BetterLife Holding Limited
百得利控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6909)

DISCLOSEABLE TRANSACTION IN RELATION TO LEASE AGREEMENT

LEASE AGREEMENT

Reference is made to the Previous Announcements. The Board is pleased to announce that, on 26 May 2025 (after trading hours), Tianjin BetterLife, an indirect wholly-owned subsidiary of the Company, entered into the Tianbao Lease Agreement with Tianjin Tianbao in relation to the tenancy of the Tianbao 4S Dealership Store.

LISTING RULES IMPLICATIONS

Pursuant to Rule 14.22 of the Listing Rules, a series of transactions shall be aggregated and treated as if they were one transaction if they were all conducted within a 12-month period or were otherwise related. Therefore, the transaction contemplated under the Tianbao Lease Agreement shall be aggregated with the Longbao Lease Agreement, the Harbin Lease Agreement and the Xiamen Lease Agreement, since the counterparties to these transactions are controlled by the same ultimate beneficial owner and such transactions are similar in nature.

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the value of the right-of-use assets in connection with the Tianbao 4S Dealership Store, when aggregated with the First Harbin 4S Dealership Store, the Xiamen 4S Dealership Store and the Second Harbin 4S Dealership, exceeds 5% but is less than 25%, the Tianbao Lease Agreement and the transaction contemplated thereunder, constitute a discloseable transaction of the Company and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

The Board is pleased to announce that, on 26 May 2025 (after trading hours), Tianjin BetterLife, an indirect wholly-owned subsidiary of the Company, entered into the Tianbao Lease Agreement with Tianjin Tianbao in relation to the tenancy of the Tianbao 4S Dealership Store.

THE TIANBAO LEASE AGREEMENT

The principal terms of the Tianbao Lease Agreement are set out below:

Date	:	26 May 2025 (after trading hours)
Parties	:	• Tianjin Tianbao as the landlord; and • Tianjin BetterLife as the tenant.
Conditions precedent	:	The effectiveness of the agreement shall be conditional upon: (i) duly execution of the agreement; and (ii) Tianjin BetterLife obtaining the authorization from BMW or other automobile brand manufacturer to operate a 4S dealership store.
Premises	:	The Tianbao 4S Dealership Store located at No. 70, Huanhe North Road, Tianjin Pilot Free Trade Zone (Airport Economic Zone), Tianjin City, the PRC, including a BMW showroom and workshop with a building area of 12,677 square meters and ancillary facilities.
Usage	:	Operation of BMW or other branded 4S dealership store and automotive-related businesses. Tianjin BetterLife may adjust the scope of automotive-related businesses according to its actual needs and business conditions by providing written notification to Tianjin Tianbao.
Lease term	:	The term under the Tianbao Lease Agreement shall be 8 and half years from 1 June 2025 to 30 November 2033.
Rent	:	The annual rental shall be RMB2.46 million, (including any tax-related expenses), which was determined after arm's length negotiation among the parties with reference to the valuation report issued by an Independent Third Party valuer and considering any impairment of value.

A rent-free period from 1 June 2025 to 30 September 2025 (which is subject to further extension of no more than one month) has been granted by the landlord to Tianjin BetterLife for the delivery and acceptance of the premises.

All the costs and expenses to be incurred during the use of the properties under the lease, including but not limited to, water, electricity, gas, telephone, internet, maintenance, etc., shall be borne by Tianjin BetterLife.

Payment : The rent shall be paid by Tianjin BetterLife monthly, in cash and may be offset in agreed manner against any debts or amounts payable from Tianjin Tianbao (and/or its affiliates) to the Group. The deposit of RMB800,000 paid by Beijing BetterLife Group to Tianjin Tianbao shall be used to offset the monthly rent payable until the entire deposit has been fully applied.

Before the fifth calendar day of each month, Tianjin BetterLife and Tianjin Tianbao shall confirm the rent payable for the previous month. Within three business days after confirmation of such rent amount, a bill and/or invoice shall be issued by Tianjin Tianbao to Tianjin BetterLife for payment within five business days after receipt of such bill and/or invoice.

RIGHT-OF-USE ASSET

In accordance with International Financial Reporting Standards 16 “Leases”, the Company recognises the value of the right-of-use assets on its consolidated statement of financial position in connection with the lease of the Tianbao 4S Dealership Store under the Tianbao Lease Agreement. Accordingly, the transaction under the Tianbao Lease Agreement is regarded as an acquisition of right-of-use assets by the Group.

The value (unaudited) of the right-of-use asset to be recognised by the Company under the Tianbao Lease Agreement is estimated to be approximately RMB14.51 million, being the present value of the aggregate lease payments throughout the lease term under the Tianbao Lease Agreement. The yearly discount rate of approximately 7% is applied to compute the present value of the aggregate lease payments under the Tianbao Lease Agreement.

REASONS FOR AND BENEFITS OF ENTERING INTO THE TIANBAO LEASE AGREEMENT

The Group aims to strengthen its market position as a leading luxury and ultra-luxury automobile dealership service provider in China and to capture opportunities in the automobile market. The Directors consider that the Tianbao 4S Dealership Store is located at strategic location for the Group's expansion of its dealership network that it currently operates among tier-one and tier-two cities in China. The Group is currently in the process of applying for authorization from relevant automobile manufacturer for its operation of the Tianbao 4S Dealership Store in Tianjin. Therefore, the leasing of the Tianbao 4S Dealership Store is in line with the Group's expansion strategy of its automobile dealership network and brand portfolio.

The terms of the Tianbao Lease Agreement and the rent were arrived at after arm's length negotiations and the rent was determined with reference to the valuation of the Tianbao 4S Dealership Store, which was conducted by an independent valuer, and also considering any impairment of value due to any defects in the property rights.

Having considered the above reasons, the Directors (including the independent non-executive Directors) are of the opinion that the terms of the Tianbao Lease Agreement and the transaction contemplated thereunder are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

INFORMATION OF THE PARTIES

The Group and the tenant

The Group is an automobile dealership service provider in China focusing on luxury and ultra-luxury brands. Tianjin BetterLife is a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company. It is principally engaged in sale and service of motor vehicles.

Tianjin Tianbao

Tianjin Tianbao is a limited liability company established in the PRC and principally engaged in sales of automobiles and new energy vehicles. Tianjin Tianbao is ultimately owned as to 1% by Mr. Zhao Guiming (趙貴明) ("**Mr. Zhao**") and as to 99% by iAuto International Limited, which in turn is 100% beneficially owned by Mr. Zhao.

To the best of knowledge, information and belief of the Directors after making all reasonable enquiries and based on the public information available to the Company, Tianjin Tianbao and its ultimate beneficial owner, Mr. Zhao, are third parties independent of the Company and its connected persons.

LISTING RULES IMPLICATIONS

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As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the value of the right-of-use assets in connection with the Tianbao 4S Dealership Store, when aggregated with the First Harbin 4S Dealership Store, the Xiamen 4S Dealership Store and the Second Harbin 4S Dealership, exceeds 5% but is less than 25%, the Tianbao Lease Agreement and the transaction contemplated thereunder, constitute a discloseable transaction of the Company and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

"Beijing BetterLife Group"	Beijing BetterLife Automobile Import and Export Group Co., Ltd.* (北京百得利汽車進出口集團有限公司), a PRC limited liability company established on 3 September 1998 and an indirectly wholly-owned subsidiary of the Company
"Board"	the board of Directors
"Company"	BetterLife Holding Limited, a company incorporated under the laws of the Cayman Islands with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange
"connected person"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"First Harbin 4S Dealership Store"	a 4S dealership store located at No. 9570 Zhongyuan Avenue, Songbei District, Harbin City, Heilongjiang Province, the PRC, details of which were disclosed in the Previous Announcements
"Group"	the Company and its subsidiaries

"Harbin Lease Agreement"	the tripartite lease agreement entered into among Harbin Longbao Automobile Sales and Service Co., Ltd.* (哈爾濱龍寶汽車銷售服務有限公司), Harbin Helida Automobile Sales Co., Ltd.* (哈爾濱和利達汽車銷售有限公司) and Harbin BetterLife Automobile Sales Co., Ltd.* (哈爾濱栢得來富汽車銷售有限公司) dated 31 October 2024, details of which were disclosed in the Previous Announcements
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	an individual(s) or a company(ies) not connected with the Company within the meaning of the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Longbao Lease Agreement"	the lease agreement entered into between Beijing BetterLife Group and Harbin Longbao Automobile Sales and Service Co., Ltd.* (哈爾濱龍寶汽車銷售服務有限公司) dated 14 February 2025 (after trading hours)
"PRC" or "China"	the People's Republic of China
"Previous Announcements"	the announcement of the Company dated 31 October 2024 in relation to the entering into the Xiamen Lease Agreement and the Harbin Lease Agreement for the tenancy of relevant 4S dealership stores and the announcement of the Company dated 14 April 2025 in relation to the entering into the Longbao Lease Agreement for the tenancy of relevant 4S dealership store
"RMB"	Renminbi, the lawful currency of PRC
"Second Harbin 4S Dealership Store"	a 4S dealership store located at No. 9656 Zhongyuan Avenue, Songbei District, Harbin City, Heilongjiang Province, the PRC
"Shareholders"	the shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"Tianbao Lease Agreement"	the lease agreement entered into between Tianjin BetterLife and Tianjin Tianbao dated 26 May 2025 (after trading hours)
"Tianjin BetterLife"	Tianjin BetterLife Automobile Service Co., Ltd.* (天津百得利汽車服務有限公司), a PRC limited liability company established on 26 May 2006

"Tianjin Tianbao"	Tianjin Tianbao Automobile Sales & Service Co. Ltd* (天津天寶汽車銷售服務有限公司), a PRC limited liability company established on 13 August 2001
"Xiamen Lease Agreement"	the lease agreement entered into between Xiamen BetterLife Automobile Sales Co., Ltd.* (廈門百得利汽車銷售有限公司) and Xiamen Oulihang Automobile Sales and Service Co., Ltd.* (廈門歐利行汽車銷售服務有限公司), dated 31 October 2024, details of which were disclosed in the Previous Announcements
"Xiamen 4S Dealership Store"	a Porsche branded 4S dealership store located at No. 1067 Maqing Road, Haicang District, Xiamen City, Fujian Province, the PRC, details of which were disclosed in the Previous Announcements
"%"	per cent

By Order of the Board
BetterLife Holding Limited
Chou Patrick Hsiao-Po
Chairman

Hong Kong, 26 May 2025

As at the date of this announcement, the Board comprises Mr. Chou Patrick Hsiao-Po, Ms. Sun Jing, Mr. Xu Tao and Ms. Li Dan as executive Directors; and Mr. Liu Dengqing, Mr. Lou Sai Tong and Dr. Chu Fumin as independent non-executive Directors.

* *For identification purposes only*