquisition of the Landsec Shares during the Relevant Period made by the Group on a standalone basis was less than 5% and therefore did not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

However, each of the acquisition of the Landsec Shares made during the Relevant Period was within a 12-month period and shall be aggregated. As one of the applicable percentage ratios (as defined under the Listing Rules) for the acquisitions of the Landsec Shares during the Relevant Period, on aggregate basis, exceeded 5% but less than 25%, the Acquisitions constituted a discloseable transaction for the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

THE ACQUISITIONS

The Group acquired a total of 5,671,554 Landsec Shares during the Relevant Period for an aggregate consideration of approximately £50,126,000 (equivalent to approximately HK\$508,326,000) (exclusive of transaction costs). The Acquisitions included the Landsec Shares Acquisitions and the FCN Acquisitions. The average price per share (exclusive of transaction costs) paid for the Landsec Shares was approximately £8.84 (equivalent to approximately HK\$89.63).

The aggregate purchase consideration was wholly funded by internal cash resources of the Group.

As the Landsec Shares Acquisitions were conducted through the open market, the identities of the seller(s) cannot be ascertained by the Group. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the issuers of the FCNs, the seller(s) of the Landsec Shares and their respective ultimate beneficial owner(s) are Independent Third Parties.

REASONS FOR AND BENEFITS OF THE ACQUISITIONS

As part of the Group's cash management and treasury functions, the Group holds a diversified portfolio, both in terms of investment types and geographical coverage, of financial investments. The equity investment in Landsec was to enable the Group to participate in the retail and commercial property market in the United Kingdom without having the need to own such physical properties. The Acquisitions will be held by the Group for long-term investment purpose with an aim to enhancing the returns on cash for the Group in the long run.

As the Acquisitions were made at market prices with Independent Third Parties, the Board is of the view that the Acquisitions are fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders as a whole.

INFORMATION ON THE GROUP

The Group is principally engaged in the operation of department stores, property development and investment in Hong Kong.

INFORMATION ON LANDSEC

Based on the public information available to the Group, Landsec is a public limited liability company incorporated under the laws of England and Wales. It has a premium listing on the London Stock Exchange main market for listed securities (Stock symbol: LAND). Landsec is a Real Estate Investment Trust and all of its assets and operations are in the United Kingdom. Based on its 2019 annual report, the core activities of Landsec are buying, developing, managing and selling real estate.

The following information has been extracted from public documents and the annual results for the year ended 31 March 2020 of Landsec published on 12 May 2020:

	For the year ended 31 March	
	2020	2019
	<i>£ million</i>	<i>£ million</i>
Revenue Profit	414	442
Loss before tax	(837)	(123)
Loss attributable to shareholders of Landsec	(832)	(119)
	As at 31 March	
	2020	2019
	<i>£ million</i>	<i>£ million</i>
Net assets	8,750	9,920
Net assets per share (£)	11.82	13.41

LISTING RULES IMPLICATIONS

As the applicable percentage ratios (as defined under the Listing Rules) for each of the acquisition of the Landsec Shares during the Relevant Period made by the Group on a standalone basis was less than 5% and therefore did not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

However, each of the acquisition of the Landsec Shares made during the Relevant Period was within a 12-month period and shall be aggregated. As one of the applicable percentage ratios (as defined under the Listing Rules) for the acquisitions of the Landsec Shares during the Relevant Period, on aggregate basis, exceeded 5% but less than 25%, the Acquisitions constituted a discloseable transaction for the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“£”	British pound, the lawful currency of the United Kingdom;
“Acquisitions”	the acquisitions made by the Group of a total of 5,671,554 Landsec Shares during the Relevant Period for an aggregate consideration of approximately £50,126,000 (equivalent to approximately HK\$508,326,000)(exclusive of transaction costs);
“Board”	the board of Directors;

“Company”	Lifestyle International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Directors”	the directors of the Company;
“FCNs”	fixed coupon note(s) issued by financial institutions;
“FCN Acquisitions”	the acquisitions during the Relevant Period of a total of 286,140 Landsec Shares for an aggregate consideration of approximately £2,611,000 (equivalent to approximately HK\$25,120,000) (exclusive of transaction costs) at the respective strike prices on the final valuation dates of the FCNs concerned;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons (as defined in the Listing Rules);
“Landsec”	Land Securities Group PLC, a public limited liability company incorporated under the laws of England and Wales, the shares of which are listed on the London Stock Exchange (Stock symbol: LAND);
“Landsec Shares”	ordinary shares of nominal value 10 ² / ₃ pence each in Landsec;
“Landsec Shares Acquisitions”	the acquisitions of 5,385,414 Landsec Shares through on-market transactions during the Relevant Period for an aggregate consideration of approximately £47,515,000 (equivalent to approximately HK\$483,206,000) (exclusive of transaction costs);
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, excluding, for the purposes of this announcement, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;

“Relevant Period”	the period from 13 June 2019 to 18 May 2020 (both dates inclusive);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

By order of the Board
Lifestyle International Holdings Limited
Poon Fuk Chuen
Company Secretary

Hong Kong, 20 May 2020

As at the date of this announcement, the Board comprises Mr. Lau Kam Sen and Ms. Lau Kam Shim as executive directors; Mr. Lau Luen Hung, Thomas, Mr. Doo Wai Hoi, William and Ms. Lau Yuk Wai, Amy as non-executive directors; and Mr. Lam Siu Lun, Simon, The Hon. Shek Lai Him, Abraham, Mr. Hui Chiu Chung and Mr. Ip Yuk Keung as independent non-executive directors.