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

If you have sold or transferred all your shares in **Overseas Chinese Town (Asia) Holdings Limited** (the “Company”), you should hand this circular together with the accompanying proxy form at once to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Overseas Chinese Town (Asia) Holdings Limited
華僑城(亞洲)控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 03366)

MAJOR TRANSACTION
LIMITED PARTNERSHIP AGREEMENT

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Business Day(s)”	a day on which licensed banks in the PRC are open for business
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Overseas Chinese Town (Asia) Holdings Limited (華僑城(亞洲)控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries as at the Latest Practicable Date
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of and not connected to the Company and any of its connected persons (as defined in the Listing Rules) or their respective associates (as defined in the Listing Rules)
“Latest Practicable Date”	19 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Limited Partnership Agreement”	the partnership agreement dated 23 February 2021 entered into among Panxing Capital Management, Shenzhen Huayou, Shenzhen OCT Gangya, Shanghai Xuxiang and Xiamen Zhongmao in relation to the formation of the Partnership
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Panxing Capital Management”	潘興資本管理(深圳)有限公司 (Panxing Capital Management (Shenzhen) Co., Ltd.*), a company established in the PRC
“Partners”	general partners and limited partners of the Partnership, being Panxing Capital Management, Shenzhen Huayou, Shenzhen OCT Gangya, Shanghai Xuxiang and Xiamen Zhongmao at establishment
“Partnership”	廈門僑潤投資合夥企業(有限合夥)(Xiamen Qiaorun Investment Partnership (Limited Partnership)*) (the final name of which is subject to the approval of the administrative department for industry and commerce), a limited partnership to be established in the PRC
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“related party(ies)”	a person or entity who has control, joint control, or significant influence over the relevant entity, or the other person or entity who is controlled, jointly controlled, or significantly influenced by the same person or entity
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Xuxiang”	上海煦翔貿易有限公司 (Shanghai Xuxiang Trading Co. Ltd.*), a company established in the PRC
“Share(s)”	ordinary shares of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Shenzhen Huayou”	深圳市華友投資有限公司 (Shenzhen Huayou Investment Co. Ltd.*), a company established in the PRC and an indirect wholly-owned subsidiary of the Company
“Shenzhen OCT Gangya”	深圳華僑城港亞控股發展有限公司 (Shenzhen OCT Gangya Holdings Development Co. Ltd.*), a company established in the PRC and an indirect wholly-owned subsidiary of the Company

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Transactions”	transactions contemplated under the Limited Partnership Agreement
“Xiamen Zhongmao”	廈門中茂益通商貿有限公司 (Xiamen Zhongmao Yitong Commerce Co., Ltd.), a company established in the PRC
“%”	percent

In this circular, the English names of the PRC entities or enterprises are translations of their Chinese names. In the event of any inconsistency, the Chinese names shall prevail.

LETTER FROM THE BOARD



Overseas Chinese Town (Asia) Holdings Limited 華僑城(亞洲)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03366)

Executive Directors:

Mr. Zhang Dafan (*Chairman*)

Ms. Xie Mei (*Chief Executive Officer*)

Mr. Lin Kaihua

Non-executive Director:

Mr. Wang Wenjin

Independent Non-executive Directors:

Ms. Wong Wai Ling

Professor Lam Sing Kwong Simon

Mr. Chu Wing Yiu

Registered Office:

Ocorian Trust (Cayman) Limited

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

59/F., Bank of China Tower 1 Garden
Road

Hong Kong

23 April 2021

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION LIMITED PARTNERSHIP AGREEMENT

INTRODUCTION

References are made to the announcement of the Company dated 23 February 2021 in relation to the establishment of the Partnership for the purpose of investment pursuant to the Limited Partnership Agreement.

The purpose of this circular is, among other things, (i) to provide you with further details of the Limited Partnership Agreement and the transaction contemplated thereunder; and (ii) the financial information of the Group.

LETTER FROM THE BOARD

LIMITED PARTNERSHIP AGREEMENT

Principal terms of the Limited Partnership Agreement are set out as follows:

Date

23 February 2021

Parties

- (1) Panxing Capital Management, as general partner and executive partner;
- (2) Shenzhen Huayou, as general partner;
- (3) Shenzhen OCT Gangya, as limited partner;
- (4) Shanghai Xuxiang, as limited partner; and
- (5) Xiamen Zhongmao, as limited partner.

To the best information, knowledge and belief of the Directors, after having made all reasonable enquiries, Panxing Capital Management, Shanghai Xuxiang and Xiamen Zhongmao and their respective ultimate beneficial owners are Independent Third Parties.

Name of the Partnership

廈門僑潤投資合夥企業(有限合夥)(Xiamen Qiaorun Investment Partnership (Limited Partnership) (the final name of which is subject to the approval of the administrative department for industry and commerce)).

Term of the Partnership

The term of the Partnership will be twenty (20) years.

Purpose, objective, strategy and business scope of the Partnership

Purpose

The purpose of the Partnership is to make equity investment of project companies and liquidity investment with a view to obtaining good investment returns for all the Partners.

The Partnership will invest mainly in equity interests of non-listed companies through subscription of new shares or acquisition of existing shares of the non-listed companies and shareholder's loan to non-listed companies for project investment purpose.

LETTER FROM THE BOARD

Objective and strategy

The main investment objectives and strategy are to seek capital appreciation and income by leveraging on the Partnership's position as managing general partner to facilitate the growth of project companies. The proposed scale of investment by the Partnership is approximately RMB800 million with an expected rate of return of no less than 10%. The usual exit strategy involves direct sales of equity interests.

As at the Latest Practicable Date, it is confirmed that the Partnership will invest in a residential property development project company, 太倉康溢達房地產開發有限公司 (Taicang Kangyida Property Development Limited*), which is the owner and property developer of a land designated for residential use in Yangtze River Delta, Jiangsu province, Taicang city, 科教新城 (Science and Education New Town*). The single-phase project, which at the Latest Practicable Date is yet to be named and is approximately 10% completed, involves the development, planning and construction of 13 blocks, with 12 to 18 floors for each block, of high-rise (小高層) residential properties with a total 528 residential units and a permitted gross floor area of 90,000m² for sale. After the completion of the currently undergoing construction, the residential properties will be enjoying the well-established adjacent ancillary facilities including schools, commercial complex and shopping malls. As Yangtze River Delta has a thriving economy, the Group expect a residential property development project will benefit from the regional advantage and meet the demand for residential units in the area in the years to come. It is expected that the pre-sale permission will be obtained before July 2021 and the pre-sale of the properties in construction will commence thereafter and the revenue of the sale will be recognized starting from the year 2023. The project is currently expected to be of a duration of not more than three years. The Partnership will be dissolved after the Partnership's interest in the project company is realized and all relevant economic interests are distributed to the Partners.

Business scope

The business scope of the Partnership covers investments with self-owned fund and asset management services for investment with self-owned funds.

Capital Commitment

The total capital contribution subscribed by all Partners to the Partnership is RMB800,020,000. The amount and proportion of the capital contribution subscribed by each of the Partners are set out below:

LETTER FROM THE BOARD

Partners	Total subscribed capital contribution (RMB'000)	Approximate proportion of capital contribution in the Partnership
Panxing Capital Management	10	0.001%
Shenzhen Huayou	10	0.001%
Shenzhen OCT Gangya	600,000	74.998%
Shanghai Xuxiang	150,000	18.75%
Xiamen Zhongmao	50,000	6.25%
Total	800,020	100%

The Partners shall pay up their respective capital contribution by installments. The executive partner shall obtain approval of all general partners before issuing any payment notice. Each installment will be due within 30 working days upon receiving payment notice from the executive partner.

The proportion of capital contribution subscribed by each of the Partners to the Partnership was determined after arm's length negotiations between the Partners, while the total amount of capital contribution to the Partnership was determined by considering the projected capital requirements of project companies to participate in one to two comprehensive development projects in Yangtze River Delta contemplated. It was estimated that the total investment to be made by the Partnership will be of approximately RMB800 million. As such, the Partners agreed to set the total amount of capital contribution of the Partnership to be RMB800 million. As at the Latest Practicable Date, the projected capital requirement of the residential property development project in Jiangsu confirmed by the Partnership is approximately RMB800 million.

Management of the Partnership

Panxing Capital Management, as executive partner, is responsible for, among other things, management of investment and other businesses of the Partnership, management and and/or maintenance of the assets of the Partnership, appointment and removal of professional advisers as jointly decided by the general partners, and inquiry into the qualification of the transferee in case of transfer of the equity interest by any limited partner.

Shenzhen Huayou, as a general partner, and Panxing Capital Management, as a general partner, have the right to convene, preside over and participate in the Partners' meeting and exercise its corresponding voting rights pursuant to the Limited Partnership Agreement, formulate the basic management system and specific rules and regulations of the Partnership, and take legal actions against the Partner(s) who fails to perform (fully or partly) the obligations of capital contribution on that Partner.

The general partners shall assume unlimited joint liabilities for the Partnership's debt.

The limited partners shall not participate in management or exercise of any control in the investment of the Partnership or conducting any activity in the Partnership's name.

LETTER FROM THE BOARD

An investment committee of the Partnership will be set up to decide the investment, management and withdrawal of the Partnership and to apply the idle funds in value-added investment other than safe and liquid financial products such as bank deposit, currency market fund and banks' principal guarantee products. The investment committee consists of five members, two of whom shall be nominated by Panxing Capital Management and three of whom shall be nominated by Shenzhen Huayou. All the resolutions of the investment committee shall be passed with unanimous consent by all the members of the investment committee.

Partners' meeting

The Partners' meeting will be responsible for approving matters in relation to, among other things, change of business scope, principal place of business, the name of the Partnership, registered address, the organisation structure and matters related to profit distribution, change or extend the term of the Partnership, disposal of immovable asset, intellectual property and other property rights, provision of guarantee and compensation to third party in the name of the Partnership, determining the investment scope and strategy, appointment of management staff other than the Partners, approving the transfer of interest held by the executive partner, removal of the executive partner under specific circumstances, and dissolution and winding-up of the Partnership.

The above matters shall be resolved upon the consent of all Partners, except for removal of executive partner under specific circumstances can be resolved upon consent of Partners with paid-up capital contribution of not less than two-third of the total paid-up capital of the Partnership.

Profit distribution and loss sharing

Profit distribution

The executive partner shall, within 30 working days upon the Partnership receives any cash income from any investment, distribute all the investment income and other income of the Partnership, after deducting the tax payable by the Partnership, in the following order and manner:

- (1) to Shenzhen OCT Gangya of the sum of the actual capital contribution paid by Shenzhen OCT Gangya and the investment proceeds equal to an annualized rate of return of 10% on the actual capital contribution paid by Shenzhen OCT Gangya;
- (2) if any balance left, to the Partners other than Shenzhen OCT Gangya (the "**Other Partners**") according to their actual capital contribution proportion of an amount up to the actual capital contribution paid by the respective Partners;
- (3) if any balance left, to the Other Partners according to their actual capital contribution proportion of an amount up to an amount equal to an annualized rate of return of 8% on the actual capital contribution paid by each of the Other Partners;
- (4) if any balance left, to Shenzhen OCT Gangya.

LETTER FROM THE BOARD

According to a market study report (the “**Report**”) on the PRC private equity and venture capital firms issued by a leading Chinese service provider* that has been advising numerous limited partnership, venture capital, private equity, and strategic investors in the area of real estate investment, among other fields, since 2001, a majority of the investment vehicles will give a preferred distribution of return to limited partners at an annualized rate of return of 8%, and annualized rates of return ranging from 6% to 12% cover a vast majority of the cases studied. These rates of return are consistent with the industry knowledge and experience of the Directors on the establishment of limited partnership for real estate projects in the region. Having considered such industry figures and knowledge and experience of the Directors, and after arm’s length negotiation between the Partners, it was agreed that Shenzhen OCT Gangya, the Company’s wholly-owned subsidiary as one of the limited partners, shall enjoy an annualized rate of return of 10%, if available, on the actual capital contribution paid by Shenzhen OCT Gangya first in order before Other Partners may receive any investment income and other income of the Partnership in accordance with the abovementioned order and manner. As any balance left after distribution to Other Partners will be distributed to the Group, the said 10% preferential distribution to the Group represents the minimum expected return of the Partnership. Also, the 10% preferential distribution to the Group is on the high end of the said common 6% to 12% of annualized rates of return of the vast majority of the cases analysed by the Report. Given the aforesaid, the Directors are of the view that the preferential distribution of 10% to the Group before Other Partners are fair and reasonable and in the interests of the Group.

* According to the public information released by the service provider, which is a company listed in Hong Kong, the service provider operates the largest, as of 31 December 2019, equity investment database in China in terms of data coverage, providing data resources and research report services.

Loss sharing

The Partners shall bear the losses up to their respective capital contributions subscribed by each Partner. If the total subscribed capital contributions are insufficient to cover the losses, the amount of losses exceeding the total subscribed capital contributions shall be borne by the general partners on an unlimited, joint and several basis. Each General Partner will be fully responsible for all debt of the Partnership which is due and cannot be repaid with the assets of the Partnership. Note that under the Limited Partnership Agreement, the Partnership shall not borrow from any third party other than the Partners and shall not provide any form of corporate guarantee for any third party.

According to PRC laws concerning partnership, debtors have the liberty to choose either to sue all Partners or to sue any one Partner for the outstanding debt of the Partnership. If any one Partner repaid the debt of the Partnership, such Partner shall have the right to sue the other Partners for the share that they should be responsible for in accordance with the terms of the Limited Partnership Agreement.

Transfer of interest in the Partnership

Subject to the terms and conditions of the Limited Partnership Agreement, a limited partner may transfer its equity interest (in whole or in part) either to the existing executive partner (or its related party) or any of the existing limited partners or to the party as approved by the executive partner. If the intended transferee is the related party of the retiring Partner, the retiring Partner may transfer the equity interest to that intended transferee on conditions that the retiring Partner has notified other Partners 30 days in advance.

LETTER FROM THE BOARD

During the subsistence of the Partnership, the general partners shall not withdraw from or transfer its interest in the Partnership or change into limited partners before obtaining unanimous consent from all the Partners.

INFORMATION ON THE GROUP

The principal business activity of the Company is investment holding. The Group is principally engaged in the comprehensive development business (including the developed and sold residential properties, construction contract, development and management of properties, and property investment), equity investment and fund business.

Shenzhen Huayou is an indirect wholly-owned subsidiary of the Company, which is established under the laws of the PRC with limited liability. It is principally engaged in investment and enterprise management consulting.

Shenzhen OCT Gangya is an indirect wholly-owned subsidiary of the Company, which is established under the laws of the PRC with limited liability. It is principally engaged in investment holding and enterprise management consulting.

INFORMATION ON PANXING CAPITAL MANAGEMENT, SHANGHAI XUXIANG AND XIAMEN ZHONGMAO

Panxing Capital Management is a company established under the laws of the PRC with limited liability and is wholly owned by 深圳前海禹舟基金管理有限公司 (Shenzhen Qianhai Yuzhou Fund Management Co., Ltd.), which, based on the National Enterprise Credit Information Publicity System of the PRC, is indirectly owned by 林碧娥 (Lin Bi'e) and 張紀明 (Zhang Jiming) who, to the best of the knowledge of the Directors, are Independent Third Parties.

Shanghai Xuxiang is a company established under the laws of the PRC with limited liability and is owned (i) as to 51% by 廈門翔灝宇貿易有限公司 (Xiamen Xianghaoyu Trading Limited*), which is owned as to 51% by 林韜 (Lin Tao*) and 49% by 廈門灝博達貿易有限公司 (Xiamen Haoboda Trading Limited*), which is wholly owned by 林阿斌 (Lin A'Bin*), and (ii) as to 49% by 上海煦溢貿易有限公司 (Shanghai Xuyi Trading Limited*), which is owned as to 49% by 朱麗芳 (Zhu Lifang*) and 51% by 廈門灝博達貿易有限公司 (Xiamen Haoboda Trading Limited*), which is wholly owned by 林阿斌 (Lin A'Bin*). All the aforementioned parties to the best of the knowledge of the Directors are Independent Third Parties. Shanghai Xuxiang is principally engaged in wholesale and retail of general merchandise and technical consulting services.

Xiamen Zhongmao is a company established under the laws of the PRC with limited liability and is wholly-owned by 廈門瀟洲商貿有限公司 (Xiamen Luzou Trading Co., Ltd.), which, based on the National Enterprise Credit Information Publicity System of the PRC, is owned by 黃淑女 (Huang Shunu) and 林一紅 (Lin Yihong) who, to the best of the knowledge of the Directors, are Independent Third Parties. It is principally engaged in domestic trade agents, sales agents and information technology consulting services.

LETTER FROM THE BOARD

REASONS FOR AND BENEFIT OF ENTERING INTO THE LIMITED PARTNERSHIP AGREEMENT

It is expected that in 2021 the Group will continue to deepen the investment layout in key cities in the Yangtze River Delta and the Guangdong-Hong Kong-Macao Greater Bay Area, actively seize the investment opportunities in the “post-epidemic” era, strengthening the presence of the Group in the said areas with great potential. Therefore the Partnership’s participation in the residential property development project is in line with the Group’s principal businesses and geographic strategy and will become a new source of income of the Group.

The transactions contemplated under the Limited Partnership Agreement falls under the “direct equity investment and fund management business” of the Group. In view of the expected return to be generated, the Directors are of the view that the transactions contemplated under the Limited Partnership Agreement is beneficial to the Company.

Having considered the above, the Directors are of the view that the terms of the Limited Partnership Agreement are on normal commercial terms that are fair and reasonable, and the Limited Partnership Agreement is in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECT OF THE FORMATION OF THE PARTNERSHIP ON THE GROUP

After establishment of the Partnership, since the resolutions of the Partners’ meeting (except for the dissolution and liquidation of the Partnership) must be unanimously agreed by all Partners, and the resolutions of the investment committee must be unanimously approved by all members. Given the arrangement, Panxing Capital Management and the Group are viewed as having joint control over the Partnership, and treat the Partnership as a joint venture under the equity accounting method under HKAS 28, rather than consolidate into the Group’s accounts.

Assuming that the transactions contemplated under the Limited Partnership Agreement has been fully in effect, the financial effect on the Group is as follows:

- (1) the increase in the investment in the interests in joint ventures by approximately RMB600,010,000;
- (2) the expected decrease in net cash of the Group by approximately RMB600,010,000;
- (3) no material effect on the earnings of the Group.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio calculated pursuant to Chapter 14 of the Listing Rules in respect of the transaction contemplated under the Limited Partnership Agreement exceeds 25% but less than 100%, the transaction contemplated under the Limited Partnership Agreement constitutes a major transaction of the Company under Chapter 14 of the Listing Rules.

LETTER FROM THE BOARD

As no Shareholder has material interest in the Limited Partnership Agreement and the transaction contemplated thereunder, none of the Shareholders is required to abstain from voting if the Company were to convene a general meeting for the approval of the Limited Partnership Agreement and the transaction contemplated thereunder. The Company has obtained a written approval from Pacific Climax, which, as at the Latest Practicable Date, held 530,894,000 Shares (representing approximately 70.94% of the issued share capital of the Company) for the approval of the Limited Partnership Agreement and the transaction contemplated thereunder in lieu of a resolution to be passed at a general meeting of the Company pursuant to Rule 14.44 of the Listing Rules. As such, no extraordinary general meeting will be convened by the Company to approve the Limited Partnership Agreement and the transaction contemplated thereunder.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the Transactions are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

Although a general meeting will not be convened by the Company to approve the Transactions, if such a general meeting were to be convened by the Company, the Board would recommend the Shareholders to vote in favour of the resolutions to approve the Transactions.

ADDITIONAL INFORMATION

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

By order of the Board
Overseas Chinese Town (Asia) Holdings Limited
Zhang Dafan
Chairman

1. FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group for the financial years ended 31 December 2018, 2019 and 2020, were disclosed in the following documents:

The audited consolidated financial statements of the Group for the year ended 31 December 2018 have been set out in pages 97 to 230 of the 2018 annual report of the Company which was posted on 26 April 2019 on the Stock Exchange's website (<https://www1.hkexnews.hk/listedco/listconews/sehk/2019/0426/ltn201904261057.pdf>).

The audited consolidated financial statements of the Group for the year ended 31 December 2019 have been set out in pages 113 to 242 of the 2019 annual report of the Company which was posted on 5 May 2020 on the Stock Exchange's website (<https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0505/2020050500961.pdf>).

The audited consolidated financial statements of the Group for the year ended 31 December 2020 have been set out in the announcement of the Company which was posted on 31 March 2021 on the Stock Exchange's website (<https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0331/2021033102960.pdf>).

2. INDEBTEDNESS STATEMENT

As at the close of business on 28 February 2021, being the date of this indebtedness statement prior to the printing of this circular, the Group had a total borrowings of approximately RMB6,357.02 million, comprising secured and guaranteed bank and related party loans of approximately RMB3,744.45 million, unsecured and unguaranteed bank and related party loans of approximately RMB2,612.57 million.

As at 28 February 2021, the Group's secured and guaranteed bank loans were secured by: (i) other property, plant and equipment and interests in leasehold land held for own use with a total carrying value of approximately RMB1,779.29 million; and (ii) guarantees provided by Shenzhen Overseas Chinese Town Co., Ltd. and Overseas Chinese Town (HK) Co., Ltd., which are intermediate parents of the Company.

As at 28 February 2021, the Group had outstanding obligations under lease with carrying amount of approximately RMB21.83 million.

As at 28 February 2021, save for the guarantees of approximately RMB166.57 million given to financial institutions for mortgage loan facilities granted to purchasers of the Group's properties, the Group had no other material contingent liabilities.

As at 28 February 2021, Overseas Chinese Town (Shanghai) Land Company Limited, a non-wholly owned subsidiary of the Company, participate in a real estate investment trust (the "REITS") programme. The funds raised under the REITS programme totals RMB2.15 billion, consist of preferential asset-backed securities which amounts to RMB1.935 billion from investors other than the Group, and secondary asset-backed securities which amounts to RMB0.215 billion from the Group. The entire funds raised (after deducting the relevant fees and expenses) from the two kinds of securities remained in the Group in the form of loans from the investors to the Group as long-term liabilities.

Foreign currency amounts have been, for the purposes of this indebtedness statement, translated into Renminbi at the approximate rates of exchange applicable at the close of business on 28 February 2021.

Save as aforesaid and apart from intra-group liabilities and normal trade payables in the ordinary course of business, at the close of business on 28 February 2021, the Group did not have any other outstanding mortgages, charges, debentures or other loan capital, bank overdrafts or loans, other similar indebtedness, lease liabilities under finance lease and operating lease or hire purchase lease commitments, liabilities under acceptance or acceptance credit, guarantees or other material contingent liabilities.

3. WORKING CAPITAL

The Directors are of the opinion that, taking into account the financial resources available to the Group including the internally generated funds and the present available bank facilities, and taking into account the impact of the Transactions, the Group will have sufficient working capital for its requirements for at least the next 12 months from the date of this circular.

4. CONTINGENT LIABILITIES

Save as disclosed in this circular, the Group has no other material contingent liabilities. The Group is not involved in any current material legal proceedings, nor is the Group aware of such material legal proceedings. The Group would record any loss contingencies when, based on information then available, it is probable that a loss had been incurred and the amount of the loss can be reasonably estimated. The Group confirms that there has not been any material change in the level of its contingent liabilities since 31 December 2020 up to the Latest Practicable Date.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

For the year ended 31 December 2020, the Group realised revenue from the continuing operations of approximately RMB1.31 billion, representing a decrease of approximately 36.9% compared to the same period of 2019. For the year ended 31 December 2020, profit attributable to equity holders of the Company was approximately RMB64 million, representing a decrease of approximately 76.1% compared to the same period of 2019. For the year ended 31 December 2020, the Group's gross profit margin from the continuing operations was approximately 24.2% (2019: approximately 37.0%), representing a decrease of 12.8 percentage points compared to the same period of 2019. As at 31 December 2020, the Group's total assets amounted to approximately RMB25.422 billion; the Group's total equity amounted to approximately RMB13.225 billion.

Comprehensive Development Business

In 2021, with the establishment and implementation of a long-term mechanism for the real estate industry, it is expected that future policies will remain consistent, under the main tone of "houses are for inhabitation, not for speculation, and implementation policies according to local conditions", strengthening risk control, cultivating core areas, and exerting brand and product strength will become the homeopathic way to maintain competitive advantage.

In 2021, the Group's comprehensive development projects are planned as follows:

(1) *Hefei Airport International Town Project (owned as to 51% by the Company)*

The project is scheduled to promote the sales of residential and commercial area of approximately 201,000 square meters. The phase I land parcel of Hefei Airport International Town Project is situated at the core of the Hefei Airport Economic Demonstration Zone. Hefei Airport Economic Demonstration Zone is a provincial project of Anhui province that has formed a cluster of integrated circuit, new energy automobiles, 5G, artificial intelligence and other high technology industries, and attracted the best of domestic and international talents. During the Current Period, the OCT Hefei Airport International Town Project Exhibition Center was launched to show the development vision of "post-urbanisation development demonstration" and development idea of "technology innovation+culture and creativity", building the project into an online celebrity check-in place in Hefei.

(2) *Hefei OCT Bantang Hot Spring Town Project (owned as to 51% by the Company)*

The project is scheduled to promote the sales of residential and commercial area of approximately 112,000 square meters. The hotel and certain commercial projects are planned to start at the second half of 2021. Situated at core tourism hotspots of Chaohu, the land parcel of the Hefei OCT Bantang Hot Spring Town Project is in close vicinity to the Chaohu Bantang Hot Spring Resort in Hefei City, the only national tourism resort in Anhui province. Since the start of the project, Hefei OCT Bantang Hot Spring Town has successively carried out activities such as "Small Town Life Aesthetics Season",

National Day Carnival, “Intangible Cultural Heritage Workshop” and other activities and cultural travel experiences, which have triggered the widespread dissemination of Chaohu culture.

(3) *Zhongshan Yuhong Project (owned as to 21% by the Company)*

The project is scheduled to continue to promote the high-rise residential sales plan, with a saleable area of approximately 92,600 square meters. Situated at the Zhongshan Torch Development Zone* (中山市火炬開發區), the project enjoyed the geographical advantages as an important innovation base for the technology industry in the Guangdong-Hong Kong-Macao Greater Bay Area. The high-rise residential properties of Phase I of Zhongshan Yuhong Project commenced sales in October 2020.

(4) *Shanghai Suhewan Project (owned as to 50.5% by the Company)*

The project is schedule to continue to increase product sales. It is favourably situated at the junction of Suzhou River and Huangpu River banks and within the core district of the Inner Ring, Shanghai, adjoining the Bund and facing Lujiazui across the river, and possesses highly scarce landscape resources. The project is an integration of arts and humanities, fashion business, high-end residence and urban entertainment.

(5) *Chongqing OCT Land Project (owned as to 49% by the Company)*

The project is schedule to continue to increase product sales. It is located at Lijia Block, New North Zone, Chongqing City. The project overlooks the panorama of Jialing River with the Happy Valley theme park in the neighborhood.

The Group will accelerate the development process of high-quality characteristic comprehensive development projects, continue to promote the realisation of existing properties, accelerate asset turnover, finely manage costs, and improve the efficiency of capital utilization. At the same time, the Group will actively acquire low-cost land, reserving comprehensive development projects in core metropolitan areas such as the Yangtze River Delta and the Guangdong-Hong Kong-Macao Greater Bay Area.

Equity Investment and Fund Business

In 2021, the private equity investment industry will have new usher in a new round of development opportunities amid adjustments. With policies encouraging the entry of long-term funds such as those from banks and insurance, and increasing support, the private equity investment industry may have more resources. The implementation of the comprehensive registration system will be accelerated, and the exit channels will be smoother and more diverse. Meanwhile, an intensification of industry competition, increasing financial supervision, a return to value investment, a focus on risk control and strengthening post-investment management will lay the foundation for the development and prosperity of investment institutions. Benefiting from these,

industrial capital will have a good time for investment allocations. In addition, as the downward pressure on the global economy will increase and uncertain factors will lead to increased risk aversion, mature companies in middle and late stages will also receive more capital attention.

In 2021, the Group will actively implement the established strategies. In terms of fundraising, the Group will continue to expand the scale of fund management with government-guided funds and high-quality enterprises in the industry as its main partners. In terms of investment, the Group will combine direct equity investment with industry funds, to reasonably match short-term, medium-term and long-term project investments.

The Group's equity investment and fund business in 2021 has already started with the following:

(1) *Xiamen Qiaorun Investment Partnership (Limited Partnership)*

On 23 February 2021, Shenzhen Huayou and Shenzhen OCT Gangya, both of which are indirect whollyowned subsidiaries of the Company, entered into the limited partnership agreement with Panxing Capital Management (Shenzhen) Co., Ltd.* (潘興資本管理(深圳)有限公司), Shanghai Xuxiang Trading Co. Ltd.* (上海煦翔貿易有限公司) and Xiamen Zhongmao Yitong Commerce Co., Ltd. (廈門中茂益通商貿有限公司) in relation to the establishment of a partnership for the purpose of investment. The total capital contribution to be subscribed by all partners to the partnership is RMB800,020,000. The partnership will continue to accelerate corporate equity investment in urbanization projects in the Guangdong-Hong Kong-Macao Greater Bay Area, the Yangtze River Delta Economic Zone and other regions. For further details, please refer to the announcement of the Company dated 23 February 2021.

(2) *OCT Tourism and Culture Technology Fund*

In early 2021, the fund has invested in Liweijia (a home Internet platform) and Yidong Technology (a research and development and manufacturing company of marine electric drive system). The fund will actively seek high-quality companies with the potential to become a leader in the segment, and carefully select high-quality projects.

In terms of management, the Group will actively reserve high-quality equity investment projects, and strengthen the post-investment empowerment with the invested companies in the advantageous industries of OCT Group. At the same time, the Company will continue to optimize the post-investment management system, strengthen the risk identification and response capabilities of the investee enterprises to minimize investment risks. In terms of exit, the Group's equity investment projects and fund investments will usher in partial exits, contributing investment income and bringing back capital.

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' INTERESTS

Directors' and chief executive's interests and short positions in the securities of the Company and its associated corporations

As at the Latest Practicable Date, interests and short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) of the Directors and chief executives of the Company which have been 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 which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") are as follows:

Name of Director(s)	Capacity/Nature	Number of Shares held	Approximate % of issued share capital of the Company
Lam Sing Kwong Simon	Beneficial owner	1,000,000 (Long position)	0.13%

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor chief executives of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Persons who have interests or short positions which are discloseable under Divisions 2 and 3 of Part XV of the SFO

As at the Latest Practicable Date, as far as is known to the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Name of Substantial Shareholder	Capacity/Nature	Number of Shares held	Approximate % of issued share capital of the Company
Pacific Climax Limited	Beneficial owner (note 1)	530,894,000 (long position)	70.94%
OCT (HK)	Interest of a controlled corporation (note 2)	530,894,000 (long position)	70.94%
OCT Ltd.	Interest of a controlled corporation (note 3)	530,894,000 (long position)	70.94%
OCT Group	Interest of a controlled corporation (note 4)	530,894,000 (long position)	70.94%

Notes:

- (1) The interests held by Pacific Climax consist of interests (long position) in 530,894,000 Shares. Ms. Xie Mei and Mr. Lin Kaihua, both being executive Directors, and Mr. Wang Wanjin, being a non-executive Director, are also directors of Pacific Climax.
- (2) OCT (HK) is the beneficial owner of all the issued share capital in Pacific Climax. Therefore, OCT (HK) is deemed, or taken to be interested in all the Shares beneficially held by Pacific Climax for the purpose of the SFO. Mr. Zhang Dafan and Ms. Xie Mei, both being executive Directors, and Mr. Wang Wanjin, being a non-executive Director, are also directors of OCT (HK).
- (3) OCT Ltd. is the beneficial owner of all the issued share capital of OCT (HK), which is in turn the beneficial owner of all the issued share capital of Pacific Climax. Therefore, OCT Ltd. is deemed, or taken to be interested in all the Shares which are beneficially owned by OCT (HK) and Pacific Climax pursuant to the SFO. OCT Ltd. is a company incorporated in the PRC, the shares of which are listed on the Shenzhen Stock Exchange. OCT Ltd. is a subsidiary of OCT Group.
- (4) OCT Group is the holding company of OCT Ltd. and together with its wholly-owned subsidiary, 深圳華僑城資本投資管理有限公司 (Shenzhen OCT Capital Investment Management Company Limited), hold 47.97% of the issued shares of OCT Ltd., which is the beneficial owner of all the issued shares of OCT (HK) and in turn, the beneficial owner of all the issued share capital of Pacific Climax. Therefore, OCT Group is deemed, or taken to be interested in all the Shares which are beneficially owned by OCT Ltd., OCT (HK) and Pacific Climax for the purpose of the SFO.

Save as disclosed above, no other interests required to be recorded in the register kept under section 336 of the SFO have been notified to the Company as at the Latest Practicable Date.

3. COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or their respective close associates has any interest in any business which competes or is likely to compete with the businesses of the Group.

4. SERVICE CONTRACTS

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

5. INTEREST IN THE GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which have been, since 31 December 2020 (being the date to which the latest published accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired, disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group subsisting at the date of this circular and which is significant in relation to the businesses of the Group.

6. 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 2020 (being the date to which the latest published audited accounts of the Company were made up).

7. MATERIAL CONTRACTS

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

- (a) the finance lease and factoring framework agreement entered into between OCT Financial Leasing Co., Ltd. (華僑城融資租賃有限公司, “**OCT Financial Leasing**”) and OCT Ltd. on 7 May 2019 in relation to provision of finance lease and factoring services by OCT Financial Leasing to OCT Ltd. at an annual cap of RMB2,500,000,000 for one year from the date of independent shareholders' approval;
- (b) the finance lease and factoring framework agreement entered into between OCT Financial Leasing and OCT Group on 7 May 2019 in relation to the provision of finance lease and factoring services by OCT Financial Leasing to OCT Group at an annual cap of RMB1,000,000,000 for one year from the date of independent shareholders' approval;
- (c) the State-owned Land Use Rights Grant Contract dated 30 May 2019 and entered into between Shenzhen OCT Gangya and Hefei Guojia Industry Capital Management Co., Ltd. (合肥國嘉產業資本管理有限公司, “**Hefei Guojia**”) jointly with Hefei Municipal Natural Resources and

Planning Bureau (合肥市自然資源和規劃局, “**Hefei Planning Bureau**”) in respect of the acquisition of the land use rights of the land situated at Chaohu, Hefei, Anhui Province of the PRC at a consideration of approximately RMB1,130 million;

- (d) the cooperation agreement dated 3 June 2019 entered into between Shenzhen OCT Gangya and Hefei Guojia, pursuant to which the parties agreed to establish a joint venture company (the “**Project Company**”) for the development of parcels of land in Chaohu, Hefei and the total capital commitment to be made to the Project Company shall not exceed RMB2,352,941,176, of which RMB1,200,000,000 and RMB1,152,941,176 are attributable to Shenzhen OCT Gangya and Hefei Guojia, respectively, in proportion to their respective shareholdings in the Project Company;
- (e) the joint venture agreement dated 20 June 2019 entered into between Shenzhen OCT Ganghua Investment Holdings Co., Ltd. (深圳華僑城港華投資控股有限公司, “**OCT Ganghua**”) and Hefei Huaxing Konggang Investment Co., Ltd. (合肥華興空港投資有限公司) in relation to the establishment of Hefei OCT Industry Development Co., Ltd. (合肥華僑城實業發展有限公司, “**Hefei OCT Industry**”), pursuant to which OCT Ganghua is required to contribute RMB5.1 billion, representing 51% of the registered capital of Hefei OCT Industry;
- (f) the lease agreement dated 5 July 2019 entered into between OCT Shanghai Land and Shanghai Huahe Real Estate Development Co., Ltd. (上海華合房地產開發有限公司, “**Shanghai Huahe**”) in relation to the lease of certain properties by OCT Shanghai Land to Shanghai Huahe for a term of 36 months from 1 August 2019 to 31 July 2022 at a monthly rent of RMB769,145;
- (g) the maximum amount guarantee agreement dated 11 July 2019 entered into between the Company and Shenzhen branch of Nanyang Commercial Bank (China) Limited (南洋商業銀行(中國)有限公司深圳分行, the “**Nanyang Bank**”), pursuant to which the Company agreed to guarantee up to 49% of the loan (being RMB392,000,000) under a loan agreement dated 26 June 2019 and entered into between Chongqing OCT Real Estate Limited (重慶華僑城置地有限公司) and the Nanyang Bank;
- (h) the limited partnership agreement dated 7 November 2019 entered into between Shenzhen Qianhai Yuzhou Fund Management Co., Ltd. (深圳前海禹舟基金管理有限公司), Shenzhen OCT Huaxin Equity Investment Management Limited (深圳市華僑城華鑫股權投資管理有限公司, “**Shenzhen OCT Huaxin**”), Shenzhen Huajing and Xiamen Zhongmao Yitong Commerce Co., Ltd. (廈門中茂益通商貿有限公司) in relation to the establishment of the Xiamen Partnership, pursuant to which Shenzhen OCT Huaxin and Shenzhen Huajing are required to contribute RMB1,000,000 and RMB1,168,000,000, representing 0.07% and 77.87% of the total capital of the Xiamen Partnership, respectively;
- (i) the State-owned Land Use Rights Grant Contracts dated 27 December 2019 entered into between Hefei OCT Industry and Hefei Planning Bureau in respect of the acquisition of the land use rights of the five (5) parcel of land with a total site area of approximately 1,042 mu located at the first phase of Hefei Airport International Town at the total consideration of approximately RMB2,644 million;

- (j) the limited partnership agreement dated 6 March 2020 entered into between Shenzhen OCT Huaxin, Shenzhen Huayou, Dongguan City Industrial Investment Parent Fund Co., Ltd. (東莞市產業投資母基金有限公司), Guangdong Province Yueke Songshan Lake Innovation Venture Capital Parent Fund Co., Ltd. (廣東省粵科松山湖創新創業投資母基金有限公司) and Dongguan City Multiplier Program Industrial M&A Parent Fund Partnership (Limited Partnership) (東莞市倍增計劃產業併購母基金合夥企業(有限合夥)) in relation to the establishment of the Dongguan Partnership, pursuant to which Shenzhen OCT Huaxin and Shenzhen Huayou are required to contribute RMB3,000,000 and RMB132,000,000, representing approximately 1% and 44% of the total capital of the Dongguan Partnership, respectively;
- (k) the finance lease and factoring framework agreement entered into between OCT Financial Leasing and OCT Ltd. on 18 May 2020 in relation to the provision of finance lease and factoring services by OCT Financial Leasing to OCT Ltd. at an annual cap of RMB1,000,000,000 for one year from the date of independent shareholders' approval;
- (l) the finance lease and factoring framework agreement entered into between OCT Financial Leasing and OCT Group on 18 May 2020 in relation to the provision of finance lease and factoring services by OCT Financial Leasing to OCT Group at an annual cap of RMB1,000,000,000 for one year from the date of independent shareholders' approval;
- (m) the equity transfer agreement entered into between Shenzhen Huayou, Happy Valley Cultural Tourism Development Co., Ltd. (歡樂谷文化旅遊發展有限公司, "**Happy Valley Cultural Tourism**") and the Dongguan Partnership on 12 June 2020, pursuant to which Shenzhen Huayou agreed to transfer 1% of the equity interest in the Dongguan Partnership, representing a capital contribution of RMB3,000,000 by Shenzhen Huayou, to Happy Valley Cultural Tourism at a consideration of RMB3,000,185.40;
- (n) the property management framework agreement entered into between Hefei OCT Huanchao Cultural Tourism Real Estate Development Co., Ltd (合肥華僑城環巢文旅置業發展有限公司) ("**Hefei OCT Huanchao**") and Hefei branch office of OCT Property (Group) Co., Ltd. (華僑城物業(集團)有限公司合肥分公司) ("**OCT Property (Hefei)**") on 8 July 2020, pursuant to which OCT Property (Hefei) will provide property management services for the development project in respect of Hefei Chaohu Bantang Hot Spring Town (合肥巢湖半湯溫泉小鎮) and the office areas of Hefei OCT Huanchao to Hefei OCT Huanchao for the period from 8 July 2020 to 31 December 2020;
- (o) the subscription agreement entered into between the Company, OCT Group and the joint lead managers on 8 July 2020 in relation to the issue of US\$500,000,000 4.50% senior guaranteed perpetual capital securities by the Company;
- (p) the finance lease agreement entered into between CMB Financial Leasing Co., Ltd. (招銀金融租賃有限公司, the "**Lessor**") and the Chengdu OCT (the "**Lessee**") on 13 August 2020, pursuant to which: (i) the Lessor conditionally agreed to purchase the amusement and ancillary facilities (such as roller coaster and waterpark facilities) used in Chengdu Happy Valley currently owned by the Lessee (the "**Leased Assets**"), at a consideration of

RMB500,000,000.00 (the “**Purchase Consideration**”), and (ii) following the acquisition, the Lessor conditionally agreed to lease the Leased Assets to the Lessee for a term of 36 months starting from the date of the payment of the Purchase Consideration by the Lessor to the Lessee, at an aggregate estimated lease payment of approximately RMB549,401,142.48, and upon expiry of the lease, the Lessee shall purchase the Leased Assets at a repurchase consideration of RMB1.00;

- (q) the planning technical services framework agreement entered into between Hefei OCT Industry and Shenzhen OCT Innovation and Research Institute Co., Ltd. (深圳華僑城創新研究院有限公司) (“**OCT IRI**”) on 17 August 2020, pursuant to which OCT IRI will provide planning and project design technical services for the development project in respect of Hefei Airport International Town (合肥空港國際小鎮) to Hefei OCT Industry for the period from 17 August 2020 to 31 December 2022 at the annual caps of RMB9,000,000, RMB8,000,000 and RMB8,000,000 for the period from 17 August 2020 to 31 December 2020, the year ending 31 December 2021 and the year ending 31 December 2022, respectively;
- (r) the subscription agreement entered into between the Company, OCT Group and the joint lead managers on 20 August 2020 in relation to the issue of US\$300,000,000 4.50% senior guaranteed perpetual capital securities by the Company;
- (s) an equity transfer agreement entered into, on 4 September 2020, between Bantix International Limited (“**Bantix International**”), OCT (Chengdu) Investment Co., Ltd. (華僑城(成都)投資有限公司, “**OCT Chengdu Investment**”) and Chengdu OCT in respect of the transfer of the 50.99% equity interest in Chengdu OCT to OCT Chengdu Investment at a consideration of RMB1,092,103,600;
- (t) a debt transfer agreement entered into on 4 September 2020, between Bantix International, OCT Chengdu Investment and Chengdu OCT in respect of the assignment of the debt in the amount of RMB160,364,475.51 from Bantix International to OCT Chengdu Investment;
- (u) the design and planning agreement entered into between Hefei OCT Huanchao and OCT IRI on 21 September 2020, pursuant to which OCT IRI will provide design and planning services in respect of phase I of the development project of Hefei Chaohu Bangtang Hot Spring Resort Waterpark (合肥巢湖半湯溫泉小鎮水公園), located in the Hefei Chaohu Bantang Hot Spring Town (合肥巢湖半湯溫泉小鎮) (the “**Waterpark Project**”) to Hefei OCT Huanchao, at a service fee of RMB4,516,600;
- (v) the design and planning agreement entered into between Hefei OCT Huanchao and OCT IRI on 21 September 2020, pursuant to which OCT IRI will provide design and planning services in respect of phase II of the Waterpark Project to Hefei OCT Huanchao, at a service fee of RMB1,336,000;
- (w) the tenancy agreement dated 28 September 2020 entered into between OCT Gangya and Shenzhen Overseas Chinese Town Entertainment Investment Company Limited (深圳華僑城都市娛樂投資公司) in relation to the lease of the premises located at Rooms 3-1 to 3-3, 3/F,

Jacaranda International Business Center, No. 8 Baishiroad East, Nanshan District, Shenzhen, the PRC for a term from 1 October 2020 to 30 September 2023 at a monthly rent of RMB278,200.00; and

- (x) the cooperation agreement dated 8 December 2020 and entered into between the Company and HNW Investment Fund Series SPC in relation to, among other things, (i) the subscription of not more than 49% interest in the Serica Segregated Portfolio at a subscription amount of not more than HK\$417 million, and (ii) the disposal of the entire issued shares of City Turbo Limited (“**City Turbo**”) (including the entire assets, rights and liabilities of City Turbo) at a total consideration of approximately HK\$2,037 million.

8. LITIGATION

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

9. GENERAL

- (a) The company secretary and the qualified accountant of the Company is Mr. Fong Fuk Wai, who is a fellow member of the Hong Kong Institute of Certified Public Accountants.
- (b) The Company’s registered office is at Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The head office and principal place of business is at 59/F., Bank of China Tower, 1 Garden Road, Hong Kong.
- (c) The Hong Kong branch share registrar and transfer office of the Company is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
- (d) The English text of this circular shall prevail over the Chinese text.

10. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the following documents are available for inspection during normal business hours except on Saturday, Sunday and public holidays at the office of the Company in Hong Kong at 59/F., Bank of China Tower, 1 Garden Road, Hong Kong for a period of 14 days from the date of this circular:

- (a) the memorandum and articles of association of the Company;
- (b) the annual reports of the Company for the years ended 31 December 2018, 2019 and 2020;
- (c) the material contracts referred to in the paragraph headed “Material Contracts” in this Appendix;

- (d) a copy of each circular issued pursuant to the requirements set out in Chapters 14 and/or 14A of the Listing Rules which has been issued since 31 December 2020 (being the date to which the latest published accounts of the Company were made up); and
- (e) this circular.