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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in KIN YAT HOLDINGS LIMITED, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**KIN YAT HOLDINGS LIMITED**  
**建溢集團有限公司**

website: <http://www.kinyat.com.hk>

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 638)**

**MAJOR TRANSACTION**  
**ACQUISITION OF LAND USE RIGHTS IN DUSHAN COUNTY,**  
**GUIZHOU PROVINCE, THE PRC**

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21 August 2013

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings:–*

|                        |                                                                                                                                                                                                                                                                                  |
|------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Acquisition”          | the acquisition of land use rights of the Land through the Auction                                                                                                                                                                                                               |
| “associate(s)”         | has the meaning ascribed to it under the Listing Rules                                                                                                                                                                                                                           |
| “Auction”              | the public auction held by Dushan Land Bureau at which the Land was offered for sale                                                                                                                                                                                             |
| “Auction Confirmation” | the auction confirmation executed by Dushan Land Bureau and the relevant subsidiaries of the Company on 7 June 2013 confirming the successful bidding of the Land                                                                                                                |
| “Bidding Deposit”      | an amount of RMB36,800,000 (equivalent to approximately HK\$46,478,400) paid by the Company as the bidding deposit as required for the Company to participate in and qualify for the Auction, which shall form part of the Consideration upon the successful bidding of the Land |
| “Board”                | the board of Directors from time to time                                                                                                                                                                                                                                         |
| “Bye-laws”             | The bye-laws of the Company as amended from time to time                                                                                                                                                                                                                         |
| “Company”              | KIN YAT HOLDINGS LIMITED, a company incorporated in Bermuda with limited liability and the issued 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                                                                                                                                                                                                                           |
| “Consideration”        | the consideration of the Acquisition of RMB122,020,000 (equivalent to approximately HK\$154,111,260) to be paid by the Company to the Vendor subject to the terms of the Land Use Rights Grant Contracts dated 8 July 2013 and the Price Arrangement Agreement dated 7 June 2013 |
| “Director(s)”          | the Director(s), including the independent non-executive Directors of the Company from time to time                                                                                                                                                                              |

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## DEFINITIONS

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|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Dushan County Government”          | 中國貴州省獨山縣人民政府 (English translation: People’s Government of the Dushan County, Guizhou Province, the PRC)                                                                                                                                                                    |
| “Dushan Land Bureau”                | 獨山縣國土資源局 (English translation: Dushan County Land and Resources Bureau)                                                                                                                                                                                                    |
| “Group”                             | the Company and its subsidiaries from time to time                                                                                                                                                                                                                         |
| “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)”      | a person(s) or company(ies), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons in accordance with the Listing Rules                             |
| “Land”                              | three parcels of land located at 獨山經濟開發區 (English translation: Dushan Economic Development Zone), Dushan County, Guizhou Province, the PRC, with a total site area of 136,502.4 sq.m.                                                                                      |
| “Land Use Rights Grant Contract(s)” | 國有建設用地使用權出讓合同 (English translation: Contract(s) for State-owned Construction Land Use Right Assignment) entered into between Dushan Land Bureau and the relevant wholly-owned subsidiaries of the Company, in respect of the sale and purchase of the Land on 23 July 2013 |
| “Latest Practicable Date”           | 19 August 2013, being the latest practicable date prior to this circular for ascertaining certain information in this circular                                                                                                                                             |
| “Listing Rules”                     | the Rules Governing the Listing of Securities on the Stock Exchange                                                                                                                                                                                                        |
| “PRC”                               | the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan                                                                                                                             |

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## DEFINITIONS

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|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Price Arrangement Agreement” | 獨山經濟開發區微型馬達生產及銻深加工項目土地拍賣價款安排協議 (English transaction: Land Auction Price Arrangement Agreement in relation to Motor Manufacturing and Antimony Downstream Processing Project in the Dushan Economic Development Zone) entered into between the Dushan County Government and the Company on 7 June 2013 |
| “RMB”                         | Renminbi, the lawful currency of the PRC                                                                                                                                                                                                                                                              |
| “SFO”                         | the Securities and Future Ordinance, (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time                                                                                                                                                                  |
| “Shareholders”                | the shareholders of the Company from time to time                                                                                                                                                                                                                                                     |
| “Share(s)”                    | the ordinary shares of HK\$0.10 each in the share capital of the Company                                                                                                                                                                                                                              |
| “Stock Exchange”              | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                                               |
| “sq.m.”                       | square metres                                                                                                                                                                                                                                                                                         |
| “%”                           | per cent                                                                                                                                                                                                                                                                                              |

*In this circular, the English names of the PRC authority/entities are translations of their Chinese names, and are included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.*

*For illustrative purpose, unless otherwise stated, RMB is converted into HK\$ at an exchange rate of RMB1 = HK\$1.263 in this circular.*

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## LETTER FROM THE BOARD

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### KIN YAT HOLDINGS LIMITED 建溢集團有限公司

website: <http://www.kinyat.com.hk>

(Incorporated in Bermuda with limited liability)

(Stock Code: 638)

*Board of Directors*

*Executive Directors:*

Mr. Cheng Chor Kit

*(Chairman and Chief Executive Officer)*

Mr. Fung Wah Cheong, Vincent

*(Deputy Chairman)*

Mr. Liu Tat Luen

Mr. Chui Pak Shing

*Independent Non-executive Directors:*

Prof. Chung Chi Ping, Roy *BBS JP*

Mr. Wong Chi Wai

Ms. Sun Kwai Yu, Vivian

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal place of business:*

7th Floor

Galaxy Factory Building

25-27 Luk Hop Street

San Po Kong

Kowloon

Hong Kong

21 August 2013

*To the Shareholders*

Dear Sir or Madam,

### **MAJOR TRANSACTION ACQUISITION OF LAND USE RIGHTS IN DUSHAN COUNTY, GUIZHOU PROVINCE, THE PRC**

#### **BACKGROUND AND LATEST DEVELOPMENT**

Reference is made to the announcement of the Company dated 7 June 2013, with respect to the Acquisition. The Company, through its indirect wholly-owned subsidiaries, succeeded in bidding for the land use rights of the Land offered for sale by Dushan Land Bureau and executed the Auction Confirmation with the Dushan Land Bureau on 7 June 2013.

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## LETTER FROM THE BOARD

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In view of the general rising trend of the property market in Dushan County and the pace of economic development activities in the surrounding areas thereof, the Company intends to develop property projects on the Land in phases in order to capture the best potential value of Land and to provide a growth platform for the Group in a longer-run context. In this connection, the Company is planning to undertake the development of a phased residential project on the Land, which will be followed by a commercial development that, depending on market demand and conditions, may comprise a low-density retail complex with a hotel. The budgeted construction and related costs for the residential and commercial developments on the Land are at approximately RMB60,000,000 (equivalent to approximately HK\$76,780,000), which are expected to be funded entirely by internal resources of the Group. Depending on market conditions and the sales of residential units on the Land, the Board may consider obtaining banking facilities and/or enlisting partnering investors if and when appropriate.

To undertake the development projects on the Land, the Company has established a team of staff, based in Dushan County, consisting of senior staff with extensive experience in commercial and residential property development fields, comprising commercial, operational, project management and construction management aspects. In particular, the general manager leading the property development business of the Group was a vice general manager (Shanghai district) of a property development company listed on the Main Board of the Stock Exchange before joining the Group.

### IMPLICATIONS UNDER THE LISTING RULES

As one of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Acquisition is greater than 25% but all such ratios are less than 100%, the Acquisition constitutes a major transaction for the Company and is subject to announcement, reporting and Shareholders approval requirements under the Listing Rules.

To the best of the knowledge, information and belief of the Directors of the Company, having made all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Acquisition. Furthermore, the Company has obtained written approval for the Acquisition in accordance with Rule 14.44 of the Listing Rules from Mr. Cheng Chor Kit, a Director and substantial Shareholder holding 287,420,000 Shares representing approximately 68.64% of the issued share capital of the Company as of the Latest Practicable Date and hence is more than 50% in nominal value of the securities giving the right to attend and vote at that general meeting to approve the Acquisition. Hence, the written shareholder's approval given by Mr. Cheng Chor Kit shall be accepted in lieu of holding a general meeting of the Company to approve the Acquisition. Accordingly, no special general meeting will be convened for the purpose of approving the Acquisition as permitted under Rule 14.44 of the Listing Rules.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with, among other things, further information in respect of the Acquisition and other general information of the Company.

### LAND USE RIGHTS GRANT CONTRACTS

The principal terms of the Land Use Rights Grant Contracts are provided as follows:

|                               |                                                                                                                                                                     |
|-------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date:                         | Land Use Rights Grant Contracts (dated 8 July 2013) entered into on 23 July 2013                                                                                    |
| The Vendor:                   | Dushan Land Bureau                                                                                                                                                  |
| The Purchaser:                | the Company, through its indirect wholly-owned subsidiaries                                                                                                         |
| Location of the Land:         | Three parcels of land located at 獨山經濟開發區 (English translation: Dushan Economic Development Zone), Dushan County, Guizhou Province, the PRC                          |
| Total Site Area:              | Approximately 136,502.4 sq.m.                                                                                                                                       |
| Usage:                        | Commercial and residential                                                                                                                                          |
| Terms of the Land Use Rights: | 70 years for residential use and 40 years for commercial use                                                                                                        |
| Consideration:                | RMB122,020,000 (equivalent to approximately HK\$154,111,260)                                                                                                        |
| Payment Terms:                | The Consideration is expected to be fully paid in cash within 60 days from 8 July 2013. The Company intends to finance the Consideration by its internal resources. |

As the Latest Practicable Date, the Company has paid a sum of RMB36,800,000 (equivalent to approximately HK\$46,478,400) to Dushan Land Bureau as the Bidding Deposit and was confirmed as an eligible bidder by the Dushan Land Bureau in respect of the Auction on 6 June 2013 and the Bidding Deposit shall form part of the Consideration.



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## LETTER FROM THE BOARD

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### INFORMATION OF THE DUSHAN LAND BUREAU

The Dushan Land Bureau is a governmental authority of the PRC and the seller of the Land.

To the best of the knowledge, information and belief of the Directors of the Company, having made all reasonable enquiries, the Dushan Land Bureau and its ultimate beneficial owner (if any) are Independent Third Parties.

### INFORMATION OF THE LAND

The Land, which located adjacent to the Group's manufacturing base for micro-electric motors in Dushan County, comprises three land parcels of a total site area of 136,502.4 sq.m., of which 83,166.24 sq.m. is intended for commercial and residential use with a plot ratio of not more than 2.5 and 53,336.16 sq.m. is intended for commercial use with a plot ratio of not more than 3.5. For residential use, the land use right is of a term of 70 years, whereas for commercial use, the land use right is of a term of 40 years.

### THE CONSIDERATION

The Consideration of RMB122,020,000 (equivalent to approximately HK\$154,111,260) represents the initial bidding price offered by Dushan Land Bureau at the Auction. The Consideration was arrived at after taking into account of the minimum bid price set in respect of the Auction, the amount of reward to be granted under the Price Arrangement Agreement and the comparable land price in the surrounding areas (average price per gross buildable floor area of approximately RMB294 for commercial use and approximately RMB471 for residential and commercial land use (as compared to the price of RMB306 and RMB312 per gross buildable floor area, respectively, in our case)) as represented by the set minimum bid price of eight land parcels with comparable site area offered for bidding by Dushan Land Bureau during the same period..

In view of the Company's early mover position in Dushan County as a foreign investor with on-going investments therein in particular in micro-electric motors manufacturing and natural resources development activities, the Dushan County Government entered into the Price Arrangement Agreement with the Company on 7 June 2013, pursuant to which the Dushan County Government agreed to grant the Company a monetary reward equivalent to the part of the Consideration for the Acquisition in excess of RMB75,000,000 (equivalent to approximately HK\$94,725,000) and the Company entrusted the Dushan County Government to transfer such monetary reward to satisfy the Consideration for the Acquisition on the Company's behalf. In this connection, the Company is not required to pay the portion of RMB47,020,000 (equivalent to approximately HK\$59,386,260) in the Consideration of the Acquisition. As such, the remaining balance of the Consideration to be satisfied by the Company shall amount to RMB75,000,000 (equivalent to approximately HK\$94,725,000), which will be funded by internal resources of the Group.

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## LETTER FROM THE BOARD

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In addition, as a reward to the Group's support to the Dushan County in the form of continuing investment, the Dushan County Government agreed under the Price Arrangement Agreement to unconditionally pay RMB58,620,000 (equivalent to approximately HK\$74,037,060) to the Group within 7 workings days upon the Group's payment of the remaining balance of RMB75,000,000 (equivalent to approximately HK\$94,725,000) of the Consideration to the Dushan Land Bureau.

### REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company's principal activities are organised into four business segments: the three research-and-development-based manufacturing disciplines of electrical and electronic products, motors, and other manufacturing activities, as well as the resources development operations.

The Board believes that the Acquisition has provided an opportunity for the Group to leverage on its existing established business network and relationship in the PRC, to further diversify the business of the Group. Particularly, the Acquisition is in line with the Company's development strategy of securing source of income in RMB in an effort to mitigate the possible adverse impacts from the escalating RMB exchange rate on the Group.

Based on the above, having considered the terms of the Land Use Rights Grant Contracts and the Price Arrangement Agreement, the Directors are of the view that the Acquisition is in the interests of the Company and the Shareholders as a whole and the terms thereof are fair and reasonable.

### FINANCIAL EFFECTS OF THE ACQUISITION ON THE GROUP

Given that the Consideration will be funded by the internal resources of the Group, the Board considers that the Acquisition will not have any immediate material effect on the total assets, earnings and liabilities of the Group. Furthermore, immediately upon receipt of the reward of RMB58,620,000 (equivalent to approximately HK\$74,037,060) from the Dushan County Government under the Price Arrangement Agreement, subject to audit confirmation, an increase in the Cash Account (assets side) and Deferred Income (liabilities side) of the same amount will be recorded in the consolidated statement of financial position of the Group. Hence, the Board considers that both of the total assets and liabilities of the Group will be increased by the same amount of RMB58,620,000 (equivalent to approximately HK\$74,037,060) immediately upon receipt of the reward by the Group under the Price Arrangement Agreement.

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## LETTER FROM THE BOARD

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### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendices to this circular.

Your faithfully,  
for and on behalf of  
**KIN YAT HOLDINGS LIMITED**  
**Cheng Chor Kit**  
*Chairman and Chief Executive Officer*

**FINANCIAL INFORMATION**

Financial information of the Group for the three years ended 31 March 2011, 2012 and 2013 are disclosed in the following documents of the Company which have been published on the website of the Stock Exchange (<http://www.hkex.com.hk>) and the website of the Company (<http://www.kinyat.com.hk>):

- the Annual Report 2011 (pages 31 to 108);
- the Annual Report 2012 (pages 33 to 112); and
- the Annual Report 2013 (pages 40 to 118)

The comparative annual consolidated statements of comprehensive income of the Group for the three years ended 31 March 2011, 2012 and 2013 are set out below:

|                                         | <b>Year ended 31 March</b> |                       |                      |
|-----------------------------------------|----------------------------|-----------------------|----------------------|
|                                         | <b>2013</b>                | <b>2012</b>           | <b>2011</b>          |
|                                         | <i>HK\$</i>                | <i>HK\$</i>           | <i>HK\$</i>          |
| <b>REVENUE</b>                          | 1,763,427                  | 1,620,460             | 1,722,788            |
| Cost of sales                           | (1,537,608)                | (1,460,434)           | (1,439,827)          |
| Gross profit                            | 225,819                    | 160,026               | 282,961              |
| Other income and gain, net              | 41,094                     | 31,178                | 31,719               |
| Selling and distribution expenses       | (42,210)                   | (41,258)              | (44,900)             |
| Administrative expenses                 | (165,647)                  | (163,453)             | (130,064)            |
| Finance costs                           | (5,472)                    | (5,637)               | (1,052)              |
| Share of profits and loss of associates | 8,268                      | –                     | (135)                |
| <b>PROFIT/(LOSS) BEFORE TAX</b>         | 61,852                     | (19,144)              | 138,529              |
| Income tax expense                      | (33,429)                   | (15,519)              | (28,072)             |
| <b>PROFIT/(LOSS) FOR THE YEAR</b>       | <u>28,423</u>              | <u>(34,663)</u>       | <u>110,457</u>       |
| <b>PROFIT ATTRIBUTABLE TO:</b>          |                            |                       |                      |
| Owners of the Company                   | 39,076                     | (28,351)              | 114,381              |
| Non-controlling interests               | (10,653)                   | (6,312)               | (3,924)              |
|                                         | <u>28,423</u>              | <u>(34,663)</u>       | <u>110,457</u>       |
| <b>EARNINGS/(LOSS) PER SHARE</b>        |                            |                       |                      |
| <b>ATTRIBUTABLE TO EQUITY</b>           |                            |                       |                      |
| <b>HOLDERS OF THE COMPANY</b>           |                            |                       |                      |
| Basic                                   | <u>HK9.33 cents</u>        | <u>HK(6.77) cents</u> | <u>HK27.34 cents</u> |
| Diluted                                 | <u>HK9.33 cents</u>        | <u>HK(6.77) cents</u> | <u>HK27.29 cents</u> |

**INDEBTEDNESS**

At the close of business on 30 June 2013, being the latest practicable date for the purpose of preparing of the following information with respect to the indebtedness of the Group prior to the printing of this circular, the indebtedness of the Group was as follows:

**(i) Bank overdrafts and borrowings**

As at 30 June 2013, the bank borrowings and general banking facilities of the Group and the Company had a total carrying amount of HK\$254,054,000 which were supported by corporate guarantees given by the Company and certain subsidiaries of the Group. The details of the outstanding bank borrowings is as follow:

|                                                | <b>Total<br/>HK\$</b> |
|------------------------------------------------|-----------------------|
| Short term bank loans – unsecured              | 103,471,000           |
| Term loans – unsecured                         | 143,846,000           |
| Loans related to invoice financing – unsecured | 6,737,000             |
|                                                | <hr/>                 |
|                                                | 254,054,000           |
|                                                | <hr/> <hr/>           |

**(ii) Mortgages and charges to the Group**

The Group has no mortgages and charges to the Group as at 30 June 2013.

**(iii) Contingent liabilities**

The Group has no significant contingent liabilities as at 30 June 2013.

**(iv) Foreign currencies exposure**

The Group's monetary assets, liabilities and transactions are principally denominated in HK\$ and RMB or United States dollars ("US\$"). Given that HK\$ is pegged to US\$, the Group does not have a foreign currency hedging policy on it. As at 30 June 2013, the Group did not have entered into any foreign exchange derivative transactions. The management monitors the foreign exchange exposure and will consider hedging the significant foreign currency exposures should the need arise. Moreover, the majority of the Group's operating assets are located in the PRC and are denominated in RMB. As the Group's results are reported in HK\$, there will be a translation gain as a result of the RMB appreciation, and vice versa.

**(v) Disclaimer**

Save as otherwise disclosed above and apart from intra-group liabilities, as at 30 June 2013, the Group did not have any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans, debt securities or other similar indebtedness, liabilities under acceptance (other than normal trade bills and payables) or acceptable credits, debentures, mortgages, charges, hire purchase or other finance lease commitments, guarantees or other material contingent liabilities.

The Directors have confirmed that there has been no material change in the indebtedness and contingent liabilities of the Group since 30 June 2013.

**WORKING CAPITAL**

The Directors, after due and careful consideration, are of the opinion that, in the absence of unforeseen circumstances, and taking into account of the present financial resources and banking facilities presently available to the Group and the effect of the Acquisition, the Group will have sufficient working capital to meet its requirements for at least 12 months from the date of this circular.

**MATERIAL ADVERSE CHANGE**

Up to the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position or prospects of the Group since 31 March 2013, the date to which the latest audited consolidated financial statements of the Group were made up.

*The following is the text of a letter and valuation certificate, prepared for the purpose of incorporation in this circular received from Asset Appraisal Ltd., an independent valuer, in connection with its valuation as at 31 July 2013 of the property.*



**Asset Appraisal Limited**  
**中誠達資產評估顧問有限公司**

Rm 901, 9/F., On Hong Commercial Building  
145 Hennessy Road, Wanchai, Hong Kong  
香港灣仔軒尼詩道145號  
安康商業大廈9字樓901室  
Tel : (852) 2529 9448 Fax : (852) 3521 9591

21 August 2013

The Board of Directors  
**Kin Yat Holdings Limited**  
7th Floor, Block A and B  
Galaxy Factory Building  
25 and 27 Luk Hop Street  
San Po Kong  
Kowloon  
Hong Kong

Dear Sirs,

**Re: Valuation of property interests situated in the People's Republic of China**

In accordance with the instructions from **Kin Yat Holdings Limited** (referred to as the "Company") to value the property interests (referred to as the "property") to be acquired by the Company or its subsidiaries (altogether referred to as the "Group") situated in the People's Republic of China (the "PRC"), we confirm that we have carried out inspections of the property, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market values of the property as at 31 July 2013 (the "date of valuation").

**BASIS OF VALUATION**

Our valuation of the property represents the market value which we would define as intended to mean "the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently, and without compulsion".

**VALUATION METHODOLOGY**

The property is valued by the comparison method where comparison based on prices realised or market prices of comparable properties is made. Comparable properties of similar size, character and location are analysed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of capital value.

**ASSUMPTIONS**

Our valuation has been made on the assumption that owner sells the property on the market in its existing state without the benefit of deferred terms contracts, leaseback, joint ventures, management agreements or any similar arrangement which would serve to affect the value of the property.

For the property which is held by the Company by means of long term Land Use Rights granted by the Government, we have assumed that the Company or his successor-in-title has free and uninterrupted rights to use the property for the whole of the unexpired term of its land use rights. We have also assumed that the property can be freely transferred on the market free from any land premium or expenses of substantial amount payable to the Government.

Other special assumptions for our valuation (if any) would be stated out in the footnotes of the valuation certificate attached herewith.

**TITLESHIP**

We have been provided with copies of legal documents regarding the property. However, we have not verified ownership of the property and the existence of any encumbrances that would affect ownership of the property.

We have also relied upon the legal opinion provided by the PRC legal advisers, namely 廣東眾同信律師事務所, of the Company on the relevant laws and regulations in the PRC, on the nature of land use rights in the property situated in the PRC.



**LIMITING CONDITIONS**

No allowance has been made in our report for any charges, mortgages or amounts owing on the property nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property is free from encumbrances, restrictions and outgoings of an onerous nature, which could affect its value. Our valuation have been made on the assumption that the seller sells the property on the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the value of the property.

We have relied to a very considerable extent on the information given by the Company and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

We have not carried out detailed site measurements to verify the correctness of the site areas in respect of the property but have assumed that the site areas shown on the documents and official site plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations.

The property was last inspected by Or Kin Kwan Stanley <sup>(note 1)</sup> on between 22 June 2013 and 23 June 2013. However, we must point out that we have not carried out site investigations to determine the suitability of ground conditions or the services for any property development thereon. Our valuation is on the basis that these aspects are satisfactory and that no extraordinary expenses or delays will be incurred during construction period.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Company. We have also sought confirmation from the Company that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

In valuing the property, we have complied with all the requirements contained in Chapter 5 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (Main Board) and Practice Note 12 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited issued by The Stock Exchange of Hong Kong Limited; the HKIS Valuation Standards on Properties (2012 Edition) published by The Hong Kong Institute of Surveyors.

Unless otherwise stated, all monetary sums stated in this report are in Renminbi (RMB).

Our valuation certificate is attached herewith.

Yours faithfully,  
for and on behalf of  
**Asset Appraisal Ltd.**

**Tse Wai Leung**

*MFin BSc MRICS MHKIS RPS(GP)*

*Director*

*Tse Wai Leung is a member of the Royal Institution of Chartered Surveyors, a member of The Hong Kong Institute of Surveyors, a Registered Professional Surveyor in General Practice and a qualified real estate appraiser in the PRC. He is on the list of Property Valuers for Undertaking Valuations for Incorporation or Reference in Listing Particulars and Circulars and Valuations in Connection with Takeovers and Mergers of the Hong Kong Institute of Surveyors, Registered Business Valuer under the Hong Kong Business Forum and has over 10 years' experience in valuation of properties in Hong Kong, in Macau and in the PRC.*

*Note 1: Mr. Or Kin Kwan Stanley is a holder of a Higher Certificate in Valuation and Property Management from the Hong Kong Polytechnic University, a Higher National Certificate in Land Administration, Valuation and Property Management from the Business and Technology Education Council and a Diploma in Chinese Real Estate Agent from the Officer's College of Construction Department of the People's Republic of China, and has over 10 years of experience in valuation of properties in Hong Kong and in the PRC.*

## VALUATION CERTIFICATE

## Property interest to be acquired by the Group for future development

| Property                                                                                                                                                           | Description and tenure                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Particulars of occupancy                                   | Market Value in Existing state as at 31 July 2013<br>RMB |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|----------------------------------------------------------|
| Three parcels of land (Lot Nos. DS-GP2013-11, DS-GP2013-12 and DS-GP2013-13) Dushan Avenue Dushan Economic Development Zone Dushan County Guizhou Province The PRC | The property comprises three parcels of bare land abutting on Dushan Avenue with a total area of 136,502.40 square metres.<br><br>The land parcels are planned for a commercial/residential development with a total gross buildable floor area of 394,592.16 square metres.<br><br>The land use rights of the land parcels are granted for a term of 40 years for commercial use and 70 years for residential use commencing from the handover of the land parcels from the grantors to the grantees. | As at the date of our inspection, the property was vacant. | RMB123,600,000.–                                         |

## Notes:

- As revealed from the Land Bidding Transaction Confirmation issued by the Land Resources Administrative Bureau of Dushan County on 7 June 2013, 貴州建溢商業地產置業有限公司 and 貴州建溢經濟發展有限公司 (indirect wholly-owned subsidiaries of the Company that are in the process of being set up, please also see below note no. 5) are named as the successful bidders of the land bidding involving Lot No. DS-GP2013-11 of the property with an area of 53,336.16 square metres. Subsequently, a State Owned Construction Land Use Right Grant Contract (Contract No. ds-2013-06) in relation to the land lot was entered into among the Land Resources Administrative Bureau of Dushan County (as the Grantor), 貴州建溢商業地產置業有限公司 and 貴州建溢經濟發展有限公司 (as the Grantees) on 8 July 2013. Pursuant to the State Owned Construction Land Use Right Grant Contract, the land use rights of the land lot were granted by the Grantor to the Grantees for a land use right term of 40 years commencing from the handover of the land lot from the Grantor to the Grantee at a consideration of RMB57,000,000. Out of the total land purchase consideration, a down payment of RMB17,200,000 was payable upon the execution of the State Owned Construction Land Use Right Grant Contract and the balance is payable in 60 days after the execution of the same contract. As confirmed by the Company, the down payment of RMB17,200,000 has been settled.

2. As revealed from another two Land Bidding Transaction Confirmation issued by the Land Resources Administrative Bureau of Dushan County on 7 June 2013, 貴州建溢房地產有限公司, an indirect wholly-owned subsidiary of the Company, is named as the successful bidder of the land bidding involving Lot No. DS-GP2013-12 and Lot No. DS-GP2013-13 of the property with respective areas of 41,091.65 square metres and 42,074.59 square metres. Subsequently, two State Owned Construction Land Use Right Grant Contracts (Contract Nos. ds-2013-07 and ds-2013-08) in relation to the land lots were entered into between the Land Resources Administrative Bureau of Dushan County (as the Grantor) and 貴州建溢房地產有限公司 (as the Grantee) on 8 July 2013. Pursuant to the State Owned Construction Land Use Right Grant Contracts, the land use rights of the land lots were granted by the Grantor to the Grantee for a land use right term of 40 years (for commercial use) and 70 years (for residential use) commencing from the handover of the land lot from the Grantor to the Grantee at a total consideration of RMB64,920,000. Out of the total land purchase consideration, a down payment of RMB19,596,000 was payable upon the execution of the State Owned Construction Land Use Right Grant Contract and the balance is payable in 60 days after the execution of the same contract. As confirmed by the Company, the down payment of RMB19,596,000 has been settled.
3. As provided by the aforesaid three State Owned Construction Land Use Right Grant Contracts of the property, the Grantor agreed to handover the 3 subject lots to the Grantees on or before 30 August 2013.

4. As revealed from the aforesaid State Owned Construction Land Use Right Grant Contracts of the property, the property is subject to the following material development conditions:

|                                  |   |                                                                                                                                                    |
|----------------------------------|---|----------------------------------------------------------------------------------------------------------------------------------------------------|
| Lot No.                          | : | DS-GP2013-11                                                                                                                                       |
| Site Area                        | : | 53,336.16 square metres                                                                                                                            |
| Total Gross Buildable Floor Area | : | 186,676.56 square metres                                                                                                                           |
| Land Use                         | : | Commercial                                                                                                                                         |
| Land Use Term                    | : | 40 years for commercial use;                                                                                                                       |
| Plot Ratio                       | : | not less than 1x but not more than 3.5x                                                                                                            |
| Site Coverage                    | : | ≤ 50%                                                                                                                                              |
| Greenery Coverage                | : | ≥ 25%                                                                                                                                              |
| Building Covenant                | : | Work start not later than 1 March 2014 and project completion by 1 March 2017<br>(can delay for not more than 1 year upon obtaining prior consent) |

|                                  |   |                                                                                                                                                            |
|----------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Lot No.                          | : | DS-GP2013-12                                                                                                                                               |
| Site Area                        | : | 41,091.65 square metres                                                                                                                                    |
| Total Gross Buildable Floor Area | : | 102,729.125 square metres                                                                                                                                  |
| Land Use                         | : | Commercial and residential                                                                                                                                 |
| Land Use Term                    | : | 40 years for commercial use;<br>70 years for residential use                                                                                               |
| Plot Ratio                       | : | not less than 0.7x but not more than 2.5x                                                                                                                  |
| Site Coverage                    | : | ≤ 30%                                                                                                                                                      |
| Greenery Coverage                | : | ≥ 30%                                                                                                                                                      |
| Building Covenant                | : | Work start not later than 30 December 2013 and project completion by 30<br>December 2016 (can delay for not more than 1 year upon obtaining prior consent) |

|                                  |   |                                                                                                                                                            |
|----------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Lot No.                          | : | DS-GP2013-13                                                                                                                                               |
| Site Area                        | : | 42,074.59 square metres                                                                                                                                    |
| Total Gross Buildable Floor Area | : | 105,186.475 square metres                                                                                                                                  |
| Land Use                         | : | Commercial and residential                                                                                                                                 |
| Land Use Term                    | : | 40 years for commercial use;<br>70 years for residential use                                                                                               |
| Plot Ratio                       | : | not less than 0.7x but not more than 2.5x                                                                                                                  |
| Site Coverage                    | : | ≤ 30%                                                                                                                                                      |
| Greenery Coverage                | : | ≥ 30%                                                                                                                                                      |
| Building Covenant                | : | Work start not later than 30 December 2013 and project completion by 30<br>December 2016 (can delay for not more than 1 year upon obtaining prior consent) |

5. We have been provided with a legal opinion regarding the property interests by the Company's PRC legal advisers, which contains, inter alia, the following:
- i. 貴州建溢房地產有限公司 is a legally incorporated and a validly operating PRC entity with limited liability. Its business operations within the permitted scope of businesses stated in its Business Licence would be under the control and protection of PRC laws. It is entitled to all civil rights and capacity to own assets and is eligible to enter into legally binding agreements and documents. It can use its own assets to discharge its liabilities and has the rights to take any legal actions.
  - ii. 貴州建溢房地產有限公司 has the legal capacity to acquire the land use rights in Lot Nos. DS-GP2013-12 and DS-GP2013-13 and the origin of the land use rights is genuine and lawful. The procedures by which the land use rights of the land lots were acquired by 貴州建溢房地產有限公司 including the execution of the State Owned Construction Land Use Right Grant Contracts were compliant with laws.
  - iii. The incorporation of 貴州建溢商業地產置業有限公司 and 貴州建溢經濟發展有限公司 has been approved administratively by the Municipal Government of Dushan County and is not subject to any legal impediment. Subject to completion of relevant procedures, they are eligible to complete company registration. Upon completing the company registration and formation of companies, they shall have the legal capacity to acquire land use rights.
  - iv. the origin of the land use rights in Lot No. DS-GP2013-11 is genuine and lawful. The procedures by which the land use rights of the land lot were acquired by 貴州建溢商業地產置業有限公司 and 貴州建溢經濟發展有限公司 including the execution of the State Owned Construction Land Use Right Grant Contract were compliant with laws.
  - v. Upon completion of all company formation procedures and full settlement of land purchase consideration in accordance with the agreed payment terms, 貴州建溢房地產有限公司, 貴州建溢商業地產置業有限公司 and 貴州建溢經濟發展有限公司 shall legally secured the land use rights in the property. They are eligible to develop the property after applying for Construction Project Planning Permit, Construction Permit and other relevant permits.
  - vi. Up to 15 August 2013, the property is free from any encumbrance.
6. Our valuation of the property has been made on the assumption that all the relevant procedures for the land transaction including land premium payment to the Government have been completed on the date of valuation.

**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.

**SHARE CAPITAL**

The authorised and issued share capital of the Company as of the Latest Practicable Date were as follows:

|                                       | <i>HK\$'000</i> |
|---------------------------------------|-----------------|
| <i>Authorised:</i>                    |                 |
| 1,000,000,000 Shares of HK\$0.10 each | <u>100,000</u>  |
| <i>Issued and fully paid:</i>         |                 |
| 418,748,000 Shares of HK\$0.10 each   | <u>41,875</u>   |

DISCLOSURE OF INTERESTS

Interests of Directors and chief executives of the Company

As of the Latest Practice Date, the interests and short positions of each director and chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities & Future Ordinance (the “SFO”)) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code of Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange:

(a) *Interests in the Shares of the Company*

| Name of director                | Long position/<br>short position | Capacity                 | Number of<br>ordinary<br>shares held | Approximate<br>percentage of<br>the Company’s<br>issued shares |
|---------------------------------|----------------------------------|--------------------------|--------------------------------------|----------------------------------------------------------------|
| Mr. Cheng Chor Kit              | Long position                    | Founder of a trust       | 282,920,000                          | 67.56                                                          |
|                                 |                                  |                          | (Note)                               |                                                                |
|                                 |                                  | Beneficial owner         | 3,300,000                            | 0.79                                                           |
|                                 |                                  | Interests held by spouse | 1,200,000                            | 0.29                                                           |
| Mr. Fung Wah Cheong,<br>Vincent | Long position                    | Beneficial owner         | 6,900,000                            | 1.65                                                           |

*Note:* These shares are held by Resplendent Global Limited (“Resplendent”), a company incorporated in the British Virgin Islands (the “BVI”). Padora Global Inc. (“Padora”) is the beneficial owner of all the issued capital of Resplendent. Padora is a company incorporated in BVI and is wholly-owned by Polo Asset Holdings Limited, which is ultimately owned by the trustee of a discretionary trust established by Mr. Cheng Chor Kit for his family.



*(b) Interests in share options of the Company*

| Name of director                           | Long position/<br>short position | Capacity         | Number of<br>underlying shares<br>in respect of<br>share options held<br>and approximate<br>percentage of<br>shareholding | Date of share<br>options granted | Exercise<br>period      | Exercise<br>price per<br>share<br>HK\$ |
|--------------------------------------------|----------------------------------|------------------|---------------------------------------------------------------------------------------------------------------------------|----------------------------------|-------------------------|----------------------------------------|
| Mr. Fung Wah Cheong,<br>Vincent            | Long-position                    | Beneficial owner | 500,000<br>(0.12%)                                                                                                        | 23/7/2009                        | 1/8/2010-<br>22/7/2019  | 1.426                                  |
| Mr. Liu Tat Luen                           | Long-position                    | Beneficial owner | 2,000,000<br>(0.48%)                                                                                                      | 4/1/2010                         | 4/1/2013-<br>3/1/2020   | 2.102                                  |
| Mr. Chui Pak Shing                         | Long-position                    | Beneficial owner | 1,000,000<br>(0.24%)                                                                                                      | 29/3/2011                        | 29/3/2014-<br>28/3/2021 | 2.792                                  |
|                                            |                                  | Beneficial owner | 1,000,000<br>(0.24%)                                                                                                      | 19/3/2013                        | 29/3/2014-<br>18/3/2023 | 0.974                                  |
| Prof. Chung Chi Ping,<br>Roy <i>BBS JP</i> | Long-position                    | Beneficial owner | 650,000<br>(0.16%)                                                                                                        | 29/3/2011                        | 29/3/2011-<br>28/3/2021 | 2.792                                  |
|                                            |                                  | Beneficial owner | 950,000<br>(0.23%)                                                                                                        | 19/3/2013                        | 19/3/2013-<br>18/3/2023 | 0.974                                  |
| Mr. Wong Chi Wai                           | Long-position                    | Beneficial owner | 300,000<br>(0.07%)                                                                                                        | 29/3/2011                        | 29/3/2011-<br>28/3/2021 | 2.792                                  |
|                                            |                                  | Beneficial owner | 500,000<br>(0.12%)                                                                                                        | 19/3/2013                        | 19/3/2013-<br>18/3/2023 | 0.974                                  |
| Ms. Sun Kwai Yu, Vivian                    | Long-position                    | Beneficial owner | 300,000<br>(0.07%)                                                                                                        | 29/3/2011                        | 29/3/2011-<br>28/3/2021 | 2.792                                  |
|                                            |                                  | Beneficial owner | 500,000<br>(0.12%)                                                                                                        | 19/3/2013                        | 19/3/2013-<br>18/3/2023 | 0.974                                  |

Save as disclosed above, as of the Latest Practicable Date, none of the directors and chief executive of the Company had registered an interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

**SUBSTANTIAL SHAREHOLDERS' INTERESTS**

As of the Latest Practicable Date, so far as was known to the directors or chief executive of the Company based on the registry maintained by the Company pursuant to Part XV of the SFO, there were no persons (other than a director or chief executive of the Company as disclosed above) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, or who, as of the Latest Practicable Date, was directly and indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

| Name               | Capacity of interest and nature                                                | Number of ordinary shares held   | Approximate percentage of the Company's issued shares | Number of shares options held |
|--------------------|--------------------------------------------------------------------------------|----------------------------------|-------------------------------------------------------|-------------------------------|
| Mr. Cheng Chor Kit | Through a controlled corporation beneficial owner and interests held by spouse | 287,420,000<br>(Note 1, 2 and 3) | 68.64%                                                | –                             |

*Note 1:* Among these shares, 282,920,000 shares were held through Resplendent, 3,300,000 shares were held by Mr. Cheng Chor Kit as the beneficial owner and 1,200,000 shares were held by the spouse of Mr. Cheng Chor Kit.

*Note 2:* The spouse of Mr. Cheng Chor Kit is deemed to be interested in these shares in which Mr. Cheng Chor Kit is deemed or taken to be interested for the purpose of the SFO.

*Note 3:* This refers to the same block of shareholding of Mr. Cheng Chor Kit mentioned in the section headed “Disclosure of interests – Interest of Directors and chief executive of the Company” above.

**DIRECTORS' SERVICE CONTRACTS**

As of the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

**DIRECTORS' INTERESTS IN ASSETS/CONTRACTS AND OTHER INTERESTS**

- (a) As of the Latest Practicable Date, none of the Directors had any direct or indirect interest in any asset which had been acquired, or disposed of by, or leased to any member of the Group, or was proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 March 2013, the date to which the latest published audited financial statements of the Group were made up.

- (b) As of the Latest Practicable Date, none of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group since 31 March 2013, being the date to which the latest published audited financial statements of the Group were made up, and which was significant in relation to the business of the Group.

#### **DIRECTORS' INTEREST IN COMPETING BUSINESS**

As of the Latest Practicable Date, none of the Directors or their respective associates had any interest in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where the Directors were appointed as directors to represent the interest of the Company and/or the Group.

#### **LITIGATION**

As of the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claims of material importance was known to the Directors to be pending or threatened against any member of the Group.

#### **EXPERTS AND CONSENTS**

The following are the qualification of the expert who has been named in this circular or has given opinion or advice which are contained in this circular:

| <b>Name</b>             | <b>Qualification</b>            |
|-------------------------|---------------------------------|
| Asset Appraisal Limited | Independent professional valuer |

The above expert has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and reference to its name in the form and context in which it appears.

As of the Latest Practicable Date, the above expert did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group, or any interests, directly or indirectly, in any assets which had been, since 31 March 2013, being the date to which the latest published audited accounts of the Company were made up, acquired, disposed of or leased to any member of the Group, or were proposed to be acquired, disposed of or leased to any member of the Group.

**MATERIAL CONTRACTS**

The following contracts (not being contracts entered into the ordinary course of business) were entered into by members of the Group (including any company which will become a subsidiary of the Company be reason of an acquisition which has been agreed or proposed since 31 March 2013, being the date to which the latest audited consolidated financial statements of the Company have been made up) within two years immediately preceding the Latest Practicable Date and are or may be material:

- (a) the Land Use Rights Grant Contracts, dated 8 July 2013, entered into on 23 July 2013 amongst three wholly-owned subsidiaries of the Company (as purchasers) and Dushan Land Bureau (as vendor) in respect of sale and purchase of the Land for the aggregate consideration of RMB122,020,000 (equivalent to approximately HK\$154,111,260);
- (b) The Price Arrangement Agreement;
- (c) the Contract for State-owned Construction Land Use Right Assignment ( 國有建設用地使用權出讓合同 ), dated 4 May 2012, entered into between an indirect non-wholly owned subsidiary of the Company with Dushan Land Bureau in respect of the acquisition of a piece of land with a total site area of 196,670 sq.m. for industrial use in Dushan County, Guizhou Province, the PRC for a consideration of RMB16,620,000 (equivalent to approximately HK\$19,944,000 at an exchange rate of RMB1 = HK\$1.20). The substantial portion of such piece of land was re-zoned for residential and commercial usage and was for sale under the Auction; and
- (d) the sale and purchase agreement, dated 26 April 2012, entered into between an indirect wholly-owned subsidiary of the Company with an independent third party in respect of the disposal of the entire equity interests in a wholly-owned subsidiary of the Company, Newway Electrical Industries Limited, to the purchaser for an adjusted consideration of approximately HK\$52,955,320.

**MISCELLANEOUS**

- (a) The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (b) The head office and principal place of business of the Company in Hong Kong is at 7th Floor, Galaxy Factory Building, 25-27 Luk Hop Street, San Po Kong, Kowloon, Hong Kong.
- (c) The company secretary of the Company is Mr. Chan Ho Man, who is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants.
- (d) The Company's share registrar is Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

**DOCUMENT AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the principle office of the Company at 7th Floor, Galaxy Factory Building, 25-27 Luk Hop Street, San Po Kong, Kowloon, Hong Kong during normal business hours on any business day, from the date of this circular up to and including 23 August 2013:

- (i) this circular;
- (ii) the memorandum of Association and Bye-laws of the Company;
- (iii) the annual reports of the Company for the two years ended 31 March 2012 and 31 March 2013;
- (iv) the material contracts referred to under the section headed "Material Contracts" in this appendix;
- (v) the letter and valuation certificate relating to the valuation report on the Land prepared by Asset Appraisal Limited, the texts of which are set out in Appendix II to this circular; and
- (vi) the written consent referred to in the paragraph under the heading "Experts and consents" in this appendix.