# TALENT PROPERTY GROUP LIMITED

# 新天地產集團有限公司*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 760)**

## PROFIT WARNING

This announcement is made by Talent Property Group Limited (the "**Company**" and, together with its subsidiaries, the "**Group**") pursuant to the Inside Information Provisions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09 of the Listing Rules.

The board of directors (the "**Board**") would like to inform the shareholders of the Company and potential investors that the Group is expected to record a loss attributable to owners for the year ended 31 December 2015 (the "**Profit Warning**") instead of a profit attributable to owners of the Company for the year ended 31 December 2014. Such estimated loss is primarily attributable to (i) the absence of a one-off gain from the disposal of 100% equity interest of Guangzhou Junyu Hotel Investment Limited; and (ii) significant decrease of fair value on investment properties. The above unfavorable factors are partly offset by the reduction of net charges relating to convertible notes of the Company.

The Company is in the course of preparing its annual results for the year ended 31 December 2015. The information contained in this announcement represents only a preliminary assessment made by the Board on the information currently available to it, including the consolidated management accounts of the Group for the year 31 December 2015 which have not yet been audited by the auditor of the Company. It is scheduled that the annual results of the Group for the year ended 31 December 2015 will be announced in late March of 2016.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

* *For identification purposes only*

Reference is made to the joint announcement of the Company dated 11 January 2016 in relation to, among other things, (1) connected transaction in relation to the proposed further amendment of the terms and conditions of the 2010 convertible notes; (2) conversion of the 2010 convertible notes (the "**Conversion**"); and (3) application for whitewash waiver (the "**Whitewash Waiver**"). Pursuant to Rule 10 of the Code on Takeovers and Mergers (the "**Takeovers Code**"), the Profit Warning constitutes a profit forecast and would need to be reported on by the Company's financial adviser and auditor, and their reports (the "**Profit Forecast Reports**") have to be lodged with the Executive. The Profit Warning must be repeated in full together with the Profit Forecast Reports to be included in the next document sent to the Shareholders as stipulated under Rule 10.4 of the Takeovers Code. Taking into account (i) the practical difficulties to include the Profit Forecast Reports in this announcement pursuant to Rule 10.4 of the Takeovers Code in terms of the additional time required for the preparation of the Profit Forecast Reports by the Company's financial adviser and auditor; and (ii) the requirements of timely disclosures of the inside information under Rule 13.09 of the Listing Rules and Part XIVA of the SFO, the Company does not include the Profit Forecast Reports in this announcement. The Profit Warning will be reported on in compliance with the requirements of the Takeovers Code as soon as practicable and the Profit Forecast Reports will be contained in the next document sent to the Shareholders.

**Shareholders and potential investors of the Company should note that the Profit Warning does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code, and thus they are advised to exercise caution in placing reliance on the Profit Warning in assessing the merits and demerits of the Conversion and the Whitewash Waiver and/or dealing in the securities of the Company.**

By Order of the Board
**You Xiaofei**
*Chairman*

Hong Kong, 27 January 2016

*As at the date hereof, the Board comprises Mr. You Xiaofei and Mr. Luo Zhangguan as Executive Directors and Mr. Lo Wai Hung, Mr. Chan Chi Mong, Hopkins and Mr. Mak Yiu Tong as Independent Non-executive Directors.*

*The Directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*