

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**ASIA TELE-NET AND TECHNOLOGY CORPORATION LIMITED**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 679)**

**ANNOUNCEMENT**

**AMENDMENT OF TERMS IN RELATION TO  
A VERY SUBSTANTIAL DISPOSAL**

The Board announces that on 28 June 2019 and after the trading hours, PASL, a wholly-owned subsidiary of the Company, entered into Revised Supplemental Agreements to amend certain terms of the Supplemental Agreements which was previously approved by the Shareholders on 2 March 2017. As the applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules in respect of the Revised Supplemental Agreements, after taking into accounts of the proposed amendments, exceeds 75%, the entering of the Revised Supplemental Agreements constitutes a very substantial disposal on the part of the Company and is subject to reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Revised Supplemental Agreements and the transactions contemplated thereunder. To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, no Shareholder has a material interest in the Revised Supplemental Agreements and the transactions contemplated thereunder and is required to abstain from voting at the EGM. The Relevant Shareholders, holding approximately 64.11% interest in the Company as at the date of this announcement, have indicated to the Company that they will vote for the Revised Supplemental Agreement and the transactions contemplated thereunder at the EGM. A circular containing, amongst others, (i) details of the Revised Supplemental Agreements, (ii) notice convening the EGM and (iii) other information as required under the Listing Rules will be despatched to the Shareholders on or before 31 July 2019 as more time is required to prepare the information required under the Listing Rules, including but not limited to the valuation report and working capital statement.

References are made to the announcements of Asia Tele-Net and Technology Corporation Limited (the "Company") dated 22 August 2011, 25 October 2013, 16 October 2014, 26 October 2015, 30 November 2015 and 4 January 2017 and the circular of the Company dated 19 September 2011 and 15 February 2017 in relation to the Agreement.

This announcement is made by the Company pursuant to Rule 14.36 of the Listing Rules as the entering of the Revised Supplemental Agreements constitutes a variation to the terms of the transactions previously approved by the Shareholders of the Company on 2 March 2017. In addition, as the amendments set out in the Revised Supplemental Agreements constitute material changes to the terms of the Supplemental Agreements, accordingly, pursuant to Rules 14.36 to 14.46 of the Listing Rules, the Revised Supplemental Agreements should be subject to Shareholders' approval.

### **Status of the Re-development**

Pursuant to the Agreement, PASL agreed to vacate from the Land, demolish the buildings and deliver the Land to Shenzhen Warmsun for Re-development. Status of the Re-development is constantly updated in the annual reports as well as interim reports issued by the Company from time to time. As at the date of this announcement, Shenzhen Warmsun together with the Project Company has completed the following tasks since the signing of the Agreement.

- 1) Shenzhen Warmsun has established the Project Company in August 2011.
- 2) The Project Company has applied to re-develop the Land in September 2011.
- 3) On 16 October 2014, a notice was published by Urban Planning Land and Resources Commission of Shenzhen Municipality to confirm the Land having been listed under "2014 Lot 4 Town re-development formulated plan of Shenzhen – Draft Plan" for re-development. The first task associated with the Agreement, being the Completion of Registration, has been completed.
- 4) On 27 November 2015, the Project Company received an approval letter dated 25 November 2015 confirming that the Construction and Environment Review Committee had approved the planning proposal submitted by the Project Company. Based on the approved planning, the Land shall be re-developed into a comprehensive development site which can build up to a maximum floor area of 196,800 sq.m., out of which the Group will receive titles and benefits of 41,000 sq.m. upon completion.
- 5) The Project Company has received an investment registration certificate dated 1 February 2016 and a letter regarding the energy saving assessment dated 10 March 2016 from Shenzhen Long Hua New District Development and Finance Bureau (深圳市龍華新區發展及財政局).
- 6) The Project Company has received a letter dated 9 May 2016 regarding environmental assessment from Shenzhen Bao'an District Environmental Protection and Water Bureau.
- 7) The Project Company has received a land planning permit dated 10 August 2016 from the Urban Planning Land and Resources Commission of Shenzhen Municipality confirming that the Land shall be re-developed into a comprehensive development site comprising an office building, shops, public facilities required by local government and four to six blocks of residential buildings. Maximum floor area to be built is 196,800 sq.m. under which 172,627 sq.m. are marketable residential or commercial properties and 24,173 sq.m. are public facilities and subsidised residential units built on behalf of the local government.
- 8) In March 2017, the Project Company has signed a sales of land use rights contract dated 21 March 2017 with the local government.
- 9) In second half of 2017, the Project Company has obtained all required permits and construction was started.
- 10) On 25 May 2018, Project Company has obtained the land certificate.
- 11) As of the date of this announcement, the construction of the buildings is completed but the construction of the gardens, swimming pools and all interior fitting is still going on.

On 4 January 2017, PASL, Shenzhen Warmsum and the Project Company entered into two supplemental agreements (the “**Supplemental Agreements**”) and under which PASL would be entitled to receive the Consideration as follows:-

- a) According to the terms of the Supplemental Agreement A as ascribed in the circular dated 15 February 2017, PASL will receive consideration comprising (i) a relocation compensation of RMB50 million (equivalent to approximately HK\$56.7 million) and (ii) guaranteed cash consideration of RMB1.23 billion. The guaranteed cash consideration will be payable by six tranches within eighteen (18) months after the issue of the Pre-Sales Certificate without waiting for the completion of the Re-development. The first tranche will be payable fifteen day three months after the issue of the Pre-Sales Certificate and the next tranche will be payable three months thereafter and so on;
- b) According to the terms of the Supplemental Agreement B as ascribed in the circular dated 15 February 2017, PASL will further receive Additional Cash Consideration representing the difference between the Actual Net Sales Proceed less RMB1.23 billion. Actual Net Sales Proceed is equal to actual gross proceed to be received by the Project Company in respect of the Relevant Property during the pre-sales period and after netting off value-added taxes, urban maintenance and construction tax, educational surtax, share of sales and marketing expenses and decoration expenses (if any); and
- c) The Project Company shall meet the pre-sales conditions and obtain the Pre-Sales Certificate on or before 30 June 2019.

The Board wishes to announce that on 28 June 2019 and after trading hours, PASL, Shenzhen Warmsum and the Project Company have entered into the Revised Supplemental Agreements to amend certain terms of the Supplemental Agreements.

The principal terms of the Revised Supplemental Agreements are set forth below:

#### **THE REVISED SUPPLEMENTAL AGREEMENT A TO THE SUPPLEMENTAL AGREEMENT A**

**Date:** 28 June 2019

**The Parties:** (i) PASL and  
(ii) Project Company

**Guarantors:** Shenzhen Warmsum Holdings Co Ltd  
Shenzhen Warmsum Zhi-di Investment Co Ltd

According to the Revised Supplemental Agreement A, PASL will receive Revised Consideration of RMB2.8 billion which comprises of (i) a relocation compensation of RMB50 million (equivalent to approximately HK\$56.7 million) and (ii) guaranteed cash consideration of RMB2.75 billion (equivalent to HK\$3.1 billion). Revised Consideration represents the full and final settlement for the Agreement. At the date of this announcement, PASL has already received the relocation compensation of approximately RMB50 million. The guarantee cash consideration of RMB2.75 billion will be payable

in six (6) tranches. Specific sum to be repaid will be as follows:-

Repayment dates	Repayment amount on cumulative basis
On or before 31 December 2019	RMB400,000,000
On or before 30 June 2020	RMB1,000,000,000
On or before 31 December 2020	RMB1,200,000,000
On or before 31 December 2021	RMB1,600,000,000
On or before 30 June 2022	RMB2,000,000,000
On or before 31 December 2022	RMB2,750,000,000

In any event, Project Company undertakes to pay the Revised Consideration to PASL in accordance with the schedule above, or else, PASL is entitled to charge default interest.

Shenzhen Warmsun Holdings Co Ltd and Shenzhen Warmsun Zhi-di Investment Co Ltd, being the ultimate parent companies of the Project Company, will be the guarantors and agree to provide an undertaking in favour of PASL for the due and complete performance of the Shenzhen Warmsun and the Project Company under the Revised Supplemental Agreements.

Save for the above, all other terms and conditions of the Supplemental Agreement A shall remain unchanged and continue in full force and effect.

## **THE REVISED SUPPLEMENTAL AGREEMENT B TO THE SUPPLEMENTAL AGREEMENT B**

**Date:** 28 June 2019

**The Parties:**

- (i) PASL
- (ii) Shenzhen Warmsun and
- (iii) Project Company

**Guarantors:** Shenzhen Warmsun Holding Co Ltd  
Shenzhen Warmsun Zhi-di Investment Co Ltd

### **Subject Matter**

PASL, Shenzhen Warmsun and the Project Company agreed to amend certain terms associated with the Supplemental Agreement B as follows:-

#### *Revised Consideration*

In accordance with the Revised Supplemental Agreement A, the Parties agree that the Revised Consideration, namely RMB2.8 billion (equivalent to approximately HK\$3.2 billion), represents the full and final settlement for the purpose of the Agreement.

### *Additional Cash Consideration*

Under the Revised Supplemental Agreement B, PASL will no longer receive Additional Cash Consideration, namely the difference between the Actual Net Sales Proceed less RMB1.23 billion.

### *Pre-Sales Certificate*

As of the date of this announcement, the Project Company is still in the process of applying the Pre-Sales Certificate. The Project Company advised PASL that the delay may be between 2-6 months and is mainly due to the negotiation with Housing & Construction Bureau of Shenzhen Municipality (深圳市住房及建設局) over the permitted maximum selling prices for the project. By entering into the Revised Supplemental Agreement A, PASL shall receive the remaining Revised Consideration of RMB2.75 billion according to the agreed time table stipulated under the Revised Supplemental Agreement A irrespective of when the Project Company will get the Pre-Sales Certificate. By entering into the Revised Supplemental Agreement B, PASL is no longer required to monitor the progress of such Pre-Sales Certificate.

Shenzhen WarmSun Holdings Co Ltd and Shenzhen WarmSun Zhi-di Investment Co Ltd, being the ultimate parent companies of Shenzhen WarmSun and the Project Company, will be the guarantors and agree to provide an undertaking in favour of PASL for the due and complete performance of the Shenzhen WarmSun and the Project Company under the Revised Supplemental Agreements.

Save for the above, all other terms and conditions of the Supplemental Agreements shall remain unchanged and continue in full force and effect.

## **CONDITIONS PRECEDENT**

The effective date of the Revised Supplemental Agreements is conditional upon obtaining approval from Shareholders of the Company approving the transactions contemplated under the Revised Supplemental Agreements in the EGM. If such approval is not obtained, the Revised Supplemental Agreements shall become null and void and the Supplemental Agreements which were previously approved by the Shareholders will remain in effect.

The Relevant Shareholders, holding approximately 64.11% interest in the Company as at the date of this announcement, have indicated to the Company that they will vote for the Revised Supplemental Agreements and the transactions contemplated thereunder at the EGM.

## **REASONS AND BENEFITS FOR ENTERING INTO REVISED SUPPLEMENTAL AGREEMENTS**

### *(a) The consideration will be higher but timing to receive such consideration will be extended*

Since the entering of the Supplemental Agreements in 2017, the Group has hired independent professional valuer to perform fair value valuation over the guaranteed cash consideration of RMB1.23 billion and the Additional Cash Consideration which PASL will receive. When conducting such valuation, the valuer has made reference to comparable transactions or asking of similar properties in nearby districts to calculate the expected market value of the Relevant Property as at the reporting dates. Expected market value of the Relevant Property as at 31 December 2018 estimated by

the valuer was RMB 2.11 billion. By entering into the Revised Supplemental Agreements, PASL will receive RMB2.75 billion which is RMB0.64 billion more. In exchange for a higher consideration, PASL agrees to extend the timing to receive the Revised Consideration. The effect is summarized as follows:-

Supplemental Agreements		Revised Supplemental Agreements	
Repayment dates*	Repayment amount on cumulative basis (RMB)	Repayment dates (on or before)	Repayment amount on cumulative basis (RMB)
15/10/2019	369,000,000	31/12/2019	400,000,000
15/01/2020	738,000,000	30/06/2020	1,000,000,000
15/04/2020	861,000,000	31/12/2020	1,200,000,000
15/07/2020	984,000,000	31/12/2021	1,600,000,000
15/10/2020	1,107,000,000	30/06/2022	2,000,000,000
15/01/2021	1,230,000,000	31/12/2022	2,750,000,000

\* These dates are set assuming that Pre-Sales Certificate will be obtained on 30 June 2019 as planned.

***(b) Safeguard risks associated with the current volatile business environment***

Since the commencement of US-Sino trade war, business environment is deteriorating. Export is playing an important role in China economy and is one of the key drivers why China was experiencing high GDP growth in last few years. The continuing decline of export will contribute to the slow-down of economic growth, possible business closure (if the trade war conflict increases and deepens), increase of unemployment rate and finally reducing general purchasing power. This may not be beneficial to property market at large.

On the other hands, there are sayings that in order to maintain a healthy GDP growth, the Chinese government may eventually adopt quantitative easing (量化寬鬆). If quantitative easing indeed happens, with the ease of credit, the property market may experience further growth. But if any growth is forth coming, the Company expects it will be fairly moderate.

By securing a minimum guaranteed cash payment, PASL is safeguarded from any unforeseeable downside economic risks. By agreeing to the Revised Consideration of RMB2.75 billion which is higher than the valuation suggested by an independent professional valuer as at 31 December 2018, PASL keeps a buffer on hands for a possible increase in properties prices in the coming 1-2 years.

In short, the Revised Consideration is determined having considered (i) the valuation report on hands, (ii) the timeframe to receive the consideration is delayed, (iii) current volatile business environment and (iv) possible increase in properties prices.

Based on the foregoing, the Directors consider that the entering of the Revised Supplemental Agreements and the transactions contemplated thereunder is entered into on normal commercial terms, and the terms of which are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## FINANCIAL EFFECT OF THE REVISED SUPPLEMENTAL AGREEMENTS

As at 31 December 2018, in relation to the Supplement Agreements, the Group has recorded deferred consideration and tax payable on its balance sheet as follows:-

	HK\$'000
Asset - Deferred consideration (non-current portion)	1,069,873
Asset - Deferred consideration (current portion)	354,655
Liability - Deferred taxation (non-current portion)	(356,132)
	-----
Fair value of guaranteed cash consideration and Additional Cash Consideration under the Supplement Agreements	1,068,396
	=====

Upon execution of the Revised Supplemental Agreements, the Group will derecognize the asset and liability listed above and, according to the terms of Revised Supplemental Agreements, will record a fair value of the guaranteed cash consideration which will be arrived at using discounted cash flow method by discounting future cash flows at an interest rate to be suggested by independent professional valuer. Subsequent to the initial recognition, the fair value of the guaranteed cash consideration will be measured at amortised cost using effective interest method less any impairment. Any changes in fair value at initial recognition and at subsequent reporting dates will be recorded through profit and loss statement. The Group will also make provision for taxation payable in relation to such deferred consideration. Applying the same discount rate in 2018, the Company estimates that the initial recognition for the fair value of the guarantee cash consideration after netting impairment and deferred taxation will be approximately RMB1.45 billion (equivalent to approximately HK\$1.64 billion). The profit and loss effect for the year 2019 is estimated as follows:-

	RMB'm	HKD'm
De-recognition of the fair value of guaranteed cash consideration and Additional Cash Consideration under the Supplement Agreements	936	1,068
Initial recognition of the fair value of the guarantee cash consideration under the Revised Supplemental Agreements	1,448	1,641
	-----	-----
Gain in change of fair value *	512	573
	=====	=====

\*As the discount rate and default rate to be used may vary, the estimated gain illustrated above represents the best estimates made by the Directors and are subject to change in view of the then market conditions, any change in exchange rates or any further changes in tax regime. The calculation is also subject to potential changes in the related accounting standards in the future.

## USE OF PROCEED

The net proceeds from the Revised Consideration are estimated to be approximately RMB2.1 billion (equivalent to approximately HK\$2.38 billion) which is the Revised Consideration after netting off 25% corporate profit tax payable in China.

The net proceeds may be used for (i) the acquisition of a new parcel of land, building of a new factory or renting of a ready-for-use factory, (ii) general working capital purpose and/or (iii) suitable future investment(s) which may or may not be in the principle line of business of the Group. Given that (a) the Company has not identified any suitable land or ready-for-use factory; (b) the net proceeds is yet to be received and (c) the Company has not identified any investment opportunities and is not in discussion for any investment projects, the Company is unable to ascertain the specific proportion of the net proceeds to be allocated to each of such purposes as stated above as at the date of this announcement. The Company will make announcement once specific allocation of use of the net proceeds has been identified by the Board, and in compliance with the requirements of the Listing Rules.

## **INFORMATION ON THE COMPANY, PASL, SHENZHEN WARMSUN AND GUARANTORS**

The Company is an investment holding company holding investments in various disciplines with particular strength in electroplating technologies. Its subsidiaries are principally engaged in, amongst others, the design, manufacture and sale of electroplating machines and other automated equipment, property investment, money lending and securities trading, property investment and development.

PASL was previously the production arm of the Group and engaged in the design and manufacturing of electroplating equipment. The production function has now been taken up by another wholly-owned subsidiary of the Group, Process Automation (China) Limited. Currently, PASL is an investment holding company holding the interest of the Arrangement.

Shenzhen Warmsun is a company principally engaged in the business of property development and management. It was incorporated in 2005. In the past ten years, it has completed twelve projects and has built nearly 4,500,000 sq.m. floor area. It is currently managing seven estates, two shopping malls and one hotel. Shenzhen Warmsun is a subsidiary of Warmsun Holding Co Ltd.

Project Company is a limited company incorporated under the laws of PRC and is the approved developer for the Re-development. It is a subsidiary of Shenzhen Warmsun.

Shenzhen Warmsun Holdings Co Ltd and Shenzhen Warmsun Zhi-di Investment Co Ltd, being the ultimate parent companies of Shenzhen Warmsun and the Project Company, will be the guarantors and agree to provide an undertaking in favour of PASL for the due and complete performance of the Shenzhen Warmsun and the Project Company under the Revised Supplemental Agreements.

Shenzhen Warmsun Holding Co Ltd is a limited company incorporated under the laws of PRC since 1993 and is an investment holding company. Businesses principally engaged by its subsidiaries are construction, property development and property management. As far as construction is concerned, it has completed over 300 projects with total construction area of approximately 16,300,000 sq.m. including three key government projects in Guangdong Province.

Shenzhen Warmsun Zhi-di Investment Co Ltd is a limited company incorporated under the laws of PRC. It is an investment holding company. Between Shenzhen Warmsun Zhi-di Investment Co Ltd and Shenzhen Warmsun Holding Co Ltd, they own Shenzhen Warmsun and Project Company 100%.



To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, Shenzhen Warmsun, Project Company, Shenzhen Warmsun Holding Co Ltd, Shenzhen Warmsun Zhi-di Investment Co Ltd and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

## **LISTING RULES IMPLICATION**

This announcement is made by the Company pursuant to Rule 14.36 of the Listing Rules as the entering into of the Revised Supplemental Agreements constitutes a variation to the terms of the transactions previously approved by the Shareholders of the Company on 2 March 2017. In addition, as the amendments set out in the Revised Supplemental Agreements constitute material changes to the terms of the Supplemental Agreements, accordingly, pursuant to Rules 14.36 to 14.46 of the Listing Rules, the Revised Supplemental Agreements should be subject to Shareholders' approval.

As the applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules in respect of the Revised Supplemental Agreements, after taking into accounts of the proposed amendments, exceeds 75%, the entering into the Revised Supplemental Agreements constitutes a very substantial disposal on the part of the Company and is subject to reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Revised Supplemental Agreements and the transactions contemplated thereunder. To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, no Shareholder has a material interest in the Agreement and the transactions contemplated thereunder and is required to abstain from voting at the EGM. The Relevant Shareholders, holding approximately 64.11% interest in the Company as at the date of this announcement, have indicated to the Company that they will vote for the Revised Supplemental Agreements and the transactions contemplated thereunder at the EGM. A circular containing, amongst others, (i) details of the Revised Supplemental Agreements, (ii) notice convening the EGM and (iii) other information as required under the Listing Rules will be despatched to the Shareholders on or before 31 July 2019 as more time is required to prepare the information required under the Listing Rules, including but not limited to the valuation report and working capital statement.

By Order of the Board  
**Asia Tele-Net and Technology Corporation Limited**  
**Lam Kwok Hing, M.H. J.P.**  
*Chairman and Managing Director*

Hong Kong, 28 June 2019

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Actual Net Sales Proceed”	is equal to actual gross proceed to be received by the Project Company in respect of the Relevant Property during the pre-sales period and after netting off value-added taxes, urban maintenance and construction tax, educational surtax, share of sales and marketing expenses and decoration expenses (if any)
“Additional Cash Consideration”	is the difference between Actual Net Sales Proceed less RMB1.23 billion
“Agreement”	an agreement dated 7 August 2011 entered into between PASL and Shenzhen WarmSun in relation to the Arrangement
“Arrangement”	the arrangement contemplated under the Agreement, pursuant to which PASL shall vacate from the Land, demolish the buildings and deliver the Land to Shenzhen WarmSun for Re-development, in consideration of which, Shenzhen WarmSun (or the Project Company) shall pay the Revised Consideration to PASL
“Board”	the board of Directors
“Company”	Asia Tele-Net and Technology Corporation Limited, a company incorporated under the laws of Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Consideration”	comprises (i) a relocation compensation of RMB50 million (equivalent to approximately HK\$56.7 million), (ii) guaranteed cash consideration of RMB1.23 billion and (iii) Additional Cash Consideration
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the Revised Supplemental Agreements and the transactions contemplated thereunder
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Land”	two parcels of industrial land numbered A824-26 and A824-8 located at Northwest of interjunction of Bayi Road and Donghuangyi Road, No. 8 Industrial Zone, Lung Hua Street, Bao An District, Shenzhen

“Latest Practicable Date”	27 June 2019, being the latest practicable date prior to the issue of this announcement for ascertaining certain information in this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PASL”	寶龍自動機械(深圳)有限公司 (Process Automation (Shenzhen) Limited), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China
“Pre-Sales Certificate”	a permit required under the laws of PRC before a property developer can offer sales of property to general public (預售許可證)
“Project Company”	a project company established in the PRC by Shenzhen Warmsun, for the purpose of undergoing the Re-development pursuant to the Re-development Contract
“Re-development”	the re-development work (including but not limited to application to relevant responsible bodies of the PRC government, provision of all required funding, design and construction of the Re-developed Property) to be procured on the Land pursuant to the Re-development Contract, upon which the Land will be converted from industrial land into residential and commercial properties for re-sale
“Revised Supplemental Agreement A”	a supplemental agreement entered into between PASL and the Project Company dated 28 June 2019 to amend certain terms to the Supplemental Agreement A
“Revised Supplemental Agreement B”	a supplemental agreement entered into between PASL, Shenzhen Warmsun and the Project Company dated 28 June 2019 to amend certain terms to the Supplemental Agreement B
“Revised Supplemental Agreements”	Revised Supplemental Agreement A & B
“Relevant Property”	a 41,000 sq.m. of the Re-developed Property
“Relevant Shareholders”	a closely allied group of Shareholders, being Karfun Investments Limited, Medusa Group Limited, J&A Investment Limited and Mr. Lam Kwok Hing holding 47.37%, 11.38%, 4.55 and 0.81% interests in the Company, respectively
“Relocation Compensation Agreement”	an agreement entered into between PASL and the Project Company in relation to compensation payable and the Relevant Property in September 2011
“Revised Consideration”	comprises (i) a relocation compensation of RMB50 million (equivalent to approximately HK\$56.7 million) and (ii) guaranteed cash consideration of RMB2.75 billion

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen WarmSun”	深圳市華盛房地產開發有限公司 (Shenzhen WarmSun Real Estate Development Company Limited), a company established in the PRC with limited liability principally engaged in property development business in the PRC
“sq.m.”	square metre
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreement A”	a supplemental agreement entered into between PASL and the Project Company dated 4 January 2017 to amend certain terms to the Relocation Compensation Agreement as more particularly described in the circular dated 15 February 2017
“Supplemental Agreement B”	a supplemental agreement entered into between PASL, Shenzhen WarmSun and the Project Company dated 4 January 2017 to amend certain terms in relation to the Agreement as more particularly described in the circular dated 15 February 2017
“Supplemental Agreements”	Supplemental Agreement A and B
“%”	per cent

*For illustration purposes, amounts in RMB in this circular have been translated into HK\$ at HK\$1.00 = RMB0.8824*

*As at the date of this announcement, the executive Directors are Messrs. Lam Kwok Hing and Nam Kwok Lun and the independent non-executive Directors are Messrs. Cheung Kin Wai, Kwan Wang Wai Alan and Ng Chi Kin David.*