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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares, you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**MAJOR TRANSACTION:  
PROVISION OF GUARANTEE**

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12 February 2020

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## DEFINITIONS

*In this circular, the following terms and expressions shall have the following respective meanings unless the context otherwise requires:*

“Bank”	Bank of China (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability and a licensed bank in Hong Kong
“Board”	the board of Directors
“Borrower”	Sky Castle Limited (佳僑有限公司), a joint venture company incorporated in Hong Kong with limited liability and owned as to 40% by Sino Land, 30% by K. Wah and 30% by the Company, respectively
“Company”	China Merchants Land 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 (Stock Code: 978)
“Director(s)”	director(s) of the Company
“Facilities”	the term loan facilities for the principal amount of up to HK\$5,273,000,000 provided by the Bank to the Borrower under the Facility Agreement
“Facility Agreement”	the facility agreement dated 6 December 2019 entered into between the Borrower and the Bank in relation to the Facilities
“Group”	the Company and its subsidiaries
“Guarantee”	the guarantee provided by the Company in favour of the Bank in relation to the Facilities under the Guarantee Agreement
“Guarantee Agreement”	the guarantee agreement dated 16 December 2019 entered into by the Company in favour of the Bank in relation to the Facilities
“Guaranteed Indebtedness”	all moneys advanced by the Bank under the Facilities and interest thereon, fees and all other moneys which may from time to time be due from or owing or payable by the Borrower to the Bank

## DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	an independent third party not connected with the Company and its subsidiaries, their respective directors, chief executives and substantial shareholders and any of their associates within the meaning of the Listing Rules
“K. Wah”	K. Wah International Holdings Limited (嘉華國際集團有限公司), an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Latest Practicable Date”	5 February 2020, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China which, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“REIT”	schemes constituted as real estate investment trusts authorised the Securities and Futures Commission of Hong Kong in accordance with REIT Code
“REIT Code”	the Code on Real Estate Investment Trusts published by the Securities and Futures Commission of Hong Kong (as amended, supplemented or otherwise modified for the time being)
“REIT Management Business”	services provided to REITs by management companies acceptable to the Securities and Futures Commission of Hong Kong and their respective subsidiaries in accordance with the REIT Code
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

## DEFINITIONS

“Sino Land”	Sino Land Company Limited (信和置業有限公司), a company incorporated in Hong Kong with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“Success Well”	Success Well Investments Limited, a limited liability company incorporated in the British Virgin Islands and a controlling Shareholder of the Company which directly owns an aggregate of 3,646,889,329 Shares, representing approximately 74.35% of the issued share capital of the Company as at the Latest Practicable Date
“Written Approval”	the written approval of the provision of the Guarantee and the transactions contemplated thereunder by Success Well dated 16 December 2019
“%”	per cent

*In this circular, the terms “associate”, “connected person”, “connected transaction”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

*Certain amounts and percentage figures included in this circular have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*

 **招商局置地有限公司**  
**CHINA MERCHANTS LAND LIMITED**  
**CHINA MERCHANTS LAND LIMITED**  
**招商局置地有限公司**  
*(Incorporated with limited liability in the Cayman Islands)*  
**(Stock Code: 978)**

**Board of Directors:**

*Non-executive Directors:*

XU Yongjun (*Chairman*)

HUANG Junlong

LIU Ning

*Executive Directors:*

SO Shu Fai

YU Zhiliang

WONG King Yuen

*Independent Non-executive Directors:*

WONG Wing Kuen, Albert

CHEN Yanping

SHI Xinping

HE Qi

**Registered office:**

P.O. Box 309, Umland House

Grand Cayman

KY1-1104

Cayman Islands

**Principal place of business in**

**Hong Kong:**

Room 2603–2606, 26/F

China Merchants Tower

Shun Tak Centre

Nos. 168–200 Connaught Road Central

Hong Kong

12 February 2020

*To the Shareholders*

Dear Sir or Madam,

**MAJOR TRANSACTION:  
PROVISION OF GUARANTEE**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 16 December 2019 in relation to the provision of the Guarantee.

On 16 December 2019, the Company, as guarantor, entered into the Guarantee Agreement in favour of the Bank, pursuant to which the Company agreed to provide guarantee for the due performance of the repayment obligations of the Borrower, a company owned as to 30% by the Company, in respect of the Facilities provided by the Bank.

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, (i) the details of the Guarantee Agreement and the transactions contemplated thereunder; (ii) the financial information of the Group; and (iii) general information of the Group.

### GUARANTEE AGREEMENT

On 16 December 2019, the Company, as guarantor, entered into the Guarantee Agreement in favour of the Bank, pursuant to which the Company agreed to provide guarantee for the due performance of the repayment obligations of the Borrower, a company owned as to 40% by Sino Land, 30% by K. Wah and 30% by the Company, in respect of the Facilities up to an aggregate principal amount of HK\$5,273,000,000 provided by the Bank.

The principal terms of the Guarantee Agreement are summarized as follows:

- Date : 16 December 2019
- Parties : (a) the Company; and  
(b) the Bank.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Bank and its ultimate beneficial owner(s) are Independent Third Parties.

- Scope of the Guarantee : All moneys advanced by the Bank under the Facilities and interest thereon, fees and all other moneys which may from time to time be due from or owing or payable by the Borrower to the Bank and other obligations and undertakings under the Facility Agreement and other finance documents in relation to the Facilities to which the Borrower is a party, provided that the liability of the Company in respect of any part of the Guaranteed Indebtedness shall be several with that of the other joint venture partners, Sino Land and K. Wah, and shall be limited to 30% of the Guaranteed Indebtedness
- Term of the Guarantee : Until final payment has been made by the Borrower under the Facility Agreement and other finance documents in relation to the Facilities to which the Borrower is a party

## LETTER FROM THE BOARD

### FINANCIAL IMPACT OF THE PROVISION OF THE GUARANTEE

The provision of the Guarantee will not have any immediate effect on the earnings, assets and liabilities of the Company on the date of the Guarantee Agreement. However, if the Borrower fails to make payment of any Guaranteed Indebtedness, or fails to observe and perform its other obligations and undertakings under the Facility Agreement and other finance documents to which the Borrower is a party, the Company, as the guarantor, will be responsible for up to the maximum amount of HK\$1,581,900,000, being 30% of the total liabilities of the Borrower under the Facility Agreement, and such amount of liabilities will be recorded in the Group's statement of financial position.

Save as disclosed above, the Directors are of the view that the provision of the Guarantee under the Guarantee Agreement will not have any material effects on the earnings, assets and liabilities of the Group.

### REASONS FOR AND BENEFITS OF ENTERING INTO THE GUARANTEE AGREEMENT

The Borrower is principally engaged in the property development in Hong Kong and has acquired the development right of a land situated in Hong Kong. The Borrower entered into the Facility Agreement on 6 December 2019 to obtain the Facilities in the principal amount of up to HK\$5,273,000,000, for the payment of premium to the government of Hong Kong and the construction costs in relation to the development of such land. The final maturity date of the Facilities is the earlier of the date falling 48 months from the date of the Facility Agreement and the date falling 6 months after the issuance of the occupation permit in relation to the development erected on the land.

The Company and its joint venture partners, Sino Land and K. Wah, have agreed to provide guarantee for the repayment obligations of the Borrower in favour of the Bank under the same terms and conditions. Under the Guarantee Agreement, the liability of the Company in respect of any part of the Guaranteed Indebtedness shall be several with that of Sino Land and K. Wah, and shall be limited to 30% of the Guaranteed Indebtedness, which is in proportion to the Company's shareholding in the Borrower.

The Directors consider that the provision of the Guarantee by the Company under the Guarantee Agreement will enable the Borrower to meet its financial needs and fulfill the capital requirement for the development of the land in Hong Kong. And the Directors believe that the Group will benefit from the cooperation with Sino Land and K. Wah to exert their strengths in property development in Hong Kong so as to grasp market opportunities and enhance the Group's investment portfolio in the Hong Kong property market, which would improve the capital efficiency and effectiveness, reduce investment risks and hence bring a greater return to the Shareholders, which is in line with its business strategy and overall interest.

The terms of the Guarantee Agreement and the transactions contemplated thereunder have been arrived at after arm's length negotiations between the parties. The Directors (including the independent non-executive Directors) have confirmed that the terms of the Guarantee Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.



## LETTER FROM THE BOARD

### **PARTICULARS OF THE PARTIES**

The Group is engaged in, among others, (i) development, sale, lease, investment and management of properties; (ii) sale of electronics and products related to electrical appliances and sale of construction materials and equipment; and (iii) REIT Management Business.

The Borrower is a company incorporated in Hong Kong with limited liability and owned as to 40% by Sino Land, 30% by K. Wah and 30% by the Company. It is principally engaged in property development in Hong Kong.

The Bank is a locally incorporated licensed bank and is one of the three note issuing banks in Hong Kong and also the clearing bank for RMB business in Hong Kong.

### **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios calculated by reference to Rule 14.07 of the Listing Rules in respect of the provision of the Guarantee exceeds 25% but less than 100%, the entering into of the Guarantee Agreement and the transactions contemplated thereunder constitutes a major transaction for the Company and is subject to the reporting, circular and shareholders' approval requirements pursuant to Chapter 14 of the Listing Rules.

### **WRITTEN APPROVAL**

Pursuant to Rule 14.44 of the Listing Rules, shareholders' approval may be obtained by written Shareholders' approval without the need of convening a general meeting. To the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, none of the Shareholders is materially interested in the transactions contemplated under the Guarantee Agreement. As such, no Shareholder is required to abstain from voting if a general meeting is to be convened to approve the provision of the Guarantee. As at the date of this circular, Success Well directly holds 3,646,889,329 Shares (representing approximately 74.35% of the total issued Shares). As the Company has obtained the Written Approval from Success Well, no extraordinary general meeting of the Company will be convened for the purpose of approving the entering into of the Guarantee Agreement and the transactions contemplated thereunder pursuant to Rule 14.44 of the Listing Rules.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors are of the opinion that the terms of the Guarantee Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. If an extraordinary general meeting were to be convened for the approval of the provision of the Guarantee, the Board would recommend the Shareholders to vote in favour of the resolution to approve the provision of the Guarantee at such general meeting.

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information as set out in the appendices to this circular.

Yours faithfully,  
On behalf of the Board  
**China Merchants Land Limited**  
**XU Yongjun**  
*Chairman*

## 1. FINANCIAL RESULTS OF THE GROUP

Details of the audited financial results of the Group for each of the financial years ended 31 December 2016, 31 December 2017 and 31 December 2018 and the unaudited financial results of the Group for the six months ended 30 June 2019 are available on the website of the Stock Exchange (<http://www.hkex.com.hk>) and the website of the Company (<http://ir.cmland.hk>) in the following documents:

- (i) for the year ended 31 December 2016, on pages 120 to 259 of the annual report of the Company for the year ended 31 December 2016 released on 5 April 2017 at <https://www1.hkexnews.hk/listedco/listconews/sehk/2017/0405/ltn20170405383.pdf>;
- (ii) for the year ended 31 December 2017, on pages 110 to 259 of the annual report of the Company for the year ended 31 December 2017 released on 4 April 2018 at <https://www1.hkexnews.hk/listedco/listconews/sehk/2018/0404/ltn201804041165.pdf>;
- (iii) for the year ended 31 December 2018, on pages 119 to 287 of the annual report of the Company for the year ended 31 December 2018 released on 4 April 2019 at <https://www1.hkexnews.hk/listedco/listconews/sehk/2019/0404/ltn20190404691.pdf>;
- (iv) for the six months ended 30 June 2019, on pages 44 to 92 of the interim report ("**2019 Interim Report**") of the Company for the six months ended 30 June 2019 released on 25 September 2019 at <https://www1.hkexnews.hk/listedco/listconews/sehk/2019/0925/2019092500439.pdf>.

There was no qualified opinion issued for the audited financial results of the Group for the last three financial years.

## 2. INDEBTEDNESS STATEMENT

**Borrowings**

As at the close of business on 20 December 2019, being the latest practicable date prior to the printing of this circular and for the purpose of this statement of indebtedness, the borrowings and loans of the Group were shown as below:

	<b>20 December 2019</b> <i>RMB'000</i>
Bank and other borrowings	12,697,064.35
Bonds payable	1,900,000.00
Loans from an intermediate holding company	3,298,298.12
Loans from non-controlling equity holders of subsidiaries of the Group	<u>3,827,485.77</u>
Total	<u><u>21,722,848.23</u></u>
Secured	2,828,186.07
Unsecured	<u>18,894,662.16</u>
Total	<u><u>21,722,848.23</u></u>
Carrying amounts repayable:	
Within one year or on demand, disclosed as current liabilities	2,022,185.08
More than one year, but not exceeding two years, disclosed as non-current liabilities	11,208,808.06
More than two years, but not exceeding five years, disclosed as non-current liabilities	<u>8,491,855.08</u>
Total	<u><u>21,722,848.23</u></u>

**Contingent Liabilities**

As at 20 December 2019, the Group had outstanding guarantees for mortgage loans of its customers in the amount of approximately RMB2,715,169,224.59.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, dividend payable and normal trade payables in the normal course of business at the close of business on 20 December 2019, the Group did not have any other debt securities issued and outstanding or agreed to be issued, outstanding bank or other borrowings, mortgages, charges, debentures or other loan capital or other similar indebtedness, guarantee, liabilities under acceptances (other than normal trade bills), acceptance credits, debentures, mortgages, charges, hire purchase or other finance lease commitments, indemnities or other material contingent liabilities.

As at 20 December 2019, the Group had cash and bank balances of approximately RMB8,958,331,575.01. The monetary assets and liabilities and business transactions of the Group are mainly carried and conducted in RMB, US\$ and HK\$. The Group maintains a prudent strategy in its foreign exchange risk management, where foreign exchange risks are minimized via balancing the monetary assets versus monetary liabilities. As the bond was denominated in US\$, while the Group conducts its sales, receivables, payables and expenditures in RMB for its PRC property development business, the management will closely monitor the volatility between RMB and US\$ exchange rates and might consider hedging should the need arises.

As at 20 December 2019, the capital structure of the Group consists of net debts, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, share premium and various reserves. As at the Latest Practicable Date, the Directors have confirmed that there has been no material change in the indebtedness or any contingent liabilities of the Group since 31 December 2018, being the date to which the latest published audited financial statements of the Company were made up.

#### **Pledge of Assets**

Save for properties for sale in Nanjing, Chongqing, Foshan with carrying value of approximately RMB6,348,121,736.30 having been pledged to secure bank borrowings amounting to approximately RMB2,104,623,278.14 granted to the Group as at 20 December 2019, the Group did not have any changes in pledge or charge on its assets including property, plant and equipment or properties under development for sale.

### **3. WORKING CAPITAL**

Taking into account the effect of the transactions contemplated under the Guarantee Agreement and the present internal financial resources available to the Group, including cash and bank balances as well as the available banking facilities, the Directors are of the opinion that, the Group has sufficient working capital for its requirements for at least 12 months from the date of publication of this circular.

#### 4. MATERIAL ADVERSE CHANGE

The Directors confirm that, as at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2018, the date to which the latest published audited consolidated financial statements of the Group were made up.

#### 5. FINANCIAL AND TRADING PROSPECT OF THE GROUP

Looking ahead, the outlook for the global economy is expected to be filled with uncertainties as it will be affected by various issues including the trade negotiation between China and the United States, United States election, geopolitical tensions, etc. Despite such uncertainties, the Group believes that grasping important expansion opportunities would be crucial to the future developments.

In face of the complicated and changing economic environment, the Group will maintain stable and cautious financial strategies, optimize financial structure, implement business plans effectively and deploy new businesses at a faster pace, such that the Group could effectively grasp market opportunities and be able to flexibly respond to the changes in the market.

The Group will continue to be engaged in the development, sale, lease, investment and management of properties and sale of electronics and products related to electrical appliances and sale of construction materials and equipment. The Group has also commenced its REIT Management Business in order to bring better return to the Shareholders.

As introduced by the Ministry of Housing and Urban-Rural Development of PRC, China will strive to keep housing prices stable in the year of 2020 and continue to implement a long-term management mechanism to foster the healthy development of the property sector, and will stick to the principle that “housing is for living in, not speculation” and must not take real estate as a short-term stimulus to the economy. The Group will consider the synergies from the property-related procurement business and its key business of property development before determining the resources and effort to be allocated to the trading procurement business.

The Group is committed to developing the REIT Management Business, as a newly commenced business of the Group. China Merchants Land Asset Management Co., Limited, an indirect wholly-owned subsidiary of the Company, has been providing the REIT Management Services to China Merchants Commercial Real Estate Investment Trust (“CMC REIT”) pursuant to the terms of the trust deed entered into between the manager and the trustee of CMC REIT. The proposed maximum aggregate annual transaction amounts to be paid by CMC REIT to the Company for the years ending 31 December 2019, 2020 and 2021 are approximately RMB0.44 million, RMB7.34 million and RMB28.86 million, respectively.

## 1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## 2. DISCLOSURE OF INTERESTS

### Interests and Short Positions of the Directors and Chief Executive in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As disclosed in the 2019 Interim Report, the interests and short positions of each Director and chief executive of the Company in the shares or underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which he was deemed or taken to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

#### Long positions in Shares

Name of Director	Nature of interest	Number of Shares held	Approximate percentage (%) in the issued share capital of the Company
SO Shu Fai	Interest of controlled corporations ( <i>Note</i> )	32,054,066 (L)	0.65%

*Note:* These shares are directly held by Skill China Limited (“Skill China”) which is controlled by Dr. SO Shu Fai, an executive Director of the Company. Hence, by virtue of Part XV of the SFO, Dr. SO Shu Fai is deemed to be interested in the shares directly held by Skill China. Skill China is a company incorporated in the British Virgin Islands with limited liability.

## Long positions in underlying Shares of associated corporation

Name of Director	Nature of interest	Number of underlying Shares involved (Note)	Approximately percentage (%) in the associated corporation
XU Yongjun	Beneficial owner	704,000 <sup>1</sup>	0.00%
		124,800 <sup>2</sup>	0.00%
HUANG Junlong	Beneficial owner	372,000 <sup>1</sup>	0.00%
LIU Ning	Beneficial owner	372,000 <sup>1</sup>	0.00%
		24,601 <sup>2</sup>	0.00%
YU Zhiliang	Beneficial owner	133,334 <sup>1</sup>	0.00%
		66,666 <sup>2</sup>	0.00%

Note:

1. These are the underlying Shares involved in the share options granted by CMSK (an intermediate controlling shareholder of the Company indirectly holding 3,646,889,329 Shares, representing approximately 74.35% of the issued share capital of the Company) to Mr. XU Yongjun, Mr. HUANG Junlong, Ms. LIU Ning and Mr. YU Zhiliang.
2. These are the shares of CMSK, an intermediate controlling shareholder.

Save as disclosed above, none of the Directors or chief executive of the Company had any interest or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions in which they were deemed or taken to have under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

### 3. DIRECTORS' EMPLOYMENT WITH SUBSTANTIAL SHAREHOLDER

As at the Latest Practicable Date, each of the following Directors is a director or employee in the following companies, each of which has an interest or short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

- a. Mr. XU Yongjun, a non-executive Director, is a director, Chairman of CMSK;



- b. Mr. HUANG Junlong, a non-executive Director, is the chief financial officer of CMSK;
- c. Ms. LIU Ning, a non-executive Director, is the board secretary of CMSK; and
- d. Mr. WONG King Yuen, an executive Director, is the director and general manager of China Merchants Properties Development Limited and China Merchants Property Agency Limited, both of which are wholly-owned subsidiaries of CMSK.

#### **4. DIRECTORS' INTERESTS IN CONTRACTS AND ASSETS**

As at the Latest Practicable Date, there is no contract or arrangement entered into by a related party subsisting in which a Director is materially interested and significant in relation to the business of the Group.

As at the Latest Practicable Date, none of the Directors has, directly or indirectly, any interest in any assets which have been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2018 (being the date to which the latest published audited accounts of the Company were made up).

#### **5. INTERESTS IN COMPETING BUSINESS**

As at the Latest Practicable Date, none of the Directors or controlling shareholders (as defined in the Listing Rules) and their respective close associates was interested in any business apart from the Group's business which competes or is likely to compete, either directly or indirectly, with the Group's businesses.

#### **6. LITIGATION**

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claims of material importance, and there was no litigation or claims of material importance known to the Directors to be pending or threatened by or against any member of the Group.

#### **7. SERVICES CONTRACTS**

As at the Latest Practicable Date, none of the Directors had a service contract with any member of the Group which was not determinable by the Company within one year without payment of compensation, other than statutory compensation.

**8. GENERAL**

- a. The English text of this circular shall prevail over the Chinese text.
- b. The company secretary of the Company is Mr. Ng Ho. Mr. Ng holds a Master of Business degree from Monash University in Australia and is an associate of both The Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. He has over 5 years of experience in compliance and listed company secretarial practice.
- c. The registered office of the Company is situated at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The head office and principal place of business of the Company is at Room 2603–2606, 26/F, China Merchants Tower, Shun Tak Centre, Nos. 168–200 Connaught Road Central, Hong Kong.
- d. The branch share registrar and transfer office of the Company is Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

**9. MATERIAL CONTRACTS**

The following contracts (not being contracts in the ordinary course of business of the Group) have been entered into by members of the Group within two years immediately preceding the Latest Practicable Date which are or may be material:

- a. a re-amended and restated non-competition deed entered into between the Company and CMSK on 21 October 2019, pursuant to which the Group will have the rights to participate in the REIT Management Business for REITs with underlying properties permitted to be situated in or come from all over the PRC on an exclusive basis and the Company in return are entitled to receive cash and/or units in the REITs; and
- b. an amended and restated non-competition deed entered into between the Company and CMSK on 17 December 2018, pursuant to which the businesses of CMSK and its subsidiaries (excluding the Group) and the Group are delineated by geographical delineation.

**10. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection during normal business hours (Saturdays and public holidays excepted) from 10:00 a.m. to 1:00 p.m. and from 2:00 p.m. to 5:00 p.m. at the head office and principal place of business of the Company at Room 2603, 26/F, China Merchants Tower, Shun Tak Centre, Nos. 168–200 Connaught Road Central, Hong Kong, for a period of 14 days from the date of this circular:

- a. the memorandum and articles of association of the Company;
- b. the letter from the Board dated 12 February 2020, the text of which is set out on pages 4 to 8 of this circular;
- c. the annual reports of the Company for the three years ended 31 December 2018 and the interim report for the six months ended 30 June 2019;
- d. the material contracts referred to in the section headed “Material contracts” in this appendix; and
- e. each of the circular issued by the Company pursuant to the requirements set out in Chapters 14 and 14A of the Listing Rules which has been issued since 31 December 2018, being the date of the latest audited accounts of the Company, including this circular.