



**TALENT PROPERTY GROUP LIMITED**

**新天地產集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00760)**

*Executive Directors:*

Mr. You Xiaofei (*Chairman*)

Mr. Luo Zhangguan

*Independent non-executive Directors:*

Mr. Lo Wai Hung

Mr. Chan Chi Mong, Hopkins

Mr. Mak Yiu Tong

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM11

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*Principal place of business  
in Hong Kong:*

Unit A704, 3rd Floor, Tower A

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No. 14 Science Museum Road

Tsim Sha Tsui East

Hong Kong

*Principal place of business  
in the PRC:*

21/F, No. 281 Linhe Dong Road

Guangzhou

PRC

12 May 2016

*To: the Independent Shareholders*

Dear Sir or Madam,

- (1) CONNECTED TRANSACTION IN RELATION  
TO THE PROPOSED FURTHER AMENDMENT OF THE TERMS AND  
CONDITIONS OF THE 2010 CONVERTIBLE NOTES;  
(2) CONVERSION OF THE 2010 CONVERTIBLE NOTES;  
(3) APPLICATION FOR WHITEWASH WAIVER; AND  
(4) NOTICE OF SGM**

## INTRODUCTION

Reference is made to the announcements of the Company dated 20 October 2015, 4 November 2015, 1 December 2015 and 4 December 2015, and the circular of the Company dated 16 November 2015 in relation to, among other things, entering into the Deed of Amendment and the Supplemental Deed of Amendment for the Proposed Extension. Reference is also made to the Announcement.

As disclosed in the Announcement, Talent Trend, being the holder of the 2010 Convertible Notes in the principal amount of HK\$2,139.85 million as at the Latest Practicable Date, and the Company entered into the Second Supplemental Deed of Amendment to further amend certain terms of the 2010 Convertible Notes. Pursuant to the terms of the Second Supplemental Deed of Amendment, Talent Trend has agreed to, within five Business Days subsequent to the satisfaction of: (a) obtaining the approval from the Stock Exchange; (b) obtaining the Whitewash Waiver from the Executive and (c) obtaining Independent Shareholders' approval at the SGM, issue the Conversion Notice to the Company for the conversion of, and to convert, the 2010 Convertible Notes in the aggregate principal amount of HK\$2,139.85 million in accordance with the terms of the 2010 Convertible Notes.

Upon the completion of the conversion of the 2010 Convertible Notes, the shareholding in the Company held by Talent Trend and parties acting in concert with it will in aggregate be increased from approximately 6.40% of the total issued share capital of the Company as at the Latest Practicable Date to approximately 65.37% of the total issued share capital of the Company as enlarged by the issue of the Conversion Shares, and hence Talent Trend will become the controlling Shareholder of the Company as defined under the Listing Rules.

An application has been submitted by Talent Trend to the Executive for the granting of the Whitewash Waiver. The Executive has indicated that it is minded to, subject to approval by the Independent Shareholders at the SGM by way of poll, grant the Whitewash Waiver. If the Whitewash Waiver is granted by the Executive and approved by the Independent Shareholders, the shareholding in the Company held by Talent Trend and parties acting in concert with it will exceed 50%, Talent Trend and parties acting in concert with it may further increase their shareholding in the Company without incurring any further obligation under Rule 26 of the Takeovers Code to make a general offer.

The purpose of this circular is to provide you with, among other things, (a) further information on the Proposed Amendment under the Second Supplemental Deed of Amendment; (b) the application for Whitewash Waiver; and (c) other information as required under the Listing Rules and the Takeovers Code. This circular also contains a letter from Astrum Capital to the Independent Board Committee and the Independent Shareholders in relation to the Proposed Amendment under the Second Supplemental Deed of Amendment and the Whitewash Waiver, a letter of advice containing the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Proposed Amendment under the Second Supplemental Deed of Amendment and the Whitewash Waiver and a notice of the SGM.

## **SECOND SUPPLEMENTAL DEED OF AMENDMENT**

### **Date**

11 January 2016

### **Parties**

- (i) the Company; and
- (ii) Talent Trend, being the holder of the 2010 Convertible Notes in the principal amount of HK\$2,139.85 million as at the Latest Practicable Date.

As at the Latest Practicable Date, Talent Trend is wholly-owned by Mr. Zhang Gao Bin. Talent Trend and parties acting in concert with it hold in aggregate 243,705,000 Shares in the Company, representing approximately 6.40% of the issued share capital of the Company as at the date hereof. Other than disclosed above, there are no other voting rights, rights over shares or any convertible securities, warrants and options of the Company, which Talent Trend and/or parties acting in concert with it hold, own or over which they have control or direction as at the Latest Practicable Date.

### **Summary of terms**

Pursuant to the Second Supplemental Deed of Amendment, the parties have agreed to remove the restriction under clause 5.5 of the terms and conditions of the 2010 Convertible Notes, which states that a holder of the 2010 Convertible Notes may not convert the 2010 Convertible Notes if, as a result of such conversion, would render such holder and parties acting in concert with it being interested in 29.9% or more of the issued share capital of the Company at the time, thereby triggering a mandatory offer obligation under Rule 26 of the Takeovers Code.

Pursuant to the terms of the Second Supplemental Deed of Amendment, Talent Trend has agreed to, within five Business Days subsequent to the satisfaction of: (a) obtaining the approval from the Stock Exchange; (b) obtaining the Whitewash Waiver from the Executive; and (c) obtaining Independent Shareholders' approval at the SGM, issue the Conversion Notice to the Company for the conversion of, and to convert, the 2010 Convertible Notes in the aggregate principal amount of HK\$2,139.85 million in accordance with the terms of the 2010 Convertible Notes.

### **PRINCIPAL TERMS OF THE 2010 CONVERTIBLE NOTES**

The principal terms of the 2010 Convertible Notes are set out in the circular of the Company dated 29 October 2010. Apart from the Proposed Extension as set out in the circular of the Company dated 16 November 2015, and the Proposed Amendment under the Second Supplemental Deed of Amendment as set out above, all other terms and conditions of the 2010

Convertible Notes remain intact and unchanged. The principal terms of the 2010 Convertible Notes, as amended by the Proposed Amendment, are as follows:

- Issuer** : the Company
- Principal amount** : HK\$2,139.85 million
- Maturity date** : the sixth anniversary of the date of issue of the 2010 Convertible Notes, being 10 December 2016
- Interest** : the 2010 Convertible Notes shall accrue no interest
- Conversion price** : HK\$0.33 per new share issued and allotted upon exercise of the conversion rights under the 2010 Convertible Notes, subject to usual anti-dilution adjustments for, among others, (i) consolidation or subdivision of Shares; (ii) capitalisation of profits or reserves of the Company; (iii) capital distributions by the Company; (iv) rights issues of Shares or grant of warrants or options over Shares at a price which is less than 90% of the then market price of the Shares; (v) issues of securities to all Shareholders by way of rights or grant to all Shareholders by way of rights, options, warrants or other rights to subscribe for or purchase any securities; (vi) issue by the Company wholly for cash Shares at a price which is less than 90% of the then market price of the Shares; (vii) issue by the Company (otherwise than as mentioned in paragraphs (iv), (v) or (vi) above) wholly for cash any securities (other than the 2010 Convertible Notes) which by their terms of issue carry rights of conversion into, or exchange or subscription for, Shares at a price which is less than 90% of the then market price of the Share; and (viii) modification of the rights of conversion, exchange or subscription attaching to any such securities as are mentioned above so that following such modification the consideration per Share receivable by the Company in respect of such conversion, exchange or subscription is less than 90% of the then market price of the Shares. Each adjustment to the conversion price will be certified either by the auditors of the Company for the time being or by an approved financial adviser
- Conversion period** : the period commencing from the first Business Day after the expiry of the Put Option up to 4:00 p.m. (Hong Kong) time on the extended maturity date

- Conversion** : a holder of the 2010 Convertible Notes shall have the right at any time and from time to time during the conversion period to convert the whole or part of the outstanding principal amount of the 2010 Convertible Note(s) in minimum amount of HK\$500,000 or whole multiple thereof into Conversion Shares, save that if the outstanding principal amount of a 2010 Convertible Note is less than HK\$500,000 the whole (but not part only) of the outstanding principal amount of such 2010 Convertible Note shall be converted; provided that no 2010 Convertible Notes may be converted, to the extent that the minimum public float requirement of the Company as required under the Listing Rules cannot be satisfied
- Transferability** : freely transferable in minimum amount of HK\$500,000 or whole multiple thereof (or such lesser amount as may represent the entire amount outstanding under a 2010 Convertible Note) during the conversion period but may not be transferred to a connected person of the Company without the prior consent of the Company
- Early redemption** : the Company may redeem the outstanding principal amount of the 2010 Convertible Notes or any part thereof in minimum amount of HK\$500,000 or whole multiple thereof at any time after the third anniversary from the date of the issue of the 2010 Convertible Notes at 100% of the face amount thereof
- Redemption on maturity** : the Company shall redeem any 2010 Convertible Notes that remains outstanding at 4:00 p.m. (Hong Kong time) on the maturity date at its principal amount, being 10 December 2016
- Listing** : the 2010 Convertible Notes will not be listed on the Stock Exchange or any other stock exchange

#### **CONVERSION PRICE**

The conversion price of HK\$0.33 per Conversion Share represents:

- (a) a premium of approximately 124.5% over the closing price of HK\$0.147 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (b) a premium of approximately 44.7% over the closing price of HK\$0.228 per Share as quoted on the Stock Exchange on 8 January 2016, being the last Business Day immediately preceding the date of the Announcement; and

- (c) a premium of approximately 120% over the average closing price of approximately HK\$0.150 per Share as quoted on the Stock Exchange for the five consecutive trading days ended up to and including the Latest Practicable Date.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE SECOND SUPPLEMENTAL DEED OF AMENDMENT**

Pursuant to the terms of the 2010 Convertible Notes and as amended by the Deed of Amendment, the Supplemental Deed of Amendment and the Shareholders' resolutions on 1 December 2015, the Company shall redeem all outstanding 2010 Convertible Notes at 4:00 p.m. on 10 December 2016, which as at the Latest Practicable Date, totals HK\$2,139.85 million.

The current level of cash, cash equivalents and current assets of the Group is not sufficient to meet the capital requirements of the Group for the purposes of satisfying the cash redemption of the 2010 Convertible Notes. The Company has been seeking alternatives to satisfy the funding required for redemption of the outstanding amount of 2010 Convertible Notes but remains unable to do so. The Board is of the view that the properties and projects of the Group are operational in nature and it would be detrimental to the Company and the Shareholders if the Company is required to dispose of these assets under time pressure at a discounted price in order to redeem the 2010 Convertible Notes.

Given the circumstances, the Board considers that the entering into of the Second Supplemental Deed of Amendment and the conversion of the 2010 Convertible Notes would be the best outcome for the Company.

In view of the above, the Directors consider that the terms of the Second Supplemental Deed of Amendment are fair and reasonable and the Proposed Amendment under the Second Supplemental Deed of Amendment and application for Whitewash Waiver are in the interests of the Company and the Shareholders as a whole.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Assuming that the 2010 Convertible Notes are converted in full, a total number of 6,484,393,939 Shares will be issued, representing approximately 170.25% of the total issued share capital of the Company as at the Latest Practicable Date, and approximately 63.0% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares.

The following table sets out the shareholding structure of the Company (i) as at the Latest Practicable Date, (ii) immediately upon conversion of the 2010 Convertible Notes under the conversion restriction, and (iii) immediately upon the full conversion of the 2010 Convertible Notes, in each case assuming there being no other change in the share capital of the Company,

\* For identification purposes only

save for the issue of the Conversion Shares upon the relevant conversion of the 2010 Convertible Notes:

Shareholders	As at the Latest Practicable Date		Immediately upon conversion of the 2010 Convertible Notes under the conversion restriction		Immediately upon the full conversion of the 2010 Convertible Notes (Note 6)	
	Shares	%	Shares	%	Shares	%
Talent Trend (Note 1)	—	—	1,276,903,055	25.11	6,484,393,939	63.00
Mr. Zhang Gao Bin (Note 2)	104,465,000	2.74	104,465,000	2.05	104,465,000	1.02
Mr. Zhang Guo Ming (Note 3)	<u>139,240,000</u>	<u>3.66</u>	<u>139,240,000</u>	<u>2.74</u>	<u>139,240,000</u>	<u>1.35</u>
Subtotal of Talent Trend and parties acting in concert with it:	243,705,000	6.40	1,520,608,055	29.90	6,728,098,939	65.37
Winspace Venture Limited* (Note 4)	829,509,340	21.78	829,509,340	16.31	829,509,340	8.06
Top Rich Limited* (Note 5)	494,766,515	12.99	494,766,515	9.73	494,766,515	4.81
Public Shareholders	<u>2,240,761,760</u>	<u>58.83</u>	<u>2,240,761,760</u>	<u>44.06</u>	<u>2,240,761,760</u>	<u>21.76</u>
Total:	<u>3,808,742,615</u>	<u>100.00</u>	<u>5,085,645,670</u>	<u>100.00</u>	<u>10,293,136,554</u>	<u>100.00</u>

Notes:

1. The entire issued share capital of Talent Trend is directly, beneficially and wholly owned by Mr. Zhang Gao Bin.
2. Mr. Zhang Gao Bin personally holds 104,465,000 shares of the Company, representing approximately 2.74% issued share capital of the Company. This calculation excludes the shares in the Company held by Talent Trend.
3. Mr. Zhang Guo Ming is the father of Mr. Zhang Gao Bin.
4. The entire issued share capital of Winspace Venture Limited is directly, beneficially and wholly owned by Ms. Chan Man Ling.
5. The entire issued share capital of Top Rich Limited is held by Ace Class Global Limited, which is directly, beneficially and wholly owned by Mr. Lee Hon Nam.
6. This is for illustration purpose only as the current terms of the 2010 Convertible Notes has certain restrictions on the conversion of the 2010 Convertible Notes.
7. \* indicates Shareholders whose shareholding will be counted towards the public float of the Company upon full conversion of the 2010 Convertible Notes.

Immediately upon full conversion of the 2010 Convertible Notes, the public float of the Company will be approximately 34.63%, which is above the minimum 25% of the total issued share capital of the Company required to be held by the public pursuant to Rule 8.08(1)(a) of the Listing Rules. The Company understands that Talent Trend intends to continue to meet the public float requirements of Rule 8.08 of the Listing Rules.

#### **EQUITY FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS**

The Company has not undertaken any equity fund raising activity in the past 12 months immediately preceding the Latest Practicable Date.

#### **FUTURE INTENTIONS OF TALENT TREND REGARDING THE GROUP**

It is the intention of Talent Trend that the Group will continue its current business and its employment of the employees of the Group upon completion of the conversion of the 2010 Convertible Notes. Talent Trend has no intention to introduce any major changes in the business of the Group and to make any major changes to employment of employees of the Group or to redeploy the fixed assets of the Group other than those carried out in ordinary course of business of the Company upon completion of the conversion of the 2010 Convertible Notes. There is no current plan for changing the composition of the Board and the senior management of the Company. Upon completion of the conversion of the 2010 Convertible Notes, Talent Trend may review the composition of the Board and the senior management of the Company and make appropriate changes if needed. The Group is actively focused on the construction, sales and marketing of Xintian Banshan, as well as identifying business opportunities in areas other than properties in order to reduce the market risk and to bring fruitful results to the Shareholders. As at the Latest Practicable Date, no target has been identified by the Group and Talent Trend currently does not have any intention to inject new assets or introduce new business to the Company upon completion of conversion.

#### **APPROVAL OF THE LISTING OF, AND PERMISSION TO DEAL IN, THE CONVERSION SHARES**

As disclosed in the announcement of the Company dated 4 December 2015, the Listing Committee has on 4 December 2015 granted approval of the listing of, and permission to deal in, the Conversion Shares.

#### **INFORMATION ON THE GROUP**

The Company is an investment holding company. Its subsidiaries are principally engaged in property development, investment and management in the PRC.



## **INFORMATION ON TALENT TREND**

Talent Trend is an investment holding company with limited liability incorporated in the British Virgin Islands. Talent Trend is wholly-owned by Mr. Zhang Gao Bin. Mr. Zhang Gao Bin is the president of certain subsidiaries of the Group and is responsible for their general management and human resources. Mr. Zhang obtained his bachelor degree in business administration from University of Greenwich. He has over ten years of experience in property development industry.

## **IMPLICATIONS UNDER THE LISTING RULES**

Pursuant to Rule 28.05 of the Listing Rules, any alterations in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the alterations take effect automatically under the existing terms of such convertible debt securities. Accordingly, the Proposed Amendment under the Second Supplemental Deed of Amendment shall be subject to the approval of the Stock Exchange and the application for approval of the Proposed Amendment under the Second Supplemental Deed of Amendment has been submitted by the Company to the Stock Exchange.

Mr. Zhang Gao Bin is the president of certain subsidiaries of the Company, and as a result is a “connected person” within the meaning of the Listing Rules. Therefore, Talent Trend which is held as to 100% by Mr. Zhang Gao Bin is an “associate” of Mr. Zhang Gao Bin within the meaning of the Listing Rules. Accordingly, the Proposed Amendment under the Second Supplemental Deed of Amendment constitutes a connected transaction under Chapter 14A of the Listing Rules.

## **IMPLICATIONS UNDER THE TAKEOVERS CODE**

As at the Latest Practicable Date:

- (a) there is no outstanding derivative in respect of the securities in the Company entered into by Talent Trend or any of the parties acting in concert with it;
- (b) save for the 2010 Convertible Notes, the Deed of Amendment, the Supplemental Deed of Amendment for the Proposed Extension, the Proposed Amendment under Second Supplemental Deed of Amendment and the CN Amendment and Conversion, there are no arrangements (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the Shares or shares of Talent Trend which might be material to the Proposed Amendment under the Second Supplemental Deed of Amendment and the Whitewash Waiver;
- (c) there is no agreement or arrangement to which Talent Trend is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Proposed Amendment under the Second Supplemental Deed of Amendment, the Whitewash Waiver and the CN Amendment and Conversion;

- (d) there are no relevant securities in the Company (as defined in Note 4 to Rule 22 of the Takeovers Code) which Talent Trend or any of the parties acting in concert with it has borrowed or lent; and
- (e) Talent Trend and any of the parties acting in concert with it have not received an irrevocable commitment to vote for or against the Proposed Amendment under the Second Supplemental Deed of Amendment and the Whitewash Waiver.

#### **APPLICATION FOR WHITEWASH WAIVER**

Upon the completion of the conversion of the 2010 Convertible Notes, the shareholding in the Company held by Talent Trend and parties acting in concert with it will in aggregate be increased from approximately 6.40% of the total issued share capital of the Company as at the Latest Practicable Date to approximately 65.37% of the total issued share capital of the Company as enlarged by the issuance of the Conversion Shares, and hence Talent Trend will become the controlling Shareholder of the Company as defined under the Listing Rules. Under Rule 26.1 of the Takeovers Code, Talent Trend would be obliged to make a mandatory general offer to the Shareholders for all the issued Shares and other relevant securities of the Company not already owned or agreed to be acquired by it and parties acting in concert with it unless the Whitewash Waiver is obtained from the Executive.

Talent Trend and parties acting in concert with it did not acquire any voting rights of the Company during the Relevant Period.

An application has been submitted by Talent Trend to the Executive for the granting of the Whitewash Waiver. The Executive has indicated that it is minded to, subject to approval by the Independent Shareholders at the SGM by way of poll, grant the Whitewash Waiver.

#### **SGM**

The SGM will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Wednesday, 1 June 2016 at 4:00 p.m. for the purpose of considering, and if thought fit, approving, among other things, the Proposed Amendment under the Second Supplemental Deed of Amendment and the application for the Whitewash Waiver.

The notice convening the SGM is set out on pages N-1 to N-3 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the accompanying form of proxy will not prevent you from attending and voting at the SGM or any adjournment thereof should you so wish.

Only Shareholders (other than Talent Trend and parties acting in concert with it) and those who do not have a material interest or who are not involved in or interested in the 2010 Convertible Notes, the Deed of Amendment, the Supplemental Deed of Amendment for the Proposed Extension, the Proposed Amendment under the Second Supplemental Deed of Amendment, the CN Amendment and Conversion or the Whitewash Waiver can vote on the aforesaid resolutions at the SGM. Talent Trend is held as to 100% by Mr. Zhang Gao Bin. As at the Latest Practicable Date, Talent Trend and parties acting in concert with it hold in aggregate 243,705,000 Shares in the Company, representing approximately 6.40% of the issued share capital of the Company. Accordingly, Talent Trend and parties acting in concert with it will not vote on any of the resolutions to be proposed at the SGM. As far as the Directors are aware, having made all reasonable enquiries, as at the Latest Practicable Date, Mr. Zhang Gao Bin and his associates controlled or were entitled to exercise control over the voting rights in respect of their respective Shares.

Upon the completion of the conversion of the 2010 Convertible Notes, the shareholding in the Company held by Talent Trend and parties acting in concert with it will in aggregate be increased from approximately 6.40% of the total issued share capital of the Company as at the Latest Practicable Date to approximately 65.37% of the total issued share capital of the Company as enlarged by the issue of the Conversion Shares, and hence Talent Trend will become the controlling Shareholder of the Company as defined under the Listing Rules. Talent Trend may thereafter increase its shareholding without incurring any further obligation under Rule 26 of the Takeovers Code to make a mandatory general offer.

No other Shareholders are required to abstain from voting on the resolutions to be proposed at the SGM. Other than Mr. Luo Zhangguan, an Executive Director of the Company and being a cousin of Mr. Zhang Gao Bin, no other Directors of the Company has a material interest in the 2010 Convertible Notes, the Deed of Amendment, the Supplemental Deed of Amendment for the Proposed Extension, the Proposed Amendment under the Second Supplemental Deed of Amendment, the CN Amendment and Conversion or the Whitewash Waiver. Mr. Luo Zhangguan has abstained from voting on the Board resolutions approving the same and will abstain from voting on the resolutions at the SGM. As at the Latest Practicable Date, Mr. Luo Zhangguan does not hold any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

In compliance with the Listing Rules, the resolution(s) will be voted on by way of poll at the SGM. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## **RECOMMENDATION**

Having considered the above, the Directors (excluding the independent non-executive Directors) consider that the terms and conditions of the Second Supplemental Deed of Amendment are fair and reasonable and the Proposed Amendment under the Second Supplemental Deed of Amendment and the Whitewash Waiver are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (excluding the

independent non-executive Directors) recommend the Shareholders to vote in favor of the resolution to approve the Proposed Amendment under the Second Supplemental Deed of Amendment and the Whitewash Waiver at the SGM.

The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, consider that the terms and conditions of the Second Supplemental Deed of Amendment are fair and reasonable and the Proposed Amendment under the Second Supplemental Deed of Amendment and the Whitewash Waiver are in the interests of the Company and the Independent Shareholders.

Accordingly, the Independent Board Committee recommend the Independent Shareholders to vote in favour of the resolutions approving the Proposed Amendment under the Second Supplemental Deed of Amendment and the Whitewash Waiver to be proposed at the SGM. Your attention is drawn to the letter from the Independent Board Committee set out on pages 18 to 19 of this circular which contain their recommendation to the Independent Shareholders and the letter of advice from the Independent Financial Adviser set out on pages 20 to 41 of this circular containing its advice to the Independent Board Committee and the Independent Shareholders on the Proposed Amendment under the Second Supplemental Deed of Amendment and the Whitewash Waiver.

#### **ADDITIONAL INFORMATION**

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

By Order of the Board  
**Talent Property Group Limited**



**You Xiaofei**  
*Chairman*

Hong Kong, 12 May 2016