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**TIMES HOLDINGS II  
LIMITED**  
*(Incorporated in the Cayman Islands  
with limited liability)*

**HONG KONG INTERNATIONAL  
CONSTRUCTION INVESTMENT  
MANAGEMENT GROUP CO.,  
LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 687)**

**JOINT ANNOUNCEMENT**

**(1) ACQUISITION OF A CONTROLLING INTEREST IN HONG KONG  
INTERNATIONAL CONSTRUCTION INVESTMENT MANAGEMENT GROUP  
CO., LIMITED BY TIMES HOLDINGS II LIMITED**

**AND**

**(2) POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS BY  
THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED ON  
BEHALF OF**

**TIMES HOLDINGS II LIMITED**

**TO ACQUIRE ALL OF THE ISSUED SHARES OF  
HONG KONG INTERNATIONAL CONSTRUCTION INVESTMENT  
MANAGEMENT GROUP CO., LIMITED (OTHER THAN THOSE SHARES  
ALREADY**

**OWNED OR AGREED TO BE ACQUIRED BY  
TIMES HOLDINGS II LIMITED AND PARTIES ACTING IN CONCERT WITH IT)**  
**AND**

**TO CANCEL ALL OUTSTANDING SHARE OPTIONS OF HONG KONG  
INTERNATIONAL CONSTRUCTION INVESTMENT MANAGEMENT GROUP  
CO., LIMITED**

**Financial Adviser to Times Holdings II Limited**



## **SALE AND PURCHASE OF APPROXIMATELY 69.54% OF THE ISSUED SHARES OF THE COMPANY**

The Company was informed by HNA Finance I (the controlling shareholder of the Company as at the date of this joint announcement) that on March 8, 2019 (after trading hours), HNA Finance I and the Offeror entered into the SPA pursuant to which the Offeror has conditionally agreed to purchase and HNA Finance I has conditionally agreed to sell 2,340,904,131 Shares, which represent approximately 69.54% of the issued Shares as at the date of this joint announcement, for an aggregate consideration of HK\$7,022,712,393 (representing HK\$3.00 per Sale Share).

Subject to the satisfaction or waiver of the Conditions for the SPA Closing, the SPA Closing shall take place on the 13th Business Day after the date of the SPA (or such later date as HNA Finance I and the Offeror may agree in writing). The Sale Shares will be delivered to the Offeror at the SPA Closing and payments for the Sale Shares will be made according to the following schedule:

- at the SPA Closing, the Offeror will pay an amount of HK\$3,922,712,393 to HNA Finance I, representing a payment of approximately HK\$1.68 per Sale Share; and
- subject to the SPA Closing having occurred and HNA Finance I having complied with the provisions of the SPA regarding the payment of Target Receivables, the remaining balance of HK\$3,100,000,000 will be paid by the Offeror to HNA Finance I in the following manner:
  - (i) on September 8, 2019, an amount equivalent to the sum of (a) the amount of Target Receivables received by the Company and/or its subsidiaries between July 1, 2018 and June 30, 2019, and (b) HK\$132,037,955 to the extent that all Target Receivables have been received in full by the Company and/or its subsidiaries on or before June 30, 2019; and
  - (ii) on March 8, 2020, to the extent there remains an unpaid balance of the consideration after the deferred payment in (i) above, an amount equivalent to the sum of (a) the amount of Target Receivables received by the Company and/or its subsidiaries between July 1, 2019 and December 31, 2019, and (b) HK\$132,037,955 to the extent that all Target Receivables have been received in full by the Company and/or its subsidiaries after June 30, 2019 but on or before December 31, 2019.

For the avoidance of doubt, HNA Finance I will not become entitled to any payment from the Offeror in the manner mentioned above by virtue of any amount of Target Receivables received by the Company and/or its subsidiaries after December 31, 2019. In any event, the maximum Deferred Consideration payable by the Offeror to HNA Finance I is HK\$3,100,000,000, which means that consideration per Sale Share payable by the Offeror to HNA Finance I under the SPA will not be more than HK\$3.00.

For details of the conditions for the deliveries of and payments for the Sale Shares, please refer to the section headed “Conditions Precedent” in this joint announcement.

## **POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS**

As at the date of this joint announcement, HNA Finance I holds 2,340,904,131 Shares (representing approximately 69.54% of the issued Shares) and the Offeror and its Concert Parties hold 64,829,931 Shares (representing approximately 1.93% of the issued Shares).

Immediately following the SPA Closing, the Offeror and its Concert Parties will hold 2,405,734,062 Shares (representing approximately 71.47% of the issued Shares, assuming no change to the total number of issued Shares from the date of this joint announcement to the SPA Closing Date. Pursuant to Rule 26.1 and Rule 13.5 of the Takeovers Code, the Offeror will be required to make a mandatory unconditional general offer in cash for all the issued Shares other than those already owned or agreed to be acquired by the Offeror and its Concert Parties and to make comparable offers to the Optionholders for all Share Options (which confer rights on the Optionholders to subscribe for new Shares) by way of cancellation of the Share Options, in each case upon the SPA Closing taking place.

Subject to the SPA Closing taking place, the Offers will be made by HSBC on behalf of the Offeror in compliance with the Takeovers Code, on the following basis:

### ***The Share Offer***

The Share Offer Price will be as follows:

**For each Offer Share**..... HK\$3.00 in cash

The Offer Shares to be acquired under the Share Offer shall be fully paid and free from all Encumbrances and shall be acquired together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Share Offer is made, being the date of the despatch of the Composite Document.

### ***The Option Offers***

As at the date of this joint announcement, there are an aggregate of 314,330,000 Share Options outstanding, of which 237,400,000 Share Options have an exercise price of HK\$1.75 per Share Option and 76,930,000 Share Options have an exercise price of HK\$1.90 per Share Option. The Option Offers will be made on the following terms:

**For cancellation of each Share Option with exercise price of HK\$1.75 per Share Option**..... HK\$1.25 in cash

**For cancellation of each Share Option with exercise price of HK\$1.90 per Share Option** ..... HK\$1.10 in cash

In compliance with Rule 13 of the Takeovers Code, the Option Offer Price for cancellation of (i) Share Options with exercise price of HK\$1.75 per Share Option and (ii) Share Options with exercise price of HK\$1.90 per Share Option stated above represent the difference between the exercise price of the respective Share Options and the Share Offer Price.

The Offers will be unconditional in all aspects when they are made.

### **Confirmation of Financial Resources**

The Offeror intends to finance the amount payable to HNA Finance I pursuant to the SPA and the consideration payable by the Offeror under the Offers and the buyer's ad valorem stamp duty for the Sale Shares and the Offer Shares with equity commitments from the Participating Funds. Each of the Participating Funds is ultimately controlled by The Blackstone Group L.P.

HSBC, the financial adviser to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offers and the consideration under the SPA payable by the Offeror at the SPA Closing.

The Offeror does not intend to avail itself of any power of compulsory acquisition of any Shares and intends to maintain the listing of the Shares on the Stock Exchange after the close of the Offers.

According to the Listing Rules, if, upon the close of the Offers, less than 25% of the issued Shares are held by the public, or if the Stock Exchange believes that a false market exists or may exist in the trading of the Shares or there are insufficient Shares in public hands to maintain an orderly market, the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares. In connection with the foregoing, it should be noted that upon the close of the Offers, there may be insufficient public float for the Shares and therefore trading in the Shares may be suspended until a sufficient level of public float is attained, and each of the Offeror and the Company will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares after closing of the Offers.

### **COMPOSITE DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch an offer document containing the terms of the Offers to the Shareholders and the Optionholders within 21 days after the date of this joint announcement, or such later date as the Executive may approve. If the Offers are made, it is the intention of the Offeror and the Company that a Composite Document comprising the offer document from the Offeror and the response document from the Board will be jointly despatched by the Offeror and the Company to the Shareholders and the Optionholders in accordance with the requirements of the Takeovers Code. The Composite Document will contain, among other things, the terms and details of the Offers, a letter of recommendation from the Independent Board Committee in respect of the Offers and a letter of advice from the independent financial adviser. A further announcement will be made when the Composite Document is despatched.

### **INDEPENDENT BOARD COMMITTEE OF THE COMPANY**

The Independent Board Committee, comprising all the non-executive Directors, namely Mr. Tang King Shing and Mr. Yang Han Hsiang, and all the independent non-executive Directors, namely Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George, Mr. Li Kit Chee and Mr. Chong Kin Ho has been established to give a recommendation to the Independent Shareholders and the Optionholders in respect of the Offers, as to whether the terms of the Offers are fair and reasonable and as to the acceptance of the Offers.

An independent financial adviser will be appointed, with the approval of the Independent Board Committee, to advise the Independent Board Committee in respect of the Offers and, in particular, as to whether the Offers are fair and reasonable and as to the acceptance of the Offers pursuant to Rule 2.1 of the Takeovers Code. A further announcement will be made by the Company as soon as possible after the appointment of the independent financial adviser.

**WARNING: Shareholders, Optionholders and potential investors in the Company should note that, as the making of the Offers is subject to the SPA Closing taking place which in turn is subject to the satisfaction or waiver of the Conditions for the SPA Closing, the Offers may or may not be made. Accordingly, the issue of this joint announcement does not imply that the Offers will be made or will be completed. Shareholders, Optionholders and potential investors in the Company should therefore exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

Shareholders, Optionholders and potential investors in the Company should note that the Independent Board Committee has yet to consider and evaluate the Offers. Insofar as the Company is concerned, this joint announcement is made in compliance with the Takeovers Code for the sole purpose of informing Shareholders and Optionholders of the fact that the Company has been informed that the Offers may be made. The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this joint announcement and strongly recommend Shareholders and Optionholders not to form a view on the Offers unless and until they have received and read the Composite Document, including a letter of recommendation from the Independent Board Committee in respect of the Offers and a letter of advice from the independent financial adviser.

## **SALE AND PURCHASE OF APPROXIMATELY 69.54% OF THE ISSUED SHARES OF THE COMPANY**

The Company was informed by HNA Finance I (the controlling shareholder of the Company as at the date of this joint announcement) that on March 8, 2019 (after trading hours), HNA Finance I and the Offeror entered into the SPA, the principal terms of which are summarised below.

### **THE SPA**

**Date:** March 8, 2019

**Parties:**

**(1) Vendor:** HNA Finance I Co., Ltd.

**(2) Purchaser:** Times Holdings II Limited

Subject to and in accordance with the terms and conditions of the SPA, Times Holdings II Limited (i.e., the Offeror) has conditionally agreed to purchase, and HNA Finance I has conditionally agreed to sell, 2,340,904,131 Shares, which represent approximately 69.54% of

the issued Shares as at the date of this joint announcement, for an aggregate consideration of HK\$7,022,712,393 (representing HK\$3.00 per Sale Share).

Subject to the satisfaction or waiver of the Conditions for the SPA Closing, the Sale Shares will be delivered to the Offeror at the SPA Closing and payments for the Sale Shares will be made according to the following schedule:

- at the SPA Closing, the Offeror will pay an amount of HK\$3,922,712,393 to HNA Finance I, representing a payment of approximately HK\$1.68 per Sale Share; and
- subject to the SPA Closing having occurred and HNA Finance I having complied with the provisions of the SPA regarding the payment of Target Receivables, the remaining balance of HK\$3,100,000,000 (the “**Deferred Consideration**”) will be paid by the Offeror to HNA Finance I in the following manner:
  - (i) on September 8, 2019, an amount equivalent to the sum of (a) the amount of Target Receivables received by the Company and/or its subsidiaries between July 1, 2018 and June 30, 2019, and (b) HK\$132,037,955 to the extent that all Target Receivables have been received in full by the Company and/or its subsidiaries on or before June 30, 2019; and
  - (ii) on March 8, 2020, to the extent there remains an unpaid balance of the consideration after the deferred payment in (i) above, an amount equivalent to the sum of (a) the amount of Target Receivables received by the Company and/or its subsidiaries between July 1, 2019 and December 31, 2019, and (b) HK\$132,037,955 to the extent that all Target Receivables have been received in full by the Company and/or its subsidiaries after June 30, 2019 but on or before December 31, 2019.

For the avoidance of doubt, HNA Finance I will not become entitled to any payment from the Offeror in the manner mentioned above by virtue of any amount of Target Receivables received by the Company and/or its subsidiaries after December 31, 2019. In any event, the maximum Deferred Consideration payable by the Offeror to HNA Finance I is HK\$3,100,000,000, which means that consideration per Sale Share payable by the Offeror to HNA Finance I under the SPA will not be more than HK\$3.00.

The Sale Shares will be acquired free from all Encumbrances and shall be acquired together with all rights and benefits which were on the date of the SPA attaching or may at any time thereafter become attached thereto including the right to all dividends, distributions and any return of capital declared, made or paid, or agreed to be made or paid thereon or in respect thereof after the SPA Closing, provided that any dividends (including any final dividend which may be declared in respect of the Company’s results for the financial year ended December 31, 2018), distributions and any return of capital declared before the SPA Closing shall accrue to the Offeror.

### **Consideration**

The consideration for the Sale Shares under the SPA was determined after arm’s length negotiations between the Offeror and HNA Finance I and having regard to (i) the prevailing market prices of the Shares as further described in the section headed “Comparison of Value” below; (ii) the financial position of the Group; (iii) the development potential and business

prospects of the Group; (iv) the unaudited net asset value of the Group as at December 31, 2018; and (v) the impact of the Kai Tak Disposal Transaction (as defined below) and the 151 Hollywood Road Acquisition on the net asset value, cash position and prospects of the Group.

### **Conditions Precedent**

The delivery of the Sale Shares by HNA Finance I to the Offeror and the payment of HK\$3,922,712,393 by the Offeror to HNA Finance I shall be subject to the following conditions:

- (a) Condition for the benefit of the Offeror and HNA Finance I
  - (i) no Government Authority shall have enacted, issued, promulgated or enforced any Applicable Laws that has the effect of making the transactions contemplated by the SPA illegal or otherwise restraining or prohibiting the consummation of such transactions.
- (b) Conditions for the benefit of the Offeror
  - (i) all of HNA Finance I's warranties under the SPA remaining true and accurate in all material respects and not misleading in any material respect as of the date of the SPA and the SPA Closing Date;
  - (ii) HNA Finance I having complied with the Pre-completion Covenants during the period from the date of the SPA to the SPA Closing Date in all material respects;
  - (iii) no Material Adverse Change having occurred after the date of the SPA;
  - (iv) the delivery of a voluntary prepayment notice by HNA Finance I to PAG in accordance with the SPA requesting all amounts outstanding under the Facility Agreement to be prepaid on the SPA Closing Date, and evidence of such delivery having been provided to the Offeror; and
  - (v) PAG having executed release documents (which may be dated or undated, and which may be held by PAG or to PAG's order pending PAG's release or instruction to release) in respect of the Share Charge for the release the Charged Shares and having produced for inspection by the Offeror (or its counsel) such executed release documents on or before the Business Day prior to the SPA Closing Date and PAG having delivered to HNA Finance I a pay-off letter.
- (c) Condition for the benefit of HNA Finance I
  - (i) all of the Offeror's warranties under the SPA remaining true and accurate in all material respects and not misleading in any material respect as of the date of the SPA and the SPA Closing Date.

Of the above Conditions for the SPA Closing, the condition under paragraph (a) is not waivable by either the Offeror or HNA Finance I, the conditions under paragraph (b) are only waivable by the Offeror, and the condition under paragraph (c) is only waivable by HNA Finance I.

If any of the Conditions for the SPA Closing has not been fulfilled or, where applicable, waived on or before 11:59 p.m. (Hong Kong time) on the Business Day immediately prior to the SPA

Closing Date, either HNA Finance I or the Offeror shall be entitled (in addition to and without prejudice to all other rights or remedies available to it including the right to claim damages) to terminate the SPA by notice in writing to the other party; provided that if the failure to satisfy any such Condition for the SPA Closing was due to the breach by a party, such party shall not have the right to terminate the SPA. Unless otherwise provided in the SPA, no party shall have any claim against the other party under the SPA save for antecedent breaches.

PAG is the lender under the Facility Agreement. Pursuant to the Share Charge, a total number of 1,394,359,960 Shares owned by HNA Finance I were charged to PAG under the Facility Agreement. Based on the register of interests required to be kept by the Company pursuant to section 336 of the SFO, PAG is wholly-owned by Pacific Alliance Asia Opportunity Fund L.P., which is a limited partnership with Pacific Alliance Group Asset Management Limited as its general partner. Pacific Alliance Group Asset Management Limited is wholly-owned by Pacific Alliance Investment Management Limited, which is in turn owned as to 90% by Pacific Alliance Group Limited, a company owned as to 99.17% by PAG Holdings Limited.

## **Pre-completion Covenants**

### ***Certain Operational Covenants***

HNA Finance I covenants to the Offeror that, between the date of the SPA and the Offers Closing Date, it will not exercise its voting rights in a general meeting of the Company, support the approval of the taking of any step or action or procure its representatives on the Board to take any action which will result in:

- (a) any frustrating action (as defined under Rule 4 of the Takeovers Code) being taken or announced by the Company or the Board; or
- (b) any material change to the scope of business of any member of the Group as carried on since June 30, 2018, save for any change resulting from any transaction of the Company which has been publicly announced by the Company after June 30, 2018 and prior to the date of the SPA or otherwise result in the Group operating outside of the ordinary course of business,

in each case, save where such step or action is approved by the Offeror or its representative(s) on the Board in writing.

HNA Finance I further covenants to the Offeror that, between the date of the SPA and the Offers Closing Date, unless prior written consent from the Offeror is obtained, it will not exercise its voting rights in general meetings of the Company, support the approval of the taking of any step or action or procure its representatives on the Board to take any action which will result in:

- (a) any member of the Group amending its constitutional documents;
- (b) other than due to any resignation, death, illness or incapacitation of any individual, any alteration to the composition of the Board, except as set forth in the SPA;
- (c) any change to the share capital of any member of the Group (including any issuance or redemption of any share capital or granting or cancellation of any options in respect of such share capital), except as expressly contemplated under the SPA or the Composite



Document, and save for issue of Shares by the Company pursuant to any exercise by any Optionholder of any Share Option;

- (d) any member of the Group that is not (directly or indirectly) wholly-owned by the Company declaring, authorising, making or paying any dividend or other distribution (whether in cash, stock or kind);
- (e) the engagement of any employee of the Group having an annual basic salary of HK\$2,000,000 or above, or amendment of the terms of employment (including terms relating to compensation) of any Director and senior management of the Company;
- (f) any acquisition or establishment of any subsidiary or acquisition of shares in any other company or participation in any partnership or joint venture by any member of the Group (other than in connection with transactions contemplated under the SPA);
- (g) winding up or liquidating any member of the Group (other than Tianjin Development Company Limited);
- (h) any member of the Group entering into any new connected transaction (as defined under the Listing Rules) or amending, terminating or waiving or assigning any rights under, any connected transaction existing as of the date of the SPA;
- (i) any member of the Group incurring any additional borrowings or indebtedness (other than in connection with the transactions contemplated under the SPA) or amending or waiving any rights under the Existing Debt Documents;
- (j) any member of the Group creating any Encumbrance over any of its assets, other than any Encumbrance which are in place as at the date of the SPA;
- (k) without prejudice to any other Pre-completion Covenant and other than contracts formed by way of a third party accepting after the signing of the SPA an offer made by the Group prior to the signing of the SPA, any member of the Group entering into (i) any new contract in relation to the Group's foundation piling business of a value that exceeds HK\$600,000,000 individually or HK\$1,200,000,000 in the aggregate or (ii) any new contract in relation to the Group's property development or property investment and management business of a value that exceeds HK\$1,000,000 individually or HK\$5,000,000 in the aggregate, or renewing or amending the terms and conditions of or waiving or assigning any rights under any contract which falls within the scope of (i) and (ii) above;
- (l) any member of the Group making any loan to, subscribing to any bonds, debentures, notes, or other debt instruments issued by, or otherwise providing any financial assistance to (including guaranteeing or indemnifying the obligations of), any person (other than another member of the Group or the 3-year unsecured convertible bonds issued by Holistic Capital Investment Limited);
- (m) any member of the Group making any capital expenditure;
- (n) any member of the Group, directly or indirectly, acquiring or disposing of any land or real properties (other than the disposal of residential units held by Tysan Land

(Shenyang) Limited in the ordinary course of business) or changing the existing usage of the Group's real properties;

- (o) initiating or settling any litigation, arbitration or other proceedings;
- (p) making or amending any accounting principles or policies or making, amending or revoking any tax elections by any member of the Group; or
- (q) entering into any agreement or commitment to undertake the foregoing matters,

in each case, save where such step or action is approved by the Offeror or its representative(s) on the Board in writing.

### ***Lender Consents Under Specified Debt Documents***

On the Business Day after the date of the SPA, in respect of each of the Specified Debt Documents (other than the Guaranteed Notes), HNA Finance I shall procure that the relevant members of the Group deliver a written notice to the relevant lenders in accordance with the provisions under the relevant Specified Debt Documents (other than the Guaranteed Notes) (the "**Lenders**") informing them of the proposed sale of the Sale Shares held by HNA Finance I to the Offeror, and HNA Finance I shall procure the relevant members of the Group to use commercially reasonable endeavours to procure written consents and/or waivers required from such Lenders in connection with the transactions contemplated under the SPA as soon as possible after the date of the SPA (the "**Lender Consents**"). None of the Lenders is a shareholder of the Company based on the register of members of the Company and notifications received by the Company under Part XV of the SFO.

If any Lender (i) declines in writing to provide its Lender Consent within seven (7) Business Days after the date of the SPA, (ii) conditions its Lender Consent on the prepayment or partial prepayment of the relevant loan, (iii) conditions its Lender Consent on the relevant member of the Group agreeing to amendments to the terms of the relevant Specified Debt Documents that are not acceptable to the Offeror (acting reasonably), then, in each case, HNA Finance I shall procure that the relevant member of the Group use commercially reasonable endeavours to repay or refinance such indebtedness provided by such Lender on terms that are not materially less favorable than the terms under the relevant Specified Debt Document (but for clarity such terms shall not require any further consent from such new lender for the transactions contemplated under the SPA) or otherwise on terms acceptable to the Offeror (acting reasonably); provided that, the relevant member of the Group shall not be required to complete any such repayment or refinancing, unless and until the SPA Closing occurs.

### ***Guaranteed Notes***

On the Business Day after the date of the SPA, in respect of the Guaranteed Notes, HNA Finance I shall procure that Silverbell Asia Limited (a direct wholly-owned subsidiary of the Company, being the issuer of the Guaranteed Notes) deliver a written notice to The Bank of New York Mellon, London Branch, the trustee under the Guaranteed Notes (the "**Trustee**"), , notifying it of the transaction contemplated under the SPA, and HNA Finance I shall procure that, as soon as possible after the written notice to the Trustee has been delivered, Silverbell Asia Limited procure written notices to be delivered to holders of the Guaranteed Notes (the "**Noteholders**") notifying them of the transaction contemplated under the SPA and recommending them not to exercise the right of redemption.

If, prior to the SPA Closing, any Noteholder elects to exercise its redemption right under the Guaranteed Notes, HNA Finance I shall procure that Silverbell Asia Limited redeems the Guaranteed Notes held by such Noteholder in accordance with the terms and conditions of the Guaranteed Notes. If, between the SPA Closing and the Offers Closing Date, any Noteholder elects to exercise its redemption right under the Guaranteed Notes, HNA Finance I shall use best endeavours within its powers to procure that Silverbell Asia Limited redeems the Guaranteed Notes held by such Noteholder in accordance with the terms and conditions of the Guaranteed Notes.

### **SPA Closing**

The SPA Closing shall take place on the 13th Business Day after the date of the SPA (or such later date as HNA Finance I and the Offeror may agree in writing), subject to the Conditions for the SPA Closing being satisfied or waived.

### **POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS**

As at the date of this joint announcement, HNA Finance I holds 2,340,904,131 Shares (representing approximately 69.54% of the issued Shares) and the Offeror and its Concert Parties hold 64,829,931 Shares (representing approximately 1.93% of the issued Shares).

Immediately following the SPA Closing, the Offeror and its Concert Parties will hold 2,405,734,062 Shares (representing approximately 71.47% of the issued Shares, assuming no change to the total number of issued Shares from the date of this joint announcement to the SPA Closing Date). Pursuant to Rule 26.1 and Rule 13.5 of the Takeovers Code, the Offeror will be required to make a mandatory unconditional general offer in cash for all the issued Shares other than those already owned or agreed to be acquired by the Offeror and its Concert Parties and to make comparable offers to the Optionholders for all Share Options (which confer rights on the Optionholders to subscribe for new Shares) by way of cancellation of the Share Options, in each case upon the SPA Closing taking place.

Subject to the SPA Closing taking place, the Offers will be made by HSBC on behalf of the Offeror in compliance with the Takeovers Code, on the following basis:

#### ***The Share Offer***

The Share Offer Price will be as follows:

**For each Offer Share** .....HK\$3.00 in cash

The Offer Shares to be acquired under the Share Offer shall be fully paid and free from all Encumbrances and shall be acquired together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Share Offer is made being the date of the despatch of the Composite Document.

#### ***The Option Offers***

As at the date of this joint announcement, there are an aggregate of 314,330,000 Share Options outstanding, of which 237,400,000 Share Options have an exercise price of HK\$1.75 per Share Option and 76,930,000 Share Options have an exercise price of HK\$1.90 per Share Option. The Option Offers will be made on the following terms:

**For cancellation of each Share Option with an exercise price of HK\$1.75 per Share Option**  
.....HK\$1.25 in cash

**For cancellation of each Share Option with an exercise price of HK\$1.90 per Share Option**  
.....HK\$1.10 in cash

In compliance with Rule 13 of the Takeovers Code, the Option Offer Price for cancellation of (i) Share Options with an exercise price of HK\$1.75 per Share Option and (ii) Share Options with an exercise price of HK\$1.90 per Share Option stated above represent the difference between the exercise price of the respective Share Options and the Share Offer Price.

Optionholders should note that under the rules of the Share Option Scheme, all Share Options that remain unexercised prior to the earlier of (i) the date of expiry of the exercise period, or (ii) the last day of the three-month period following the date on which the Share Offer is made or becomes or is declared unconditional, shall lapse automatically and shall no longer be exercisable.

The Offers will be unconditional in all aspects when they are made. Acceptance of the Offers shall be irrevocable and shall not be capable of being withdrawn, subject to the Takeovers Code.

#### **Total Value of the Offers**

As at the date of this joint announcement, there are 3,366,035,709 Shares in issue and there are in aggregate outstanding Share Options in respect of 314,330,000 Shares. For details on the Share Options, please see paragraph headed “Share Options” below.

Assuming there is no change in the issued share capital of the Company and based on the Share Offer Price of HK\$3.00 per Share, the total issued share capital of the Company is valued at HK\$10,098,107,127. As the Offeror and its Concert Parties will hold in aggregate 2,405,734,062 Shares immediately following the SPA Closing, there will be 960,301,647 Offer Shares. On the basis of the Share Offer Price of HK\$3.00 per Share and assuming that no Share Option is exercised before the close of the Offers, the Share Offer is valued at approximately HK\$2,880,904,941 and the total amount required to satisfy the cancellation of all the outstanding Share Options is HK\$381,373,000. Based on the aforesaid and assuming that no Share Option is exercised before the close of the Offers, the Offers are valued at approximately HK\$3,262,277,941 in aggregate.

As at the date of this joint announcement, there are 314,330,000 Share Options outstanding, of which 270,170,000 Share Options are exercisable and 44,160,000 Share Options are not exercisable until January 1, 2020. Assuming all of the 270,170,000 exercisable Share Options are exercised before the close of the Offers, the Company will have to issue 270,170,000 new Shares, representing approximately 7.43% of the enlarged issued share capital of the Company. Assuming the Share Offer, including in respect of such 270,170,000 new Shares issued upon exercise of exercisable Share Options, is accepted in full and that the Option Offers are also accepted in full in respect of the Share Options that are not exercisable, the maximum cash consideration for the Offers is approximately HK\$3,746,296,941.

## **Comparison of value**

The Share Offer Price represents:

- (a) a premium of approximately 14.50% over the closing price of HK\$2.62 per Share as quoted on the Stock Exchange on the Last Trading Date Before Joint Announcement;
- (b) a premium of approximately 21.46% over the average closing price of HK\$2.47 per Share as quoted on the Stock Exchange for the last 5 trading days up to and including the Last Trading Date Before Joint Announcement;
- (c) a premium of approximately 28.21% over the average closing price of HK\$2.34 per Share as quoted on the Stock Exchange for the last 30 trading days up to and including the Last Trading Date Before Joint Announcement;
- (d) a premium of approximately 26.58% over the average closing price of HK\$2.37 per Share as quoted on the Stock Exchange for the last 60 trading days up to and including the Last Trading Date Before Joint Announcement;
- (e) a premium of approximately 28.21% over the average closing price of HK\$2.34 per Share as quoted on the Stock Exchange for the last 90 trading days up to and including the Last Trading Date Before Joint Announcement;
- (f) a premium of approximately 46.34% over the average closing price of HK\$2.05 per Share as quoted on the Stock Exchange for the last 180 trading days up to and including the Last Trading Date Before Joint Announcement; and
- (g) a discount of approximately 21.05% to the unaudited consolidated net asset value per Share or approximately HK\$3.80 as at June 30, 2018.

The Share Offer Price of HK\$3.00 for each Offer Share is equal to the price payable by the Offeror to HNA Finance I for each Sale Share under the SPA, which was determined after arm's length negotiations between the Offeror and HNA Finance I and having regard to the factors set out in the section headed "Consideration" above.

## **Highest and lowest closing prices of Shares**

During the six-month period immediately preceding the date of this joint announcement, the highest closing price of Shares as quoted on the Stock Exchange was HK\$2.62 on March 8, 2019, and the lowest closing price of Shares as quoted on the Stock Exchange was HK\$1.46 on September 10, 2018.

## **Payment**

Payment in cash in respect of acceptances of the Offers will be made as soon as possible but in any event within seven (7) Business Days (as defined under the Takeovers Code) after the date on which the duly completed acceptance of the Offers and the relevant documents of title of the Shares or the Share Options (as the case may be) in respect of such acceptance are received by or for the Offeror to render each such acceptance of any of the Share Offer and the Option Offers complete and valid.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder or Optionholder who accepts the Offers will be rounded up to the nearest cent.

### **Stamp Duty**

The sellers' ad valorem stamp duty for Shares registered on the Hong Kong register arising in connection with acceptance of the Share Offer will be payable by each Shareholder at the rate of 0.1% of the amount of the consideration payable by the Offeror for such person's Shares or, if higher, the market value of the Offer Shares subject to such acceptance and will be deducted from the cash amount due to such person under the Share Offer.

The Offeror will pay the buyer's ad valorem stamp duty on its own behalf and the sellers' ad valorem stamp duty on behalf of the accepting Shareholders in respect of the Shares accepted under the Share Offer.

No stamp duty is payable in connection with the acceptance of the Option Offers.

### **Other arrangements**

As at the date of this joint announcement, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the Shares or shares of the Offeror which might be material to the Offers. Other than the SPA, there is no agreement or arrangement to which the Offeror is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offers.

Neither the Offeror nor its Concert Parties has received any indication or irrevocable commitment to accept or not to accept the Offers.

### **FURTHER TERMS OF THE OFFERS**

The Offers will be subject to the term that acceptance of the Offers by any person will constitute a warranty by such person to the Offeror that the Shares and Share Options (as the case maybe) acquired under the Offers are sold free from all Encumbrances and shall be acquired together with all rights and benefits attaching to them as at the date of this joint announcement or subsequently becoming attached to them, including the right to all dividends, distributions and any return of capital, if any, declared, made or paid, or agreed to be made or paid thereon or in respect thereof on or after the date on which the Offers is made, being the date of the Composite Document.

### **CONFIRMATION OF FINANCIAL RESOURCES**

The aggregate cash amount payable to HNA Finance I as consideration for the Sale Shares under the SPA is HK\$7,022,712,393. As at the date of this joint announcement, there are 314,330,000 Share Options outstanding, of which 270,170,000 Share Options are exercisable and 44,160,000 Share Options are not exercisable until January 1, 2020. Assuming all the 270,170,000 exercisable Share Options are exercised before the close of the Offers and the Share Offer is accepted in full and that the Option Offers are also accepted in full in respect of the Share Options that are not exercisable, the maximum cash consideration for the Offers is approximately HK\$3,746,296,941. The aggregate of the buyer's ad valorem stamp duty payable by the Offeror for the Sale Shares based on the consideration under the SPA and for

the Offer Shares (assuming all the 270,170,000 exercisable Share Options are exercised before the close of the Offers and the Share Offer is accepted in full) based on the Share Offer Price, will be HK\$10,714,128. The Offeror intends to finance the amount payable to HNA Finance I pursuant to the SPA, the consideration payable by the Offeror under the Offers and the buyer's ad valorem stamp duty for the Sale Shares and the Offer Shares with equity commitments from the Participating Funds. Each of the Participating Funds is ultimately controlled by The Blackstone Group L.P.

The Offeror has a binding equity commitment letter dated March 8, 2019 from the Participating Funds, pursuant to which the Participating Funds have agreed to provide funding to the Offeror for it to use to pay the consideration payable by the Offeror to HNA Finance I pursuant to the SPA and the consideration under the Offers as well as all costs and expenses relating to the Offers and payable by the Offeror in the proportion of 80% by Blackstone Real Estate Partners Asia II (Lux) SCSp, Blackstone Family Real Estate Partnership Asia II – SMD L.P., Blackstone Real Estate Partners Asia II L.P., BTAS NQ Holdings L.L.C. and Blackstone Real Estate Holdings Asia II – ESC L.P., collectively, and 20% by Blackstone Real Estate Partners (Offshore) VIII-NQ L.P., Blackstone Real Estate Partners (Offshore) VIII. T.E. 1-NQ L.P., Blackstone Real Estate Partners (Offshore) VIII. T.E. 2-NQ L.P., Blackstone Real Estate Partners (Offshore) VIII.F-NQ L.P., Blackstone Family Real Estate Partnership (Offshore) VIII-SMD L.P., BTAS NQ Holdings L.L.C. and Blackstone Real Estate Holdings (Offshore) VIII-NQ\_ESC L.P., collectively. The general partner of Blackstone Real Estate Partners Asia II (Lux) SCSp is Blackstone Real Estate Associates Asia II (Lux) S.a.r.l. The general partner of Blackstone Family Real Estate Partnership Asia II – SMD L.P. is Blackstone Family GP L.L.C. The general partner of Blackstone Real Estate Partners Asia II L.P. is Blackstone Real Estate Associates Asia II L.P. The managing member of BTAS NQ Holdings L.L.C. is BTAS Associates NQ L.L.C. The general partner of Blackstone Real Estate Holdings Asia II – ESC L.P. is BREP Asia II L.L.C. The general partner of each of Blackstone Real Estate Partners (Offshore) VIII-NQ L.P., Blackstone Real Estate Partners (Offshore) VIII. T.E. 1-NQ L.P., Blackstone Real Estate Partners (Offshore) VIII. T.E. 2-NQ L.P. and Blackstone Real Estate Partners (Offshore) VIII.F-NQ L.P. is Blackstone Real Estate Associates (Offshore) VIII-NQ L.P. The general partner of Blackstone Family Real Estate Partnership (Offshore) VIII-SMD L.P. is Blackstone Family GP L.P. The general partner of Blackstone Real Estate Holdings (Offshore) VIII-NQ-ESC L.P. is BREP VIII-NQ (Offshore) GP L.P. Each of the general partners of the Participating Funds is controlled solely by Blackstone.

HSBC, the financial adviser to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offers and the consideration under the SPA payable by the Offeror at the SPA Closing.

## **INFORMATION ON THE OFFEROR AND ITS HOLDING COMPANIES**

The Offeror is a company incorporated in the Cayman Islands on October 15, 2018 with limited liability. As at the date of this joint announcement, the Offeror is wholly-owned by Times Holdings I Limited, a company incorporated under the laws of the Cayman Islands. Times Holdings I Limited is owned as to approximately 0.1664%, 0.4988% and 99.3348% by BREP VIII Times SBS Limited, BREP Asia II Times SBS Limited and BREP Asia II Holdings I (NQ) Pte. Ltd., respectively.

BREP VIII Times SBS Limited is 100% owned by one of the Participating Funds, namely Blackstone Real Estate Holdings (Offshore) VIII-NQ-ESC L.P., and BREP Asia II Times SBS

Limited is 100% owned by another Participating Fund, namely Blackstone Real Estate Holdings Asia II – ESC L.P.

BREP Asia II Holdings 1 (NQ) Pte. Ltd. is 100% owned by BREP Asia Holdings 1 (NQ) L.P. which is a fund invested by the Participating Funds other than Blackstone Real Estate Holdings (Offshore) VIII-NQ-ESC L.P. and Blackstone Real Estate Holdings Asia II – ESC L.P. The key Participating Funds are Blackstone Real Estate Partners Asia II L.P. and Blackstone Real Estate Partners Asia II (Lux) SCSp, which together have US\$7.0 billion in investor capital commitments, and Blackstone Real Estate Partners (Offshore) VIII-NQ L.P., Blackstone Real Estate Partners (Offshore) VIII. T.E. 1-NQ L.P., Blackstone Real Estate Partners (Offshore) VIII. T.E. 2-NQ L.P. and Blackstone Real Estate Partners (Offshore) VIII.F-NQ L.P., which together have US\$15.5 billion in investor capital under commitments. Each of the Participating Funds is managed by Blackstone and is ultimately controlled by The Blackstone Group L.P.

The Blackstone Group L.P. is a global leader in real estate investing. The real estate business of The Blackstone Group L.P. was founded in 1991 and has approximately US\$120 billion in investor capital under management. The real estate portfolio of The Blackstone Group L.P. includes hotel, office, retail, industrial and residential properties in the United States, Europe, Asia and Latin America. The Blackstone Group L.P. also operates one of the leading real estate finance platforms, including management of the publicly traded Blackstone Mortgage Trust.

## INFORMATION ON THE COMPANY AND THE GROUP

The Company was incorporated in Bermuda on February 6, 1991 as an exempted company with limited liability. The Company became listed on the Main Board of the Stock Exchange on March 26, 1991, trading under the stock code 687.

The Group is principally engaged in foundation piling and site investigation, property development and investment and investment business.

The following table sets out the shareholding structure of the Company (i) as at the date of this joint announcement and immediately prior to the SPA Closing; and (ii) immediately after the SPA Closing but before the commencement of the Offers, in each case assuming there is no change in the issued Shares from the date of this joint announcement up to the date of the SPA Closing:

	As at the date of this joint announcement and immediately prior to the SPA Closing		Immediately after the SPA Closing but before the commencement of the Offers	
	No. of Shares	Approximate %	No. of Shares	Approximate %
The Offeror and its Concert Parties <sup>(1)</sup>	64,829,931	1.93	2,405,734,062	71.47
HNA Finance I	2,340,904,131	69.54	0	0
Other Shareholders	960,301,647	28.53	960,301,647	28.53
<b>Total</b>	<b>3,366,035,709</b>	<b>100.00</b>	<b>3,366,035,709</b>	<b>100.00</b>



Note (1):

As at the date of this joint announcement, Tides Holdings II Ltd. directly holds 64,829,931 Shares, representing approximately 1.93% of the issued Shares. Tides Holdings II Ltd. is held by other funds managed by affiliates of The Blackstone Group L.P. and is a Concert Party of the Offeror.

HSBC is the financial adviser to the Offeror in respect of the Offers. Accordingly, HSBC and members of the HSBC Group are presumed to be acting in concert with the Offeror in relation to the Company in accordance with class 5 of the definition of ‘‘acting in concert’’ under the Takeovers Code (except in respect of Shares held by exempt principal traders or exempt fund managers, in each case recognised by the Executive as such for the purpose of the Takeovers Code, and also excluding Shares of non-discretionary investment clients of the HSBC Group). Details of holdings or borrowings or lendings of, and dealings in, Shares or derivatives in respect of them by other parts of the HSBC Group will be obtained as soon as possible after this joint announcement has been made in accordance with Note 1 to Rule 3.5 of the Takeovers Code. A further announcement will be made if the holdings, borrowings, lendings, or dealings of the other parts of the HSBC Group are significant. The statements in this joint announcement as to the holdings or borrowings or lendings of, or their dealings in, Shares or derivatives in respect of Shares by parties acting in concert with the Offeror are subject to the holdings, borrowings, lendings, or dealings (if any) of the other parts of the HSBC Group.

## Share Options

As at the date of this joint announcement, the Company has 314,330,000 Share Options outstanding. The following is the list of outstanding Share Options:

<b>Date of grant</b>	<b>Exercise price (HK\$ per Share)</b>	<b>Number of outstanding Share Options</b>	<b>Exercisable period</b>	<b>Number of underlying Shares</b>
July 20, 2018	1.75	237,400,000	July 20, 2018 to July 19, 2028 <sup>(1)</sup>	237,400,000
October 18, 2018	1.90	76,930,000	October 18, 2018 to October 17, 2028 <sup>(2)</sup>	76,930,000

Note:

(1) For grantees who are Directors, 50% of the Share Options are exercisable on or after the date of grant and the remaining 50% of the Share Options are exercisable on or after January 1, 2019.

For grantees who are not Directors, 30% of the Share Options are exercisable on or after the date of grant, a further 30% of the Share Options are exercisable on or after January 1, 2019 and the remaining 40% of the Share Options will be exercisable on or after January 1, 2020.

Based on the above vesting schedule, as of the date of this joint announcement, 195,360,000 Share Options are exercisable and 42,040,000 Share Options are not exercisable until January 1, 2020.

(2) For grantees who are Directors, 50% of the Share Options are exercisable on or after the date of grant and the remaining 50% of the Share Options are exercisable on or after January 1, 2019, provided that the grantee remains an employee, officer or director of any member of the Group or any entity in which any member of the Group holds any equity interest, whether full time or part time as at this date.

*For grantees who are not Directors, 30% of the Share Options are exercisable on or after the date of grant, a further 30% of the Share Options are exercisable on or after January 1, 2019, provided that the grantee remains an employee, officer or director of any member of the Group or any entity in which any member of the Group holds any equity interest, whether full time or part time, as at this date and the remaining 40% of the Share Options will be exercisable on or after January 1, 2020, provided that the grantee remains an employee, officer or director of any member of the Group or any entity in which any member of the Group holds any equity interest, whether full time or part time, as at this date.*

*Based on the above vesting schedule, as of the date of this joint announcement, 74,810,000 Share Options are exercisable and 2,120,000 Share Options are not exercisable until January 1, 2020.*

All Share Options were granted to Directors, senior management and employees of the Group.

As at the date of this joint announcement, there are 3,366,035,709 Shares in issue and 314,330,000 outstanding Share Options. Save as disclosed herein, the Company does not as at the date of this joint announcement have and is not expected to have in issue any outstanding options, warrants, derivatives or securities that carry a right to subscribe for or which are convertible into Shares.

The Offeror and its Concert Parties have not entered into any arrangements or contracts in relation to the outstanding derivatives in respect of securities of the Company.

## **THE OFFEROR'S INTENTIONS IN RELATION TO THE COMPANY**

Following the SPA Closing, it is intended that certain of the Group's existing loan facilities will be repaid or refinanced. Following completion of the Offers, the Offeror intends to optimise and rationalise the assets portfolio of the Group by realising the real estate assets of the Group in Hong Kong and distributing the idle cash of the Company.

Reference is made to the announcement of the Company dated February 1, 2019 pursuant to which the Company announced that Omnalink Assets Limited (a wholly-owned subsidiary of the Company) as vendor entered into a sale and purchase agreement (the "**Kai Tak SPA**") with Fabulous New Limited (a wholly-owned subsidiary of Wheelock and Company Limited) as purchaser for the sale and purchase of the entire issued share capital of Twinpeak Assets Limited ("**Twinpeak**") and the loan owing by Twinpeak to Omnalink Assets Limited at the time of closing, at a total cash consideration of HK\$3,912,225,000 (subject to adjustment, if any) (the "**Kai Tak Disposal Transaction**"). Milway Development Limited, a direct wholly-owned subsidiary of Twinpeak, is the sole legal and beneficial owner of the Kai Tak Property. Neither Fabulous New Limited nor Wheelock and Company Limited is a shareholder of the Company based on the register of members of the Company and notifications received by the Company under Part XV of the SFO.

Reference is also made to the announcement of the Company dated February 15, 2019 pursuant to which the Company announced that the Kai Tak Disposal Transaction was completed on February 15, 2019.

As disclosed in the announcement of the Company dated February 15, 2019, based on the unaudited consolidated management accounts of the Company, as at 31 December 2018, the

Group had total cash on hand of approximately HK\$4.90 billion (comprising fixed deposits and non-pledged bank balances of approximately HK\$3.43 billion, pledged bank balances of approximately HK\$0.04 billion and restricted cash of approximately HK\$1.43 billion). As disclosed in the Company's announcement dated February 1, 2019, the Company estimated that the net proceeds from the Kai Tak Disposal Transaction would be approximately HK\$3.6 billion (subject to finalisation), of which HK\$560 million shall be held in escrow and the release of such escrow amount to the Company shall be subject to the terms of the Kai Tak SPA. As disclosed in the circular of the Company dated February 25, 2019, the Company had applied part of such proceeds to repay HK\$229 million of the Group's bank borrowing and the Board has not made any definitive decision on the application of the remaining proceeds.

In relation to the distribution of the Company's idle cash, the Offeror intends to procure the Company to declare a distribution, which distribution, if declared and approved, will be payable to the Shareholders whose names appear on the register of members of the Company at a record date which will be after the Offers Closing Date. **As such, Shareholders who accept the Share Offer will not be entitled to the distribution, if such distribution is declared and approved.** Based on the information available to it, the preliminary estimation of the Offeror, after taking into account the net proceeds to be received by the Group upon completion of the Kai Tak Disposal Transaction is that the amount of the possible distribution will be no less than HK\$3.90 billion. The final amount of the possible distribution will be determined after taking into account the then financial position of the Company. To give effect to the distribution, the credit standing to the share premium account of the Company may be reduced, which reduction will require a special resolution of the Shareholders and therefore the distribution may or may not be paid. An announcement will be made by the Company in accordance with the Listing Rules if and when the amount and record date of the distribution are fixed and approved by the Board.

Save as aforesaid, it is the intention of the Offeror to continue the Group's existing foundation piling business (being the principal businesses of the Group) in the manner in which it is presently conducted and not to introduce any major changes to such business or to redeploy the fixed assets of the Group.

Save and except for the proposed change of Board composition as detailed in the section headed "Proposed change to the Board composition of the Company" below, the Offeror has no intention to introduce any significant changes to the management of the Company, or to discontinue the employment of the employees, following completion of the Offers.

## **LISTING STATUS OF THE COMPANY**

The Offeror does not intend to avail itself of any power of compulsory acquisition of any Shares and intends to maintain the listing of the Shares on the Stock Exchange after the close of the Offers.

According to the Listing Rules, if, upon the close of the Offers, less than 25% of the issued Shares are held by the public, or if the Stock Exchange believes that a false market exists or may exist in the trading of the Shares or there are insufficient Shares in public hands to maintain an orderly market, the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares. In connection with the foregoing, it should be noted that upon the close of the Offers, there may be insufficient public float for the Shares and therefore trading in the Shares may be suspended until a sufficient level of public float is attained, and each of the

Offeror and the Company will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares after closing of the Offers.

## **PROPOSED CHANGE TO BOARD COMPOSITION OF THE COMPANY**

The Board currently consists of 15 Directors, comprising (i) Mr. Chen Chao, Mr. Sun Kin Ho Steven, Mr. He Jiafu, Mr. Fung Chiu Chak, Victor, Mr. Liu Junchun, Mr. Huang Qijun, Mr. Guo Ke and Mr. Zhang Peihua as executive Directors; (ii) Mr. Tang King Shing and Mr. Yang Han Hsiang as non-executive Directors; and (iii) Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George, Mr. Li Kit Chee and Mr. Chong Kin Ho as independent non-executive Directors.

Following completion of the transaction contemplated under the SPA, it is intended that the resignation of Mr. Chen Chao, Mr. He Jiafu, Mr. Liu Junchun, Mr. Huang Qijun, Mr. Guo Ke, Mr. Zhang Peihua, Mr. Tang King Shing and Mr. Yang Han Hsiang from the Board would take effect from the day immediately after the Offers Closing Date.

The Offeror intends to nominate new executive Directors to the Board with effect from a date no earlier than the date of the Composite Document or at a date as permitted under the Takeovers Code.

Any changes to the Board will be made in compliance with the Takeovers Code and the Listing Rules and further announcement will be made as and when appropriate.

## **GENERAL MATTERS RELATING TO THE OFFERS**

### **Availability of the Offers**

The Offeror intends to make the Offers available to all Shareholders and Optionholders, including those with registered addresses outside Hong Kong. However, the availability of the Offers to any persons who are not resident in Hong Kong may be affected by the applicable laws of the relevant jurisdictions. Any Shareholders and Optionholders who are not resident in Hong Kong and who wish to accept the Offers should inform themselves about and observe any applicable requirements in their own jurisdictions. It is the responsibility of the Shareholders and Optionholders who are not resident in Hong Kong who wish to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due in respect of such jurisdictions) and, where necessary, consult their own professional advisers.

Acceptance of an Offer by any overseas Shareholder or Optionholder will constitute a warranty by such person that such person (i) is permitted under all applicable laws to receive and accept the Offer, and any revision thereof, (ii) has observed all the applicable laws and regulations of the relevant jurisdiction in connection with such acceptance, including obtaining any government or other consent which may be required, and (iii) has complied with any other necessary formality and has paid any issue, transfer or other taxes due in such jurisdiction, and that such acceptance shall be valid and binding in accordance with all applicable laws. Overseas Shareholders and Optionholders are recommended to seek professional advice on whether to accept the Offers.

In the event that the receipt of the Composite Document by any overseas Shareholder or Optionholder is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements that the directors of the Offeror regard as unduly onerous or burdensome (or otherwise not in the best interests of the Offeror), the Composite Document will not be despatched to such overseas Shareholder or Optionholder. For that purpose, the Offeror will apply for a waiver pursuant to Note 3 to Rule 8 of the Takeovers Code at such time. Any such waiver will only be granted if the Executive is satisfied that it would be unduly burdensome to despatch the Composite Document to such overseas Shareholder or Optionholder. In granting the waiver, the Executive will be concerned to see that all material information in the Composite Document is made available to such Shareholder or Optionholder. If any such waiver is granted by the Executive and subject to the consent of the Executive, the Offeror reserves the right to make arrangements in respect of Shareholders or Optionholders who are not resident in Hong Kong in relation to the terms of the Offers. Such arrangements may include notifying any matter in connection with the Offers to the Shareholders or Optionholders having a registered overseas address by announcement or by advertisement in a newspaper which may or may not be circulated in the jurisdiction within which such persons are resident. The notice will be deemed to have been sufficiently given despite any failure by such Shareholders or Optionholders to receive or see that notice.

### **Tax Advice**

Shareholders and Optionholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offers. It is emphasised that none of the Offeror, the Company, HNA Finance I and HSBC or any of their respective directors, officers or associates or any other person involved in the Offers accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

### **Composite Document**

Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch an offer document containing the terms of the Offers to the Shareholders and the Optionholders within 21 days after the date of this joint announcement, or such later date as the Executive may approve. If the Offers are made, it is the intention of the Offeror and the Company that a Composite Document comprising the offer document from the Offeror and the response document from the Board will be jointly despatched by the Offeror and the Company to the Shareholders and the Optionholders in accordance with the requirements of the Takeovers Code. The Composite Document will contain, among other things, the terms and details of the Offers, a letter of recommendation from the Independent Board Committee in respect of the Offers and a letter of advice from the independent financial adviser. A further announcement will be made when the Composite Document is despatched.

### **Interests of the Offeror in Shares**

As at the date of this joint announcement, Tides Holdings II Ltd., being a Concert Party of the Offeror, directly holds 64,829,931 Shares, representing approximately 1.93% of the issued Shares. Other than this, the Offeror and its Concert Parties do not own, control or have direction over any voting rights or rights over any other Shares or any convertible securities, warrants or options of the Company.

Immediately following the SPA Closing but before the commencement of the Offers, the Offeror and its Concert Parties will own or control the following Shares:

The Offeror and its Concert Parties .....2,405,734,062 (71.47%)

The Offeror and its Concert Parties have not dealt in the Shares, convertible securities, warrants, options or derivatives of the Company during the six-month period ended on the date of this joint announcement.

As at the date of this joint announcement, neither the Offeror nor its Concert Parties have borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company save for any which have been either on-lent or sold.

### **Disclosure of Dealings**

Associates of the Offeror or the Company (including persons holding 5% or more of any class of relevant securities of the Offeror or the Company) are reminded to disclose their dealings in Shares. In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

#### ***“Responsibilities of stockbrokers, banks and other intermediaries***

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

### **INDEPENDENT BOARD COMMITTEE OF THE COMPANY**

The Independent Board Committee, comprising all the non-executive Directors, namely Mr. Tang King Shing and Mr. Yang Han Hsiang, and all the independent non-executive Directors, namely Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George, Mr. Li Kit Chee and Mr. Chong Kin Ho, has been established to give a recommendation to the Independent Shareholders and the Optionholders in respect of the Offers, as to whether the terms of the Offers are fair and reasonable and as to the acceptance of the Offers.

An independent financial adviser will be appointed, with the approval of the Independent Board Committee, to advise the Independent Board Committee in respect of the Offers and, in particular, as to whether the Offers are fair and reasonable and as to the acceptance of the Offers

pursuant to Rule 2.1 of the Takeovers Code. A further announcement will be made by the Company as soon as possible after the appointment of the independent financial adviser.

**WARNING: Shareholders, Optionholders and potential investors in the Company should note that, as the making of the Offers is subject to the SPA Closing taking place which in turn is subject to the satisfaction or waiver of the Conditions for the SPA Closing, the Offers may or may not be made. Accordingly, the issue of this joint announcement does not imply that the Offers will be made or will be completed. Shareholders, Optionholders and potential investors in the Company should therefore exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

Shareholders, Optionholders and potential investors in the Company should note that the Independent Board Committee has yet to consider and evaluate the Offers. Insofar as the Company is concerned, this joint announcement is made in compliance with the Takeovers Code for the sole purpose of informing Shareholders and Optionholders of the fact that the Company has been informed that the Offers may be made. The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this joint announcement and strongly recommend Shareholders and Optionholders not to form a view on the Offers unless and until they have received and read the Composite Document, including the recommendations of the Independent Board Committee in respect of the Offers and a letter of advice from the independent financial adviser.

## **DEFINITIONS**

In this joint announcement, the following terms have the meanings set out below, unless the context requires otherwise:

**151 Hollywood Road Acquisition**

the acquisition of the property known as “CentreHollywood” located at No.151 Hollywood Road, Hong Kong by Fundamental Assets IV Limited (an indirect wholly-owned subsidiary of the Company, as purchaser) from Jinshang International Investment Company Limited (as seller) for a total cash consideration of HK\$700,000,000 by way of sale and purchase of the entire issued share capital of Superior Choice Holdings Limited and the shareholder loans owed by Superior Choice Holdings Limited and its subsidiary to Jinshang International Investment Company Limited, as more particularly disclosed in the announcement of the Company dated February 28, 2019

**acting in concert**

has the meaning given to it in the Takeovers Code

**Applicable Laws**

in relation to any person, any laws, rules, regulations, guidelines, directives, judgments, decrees, order, notices, rulings or decisions of any governmental or regulatory authority or stock exchange put in place by any Government Authority by which that person is bound

<b>associate(s)</b>	has the meaning given to it in the Takeovers Code
<b>Board</b>	the board of Directors
<b>Broker</b>	Guotai Junan Securities (Hong Kong) Limited
<b>Business Day</b>	a day on which banks are generally open for business in Hong Kong, Singapore and New York (excluding Saturdays and Sundays)
<b>Charged Shares</b>	1,394,359,960 shares of the Company owned by HNA Finance I and charged to PAG under the Facility Agreement pursuant to the Share Charge
<b>Company</b>	Hong Kong International Construction Investment Management Group Co., Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (Stock Code: 687)
<b>Composite Document</b>	the proposed composite offer and response document to be issued jointly by the Offeror and the Company to the Shareholders and the Optionholders in accordance with the Takeovers Code in relation to the Offers
<b>Concert Parties</b>	in relation to the Offeror, persons acting or presumed to be acting in concert with the Offeror (except for members of the HSBC Group which are exempt principal traders and/or exempt fund managers in their capacity as such, in each case recognised by the Executive as such for the purposes of the Takeovers Code) and for the avoidance of doubt, Concert Parties of the Offeror shall include the Participating Funds; in relation to HNA Finance I, persons acting in concert with HNA Finance I; in each case, “persons acting in concert” has the meaning given to it in the Takeovers Code
<b>controlling shareholder</b>	has the meaning given to it in the Listing Rules
<b>Conditions for the SPA Closing</b>	the conditions to the SPA Closing as set out in the section of this joint announcement headed “Conditions Precedent”
<b>Director(s)</b>	director(s) of the Company
<b>Encumbrance</b>	any claim, charge, mortgage, security, lien, pledge, option, equity, power of sale, hypothecation, retention of title, leasing, sale-and-repurchase, sale-and-leaseback arrangement, right of pre-emption, deferred purchase, right of first refusal, priority or security interest of any kind or any other third party rights of any nature or any agreement for any of the same



<b>Executive</b>	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
<b>Existing Debt Documents</b>	(i) the Specified Debt Documents; (ii) HK\$101,865,000 facility letter dated May 12, 2011 between Top Class Properties Limited (an indirect wholly-owned subsidiary of the Company), as borrower and chargor, the Company, as guarantor, and Shanghai Commercial Bank Ltd, as lender; and (iii) RMB144,000,000 loan agreement dated December 22, 2018 between Tysan Property Development (Tianjin) Co., Ltd., as lender, and Tysan Land (Shenyang) Limited, as borrower
<b>Facility Agreement</b>	the Facility Agreement among, inter alia, HNA Finance I, as borrower, and PAG, as lender (as may be amended, supplemented or otherwise modified from time to time)
<b>Government Authority</b>	any nation or government or any province, state or any other political subdivision thereof, any entity, authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, including any government authority, agency, department, board, commission or instrumentality, of any other jurisdiction in which a party to the SPA is resident, any court, tribunal or arbitrator and any securities exchange or body or authority regulating such securities exchange
<b>Group</b>	the Company and its subsidiaries
<b>Guaranteed Notes</b>	the 7% guaranteed notes in the aggregate principal amount of HK\$305,000,000 due 2020 issued by Silverbell Asia Limited and unconditionally and irrevocably guaranteed by the Company under the US\$1,000,000,000 guaranteed medium term note programme established by Silverbell Asia Limited on April 7, 2017
<b>HK\$</b>	Hong Kong dollars, the lawful currency of Hong Kong
<b>HNA Finance I</b>	HNA Finance I Co., Ltd., a company incorporated in Anguilla with limited liability and a wholly-owned subsidiary of HNA Group
<b>HNA Group</b>	HNA Group Co., Ltd., a company established under the laws of the PRC and the holding company of HNA Finance I
<b>Hong Kong</b>	the Hong Kong Special Administrative Region of the PRC
<b>HSBC</b>	The Hongkong and Shanghai Banking Corporation Limited, being the financial adviser to the Offeror, a registered institution under the SFO, registered to carry on

	Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO and a licensed bank under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)
<b>HSBC Group</b>	HSBC and persons controlling, controlled by or under the same control as HSBC
<b>Independent Board Committee</b>	an independent board committee of the Board established pursuant to the Takeovers Code to give recommendations to the Independent Shareholders and the Optionholders in respect of the Offers
<b>Independent Shareholders</b>	Shareholders apart from the Offeror and its Concert Parties
<b>Kai Tak Property</b>	the piece of land parcel known as New Kowloon Inland Lot No.6563 at Kai Tak Area 1L Site 2, Kai Tak, Kowloon, Hong Kong with a total site area of approximately 9,482 square metres and the development under construction thereon
<b>Last Trading Date Before Joint Announcement</b>	March 8, 2019, being the last day on which Shares were traded on the Stock Exchange prior to the publication of this joint announcement pursuant to Rule 3.5 of the Takeovers Code
<b>Listing Rules</b>	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
<b>Material Adverse Change</b>	any circumstance, change in or effect after the date of the SPA on the Company and/or its subsidiaries that, individually or in the aggregate, is, or would reasonably be expected to be, materially adverse to the business, operations, assets, liabilities, results of operations or financial condition of the Company and its subsidiaries, taken as a whole
<b>Offer Shares</b>	the Shares which are subject to the Share Offer
<b>Offeror</b>	Times Holdings II Limited, a company incorporated in Cayman Islands with limited liability and a wholly-owned subsidiary of Times Holdings I Limited
<b>Offers</b>	collectively, the Share Offer and the Option Offers and “ <b>Offer</b> ” means any one of them
<b>Offers Closing Date</b>	the date to be stated in the Composite Document as the first closing date of the Offers, which shall be 21 calendar days

after the posting of the Composite Document, or any subsequent closing date of the Offers as may be extended in accordance with the Takeovers Code

<b>Option Offer Price</b>	HK\$1.25 for each Share Option with exercise price of HK\$1.75 and HK\$1.10 for each Share Option with exercise price of HK\$1.90, payable by the Offeror to Optionholders accepting the Option Offers
<b>Option Offers</b>	the possible mandatory unconditional cash offers to be made by HSBC on behalf of the Offeror to cancel the Share Options on the terms and conditions set out in this joint announcement and in compliance with the Takeovers Code
<b>Optionholder(s)</b>	holder(s) of the Share Option(s)
<b>PAG</b>	PA Glamorous Opportunity X Limited
<b>Participating Funds</b>	(i) Blackstone Real Estate Partners Asia II (Lux) SCSp; (ii) Blackstone Family Real Estate Partnership Asia II – SMD L.P.; (iii) Blackstone Real Estate Partners Asia II L.P.; (iv) BTAS NQ Holdings L.L.C.; (v) Blackstone Real Estate Holdings Asia II – ESC L.P.; (vi) Blackstone Real Estate Partners (Offshore) VIII-NQ L.P.; (vii) Blackstone Real Estate Partners (Offshore) VIII. T.E. 1-NQ L.P.; (viii) Blackstone Real Estate Partners (Offshore) VIII. T.E. 2-NQ L.P.; (ix) Blackstone Real Estate Partners (Offshore) VIII.F-NQ L.P.; (x) Blackstone Family Real Estate Partnership (Offshore) VIII-SMD L.P.; and (xi) Blackstone Real Estate Holdings (Offshore) VIII-NQ-ESC L.P.
<b>PRC</b>	the People’s Republic of China, which expression, solely for the purpose of construing this joint announcement, except where the context requires, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
<b>Pre-completion Covenants</b>	the pre-completion covenants made by HNA Finance I to the Offeror pursuant to the SPA and as set out in the section of this joint announcement headed “Pre-completion Covenants” (to the extent required to be complied with prior to the SPA Closing)
<b>Sale Shares</b>	2,340,904,131 Shares, representing approximately 69.54% of the issued Shares
<b>SFC</b>	Securities and Futures Commission of Hong Kong
<b>SFO</b>	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

<b>Share Charge</b>	the security agreement in relation to the share charge over the Charged Shares executed by HNA Finance I in favour of PAG (as may be amended, supplemented or otherwise modified from time to time)
<b>Share Offer</b>	the possible mandatory unconditional cash offer to be made by HSBC on behalf of the Offeror to acquire the Offer Shares on the terms and conditions set out in this joint announcement and in compliance with the Takeovers Code
<b>Share Offer Price</b>	HK\$3.00 for each Offer Share payable by the Offeror to the Independent Shareholders accepting the Share Offer
<b>Share Option(s)</b>	the outstanding share option(s), exercisable or not, granted by the Company under the Share Option Scheme
<b>Share Option Scheme</b>	the share option scheme adopted by the Company on 8 August 2012
<b>Shareholders</b>	holders of Shares
<b>Shares</b>	ordinary shares of HK\$0.10 each in the share capital of the Company
<b>SPA</b>	the Sale and Purchase Agreement dated March 8, 2019 between the Offeror and HNA Finance I in relation to the conditional sale by HNA Finance I and conditional purchase by the Offeror of the Sale Shares
<b>SPA Closing</b>	the delivery of the Sale Shares by HNA Finance I to the Offeror and the payment of HK\$3,922,712,393 by the Offeror to HNA Finance I pursuant to the SPA
<b>SPA Closing Date</b>	the date on which the SPA Closing occurs
<b>Specified Debt Documents</b>	(i) Guaranteed Notes; (ii) HK\$300,000,000 facility agreement dated January 5, 2018, among, Tysan Foundation Limited, as borrower, the Company, as guarantor, and Hitachi Capital (Hong Kong) Limited, as lender; and (iii) RMB150,000,000 entrusted loan agreement dated September 22, 2017 among Tysan Land (Shanghai) Limited, as lender, Tysan Land (Shenyang) Limited, as borrower, and Hang Seng Bank (China) Co., Ltd. Shanghai Branch, as agent bank.
<b>Stock Exchange</b>	The Stock Exchange of Hong Kong Limited
<b>Takeovers Code</b>	the Hong Kong Code on Takeovers and Mergers

## Target Receivables

the aggregate of:

(i) an amount which shall be no less than HK\$135,298,000, representing the proceeds (a) receivable by Benefit Developments Limited (being a wholly-owned subsidiary of the Company) from HKICIM Fund II, L.P. for the realization of its investments in HKICIM Fund II, L.P. pursuant to a subscription agreement dated October 13, 2017; and (b) receivable by Benefit Developments III Limited (being a wholly-owned subsidiary of the Company) from HKICIM Fund III, L.P. for the realization of its investments in HKICIM Fund III, L.P. pursuant to a subscription agreement dated November 30, 2017;

(ii) an amount which shall be no less than HK\$187,247,068, representing the management fee income (a) payable to HKICIM (GP) II Limited (being a wholly-owned subsidiary of the Company) by HKICIM Fund II, L.P. pursuant to an amended and restated exempted limited partnership agreement dated October 13, 2017; (b) payable to HKICIM (GP) III Limited (being a wholly-owned subsidiary of the Company) by HKICIM Fund III, L.P. pursuant to an amended and restated exempted limited partnership agreement dated November 30, 2017; and (c) payable to HKICIM (GP) V Limited (being a wholly-owned subsidiary of the Company) by HKICIM Fund V, L.P. pursuant to an amended and restated exempted limited partnership agreement dated March 6, 2018;

(iii) an amount which shall be no less than RMB762,000,000, representing the consideration receivable by Sparkle Key Limited (being a wholly-owned subsidiary of the Company) from Hainan HNA Infrastructure Investment Group Co., Ltd. (being a subsidiary of HNA Group) for the disposal of the entire equity interest in Tysan Land (Shenyang) Limited pursuant to an equity transfer agreement dated November 13, 2017;

(iv) an amount which shall be no less than RMB510,800,000, representing the remaining consideration receivable by (a) Great Regent Investments Limited, Shanghai Changning Duncan Property Consulting Co., Ltd., Red Shine Investment Limited and Carriway Limited (each being a wholly-owned subsidiary of the Company) from Hainan HNA Shou Fu Investment Co., Ltd. (being a subsidiary of HNA Group) for the disposal of the entire equity interests in Tysan Land (Shanghai) Limited pursuant to an equity transfer agreement dated November 13, 2017; and (b) by Great Prosper Limited (being a wholly-owned subsidiary of the

Company) from Hainan HNA Shou Fu Investment Co., Ltd. for the disposal of the entire equity interests in Tysan Property Development (Tianjin) Co., Ltd. pursuant to an equity transfer agreement dated November 13, 2017;

(v) an amount which shall be no less than HK\$354,990,000, representing the repayment to Shanghai Changning Duncan Property Consulting Co., Ltd. (being a wholly-owned subsidiary of the Company) by Hengqin Zhonghang Equity Investment Fund Partnership (Limited Partnership) of the advance payment made by Shanghai Changning Duncan Property Consulting Co., Ltd. pursuant to a partnership agreement dated June 6, 2018 for the capital injection to the Hengqin Zhonghang Equity Investment Fund Partnership (Limited Partnership) of which the general partner (being Haikou Xincheng District Equity Investment Fund Management Co., Ltd.) and the initial limited partner (being HNA Holding Group Co., Ltd.) are subsidiaries of HNA Group ; and

(vi) an amount which shall be no less than HK\$800,000,000, representing the redemption or disposal proceeds required to be paid to HKICIM Fund VI, L.P. (an exempted limited partnership in which the Company indirectly holds the entire partnership interest) of the 3-year unsecured convertible bonds issued by Holistic Capital Investment Limited, an indirect wholly-owned subsidiary of Hong Kong Airlines Limited, which were subscribed by the HKICIM Fund VI, L.P. pursuant to a subscription agreement dated June 13, 2018. Based on information provided to the Company by HNA Finance I, HNA Group holds 3.53% of the equity interest in Hainan Airlines Co., Ltd. (“**Hainan Airlines**”), which in turn, through its wholly-owned subsidiaries, holds a non-controlling stake in HKA Group Holdings Company Limited. HKA Group Holdings Company Limited, through its wholly-owned subsidiaries, holds 100% of Hong Kong Airlines Limited (“**HKA**”). Save as disclosed above, there is no shareholding relationship between (a) the Company and its subsidiaries and (b) HKA or, based on information provided to the Company by HNA Finance I, between (x) HNA Group and its controlled corporations and (y) HKA

**Tri-Partite Agreement**

the Tri-Partite Agreement among HNA Finance I, PAG (being the lender under the Facility Agreement) and the Broker (as may be amended, supplemented or otherwise modified from time to time)

**US\$**

U.S. dollars, the lawful currency of The United States of America

%

per cent.

By order of the board  
**Times Holdings II Limited**  
**Anthony Beovich**  
*Director*

By order of the Board  
**Hong Kong International Construction**  
**Investment Management Group Co., Limited**  
**Sun Kin Ho Steven**  
*Co-Chairman*

Hong Kong, March 8, 2019

*As at the date of this joint announcement, the executive Directors of the Company are Mr. Chen Chao, Mr. Sun Kin Ho Steven, Mr. He Jiafu, Mr. Fung Chiu Chak, Victor, Mr. Liu Junchun, Mr. Huang Qijun, Mr. Guo Ke and Mr. Zhang Peihua; the non-executive Directors of the Company are Mr. Tang King Shing and Mr. Yang Han Hsiang; and the independent non-executive Directors of the Company are Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George, Mr. Li Kit Chee and Mr. Chong Kin Ho.*

*The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Offeror and its Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and its Concert Parties) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of the Offeror are Anthony Beovich and Pinda Eng.*

*The directors of the Offeror accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Group, HNA Finance I or any of their associates or Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, HNA Finance I or any of their associates or Concert Parties) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*