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

If you have sold or transferred all your shares in **Gemini Investments (Holdings) Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee, or to the stockbroker, registered dealer in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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盛洋投資

Gemini Investments (Holdings) Limited

盛洋投資(控股)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 174)

**VERY SUBSTANTIAL DISPOSAL
IN RELATION TO THE PROPOSED DISPOSAL
OF THE ENTIRE ISSUED SHARE CAPITAL OF CHANCE
BRIGHT LIMITED AND ASSIGNMENT OF THE SHAREHOLDER'S
LOAN EXTENDED TO CHANCE BRIGHT LIMITED AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Financial adviser to Gemini Investments (Holdings) Limited



SOMERLEY CAPITAL LIMITED

Capitalised terms used on this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise. A letter from the Board is set out on pages 5 to 19 of this circular.

A notice convening the EGM to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 28 June 2016 at 10:30 a.m. is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend the EGM or any adjournment thereof, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending, and voting in person at the EGM or any adjournment thereof should you so wish.

10 June 2016

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DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Agreement”	the conditional sale and purchase agreement dated 19 May 2016 entered into between the Purchaser and the Company in relation to the Disposal and the assignment of the Shareholder’s Loan
“associate(s)”	has the same meaning as defined in the Listing Rules
“Board”	the board of the Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Gemini Investments (Holdings) Limited, 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 Code: 174)
“Completion”	completion of the Disposal
“Consideration”	the total consideration of RMB970.0 million (approximately HK\$1,156.6 million) for the disposal of the Sale Share and the Shareholder’s Loan pursuant to the Agreement
“Director(s)”	the director(s) of the Company
“Disposal”	the proposed disposal of the Sale Share and assignment of the Shareholder’s Loan pursuant to the terms and conditions of the Agreement
“Disposal Company”	Chance Bright Limited, an exempted company incorporated in the Cayman Islands with limited liability, a wholly-owned subsidiary of the Company as at the Latest Practicable Date

DEFINITIONS

“Disposal Group”	the Disposal Company and its interests in SPREL and the Management Company and their respective subsidiaries
“EGM”	the extraordinary general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving the Agreement and the Disposal
“Group”	the Company and its subsidiaries
“GR Realty”	Gemini-Rosemont Realty LLC, a limited liability company organised under the laws of the State of Delaware, the US
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Latest Practicable Date”	6 June 2016, being the latest practicable date prior to printing of this circular for ascertaining information contained therein
“Management Company”	Sino Prosperity Real Estate Advisor Limited, a company incorporated in the Cayman Islands with limited liability, in which the Disposal Company holds a 50% equity interest
“PRC”	the People’s Republic of China and, for the purpose of this circular, excluding the Hong Kong and Macao Special Administrative Regions of the People’s Republic of China and Taiwan
“Purchaser”	Xin Cai Global Holdings Limited (formerly known as China Corporate Assets Holdings Limited), a company incorporated in the British Virgin Islands
“Remaining Group”	the Group immediately after Completion
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Rosemont”	Rosemont Realty, LLC, a limited liability company incorporated in the State of Delaware, the US
“Sale Share”	one share of a par value of US\$1.00 of the Disposal Company, representing the entire issued share capital of the Disposal Company as at the date of the Agreement
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Sino-Ocean Land”	Sino-Ocean Land Holdings Limited, a company incorporated in Hong Kong with limited liability and whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 3377)
“Sino-Ocean Land Group”	Sino-Ocean Land and its subsidiaries
“Share(s)”	the ordinary share(s) in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Shareholder’s Loan”	all amounts owed by the Disposal Company to the Company as at the date of Completion
“SPRE Fund”	Sino Prosperity Real Estate Fund L.P., an exempted limited partnership established on 20 July 2011 and registered under the laws of the Cayman Islands
“SPRE Fund GP”	Sino Prosperity Real Estate (GP), L.P., an exempted limited partnership established and registered under the laws of the Cayman Islands, and acting as the general partner of the SPRE Fund
“SPREL”	Sino Prosperity Real Estate Limited, a company organised and existing under the laws of the Cayman Islands and acting as the general partner of the SPRE Fund GP

DEFINITIONS

“SOL HK”	Sino-Ocean Land (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of Sino-Ocean Land and a substantial shareholder of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“sq.m.”	square metres
“US”	the United States of America, its territories and possessions, any State of the United States and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the US
“%”	per cent

Unless otherwise stated, the conversion of RMB into HK\$ is based on the exchange rate of RMB1 = HK\$1.1924. Such conversion should not be construed as a representation that the amount in question has been, could have been or could be converted at any particular rate or at all.

LETTER FROM THE BOARD



盛洋投資

Gemini Investments (Holdings) Limited

盛洋投資(控股)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 174)

Executive Directors:

Mr. SUM Pui Ying
Ms. CUI Yueming
Mr. LAI Kwok Hung, Alex

Non-executive Directors:

Mr. LI Ming
Mr. LI Hongbo

Independent Non-executive Directors:

Mr. LAW Tze Lun
Mr. LO Woon Bor, Henry
Mr. DENG Wei

*Registered office and
principal place of
business:*

Room 3902, 39th Floor,
Tower One, Lippo Centre,
No. 89 Queensway,
Hong Kong

10 June 2016

To the Shareholders

Dear Sir/Madam,

**VERY SUBSTANTIAL DISPOSAL
IN RELATION TO THE PROPOSED DISPOSAL
OF THE ENTIRE ISSUED SHARE CAPITAL OF CHANCE
BRIGHT LIMITED AND ASSIGNMENT OF THE SHAREHOLDER'S
LOAN EXTENDED TO CHANCE BRIGHT LIMITED AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

On 19 May 2016 (after trading hours), the Company published an announcement stating that it had entered into the Agreement pursuant to which the Purchaser has conditionally agreed to acquire, and the Company has conditionally agreed to sell, the Sale Share, being the entire issued share capital of the Disposal Company, and the Shareholder's Loan.

LETTER FROM THE BOARD

The purpose of this circular is to provide the reader with, among other things, (i) further details of the Disposal; (ii) financial information of the Group and the Disposal Group; (iii) unaudited pro forma financial information of the Remaining Group; (iv) other information on the Group as required under the Listing Rules; and (v) the notice of EGM.

THE AGREEMENT

On 19 May 2016 (after trading hours), the Company entered into the Agreement pursuant to which the Purchaser has conditionally agreed to acquire, and the Company has conditionally agreed to sell, (i) the Sale Share, being the entire issued share capital of the Disposal Company, and (ii) the Shareholder's Loan, for a total consideration of RMB970.0 million (approximately HK\$1,156.6 million).

Details of the Agreement are set out below:

- Parties to the Agreement:
- (i) The Vendor, being the Company
 - (ii) The Purchaser, being Xin Cai Global Holdings Limited (formerly known as China Corporate Assets Holdings Limited)
- Agreement date: 19 May 2016 (after trading hours)
- Assets to be disposed of:
- (i) the Sale Share, representing the entire issued share capital of the Disposal Company and
 - (ii) the Shareholder's Loan, being the amount owed by the Disposal Company to the Company as at the date of Completion, free from all encumbrances and with all rights attaching thereto after Completion.

As at the date of the Agreement, and as at the Latest Practicable Date, the Shareholder's Loan is approximately HK\$2,308.9 million (approximately RMB1,936.3 million). It is expected that the total amount of the Shareholder's Loan will not change before Completion.

LETTER FROM THE BOARD

Consideration: The Consideration is RMB970.0 million (approximately HK\$1,156.6 million), which was determined with reference to the net liability position of the Disposal Group as at 31 March 2016 of approximately HK\$1,212.1 million, the amount of the Shareholder's Loan as at 31 March 2016 of approximately HK\$2,308.9 million, a preliminary valuation of the property portfolio held by the SPRE Fund as at 31 March 2016, and the general market environment in the PRC property industry.

The Consideration will be payable by the Purchaser to the Company in cash upon Completion.

Conditions precedent: Completion is conditional upon the following conditions being satisfied:

- (a) the Shareholders having passed a resolution at a general meeting of the Company approving the Agreement and the transactions contemplated thereunder in accordance with the requirements of the Listing Rules;
- (b) all necessary consents, approvals, authorisations, rulings, confirmations and waivers in connection with the Agreement and the transactions contemplated thereunder having been obtained from government and regulatory authorities and on conditions (if imposed) acceptable to the Company; and
- (c) no orders or judgments having been issued or made by any court or government or regulatory authority (whether in Hong Kong, the PRC or other jurisdictions) prior to the Completion, no legal or regulatory requirements remaining to be satisfied, which have the effect of making unlawful or otherwise prohibiting the Agreement and the transactions contemplated thereunder.

LETTER FROM THE BOARD

None of the above conditions precedent can be waived. As at the Latest Practicable Date, none of the above conditions precedent has been fulfilled. If any of the conditions precedent is not fulfilled on or before 30 June 2016 or such other date as the Company and the Purchaser may agree, the Company and the Purchaser will have no obligation to sell or purchase the Sale Share and the Shareholder's Loan and the Agreement will cease to be of any effect, except for certain clauses relating to, among others, confidentiality and governing law, which shall survive, and for any antecedent breaches of the Agreement.

Completion:

Completion shall take place on the fifth Business Day following the fulfilment of all the conditions precedent set out in the Agreement, or such other date as the Company and the Purchaser may agree in writing. Upon Completion, the Company, the Purchaser and the Disposal Company will execute a deed of assignment pursuant to which the Company will assign the Shareholder's Loan to the Purchaser.

Upon Completion, the Disposal Company will cease to be a subsidiary of the Company.

INFORMATION ON THE COMPANY

The Group is principally engaged in property investments, securities and other investments, fund investments, and investment in fund platforms, as follows:

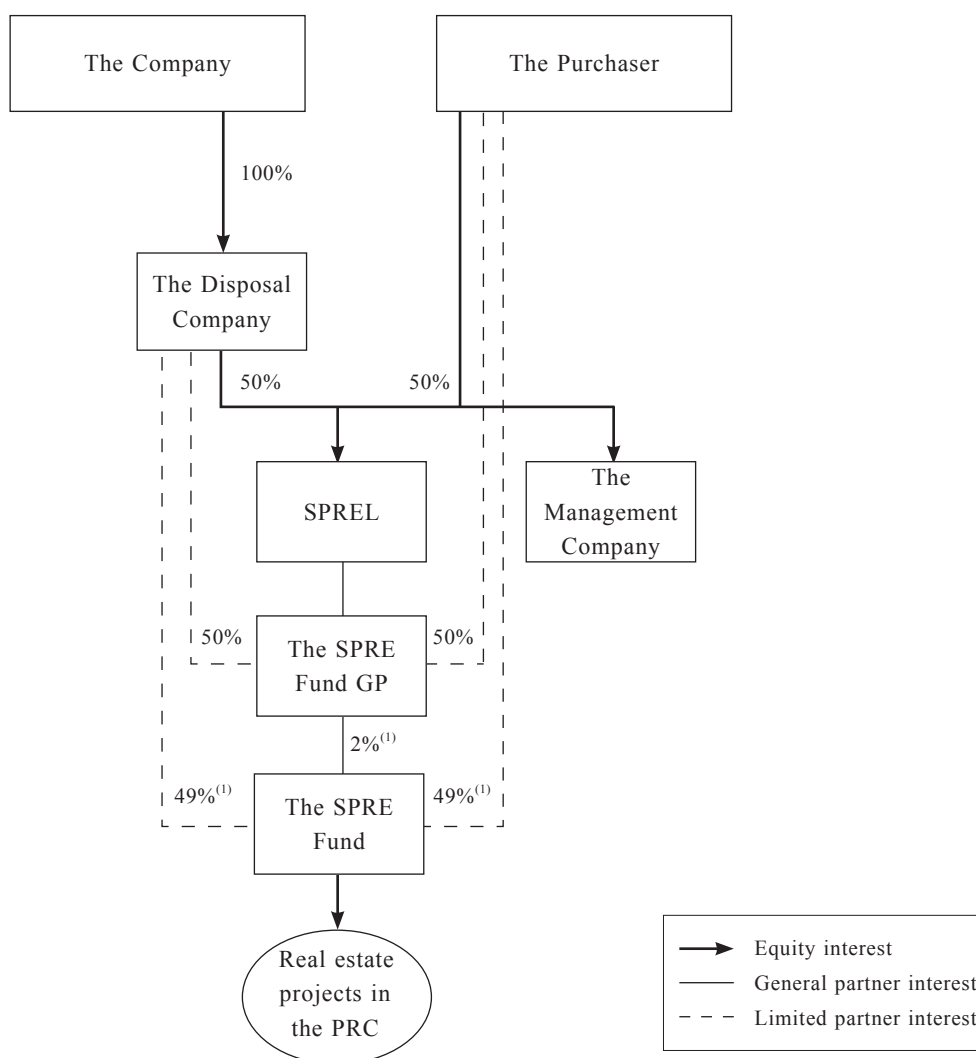
Business segment	Details
Property investments	A-grade office premises in Hong Kong with a gross floor area of approximately 16,000 square feet and residential units in New York with a gross floor area of approximately 17,000 square feet, with full occupancy, as at 31 December 2015.
Securities and other investments	As at 31 December 2015, investments in listed securities in Hong Kong of approximately HK\$10.6 million and overseas and the PRC of approximately HK\$139.0 million.

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Fund investments Portfolio of interests in investment entities, including real estate and related investments in the US, Europe and/or Australia.

Investment in fund platforms Two fund platforms, being (i) the Group’s 45% membership interest in GR Realty, together with membership and limited partnership interests in certain syndicated projects, which is principally engaged in investing in real estate projects in the US, and (ii) the Group’s 50% indirect interest in the SPRE Fund, which is principally engaged in investing in real estate projects in the PRC.

Set out below is a simplified shareholding structure chart of the SPRE Fund, as the Latest Practicable Date:



Note 1: Percentage (rounded to the nearest integer) representing capital commitments by the general partner and the limited partners.

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INFORMATION ON THE DISPOSAL GROUP

The Disposal Company's sole activity is its direct holding of a 50% equity interest in two joint venture companies, being (i) SPREL, which is acting as the general partner of the SPRE Fund GP (which is acting as the general partner of the SPRE Fund) and consolidates the financial results of the SPRE Fund, and (ii) the Management Company, which is responsible for evaluating and monitoring the SPRE Fund's investments and providing day-to-day managerial and administrative services to the SPRE Fund.

References are made to the announcements of the Company dated 5 September 2011, 17 November 2014 and 7 July 2015 and the circulars of the Company dated 13 December 2014 and 24 July 2015. In September 2011, the Disposal Company entered into a framework agreement together with SOL HK and KKR SPRE Holdings L.P. ("KKR"), to establish and manage, among others, the SPRE Fund. Each of SOL HK and KKR agreed to make, among other things, a capital commitment of US\$70 million to the SPRE Fund, and each of the Disposal Company and KKR agreed to make a capital commitment of US\$1.05 million to the SPRE Fund GP which would in turn make a capital commitment of US\$2 million to the SPRE Fund.

In September to October 2014, three amendment agreements to the Fund LPA and the First GP Amendment Agreement (as both terms are defined in the Company's circular dated 13 December 2014) were entered into which resulted in, among others, (a) the withdrawal of KKR and SOL HK as limited partners of the SPRE Fund; (b) the Disposal Company and the Purchaser being admitted as new limited partners of the SPRE Fund with a capital commitment to the SPRE Fund of a nominal amount of US\$100 each; and (c) the withdrawal of KKR as a limited partner of the SPRE Fund GP and the admission of the Purchaser as a new limited partner of the SPRE Fund GP.

In November 2014, a subscription agreement between the Purchaser, the SPRE Fund and the SPRE Fund GP, the Second GP Amendment Agreement and the Subscription Agreement (as both terms are defined in the Company's circular dated 13 December 2014) were entered into pursuant to which each of the Disposal Company and the Purchaser agreed to increase their respective capital commitments in (a) the SPRE Fund by US\$250 million and (b) the SPRE Fund GP, from US\$1.05 million, by US\$3.95 million, to US\$5 million. In addition, pursuant to a subscription agreement dated 17 November 2014 and entered into between the SPRE Fund GP and the SPRE Fund, the SPRE Fund GP agreed to make a capital commitment to the SPRE Fund of US\$10 million.

In July 2015, the Third GP Amendment Agreement and the 2015 Subscription Agreements (as both terms are defined in the Company's circular dated 24 July 2015) were entered into, pursuant to which (a) each of the Disposal Company and the Purchaser agreed

LETTER FROM THE BOARD

to increase their respective capital commitments in (i) the SPRE Fund GP, from US\$5 million, by US\$1.8 million, to US\$6.8 million, and (ii) the SPRE Fund from approximately US\$250 million, by US\$90 million, to approximately US\$340 million; and (b) the SPRE Fund GP agreed to increase its capital commitment in the SPRE Fund from US\$10 million, by US\$3.6 million, to US\$13.6 million.

As at the Latest Practicable Date, the Group, through the Disposal Company, has in aggregate contributed a total of approximately US\$295.3 million and US\$5.9 million to the SPRE Fund and the SPRE Fund GP, respectively.

The SPRE Fund holds property projects mainly in second and third tier cities in the PRC and operates a business in the provision of upfitting and decoration services for property projects.

Properties and a real estate related business held by the SPRE Fund

Set out below are details of properties and a real estate related business held by the SPRE Fund as at the Latest Practicable Date:

Name	Description	Attributable interest to the SPRE Fund (%)	Status summary	Estimated completion date
Ocean TIMES (Dalian)	Residential and commercial development located in the Dalian Economic and Technological Development Zone, Dalian, the PRC.	100	Gross floor area of the unsold portions of the fully developed portion: 46,386 sq.m.	Completed
Ocean Holiday Manor (Dalian)	Mainly a residential development located at the Golden Stone Beach, Dalian, the PRC.	100	Gross floor area of the unsold portions of the fully developed portion: 25,296 sq.m.	Completed
			Gross floor area of the portion under construction: 33,423 sq.m.	In 2016
			Gross floor area of the undeveloped portion: 100,900 sq.m.	To be decided

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Name	Description	Attributable interest to the SPRE Fund (%)	Status summary	Estimated completion date
Grand Canal Milestone (Hangzhou)	Residential development located at the intersection of Jiru Street and Xiaohe Road in Gongshu District, Hangzhou, the PRC.	70	Gross floor area of the unsold portions of the fully developed portion: 134 sq.m.	Completed
			Gross floor area of the portion under construction: 52,125 sq.m.	In 2017
Ocean Century (Qinhuangdao)	Residential and commercial development in the Haigang District, Hebei, the PRC.	100	Gross floor area of the unsold portions of the fully developed portion: 191,892 sq.m. (including 94,623 sq.m. of resettlement area which is allocated in nature)	Completed
			Gross floor area of the portion under construction: 170,206 sq.m.	In 2017
			Gross floor area of the undeveloped portion: 108,494 sq.m.	To be decided
Ocean Chanson Mansion (Shanghai)	Residential development in Yanghang Town, Baoshan District, Shanghai, the PRC.	100	Gross floor area of the unsold portions of the fully developed portion: 107,939 sq.m.	Completed
BOND CASTLE and Dreaming Land (Shanghai)	Residential development located at Meilan Lake, Baoshan District, Shanghai, the PRC.	100	Gross floor area of the unsold portions of the fully developed portion: 36,477 sq.m.	Completed
			Gross floor area of the portion under construction: 27,610 sq.m.	In 2017
Ocean Beach (Zhenjiang)	Residential and commercial development located at the junction of Guantangqiao Road and Guyang Road in Zhenjiang, Jiangsu Province, the PRC.	55	Gross floor area of the unsold portions of the fully developed portion: 156,759 sq.m.	Completed
			Gross floor area of the undeveloped portion: 327,078 sq.m.	To be decided

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Name	Description	Attributable interest to the SPRE Fund (%)	Status summary	Estimated completion date
Ocean Honored Chateau (Qingdao)	Residential development located at the intersection of Yanerdao Road and Quanzhou Road, Shinan District, Qingdao, the PRC.	97	Gross floor area of the unsold portions of the fully developed portion: 53,540 sq.m.	Completed
Ocean City (Fushun)	Mainly a residential development located at the junction of Gaoshan Road and Jingyu Street, Shuncheng District, Fushun, the PRC.	83.7	Gross floor area of the unsold portions of the fully developed portion: 3,845 sq.m.	Completed
			Gross floor area of the portion under construction: 717,084 sq.m.	In 2016
			Gross floor area of the undeveloped portion: 301,501 sq.m.	To be decided
Elite Palace (Guangzhou)	Residential and commercial development located at No. 68 Yuan Gang Road, Tianhe District, Guangzhou, the PRC.	35.7	Gross floor area of the portion under construction: 316,373 sq.m.	In 2018
Sino-Ocean Decoration Engineering Company Limited	Company principally providing upfitting and decoration services to real estate projects.	80	N/A	N/A

LETTER FROM THE BOARD

Financial information

Set out below are extracts from the unaudited financial information of the Disposal Group for the two years ended 31 December 2015, as set out in Appendix II to this circular:

	For the year ended 31 December 2014 <i>HK\$'000</i> (unaudited)	For the year ended 31 December 2015 <i>HK\$'000</i> (unaudited)
Revenue	—	—
Net loss before taxation	(30,163)	(1,014,424)
Net loss after taxation	(30,163)	(1,014,424)

The unaudited net liability position of the Disposal Group as at 31 December 2015 amounted to approximately HK\$1,076.1 million, with total assets and liabilities of approximately HK\$1,232.8 million and HK\$2,308.9 million, respectively, based on the unaudited financial information of the Disposal Group, as set out in Appendix II to this circular.

INFORMATION ON THE PURCHASER

The Purchaser is principally engaged in investment holding and is co-owned by a number of investors in the PRC. The senior management of the Purchaser have years of experience in economic research, corporate finance and asset management in the PRC. The Purchaser directly holds a 50% equity interest in each of SPREL and the Management Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Purchaser and the ultimate beneficial owners of the Purchaser are third parties independent of the Company and its connected persons and do not hold any equity interests in the Company.

FINANCIAL IMPACT OF THE DISPOSAL ON THE GROUP

Upon Completion, the Company will no longer have any equity interest in the Disposal Company, and it will cease to be a subsidiary of the Company. As SPREL and the Management Company are not considered to be subsidiaries of the Group, their financial results have not been consolidated into the Group's financial statements. The Group's share of profit or loss of the SPRE Fund will cease to be equity accounted for as share of results of joint ventures in the consolidated income statement.

LETTER FROM THE BOARD

The Company expects to record a loss on the Disposal of approximately HK\$5.3 million, which represents the difference between the Consideration and the sum of (i) the net liability position of the Disposal Group and the Shareholder's Loan as at 31 March 2016, (ii) the estimated transaction costs, and (iii) the estimated cumulative exchange reserve attributable to the Disposal Group released upon the Completion. The Directors consider that the Consideration is fair, given that (i) it has been determined based on arms' length negotiations between the Company and the Purchaser, and (ii) the expected loss on the Disposal of approximately HK\$5.3 million represents less than 0.5% of the Consideration of approximately HK\$1,156.6 million. The actual loss on the Disposal to be recognised by the Group, which will be calculated by reference to the financial position of the Disposal Group at the time of Completion, may be different from the above figure and can only be ascertained following Completion.

Following Completion, the Remaining Group will continue to be principally engaged in all of its four existing business segments of property investments, securities and other investments, fund investments and investment in fund platforms.

Assets and liabilities

According to the annual report of the Company for the year ended 31 December 2015, the audited consolidated total assets and liabilities of the Group as at 31 December 2015 were approximately HK\$6,528.2 million and HK\$2,571.9 million respectively. Based on the unaudited pro forma financial information of the Remaining Group as set out in Appendix III to this circular, assuming Completion had taken place on 31 December 2015, the unaudited pro forma consolidated total assets and liabilities of the Remaining Group would be approximately HK\$6,445.1 million and HK\$2,571.9 million respectively.

Loss attributable to owners of the Company

For the year ended 31 December 2015, the Group recorded an audited loss attributable to owners of the Company of the approximately HK\$1,135.2 million. Based on the unaudited pro forma financial information of the Remaining Group as set out in Appendix III to this circular, assuming Completion had taken place on 1 January 2015, the unaudited pro forma consolidated loss of the Remaining Group for the year ended 31 December 2015 would be approximately HK\$670.7 million.

BACKGROUND TO, REASONS FOR AND BENEFITS OF THE DISPOSAL

The Disposal Company has a 50% indirect interest in the SPRE Fund, which invests in projects in the PRC that are in development or distressed and in special situations, and it had been the Group's expectation to share the development potential to be realised

LETTER FROM THE BOARD

through upgrading and enhancing the quality of the underlying property projects. As disclosed in the annual report of the Company for the year ended 31 December 2015, SPREL, acting as the general partner of the SPRE Fund GP (in which the Disposal Company holds a 50% equity interest), which consolidates the financial results of the SPRE Fund, had consolidated total assets of approximately HK\$24,845.3 million and net assets of approximately HK\$2,603.9 million, representing a significant asset base and highly leveraged capital structure. The Group's share of net assets of the SPRE Fund was approximately HK\$1,235.0 million as at 31 December 2015.

In December 2014, the Directors were of the view that the SPRE Fund would serve as a convenient platform through which the Group could tap into a larger pool of potential value-enhancing property acquisitions through its participation in the SPRE Fund, as the SPRE Fund has higher fund raising flexibility by admitting new limited partners such that the Group (indirectly through the SPRE Fund) might take advantage of timely market opportunities, as mentioned in the circular of the Company dated 13 December 2014. As such, the Disposal Company increased its capital commitment to the SPRE Fund by US\$250 million and to the SPRE Fund GP by US\$3.95 million.

For the first half of the year 2015, the Group recognised a non-cash share of losses of approximately HK\$223.0 million from the SPRE Fund. In July 2015, the Company and the Purchaser believed that it was necessary to recapitalise the SPRE Fund for it to further expand in order to capture investment opportunities should they arise, given the fact that the capital available for the SPRE Fund had been substantially utilised, and the Directors believed that injecting capital directly into the SPRE Fund is a reasonable means to achieve the recapitalisation because (i) the use of external loans would incur interest expenses which may materially deteriorate the SPRE Fund's financial return; (ii) the introduction of capital injected by other investors would create a dilution effect on the Company's economic interest in the SPRE Fund; and (iii) of the fact that the Purchaser has agreed to contribute capital, on a pro-rata basis, to the SPRE Fund. Therefore, the Disposal Company increased its capital commitment to the SPRE Fund by US\$90 million and to the SPRE Fund GP by US\$1.8 million.

However, for the full year 2015, the share of losses from the SPRE Fund significantly increased to approximately HK\$1,012.1 million. This was mainly as a result of a slowing PRC economy in connection with a sluggish real estate sector, against the backdrop of increased supply (the commodity housing inventory reached a new height in 2015, with a total commodity housing inventory gross floor area of approximately 718.5 million sq.m. in 2015, representing a 15.6% year-on-year increase, according to the data stated on the website of the National Bureau of Statistics of the PRC) and lower housing prices in a number of second and third tier cities in the PRC, in which the SPRE Fund principally invests, according to China Real Estate Index System published by the China Index Academy. Accordingly, depressed selling prices were noted for underlying real estate, in

LETTER FROM THE BOARD

particular second and third tier cities in the PRC, held by the SPRE Fund, which in turn lead to a reduced gross profit margin and an increase in inventory impairment at the SPRE Fund level. For the year ended 31 December 2015, the SPRE Fund recorded a negative gross profit margin, and the inventory impairment made by the SPRE Fund amounted to approximately RMB753.4 million, based on the unaudited management accounts of the SPRE Fund. Such share of losses wiped out a significant portion of the Group's share of net assets of the SPRE Fund, and led to the substantial widening of the Group's net loss from approximately HK\$144.8 million for the year 2014 to approximately HK\$1,135.2 million for the year 2015, representing the worst performing year in the Group's recent history.

Given the outstanding commitments for the Group to make a further capital contribution to the SPRE Fund and the SPRE Fund GP of approximately US\$44.7 million and US\$0.9 million, respectively as at 31 December 2015, and the significant share of loss from the SPRE Fund in 2015 of over HK\$1 billion, the Group contemplated a readjustment of its investment priorities. Further, with property projects of the SPRE Fund located mainly in second and third tier cities in the PRC, the Directors consider that the development of the SPRE Fund may continue to be challenging, in particular in view of the development of the PRC property market in second and third tier cities.

It is against the above backdrop that the Company contemplates to dispose of its 50% indirect interest in the SPRE Fund, through the disposal of its entire equity interest in the Disposal Company and the assignment of the Shareholder's Loan extended by the Company to the Disposal Company (i.e. the Disposal), with a view to focus top management resources and monetise its remaining value of the investment for the purpose of seeking other overseas investment opportunities amid a competitive market environment. The proposed disposal was first considered by the Directors in February 2016, and a number of potential purchasers were approached. The Purchaser was ultimately chosen as the acquirer under the Disposal due to it (i) offering the highest consideration relative to the other potential purchasers, (ii) not requiring a profit guarantee from the Group as regards the SPRE Fund, and (iii) requiring a limited amount of due diligence work on the Disposal Group, given that the Purchaser holds the remaining 50% interest in the SPRE Fund, and it being knowledgeable about the underlying property projects and the industry.

As set out in the announcement made by the Company on 27 May 2016 as regards to the acquisition of two properties in New York City, the US, the Directors are optimistic about the US economy, which is on the path of healthy recovery, with a growth in gross domestic product, an improved labour market, robust consumption and increasing housing demand. Against this backdrop, and considering possible future interest rate increases by the US Federal Reserve, which may result in the appreciation of the United States dollar, the Directors consider the real estate market in the US will develop positively in the near to medium term, with the potential to offer beneficial investment returns to the Group.

LETTER FROM THE BOARD

Having considered the above, the Directors consider that the terms of the Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Directors have also reviewed the valuation report on the property interests held by the Disposal Group, as set out in Appendix IV to this circular, and have agreed with the basis and assumptions adopted by the valuer.

As at the Latest Practicable Date, other than the Disposal and the disclosures in this circular, the Company and the Board have no intention, arrangement, understanding nor are in any negotiation (concluded or otherwise) in relation to (i) any disposal, termination or scaling-down of the Company's remaining business; (ii) injection of any other new business into the Group; (iii) any change in the Company's shareholding structure and (iv) the raising of additional funding.

USE OF PROCEEDS

The net proceeds from the Disposal are estimated to be approximately HK\$1,149.6 million, which the Company currently intends to use for future acquisitions or investments in existing business segments of the Group, including potential acquisitions of real estate in the US which are expected to be wholly-owned by the Group. As announced by the Company on 27 May 2016, two wholly-owned subsidiaries of the Company respectively entered into two conditional purchase and sale agreements to acquire two property projects in Manhattan, New York City, the US, for an aggregate cash consideration of US\$53 million which is intended to be financed by internal resources of the Group. The Group will continue to further seek value-generating property investment opportunities in the US. The Directors believe that the proceeds from the Disposal would enable these overseas investments, which are more attractive compared to the unsatisfactory performance of the Disposal Group, as discussed above.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios calculated under the Listing Rules in respect of the Disposal are more than 75%, the Disposal constitutes a very substantial disposal of the Company and is therefore subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules. To the best knowledge, information and belief of the Directors having made all reasonable enquires, no Shareholder has a material interest in the transactions contemplated under the Agreement. As at the Latest Practicable Date, no Shareholder will be required to abstain from voting on the resolution(s) to be proposed at the EGM to approve the Disposal contemplated under the Agreement.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board considers that the terms of the Agreement are on normal commercial terms which are fair and reasonable, and that entering into of the Agreement is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution(s) to be proposed at the EGM.

THE EGM

A notice convening the EGM to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 28 June 2016 at 10:30 a.m. is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend the EGM or any adjournment thereof, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending, and voting in person at the EGM or any adjournment thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 27 June 2016 to Tuesday, 28 June 2016, both days inclusive, during which period no transfer of Shares will be registered. The record date will be Tuesday, 28 June 2016. In order to determine the identity of Shareholders who are entitled to attend and vote at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:30 p.m. on Friday, 24 June 2016.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular and the notice of EGM.

By order of the Board
Gemini Investments (Holdings) Limited
LAI Kwok Hung, Alex
Executive Director

1. FINANCIAL SUMMARY

The audited financial information of the Group for each of the three years ended 31 December 2013, 2014 and 2015 are disclosed in the following documents which have been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.geminiinvestments.com.hk>):

- annual report of the Company for the year ended 31 December 2013 published on 13 March 2014 (pages 51 to 120);
- annual report of the Company for the year ended 31 December 2014 published on 17 March 2015 (pages 60 to 137); and
- annual report of the Company for the year ended 31 December 2015 published on 11 March 2016 (pages 53 to 135).

2. INDEBTEDNESS STATEMENT

As at 30 April 2016, being the latest practicable date for the purpose of preparing this indebtedness statement, the Group had (i) an unsecured and unguaranteed 10-year loan of HK\$1 billion; (ii) an unsecured and unguaranteed 1-year loan of US\$100 million, which will be repayable in February 2017; (iii) an unsecured and unguaranteed 3-year loan of US\$125 million, which will be repayable in December 2018; (iv) an unsecured and unguaranteed 5-year facility of US\$700 million from Grand Beauty Management Limited (“**Grand Beauty**”), an indirect wholly-owned subsidiary of Sino-Ocean Land, which has not been utilised as at 30 April 2016; (v) an unsecured and unguaranteed 3-year bank borrowing of approximately HK\$450 million, which will be repayable within one year; and (vi) an entrusted loan of approximately HK\$25.1 million in the PRC provided by Sino-Ocean Land Limited, a fellow subsidiary of the Group, which is unsecured, unguaranteed, wholly repayable in 2020 and bears interest at fixed rate as at 30 April 2016. The interest rate for the entrusted loan as at 30 April 2016 is 4.75% per annum.

Save as aforesaid, apart from intra-group liabilities and normal trade and other payables in the ordinary course of business of the Group, as at 30 April 2016, the Group did not have any debt securities issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptance or accepted credits, debentures, mortgages, charges, hire purchase or finance lease commitments, guarantees or other material contingent liabilities.

3. WORKING CAPITAL

The Directors are of the opinion that, after taking into account the net proceeds from the Disposal and the present available financial resources, including existing banking and credit facilities available to the Group, the Group has sufficient working capital to satisfy its requirements for at least the next 12 months following the date of this circular.

4. MATERIAL ADVERSE CHANGE

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 2015, being the date to which the latest published audited financial statements of the Group were made up.

5. FINANCIAL AND TRADING PROSPECTS OF THE REMAINING GROUP

Following Completion, the Remaining Group will continue to be principally engaged in all of its four business segments, namely property investments, securities and other investments, fund investments and investment in fund platforms:

Property investments

It is anticipated that the Remaining Group will continue to own A-grade office premises in Hong Kong and real estate property in New York, and it is the intention of the Group to expand its real estate business operations, with a focus on leveraging real estate investment opportunities globally, especially in the US, as set out in the section headed “Use of Proceeds”.

Securities and other investments, fund investments

The Group maintains a portfolio of interests in investment entities, including real estate and related investments globally, as well as listed securities in Hong Kong, the PRC and overseas. It intends to continue to actively monitor the performance of the investment funds and investments in securities, and make changes to the investment mix as and when needed in order to conform to the Group’s investment objectives.

Investment in fund platforms

The Group intends to continue to hold a 45% membership interest in GR Realty, will actively participate in the operation and monitor the performance of GR Realty, and explore potential investment opportunities in property projects globally as the general partner, as and when investment opportunities arise.

GR Realty is a well-established platform principally engaged in the ownership and/or management of its investment portfolio which comprised 75 commercial properties, representing 121 buildings, with approximately 14.7 million square feet in 21 states across the US as at 31 December 2015. Through investment in GR Realty, the Group will not only be able to leverage on its expertise, experience and business network of its management team (more than 200 professionals) in the commercial real estate market, but also diversify its investment in fund platform business and property investment portfolio to a large number of states in the US, and allow the Group to stand on a vantage point due to its exposure and presence in the US, which is a region that is expected to benefit from a growth in gross domestic product, declining unemployment rate and a positively developing property market.

6. MANAGEMENT DISCUSSION AND ANALYSIS OF THE REMAINING GROUP

Set out below is the management discussion and analysis of the Remaining Group for each of the three years ended 31 December 2013, 2014 and 2015. Unless the context otherwise requires, capitalised terms used therein shall have the same meanings as those ascribed in the Company's annual reports for the three years ended 31 December 2013, 2014 and 2015.

(i) For the year ended 31 December 2013

Financial review

For the year ended 31 December 2013 the Remaining Group recorded total revenue of approximately HK\$186.7 million, an increase of approximately 269.3% as compared to the previous year. The rise in revenue was mainly due to the increase in sales of gold bullion and management fee income, by approximately HK\$119.6 million and HK\$15.8 million, respectively.

During 2013 the Remaining Group recorded a profit attributable to owners of the Company of approximately HK\$12.4 million, an increase of approximately 178.9% over the previous year, which was mainly due to a gain on disposal of a wholly-owned subsidiary of the Company of approximately HK\$45.7 million, offset by an increase in overall staff costs, taking into account of the share-based compensation cost, of approximately HK\$19.6 million due to the amortisation of share options granted during 2013, and a decrease in gain arising from changes in fair value of financial instruments held for trading.

Operational review

The Remaining Group was principally engaged in property investments, securities and other investments, fund investments and fund management.

Property investments provided a steady and reliable income and cash flow in addition to the possible capital gains from appreciation in value. As at 31 December 2013, all investment properties were A-grade office premises in Hong Kong with a total gross floor area of approximately 16,000 square feet. Total rental income decreased by approximately 6.1% to approximately HK\$11.1 million, while a revaluation gain on the investment properties of approximately HK\$0.3 million was recorded during 2013.

Security investment portfolio formed part of the Remaining Group's cash management activities, and the maintaining of a scalable investment portfolio with proper diversification allowed the Remaining Group to avoid the fluctuation of any single market. The carrying value of the Remaining Group's portfolio of securities and other investments as at 31 December 2013 amounted to approximately HK\$206.6 million. For 2013, the Remaining Group recognised a total revenue of approximately HK\$156.8 million from securities and other investment which comprised dividend income of approximately HK\$5.3 million and sales of gold bullions of approximately HK\$151.5 million. Moreover, the Remaining Group recorded a gain from changes in fair value of financial instruments held for trading of approximately HK\$8.9 million.

Fund investments enabled the Remaining Group to diversify its investment risk and further enhance the rate of return through efficient access to a wider variety of investment channels to which the Remaining Group might not have direct access at the material time. As at 31 December 2013, the carrying value of its fund investment portfolio amounted to approximately HK\$871.4 million. No revenue has been recognised from fund investments during 2013, while change in fair value of fund investments, which were recorded as available-for-sale investments, of approximately HK\$9.9 million was recognised in other comprehensive income in 2013.

Fund management business recorded revenue of approximately HK\$18.7 million during 2013, an increase by approximately HK\$15.8 million as result of the Remaining Group starting to receive revenue from this business segment only from last quarter 2012.

Liquidity and financial resources

Total assets and net asset value of the Remaining Group as at 31 December 2013 were approximately HK\$2,091.3 million and approximately HK\$514.7 million, respectively.

As at 31 December 2013, the Remaining Group recorded total borrowings of approximately HK\$1,549.9 million, of which approximately HK\$549.8 million were repayable within one year.

As at 31 December 2013, the Remaining Group recorded total cash resources (including bank balances and cash and short-term bank deposits) of approximately HK\$689.2 million and a gearing ratio of 1.67 times.

Employees

As at 31 December 2013, the total number of staff employed was 16. During 2013, taking into account the expense arising from the amortisation of share options, the level of its overall staff costs increased to approximately HK\$27.4 million. When formulating staff salary and benefit policies, the Remaining Group gave primary consideration to their individual performance and prevailing salary levels in the market.

With a view to encouraging and rewarding contribution made by its staff, the Remaining Group has adopted a share option scheme and believed that this would be an effective tool for achieving this purpose. During 2013, the Remaining Group granted 35,400,000 share options under such scheme to executive and non-executive directors and certain other employees of it.

Exchange rate exposure

During 2013, the Remaining Group's assets and liabilities were mainly denominated in Hong Kong Dollars, United States Dollars and Renminbi. The Remaining Group closely monitored the foreign exchange risk exposure and regularly reviewed if any related hedging should be necessary.

Pledge of assets

As at 31 December 2013, the Remaining Group did not have any pledged assets.

Contingent liabilities

As at 31 December 2013, the Remaining Group had no significant contingent liabilities.

Material acquisitions and disposals

In May 2013, the Remaining Group disposed of a subsidiary which owned certain units in Shui On Plaza in Shanghai for a price of approximately RMB138.3 million. The details are set out in the announcement of the Company dated 8 February 2013 and the circular of the Company dated 8 March 2013.

In June 2013, the Remaining Group entered into a sale and purchase agreement with an independent third party for the acquisition of an office premise in Tower Two Lippo Centre, Hong Kong for a consideration of approximately HK\$59.8 million. The details are set out in the announcement of the Company dated 13 June 2013.

The Remaining Group has invested in several investments funds during 2013, with an aggregate carrying value of approximately HK\$856.2 million as at 31 December 2013. Such investments funds were managed by experienced investment professionals and the investment scope of these funds mainly covers the areas of listed and unlisted securities, derivative contracts, foreign exchange and commodities, and real estates and related investments in developed countries, primarily in the US, Europe and Australia.

In January 2014, the Remaining Group has invested in a minority interest in a property development project in Melbourne, Australia, for a total consideration of approximately HK\$97.7 million, with a guaranteed pre-tax return of 8% per annum enabling the Remaining Group to control its risk exposure. The details are set out in the announcement of the Company dated 24 January 2014.

(ii) For the year ended 31 December 2014*Financial review*

For the year ended 31 December 2014 the Remaining Group recorded total revenue of approximately HK\$91.9 million, a decrease of 50.8% as compared to the previous year. This was mainly the result of the decrease in sales of gold bullions by approximately HK\$93.2 million.

The Remaining Group recorded a loss attributable to owners of the Company of approximately HK\$114.7 million, mainly as a result of: (i) non-recurring fees and expenses of approximately HK\$65.4 million arising out of the acquisitions explored and/or implemented by the Remaining Group in 2014; (ii) the absence of an one-off gain of approximately HK\$45.7 million resulting from the disposal of a subsidiary recorded in 2013; and (iii) finance costs of approximately HK\$37.9 million, including non-cash interest expenses.

Operational review

The Remaining Group was principally engaged in property investments, securities and other investments, fund investments and fund management.

Property investments provided a steady and reliable income and cash flow in addition to the possible capital gains from appreciation in value. As at 31 December 2014, the Remaining Group's investment properties comprised A-grade office premises in Hong Kong with a total gross floor area of approximately 16,000 square feet and residential units in New York with a total gross floor area of approximately 17,000 square feet, with an aggregate occupancy rate over 96%. For the year ended 31 December 2014, total rental income increased by approximately 17.2% to approximately HK\$13.0 million, while a revaluation gain on the investment properties of approximately HK\$3.6 million was recorded, which was mainly contributed by the acquisition of 20 residential units for a total cash consideration of approximately US\$24.6 million in Manhattan, New York, the US.

Security investment portfolio formed part of the Remaining Group's cash management activities, and the maintaining of a scalable investment portfolio with proper diversification allowed the Remaining Group to avoid the fluctuation of any single market. The carrying value of the Remaining Group's portfolio of securities and other investments as at 31 December 2014 amounted to approximately HK\$207.3 million. For 2014, the Remaining Group recognised a total revenue of approximately HK\$62.0 million from securities and other investment which represented dividend income of approximately HK\$3.7 million and sales of gold bullions of approximately HK\$58.3 million. Moreover, a gain from changes in fair value of financial instruments held for trading of approximately HK\$9.7 million was recorded.

Fund investments enabled the Remaining Group to capture more sound investment opportunities and diversify its investment risk and further enhance its rate of return through efficient management and a wider access to investment channels to which the Remaining Group might not have direct access. As at 31 December 2014, the carrying value of its fund investment portfolio amounted to approximately HK\$814.1 million. No revenue or gain has been recognised from fund investments during 2014. Apart from other movement, decrease in fair value of fund investments of approximately HK\$22.1 million was charged to other comprehensive income as a result of the fluctuation in the worldwide financial market during 2014.

Fund platform investment allowed the Remaining Group to tap into a larger pool of potential value-enhancing property acquisition to expand its asset-light business, as well as sharing in future management and/or performance fees earned through obtaining the equity stake in the general partner vehicle. The Remaining Group entered into a purchase, sale and contribution agreement in December 2014 to acquire the general partnership interests, together with certain limited partnership interests, in partnership entities of Rosemont, which is a well-established platform principally engaged in the ownership and management of commercial properties in 22 states in the US. As at 31 December 2014, Rosemont held ownership interests in 88 commercial property projects comprising 137 buildings with approximately 16.3 million square feet. Above mentioned investment was expected to be completed in 2015 and the Remaining Group expected to leverage on the expertise, experience and relationship of the senior management team of Rosemont, as well as relieving itself from the potential burden of maintaining a large portfolio of investment properties.

Other fund management contributed returns for the Remaining Group for 2014 of approximately HK\$16.9 million.

Liquidity and financial resources

On 26 October 2014, the Company entered into a subscription agreement with Grand Beauty, a subsidiary of Sino-Ocean Land, pursuant to which the Company issued 1.3 billion convertible preference shares to Grand Beauty at a subscription price of HK\$3.0. The total subscription amount was HK\$3.9 billion.

Total assets of the Remaining Group as at 31 December 2014 increased by approximately 181.6% to approximately HK\$5,888.1 million. Owing to the issuance of convertible preference shares during the year, partly offset by the loss attributable to owners of the Company for the year 2014, the net asset value of the Remaining Group increased to approximately HK\$4,307.3 million. As at 31 December 2014, the Remaining Group had total cash resources (including bank balances and cash and short-term bank deposits) of approximately HK\$3,930.6 million.

As at 31 December 2014, the Remaining Group recorded total borrowings of approximately HK\$1,522.6 million, of which almost the entire amount would be repayable after one year.

As at 31 December 2014, the Remaining Group recorded bank and cash balances of approximately HK\$3,930.6 million, the amount of which was larger than the borrowings of the Remaining Group of approximately HK\$1,522.6 million. Therefore, the Remaining Group did not have any gearing on a net debt basis as at 31 December 2014.

Employees

As at 31 December 2014, the total number of staff employed was 21. In 2014, taking into account the amortisation of share options, the level of its overall staff costs were approximately HK\$17.7 million. When formulating staff salary and benefit policies, the Remaining Group gave primary consideration to their individual performance and prevailing salary levels in the market.

With a view to encouraging and rewarding contribution made by its staff, the Remaining Group has adopted a share option scheme and believed that this would be an effective tool for achieving this purpose.

Exchange rate exposure

During the year 2014, the Remaining Group's assets and liabilities were mainly denominated in Hong Kong Dollars, United States Dollars, Renminbi and Australian Dollars. The Remaining Group closely monitored the foreign exchange risk exposure and regularly reviewed if any related hedging should be necessary.

Pledge of assets

As at 31 December 2014, the Remaining Group did not have any pledged assets.

Contingent liabilities

As at 31 December 2014, the Remaining Group had no significant contingent liabilities.

Material acquisitions and disposals

In May 2014, the Remaining Group entered into two sale and purchase agreements with independent third parties for the acquisition of 10 residential condominiums in a building located at 15 William Street, New York, the US, for a total cash consideration of approximately US\$12.9 million. The details are set out in the announcement of the Company dated 24 May 2014.

In October 2014, the Company entered into a subscription agreement with Grand Beauty in relation to convertible preference shares, as summarised on page I-8 in this Appendix. The net proceeds from the issue amounted to approximately HK\$3,899.0 million. Out of such net proceeds, approximately HK\$1,506.1 million has been or would be applied to finance the following projects or transactions undertaken by The Remaining Group (the “**Projects**”):

- (i) the investment in the general partnership interests, together with certain limited partnership interests, in partnership entities of Rosemont. The investment amount of this transaction was approximately US\$119.0 million (equivalent to approximately HK\$922.5 million). The details are set out in the announcement of the Company dated 31 December 2014;
- (ii) the investment of US\$52.0 million (equivalent to approximately HK\$403.6 million) in Neutron Private Equity Fund Limited, a property fund whose investment objective was to achieve medium to long term capital appreciation through investing in one or more collective investment schemes that invest predominantly in real estate and related investments. The details are set out in the announcement of the Company dated 29 December 2014 and the circular of the Company dated 25 February 2015; and

- (iii) the provision of a loan in the principal amount of HK\$180.0 million by an indirect wholly-owned subsidiary of the Company to Alpha Advent Ventures Limited (“**Alpha Advent**”). The loan was intended to be used by a wholly-owned subsidiary of Alpha Advent to finance the acquisition cost and future development cost of the parcel of land with Lot No.758 in Demarcation District No. 332 which is located at Cheung Sha, Lantau Island, New Territories, Hong Kong. The details are set out in the announcement of the Company dated 15 January 2015 and the circular of the Company dated 5 February 2015.

The remaining net proceeds of approximately HK\$2,392.9 million after deducting proceeds utilised or reserved for the projects as mentioned above were intended to fund other potential property investment opportunities available to the Remaining Group in the future.

(iii) For the year ended 31 December 2015

Financial review

For the year ended 31 December 2015 the Remaining Group recorded total revenue of approximately HK\$22.6 million, a decline of approximately 75.4% as compared to the previous year, mainly due to the decrease in sales of gold bullion as a result of a downward trend of the market price of gold bullion.

During 2015 the Remaining Group recorded a loss attributable to owners of the Company of approximately HK\$120.8 million, which mainly comprised finance costs of approximately HK\$90.8 million and a loss arising from changes in the fair values of financial instruments held for trading of approximately HK\$40.1 million. This was partly offset by the share of results of joint ventures of approximately HK\$26.1 million.

Operational review

The Remaining Group was principally engaged in fund platform investment, fund investments, property investments, securities and other investments.

The Remaining Group acquired a 45% membership interest in GR Realty, together with membership and limited partnership interests in certain syndicated projects in August 2015. GR Realty acted as a jointly controlled and managed investment platform of the Remaining Group to invest in real

estate projects in the US which is expected to generate considerable investment returns from the operation and management of such real estate assets. For the year ended 31 December 2015, the Remaining Group shared a post-acquisition profit of approximately HK\$26.1 million and received the dividend of approximately HK\$10.2 million as a result of its interest in GR Realty and certain syndicated projects controlled by GR Realty. As at 31 December 2015, the Remaining Group's interest in GR Realty, together with interest in certain syndicated projects controlled by GR Realty, amounted to approximately HK\$935.2 million.

GR Realty is a well-established platform principally engaged in the ownership and/or management of its investment portfolio which comprised 75 commercial properties, representing 121 buildings, with approximately 14.7 million square feet in 21 states across the US, as at 31 December 2015.

Fund investments provided an efficient means for the Remaining Group to capture more sound investment opportunities, diversify its risk exposure, and further enhance its rate of return through efficient management and a wider access to investment channels. The carrying value of its fund investment portfolio increased by approximately 158.0% to approximately HK\$2,100.4 million, primarily due to further investments made to two investment funds during 2015. No revenue or gain has been recognised from fund investments during 2015. Apart from other movement, a decrease of approximately HK\$6.5 million in fair value of fund investments was recorded in other comprehensive income for 2015 because of the volatile global financial market conditions.

Property investments provided a steady and reliable income and cash flow in addition to the possible capital gains from appreciation in value. As at 31 December 2015, the Remaining Group's investment properties comprised A-grade office premises in Hong Kong with a total gross floor area of approximately 16,000 square feet and residential units in New York with a total gross floor area of approximately 17,000 square feet, with full occupancy. For the year ended 31 December 2015, total rental income increased by approximately 39.5% to approximately HK\$18.2 million as a result of a full year rental contribution from 20 residential units in New York acquired by the Remaining Group in the second and third quarters of 2014, and a revaluation gain on investment properties of approximately HK\$9.7 million was recorded.

Security investment portfolio forms part of the Remaining Group's cash management activities, and the maintaining of a scalable investment portfolio with proper diversification allowed the Remaining Group to avoid the fluctuation of any single market. The carrying value of the Remaining Group's portfolio of securities and other investments as at 31 December 2015 amounted to approximately HK\$262.8 million. For 2015, total revenue from securities and other investments decreased from approximately HK\$62.0 million to approximately HK\$2.9 million, mainly resulting from the decrease in sales of gold bullions of approximately HK\$58.3 million. Moreover, the Remaining Group recorded a loss from changes in fair value of financial instruments held for trading of approximately HK\$40.1 million as a result of the global capital market developments, during the second half of 2015.

Liquidity and financial resources

Total assets and net asset value of the Remaining Group as at 31 December 2015 were approximately HK\$7,604.2 million and approximately HK\$5,032.4 million, respectively.

As at 31 December 2015, the carrying amount of the Remaining Group's total borrowings amounted to approximately HK\$2,465.0 million, of which approximately HK\$863.3 million were repayable within one year.

Total cash resources (including bank balances and cash and short-term bank deposits) amounted to approximately HK\$3,160.2 million as at 31 December 2015, the amount of which is larger than the borrowings of the Remaining Group of approximately HK\$2,465.0 million. Therefore, the Remaining Group did not have any gearing on a net debt basis as at 31 December 2015.

Employees

As at 31 December 2015, the total number of staff employed was 26. During 2015, the level of its overall staff cost was approximately HK\$28.6 million, including share-based compensation of approximately HK\$5.3 million. When formulating staff salary and benefit policies, the Remaining Group gave primary consideration to their individual performance and prevailing salary levels in the market.

With a view to encouraging and rewarding contribution made by its staff, the Remaining Group has adopted a share option scheme and believed that this would be an effective tool for achieving this purpose. During 2015, the Remaining Group granted 5,000,000 share options under such scheme to executive and non-executive directors and certain other employees of it.

Exchange rate exposure

During 2015, the Remaining Group's assets and liabilities were mainly denominated in Hong Kong Dollars, United States Dollars, Renminbi and Australian Dollars. The Remaining Group has entered into relative hedging to mitigate the foreign exchange rate risk and continued to closely monitor the exposure.

Pledge of assets

As at 31 December 2015, the Remaining Group did not have any pledged assets.

Contingent liabilities

As at 31 December 2015, the Remaining Group had no significant contingent liabilities.

Material acquisitions and disposals

In February 2015, the Remaining Group disposed of its equity investment of a total of 4,500,000 shares in Anhui Yangzi Floor Co., Ltd, at a price of RMB5.5 per share in a series of transactions on the open market of National Equities Exchange and Quotations, with a net profit of approximately HK\$5.1 million recorded during the Year. The details are set out in the Company's announcement dated 13 February 2015.

In June 2015, the Remaining Group has entered into a subscription agreement for the subscription of new non-redeemable, non-voting participating shares of Neutron Property Fund Limited ("**Neutron Property**"), at an aggregate subscription price of US\$55 million. The details are set out in the announcement of the Company dated 29 June 2015 and the circular of the Company dated 14 August 2015.

In November 2015, the Remaining Group entered into a subscription agreement for subscribing for an interest as a limited partner in Prosperity Risk Balanced Fund LP with commitments of US\$60 million (equivalent to approximately HK\$465 million). The details are set out in the announcement of the Company dated 3 November 2015 and the circular of the Company dated 25 November 2015.

In December 2015, the Remaining Group entered into a loan agreement with GR Realty, in relation to the provision of a loan in the principal amount of US\$37.5 million to GR Realty. The details are set out in the announcement of the Company dated 10 December 2015 and the circular of the Company dated 24 December 2015.

Set out below is the unaudited financial information of Chance Bright Limited (the “**Disposal Company**”) and its interests in joint ventures (the “**Disposal Group**”) which comprises the unaudited consolidated statements of financial position of the Disposal Company as at 31 December 2013, 2014 and 2015 and the related unaudited consolidated income statements and statements of comprehensive income, unaudited consolidated statements of changes in equity and unaudited consolidated statements of cash flow for the years ended 31 December 2013, 2014 and 2015 and certain explanatory notes (altogether the “**Unaudited Financial Information**”).

The Unaudited Financial Information has been prepared in accordance with paragraph 14.68(2)(a)(i) of the Rules Governing the Listing of Securities on Stock Exchange and the basis of preparation as set out in note 2 to the Unaudited Financial Information.

The Unaudited Financial Information is prepared by the Directors solely for the purpose of inclusion in this circular in connection with the Disposal. The Company’s reporting accountant, BDO Limited, has reviewed the Unaudited Financial Information of the Disposal Group in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” and with reference to Practice Note 750 “Review of Financial Information under the Hong Kong Listing Rules for a Very Substantial Disposal” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable the reporting accountant to obtain assurance that the reporting accountant would become aware of all significant matters that might be identified in an audit. Accordingly, the reporting accountant does not express an audit opinion. Based on the review, nothing has come to their attention that causes them to believe that the Unaudited Financial Information is not prepared, in all material respects, in accordance with the basis of preparation as set out in note 2 to the Unaudited Financial Information.

UNAUDITED CONSOLIDATED INCOME STATEMENTS AND STATEMENTS OF
COMPREHENSIVE INCOME

	For the year ended 31 December		
	2013	2014	2015
	HK\$'000	HK\$'000	HK\$'000
Other income	—	32	—
Other operating expenses	(21)	(22)	(26)
Share of results of joint ventures	<u>26,714</u>	<u>(30,173)</u>	<u>(1,014,398)</u>
Profit/(Loss) before income tax	26,693	(30,163)	(1,014,424)
Income tax	<u>—</u>	<u>—</u>	<u>—</u>
Profit/(Loss) for the year	26,693	(30,163)	(1,014,424)
Other comprehensive income:			
<i>Item that may be subsequently reclassified to profit or loss:</i>			
— Share of other comprehensive income of joint ventures	<u>—</u>	<u>—</u>	<u>(61,344)</u>
Other comprehensive income for the year	<u>—</u>	<u>—</u>	<u>(61,344)</u>
Total comprehensive income for the year	<u><u>26,693</u></u>	<u><u>(30,163)</u></u>	<u><u>(1,075,768)</u></u>

UNAUDITED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at 31 December		
		2013	2014	2015
	Note	HK\$ '000	HK\$ '000	HK\$ '000
ASSETS AND LIABILITIES				
Non-current assets				
Interests in joint ventures	3	<u>3,110</u>	<u>1,772,482</u>	<u>1,232,744</u>
Current assets				
Prepayments		13	15	15
Amount due from an immediate holding company	4	<u>26,700</u>	<u>—</u>	<u>—</u>
		<u>26,713</u>	<u>15</u>	<u>15</u>
Current liabilities				
Other payables and accrued charges		8	8	8
Amount due to an immediate holding company	4	<u>—</u>	<u>1,772,837</u>	<u>2,308,867</u>
		<u>8</u>	<u>1,772,845</u>	<u>2,308,875</u>
Net current assets/(liabilities)		<u>26,705</u>	<u>(1,772,830)</u>	<u>(2,308,860)</u>
Net assets/(liabilities)		<u><u>29,815</u></u>	<u><u>(348)</u></u>	<u><u>(1,076,116)</u></u>
Share capital		—	—	—
Reserves		<u>29,815</u>	<u>(348)</u>	<u>(1,076,116)</u>
Total equity/(Capital deficiency)		<u><u>29,815</u></u>	<u><u>(348)</u></u>	<u><u>(1,076,116)</u></u>

UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Share capital <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	Retained earnings/ (Accumulated losses) <i>HK\$'000</i>	Total equity/ (Capital deficiency) <i>HK\$'000</i>
At 1 January 2013	—	—	3,122	3,122
Profit and total comprehensive income for the year	<u>—</u>	<u>—</u>	<u>26,693</u>	<u>26,693</u>
Balance at 31 December 2013 and 1 January 2014	—	—	29,815	29,815
Loss and total comprehensive income for the year	<u>—</u>	<u>—</u>	<u>(30,163)</u>	<u>(30,163)</u>
Balance at 31 December 2014 and 1 January 2015	—	—	(348)	(348)
Loss for the year	—	—	(1,014,424)	(1,014,424)
Other comprehensive income	<u>—</u>	<u>(61,344)</u>	<u>—</u>	<u>(61,344)</u>
Total comprehensive income for the year	<u>—</u>	<u>(61,344)</u>	<u>(1,014,424)</u>	<u>(1,075,768)</u>
Balance at 31 December 2015	<u><u>—</u></u>	<u><u>(61,344)</u></u>	<u><u>(1,014,772)</u></u>	<u><u>(1,076,116)</u></u>

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOW

	For the year ended 31 December		
	2013	2014	2015
	HK\$'000	HK\$'000	HK\$'000
Cash flows from operating activities			
Profit/(Loss) before income tax	26,693	(30,163)	(1,014,424)
Adjustment for:			
Share of results of joint ventures	<u>(26,714)</u>	<u>30,173</u>	<u>1,014,398</u>
Operating (loss)/profit before working capital changes	(21)	10	(26)
Increase in prepayments	—	(2)	—
Decrease in amount due from a joint venture	<u>869</u>	<u>—</u>	<u>—</u>
Net cash generated from/(used in) operating activities	<u>848</u>	<u>8</u>	<u>(26)</u>
Cash flows from investing activities			
Distribution from a joint venture	27,572	—	—
Capital refund from a joint venture	2,746	—	—
Capital contributions to joint ventures	<u>—</u>	<u>(1,799,545)</u>	<u>(536,004)</u>
Net cash generated from/(used in) investing activities	<u>30,318</u>	<u>(1,799,545)</u>	<u>(536,004)</u>
Cash flows from financing activity			
Changes in amount due from/to an immediate holding company	<u>(31,166)</u>	<u>1,799,537</u>	<u>536,030</u>
Net cash (used in)/generated from financing activity	<u>(31,166)</u>	<u>1,799,537</u>	<u>536,030</u>
Net change in cash and cash equivalent	—	—	—
Cash and cash equivalent at beginning of year	<u>—</u>	<u>—</u>	<u>—</u>
Cash and cash equivalent at end of year	<u>—</u>	<u>—</u>	<u>—</u>

NOTES TO THE UNAUDITED FINANCIAL INFORMATION**1. GENERAL INFORMATION**

Chance Bright Limited (the “**Disposal Company**”) is a company incorporated in Cayman Islands and registered as an exempted company with limited liability under the Companies Law of the Cayman Islands.

On 19 May 2016, Gemini Investment (Holdings) Limited (the “**Company**”) and Xin Cai Global Investment Limited (the “**Buyer**”), the immediate holding company of the Disposal Company entered into a sale and purchase agreement for the disposal of entire issued share capital of the Disposal Company and assignment of shareholder’s loan extended to the Disposal Company to the Buyer (the “**Disposal**”).

The Disposal Company is an investment holding company.

Particulars of the principal companies now comprising the Disposal Group and its interests in joint ventures (the “**Disposal Group**”) is set out in Note 3:

2. BASIS OF PREPARATION OF THE UNAUDITED FINANCIAL INFORMATION

The unaudited financial information of the Disposal Group for the three years ended 31 December 2013, 2014 and 2015 (the “**Unaudited Financial Information**”) has been prepared in accordance with paragraph 14.68(2)(a)(i) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and solely for the purposes of inclusion in the circular issued by the Company in connection with the Disposal.

The amounts included in the Unaudited Financial Information has been recognised and measured in accordance with the relevant accounting policies of the Company adopted in the preparation of the consolidated financial statements of the Company and its subsidiaries for the relevant years or periods, which conform with Hong Kong Financial Reporting Standards (“**HKFRSs**”) which include all HKFRSs, Hong Kong Accounting Standard (“**HKAS**”) and Interpretations) issued by the HKICPA and accounting principles generally accepted in Hong Kong. The Unaudited Financial Information has been prepared under the historical cost convention. The Unaudited Financial Information is presented in Hong Kong dollar (“**HK\$**”) and all values are rounded to the nearest thousand (HK\$’000) except when otherwise indicated.

The Unaudited Financial Information does not contain sufficient information to constitute a complete set of financial statements as defined in HKAS 1 “Presentation of Financial Statements” nor a set of condensed financial statements as defined in HKAS 34 “Interim Financial Reporting” issued by the HKICPA, and should be read in connection with the published annual financial statements of the Gemini Investments (Holdings) Limited and its subsidiaries for the year ended 31 December 2015.

As at 31 December 2015, the net current liabilities of Disposal Group exceeded its current assets by approximately HK\$2,309 million. The Company has undertaken to provide continued financial support to enable the Disposal Group to fulfil its financial liabilities when they fall due and not to demand repayment of debt due from the Disposal Company until the Disposal Company is in a position to repay. Accordingly, the Unaudited Financial Information has been prepared by the directors of the Company on a going concern basis.

3. INTEREST IN JOINT VENTURES

	2013 <i>HK\$'000</i>	2014 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
At the beginning of the year	6,715	3,110	1,772,482
Capital contributions	—	1,799,545	536,004
Dividend distribution	(30,319)	—	—
Share of post-acquisition profits/(losses) and other comprehensive income	26,714	(30,173)	(1,075,742)
At the end of the year	<u>3,110</u>	<u>1,772,482</u>	<u>1,232,744</u>

As at each end of the reporting periods, the Disposal Group has interests in the following significant joint ventures:

Name of joint venture	Place of incorporation	Issued and fully paid up capital	Proportion of issued share held	Principal activity
Sino Prosperity Real Estate Limited	Cayman Islands	N/A	50%	Investment holdings
Sino Prosperity Real Estate Advisor Limited	Cayman Islands	N/A	50%	Investment advisory

Under HKFRS11, these joint arrangements are classified as joint ventures and have been included in the Unaudited Financial Information of the Disposal Group using the equity method.

The summarised financial information in respect of the joint ventures is as follows:

<i>Sino Prosperity Real Estate Limited</i>	2013 <i>HK\$'000</i>	2014 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
As at 31 December			
Current assets	3,732	30,452,104	24,438,218
Non-current assets	—	1,535,904	407,070
Current liabilities	(2,782)	(17,730,768)	(17,371,585)
Non-current liabilities	—	(10,304,226)	(4,869,820)
Net assets	<u>950</u>	<u>3,953,014</u>	<u>2,603,883</u>
<i>Included in the above amounts are:</i>			
Cash and cash equivalents	3,732	683,602	1,073,461
Current financial liabilities (excluding trade and other payable)	—	(6,299,680)	(1,782,166)
Non-current financial liabilities (excluding other payable and provision)	—	(9,803,332)	(4,451,550)

APPENDIX II
**UNAUDITED FINANCIAL INFORMATION
OF THE DISPOSAL GROUP**

	2013 <i>HK\$'000</i>	2014 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Year ended 31 December			
Revenues	54,657	—	9,210,544
Loss for the year	(7,169)	(54,854)	(2,024,225)
Other comprehensive income	(321)	—	(122,693)
Total comprehensive income	<u>(7,490)</u>	<u>(54,854)</u>	<u>(2,146,918)</u>
<i>Included in the above amounts are:</i>			
Depreciation	—	—	(3,673)
Interest income	—	8	9,618
Interest expenses	—	—	(53,540)
Income tax credit	—	—	82,854
	<u>—</u>	<u>—</u>	<u>82,854</u>
<i>Sino Prosperity Real Estate Advisor Limited</i>			
	2013 <i>HK\$'000</i>	2014 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
As at 31 December			
Current assets	7,192	2,505	5,705
Non-current assets	368	155	157
Current liabilities	(1,982)	(2,570)	(10,341)
Net assets/(liabilities)	<u>5,578</u>	<u>90</u>	<u>(4,479)</u>
<i>Included in the above amounts are:</i>			
Cash and cash equivalents	3,329	2,094	2,427
Current financial liabilities (excluding trade and other payable)	(674)	(1,924)	(9,929)
	<u>(674)</u>	<u>(1,924)</u>	<u>(9,929)</u>
Year ended 31 December			
Revenues	10,372	4,073	—
Profit/(Loss) for the year	1,808	(5,531)	(4,572)
Other comprehensive income	17	39	5
Total comprehensive income	<u>1,825</u>	<u>(5,492)</u>	<u>(4,567)</u>
<i>Included in the above amounts are:</i>			
Depreciation and amortisation	126	214	203
Interest income	2	2	—
Income tax credit	(98)	—	—
	<u>(98)</u>	<u>—</u>	<u>—</u>

4. AMOUNTS DUE FROM/TO AN IMMEDIATE HOLDING COMPANY

The amounts due are unsecured, interest-free and repayable on demand.

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP

The unaudited pro forma financial information of the Gemini Investments (Holdings) Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) excluding Chance Bright Limited (the “**Disposal Company**”) and its interests in joint ventures (the “**Remaining Group**”) (the “**Unaudited Pro Forma Financial Information**”) presented below is prepared to illustrate (a) the financial position of the Remaining Group as if the Disposal had been taken place on 31 December 2015 and (b) the results and cash flows of the Remaining Group for the year ended 31 December 2015 as if the Disposal had been taken place on 1 January 2015. This Unaudited Pro Forma Financial Information has been prepared for illustrative purpose only, and because of its hypothetical nature does not purport to present the true picture of (i) the financial position of the Remaining Group as at 31 December 2015 or at any future date had the Disposal been taken place on 31 December 2015; or (ii) the results and cash flows of the Remaining Group for the year ended 31 December 2015 or for any future period had the Disposal been taken place on 1 January 2015.

The Unaudited Pro Forma Financial Information is prepared based on the audited consolidated statement of financial position of the Group as at 31 December 2015, the audited consolidated income statement and audited consolidated statement of cash flows of the Group for the year ended 31 December 2015, and the unaudited financial information of the Disposal Group set out in Appendix II to this Circular, after giving effect to pro forma adjustments described in the notes and has been prepared in accordance with Rules 4.29 and 14.68(2)(a)(ii) of the Listing Rules.

DISCLOSURE UNDER SECTION 436 OF THE COMPANIES ORDINANCE

The audited consolidated statement of financial position of the Group as at 31 December 2015 included in the Unaudited Pro Forma Financial Information set out below in this appendix does not constitute the Company’s statutory annual consolidated financial statements for the year ended 31 December 2015 but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Companies Ordinance is as follows:

1. The Company will deliver the financial statements for the year ended 31 December 2015 to the Registrar of Companies in due course as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.
2. The Company’s auditor has reported on these financial statements. The auditor’s report was unqualified; which did not include a reference to any matters to which the auditor drew attention by way of emphasis; and did not contain a statement under either sections 406(2), 407(2) or 407(3) of the Companies Ordinance.

APPENDIX III
**UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE REMAINING GROUP**
**(A) UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL
POSITION OF THE REMAINING GROUP**

	Audited consolidated statement of financial position of the Group as at 31 December 2015 <i>HK\$'000</i> <i>(Note 1)</i>	<i>Notes</i>	Pro forma adjustments <i>HK\$'000</i>	Unaudited pro forma consolidated statement of financial position of the Remaining Group as at 31 December 2015 <i>HK\$'000</i>
Non-current assets				
Investment properties	528,275			528,275
Property, plant and equipment	3,384			3,384
Interests in joint ventures	2,167,916	2	(1,232,744)	935,172
Available-for-sale investments	2,207,382			2,207,382
Loan receivables	573,504			573,504
	5,480,461			4,247,717
Current assets				
Deposits, prepayments and other receivables	14,059	2	(15)	14,044
Loan receivables	26,393			26,393
Financial instruments held for trading	155,825			155,825
Short-term bank deposits	214,576			214,576
Bank balances and cash	636,918	3	1,156,600	1,786,518
	1,047,771	3	(7,000)	2,197,356
Total assets	6,528,232			6,445,073
Current liabilities				
Other payables and accrued charges	39,178	2	(8)	39,170
Amount due to a fellow subsidiary	65,880			65,880
Taxation payable	102			102
Borrowings	863,333			863,333
	968,493			968,485
Net current assets	79,278			1,228,871
Total assets less current liabilities	5,559,739			5,476,588

APPENDIX III
**UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE REMAINING GROUP**

	Audited consolidated statement of financial position of the Group as at 31 December 2015 <i>HK\$'000</i> <i>(Note 1)</i>	<i>Notes</i>	Pro forma adjustments <i>HK\$'000</i>	Unaudited pro forma consolidated statement of financial position of the Remaining Group as at 31 December 2015 <i>HK\$'000</i>
Capital and reserves				
Share capital	184,881			184,881
Reserves	3,771,465	3	(144,495)	3,688,314
	_____	3	61,344	_____
Total equity	3,956,346			3,873,195
	-----			-----
Non-current liabilities				
Borrowings	1,601,625			1,601,625
Deferred tax liabilities	1,768			1,768
	_____			_____
	1,603,393			1,603,393
	-----			-----
Total equity and non-current liabilities	5,559,739			5,476,588
	=====			=====

APPENDIX III

**UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE REMAINING GROUP**

**(B) UNAUDITED PRO FORMA CONSOLIDATED INCOME STATEMENT OF
THE REMAINING GROUP**

	Audited consolidated income statement of the Group for the year ended 31 December 2015 <i>HK\$'000</i> <i>(Note 1)</i>	<i>Notes</i>	Pro forma adjustments <i>HK\$'000</i>	Unaudited pro forma consolidated income statement of the Remaining Group for the year ended 31 December 2015 <i>HK\$'000</i>
Sales proceeds from disposal of financial instruments held for trading	736,687			736,687
Turnover	22,633			22,633
Other income	15,776			15,776
Employee costs	(23,350)			(23,350)
Share-based compensation	(5,264)			(5,264)
Depreciation	(1,785)			(1,785)
Other expenses	(36,650)			(36,650)
Loss arising from changes in fair value of financial instruments held for trading	(40,111)			(40,111)
Gain arising from changes in fair value of investment properties	9,728			9,728
Gain on disposal of available-for-sales investment	5,084			5,084
Share of results of joint ventures	(988,290)	4	1,014,398	26,108
Loss on disposal of a subsidiary	—	5	(549,878)	(549,878)
Finance costs	(90,780)			(90,780)
Loss before income tax	(1,133,009)			(668,489)
Income tax	(2,238)			(2,238)
Loss for the year	(1,135,247)			(670,727)
Loss for the year attributable to:				
Owners of the Company	(1,135,247)			(670,727)
Losses per share for loss attributable to owners of the Company				
— basic (HK dollars)	(2.52)			(1.50)
— diluted (HK dollars)	N/A			N/A

APPENDIX III
**UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE REMAINING GROUP**
**(C) UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF CASH
FLOWS OF THE REMAINING GROUP**

	Audited consolidated statement of cash flows of the Group for the year ended 31 December 2015 <i>HK\$'000</i> <i>(Note 1)</i>	<i>Notes</i>	Pro forma adjustments <i>HK\$'000</i>	Unaudited pro forma consolidated statement of cash flows of the Remaining Group for the year ended 31 December 2015 <i>HK\$'000</i>
Cash flows from operating activities				
Loss before income tax	(1,133,009)	4	1,014,398	(668,489)
		5	(549,878)	
Adjustments for:				
Depreciation	1,785			1,785
Loss arising from changes in fair value of financial instruments held for trading	40,111			40,111
Share-based compensation	5,264			5,264
Share of results of joint ventures	988,290	4	(1,014,398)	(26,108)
Gain arising from changes in fair value of investment properties	(9,728)			(9,728)
Finance costs	90,780			90,780
Interest income from bank deposits	(2,245)			(2,245)
Other interest income	(13,447)			(13,447)
Gain on disposal from available-for-sale investment	(5,084)			(5,084)
Loss on disposal of a subsidiary	—	5	549,878	549,878
Operating loss before working capital changes	(37,283)			(37,283)
Decrease in deposits and prepayments	4,401			4,401
Decrease in amount due from immediate holding company	2,910			2,910
Increase in financial instruments held for trading	(81,225)			(81,225)
Decrease in other payables and accrued charges	(35,561)			(35,561)
Cash used in operations	(146,758)			(146,758)
Income tax paid	(580)			(580)
Net cash used in operating activities	(147,338)			(147,338)

APPENDIX III
**UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE REMAINING GROUP**

	Audited consolidated statement of cash flows of the Group for the year ended 31 December 2015 HK\$'000 (Note 1)	Notes	Pro forma adjustments HK\$'000	Unaudited pro forma consolidated statement of cash flows of the Remaining Group for the year ended 31 December 2015 HK\$'000
Cash flows from investing activities				
Purchase of property, plant and equipment	(2,269)			(2,269)
Acquisition of available-for-sale investments	(929,976)			(929,976)
Capital contributions to joint ventures	(1,441,267)			(1,441,267)
Distribution from a joint venture	10,150			10,150
Loans advanced to investee, trustee, joint venture and member of a joint venture	(599,897)			(599,897)
Proceeds from disposal of available-for-sale investment	31,333			31,333
Proceeds from disposal of a subsidiary	—	5	1,229,611	1,229,611
Transaction fees paid in relation to the Disposal	—	5	(7,000)	(7,000)
Interest received	5,217			5,217
Net cash used in investing activities	(2,926,709)			(1,704,098)
Cash flows from financing activities				
New loans raised	2,744,135			2,744,135
Repayment of borrowings	(1,000,000)			(1,000,000)
Repayment of obligation under finance lease	(46)			(46)
Interest paid	(42,694)			(42,694)
Advance from a fellow subsidiary	65,880			65,880
Proceeds from exercise of share options	2,839			2,839
Net cash generated from financing activities	1,770,114			1,770,114
Net decrease in cash and cash equivalents	(1,303,933)			(81,322)
Cash and cash equivalents at beginning of the year	2,157,863			2,157,863
Effect of foreign exchange rate changes	(2,436)			(2,436)
Cash and cash equivalents at end of the year	851,494			2,074,105
Analysis of the balances of cash and cash equivalents				
Short-term bank deposits	214,576			214,576
Bank balances and cash	636,918			1,859,529
	851,494			2,074,105

**(D) NOTES TO THE UNAUDITED PRO FORMA FINANCIAL INFORMATION
OF THE REMAINING GROUP**

1. The audited consolidated statement of financial position of the Group as at 31 December 2015, the audited consolidated income statement and the audited consolidated statement of cash flows of the Group for the year ended 31 December 2015 are extracted without adjustment from the published annual report of the Company for the year ended 31 December 2015.
2. The adjustment represents the exclusion of the assets and liabilities, except the shareholder's loan (note 3 (c)) which was eliminated in the consolidated statement of financial position of the Group, of the Disposal Company and its interests in joint ventures (the "Disposal Group") as at 31 December 2015, assuming the Disposal had been taken place on 31 December 2015.
3. The adjustment reflects the estimated result on the Disposal as if the Disposal had been taken place on 31 December 2015. The calculation of the estimated loss on the Disposal is as follows:

	<i>HK\$ '000</i>
Cash consideration for the Disposal (a)	1,156,600
Net liabilities of the Disposal Group as at 31 December 2015 (b)	1,076,116
Assignment of shareholder's loan to the buyer (c)	(2,308,867)
Estimated direct expenses in relation of the Disposal (d)	<u>(7,000)</u>
Estimated loss on the Disposal before release of the cumulative exchange reserve attributable to the Disposal Group	(83,151)
Release of the cumulative exchange reserve attributable to the Disposal Group upon completion of the Disposal	<u>(61,344)</u>
Estimated loss on the Disposal as at 31 December 2015	<u><u>(144,495)</u></u>

- (a) Pursuant to the terms of the Agreement, the cash consideration is RMB970,000,000. It is converted to HK\$ at HK\$1.0000 to RMB0.8387, being the closing exchange rate of RMB against HK\$ as at 31 December 2015, and is equivalent to approximately HK\$1,156,600,000, because the Disposal was assumed to have taken place on 31 December 2015.

- (b) The net liabilities of the Disposal Group as at 31 December 2015 are extracted from the unaudited consolidated statement of financial position of the Disposal Group as at 31 December 2015, as set out in Appendix II to this Circular.
- (c) The amount represents the aggregate amount of the loans and net amount due and owing by the Disposal Company to the Company as at 31 December 2015. Pursuant to the terms of the Agreement, the Company would assign these loans and amount due from the Disposal Company to the buyer upon the Disposal.
- (d) The Company incurred certain transaction fees in relation to the Disposal, such as fee incurred for financial advisory, legal and professional service and valuation service, amounting to approximately HK\$7,000,000 for the year ended 31 December 2015 and have been fully settled on that date.

This adjustment has no continuing effect on the financial statement of the Group in subsequent years.

4. Assuming the Disposal had taken place on 1 January 2015, the Group will cease to have control over the Disposal Group. The adjustment reflects the reversal of share of results of joint ventures for the year ended 31 December 2015 of approximately HK\$1,014,398,000 which is calculated based on 50% of the net loss of a joint venture of approximately HK\$2,028,796,000 owned by the Disposal Group and accounted for as interests in joint ventures in the Group.
5. The adjustment reflects the estimated result on the Disposal as if the Disposal had been taken place on 1 January 2015. The calculation of the estimated loss on the Disposal is as follows:

	<i>HK\$'000</i>
Cash consideration for the Disposal (a)	1,229,611
Net liabilities of the Disposal Group as at 1 January 2015 (b)	348
Assignment of shareholder's loan to the buyer (c)	(1,772,837)
Estimated direct expenses in relation of the Disposal (d)	<u>(7,000)</u>
Estimated loss on the Disposal as at 1 January 2015	<u><u>(549,878)</u></u>

- (a) Pursuant to the terms of the Agreement, the cash consideration is RMB970,000,000. It is converted to HK\$ at HK\$1.0000 to RMB0.7889, being the closing exchange rate of RMB against HK\$ as at 1 January 2015, and is equivalent to approximately HK\$1,229,611,000, because the Disposal was assumed to have taken place on 1 January 2015.

- (b) The net liabilities of the Disposal Group as at 1 January 2015 are extracted from the unaudited consolidated statement of financial position of the Disposal Group as at 31 December 2014, as set out in Appendix II to this Circular.
- (c) The amount represents the aggregate amount of the loans and net amount due and owing by the Disposal Company to the Company as at 1 January 2015. Pursuant to the terms of the Agreement, the Company would transfer these loans and amount due from the Disposal Company to the buyer upon the Disposal.
- (d) The Company incurred certain transaction fees in relation to the Disposal, such as fee incurred for financial advisory, legal and professional service and valuation service, amounting to approximately HK\$7,000,000 for the year ended 31 December 2015 and have been fully settled on the transaction date.

This adjustment has no continuing effect on the financial statement of the Group in subsequent years.

The following is the text of a report from BDO Limited, the independent reporting accountant, in respect of the unaudited pro forma financial information of the Remaining Group as set out in this Appendix and prepared for the sole purpose of inclusion in this circular.



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香港干諾道中111號
永安中心25樓

The Board of Directors
Gemini Investments (Holdings) Limited
Suite 3902, 39th Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

Dear Sirs

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Gemini Investments (Holdings) Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) excluding Chance Bright Limited and its joint ventures (the “**Remaining Group**”) prepared by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of financial position as at 31 December 2015, unaudited pro forma consolidated income statement and unaudited pro forma consolidated statement of cash flows for the year ended 31 December 2015, and related notes as set out on pages III-2 to III-9 of the circular (the “**Circular**”) issued by the Company dated 10 June 2016 (the “**Unaudited Pro Forma Financial Information**”). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on page III-1 of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the disposal of entire issued share capital of Chance Bright Limited and assignment of the shareholder’s loan extended to Chance Bright Limited (the “**Disposal**”) on the Group’s financial position as at 31 December 2015 and the Group’s

BDO Limited
香港立信德豪會計師事務所有限公司

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financial performance and cash flows for the year ended 31 December 2015 as if the Disposal had taken place at 31 December 2015 and 1 January 2015, respectively. As part of this process, information about the Group's financial position, financial performance and cash flows has been extracted by the Directors from the Group's financial statements for the year ended 31 December 2015, on which an independent auditor's report has been published.

DIRECTORS' RESPONSIBILITY FOR THE PRO FORMA FINANCIAL INFORMATION

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* ("**AG 7**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

OUR INDEPENDENCE AND QUALITY CONTROL

We have complied with the independence and other ethical requirement of the *Code of Ethics for Professional Accountants* issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies Hong Kong Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

REPORTING ACCOUNTANT'S RESPONSIBILITIES

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the HKICPA. This standard requires that the reporting accountants comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of the Unaudited Pro Forma Financial Information included in the Circular is solely to illustrate the impact of Disposal on unadjusted financial information of the Group as if the Disposal had occurred or transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Disposal at 31 December 2015 or 1 January 2015 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the Disposal, and to obtain sufficient appropriate evidence about whether:

- The related unaudited pro forma adjustments give appropriate effect to those criteria; and
- The Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Group, the Disposal in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

OPINION

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

BDO Limited

Certified Public Accountants

Chow Tak Sing, Peter

Practising Certificate Number P04659

Hong Kong, 10 June 2016

The following is the text of a letter, summary of valuations and valuation certificates prepared for the purpose of incorporation in this Circular received from DTZ Cushman & Wakefield Limited, an independent property valuer, in connection with its opinion of value of the property interests held by the Disposal Group as at 31 March 2016.



16/F
Jardine House
1 Connaught Place
Central
Hong Kong

10 June 2016

The Directors
Gemini Investment (Holdings) Limited
Room 3902
39/F, Lippo Centre Tower 1
89 Queensway
Hong Kong

Dear Sirs,

**Instructions, Purpose &
Date of Valuation**

In accordance with the instructions from Gemini Investment (Holdings) Limited (the “**Company**”) for us to value the properties in which Chance Bright Limited (機明有限公司) and its interests in joint ventures (the “**Disposal Group**”) have interests in the People’s Republic of China (the “**PRC**”), we confirm that we have inspected the properties, made relevant enquiries and obtained such further information as we consider necessary for the purpose to provide you with our opinion of the values of such properties as at 31 March 2016 (the “**date of valuation**”).

Basis of Valuation

Our valuation of each of the properties represents its market value which in accordance with The HKIS Valuation Standards 2012 Edition published by the Hong Kong Institute of Surveyors is defined as “the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

Valuation Assumptions

Our valuations exclude an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangement, special considerations or concessions granted by anyone associated with the sale, or any element of special value.

In valuing the properties, we have complied with the requirements set out in The HKIS Valuation Standards 2012 Edition published by the Hong Kong Institute of Surveyors. We have also complied with all the requirements contained in Chapter 5 and Practice Note 12 to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited.

Unless otherwise stated, in the course of our valuation of the properties in the PRC, we have assumed that the transferable land use rights of the properties for their respective terms at nominal annual land use fees have been granted and that any premium payable has already been fully paid. We have relied on the information regarding the title to each of the properties and the interests of the Disposal Group in the properties. In valuing the properties, we have assumed that the Disposal Group has an enforceable title to each of the properties and has free and uninterrupted rights to use, occupy or assign the properties for the whole of the respective unexpired land use term as granted.

No allowance has been made in our valuations for any charges, mortgages or amounts owing on the properties nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the properties are free from encumbrances, restrictions and outgoings of an onerous nature which could affect their values.

Method of Valuation

We have mainly adopted Direct Comparison Method by making reference to comparable sale evidences as available on the market. For properties which are subject to tenancies, we have also adopted Investment Method by capitalizing the rents derived from the existing tenancies with due allowance for any reversionary potential.

Regarding the properties which are held by the Disposal Group under development, we have valued on the basis that each property will be developed and completed in accordance with the Disposal Group's latest development proposals provided to us. We have assumed that all consents, approvals and licences from relevant government authorities for the development proposals have been obtained without onerous conditions or delays. We have also assumed that the design and construction of the development are in compliance with the local planning regulations and have been approved by the relevant authorities. The development value as if completed represents our opinion of the aggregate value of the development assuming it had been completed at the date of valuation. In arriving at the final value of the property in existing state, we have also taken into account the construction costs expended and the costs that will be expended to reflect the quality of the completed development.

Source of Information

We have been provided by the Disposal Group with extracts of document copies in relation to the titles of the properties and fundamental information for carrying out the valuations. However, we have not inspected the original documents to ascertain any amendments which may not appear on the copies handed to us.

In the course of our valuation, we have relied to a very considerable extent on the information given to us by the Disposal Group and the Company's legal adviser, Fenxun Law Office (奮迅律師事務所) regarding the title to each of the properties and the interests of the Disposal Group in the properties in respect of the properties in the PRC. We have accepted advice given by the Disposal Group on such matters as planning approvals or statutory notices, easements, tenure, identification of land and buildings, completion date of buildings, number of units, particulars of occupancy, development scheme, construction costs, tenancy details, site and floor areas, interest attributable to the Disposal Group and all other relevant matters.

Dimensions, measurements and areas included in the valuations are based on information provided to us and are therefore only approximations. We have had no reason to doubt the truth and accuracy of the information provided to us by the Disposal Group which is material to the valuations. We were also advised by the Disposal Group that no material facts have been omitted from the information provided.

We would point out that the copies of documents and information of the properties provided to us are mainly compiled in Chinese characters and the transliteration into English represents our understanding of the contents. We would therefore advise you to make reference to the original Chinese editions of the documents and information and consult your legal adviser regarding the legality and interpretation of these documents and information.

Title Investigation

Except extracted copies, we have not been provided with any original title documents relating to the titles of the properties in the PRC, and no searches have been made in respect of the properties. We have not searched the original documents to verify ownership or to ascertain any amendment which may not appear on the information handed to us. We are also unable to ascertain the title of the properties in the PRC and we have therefore relied on the advice given by the Disposal Group regarding the Disposal Group's interests in the properties.

Site Inspection

We have inspected the exterior and, wherever possible, the interior of the properties. However, we have not carried out any soil investigations to determine the suitability of the soil conditions and the services etc. for any future development. Our valuations are prepared on the assumption that these aspects are satisfactory and that no extraordinary expenses or delays will be incurred during the construction period. Moreover, no structural survey has been made, but in the course of our inspection, we did not note any serious defects. We are, however, not able to report that the properties are free of rot, infestation or other structural defects. No test was carried out on any of the services. Our valuations are prepared on the assumption that these aspects are satisfactory.

Unless otherwise stated, we have not been able to carry out on-site measurements to verify the site and floor areas of the properties and we have assumed that the areas shown on the documents handed to us are correct.

Currency

Unless otherwise stated, all monetary amounts indicated herein our valuations are in Renminbi (“**RMB**”) which is the official currency of the PRC.

We enclose herewith a summary of valuations and our valuation certificates.

Yours faithfully,

For and on behalf of

DTZ Cushman & Wakefield Limited

Andrew K.F. Chan

Registered Professional Surveyor (General Practice)

Registered China Real Estate Appraiser

MSc., MHKIS

Senior Director, Valuation & Advisory Services

Note: Mr. Andrew K. F. Chan is a Registered Professional Surveyor who has over 28 years of experience in the valuation of properties in the PRC.

SUMMARY OF VALUATIONS

Property	Market value in existing state as at 31 March 2016 (RMB)	Interest attributable to the Disposal Group (%)	Market value in existing state attributable to the Disposal Group as at 31 March 2016 (RMB)
Group I — Properties held by the Disposal Group under development in the PRC			
1. The portions of Ocean Century (Qinhuangdao) (遠洋·海世紀(秦皇島)) under development, Qinhuangdao, Hebei Province, the PRC	142,000,000	50	71,000,000
2. Phase 2 of Grand Canal Milestone (Hangzhou) (遠洋·大河宸章(杭州)), Gongshu District, Hangzhou, Zhejiang Province, the PRC	1,601,000,000	35	560,350,000
3. Phase 2 of DREAMING LAND (Shanghai) (遠洋·鴻郡(上海)), Fuyuan Road, Lane 885, Baoshan District, Shanghai, the PRC	746,000,000	50	373,000,000
4. Phase 4 of Ocean Holiday Manor (Dalian) (遠洋假日養生莊園(大連)), Jinshi IT Industrial Park, Dalian Economic and Technological Area, Dalian, Liaoning Province, the PRC	140,000,000	50	70,000,000
5. Phases 1B and 2 of Ocean City (Fushun) (遠洋城(撫順)), Jiangjungou, Shuncheng District, Fushun, Liaoning Province, the PRC	1,708,000,000	41.85	714,798,000
6. Phases 1 and 2 of Elite Palace (遠洋天驕), Yuangang Road, Tianhe District, Guangzhou, Guangdong Province, the PRC	3,260,000,000	17.85	581,910,000
Sub-total of Group I:	7,597,000,000		2,371,058,000

APPENDIX IV

VALUATION REPORT ON THE PROPERTY INTERESTS HELD BY THE DISPOSAL GROUP

Property	Market value in existing state as at 31 March 2016 (RMB)	Interest attributable to the Disposal Group (%)	Market value in existing state attributable to the Disposal Group as at 31 March 2016 (RMB)
Group II — Properties held by the Disposal Group for development in the PRC			
7. The remaining portions of Phase 1 and the whole of Phase 3 of Ocean Beach (Zhenjiang) (遠洋·香奈河畔(鎮江)), East of Guantangqiao Road, South of Guyang Road, Zhenjiang, Jiangsu Province, the PRC	496,000,000	27.5	136,400,000
8. The undeveloped land portions of Ocean Century (Qinhuangdao) (遠洋·海世紀(秦皇島)), Qinhuangdao, Hebei Province, the PRC	309,000,000	50	154,500,000
9. Phases 3 and 4 of Ocean City (Fushun) (遠洋城(撫順)), Jiangjougou, Shuncheng District, Fushun, Liaoning Province, the PRC	300,000,000	41.85	125,550,000
10. The undeveloped land portions of Phase 3 of Ocean Holiday Manor (Dalian) (遠洋假日養生莊園(大連)), Jinshi IT Industrial Park, Dalian Economic and Technological Area, Dalian, Liaoning Province, the PRC	143,000,000	50	71,500,000
Sub-total of Group II:	1,248,000,000		487,950,000

Property	Market value in existing state as at 31 March 2016 (RMB)	Interest attributable to the Disposal Group (%)	Market value in existing state attributable to the Disposal Group as at 31 March 2016 (RMB)
Group III — Completed properties held by the Disposal Group for sale in the PRC			
11. The unsold completed portions of Ocean Century (Qinhuangdao) (遠洋•海世紀(秦皇島)), Qinhuangdao, Hebei Province, the PRC	909,000,000	50	454,500,000
12. The unsold completed portions of Wan Hai Yi Hao (Qinhuangdao) (灣海1號(秦皇島)), Qinhuangdao, Hebei Province, the PRC	23,000,000	50	11,500,000
13. The unsold completed portions of Ocean Honored Chateau (Qingdao) (遠洋公館(青島)), No. 23 Yanerdao Road, Shinan District, Qingdao, Shandong Province, the PRC	1,184,000,000	48.5	574,240,000
14. The unsold completed portions of Grand Canal Milestone (Hangzhou) (遠洋•大河宸章(杭州)), Gongshu District, Hangzhou, Zhejiang Province, the PRC	3,200,000	35	1,120,000
15. The unsold completed portions of Ocean Chanson Mansion (Shanghai) (遠洋•香奈印象(上海)), Yangtai Road, Lvlong Road, Planned Meipu Road, Yanghang Town, Baoshan District, Shanghai, the PRC	1,249,000,000	50	624,500,000
16. The unsold completed portions of BOND CASTLE (Shanghai) (遠洋•博堡(上海)), Fuyuan Road, Lane 885, Baoshan District, Shanghai, the PRC	1,319,000,000	50	659,500,000

APPENDIX IV
VALUATION REPORT ON THE PROPERTY INTERESTS HELD BY THE DISPOSAL GROUP

Property	Market value in existing state as at 31 March 2016 (RMB)	Interest attributable to the Disposal Group (%)	Market value in existing state attributable to the Disposal Group as at 31 March 2016 (RMB)
17. Phase 1 of DREAMING LAND (Shanghai) (遠洋·鴻郡(上海)一期), Fuyuan Road, Lane 885, Baoshan District, Shanghai, the PRC	549,000,000	50	274,500,000
18. The unsold completed portions of Phases 1, 2 and 3 of Ocean Holiday Manor (Dalian) (遠洋假日養 生莊園(大連)), Jinshi IT Industrial Park, Dalian Economic and Technological Area, Dalian, Liaoning Province, the PRC	192,000,000	50	96,000,000
19. The unsold completed portions of Ocean TIMES (Dalian) (遠洋時代城(大連)), East of No. 8 Road, University Town, Dalian Development Area, Dalian, Liaoning Province, the PRC	29,550,000	50	14,775,000
20. The unsold completed portions of Phase 1A of Ocean City (Fushun) (遠洋城(撫順)), Jiangjungou, Shuncheng District, Fushun, Liaoning Province, the PRC	36,000,000	41.85	15,066,000
21. The unsold completed portions of Phases 1 and 2 of Ocean Beach (Zhenjiang) (遠洋·香奈河畔(鎮 江)), East of Guantangqiao Road, South of Guyang Road, Zhenjiang, Jiangsu Province, the PRC	491,000,000	27.5	135,025,000
Sub-total of Group III:	5,984,750,000		2,860,726,000
Grand total:	14,829,750,000		5,719,734,000

VALUATION CERTIFICATE

Group I – Properties held by the Disposal Group under development in the PRC

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016								
1. The portions of Ocean Century (Qinhuangdao) (遠洋·海世紀 (秦皇島)) under development, Qinhuangdao, Hebei Province, the PRC	<p>The property comprises portions of an enlarged reconstruction project being developed in phases.</p> <p>The property is close to the seaside and close to the Olympic Sporting Center.</p> <p>The environment is good. The property is 5 km away from the center of Harbor District where the commercial atmosphere is yet to be developed.</p> <p>The property is planned to be developed into a mixed use development to comprise residential, basement and car parking spaces.</p> <p>According to the information provided by the Disposal Group, the proposed gross floor area of the property is as follows:</p>	As at the date of valuation, the property was under construction and scheduled to be completed in phases in 2017.	RMB142,000,000 (50% interest attributable to the Disposal Group: RMB71,000,000)								
	<table border="1"> <thead> <tr> <th>Use</th> <th>Proposed Gross Floor Area (sq m)</th> </tr> </thead> <tbody> <tr> <td>Residential</td> <td>161,250.95</td> </tr> <tr> <td>Car park</td> <td>8,954.88</td> </tr> <tr> <td>Total:</td> <td>170,205.83</td> </tr> </tbody> </table>	Use	Proposed Gross Floor Area (sq m)	Residential	161,250.95	Car park	8,954.88	Total:	170,205.83		
Use	Proposed Gross Floor Area (sq m)										
Residential	161,250.95										
Car park	8,954.88										
Total:	170,205.83										

The land use rights of the property have been granted for terms due to expire on 14 November 2052 for commercial and financial use and 14 November 2082 for residential use.

Notes:

- (1) Pursuant to a State-owned Land Use Rights Certificate, the land use rights of parts of the reconstruction project, comprising a total site area of 69,442.41 sq m, have been vested in 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*). The details are as follows:

Certificate No.	Site Area (sq m)	Use	Land Use Term Expiry
2013001	69,442.41	Residential/Retail	Retail: 14 November 2052 Residential: 14 November 2082
	<u>69,442.41</u>		

- (2) The salient points of Grant Contract for State-owned Land Use Rights and Supplementary Contract of Grant Contract of State-owned Land Use Rights entered into between Qinhuangdao Municipal Land Resources Administration Bureau (the “Grantor”) and 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*) (the “Grantee”) on 14 November 2012 are summarized below:

(i) Location	:	Plot No. 3-3 West Baitaling Village reconstruction project, West Side Jingwen Road, Haigang District
(ii) Site Area	:	69,442.41 sq m
(iii) Use	:	Commercial and residential
(iv) Land Premium	:	RMB401,799,539
(v) Land Use Term	:	40 years for commercial use, 70 years for residential use
(vi) Permitted Gross Floor Area	:	< 173,606 sq m
(vii) Building covenant	:	To complete construction by 14 November 2016

- (3) According to Planning Permit for Construction Use of Land No. 130302200902021 dated 3 July 2009, the proposed construction land use of portion of the reconstruction project complies with the town planning requirements and permission for construction of a total gross site area of 621,435.97 sq m has been granted to 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*).
- (4) According to Planning Permit for Construction Works No. 130302201503003 dated 15 January 2015, the construction works of the property, with a gross floor area of 30,776.38 sq m, are in compliance with the construction works requirements and have been approved.
- (5) According to Commencement Permit for Construction Works No. 130301201506100101 issued by Qinhuangdao Construction Bureau on 10 June 2015, parts of the reconstruction project with a gross floor area of 30,776.38 sq m have been permitted for commencement of construction.
- (6) According to Pre-sale Permit No. 2015019 dated 12 June 2015, the area of portions of the reconstruction project permitted for pre-sale is 30,344.48 sq m.
- (7) According to the information provided by the Disposal Group, portions of the property with a total gross floor area of 29,515.96 sq m have been committed for sale at a total consideration of RMB161,564,266. We have included such portions in our valuation and taken into account such amount.
- (8) The development value as if completed as at 31 March 2016 was approximately RMB1,048,000,000.

- (9) According to the information provided by the Disposal Group, the expended construction cost as at 31 March 2016 was approximately RMB74,000,000. The estimated total construction cost was approximately RMB696,000,000. In the course of our valuation, we have allowed for such costs.
- (10) According to the Disposal Group, the Disposal Group holds a 50% attributable interest in the property.
- (11) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project under construction by 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*) has been entitled to develop the project in compliance with the relevant permits;
 - (iii) 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*) is entitled to pre-sell the property under construction within the pre-sale limit in compliance with Pre-sale Permit;
 - (iv) Portions of the property are subject to a mortgage in favour of Postal Savings Bank of China Hebei Province branch for a consideration of RMB400,000,000; and
 - (v) As confirmed by 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*), except for the mortgage mentioned above, the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (12) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|--|-----|
| State-owned Land Use Rights Certificate | Yes |
| Grant Contract for State-owned Land Use Rights | Yes |
| Planning Permit for Construction Use of Land | Yes |
| Planning Permit for Construction Works | Yes |
| Commencement Permit for Construction Works | Yes |
| Pre-sale Permit | Yes |
- (13) Mr. Zien Ding, Assistant Manager of our Beijing Office, inspected the property in November 2015. He has 3 years of experience in the valuation of properties in the PRC.

* For identification purpose only

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
2. Phase 2 of Grand Canal Milestone (Hangzhou) (遠洋·大河宸章(杭州)), Gongshu District, Hangzhou, Zhejiang Province, the PRC	<p>The property comprises Phase 2 of a residential development being erected over a piece of land with a site area of 34,116 sq m.</p> <p>The property is on the edge of the Great Canal. The environment is good. The accessibility of the property is good. The locality is reachable by taxis and buses.</p>	As at the date of valuation, the property was under construction and scheduled to be completed in 2017.	RMB1,601,000,000 (35% interest attributable to the Disposal Group: RMB560,350,000)

The property is planned to be developed into a villa development with car parking spaces.

According to the information provided by the Disposal Group, the proposed gross floor area of the property is as follows:

Use	Proposed Gross Floor Area (sq m)
Villa	22,825.00
Ancillary	29,300.23
Total:	52,125.23

The land use rights of the property have been granted for terms due to expire on 30 May 2081 for residential use and 30 May 2051 for public services and amenities.

Notes:

- (1) According to State-owned Land Use Rights Certificate No. (2011) 100047 issued by Hangzhou Land Resources Bureau on 8 June 2011, the land use rights of part of the property having a site area of 34,116 sq m have been vested in 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) for terms due to expire on 30 May 2081 for residential use and 30 May 2051 for public services and amenities.
- (2) The salient points of Grant Contract for State-owned Land Use Rights HTHZ (2007) No. 133 entered into between Hangzhou Municipal Land Resources Administration Bureau (the “**Grantor**”) and 遠洋地產有限公司 (Sino Ocean Land Limited*) and 北京萊福建設有限公司 (Beijing Life Builder Co., Ltd.*) (collectively the “**Grantee**”) on 6 November 2007 are summarized below:
 - (i) Location : Junction of Xiaohe Road and Jiru Road
 - (ii) Site Area : 89,002 sq m (Lot A: 34,116 sq m, Lot B: 50,953 sq m, Lot B1: 3,933 sq m)
 - (iii) Use : Residential, public facilities and commercial and finance
 - (iv) Land Premium : RMB1,224,300,090
 - (v) Land Use Term : 70 years for residential use and 40 years for commercial use commencing on the handover date of the land
- Additionally, according to a supplementary agreement of the Grant Contract, the Grantee was changed into 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) on 26 February 2008.
- (3) According to Planning Permit for Construction Land No. 330100200900136 dated 20 March 2009, the proposed construction land use of the property complies with the town planning requirements and permission for construction of a total gross site area of 85,069 sq m has been granted to 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*).
- (4) According to Planning Permit for Construction Works No. 330100201500382 dated 20 October 2015, the proposed construction works of the residential, communal and ancillary facilities of the development with the town planning requirements and the permitted construction scale is 52,125.23 sq m.
- (5) According to Commencement Permit for Construction Works No. 330105201506050101 dated 20 October 2015, the construction works of residential, communal and ancillary facilities of the development comply with the construction works commencement requirements and the total permitted gross floor area is 52,125.23 sq m.
- (6) According to Pre-sale Permit No. (2014)000108 dated 10 November 2014, the area of portions of the reconstruction project permitted for pre-sale is 15,720.58 sq m.
- (7) According to the information provided by the Disposal Group, portions of the property with a total gross floor area of approximately 13,051.90 sq m have been committed for sale at a total consideration of RMB1,234,000,000. We have included such portions in our valuation and taken into account such amount.
- (8) The development value as if completed as at 31 March 2016 was approximately RMB2,211,000,000.
- (9) According to the information provided by the Disposal Group, the expended construction cost as at 31 March 2016 was approximately RMB254,000,000. The estimated total construction cost was approximately RMB419,000,000. In the course of our valuation, we have allowed for such costs.
- (10) According to the Disposal Group, the Disposal Group holds a 35% attributable interest in the property.

(11) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:

- (i) 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
- (ii) The project under construction by 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) has been entitled to develop the project in compliance with the relevant permits;
- (iii) 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) is entitled to pre-sell the property under construction within the pre-sale limit in compliance with Pre-sale Permit; and
- (iv) As confirmed by 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*), the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.

(12) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:

State-owned Land Use Rights Certificate	Yes
Grant Contract for State-owned Land Use Rights	Yes
Planning Permit for Construction Land	Yes
Planning Permit for Construction Works	Yes
Commencement Permit for Construction Works	Yes
Pre-sale Permit	Yes

(13) Mr. Delly Chen, Senior Valuer of our Hangzhou Office, inspected the property in April 2016. He has 3 years of experience in the valuation of properties in the PRC.

* For identification purpose only

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
3. Phase 2 of DREAMING LAND (Shanghai) (遠洋·鴻郡(上海)), Fuyuan Road, Lane 885, Baoshan District, Shanghai, the PRC	<p>The property comprises a villa development being erected over a piece of land with a site area of 107,824.90 sq m.</p> <p>The property is situated in the sub-urban area of Baoshan District in Shanghai with several bus lines and subway access. The environment is quite good and is surrounded by Meilan Lake and Golf Course.</p> <p>The property is planned to be developed into a villa development with car parking spaces.</p> <p>According to the information provided by the Disposal Group, the proposed gross floor area of the property is 27,610.33 sq m.</p> <p>The land use rights of the property have been granted for a term due to expire on 2 October 2080 for residential use.</p>	As at the date of valuation, the property was under construction and scheduled to be completed in 2017.	RMB746,000,000 (50% interest attributable to the Disposal Group: RMB373,000,000)

Notes:

- (1) According to Shanghai Certificate of Real Estate Ownership No. (2011) 013970 issued by Shanghai Planning, Land & Resources Administration Bureau and Shanghai Housing Security & Administration Bureau on 1 April 2011, the land use rights of part of the property having a site area of 107,824.90 sq m have been vested in 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) for a term due to expire on 2 October 2080 for residential use.
- (2) The salient points of Grant Contract for State-owned Land Use Rights No. (2010)(30) entered into between Shanghai Baoshan District Planning and Land Resources Administration Bureau (the “**Grantor**”) and 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) (the “**Grantee**”) on 29 September 2010 are summarized below:
- | | | | |
|-------|----------------------------|---|--|
| (i) | Location | : | East to Meilan Lake Golf Course, South to Meilan Lake Golf Course, West to Wuyuan Road, North to Shinian Village Xiaoli Town |
| (ii) | Site Area | : | 107,824.9 sq m |
| (iii) | Use | : | Residential |
| (iv) | Land Premium | : | RMB1,377,300,000 |
| (v) | Land Use Term | : | 70 years commencing on the handover date of the land |
| (vi) | Permitted Gross Floor Area | : | 64,694.94 sq m |
- (3) According to Planning Permit for Construction Land No. (2011)EA31011320110464 dated 6 April 2011, the proposed construction land use of the property complies with the town planning requirements and permission for construction of a total gross site area of 107,824.9 sq m has been granted to 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*).
- (4) According to Planning Permit for Construction Works No. (2011) FA31011320111855 dated 27 September 2011, the proposed construction works of the development comply with the town planning requirements and the permitted construction scale is 139,235.90 sq m.
- The property is portion of the aforesaid gross floor area.
- (5) According to Commencement Permit for Construction Works No. 1101BS0071D06 310113201103071319 dated 15 April 2015, the proposed construction works of the development comply with the construction works commencement conditions with a total gross floor area of 54,776.39 sq m.
- The property is portion of the aforesaid gross floor area.
- (6) According to Pre-sale Permit No. (2014)0000635 dated 10 November 2014, the area of portions of the reconstruction project permitted for pre-sale is 53,146 sq m.
- (7) According to the information provided by the Disposal Group, portions of the property with a total gross floor area of approximately 11,533.97 sq m have been committed for sale at a total consideration of RMB378,427,922. We have included such portions in our valuation and taken into account such amount.
- (8) The development value as if completed as at 31 March 2016 was approximately RMB1,021,000,000.
- (9) According to the information provided by the Disposal Group, the expended construction cost as at 31 March 2016 was approximately RMB230,000,000. The estimated total construction cost was approximately RMB345,000,000. In the course of our valuation, we have allowed for such costs.
- (10) According to the Disposal Group, the Disposal Group holds a 50% attributable interest in the property.

- (11) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project under construction by 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) has been entitled to develop the project in compliance with the relevant permits;
 - (iii) 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) is entitled to pre-sell the property under construction within the pre-sale limit in compliance with Pre-sale Permit;
 - (iv) Parts of the property are subject to two mortgages in favour of Industrial Bank Wujiaochang sub-branch for a consideration of RMB800,000,000; and
 - (v) As confirmed by 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*), except for the mortgage mentioned above, the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (12) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|--|-----|
| Certificate of Real Estate Ownership | Yes |
| Grant Contract for State-owned Land Use Rights | Yes |
| Planning Permit for Construction Land | Yes |
| Planning Permit for Construction Works | Yes |
| Commencement Permit for Construction Works | Yes |
| Pre-sale Permit | Yes |
- (13) Mr. Rick Sun, Senior Manager of our Shanghai Office, inspected the property in May 2016. He has 11 years of experience in the valuation of properties in the PRC.

* For identification purpose only

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
4. Phase 4 of Ocean Holiday Manor (Dalian) (遠洋假日養生莊園(大連)), Jinshi IT Industrial Park, Dalian Economic and Technological Area, Dalian, Liaoning Province, the PRC	<p>Ocean Holiday Manor (Dalian) is erected on two pieces of land with a total site area of approximately 461,300 sq m and is being developed in phases into a composite development with car parking spaces.</p> <p>The property is situated in the northwest of Jinshitan area. The property abuts Guanggu Road on the south, Project Xintianjiayuan (心田佳苑) on the north, and mountains on the east and west.</p> <p>Developments in the vicinity mainly comprise residential and townhouses, such as Project Gold Pearl (金石明珠), Boee Brilliant Villas' Hill (保億麗景山), Jinshi Beach Holiday Park (金石灘度假公園) interspersed with a few retail facilities.</p> <p>The property is situated in Jinshitan Scenic Spot. The environment is good. Business types mainly include F&B and entertainment.</p> <p>The property comprises the portions of Ocean Holiday Manor (Dalian) under development.</p>	As at the date of valuation, the property was under construction and scheduled to be completed in late 2016.	RMB140,000,000 (50% interest attributable to the Disposal Group: RMB70,000,000)

According to the information provided by the Disposal Group, the proposed gross floor area of the property is as follows:

Use	Proposed Gross Floor Area (sq m)
Residential	31,511.12
Retail	1,911.69
Total:	<u>33,422.81</u>

The land use rights of the property have been granted for terms due to expire on 25 March 2060 for residential use.

Notes:

- (1) According to 2 State-owned Land Use Rights Certificates issued by Dalian State-owned Land Resources and Housing Bureau Jinzhou New District Branch, the land use rights of the property with a total site area of approximately 461,300 sq m have been vested in 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.*) for terms due to expire on 25 March 2060 for residential use. The details are as follows:

Certificate No.	Site Area (sq m)	Use	Issue Date
(2011) 0016	80,273	Residential	23 March 2011
(2011) 0012	381,027	Residential	28 February 2011
Total	<u>461,300</u>		

- (2) The salient points of Grant Contracts for State-owned Land Use Rights entered into between Dalian State-owned Land Resources and Housing Bureau (the “Grantor”) and 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) (the “Grantee”) on 26 March 2010 are summarized below:

Use	Site Area (sq m)	Land Premium (RMB)	Permitted Gross Floor Area (sq m)	Land Use Term
Residential	81,131	86,730,000	64,904.80	50 years commencing on the handover date of the land
Residential	<u>381,027</u>	<u>407,300,000</u>	<u>304,821.60</u>	
Total	<u><u>462,158</u></u>	<u><u>494,030,000</u></u>	<u><u>369,726.40</u></u>	

- (3) According to Planning Permit for Construction Land No. 210213201010142 dated 24 November 2010, the construction land use of portions of the development, in which the property constitutes part therein, complies with the town planning requirements and permission for construction of a total gross site area of 81,131 sq m has been granted to 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.).

According to Planning Permit for Construction Land No. 210213201010143 dated 24 November 2010, the construction land use of portions of the development, in which the property constitutes part therein, complies with the town planning requirements and permission for construction of a total gross site area of 381,027 sq m has been granted to 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.).

- (4) According to Planning Permit for Construction Works No.210213201510097 dated 13 August 2015, the construction works of the property comply with the town planning requirements and the permitted construction scale is 33,435.59 sq m.
- (5) According to Commencement Permit for Construction Works No.210206201509080701 dated 8 September 2015, the construction works of the property comply with the construction works commencement conditions and the total permitted gross floor area is 33,435.59 sq m.
- (6) According to 2 Pre-sale Permits issued by Dalian Jinzhou New District State-owned Land Resources and Housing Bureau, 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) was permitted for pre-sale of portions of the property with details as follows:

Permit No.	Pre-sale Area (sq m)	Issue Date
2015042	21,732.76	11 September 2015
2015050	<u>11,700.83</u>	15 October 2015
Total	<u><u>33,433.59</u></u>	

- (7) According to the information provided by the Disposal Group, portions of the property with a total gross floor area of 9,299.23 sq m have been committed for sale at a total consideration of RMB53,454,583. We have included such portions in our valuation and taken into account such amount.

- (8) The development value as if completed as at 31 March 2016 was approximately RMB201,000,000.
- (9) According to the information provided by the Disposal Group, the expended construction cost as at 31 March 2016 was approximately RMB97,000,000. The estimated total construction cost was approximately RMB128,000,000. In the course of our valuation, we have allowed for such costs.
- (10) According to the Disposal Group, the Disposal Group holds a 50% attributable interest in the property.
- (11) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project under construction by 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) has been entitled to develop the project in compliance with the relevant permits;
 - (iii) 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) is entitled to pre-sell the property under construction within the pre-sale limit in compliance with Pre-sale Permit;
 - (iv) Parts of the property are subject to a mortgage in favour of Bank of China Dalian Development Zone branch for a consideration of RMB310,000,000; and
 - (v) As confirmed by 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.), except for the mortgage mentioned above, the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (12) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|--|-----|
| State-owned Land Use Rights Certificate | Yes |
| Grant Contract for State-owned Land Use Rights | Yes |
| Planning Permit for Construction Land | Yes |
| Planning Permit for Construction Works | Yes |
| Commencement Permit for Construction Works | Yes |
| Pre-sale Permit | Yes |
- (13) Ms. Liven Xu, Associate Director of our Dalian Office, inspected the property in May 2016. She is a Registered China Real Estate Appraiser and has 19 years of experience in the valuation of properties in the PRC.

* *For identification purpose only*

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
5. Phases 1B and 2 of Ocean City (Fushun) (遠洋城(撫順)), Jiangjungou, Shuncheng District, Fushun, Liaoning Province, the PRC	Phases 1B and 2 of Ocean City (Fushun) are erected on five pieces of land with a total site area of approximately 476,688 sq m being developed in phases into a composite development with car parking spaces.	As at the date of valuation, the property was under construction and scheduled to be completed in phases in late 2016.	RMB1,708,000,000 (41.85% interest attributable to the Disposal Group: RMB714,798,000)

Ocean City (Fushun) is located in Jiangjungou which is located in the valley and enjoys scenic views.

According to the information provided by the Disposal Group, the proposed gross floor area of the property is as follows:

Use	Proposed Gross Floor Area (sq m)
Residential	556,810.92
Retail	35,427.89
Resettlement flats	92,023.00
Others	19,976.00
Car park	12,846.00
Total:	717,083.81

The land use rights of the property have been granted for various terms (see Note (1) below)).

APPENDIX IV**VALUATION REPORT ON THE PROPERTY INTERESTS HELD BY THE DISPOSAL GROUP**

Notes:

- (1) According to 4 State-owned Land Use Rights Certificates dated 14 May 2012, 24 July 2013, 9 August 2013 and 25 April 2014, issued by the People's Government of Fushun, the land use rights of four parcels of land with a total site area of 476,688 sq m have been vested in 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) with details as follows:

Certificate No.	Land Use and Expiry Date	Site Area (sq m)	Issue Date
(2012)0170	Residential: 31 August 2081 Commercial: 31 August 2051	166,882	14 May 2012
(2014)0001	Residential: 15 May 2083 Commercial: 15 May 2053	31,483	25 April 2014
(2013)0154	Residential: 31 August 2081 Commercial: 31 August 2051	161,076	24 July 2013
(2013)0189	Residential: 29 January 2083 Commercial: 29 January 2053	117,247	9 August 2013
	Total	476,688	

- (2) According to 4 Grant Contracts of Land Use Rights, the property with a total site area of approximately 477,626 sq m have been contracted to be granted to 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*):

Contract No.	Site Area (sq m)	Plot Ratio	Land Use Term (year)	Land Premium (RMB)
2113022009a0024	31,483	2.2	Residential: 70 Commercial: 40	42,228,600
2113022009a0024	166,882	2.2	Residential: 70 Commercial: 40	112,213,100
2113022009a0024	162,014	2.2	Residential: 70 Commercial: 40	85,057,400
2113022012A1901	117,247	1.8	Residential: 70 Commercial: 40	77,390,000
	Total			316,889,100

- (3) According to 4 Planning Permits for Construction Land issued by Fushun Planning Bureau, the construction with a total site area of 476,688 sq m is in compliance with the planning requirement with details as follows:

Permit No.	Issue Date	Site Area (sq m)
21040020120012	4 May 2012	166,882
20140020130067	27 November 2013	31,483
21040020130030	24 May 2013	161,076
21040020130029	24 May 2013	117,247
	Total	476,688

APPENDIX IV**VALUATION REPORT ON THE PROPERTY
INTERESTS HELD BY THE DISPOSAL GROUP**

- (4) According to 2 Planning Permits for Construction Works issued by Fushun Planning Bureau, the construction works of the property with a total planned gross floor area of 299,601 sq m are in compliance with the planning requirement with details as follows:

Permit No.	Issue Date	Gross Floor Area (sq m)
21040020120023	16 August 2012	138,349
21040020130034	25 September 2013	161,252
	Total	299,601

- (5) According to 5 Permits for Commencement of Construction Works, the proposed construction works of the development comply with the construction works commencement conditions and the total permitted gross floor area is 383,585.9 sq m. The details are as follows:

Permit No.	Issue Date	Gross Floor Area (sq m)
210400201208312701	31 August 2013	134,823.0
210400201310183501	18 October 2013	70,272.0
201400201312100301	10 December 2013	90,980.0
210400201507201901	20 July 2015	73,563.0
210400201510200701	20 October 2015	13,947.9
	Total	383,585.9

- (6) According to 68 Pre-sale Permits, the area of portions of the reconstruction project permitted for pre-sale is 210,821.71 sq m with details as follows:

Permit No.	Plot	Issue Date	Gross Floor Area (sq m)
XK2013247	69, site 3-1	25 October 2013	2,094.54
XK2013246	68, site 3-1	25 October 2013	738.41
XK2013245	67, site 3-1	25 October 2013	1,488.85
XK2013244	66, site 3-1	25 October 2013	2,119.13
XK2013243	65, site 3-1	25 October 2013	1,514.94
XK2013242	64, site 3-1	25 October 2013	1,419.02
XK2013241	63, site 3-1	25 October 2013	1,419.02
XK2013099	62, phase 1	6 May 2013	2,482.74
XK2013098	60, phase 1	6 May 2013	2,482.74
XK2013097	59, phase 1	6 May 2013	2,482.74
XK2013096	58, phase 1	6 May 2013	1,254.34
XK2012181	57#, site 3-1	11 September 2012	1,755.10
XK2012180	56#, site 3-1	11 September 2012	2,236.47
XK2012179	55#, site 3-1	11 September 2012	2,236.47
XK2012178	54#, site 3-1	11 September 2012	4,101.16
XK2012177	53#, site 3-1	11 September 2012	4,101.16
XK2012176	52#, site 3-1	11 September 2012	2,694.70
XK2012175	51#, site 3-1	11 September 2012	2,694.70
XK2012174	50#, site 3-1	11 September 2012	2,092.00

APPENDIX IV**VALUATION REPORT ON THE PROPERTY
INTERESTS HELD BY THE DISPOSAL GROUP**

Permit No.	Plot	Issue Date	Gross Floor Area (sq m)
XK2012173	49#, site 3-1	11 September 2012	3,665.46
XK2012172	48#, site 3-1	11 September 2012	3,665.46
XK2012171	47#, site 3-1	11 September 2012	3,665.46
XK2012170	46#, site 3-1	11 September 2012	3,665.46
XK2012169	45#, site 3-1	11 September 2012	7,983.32
XK2012168	44#, site 3-1	11 September 2012	4,101.16
XK2012167	43#, site 3-1	11 September 2012	4,101.16
XK2012166	42#, site 3-1	11 September 2012	3,665.46
XK2012165	41#, site 3-1	11 September 2012	3,665.46
XK2012164	40#, site 3-1	11 September 2012	5,088.93
XK2012163	39#, site 3-1	11 September 2012	3,665.46
XK2012162	38#, site 3-1	11 September 2012	5,423.65
XK2013095	37#, phase 1	6 May 2013	3,382.68
XK2013267	53, site 4	25 October 2013	3,145.64
XK2013266	52, site 4	25 October 2013	3,270.21
XK2013265	51, site 4	25 October 2013	3,208.33
XK2013264	50, site 4	25 October 2013	3,204.40
XK2013263	49, site 4	25 October 2013	3,247.98
XK2013262	48, site 4	25 October 2013	3,212.32
XK2013261	47, site 4	25 October 2013	2,486.77
XK2013260	45, site 4	25 October 2013	3,478.03
XK2013259	44, site 4	25 October 2013	1,981.28
XK2013258	43, site 4	25 October 2013	2,615.18
XK2013257	42, site 4	25 October 2013	3,140.17
XK2013256	41, site 4	25 October 2013	3,478.03
XK2013255	40, site 4	25 October 2013	2,458.08
XK2013254	39, site 4	25 October 2013	2,128.26
XK2013253	38, site 4	25 October 2013	2,417.40
XK2013252	37, site 4	25 October 2013	3,478.03
XK2013251	36, site 4	25 October 2013	2,417.40
XK2013250	35, site 4	25 October 2013	2,195.66
XK2013249	34, site 4	25 October 2013	5,448.80
XK2013248	33, site 4	25 October 2013	3,478.03
XK2013268	54, site 4	25 October 2013	4,532.94
XK2014146	3, site 4	29 July 2014	3,343.30
XK2014147	4, site 4	29 July 2014	3,315.23
XK2014148	5, site 4	29 July 2014	3,264.50
XK2014149	6, site 4	29 July 2014	3,771.07
XK2014052	21, site 4	6 June 2014	3,091.65
XK2014053	22, site 4	6 June 2014	3,154.62
XK2014054	23, site 4	6 June 2014	3,339.35
XK2014055	24, site 4	6 June 2014	3,264.76
XK2014056	25, site 4	6 June 2014	3,120.48
XK2014221	17, site 4	16 October 2014	2,674.30
XK2014222	19, site 4	16 October 2014	2,674.30
XK2014223	20, site 4	16 October 2014	2,674.30
XK2015005	2, phase 1	24 June 2015	3,388.82
XK2015006	26#, phase 1	4 June 2015	4,131.92
XK2015083	18#, phase 1	10 October 2015	3,442.82
		Total	210,821.71

- (7) According to the information provided by the Disposal Group, portions of the property with a total gross floor area of 180,517.62 sq m have been committed for sale at a total consideration of RMB780,016,008. We have included such portions in our valuation and taken into account such amount.
- (8) The development value as if completed as at 31 March 2016 was approximately RMB3,241,000,000.
- (9) According to the information provided by the Disposal Group, the incurred construction cost as at 31 March 2016 was approximately RMB1,002,000,000. The estimated total construction cost was approximately RMB1,905,000,000. In the course of our valuation, we have allowed for such costs.
- (10) According to the Disposal Group, the Disposal Group holds a 41.85% attributable interest in the property.
- (11) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project under construction by 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) has been entitled to develop the project in compliance with the relevant permits;
 - (iii) 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) is entitled to pre-sell the property under construction within the pre-sale limit in compliance with Pre-sale Permit;
 - (iv) Parts of the property are subject to a mortgage in favour of China Merchants Bank Shenyang branch for a consideration of RMB400,000,000; and
 - (v) As confirmed by 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*), except for the mortgage mentioned above, the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (12) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|--|------------|
| State-owned Land Use Rights Certificate | Yes |
| Grant Contract of Land Use Rights | Yes |
| Planning Permit for Construction Use of Land | Yes |
| Planning Permit for Construction Works | Yes (part) |
| Commencement Permit for Construction Works | Yes (part) |
| Pre-sale Permit | Yes (part) |
- (13) Mr. Jeffery Wang, Senior Manager of our Shenyang Office, inspected the property in April 2016. He is a Registered China Real Estate Appraiser and has 10 years of experience in the valuation of properties in the PRC.

* For identification purpose only

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
6. Phases 1 and 2 of Elite Palace (遠洋天驕), Yuangang Road, Tianhe District, Guangzhou, Guangdong Province, the PRC	<p>The property comprises a residential and commercial development being erected over a piece of land with a site area of 61,939.67 sq m.</p> <p>The property is situated in the urban area of Tianhe District in Guangzhou with several bus lines access. The environment is fine and is surrounded by various residential blocks.</p>	As at the date of valuation, the property was under construction and scheduled to be completed in 2018.	RMB3,260,000,000 (17.85% interest attributable to the Disposal Group: RMB581,910,000)
	<p>The property is planned to be developed into two phases. Phase 1 will comprise 10 residential blocks and car parking spaces and Phase 2 will be a commercial development to comprise office, retail and car parking spaces.</p>		

According to the information provided by the Disposal Group, the proposed gross floor area of the property is 316,372.94 sq m with details as follows:

Use	Proposed Gross Floor Area (sq m)
Phase 1	
Residential	129,657.00
Retail	1,891.02
Kindergarten and primary school	9,186.00
Others	16,059.92
Car park	46,749.00
Sub-total	<u>203,542.94</u>
Phase 2	
Office	74,286.50
Retail	11,604.10
Others	7,511.40
Car park	19,428.00
Sub-total	<u>112,830.00</u>
Total:	<u><u>316,372.94</u></u>

The land use rights of the property have been granted for terms due to expire on 27 July 2085 for residential use and 27 July 2055 for commercial, travelling and entertaining uses.

Notes:

- (1) According to Certificate for the State-owned Land Use Rights No. (2015) 00410001 issued by Guangzhou Land Resources and Planning Committee on 21 October 2015, the land use rights of the property having a site area of 61,939.67 sq m have been vested in 廣州市遠翔房地產開發有限公司 (Guangzhou Yuan Xiang Real Estate Development Co., Ltd.) for terms due to expire on 27 July 2085 for residential use and 27 July 2055 for commercial, travelling and entertaining uses.
- (2) The salient points of Grant Contract for State-owned Land Use Rights No. 440106-2015-000001 entered into between Bureau of Land Resources and Housing Management of Guangzhou Municipality (the “**Grantor**”) and 新澤創富有限公司 (New Profit Capital Investment Limited.) and 北京遠東新地置業有限公司 (Beijing Yuan Dong Xin Di Properties Co., Ltd.) (collectively the “**Grantee**”) dated 27 January 2015 are summarized below:
- | | | | |
|-------|----------------------------|---|---|
| (i) | Location | : | Yuangang Road, Tianhe District |
| (ii) | Site Area | : | 61,940.00 sq m (34,356 sq m for residential use, 2,700 sq m for public facility use, 7,700 sq m for school use, and 17,182 sq m for commercial use) |
| (iii) | Use | : | Residential, public facility, school and commercial |
| (iv) | Land Premium | : | RMB2,791,680,000 |
| (v) | Land Use Term | : | 70 years for residential and 40 years for commercial, travelling and entertaining uses commencing on the handover date of the land |
| (vi) | Permitted Gross Floor Area | : | 137,424 sq m for residential and 85,910 sq m for commercial |

According to Modification Agreement of Grant Contract for State-owned Land Use Rights No. 440106-2015-000001 on 9 March 2015, the land use rights with a total site area of 61,940.00 sq m have been transferred to 廣州市遠翔房地產開發有限公司 (Guangzhou Yuan Xiang Real Estate Development Co., Ltd.).

- (3) According to Planning Permit for Construction Land No. (2015)93 dated 18 May 2015, the proposed construction land use of the property complies with the town planning requirements and permission for construction of a total gross site area of 61,940.00 sq m has been granted to 廣州市遠翔房地產開發有限公司 (Guangzhou Yuan Xiang Real Estate Development Co., Ltd.).
- (4) The development value as if completed as at 31 March 2016 was approximately RMB6,832,000,000.
- (5) According to the information provided by the Disposal Group, the expended construction cost as at 31 March 2016 was approximately RMB176,000,000. The estimated total construction cost was approximately RMB1,658,000,000. In the course of our valuation, we have allowed for such costs.
- (6) According to the Disposal Group, the Disposal Group holds a 17.85% attributable interest in the property.

- (7) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 廣州市遠翔房地產開發有限公司 (Guangzhou Yuan Xiang Real Estate Development Co., Ltd.) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 廣州市遠翔房地產開發有限公司 (Guangzhou Yuan Xiang Real Estate Development Co., Ltd.) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project under construction by 廣州市遠翔房地產開發有限公司 (Guangzhou Yuan Xiang Real Estate Development Co., Ltd.) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 廣州市遠翔房地產開發有限公司 (Guangzhou Yuan Xiang Real Estate Development Co., Ltd.) has been entitled to develop the project in compliance with the relevant permits; and
 - (iii) As confirmed by 廣州市遠翔房地產開發有限公司 (Guangzhou Yuan Xiang Real Estate Development Co., Ltd.), except for the mortgage mentioned above, the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (8) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|---|-----|
| Certificate for the State-owned Land Use Rights | Yes |
| Grant Contract for State-owned Land Use Rights | Yes |
| Planning Permit for Construction Land | Yes |
- (9) Mr. Edison Xie, Senior Valuer of our Guangzhou Office, inspected the property in April 2016. He has 4 years of experience in the valuation of properties in the PRC.

* *For identification purpose only*

VALUATION CERTIFICATE

Group II – Properties held by the Disposal Group for development in the PRC

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
7. The remaining portions of Phase 1 and the whole of Phase 3 of Ocean Beach (Zhenjiang) (遠洋·香奈河畔(鎮江)), East of Guantangqiao Road, South of Guyang Road, Zhenjiang, Jiangsu Province, the PRC	<p>The property comprises a piece of land with a total site area of 102,757.20 sq m.</p> <p>The property is close to the Nanshan scenic resort, which is a famous tourism attraction in Zhenjiang. The property is characterized by tourism.</p> <p>The property is planned to be developed into a composite residential development to comprise residential and retail uses.</p>	As at the date of valuation, the property was vacant.	RMB496,000,000 (27.5% interest attributable to the Disposal Group: RMB136,400,000)

According to the information provided by the Disposal Group, the proposed gross floor area of the property is as follows:

Use	Proposed Gross Floor Area (sq m)
Residential	318,005
Retail	9,073
Total:	327,078

The land use rights of the property have been granted for terms 70 years due to expire on 29 September 2079 for residential use, 50 years due to expire on 29 September 2059 for ancillary use and 40 years due to expire on 29 September 2049 for commercial use.

Notes:

- (1) According to State-owned Land Use Rights Certificate Nos. (2012) 6085 and (2016) 2007 issued by Zhenjiang Land Resources Bureau on 11 June 2012 and 4 March 2016, the land use rights of the property having a total site area of 102,757.20 sq m have been vested in 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*) for terms due to expire on 29 September 2079 for residential use, due to expire on 29 September 2049 for commercial use and due to expire on 29 September 2059 for ancillary use.
- (2) Details of Land Transfer Contract No. 2010-YYZJFHZ 003 entered into between 鎮江市交通投資建設發展公司 (Zhenjiang Transportation Investment Construction Development Company*) (the “**Transferor**”) and 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*) (the “**Transferee**”) on 10 December 2010 are summarized below:

(i)	Location	: Zone of Guantang, Zhenjiang
(ii)	Site Area	: 328,319.50 sq m
(iii)	Use	: Residential
(iv)	Consideration	: RMB1,400,000/mu
(v)	Land Use Term	: 40 years for commercial, 70 years for residential

- (3) According to Planning Permit for Construction Land No. 321100201300039 dated 17 October 2013, the proposed construction land use of the property complies with the town planning requirements and permission for construction of a total gross site area of 106,800 sq m has been granted to 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*).
- (4) According to 5 Planning Permits for Construction Works issued by Zhenjiang Planning Bureau, the proposed construction works of the property comply with the town planning requirements and the permitted construction scale is 58,035.40 sq m. The details are as follows:

Permit No.	Gross Floor Area (sq m)	Issue Date
321100201400071	11,857.20	25 February 2014
321100201400072	11,036.40	25 February 2014
321100201400073	11,460.20	25 February 2014
321100201400074	11,234.20	25 February 2014
321100201400075	12,447.40	25 February 2014
Total	<u>58,035.40</u>	

- (5) According to the Disposal Group, the Disposal Group holds a 27.5% attributable interest in the property.
- (6) We have been provided with a legal opinion on the property prepared by the Company’s PRC legal adviser, which contains, inter alia, the following information:
- (i) 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;

- (ii) The project under construction by 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*) has been entitled to develop the project in compliance with the relevant permits; and
- (iii) As confirmed by 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*), the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (7) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|---|------------|
| State-owned Land Use Rights Certificate | Yes |
| Land Transfer Contract | Yes |
| Planning Permit for Construction Land | Yes |
| Planning Permit for Construction Works | Yes (part) |
- (8) The development cost is yet to be estimated yet as the design of the project is still at primitive stage.
- (9) Mr. David Zhu, Senior Valuer of our Shanghai Office, inspected the property in May 2016. He has 3 years of experience in the valuation of properties in the PRC.

* *For identification purpose only*

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
8. The undeveloped land portions of Ocean Century (Qinhuangdao) (遠洋·海世紀 (秦皇島)), Qinhuangdao, Hebei Province, the PRC	<p>The property comprises parts of the undeveloped land portions of an enlarged reconstruction project being developed in phases.</p> <p>The property is close to the seaside and close to the Olympic Sporting Center. The environment is good. The property is 5 km away from the center of Harbor District where the commercial atmosphere is yet to be developed.</p>	As at the date of valuation, the property was undeveloped land pending for development.	RMB309,000,000 (50% interest attributable to the Disposal Group: RMB154,500,000)

The property is planned to be developed into a mixed use development to comprise residential, retail and basement.

According to the information provided by the Disposal Group, the proposed gross floor area of the property is as follows:

Use	Proposed Gross Floor Area (sq m)
Residential	69,624.28
Retail	32,856.00
Basement	2,414.00
Resettlement Flat	3,600.00
Total:	108,494.28

The land use rights of the property have been granted for terms due to expire on 14 November 2052 for commercial and financial uses and 14 November 2082 for residential use.

APPENDIX IV**VALUATION REPORT ON THE PROPERTY INTERESTS HELD BY THE DISPOSAL GROUP***Notes:*

- (1) Pursuant to 3 State-owned Land Use Rights Certificates, the land use rights of parts of the reconstruction project, comprising a total site area of 118,774.18 sq m of which the subject property constitutes part therein, have been vested in 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*). The details are as follows:

Certificate No.	Site area <i>(sq m)</i>	Use	Expiry date
2012157	29,306.49	Residential/Retail	Retail: 14 November 2052 Residential: 14 November 2082
2013001	69,442.41	Residential/Retail	Retail: 14 November 2052 Residential: 14 November 2082
2012156	20,025.28	Residential/Retail	Retail: 14 November 2052 Residential: 14 November 2082
Total	118,774.18		

- (2) The salient points of 3 Grant Contracts for State-owned Land Use Rights and Supplementary Contract of Grant Contract of State-owned Land Use Rights entered into between Qinhuangdao Municipal Land Resources Administration Bureau (the “Grantor”) and 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*) (the “Grantee”) on 14 November 2012 are summarized below:

- (i) Location : Dao Nan Area, West Baitaling Village reconstruction project, South Side Hebei Avenue, Haigang District
- (ii) Site Area : 20,025.28 sq m
- (iii) Use : Commercial and residential
- (iv) Land Premium : RMB115,867,930
- (v) Land Use Term : 40 years for commercial use, 70 years for residential use
- (vi) Permitted Gross Floor Area : < 50,063 sq m
- (vii) Building covenant : To complete construction by 14 November 2016
- (i) Location : Plot No. 4-5 West Baitaling Village reconstruction project, West Side Jingwen Road, Haigang District
- (ii) Site Area : 9,603.58 sq m
- (iii) Use : Commercial and residential
- (iv) Land Premium : RMB1,462,793
- (v) Land Use Term : 40 years for commercial use, 70 years for residential use
- (vi) Permitted Gross Floor Area : < 24,008 sq m
- (vii) Building covenant : To complete construction by 14 November 2016
- (i) Location : Plot No. 5-2 West Baitaling Village reconstruction project, West Side Wentan Road and North Side Hebei Avenue, Haigang District
- (ii) Site Area : 29,306.49 sq m
- (iii) Use : Commercial and residential
- (iv) Land Premium : RMB169,569,780
- (v) Land Use Term : 40 years for commercial use, 70 years for residential use

- (vi) Permitted Gross Floor Area : < 73,266 sq m
- (vii) Building covenant : To complete construction by 14 November 2016
- (3) According to Planning Permit for Construction Use of Land No. 130302200902021 dated 3 July 2009, the proposed construction land use of portion of the reconstruction project complies with the town planning requirements and permission for construction of a total gross site area of 621,435.97 sq m has been granted to 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited).
- (4) According to Planning Permit for Construction Works No. 130302201603004 dated 1 February 2016, the construction works of the Plot No. 4-5 West Baitaling Village reconstruction project, West Side Jingwen Road, Haigang District, with a gross floor area of 19,569 sq m, are in compliance with the construction works requirements and have been approved.
- (5) According to the Disposal Group, the Disposal Group holds a 50% attributable interest in the property.
- (6) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
- (ii) The project under construction by 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*) has been entitled to develop the project in compliance with the relevant permits;
- (iii) 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*) is entitled to pre-sell the property under construction within the pre-sale limit in compliance with Pre-sale Permit;
- (iv) Parts of the property are subject to a mortgages in favour of Postal Savings Bank of China Hebei Province branch for a consideration of RMB400,000,000; and
- (v) As confirmed by 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*), except for the mortgage mentioned above, the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (7) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|--|------------|
| State-owned Land Use Rights Certificate | Yes |
| Grant Contract for State-owned Land Use Rights | Yes |
| Planning Permit for Construction Use of Land | Yes |
| Planning Permit for Construction Works | Yes (part) |
- (8) Mr. Zien Ding, Assistant Manager of our Beijing Office, inspected the property in November 2015. He has 3 years of experience in the valuation of properties in the PRC.

* For identification purpose only

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
9. Phases 3 and 4 of Ocean City (Fushun) (遠洋城(撫順)), Jiangjungou, Shuncheng District, Fushun, Liaoning Province, the PRC	The property comprises two pieces of land with a total site area of approximately 137,046 sq m subject to a total developable gross floor area of 301,501.2 sq m for residential and commercial uses.	As at the date of valuation, the property was undeveloped land pending for development.	RMB300,000,000 (41.85% interest attributable to the Disposal Group: RMB125,550,000)
	Ocean City (Fushun) is located in Jiangjungou which is located in the valley and enjoys scenic views.		
	The land use rights of the property have been granted for terms of 70 years for residential use and 40 years for commercial use commencing on the date of handover.		

Notes:

- (1) According to 2 Grant Contracts of Land Use Rights, the property with a total site area of 137,046 sq m have been contracted to be granted to 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*):

Contract No.	Site Area (sq m)	Plot Ratio	Land Use Term (year)	Land Premium (RMB)
2113022009a0024	82,507	2.2	Residential: 70 Commercial: 40	43,316,200
2113022009a0024	54,539	2.2	Residential: 70 Commercial: 40	28,633,000
	137,046			71,949,200

As advised by the Disposal Group, the land premium had been fully settled.

- (2) According to the Disposal Group, the Disposal Group holds a 41.85% attributable interest in the property.

- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) has legally signed Grant Contract of Land Use Rights. Full land premium was paid for the land use rights of granted land. Upon obtaining the State-owned Land Use Rights Certificates, 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) shall be in possession of the proper legal land use rights of the property;
 - (ii) There is no legal obstacle for 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) to obtain the relevant State-owned Land Use Rights Certificates; and
 - (iii) As confirmed by 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*), the property is not subject to any foreclosure, mortgage or restriction of other rights.
- (4) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|---|-----|
| Grant Contract of Land Use Rights | Yes |
| State-owned Land Use Rights Certificate | No |
- (5) Mr. Jeffery Wang, Senior Manager of our Shenyang Office, inspected the property in April 2016. He is a Registered China Real Estate Appraiser and has 10 years of experience in the valuation of properties in the PRC.

* *For identification purpose only*

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
10. The undeveloped land portions of Phase 3 of Ocean Holiday Manor (Dalian) (遠洋假日養生莊園(大連)), Jinshi IT Industrial Park, Dalian Economic and Technological Area, Dalian, Liaoning Province, the PRC	<p>Ocean Holiday Manor (Dalian) is erected on two pieces of land with a total site area of approximately 461,300 sq m and is being developed in phases into a composite development with car parking spaces.</p> <p>The property is situated in the northwest of Jinshitan area. The property abuts Guanggu Road on the south, Project Xintianjiayuan (心田佳苑) on the north, and mountains on the east and west.</p> <p>Developments in the vicinity mainly comprise residential and townhouses, such as Project Gold Pearl (金石明珠), Boee Brilliant Villas' Hill (保億麗景山), Jinshi Beach Holiday Park (金石灘度假公園) interspersed with a few retail facilities. The property is situated in Jinshitan Scenic Spot. The environment is good. Business types mainly include F&B and entertainment.</p> <p>The property comprises the undeveloped land portions of Ocean Holiday Manor (Dalian).</p>	As at the date of valuation, the property was undeveloped land pending for development.	RMB143,000,000 (50% interest attributable to the Disposal Group: RMB71,500,000)

According to the information provided by the Disposal Group, the proposed gross floor area of the property is as follows:

Use	Proposed Gross Floor Area (sq m)
Residential	90,370.54
Car park	10,419.33
Others	110.00
Total:	<u>100,899.87</u>

The land use rights of the property have been granted for terms due to expire on 25 March 2060 for residential use.

Notes:

- (1) According to 2 State-owned Land Use Rights Certificates issued by Dalian State-owned Land Resources and Housing Bureau Jinzhou New District Branch, the land use rights of the property with a total site area of approximately 461,300 sq m have been vested in 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.*) for terms due to expire on 25 March 2060 for residential use. The details are as follows:

Certificate No.	Site Area (sq m)	Use	Issue Date
(2011) 0016	80,273	Residential	23 March 2011
(2011) 0012	381,027	Residential	28 February 2011
Total	<u>461,300</u>		

- (2) The salient points of Grant Contracts for State-owned Land Use Rights entered into between Dalian State-owned Land Resources and Housing Bureau (the “Grantor”) and 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) (the “Grantee”) on 26 March 2010 are summarized below:

Use	Site Area (sq m)	Land Premium (RMB)	Permitted Gross Floor Area (sq m)	Land Use Term
Residential	81,131	86,730,000	64,904.80	50 years commencing on the handover date of the land
Residential	381,027	407,300,000	304,821.60	
Total	<u>462,158</u>	<u>494,030,000</u>	<u>369,726.40</u>	

- (3) According to Planning Permit for Construction Land No. 210213201010142 dated 24 November 2010, the proposed construction land use of portions of the development, in which the property constitutes part therein, complies with the town planning requirements and permission for construction of a total gross site area of 81,131 sq m has been granted to 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.*).

According to Planning Permit for Construction Land No. 210213201010143 dated 24 November 2010, the proposed construction land use of portions of the development, in which the property constitutes part therein, complies with the town planning requirements and permission for construction of a total gross site area of 381,027 sq m has been granted to 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.*).

- (4) According to the Disposal Group, the Disposal Group holds a 50% attributable interest in the property.
- (5) We have been provided with a legal opinion on the property prepared by the Company’s PRC legal adviser, which contains, inter alia, the following information:
- (i) 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project under construction by 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) has been entitled to develop the project in compliance with the relevant permits;
 - (iii) 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) is entitled to pre-sell the property under construction within the pre-sale limit in compliance with Pre-sale Permit;
 - (iv) Parts of the property are subject to a mortgage in favour of Bank of China Dalian Development Zone branch for a consideration of RMB310,000,000; and
 - (v) As confirmed by 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.), except for the mortgage mentioned above, the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.

- (6) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:

State-owned Land Use Rights Certificate	Yes
Grant Contract for State-owned Land Use Rights	Yes
Planning Permit for Construction Land	Yes

- (7) Ms. Liven Xu, Associate Director of our Dalian Office, inspected the property in May 2016. She is a Registered China Real Estate Appraiser and has 19 years of experience in the valuation of properties in the PRC.

* *For identification purpose only*

VALUATION CERTIFICATE

Group III – Completed properties held by the Disposal Group for sale in the PRC

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
11. The unsold completed portions of Ocean Century (Qinhuangdao (遠洋·海世紀(秦皇島)), Qinhuangdao, Hebei Province, the PRC	<p>The property comprises the unsold units of the completed portions of an enlarged reconstruction project being developed in phases. The subject portions were completed in between 2013 and 2015.</p> <p>The property is close to the seaside and close to the Olympic Sporting Center. The environment is good. The property is 5 km away from the center of Harbor District where the commercial atmosphere is yet to be developed.</p>	As at the date of valuation, the property was vacant.	<p>RMB909,000,000</p> <p>(50% interest attributable to the Disposal Group: RMB454,500,000)</p> <p>(Please see note (1))</p>

According to the information provided by the Disposal Group, the gross floor areas of the property are summarized as follows:

Use	Proposed Gross Floor Area (sq m)
Residential	29,455.05
Retail	24,758.30
Serviced apartment	18,344.29
Car park	17,996.77
Resettlement residential	78,941.30
Resettlement retail	1,746.22
Resettlement car park	13,935.40
Total:	<u>185,177.33</u>

The land use rights of the property have been granted for terms due to expire on 14 November 2052 for commercial and financial uses and 14 November 2082 for residential use.

Notes:

- (1) The land use rights of the resettlement units are allocated in nature. We have therefore ascribed no commercial value to such portions.
- (2) Pursuant to 6 State-owned Land Use Rights Certificates, the land use rights of parts of the reconstruction project, comprising a total site area of 271,031.27 sq m, have been vested in 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*). The details are as follows:

Certificate No.	Site Area (sq m)	Use	Land Use Term Expiry
2012143	14,361.75	Residential/Retail	Retail: 14 November 2052 Residential: 14 November 2082
2012147	33,009.61	Residential/Retail	Retail: 14 November 2052 Residential: 14 November 2082
2012149	4,095.95	Residential/Retail	Retail: 14 November 2052 Residential: 14 November 2082
2012158	95,413.52	Residential/Retail	Retail: 14 November 2052 Residential: 14 November 2082
2013153	24,684.39	Residential	Allocated State-owned land
2013152	99,466.05	Residential	Allocated State-owned land
Total	271,031.27		

- (3) The salient points of Grant Contract for State-owned Land Use Rights and Supplementary Contract of Grant Contract of State-owned Land Use Rights entered into between Qinhuangdao Municipal Land Resources Administration Bureau (the “Grantor”) and 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*) (the “Grantee”) on 14 November 2012 are summarized below:

- (i) Location : Plot No. 3-3 West Baitaling Village reconstruction project, West Side
Jingwen Road, Haigang District
- (ii) Site Area : 69,442.41 sq m
- (iii) Use : Commercial and residential
- (iv) Land Premium : RMB401,799,539
- (v) Land Use Term : 40 years for commercial use, 70 years for residential use
- (vi) Permitted Gross Floor Area : < 173,606 sq m
- (vii) Building covenant : To complete construction by 14 November 2016
- (i) Location : Plot No. 3-4 West Baitaling Village reconstruction project, North Side
Hebei Avenue, Haigang District
- (ii) Site Area : 14,361.75 sq m
- (iii) Use : Commercial and residential
- (iv) Land Premium : RMB83,098,276
- (v) Land Use Term : 40 years for commercial use, 70 years for residential use
- (vi) Permitted Gross Floor Area : < 35,904 sq m
- (vii) Building covenant : To complete construction by 14 November 2016

- (i) Location : Plot No. 4-1 West Baitaling Village reconstruction project, East Side Wentan Road, Haigang District
- (ii) Site Area : 57,694 sq m (including 33,009.61 sq m granted land)
- (iii) Use : Commercial and residential
- (iv) Land Premium : RMB190,996,339
- (v) Land Use Term : 40 years for commercial use, 70 years for residential use
- (vi) Permitted Gross Floor Area : < 82,524 sq m
- (vii) Building covenant : To complete construction by 14 November 2016
- (i) Location : Plot No. 4-3/4-4 West Baitaling Village reconstruction project, East Side Wentan Road, Haigang District
- (ii) Site Area : 103,562 sq m (including 4,095.95 sq m granted land)
- (iii) Use : Commercial and residential
- (iv) Land Premium : RMB23,699,506
- (v) Land Use Term : 40 years for commercial use, 70 years for residential use
- (vi) Permitted Gross Floor Area : < 10,239 sq m
- (vii) Building covenant : To complete construction by 14 November 2016
- (i) Location : Plot No. 5-1 West Baitaling Village reconstruction project, West Side Wentan Road, Haigang District
- (ii) Site Area : 95,413.52 sq m
- (iii) Use : Commercial and residential
- (iv) Land Premium : RMB552,070,534
- (v) Land Use Term : 40 years for commercial use, 70 years for residential use
- (vi) Permitted Gross Floor Area : < 236,283 sq m
- (vii) Building covenant : To complete construction by 14 November 2016
- (4) According to Planning Permit for Construction Use of Land No. 130302200902021 dated 3 July 2009, the construction land use of the whole reconstruction project complies with the town planning requirements and permission for construction of a total gross site area of 621,435.97 sq m has been granted to 秦皇島市海洋置業房地產開發有限公司 (Qinhuangdao Ocean Land Development Company Limited*).
- (5) According to 5 Planning Permits for Construction Works, the construction works of the property are in compliance with the construction works requirements and have been approved. The details are as follows:

Permit No.	Issue Date	Building	Gross Floor Area (sq m)
130302201303020	9 May 2013	Phase 1 in Plot No. 3-3 of old city reconstruction project in west Haigang District	147,869
130302201203049	29 November 2012	3-4 retail in Plot No. 3 of old city reconstruction project in west Haigang District	9,632
130302201103076	30 September 2011	Plot No. 4-1 of old city reconstruction project in west Haigang District	302,363
130302201003113	26 September 2010	Resettlement flats in the New Ocean Town of west Baitaling reconstruction project	209,813
130302201103063	8 September 2011	Phase 1 in Plot No. 5 of old city reconstruction project in west Haigang District	391,915
Total:			1,061,592

- (6) According to 8 Permits for Commencement of Construction Works issued by the Qinhuangdao Construction Bureau, parts of the reconstruction project have been permitted for the construction of various buildings with a total gross floor area of 845,589.68 sq m. The details are as follows:

Permit No.	Issue Date	Portion	Gross Floor Area (sq m)
130301S13054-02-01	4 July 2013	Phase 1 in Plot No. 3-3 of old city reconstruction project in west Haigang District (Building Nos. 38-40 and No. D-3 car park)	92,220.85
130301S13054-03-01	4 July 2013	Phase 1 in Plot No. 3-3 of old city reconstruction project in west Haigang District (Building Nos. 43 and 46)	37,828.64
130301S12110-02-01	30 November 2012	3-4 retail in Plot No. 3 of old city reconstruction project in west Harbour District	9,632.00
130301S11109-02-01	30 September 2011	Phase 1 in Plot No. 4-1 of old city reconstruction project in west Harbor District (Building No. 3, 5 and 8-12 and car park in Block North and South)	198,167.97
130301S11109-03-01	30 September 2011	Phase 1 in Plot No. 4-1 of old city reconstruction project in west Harbor District (Building Nos. 1, 6 and 8-11)	104,194.47
130301S10120-04-01	29 September 2010	Section 2 in Resettlement flats of the New Ocean Town of West Baitaling reconstruction project (Building No.13-41)	89,239.63
130301S10120-03-01	29 September 2010	Section 1 in Resettlement flats of the New Ocean Town of West Baitaling reconstruction project (Building No.1-13 and car park)	120,019.92
130301S11108-02-01	15 September 2011	Phase 1 in Plot No. 5 of old city reconstruction project in west Haigang District (Building Nos. 1, 6 and 8-11)	194,286.20
Total:			845,589.68

- (7) According to 13 Pre-sale Permits, the area of portions of the reconstruction project permitted for pre-sale is 576,733.19 sq m with details as follows:

Permit No.	Portion	Issue Date	Gross Floor Area (sq m)
201378	Phase 1 in Plot No. 3-3 (Building No. 38)	24 September 2013	23,436.16
201366	Phase 1 in Plot No. 3-3 (Building No. 46)	29 August 2013	17,459.72
201359	Phase 1 in Plot No. 3-3 (Building Nos. 39-40)	15 August 2013	45,415.32
2015028	Phase 1 in Plot No. 3-3 (Building No. 43)	15 July 2015	17,789.05
2012091	3-4 retail of Plot No. 3	10 December 2012	9,328.29
2011072	Plot No. 4-1 (Building Nos. 13, 15, 16, 17 and 19)	27 December 2011	5,390.54
2011066	Plot No. 4-1 (Building Nos. 1, 2, 3, 5, 6 and 7)	10 November 2011	139,361.46
2012018	Plot No. 4-1 (car park of North Block)	18 May 2012	7,280.40
2012019	Car park in Blocks A, B, C1 and C2 (Building Nos. 31-33 in Zone C2, car parks in Zones A, B and C1)	18 May 2012	7,345.53
2014051	No. 4-1 (Building No. 8)	29 August 2014	9,628.08
2011065	Phase 1 in Plot No. 5 (Building Nos. 1-6, 8-12 and 15-19)	10 November 2011	267,672.18
2013102	Plot No. 4-1 (Building No. 9, car park of South Block)	13 December 2013	22,786.12
2015039	Building Nos. 17#, 23#, 30# and 34#	28 September 2015	3,840.34
Total:			576,733.19

- (8) According to the Real Estate Survey Report dated 28 October 2013, the total gross floor area of Block No. 3-4 retail is 9,355.69 sq m.

According to the Real Estate Survey Report dated 18 July 2013, the total gross floor area of Building Nos. 38-40, 43 & 46 in Plot No. 3-3 is 117,177.80 sq m.

According to the Real Estate Survey Report dated 25 October 2011, the total gross floor area of Building Nos. 1-3 and 5-7 in Plot No. 4-1 of old city reconstruction project in west Haigang District is 139,361.46 sq m.

According to the Real Estate Survey Report dated 9 December 2011, the total gross floor area of Building Nos. 13, 15-17 and 19 in Plot No. 4-1 of old city reconstruction project in west Haigang District is 6,297.57 sq m.

- (9) According to Completion and Acceptance Certificate for Construction Works 2013 (85) issued by Qinhuangdao Government Service Centre dated 31 December 2013, Plot No. 3-4 west Baitaling Village reconstruction project has been completed.

According to Completion and Acceptance Certificate for Construction Works of Hebei Province dated 8 December 2015, Buildings Nos. 38-40 & D-3 Underground Carpark in Phase 1 of Plot No. 3-3 of old city reconstruction project in west Haigang District has been completed. The total gross floor area is 87,460.69 sq m.

According to Completion and Acceptance Certificate for Construction Works of Hebei Province dated 30 November 2015, Buildings Nos. 43, 46 & D-3 Underground Carpark in Phase 1 of Plot No. 3-3 of old city reconstruction project in west Haigang District has been completed. The total gross floor area is 37,828.64 sq m.

- (10) According to the information provided by the Disposal Group, portions of the property with a total gross floor area of approximately 8,320.19 sq m have been committed for sale at a total consideration of RMB61,134,257. We have included such portions in our valuation and taken into account such amount.
- (11) According to the Disposal Group, the Disposal Group holds a 50% attributable interest in the property.
- (12) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project under construction by 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*) has been entitled to develop the project in compliance with the relevant permits;
 - (iii) 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*) is entitled to pre-sell the property under construction within the pre-sale limit in compliance with Pre-sale Permit; and
 - (iv) As confirmed by 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*), the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (13) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|--|-----|
| State-owned Land Use Rights Certificate | Yes |
| Grant Contract for State-owned Land Use Rights | Yes |
| Planning Permit for Construction Use of Land | Yes |
| Planning Permit for Construction Works | Yes |
| Permit for Commencement of Construction Works | Yes |
| Pre-sale Permit | Yes |
| Real Estate Survey Report | Yes |
| Completion and Acceptance Certificate for Construction Works | Yes |
- (14) Mr. Zien Ding, Assistant Manager of our Beijing Office, inspected the property in November 2015. He has 3 years of experience in the valuation of properties in the PRC.

* For identification purpose only

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
12. The unsold completed portions of Wan Hai Yi Hao (Qinhuangdao) (灣海1號(秦皇島), Qinhuangdao, Hebei Province, the PRC	<p>The property comprises the unsold units of the completed portions of a residential project completed in 2011.</p> <p>The property is nearby the Xin'ao Sea World, which is a famous tourism attraction in Qinhuangdao. The environment is good. The property is close to seaside, which is only 10 minutes' walk.</p>	As at the date of valuation, the property was vacant.	RMB23,000,000 (50% interest attributable to the Disposal Group: RMB11,500,000)

According to the information provided by the Disposal Group, the gross floor areas of the property are summarized as follows:

Use	Proposed Gross Floor Area (sq m)
Car park	6,715.06
Total:	6,715.06

The land use rights of the property have been granted for a term due to expire on 22 September 2072 for residential use.

Notes:

- (1) Pursuant to State-owned Land Use Rights Certificate No. 2009032, the land use rights of the property, comprising a total site area of 28,471.65 sq m, have been vested in 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*) for a term due to expire on 22 September 2072 for residential use.
- (2) According to Planning Permit for Construction Use of Land No. 2007 (037) dated 30 April 2007, the construction land use of the property complies with the town planning requirements and permission for construction of a total gross site area of 31,433.22 sq m has been granted to 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*).
- (3) According to Planning Permit for Construction Works No. 2007 (026), the construction works of the property, with a total gross floor area of 173,021 sq m, are in compliance with the construction works requirements and have been approved.
- (4) According to Permit for Commencement of Construction Works No. 130301S07026-02-01 issued by the Qinhuangdao Construction Bureau, parts of the reconstruction project have been permitted for the construction of various buildings with a total gross floor area of 173,021 sq m.
- (5) According to Pre-sale Permit No. 2007 (039) dated 27 August 2007, the permitted pre-sale area of Wan Hai Yi Hao (Qinhuangdao) is 162,589 sq m.
- (6) According to Completion and Acceptance Certificate for Construction Works No. 2011 (35) issued by Qinhuangdao Government Service Centre on 18 May 2011, the total gross floor area of Building Nos. 1-5 and Car Park in Wan Hai Yi Hao (Qinhuangdao) is 173,021 sq m.
- (7) According to the Disposal Group, the Disposal Group holds a 50% attributable interest in the property.
- (8) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
 - (i) 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project developed by 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*) as mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*) has been entitled to develop the project in compliance with the relevant permits;
 - (iii) 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*) is entitled to pre-sell the property within the pre-sale limit in compliance with Pre-sale Permit; and
 - (iv) As confirmed by 秦皇島市海洋置業房地產開發有限公司(Qinhuangdao Ocean Land Development Company Limited*), the land use rights mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.

- (9) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:

State-owned Land Use Rights Certificate	Yes
Planning Permit for Construction Use of Land	Yes
Planning Permit for Construction Works	Yes
Permit for Commencement of Construction Works	Yes
Pre-sale Permit	Yes
Completion and Acceptance Certificate for Construction Works	Yes

- (10) Mr. Zien Ding, Assistant Manager of our Beijing Office, inspected the property in November 2015. He has 3 years of experience in the valuation of properties in the PRC.

* *For identification purpose only*

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
13. The unsold completed portions of Ocean Honored Chateau (Qingdao) (遠洋公館 (青島), No. 23 Yanerdao Road, Shinan District, Qingdao, Shandong Province, the PRC	<p>The property comprises the unsold units of the completed portions of a complex project completed in 2015 erected on a site with a total site area of 42,463.10 sq m.</p> <p>The property abuts to Yanerdao Street on the northwest, Jiangxi Road on the northeast, and Gutian Road on the south. It is about 5 minutes' walk from Shinan CBD to the property.</p> <p>Nearby developments mainly consist of residential, commercial buildings, municipal facilities such as Hongkong Garden, Huanhai Garden, Xutai Garden, Lvdao Garden, Mykal Shopping Center, Jusco Supermarket, Jianlian Hospital, No. 57 Middle School and so on.</p> <p>The property comprises residential, serviced apartment, retail and underground car park.</p>	As at the date of valuation, the property was vacant.	RMB1,184,000,000 (48.5% interest attributable to the Disposal Group: RMB574,240,000)

According to the information provided by the Disposal Group, the gross floor area of the property is as follows:

Use	Proposed Gross Floor Area (sq m)
Residential Serviced apartment	19,962.11 11,683.34
Retail	3,652.12
Underground car park (361 lots)	<u>18,242.44</u>
Total:	<u><u>53,540.01</u></u>

The land use rights of the property have been granted for terms due to expire on 11 March 2050 for commercial use and 11 March 2080 for residential use.

Notes:

- (1) According to State-owned Land Use Rights Certificate No. 201066480 issued by Qingdao Municipal Land Resources and Housing Administration Bureau on 14 June 2012, the land use rights of parts of the property having a site area of 32,467.29 sq m have been vested in 青島遠佳置業有限公司 (Qingdao Yuan Jia Properties Co., Ltd*) for a term due to expire on 11 March 2080 for residential use.

According to State-owned Land Use Rights Certificate No. 201233219 issued by Qingdao Municipal Land Resources and Housing Administration Bureau on 13 June 2012, the land use rights of parts of the property having a site area of 9,995.81 sq m have been vested in 青島遠佳置業有限公司 (Qingdao Yuan Jia Properties Co., Ltd*) for a term due to expire on 11 March 2050 for commercial use.

- (2) The salient points of Grant Contract for State-owned Land Use Rights No. Qingdao-01-2010-0046 entered into between Qingdao Municipal Land Resources and Housing Administration Bureau (the “Grantor”) and 北京遠坤房地產開發有限公司 (Beijing Yuankun Real Estate Development Co., Ltd.*) (the “Grantee”) on 26 March 2010 are summarized below:

(i)	Location	: No. 5 Quanzhou Road, Shinan District
(ii)	Site Area	: 42,463.10 sq m
(iii)	Use	: Commercial and residential
(iv)	Land Premium	: RMB1,560,507,000
(v)	Land Use Term	: 40 years commencing on the handover date of the commercial land 70 years commencing on the handover date of the residential land
(vi)	Permitted Gross Floor Area	: 80,025.50 sq m

According to Modification Agreement No. Qingdao-03-2010-0029 dated 4 May 2010, the Grantee of the main contract (No. Qingdao-01-2010-0046) has been changed to 青島遠佳置業有限公司 (Qingdao Yuan Jia Properties Co., Ltd*).

- (3) According to Planning Permit for Construction Land No. 370200201001005 dated 28 July 2010, the proposed construction land use of the property complies with the town planning requirements and permission for construction of a total gross site area of 42,463.10 sq m has been granted to 青島遠佳置業有限公司 (Qingdao Yuan Jia Properties Co., Ltd*).
- (4) According to Planning Permit for Construction Works No. 370200201101065 dated 9 September 2011, the proposed construction works of the residential, retail and ancillary facilities of the development comply with the town planning requirements and the permitted construction scale is 79,977.09 sq m aboveground and 56,347 sq m underground.
- (5) According to Permit for Commencement of Construction Works No. 370200201203150301 dated 15 March 2012, the proposed construction works of parts of the property comply with the construction works commencement conditions and the total permitted gross floor area is 81,527.72 sq m. The permitted construction period was granted from 15 March 2012 to 11 July 2014.

According to Permit for Commencement of Construction Works No. 370200201203150501 dated 15 March 2012, the proposed construction works of parts of the property comply with the construction works commencement conditions and the total permitted gross floor area is 54,796.37 sq m. The permitted construction period was granted from 15 March 2012 to 9 May 2014.

- (6) According to Pre-sale Permit No. (2014)033 dated 20 May 2014, the area of portions of the development permitted for pre-sale is 29,327.08 sq m.

According to Pre-sale Permit No. (2015)042 dated 5 June 2015, the area of portions of the development permitted for pre-sale is 33,199.17 sq m.

According to Pre-sale Permit No. (2016)013 dated 30 March 2016, the area of portions of the development permitted for pre-sale is 15,335.46 sq m.

- (7) According to Completion and Acceptance Certificate for Construction Works No. 2015(276) issued by Qingdao Government Service Centre on 27 October 2015, the total gross floor area of Building Nos. 1, 2, 5, 7 and 9 in Ocean Honored Chateau (Qingdao) is 81,527.72 sq m.

According to Completion and Acceptance Certificate for Construction Works No. 2015(279) issued by Qingdao Government Service Centre on 27 October 2015, the total gross floor area of Building Nos. 3, 4, 6, 8 and 10 in Ocean Honored Chateau (Qingdao) is 52,329.81 sq m.

- (8) According to the information provided by the Disposal Group, portions of the property with a total gross floor area of 3,824.32 sq m have been committed for sale at a total consideration of RMB127,920,202. We have included such portions in our valuation and taken into account such amount.
- (9) According to the Disposal Group, the Disposal Group holds a 48.5% attributable interest in the property.
- (10) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 青島遠佳置業有限公司 (Qingdao Yuan Jia Properties Co., Ltd*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 青島遠佳置業有限公司 (Qingdao Yuan Jia Properties Co., Ltd*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project under construction by 青島遠佳置業有限公司 (Qingdao Yuan Jia Properties Co., Ltd*) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 青島遠佳置業有限公司 (Qingdao Yuan Jia Properties Co., Ltd*) has been entitled to develop the project in compliance with the relevant permits;
 - (iii) 青島遠佳置業有限公司 (Qingdao Yuan Jia Properties Co., Ltd*) is entitled to pre-sell the property under construction within the pre-sale limit in compliance with Pre-sale Permit;
 - (iv) Parts of the property are subject to a mortgage in favour of Industrial and Commercial Bank of China south Qingdao the fourth subbranch for a consideration of RMB300,000,000; and
 - (v) As confirmed by 青島遠佳置業有限公司 (Qingdao Yuan Jia Properties Co., Ltd*) except for the mortgage mentioned above, the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (11) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|--|-----|
| State-owned Land Use Rights Certificate | Yes |
| Grant Contract for State-owned Land Use Rights | Yes |
| Planning Permit for Construction Use of Land | Yes |
| Planning Permit for Construction Works | Yes |
| Permit for Commencement of Construction Works | Yes |
| Completion and Acceptance Certificate for Construction Works | Yes |
| Pre-sale Permit | Yes |
- (12) Mr. Tiger Zhao, Senior Valuer of our Qingdao Office, inspected the property in May 2016. He is a Registered China Real Estate Appraiser and has 6 years of experience in the valuation of properties in the PRC.

* For identification purpose only

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
14. The unsold completed portions of Grand Canal Milestone (Hangzhou) (遠洋·大河宸章(杭州)), Gongshu District, Hangzhou, Zhejiang Province, the PRC	<p>The property comprises the unsold units of the completed portions of a residential development completed in 2013.</p> <p>The property is on the edge of the Great Canal. The environment is good. The accessibility of the property is good. The locality is reachable by taxis and buses.</p>	As at the date of valuation, the property was vacant.	RMB3,200,000 (35% interest attributable to the Disposal Group: RMB1,120,000)

According to the information provided by the Disposal Group, the gross floor areas of the property are summarized as follows:

Use	Proposed Gross	
	Floor	Area
		(sq m)
Residential	89.13	
Car park	45.00	
Total:	134.13	

The land use rights of the property have been granted for terms due to expire on 30 May 2081 for residential use and 30 May 2051 for public services and amenities.

Notes:

(1) According to State-owned Land Use Rights Certificate No. (2011) 100046 issued by Hangzhou Land Resources Bureau on 8 June 2011, the land use rights of part of the property having a site area of 50,953 sq m have been vested in 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) for terms due to expire on 30 May 2081 for residential use and 30 May 2051 for public services and amenities.

(2) The salient points of Grant Contract for State-owned Land Use Rights HTHZ (2007) No. 133 entered into between Hangzhou Municipal Land Resources Administration Bureau (the “Grantor”) and 遠洋地產有限公司 (Sino Ocean Land Limited*) and 北京萊福建設有限公司 (Beijing Life Builder Co., Ltd.*) (collectively the “Grantee”) on 6 November 2007 are summarized below:

- | | | |
|-------|---------------|--|
| (i) | Location | : Junction of Xiaohe Road and Jiru Road |
| (ii) | Site Area | : 89,002 sq m (Lot A: 34,116 sq m, Lot B: 50,953 sq m, Lot B1: 3,933 sq m) |
| (iii) | Use | : Residential, public facilities and commercial and finance |
| (iv) | Land Premium | : RMB1,224,300,090 |
| (v) | Land Use Term | : 70 years for residential use and 40 years for commercial use commencing on the handover date of the land |

Additionally, according to a supplementary agreement of the Grant Contract, the Grantee was changed into 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) on 26 February 2012.

(3) According to Planning Permit for Construction Land No. 330100200900136 dated 20 March 2009, the construction land use of the property complies with the town planning requirements and permission for construction of a total gross site area of 85,069 sq m has been granted to 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*).

(4) According to Planning Permit for Construction Works No. 330100201100306 dated 12 August 2011, the construction works of the residential, communal and ancillary facilities of the development comply with the town planning requirements and the permitted construction scale is 160,038.59 sq m.

(5) According to Permit for Commencement of Construction Works No. 330100201108260101 dated 26 August 2011, the construction works of residential, communal and ancillary facilities of the development comply with the construction works commencement requirements and the total permitted gross floor area is 160,038.59 sq m. The permitted construction period was granted from 9 March 2011 to 29 September 2013.

(6) According to Completion and Acceptance Certificates for Construction Works No. 31000620131230102 issued by Hangzhou Municipal Construction Committee on 24 December 2013, portions of the property comprising a gross floor area of 53,979.39 sq m have been completed.

According to Completion and Acceptance Certificates for Construction Works No. 31000620131230103 issued by Hangzhou Municipal Construction Committee on 24 December 2013, portions of the property comprising a gross floor area of 106,059.2 sq m have been completed.

(7) According to the information provided by the Disposal Group, portions of the property with a total gross floor area of 89.13 sq m have been committed for sale at a total consideration of RMB2,560,000. We have included such portions in our valuation and taken into account such amount.

(8) According to the Disposal Group, the Disposal Group holds a 35% attributable interest in the property.

- (9) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project under construction by 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) has been entitled to develop the project in compliance with the relevant permits;
 - (iii) 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*) is entitled to pre-sell the property under construction within the pre-sale limit in compliance with Pre-sale Permit; and
 - (iv) As confirmed by 杭州遠洋萊福房地產開發有限公司 (Hang Zhou Yuan Yang Lai Fu Real Estate Development Company Limited*), the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (10) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|--|-----|
| State-owned Land Use Rights Certificate | Yes |
| Grant Contract for State-owned Land Use Rights | Yes |
| Planning Permit for Construction Land | Yes |
| Planning Permit for Construction Works | Yes |
| Permit for Commencement of Construction Works | Yes |
| Completion and Acceptance Certificate for Construction Works | Yes |
- (11) Mr. Delly Chen, Senior Valuer of our Hangzhou Office, inspected the property in April 2016. He has 3 years of experience in the valuation of properties in the PRC.

* For identification purpose only

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
15. The unsold completed portions of Ocean Chanson Mansion (Shanghai) (遠洋·香奈印象(上海)), Yangtai Road, Lvlong Road, Planned Meipu Road, Yanghang Town, Baoshan District, Shanghai, the PRC	<p>Ocean Chanson Mansion (Shanghai) is erected on a piece of land with a total site area of 137,708.2 sq m and is being developed in phases into a residential development with car parking spaces.</p> <p>Ocean Chanson Mansion (Shanghai) is situated in the sub-urban area of Baoshan District in Shanghai with several bus lines and subway access. The property is rather far away from the city centre and the commercial atmosphere is yet to be developed.</p>	<p>As at the date of valuation, two retail units were subject to tenancies with the latest expiry date on 31 December 2024 at a total monthly rent of RMB23,823, the remaining portion was vacant.</p>	<p>RMB1,249,000,000</p> <p>(50% interest attributable to the Disposal Group: RMB624,500,000)</p>

The property comprises the unsold units of the completed portions of the composite development completed in 2016.

According to the information provided by the Disposal Group, the gross floor areas of the unsold units of the property are summarized as follows:

Use	Proposed Gross Floor Area (sq m)
Residential	38,997
Retail	8,103
Car park	60,839
Total:	107,939

The land use rights of the property have been granted for a term due to expire on 28 March 2081 for residential use.

Notes:

- (1) According to Shanghai Certificate of Real Estate Ownership No. (2014) 026751 issued by Shanghai Planning, Land & Resources Administration Bureau and Shanghai Housing Security & Administration Bureau on 30 June 2014, the building ownership of the property with a total gross floor area of 97,705.66 sq m has been vested in 上海遠正置業有限公司 (Shanghai Yuan Zheng Properties Co., Ltd.*). The land use rights of the development in which the property constitutes part therein, having a site area of 137,708 sq m, have been granted for a term of 70 years commencing on 29 March 2011 for residential use.

According to Shanghai Certificate of Real Estate Ownership No. (2015) 020539 issued by Shanghai Planning, Land & Resources Administration Bureau and Shanghai Housing Security & Administration Bureau on 27 May 2015, the building ownership of the property with a total gross floor area of 97,527.12 sq m has been vested in 上海遠正置業有限公司 (Shanghai Yuan Zheng Properties Co., Ltd.*). The land use rights of the development in which the property constitutes part therein, having a site area of 137,708 sq m, have been granted for a term of 70 years commencing on 29 March 2011 for residential use.

The property is portion of the aforesaid gross floor area.

- (2) According to Completion and Acceptance Certificates for Construction Works No. 2016BS0020 issued by Shanghai Baoshan District Construction and Transportation Committee on 27 January 2016, the property with a total gross floor area of 93,775.34 sq m has been completed.

The property is portion of the aforesaid gross floor area.

- (3) According to the information provided by the Disposal Group, portions of the property with a total gross floor area of approximately 39,186 sq m have been committed for sale at a total consideration of RMB804,529,311. We have included such portions in our valuation and taken into account such amount.

- (4) According to the Disposal Group, the Disposal Group holds a 50% attributable interest in the property.

- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:

- (i) 上海遠正置業有限公司 (Shanghai Yuan Zheng Properties Co., Ltd.*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 上海遠正置業有限公司 (Shanghai Yuan Zheng Properties Co., Ltd.*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
- (ii) The project developed by 上海遠正置業有限公司 (Shanghai Yuan Zheng Properties Co., Ltd.*) as mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) has been entitled to develop the project in compliance with the relevant permits;
- (iii) 上海遠正置業有限公司 (Shanghai Yuan Zheng Properties Co., Ltd.*) is entitled to pre-sell the property within the pre-sale limit in compliance with Pre-sale Permit;
- (iv) Parts of the property are subject to four mortgages in favour of China Everbright Bank Shanghai branch and China Citic Bank Shanghai branch for a consideration of RMB1,870,000,000; and

- (v) As confirmed by 上海遠正置業有限公司 (Shanghai Yuan Zheng Properties Co., Ltd.*), except for the mortgage mentioned above, the property is not subject to any foreclosure, mortgage or restriction of other rights.
- (6) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|--|-----|
| Certificate of Real Estate Ownership | Yes |
| Completion and Acceptance Certificate for Construction Works | Yes |
- (7) Mr. Rick Sun, Senior Manager of our Shanghai Office, inspected the property in May 2016. He has 11 years of experience in the valuation of properties in the PRC.

* *For identification purpose only*

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
16. The unsold completed portions of BOND CASTLE (Shanghai) (遠洋·博堡(上海)), Fuyuan Road, Lane 885, Baoshan District, Shanghai, the PRC	<p>The property comprises the unsold units of a villa development completed in 2013.</p> <p>The property is situated in the sub-urban area of Baoshan District in Shanghai with several bus lines and subway access.</p> <p>The environment is quite good and is surrounded by Meilan Lake and Golf Course.</p>	As at the date of valuation, the property was vacant.	RMB1,319,000,000 (50% interest attributable to the Disposal Group: RMB659,500,000)

According to the information provided by the Disposal Group, the gross floor area of the unsold portions of the property is 21,804.70 sq m.

The land use rights of the property have been granted for a term due to expire on 2 October 2080 for residential use.

Notes:

- (1) According to Shanghai Certificate of Real Estate Ownership No. (2013) 026560 issued by Shanghai Planning, Land & Resources Administration Bureau and Shanghai Housing Security & Administration Bureau on 20 May 2013, the building ownership of the development in which the property constitutes part therein, with a total gross floor area of 49,761.31 sq m (including a total underground area of 24,705.77 sq m) has been vested in 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*). The land use rights of the development in which the property constitutes part therein, having a site area of 43,326 sq m, have been granted for a term of 70 years commencing on 3 October 2010 for residential use.

The property is portion of the aforesaid gross floor area.

- (2) According to 2 Pre-sale Permits, the area of portions of the reconstruction project permitted for pre-sale is 48,683.52 sq m with details as follows:

Permit No.	Plot	Issue Date	Gross Floor Area (sq m)
(2011)00001415	5-13, 15-20, 22, 23, 25, 30, 32, 33, 35, 36	21 December 2011	33,560.86
(2011)0000128	1-3, 26-29, 31	28 November 2011	15,122.66
Total:			48,683.52

- (3) According to the Disposal Group, the Disposal Group holds a 50% attributable interest in the property.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:

- (i) 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) has obtained the land use rights and building ownership of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and Shanghai Certificate of Real Estate Ownership has been obtained. According to its Shanghai Certificate of Real Estate Ownership, 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) has the rights to occupy, use, lease or otherwise dispose of the real estate ownership of the property within the land use term;
- (ii) The project developed by 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) as mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) has been entitled to develop the project in compliance with the relevant permits;
- (iii) 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) is entitled to pre-sell the property within the pre-sale limit in compliance with Pre-sale Permit;
- (iv) Parts of the property are subject to a mortgage in favour of Bank of China Shanghai Putuo sub-branch for a consideration of RMB400,000,000; and
- (v) As confirmed by 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*), except for the mortgage mentioned above, the property is not subject to any foreclosure, mortgage or restriction of other rights.

- (5) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:

Certificate of Real Estate Ownership	Yes
Pre-sale Permit	Yes

- (6) Mr. Rick Sun, Senior Manager of our Shanghai Office, inspected the property in May 2016. He has 11 years of experience in the valuation of properties in the PRC.

* For identification purpose only

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
17. Phase 1 of DREAMING LAND (Shanghai) (遠洋•鴻郡(上海)一期), Fuyuan Road, Lane 885, Baoshan District, Shanghai, the PRC	<p>The property comprises the unsold units of a villa development completed in 2016.</p> <p>The property is situated in the sub-urban area of Baoshan District in Shanghai with several bus lines and subway access.</p> <p>The environment is quite good and is surrounded by Meilan Lake and Golf Course.</p> <p>According to the information provided by the Disposal Group, the gross floor area of the unsold portion of the property is 14,672.51 sq m.</p> <p>The land use rights of the property have been granted for a term due to expire on 2 October 2080 for residential use.</p>	As at the date of valuation, the property was vacant.	RMB549,000,000 (50% interest attributable to the Disposal Group: RMB274,500,000)

Notes:

- (1) According to Shanghai Certificate of Real Estate Ownership No. (2011) 013970 issued by Shanghai Planning, Land & Resources Administration Bureau and Shanghai Housing Security & Administration Bureau on 1 April 2011, the land use rights of part of the property having a site area of 107,824.9 sq m have been vested in 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) for a term due to expire on 2 October 2080 for residential use.
- (2) According to Completion and Acceptance Certificates for Construction Works No. 2016BS0014 issued by Shanghai Baoshan District Construction and Transportation Committee on 21 January 2016, the property with a total gross floor area of 71,547.75 sq m has been completed.

The property is portion of the aforesaid gross floor area.

- (3) According to the information provided by the Disposal Group, portions of the property with a total gross floor area of approximately 7,345.20 sq m have been committed for sale at a total consideration of RMB255,906,832. We have included such portions in our valuation and taken into account such amount.
- (4) According to the Disposal Group, the Disposal Group holds a 50% attributable interest in the property.
- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project under construction by 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) has been entitled to develop the project in compliance with the relevant permits;
 - (iii) 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*) is entitled to pre-sell the property under construction within the pre-sale limit in compliance with Pre-sale Permit;
 - (iv) Parts of the property are subject to two mortgages in favour of Industrial Bank Wujiaochang sub-branch for a consideration of RMB800,000,000; and
 - (v) As confirmed by 上海遠鑫置業有限公司 (Shanghai Yuan Xin Properties Co., Ltd.*), except for the mortgage mentioned above, the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (6) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|---|-----|
| Certificate of Real Estate Ownership | Yes |
| Completion and Acceptance Certificates for Construction Works | Yes |
- (7) Mr. Rick Sun, Senior Manager of our Shanghai Office, inspected the property in May 2016. He has 11 years of experience in the valuation of properties in the PRC.

* For identification purpose only

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
18.	<p>The unsold completed portions of Phases 1, 2 and 3 of Ocean Holiday Manor (Dalian) (遠洋假日養生莊園(大連)), Jinshi IT Industrial Park, Dalian Economic and Technological Area, Dalian, Liaoning Province, the PRC</p> <p>Ocean Holiday Manor (Dalian) is erected on two pieces of land with a total site area of approximately 461,300 sq m and is being developed in phases into a composite development with car parking spaces.</p> <p>The property comprises the unsold units of the completed portions of an enlarged composite development being developed in phases. The subject portions were completed in between 2012 and 2015.</p> <p>The property is situated in the northwest of Jinshitan area. The property abuts Guanggu Road on the south, Project Xintianjiayuan (心田佳苑) on the north, and mountains on the east and west.</p> <p>Developments in the vicinity mainly comprise residential and townhouses, such as Project Gold Pearl (金石明珠), Boee Brilliant Villas' Hill (保億麗景山), Jinshi Beach Holiday Park (金石灘度假公園) interspersed with a few retail facilities. The property is situated in Jinshitan Scenic Spot. The environment is good. Business types mainly include F&B and entertainment.</p>	<p>As at the date of valuation, the property was vacant.</p>	<p>RMB192,000,000</p> <p>(50% interest attributable to the Disposal Group: RMB96,000,000)</p>

According to the information provided by the Disposal Group, the gross floor areas of the property are summarized as follows:

Use	Proposed Gross Floor Area (sq m)
Residential	1,311.06
Townhouse	9,735.15
Retail	10,117.79
Car park	4,131.53
Total:	<u>25,295.53</u>

The land use rights of the property have been granted for terms due to expire on 25 March 2060 for residential use.

Notes:

- (1) According to 2 State-owned Land Use Rights Certificates issued by Dalian State-owned Land Resources and Housing Bureau Jinzhou New District Branch, the land use rights of the property with a total site area of approximately 461,300 sq m have been vested in 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.*) for terms due to expire on 25 March 2060 for residential use. The details are as follows:

Certificate No.	Site Area (sq m)	Use	Issue Date
(2011) 0016	80,273	Residential	23 March 2011
(2011) 0012	381,027	Residential	28 February 2011
Total	<u>461,300</u>		

APPENDIX IV

VALUATION REPORT ON THE PROPERTY INTERESTS HELD BY THE DISPOSAL GROUP

- (2) The salient points of Grant Contracts for State-owned Land Use Rights entered into between Dalian State-owned Land Resources and Housing Bureau (the “Grantor”) and 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) (the “Grantee”) on 26 March 2010 are summarized below:

Use	Site Area (sq m)	Land Premium (RMB)	Permitted Gross Floor Area (sq m)	Land Use Term
Residential	81,131	86,730,000	64,904.80	50 years commencing on the handover date of the land
Residential	381,027	407,300,000	304,821.60	
Total	462,158	494,030,000	369,726.40	

- (3) According to Planning Permit for Construction Land No. 210213201010142 dated 24 November 2010, the construction land use of portions of the development, in which the property constitutes part therein, complies with the town planning requirements and permission for construction of a total gross site area of 81,131 sq m has been granted to 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.).

According to Planning Permit for Construction Land No. 210213201010143 dated 24 November 2010, the construction land use of portions of the development, in which the property constitutes part therein, complies with the town planning requirements and permission for construction of a total gross site area of 381,027 sq m has been granted to 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.).

- (4) According to 6 Planning Permits for Construction Works, the construction works of the property comply with the town planning requirements and the permitted construction scale is 245,578.53 sq m. The details are as follows:

Permit No.	Gross Floor Area (sq m)	Issue Date
210213201310084	37,353.98	14 June 2013
210213201110118	73,463.18	22 July 2011
210213201110049	33,274.41	14 April 2011
210213201110048	48,349.91	14 April 2011
210213201310054	27,272.56	25 August 2013
210213201310085	25,864.49	14 June 2013
Total	245,578.53	

APPENDIX IV**VALUATION REPORT ON THE PROPERTY INTERESTS HELD BY THE DISPOSAL GROUP**

- (5) According to 8 Permits for Commencement of Construction Works, the construction works of the property comply with the construction works commencement conditions and the total permitted gross floor area is 245,578.53 sq m. The details are as follows:

Permit No.	Gross Floor Area <i>(sq m)</i>	Issue Date	Construction period
210206201207311801	24,306.97	31 July 2012	From 10 July 2012 to 30 September 2013
210206201207311901	13,047.01	4 September 2014	From 10 July 2012 to 30 September 2013
210206201105171501	48,349.91	17 May 2011	From 10 May 2011 to 30 May 2012
210206201108240501	30,292.86	24 August 2011	From 25 July 2011 to 30 June 2012
210206201105311101	33,274.41	31 May 2011	From 10 May 2011 to 30 May 2012
210206201108240601	43,170.32	24 August 2011	From 25 July 2011 to 30 June 2012
210206201307310101	27,272.56	31 July 2013	From 31 July 2013 to 31 July 2014
210206201308271901	25,864.49	27 August 2013	From 26 August 2013 to 30 June 2015
Total	245,578.53		

- (6) According to 8 Pre-sale Permits issued by Dalian Jinzhou New District State-owned Land Resources and Housing Bureau, 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) was permitted for pre-sale of portions of the property with details as follows:

Permit No.	Pre-sale Area <i>(sq m)</i>	Issue Date
2011036	73,568.31	14 June 2011
2011083	28,170.20	18 November 2011
2011055	40,522.23	30 August 2011
2012043	24,149.22	24 August 2012
2013027	7,018.79	21 June 2013
2013043	27,252.70	23 August 2013
2013050	8,564.72	3 September 2013
2014046	8,553.74	25 June 2014
Total	217,799.91	

- (7) According to Completion and Acceptance Certificates for Construction Works Nos. 2013-034, 2013-035, 2014-166 and 2014-167 dated 6 May 2013 and 31 December 2014, parts of the development with a total gross floor area of 184,073.21 sq m were completed.
- (8) According to the information provided by the Disposal Group, portions of the property with a total gross floor area of 11,046.21 sq m have been committed for sale at a total consideration of RMB72,396,029. We have included such portions in our valuation and taken into account such amount.
- (9) According to the Disposal Group, the Disposal Group holds a 50% attributable interest in the property.
- (10) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project under construction by 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) has been entitled to develop the project in compliance with the relevant permits;
 - (iii) 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.) is entitled to pre-sell the property under construction within the pre-sale limit in compliance with Pre-sale Permit;
 - (iv) Parts of the property are subject to a mortgage in favour of Bank of China Dalian Development Zone branch for a consideration of RMB310,000,000; and
 - (v) As confirmed by 大連鑫融置業有限公司 (Dalian Xinrong Property Co., Ltd.), except for the mortgage mentioned above, the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (11) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|--|-----|
| State-owned Land Use Rights Certificate | Yes |
| Grant Contract for State-owned Land Use Rights | Yes |
| Planning Permit for Construction Land | Yes |
| Planning Permit for Construction Works | Yes |
| Permit for Commencement of Construction Works | Yes |
| Pre-sale Permit | Yes |
| Completion and Acceptance Certificate for Construction Works | Yes |
- (12) Ms. Liven Xu, Associate Director of our Dalian Office, inspected the property in May 2016. She is a Registered China Real Estate Appraiser and has 19 years of experience in the valuation of properties in the PRC.

* For identification purpose only

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
19.	<p>The unsold completed portions of Ocean TIMES (Dalian) (遠洋時代城(大連)), East of No. 8 Road, University Town, Dalian Development Area, Dalian, Liaoning Province, the PRC</p> <p>The property comprises the unsold units of a composite development completed in 2013.</p> <p>The property is situated on the east of Dalian University and abuts Dayao Bay highway on the east. Developments in the vicinity are mainly residential in nature, such as Zhiyushan, Zhiyunshan, Lanshanzhuzuo, interspersed with a few retail facilities.</p> <p>The property is approximately 8.6 km to the central business district of Dalian Development Area. The property is served by public bus routes.</p> <p>According to the information provided by the Disposal Group, the gross floor area of the property is 46,386 sq m. Around 985 car parking spaces will be eligible for sale.</p> <p>The land use rights of the property have been granted for terms of 50 years due to expire on 24 March 2060 for residential use and 40 years due to expire on 24 March 2050 for commercial use.</p>	As at the date of valuation, the property was vacant.	RMB29,550,000 (50% interest attributable to the Disposal Group: RMB14,775,000)

Notes:

- (1) According to State-owned Land Use Rights Certificate No. (2010) 0709 issued by Dalian State-owned Land Resources and Housing Bureau Development Area Branch on 25 August 2010, the land use rights of the development in which the property constitutes part therein, having a site area of 272,210 sq m have been vested in 大連宏澤置業有限公司 (Dalian Hong Ze Properties Co., Ltd.*) for terms of 50 years due to expire on 24 March 2060 for residential use and 40 years due to expire on 24 March 2050 for commercial use.
- (2) The salient points of Grant Contract for State-owned Land Use Rights No. (2010)028 entered into between Dalian State-owned Land Resources and Housing Bureau (the “Grantor”) and 大連宏澤置業有限公司 (Dalian Hong Ze Properties Co., Ltd.*) (the “Grantee”) on 25 March 2010 are summarized below:
- (i) Location : East of No. 8 Road, University City
- (ii) Site Area : 272,210 sq m
- (iii) Use : Residential and commercial
- (iv) Land Premium : RMB479,650,000
- (v) Land Use Term : 40 years for commercial use and 50 years for residential use commencing on the handover date of the land
- (3) According to Planning Permit for Construction Land No. 210213201010100 dated 16 August 2010, the construction land use of the development in which the property constitutes part therein complies with the town planning requirements and permission for construction of a total gross site area of 272,210 sq m has been granted to 大連宏澤置業有限公司 (Dalian Hong Ze Properties Co., Ltd.*).
- (4) According to 6 Planning Permits for Construction Works, the construction works of the residential, retail, car park, communal and ancillary facilities of the development in which the property constitutes part therein comply with the town planning requirements. The details are as follows:

Permit No.	Issue Date	Gross Floor Area (sq m)
210213201010110	25 September 2010	260,502.67
210213201010111	25 September 2010	30,474.34
210213201110093	15 June 2011	138,952.13
210213201110094	15 June 2011	27,361.26
210213201110207	18 November 2011	115,370.12
210213201110214	1 December 2011	4,016.00
	Total:	576,676.52

APPENDIX IV

VALUATION REPORT ON THE PROPERTY INTERESTS HELD BY THE DISPOSAL GROUP

- (5) According to 9 Permits for Commencement of Construction Works, the construction works of the residential, retail, car park, communal and ancillary facilities of the development in which the property constitutes part therein comply with the construction works commencement conditions and the total permitted gross floor area is 572,660.52 sq m. The details are as follows:

Permit No.	Issue Date	Gross Floor Area (sq m)	Unit No.
210206201012067201	6 December 2010	92,533.47	15 September 2010 to 30 October 2011
210206201012067001	6 December 2010	35,222.91	29 October 2010 to 30 November 2011
210206201103230901	23 March 2011	71,244.57	10 March 2011 to 30 November 2011
210206201103230801	23 March 2011	91,976.06	10 March 2011 to 1 September 2012
210206201108040401	4 August 2011	27,361.26	20 July 2011 to 30 September 2012
210206201109151201	15 September 2011	102,184.20	25 August 2011 to 31 May 2013
210206201109151101	15 September 2011	36,767.93	25 August 2011 to 31 May 2013
210206201203200701	20 March 2012	53,560.35	10 March 2012 to 30 June 2013
210206201203200801	20 March 2012	61,809.77	10 March 2012 to 30 June 2013
Total		<u>572,660.52</u>	

- (6) According to 16 Pre-sale Permits issued by Dalian Jinzhou New District State-owned Land Resources and Housing Bureau, 76 units with a total gross floor area of 472,339.07 sq m including residential units and retail units are permitted for pre-sale with details as follows:

Permit No.	Issue Date	Pre-sale Area (sq m)	Quantity
2010012	14 December 2010	36,539.83	14
2010013	14 December 2010	5,530.16	10
2011020	23 April 2011	18,177.97	3
2011028	27 May 2011	20,817.70	3
2011035	24 June 2011	61,078.88	7
2011052	25 August 2011	22,255.07	5
2011061	16 September 2011	50,122.24	4
2011074	14 October 2011	45,924.56	6
2011081	11 November 2011	39,571.54	6
2012007	20 March 2012	16,015.22	2
2012034	4 July 2012	20,591.92	3
2012028	8 June 2012	12,564.18	2
2012066	14 November 2012	48,052.20	6
2012051	25 September 2012	29,197.11	2
2012025	23 May 2012	26,876.78	1
2012020	23 May 2012	19,023.71	2
Total		<u>472,339.07</u>	<u>76</u>

- (7) According to 10 Dalian Real Estate Surveying Reports, the areas of the property are as follows:

Permit No.	Pre-sale Area (sq m)
(2012)118	57,904.92
(2012)152	12,468.73
(2012)161	27,018.05
(2012)213	71,639.86
(2013)023	30,241.82
(2013)076	110,429.83
(2013)141	138,484.67
(2013)149-1	14,026.83
(2013)149-2	100,215.15
(2014)059	185.72
Total	562,615.58

- (8) According to 7 Completion and Acceptance Certificates for Construction Works issued by Dalian Jinzhou New District Construction Project Completion Inspection and Acceptance for the Record Department, the development in which the property constitutes part therein, with a total gross floor area of 448,220.48 sq m was completed. The details are as follows:

Certificate No.	Issue Date	Gross Floor Area (sq m)
2013-050	31 May 2013	66,359.84
2013-121	17 December 2013	30,242.76
2014-057	30 April 2014	15,003.48
2014-007	9 January 2014	125,794.51
2014-056	28 April 2014	138,486.40
2014-015	22 January 2014	45,315.44
2014-043	31 March 2014	27,018.05
	Total:	448,220.48

- (9) According to the information provided by the Disposal Group, the property with a total gross floor area of 46,386 sq m have been committed for sale at a total consideration of RMB29,550,000. We have included such portions in our valuation and taken into account such amount.

- (10) According to the Disposal Group, the Disposal Group holds a 50% attributable interest in the property.

- (11) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:

- (i) 大連宏澤置業有限公司 (Dalian Hong Ze Properties Co., Ltd.*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 大連宏澤置業有限公司 (Dalian Hong Ze Properties Co., Ltd.*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;

- (ii) The project developed by 大連宏澤置業有限公司 (Dalian Hong Ze Properties Co., Ltd.*) as mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 大連宏澤置業有限公司 (Dalian Hong Ze Properties Co., Ltd.*) has been entitled to develop the project in compliance with the relevant permits;
- (iii) 大連宏澤置業有限公司 (Dalian Hong Ze Properties Co., Ltd.*) is entitled to pre-sell the property within the pre-sale limit in compliance with Pre-sale Permit; and
- (iv) As confirmed by 大連宏澤置業有限公司 (Dalian Hong Ze Properties Co., Ltd.*), the property is not subject to any foreclosure, mortgage or restriction of other rights.
- (12) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|--|-----|
| State-owned Land Use Rights Certificate | Yes |
| Grant Contract for State-owned Land Use Rights | Yes |
| Planning Permit for Construction Land | Yes |
| Planning Permit for Construction Works | Yes |
| Permit for Commencement of Construction Works | Yes |
| Pre-sale Permit | Yes |
| Real Estate Surveying Report | Yes |
| Completion and Acceptance Certificate for Construction Works | Yes |
- (13) Ms. Huiqiu Yin, Assistant Manager of our Dalian Office, inspected the property in May 2016. She is a Registered China Real Estate Appraiser and has 8 years of experience in the valuation of properties in the PRC.

* *For identification purpose only*

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
20. The unsold completed portions of Phase 1A of Ocean City (Fushun) (遠洋城(撫順)), Jiangjungou, Shuncheng District, Fushun, Liaoning Province, the PRC	Phase 1A of Ocean City (Fushun) is erected on a parcel of land with a total site area of approximately 145,724 sq m being developed into a composite development with car parking spaces. The property was completed in 2013. Ocean City (Fushun) is located in Jiangjungou which is located in the valley and enjoys scenic views.	As at the date of valuation, the property was vacant.	RMB36,000,000 (41.85% interest attributable to the Disposal Group: RMB15,066,000)
	According to the information provided by the Disposal Group, the property comprises the unsold retail portions and has a gross floor area of 3,845.18 sq m.		
	The land use rights of the property have been granted for terms due to expire on 31 August 2081 for residential use and on 31 August 2051 for commercial use.		

APPENDIX IV**VALUATION REPORT ON THE PROPERTY INTERESTS HELD BY THE DISPOSAL GROUP***Notes:*

- (1) According to State-owned Land Use Rights Certificate No. (2012)0171 issued by the People's Government of Fushun on 14 May 2012, the land use rights of a parcel of land with a site area of 145,724 sq m have been vested in 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) for terms due to expire on 31 August 2081 for residential use and on 31 August 2051 for commercial use.
- (2) According to Grant Contract of Land Use Rights No. 2113022009a0024, the land use rights of the property with a total site area of approximately 145,724 sq m have been contracted to be granted to 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*):

Contract No.	Site Area <i>(sq m)</i>	Plot Ratio	Land Use Term <i>(year)</i>	Land Premium <i>(RMB)</i>
2113022009a0024	145,724	2.2	Residential: 70 Commercial: 40	76,505,100

- (3) According to Planning Permit for Construction Use of Land No. 21040020120011 issued by Fushun Planning Bureau on 4 May 2012, the construction site with a total area of 145,724 sq m is in compliance with the planning requirements.
- (4) According to Planning Permit for Construction Works No. 21040020120015 issued by Fushun Planning Bureau on 8 June 2012, the construction works of the property with a total planned gross floor area of 132,434 sq m are in compliance with the planning requirements.
- (5) According to 2 Permits for Commencement of Construction Works, the construction works of the development comply with the construction works commencement conditions and the total permitted gross floor area is 132,434 sq m. The details are as follows:

Permit No.	Issue Date	Gross Floor Area <i>(sq m)</i>
210400201206201401	20 June 2012	96,373
210400201206201501	20 June 2012	36,061
	Total:	132,434

- (6) According to 4 Completion and Acceptance Certificate for Construction Works issued by Fushun Urban and Rural Construction Committee, the development in which the property constitutes part therein, with a total gross floor area of 10,190.22 sq m, was completed. The details are as follows:

Permit No.	Issue Date	Location	Gross Floor Area <i>(sq m)</i>
(2013)fw251	27 December 2013	7#, D District	5,412.77
(2013)fw255	27 December 2013	A2#, C District	2,772.65
(2013)fw256	27 December 2013	A3#, C District	996.27
(2013)fw257	27 December 2013	A4#, C District	1,008.53
	Total:		10,190.22

- (7) According to the Disposal Group, the Disposal Group holds a 41.85% attributable interest in the property.
- (8) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project under construction by 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) has been entitled to develop the project in compliance with the relevant permits;
 - (iii) 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*) is entitled to pre-sell the property under construction within the pre-sale limit in compliance with Pre-sale Permit;
 - (iv) As confirmed by 撫順德創置業有限公司 (Fushun De Chuang Properties Co., Ltd.*), the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (9) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|--|-----|
| State-owned Land Use Rights Certificate | Yes |
| Grant Contract of Land Use Rights | Yes |
| Planning Permit for Construction Use of Land | Yes |
| Planning Permit for Construction Works | Yes |
| Permit for Commencement of Construction Works | Yes |
| Completion and Acceptance Certificate for Construction Works | Yes |
- (10) Mr. Jeffery Wang, Senior Manager of our Shenyang Office, inspected the property in April 2016. He is a Registered China Real Estate Appraiser and has 10 years of experience in the valuation of properties in the PRC.

* For identification purpose only

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2016
21. The unsold completed portions of Phases 1 and 2 of Ocean Beach (Zhenjiang) (遠洋·香奈河畔(鎮江)), East of Guantangqiao Road, South of Guyang Road, Zhenjiang, Jiangsu Province, the PRC	<p>The property comprises the unsold units of the completed portions of an enlarged composite development being developed in phases. The subject portions were completed in between 2013 and 2015.</p> <p>The property is close to the Nanshan scenic resort, which is a famous tourism attraction in Zhenjiang. The property is characterized by tourism.</p>	As at the date of valuation, the property was vacant.	RMB491,000,000 (27.5% interest attributable to the Disposal Group: RMB135,025,000)

According to the information provided by the Disposal Group, the gross floor area of the property is as follows:

Use	Gross Floor Area (sq m)
Retail	517.02
Office	13,348.00
High-rise residential	65,244.57
Car park	77,649.26
Total:	<u>156,758.85</u>

The land use rights of the property have been granted for terms due to expire on 29 September 2079 for residential use, 50 years due to expire on 29 September 2059 for ancillary use and 40 years due to expire on 29 September 2049 for commercial use.

Notes:

- (1) According to 2 State-owned Land Use Rights Certificates issued by Zhenjiang Land Resources Bureau, the land use rights of the property with a total site area of 193,569.90 sq m have been vested in 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*) for terms due to expire on 29 September 2079 for residential use. The details are as follows:

Certificate No.	Site Area (sq m)	Use	Land Use Term Expiry	Issue Date
(2011) 10915	74,694.20	Residential	29 September 2079	2 November 2011
(2011) 12105	118,875.70	Residential	29 September 2079	28 November 2011
	193,569.90			

- (2) Details of Land Transfer Contract No. 2010-YYZJFHZ 003 entered into between 鎮江市交通投資建設發展公司 (Zhenjiang Transportation Investment Construction Development Company*) (the “**Transferor**”) and 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*) (the “**Transferee**”) on 10 December 2010 are summarized below:

- (i) Location: Zone of Guantang, Zhenjiang
(ii) Site Area: 328,319.50 sq m
(iii) Use: Residential
(iv) Consideration: RMB1,400,000/mu
(v) Land Use Term: 40 years for commercial, 70 years for residential

APPENDIX IV**VALUATION REPORT ON THE PROPERTY
INTERESTS HELD BY THE DISPOSAL GROUP**

- (3) According to 22 Completion and Acceptance Certificates for Construction Works issued by Zhenjiang State-owned Land Resources and Housing Bureau, portions of Phase 1 with a total gross floor area of 112,366.94 sq m have been completed with details as follows:

Certificate No.	Issue Date	Gross Floor Area (sq m)	Unit No.
13-189#	30 August 2013	1,467.84	1#
13-190#	30 August 2013	1,467.84	2#
13-191#	30 August 2013	1,467.84	3#
13-192#	30 August 2013	1,467.84	5#
13-193#	30 August 2013	1,467.84	6#
13-194#	30 August 2013	4,139.06	7#
13-195#	30 August 2013	4,722.91	8#
13-196#	30 August 2013	2,745.94	9#
13-197#	30 August 2013	4,496.85	10#
13-198#	30 August 2013	5,430.50	11#
13-199#	30 August 2013	5,430.50	12#
13-200#	30 August 2013	4,161.20	15#
13-201#	30 August 2013	4,566.77	16#
13-202#	30 August 2013	5,717.82	17#
13-203#	30 August 2013	5,717.82	18#
13-204#	30 August 2013	8,555.68	21#
13-205#	30 August 2013	8,545.39	22#
13-206#	30 August 2013	8,550.57	23#
13-207#	30 August 2013	1,658.73	28#
14-156#	25 June 2014	8,440.00	20#
14-160#	30 June 2014	11,074.00	26#
14-161#	30 June 2014	11,074.00	25#
Total		112,366.94	

APPENDIX IV**VALUATION REPORT ON THE PROPERTY
INTERESTS HELD BY THE DISPOSAL GROUP**

According to 36 Completion and Acceptance Certificates for Construction Works issued by Zhenjiang State-owned Land Resources and Housing Bureau, portions of Phase 2 with a total gross floor area of 303,067.41 sq m have been completed with details as follows:

Certificate No.	Issue Date	Gross Floor Area (sq m)	Unit No.
15-173#	15 April 2015	9,269.10	1#
15-174#	13 April 2015	2,582.60	2#
15-175#	3 April 2015	2,970.31	3#
15-176#	13 April 2015	2,582.60	5#
15-177#	9 April 2015	2,969.20	6#
15-178#	9 April 2015	2,969.20	7#
15-179#	15 April 2015	10,548.00	8#
15-180#	13 April 2015	3,384.90	9#
15-181#	9 April 2015	3,529.80	10#
15-182#	9 April 2015	3,384.90	11#
15-183#	15 April 2015	8,607.00	12#
15-184#	13 April 2015	4,217.00	15#
15-185#	13 April 2015	3,915.80	16#
15-186#	9 April 2015	2,969.20	17#
15-187#	9 April 2015	2,969.20	18#
15-188#	15 April 2015	9,494.70	19#
15-189#	13 April 2015	5,012.10	20#
15-190#	13 April 2015	1,874.70	21#
15-191#	9 April 2015	3,403.80	22#
15-192#	9 April 2015	3,390.50	23#
15-265#	10 April 2015	3,529.80	26#
15-266#	10 April 2015	3,384.90	27#
15-267#	22 April 2015	9,655.50	28#
15-268#	10 April 2015	3,389.90	29#
15-269#	7 April 2015	3,389.90	30#
15-270#	7 April 2015	3,389.90	31#
15-271#	22 April 2015	11,119.10	32#
15-272#	22 April 2015	5,282.60	33#
15-264#	22 April 2015	21,917.20	35#
15-350#	1 September 2015	23,012.90	36#
15-351#	1 September 2015	25,538.10	37#
15-352#	1 September 2015	13,052.10	38#
15-353#	1 September 2015	29,543.40	39#
15-407#	1 September 2015	20,303.30	Basement A
15-273#	22 April 2015	11,124.40	Basement B
15-193#	15 April 2015	25,389.80	Basement C
Total		303,067.41	

- (4) According to the information provided by the Disposal Group, portions of the property with a total gross floor area of approximately 66,913 sq m have been committed for sale at a total consideration of RMB306,466,022. We have included such portions in our valuation and taken into account such amount.

- (5) According to the Disposal Group, the Disposal Group holds a 27.5% attributable interest in the property.
- (6) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*) has obtained the land use rights of the property and is the legal land user of the property. Full land premium was paid for the land use rights of granted land and State-owned Land Use Rights Certificates have been obtained. According to its Grant Contract of Land Use Rights and State-owned Land Use Rights Certificate, 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*) has the rights to occupy, use, lease or otherwise dispose of the land use rights of the property within the land use term;
 - (ii) The project under construction by 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*) mentioned above has been legally approved by relevant government departments without being repealed, modified and abolished. 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*) has been entitled to develop the project in compliance with the relevant permits; and
 - (iii) As confirmed by 遠洋地產鎮江有限公司 (Sino Ocean Land (Zhenjiang) Limited*), the land use rights and projects under construction mentioned above are not subject to any foreclosure, mortgage or restriction of other rights.
- (7) The status of the title and grant of major approvals in accordance with the information provided by the Disposal Group are as follows:
- | | |
|--|-----|
| State-owned Land Use Rights Certificate | Yes |
| Land Transfer Contract | Yes |
| Completion and Acceptance Certificate for Construction Works | Yes |
- (8) Mr. David Zhu, Senior Valuer of our Shanghai Office, inspected the property in May 2016. He has 3 years of experience in the valuation of properties in the PRC.

* *For identification purpose only*

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. DIRECTORS' DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares or underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (i) 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 taken or deemed to have under such provisions of the SFO); (ii) pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long position in the underlying shares of equity derivatives of the Company

Under the share option scheme of the Company dated 23 June 2011, share options were granted to the following Directors which entitled them to subscribe for the Shares. Accordingly, they were regarded as interested in the underlying Shares. Details of the share options of the Company held by them as at the Latest Practicable Date were as follows:

Name of Directors	Capacity	Date of grant	Exercise period	Number of Shares over which options are exercisable as at the Latest Practicable Date	Exercise price per Share HK\$	Approximate percentage of interest in the issued Shares as at the Latest Practicable Date
LI Ming	Beneficial Owner	9 August 2013	9 August 2013 — 22 June 2021	4,000,000 (L)	0.96	0.887%
SUM Pui Ying	Beneficial Owner	26 August 2011	26 August 2011 — 22 June 2021	2,000,000 (L)	1.40	0.443%
		9 August 2013	9 August 2013 — 22 June 2021	16,000,000 (L)	0.96	3.548%
		Total:		18,000,000 (L)		3.991%
CUI Yueming	Beneficial Owner	9 March 2015	9 March 2015 — 22 June 2021	790,000 (L)	1.27	0.175%
LAI Kwok Hung, Alex	Beneficial Owner	9 August 2013	9 August 2013 — 22 June 2021	3,000,000 (L)	0.96	0.665%
		9 March 2015	9 August 2013 — 22 June 2021	500,000 (L)	1.27	0.111%
		Total:		3,500,000 (L)		0.776%
LI Hongbo	Beneficial Owner	9 August 2013	9 August 2013 — 22 June 2021	1,000,000 (L)	0.96	0.222%
		9 March 2015	9 March 2015 — 22 June 2021	500,000 (L)	1.27	0.111%
		Total:		1,500,000 (L)		0.333%

Notes:

- These share options were granted to Mr. SUM Pui Ying pursuant to the terms of the Service Contract (as defined in the paragraph headed “Directors’ service contracts” in this appendix). Share options granted to Mr. SUM Pui Ying to subscribe for a total of 4,000,000 Shares had already been vested following the approval of the Service Contract by the Shareholders on 16 September 2013. The share options to subscribe for the remaining 12,000,000 Shares (the “**Remaining Options**”) shall be vested on the basis that one third of the Remaining Options will be vested on the first, second and third anniversaries of 9 August 2013 (being the date of commencement of the term of the Service Contract), such that the Remaining Options will be fully vested on 9 August 2016, provided however that all those Remaining Options, to the extent not yet vested in accordance with the above schedule, shall become vested immediately if (i) the Service Contract is terminated by the Company without cause by payment of termination compensation to Mr. SUM Pui Ying or (ii) the employment of Mr. SUM Pui Ying under the Service Contract lapses automatically by reason of his not being re-elected as a Director at any general meeting of the Company. As the first and second anniversaries of 9 August 2013 have already passed, a further 8,000,000 shares options have been vested. Therefore, as at the Latest Practicable Date, a total of 12,000,000 share options were vested in Mr. SUM Pui Ying pursuant to the terms of the Service Contract.
- The letter “L” denotes a long position in the Shares.

Long position in the shares of associated corporation(s) of the Company

As at the Latest Practicable Date, the interests of the Directors in the shares of Sino-Ocean Land (being an associated corporation of the Company) were as follows:

Name of Directors	Capacity	Number of shares in Sino-Ocean Land	Approximate percentage of interest in the issued share capital of Sino-Ocean Land as at the Latest Practicable Date
LI Ming	Beneficial Owner	3,127,000 (L)	0.042%
	Founder of discretionary trust	127,951,178 (L) (Note 1)	1.703%
	Beneficiary of trust	8,217,320 (L) (Note 2)	0.109%
	Total:	<u>139,295,498 (L)</u>	1.854%
SUM Pui Ying	Beneficial Owner	1,324,220 (L)	0.018%
CUI Yueming	Beneficial Owner	68,201 (L)	0.001%
LI Hongbo	Beneficial Owner	61,980 (L)	0.001%

Notes:

1. The 127,951,178 shares in Sino-Ocean Land are held by a discretionary trust of which Mr. LI Ming is a founder.
2. The 8,217,320 shares in Sino-Ocean Land are held by a discretionary trust of which Mr. LI Ming, his spouse and his son are the beneficiaries.
3. The letter “L” denotes a long position in the shares in Sino-Ocean Land.

Long position in the underlying shares of equity derivatives of associated corporation(s) of the Company

Sino-Ocean Land has adopted two schemes for the benefits of eligible directors and employees of the Sino-Ocean Land Group in order to provide an incentive for directors and employees of the Sino-Ocean Land Group.

One of the schemes is the restricted share award scheme adopted by Sino-Ocean Land on 22 March 2010 (the “**Adoption Date**”) as an incentive to retain and encourage the employees of the Sino-Ocean Land Group for the continual operation and development of the Sino-Ocean Land Group. Pursuant to the restricted share award scheme, shares up to 3% of the issued share capital of Sino-Ocean Land as at the Adoption Date shall be purchased by the trustee from the market out of cash contributed by the Sino-Ocean Land Group and be held in trust for the relevant selected employees until such shares are vested with the relevant selected employees in accordance with the provisions of the restricted share award scheme.

The other scheme is the share option scheme of Sino-Ocean Land, which is valid and effective for a period of 10 years until 27 September 2017, unless it is terminated earlier in accordance with the provisions of such share option scheme. This scheme was adopted for the purpose of providing an incentive for employees of the Sino-Ocean Land Group to work with commitment towards enhancing the value of Sino-Ocean Land and to compensate employees of the Sino-Ocean Land Group for their contribution based on their individual performance. Under the share option scheme of Sino-Ocean Land, share options may be granted to eligible directors and employees of Sino-Ocean Land Group to subscribe for new shares in Sino-Ocean Land.

In respect of the restricted share award scheme of Sino-Ocean Land, the following Directors were granted certain share awards under the restricted share award scheme and were accordingly regarded as having an interest in the shares of Sino-Ocean

Land (being the associated corporation of the Company) pursuant to the provisions of the SFO. Details of share awards held by them as at the Latest Practicable Date were as follows:

Name of Directors	Capacity	Date of grant	Number of shares in Sino-Ocean Land awarded but not yet vested as at the Latest Practicable Date	Approximate percentage of interest in the issued share capital of Sino-Ocean Land as at the Latest Practicable Date
LI Ming	Beneficial Owner	18 March 2014	932,700 (L)	0.012%
		18 March 2015	1,612,980 (L)	0.021%
		25 March 2016	<u>1,871,200 (L)</u>	0.025%
		Total:	4,416,880 (L)	0.059%
SUM Pui Ying	Beneficial Owner	18 March 2014	314,100 (L)	0.004%
		18 March 2015	580,680 (L)	0.008%
		25 March 2016	<u>657,500 (L)</u>	0.009%
		Total:	1,552,280 (L)	0.021%
CUI Yueming	Beneficial Owner	18 March 2014	54,000 (L)	0.001%
		18 March 2015	64,500 (L)	0.001%
		25 March 2016	<u>97,900 (L)</u>	0.001%
		Total:	216,400 (L)	0.003%
LI Hongbo	Beneficial Owner	18 March 2014	44,100 (L)	0.001%
		18 March 2015	64,500 (L)	0.001%
		25 March 2016	<u>163,100 (L)</u>	0.002%
		Total:	271,700 (L)	0.004%

Notes: The letter “L” denotes a long position in the shares in Sino-Ocean Land.

Regarding the share option scheme adopted by Sino-Ocean Land, the following Directors had been granted share options to subscribe for shares in Sino-Ocean Land and were accordingly regarded as interested in the underlying shares of Sino-Ocean Land (being the associated corporation of the Company) pursuant to the provisions

of the SFO. Details of the share options of Sino-Ocean Land held by them as at the Latest Practicable Date were as follows:

Name of Directors	Capacity	Date of grant of share options	Exercise period (Note 4)	Number of shares in Sino-Ocean Land over which options are exercisable as at the Latest Practicable Date	Exercise price per share HK\$	Approximate percentage of interest of such share options held as at the Latest Practicable Date relative to the issued share capital of Sino-Ocean Land as at the Latest Practicable Date
LI Ming	Beneficial Owner	12 January 2012	(Note 1)	6,280,000 (L)	3.57	0.084%
		27 August 2015	(Note 2)	1,800,000 (L)	4.04	0.024%
		13 April 2016	(Note 3)	20,000,000 (L)	3.80	0.266%
		Total:		28,080,000 (L)		0.374%
SUM Pui Ying	Beneficial Owner	12 January 2012	(Note 1)	2,330,000 (L)	3.57	0.031%
		27 August 2015	(Note 2)	800,000 (L)	4.04	0.011%
		13 April 2016	(Note 3)	5,000,000 (L)	3.80	0.067%
		Total:		8,130,000 (L)		0.108%
CUI Yueming	Beneficial Owner	12 January 2012	(Note 1)	200,000 (L)	3.57	0.003%
		27 August 2015	(Note 2)	450,000 (L)	4.04	0.006%
		13 April 2016	(Note 3)	3,000,000 (L)	3.80	0.040%
		Total:		3,650,000 (L)		0.049%
LI Hongbo	Beneficial Owner	27 August 2015	(Note 2)	700,000 (L)	4.04	0.009%
		13 April 2016	(Note 3)	4,000,000 (L)	3.80	0.053%
		Total:		4,700,000 (L)		0.063%

Notes:

1. Exercisable from 12 January 2013 to 11 January 2017.
2. Exercisable from 27 August 2016 to 26 August 2020.
3. Exercisable from 13 April 2017 to 12 April 2021.
4. All the above share options of Sino-Ocean Land granted are exercisable within a five-year period in which 40% of the options become exercisable 1 year from the grant date; 70% of the options become exercisable 2 years from the grant date; and all options become exercisable 3 years from the grant date.
5. The letter "L" denotes a long position in the shares in Sino-Ocean Land.

As at the Latest Practicable Date, save as disclosed above, none of the Directors and chief executive of the Company had any interests 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 (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules to be notified to the Company and the Stock Exchange.

3. SUBSTANTIAL SHAREHOLDERS' INTEREST IN SECURITIES

As at the Latest Practicable Date, so far as was known to the Directors, the following persons, other than a Director or chief executive of the Company, had interests or short positions in the Shares and/or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Name	Nature of interest/capacity	Number of Shares/ underlying Shares	Approximate percentage of the issued Shares as at the Latest Practicable Date
Sino-Ocean Land	Interest of controlled corporations <i>(Note 2)</i>	1,612,504,625 (L)	357.55%
Shine Wind Development Limited	Interest of controlled corporations <i>(Note 2)</i>	1,612,504,625 (L)	357.55%
Faith Ocean International Limited	Interest of controlled corporations <i>(Note 2)</i>	1,612,504,625 (L)	357.55%
SOL HK	Interest of controlled corporations <i>(Note 2)</i>	1,612,504,625 (L)	357.55%
Grand Beauty	Beneficial owner	312,504,625 (L)	69.29%
	Beneficial owner	1,300,000,000 (L)	288.25%
		<i>(Note 1)</i>	
	Total:	1,612,504,625 (L)	357.55%

Notes:

1. These Shares represent the 1.3 billion underlying Shares which may be allotted and issued to Grand Beauty, a wholly-owned subsidiary of Sino-Ocean Land, upon exercise in full of the conversion rights attaching to the 1.3 billion non-voting convertible preference shares issued by the Company on 23 December 2014.
2. Grand Beauty was wholly-owned by SOL HK. SOL HK was wholly-owned by Faith Ocean International Limited which was in turn wholly-owned by Shine Wind Development Limited. Shine Wind Development Limited was wholly-owned by Sino-Ocean Land. In view of their respective direct or indirect 100% shareholding interest in Grand Beauty, each of SOL HK, Faith Ocean International Limited, Shine Wind Development Limited and Sino-Ocean Land was deemed under the SFO to be interested in the 1,612,504,625 Shares in which Grand Beauty was interested.
3. The letter “L” denotes a long position in the Shares.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and the chief executive of the Company was aware of any other person (other than a Director or chief executive of the Company) or corporation which had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

As at the Latest Practicable Date, so far as is known to the Directors, the following Directors were directors or employees of the substantial Shareholders set out above:

Name of Director	Positions held in Sino-Ocean Land	Positions held		Positions held in SOL HK	Positions held in Grand Beauty
		in Shine Wind Development Limited	held in Faith Ocean International Limited		
LI Ming	Executive director, chairman of the board of directors, chairman of the nomination committee, chairman of the investment committee	Director	Director	Director	Director

Name of Director	Positions held in Sino-Ocean Land	Positions held in		Positions held in SOL HK	Positions held in Grand Beauty
		Shine Wind Development Limited	Faith Ocean International Limited		
SUM Pui Ying	Executive director, chief financial officer	—	Director	Director	Director
LI Hongbo	Executive director, member of investment committee, assistant to the chief executive officer	—	—	—	—
CUI Yueming	General manager of asset management division	—	—	—	—

4. DIRECTORS' SERVICE CONTRACTS

Mr. SUM Pui Ying and the Company entered into a director's service contract on 15 August 2013 (the "Service Contract") for a fixed term of three years. Mr. SUM is entitled to a fixed salary of HK\$3,000,000 per annum and an annual bonus equivalent to 5% of the audited consolidated net profit after tax of the Group for the immediate preceding year of the Company with such annual bonus to accrue on a daily basis. The terms of the Service Contract also provided for the grant of share options to Mr. SUM to subscribe for a total of 16,000,000 Shares at an exercise price of HK\$0.96 per Share subject to the terms and conditions of the Company's share option scheme dated 23 June 2011 and the terms and conditions of the offer letter issued by the Company to Mr. SUM for the grant of such share options. The

Service Contract may be terminated by the Company without cause before expiration of its fixed term provided that the Company shall pay to Mr. SUM a termination compensation which is equivalent to the higher of: (a) the emoluments (comprising salary and annual bonus) payable by the Company to Mr. SUM for the remainder of the term; or (b) one year's emoluments (comprising salary and annual bonus) payable by the Company to Mr. SUM. If Mr. SUM ceases to be a Director by reason of his not being re-elected as a Director at the annual general meeting of the Company held next after the commencement of his employment or at any general meeting of the Company at which he is to retire by rotation, in addition to his entitlement to fixed salary and annual bonus calculated up to the date of such termination, Mr. SUM is also entitled to a termination compensation payable by the Company which is equivalent to the higher of: (a) the emoluments (comprising salary and annual bonus) payable by the Company to Mr. SUM for the remainder of the term; or (b) one year's emoluments (comprising salary and annual bonus) payable by the Company to Mr. SUM. Details of the Service Contract are set out in the announcement of the Company dated 9 August 2013 and the circular of the Company dated 23 August 2013.

Save for the above, as at the Latest Practicable Date, none of the Directors had entered or proposed to enter into a service contract with any member of the Group which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

5. MATERIAL CONTRACTS

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

- (i) the agreement dated 26 September 2014 entered into between the Disposal Company, SPREL, KKR and the Purchaser whereby, among other things, (i) KKR withdrew as a limited partner of SPRE Fund GP; and (ii) the Purchaser was admitted as a new limited partner of the SPRE Fund GP. As a result, the Disposal Company and the Purchaser are the only two limited partners of the SPRE Fund GP each with a capital commitment to the SPRE Fund GP of US\$1.05 million (details of which are set out in the announcement of the Company dated 17 November 2014 and the circular of the Company dated 13 December 2014);

- (ii) the agreement dated 21 October 2014 entered into between the SPRE Fund GP, SOL HK (through its wholly-owned subsidiary), the Disposal Company and the Purchaser whereby, among other things, (i) SOL HK (through its wholly-owned subsidiary) withdrew as limited partner of the SPRE Fund; and (ii) the Disposal Company and the Purchaser were admitted as new limited partners of the SPRE Fund, and each of the Disposal Company and the Purchaser made a capital commitment to the SPRE Fund of a nominal amount of US\$100 (details of which are set out in the announcement of the Company dated 17 November 2014 and the circular of the Company dated 13 December 2014);
- (iii) the subscription agreement dated 26 October 2014 (as supplemented by a supplemental agreement thereto dated 24 November 2014) entered into between the Company, as issuer, and Grand Beauty, as subscriber, in relation to the subscription of 1,300,000,000 new non-voting convertible preference shares in the capital of the Company at a total subscription amount of HK\$3,900,000,000 (details of which are set out in the Company's joint announcement with Sino-Ocean Land dated 26 October 2014 and the Company's circular dated 27 November 2014) and its supplemental agreement dated 24 November 2014 (details of which are set out in the announcement of the Company dated 24 November 2014 and the circular of the Company dated 27 November 2014);
- (iv) the agreement dated 5 November 2014 entered into between the SPRE Fund GP, the Disposal Company and the Purchaser in relation to, among other things, the amendment in the term and investment period of the SPRE Fund (details of which are set out in the announcement of the Company dated 17 November 2014 and the circular of the Company dated 13 December 2014);
- (v) the agreement dated 17 November 2014 entered into between SPREL, the Purchaser and the Disposal Company in relation to, among other things, the increase of the respective capital commitments of the Purchaser and the Disposal Company to the SPRE Fund GP from US\$1.05 million, by US\$3.95 million, to US\$5 million (details of which are set out in the announcement of the Company dated 17 November 2014 and the circular of the Company dated 13 December 2014);
- (vi) the subscription agreement dated 17 November 2014 entered into between the the SPRE Fund GP, the SPRE Fund and the Disposal Company in relation to, among other things, the increase of the Disposal Company's capital commitment to the SPRE Fund by US\$250 million (details of which are set out in the announcement of the Company dated 17 November 2014 and the circular of the Company dated 13 December 2014);

- (vii) the subscription agreement dated 29 December 2014 submitted to DBS Bank Ltd., Hong Kong Branch by Glorious Field Investments Limited (an indirect wholly-owned subsidiary of the Company) for the subscription of new non-redeemable, non-voting participating shares of Neutron Private Equity Fund Limited at an aggregate subscription price of US\$52 million (details of which are set out in the announcement of the Company dated 29 December 2014 and the circular of the Company dated 25 February 2015);
- (viii) the purchase, sale and contribution agreement dated 31 December 2014 (as amended by the first amendment to purchase, sale and contribution agreement dated 17 June 2015) entered into between Rosemont, Gemini-Rosemont JV Member LLC, Garfield Group Partners LLC, Neutron Property and Gemini-Rosemont Realty Holdings LLC (“**GR Holdings**”, a wholly owned subsidiary of the Company) in relation to, among other things, (i) the subscription of 45% membership interests by GR Holdings at approximately US\$52.3 million in GR Realty; (ii) the subscription or acquisition of limited partnership interests by GR Holdings in certain syndicated projects at approximately US\$49.4 million; and (iii) the provision of a working capital facility of US\$10 million by GR Holdings to GR Realty (details of which are set out in the announcement of the Company dated 31 December 2014 and the circular of the Company dated 23 June 2015);
- (ix) the loan agreement (the “**Loan Agreement**”) dated 15 January 2015 entered into between Swift Boom Investment Limited (“**Swift Boom**”, an indirect wholly-owned subsidiary of the Company) as lender, and Alpha Advent as borrower, in relation to, among other things, the provision of a loan in the principal amount of HK\$180 million by Swift Boom to Alpha Advent (details of which are set out in the announcement of the Company dated 15 January 2015 and the circular of the Company dated 5 February 2015);
- (x) the deed of assignment of indebtedness owed by Alpha Advent to Neutron Property dated 15 January 2015 executed by Neutron Property as mortgagor in favour of Swift Boom as lender, as security for the obligations of Alpha Advent under the Loan Agreement;
- (xi) the deed of assignment of indebtedness owed by New Advance Limited to Alpha Advent dated 15 January 2015 executed by Alpha Advent as mortgagor in favour of Swift Boom as lender as security for the obligations of Alpha Advent under the Loan Agreement;

- (xii) the guarantee and indemnity dated 15 January 2015 executed by Neutron Property as guarantor in favour of Swift Boom as lender as guarantee for the obligations of Alpha Advent under the Loan Agreement;
- (xiii) the subscription agreement dated 29 June 2015 submitted to DBS Bank Ltd. by Swift Boom for the subscription of new non-redeemable, non-voting participating shares of Neutron Property, at an aggregate subscription price of US\$55 million (details of which are set out in the announcement of the Company dated 29 June 2015 and the circular of the Company dated 14 August 2015);
- (xiv) the agreement dated 7 July 2015 entered into between SPREL, the Purchaser and the Disposal Company in relation to, among other things, the increase of the respective capital commitments of the Purchaser and the Disposal Company to the SPRE Fund GP, from US\$5 million, by US\$1.8 million, to US\$6.8 million (details of which are set out in the announcement of the Company dated 7 July 2015 and the circular of the Company dated 24 July 2015);
- (xv) the subscription agreement dated 7 July 2015 entered into between the SPRE Fund GP, the SPRE Fund and the Disposal Company in relation to, among other things, the increase in the Disposal Company's capital commitment in the SPRE Fund from approximately US\$250 million, by US\$90 million, to approximately US\$340 million (details of which are set out in the announcement of the Company dated 7 July 2015 and the circular of the Company dated 24 July 2015);
- (xvi) the facility agreement dated 31 August 2015 entered into between the Company as borrower, and Grand Beauty as lender, in relation to the provision of an unsecured 5-year revolving loan facility in principal amount of up to US\$700 million by Grand Beauty to the Company;
- (xvii) the subscription agreement dated 3 November 2015 executed by Bai Li Investments Limited ("**Bai Li**", an indirect wholly-owned subsidiary of the Company) and submitted to MUFG Alternative Fund Services (Cayman) Limited (formerly named UBS Fund Services (Cayman) Ltd, the administrator of Prosperity Risk Balanced Fund LP ("**PRB Fund**") for the contribution of capital commitments of US\$60 million by Bai Li to PRB Fund (details of which are set out in the announcement of the Company dated 3 November 2015 and the circular of the Company dated 25 November 2015);

- (xviii) the loan agreement dated 10 December 2015 entered into between Sunrose Global Limited (“**Sunrose Global**”, a wholly-owned subsidiary of the Company), as lender and GR Realty as borrower, in relation to the provision of a loan in the principal amount of US\$37.5 million by Sunrose Global to GR Realty (details of which are set out in the announcement of the Company dated 10 December 2015 and the circular of the Company dated 24 December 2015);
- (xix) the loan agreement dated 31 March 2016 entered into between Sunrose Global, as lender and GR Realty, as borrower, in relation to the provision of a loan in the maximum principal amount of US\$6.3 million by Sunrose Global to GR Realty (details of which are set out in the announcement of the Company dated 31 March 2016);
- (xx) the Agreement.
- (xxi) the agreement of purchase and sale dated 26 May 2016 (New York time) entered into between 535 AOA LLC (an indirect wholly-owned subsidiary of the Company), as purchaser, and together, Ms. Eva Usdan, The Samuel Flug Colin 2004 Legacy Trust and Ms. Rebecca Diane Colin (each as the holder of any undivided one-third interest, as tenants-in-common), as vendor, in relation to the acquisition of certain lot, piece or parcel of land located at 531-537 Sixth Avenue, Manhattan, New York City, the US at a total consideration of US\$42.4 million (details of which are set out in the announcement of the Company dated 27 May 2016); and
- (xxii) the agreement of purchase and sale dated 26 May 2016 (New York time) entered into between 539 AOA LLC (an indirect wholly-owned subsidiary of the Company), as purchaser, and 539 6th LLC, as vendor, in relation to the acquisition of certain lot, piece or parcel of land located at 539 Sixth Avenue, Manhattan, New York City, the US at a total consideration of US\$10.6 million (details of which are set out in the announcement of the Company dated 27 May 2016).

6. COMPETING BUSINESS

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

7. DIRECTORS' INTERESTS IN CONTRACTS, ARRANGEMENTS AND ASSETS

As at the Latest Practicable Date: (i) none of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date which is significant in relation to the business of the Group; and (ii) none of the Directors had any direct or indirect interest in any assets which had been, since 31 December 2015 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired, disposed of by, or leased to any member of the Group, or were proposed to be acquired, disposed of by, or leased to any member of the Group.

8. 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 against any member of the Group.

9. EXPERTS AND CONSENTS

The following are the qualifications of the experts who have given their opinion or advice contained in this circular:

Name	Qualification
DTZ Cushman & Wakefield Limited	Independent property valuer
BDO Limited	Certified Public Accountants
FenXun Partners	Registered law firm in the PRC

As at the Latest Practicable Date, none of the above experts had 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.

As at the Latest Practicable Date, none of the above experts had any interest, direct or indirect, in any assets which have been since 31 December 2015 (being the date to which the latest published audited financial statements of the Group were made up), 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.

Each of above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letters or reports (as the case may be) and references to its name in the form and context in which it appears.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at the Company's headquarters and principal place of business in Hong Kong at Room 3902, 39th Floor, Tower One, Lippo Centre, No. 89 Queensway, Hong Kong up to and including the date which is 14 days from the date of this circular:

- (a) the articles of association of the Company currently in force;
- (b) the annual reports of the Company for the years ended 31 December 2013, 2014 and 2015;
- (c) the report on the review of the unaudited financial information of the Disposal Group prepared by BDO Limited;
- (d) the report on the unaudited pro forma financial information of the Remaining Group prepared by BDO Limited, the text of which is set out in Appendix III to this circular;
- (e) the valuation report on the property interests held by the Disposal Group prepared by DTZ Cushman & Wakefield Limited, the text of which is set out in Appendix IV to this circular;
- (f) the PRC legal opinion issued by FenXun Partners in respect of the property interests held by the Disposal Group;
- (g) the material contracts referred to in the paragraph headed "Material contracts" in this Appendix;
- (h) the service contract referred to in the paragraph headed "Directors' service contracts" in this Appendix;
- (i) the written consents of each expert referred to in the paragraph headed "Experts and consents" in this Appendix; and
- (j) this circular.

11. MISCELLANEOUS

- (a) The registered office and principal place of business of the Company is Room 3902, 39th Floor, Tower One, Lippo Centre, No. 89 Queensway, Hong Kong.
- (b) The share registrar and transfer office of the Company in Hong Kong is Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (c) The company secretary of the Company is Ms. YUE Pui Kwan, who is an associate member of The Institute of Chartered Secretaries and Administrators and an associate member of The Hong Kong Institute of Company Secretaries.
- (d) The English text of this circular will prevail over the Chinese text in the event of any inconsistency.

NOTICE OF EXTRAORDINARY GENERAL MEETING



盛洋投資

Gemini Investments (Holdings) Limited

盛洋投資(控股)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 174)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of Gemini Investments (Holdings) Limited (the “**Company**”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 28 June 2016 at 10:30 a.m. to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the sale and purchase agreement (the “**Agreement**”) dated 19 May 2016 entered into between the Company, as vendor, and Xin Cai Global Holdings Limited, as purchaser, pursuant to which the Purchaser has conditionally agreed to acquire, and the Company has conditionally agreed to sell the entire issued share capital of Chance Bright Limited (the “**Disposal Company**”) and all amounts owed by the Disposal Company to the Company as at the date of completion stipulated under the Agreement for a total consideration of RMB970,000,000 subject to the terms and conditions of the Agreement (a copy of the Agreement is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose) and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) any one director of the Company be and is hereby authorised to do all such acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute all documents and take all steps as he may consider necessary, desirable or expedient to implement and/or give effect to the Agreement and all transactions contemplated thereunder.”

By order of the Board
Gemini Investments (Holdings) Limited
LAI Kwok Hung, Alex
Executive Director

Hong Kong, 10 June 2016

Notes:

- (a) A member entitled to attend and vote at the Meeting may appoint a proxy or, if holding two or more ordinary shares, more than one proxy to attend, and speak and vote at, the Meeting or any adjournment thereof on his behalf. If a member appoints more than one proxy, he must specify the number of ordinary shares each proxy is appointed to represent. A proxy need not be a member of the Company.
- (b) To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited at the Company's share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.
- (c) The register of members of the Company will be closed from Monday, 27 June 2016 to Tuesday, 28 June 2016, both days inclusive, during which period no transfer of ordinary shares will be registered. The record date will be Tuesday, 28 June 2016. In order to determine the identity of ordinary shareholder(s) who is entitled to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 24 June 2016.
- (d) Where there are joint registered holders of any ordinary share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such ordinary share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such ordinary share(s) shall alone be entitled to vote in respect thereof.

As at the date of this notice, the Directors are as follows:

<i>Executive Directors:</i>	<i>Non-Executive Directors:</i>	<i>Independent Non-Executive Directors:</i>
Mr. SUM Pui Ying	Mr. LI Ming	Mr. LAW Tze Lun
Ms. CUI Yueming	Mr. LI Hongbo	Mr. LO Woon Bor, Henry
Mr. LAI Kwok Hung, Alex		Mr. DENG Wei