



**China International Capital Corporation Hong Kong Securities Limited**

26 September 2025

*To the Shareholders*

Dear Sir or Madam,

**UNCONDITIONAL MANDATORY CASH OFFER BY  
CHINA INTERNATIONAL CAPITAL CORPORATION  
HONG KONG SECURITIES LIMITED  
FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE  
ALL OF THE OFFER SHARES IN THE COMPANY**

**INTRODUCTION**

On 28 April 2025, the Offeror and the Company jointly published the Announcement pursuant to Rule 3.5 of the Takeovers Code, setting out, among other matters, the terms and conditions of the possible unconditional mandatory cash offer to acquire all of the Offer Shares in the Company. As set out in the Announcement, the making of the Offer is subject to the completion of the Auction Shares Transfer.

On 19 September 2025, the Offeror and the Company jointly published a further announcement confirming the completion of the Auction Shares Transfer. Following such completion, and as at the Latest Practicable Date, the Offeror and its Concert Parties hold a total of 333,846,846 Shares, representing approximately 55.91% of the total issued share capital of the Company.

According to Rule 26.1 of the Takeovers Code, the Offeror is thereby required to make a mandatory unconditional general offer in cash for all the issued Shares not already owned or agreed to be acquired by the Offeror or its Concert Parties.

This letter forms part of the Composite Document and sets out, amongst other things, details of the Offer, the reasons for making the Offer, and the Offeror's intentions with respect to the Group. Further information on the terms of the Offer is provided in Appendix I to the Composite Document and in the accompanying Form of Acceptance. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as those set out in the Composite Document.

Your attention is also drawn to the "Letter from the Board" on pages 25 to 29, the "Letter from the Independent Board Committee" on pages 30 to 31 and the "Letter from the Independent Financial Adviser" on pages 32 to 62 of the Composite Document.

## THE OFFER

### The Offer

The Offer is made by CICC for and on behalf of the Offeror on the following basis:

**For each Offer Share**

**HK\$6.67 in cash**

The Offeror acquired the Auction Shares at the aggregate bid price of RMB666,835,067.60 (equivalent to HK\$717,976,536.28, based on the Applicable PBOC RMB:HKD Exchange Rate) for the Auction Shares, which represents a consideration of RMB6.19 per Auction Share (equivalent to HK\$6.67 per Auction Share, based on the Applicable PBOC RMB:HKD Exchange Rate).

The Offer Price of HK\$6.67 per Offer Share represents a discount of approximately 9.38% to the closing price of HK\$7.36 per Share as quoted on the Stock Exchange on 13 March 2025, being the Last Undisturbed Date. It also represents a discount of approximately 22.62% to the closing price of HK\$8.62 per Share as quoted on the Stock Exchange on 27 March 2025, being the Last Trading Date and a discount of approximately 0.15% to the closing price of HK\$6.68 per Share as quoted on the Stock Exchange on 24 September 2025, being the Latest Practicable Date.

As at the Latest Practicable Date, the Company has 597,088,700 Shares in issue. The Company does not have any outstanding options, warrants or derivatives or securities which are convertible or exchangeable into Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

The Offer is extended to all holders of the Offer Shares in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer shall be fully paid and free from all Encumbrances and together with all rights and benefits attaching to them as at the date of this Composite Document or subsequently becoming attached to them, including but not limited to the right to receive all dividends, distributions and any return of capital, if any, which may be paid, made or declared or agreed to be made or paid by reference to a record date on or after the date on which the Offer is made, being the date of this Composite Document.

As at the Latest Practicable Date, the Company does not have any declared and unpaid dividend and does not have any intention to announce, declare, make or pay any future dividend, other distribution or return of capital until after the close of the Offer.

## Comparison of the Offer Price

The Offer Price of HK\$6.67 per Offer Share represents:

- (a) a discount of approximately 0.15% over the closing price of the Shares of HK\$6.68 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (b) a premium of approximately 0.54% over the average closing price of the Shares of HK\$6.63 per Share as quoted on the Stock Exchange for the 5 consecutive trading days up to and including Latest Practicable Date;
- (c) a premium of approximately 1.00% over the average closing price of the Shares of HK\$6.60 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Latest Practicable Date;
- (d) a premium of approximately 1.39% over the average closing price of the Shares of HK\$6.58 per Share as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Latest Practicable Date;
- (e) a discount of approximately 0.67% over the average closing price of the Shares of HK\$6.72 per Share as quoted on the Stock Exchange for the 60 consecutive trading days up to and including the Latest Practicable Date;
- (f) a discount of approximately 22.62% over the closing price of the Shares of HK\$8.62 per Share as quoted on the Stock Exchange on the Last Trading Date;
- (g) a discount of approximately 17.78% over the average closing price of the Shares of HK\$8.11 per Share as quoted on the Stock Exchange for the 5 consecutive trading days up to and including Last Trading Date;
- (h) a discount of approximately 16.33% over the average closing price of the Shares of HK\$7.97 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Date;
- (i) a discount of approximately 11.15% over the average closing price of the Shares of HK\$7.51 per Share as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Date;
- (j) a discount of approximately 7.33% over the average closing price of the Shares of HK\$7.20 per Share as quoted on the Stock Exchange for the 60 consecutive trading days up to and including the Last Trading Date;
- (k) a discount of approximately 9.38% over the closing price of the Shares of HK\$7.36 per Share as quoted on the Stock Exchange on the Last Undisturbed Date;

- (l) a discount of approximately 10.30% over the average closing price of the Shares of HK\$7.44 per Share as quoted on the Stock Exchange for the 5 consecutive trading days up to and including Last Undisturbed Date;
- (m) a discount of approximately 9.83% over the average closing price of the Shares of HK\$7.40 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Undisturbed Date;
- (n) a discount of approximately 6.54% over the average closing price of the Shares of HK\$7.14 per Share as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Undisturbed Date;
- (o) a discount of approximately 5.64% over the average closing price of the Shares of HK\$7.07 per Share as quoted on the Stock Exchange for the 60 consecutive trading days up to and including the Last Undisturbed Date; and
- (p) a premium of approximately 8.64% over the 31 December 2024 Net Asset Value Per Share; and
- (q) a premium of approximately 6.41% over the 30 June 2025 Net Asset Value Per Share.

### **Highest and lowest prices**

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$8.62 on 27 March 2025, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$6.38 on 27 August 2025.

### **2022 Share Award Scheme and 2023 Share Award Scheme**

The Company has adopted the 2022 Share Award Scheme and the 2023 Share Award Scheme to recognise the contributions and services of the relevant Share Award Holders to the Company and its subsidiaries.

As at the Latest Practicable Date, the 2022 Company EBT and the 2023 Company EBT together hold 8,097,325 Shares (representing approximately 1.36% of the total issued share capital of the Company), including:

- (a) 2,035,500 EBT Vested Shares (representing approximately 0.34% of the total issued share capital of the Company) which are the underlying Shares in respect of the vested 2022 Share Awards and the vested 2023 Share Awards but have not yet been transferred to such Share Award Holders due to administrative reasons;

- (b) 2,467,500 EBT Allocated Unvested Shares (representing approximately 0.41% of the total issued share capital of the Company) for the purpose of satisfying future vesting of the 2022 Share Awards which have been granted but remain unvested under the 2022 Share Award Scheme; and
- (c) 3,594,325 EBT Unallocated Shares (representing approximately 0.60% of the total issued share capital of the Company) for the purposes of satisfying future grants of the 2022 Share Awards under the 2022 Share Award Scheme.

All EBT Shares held by the 2022 Company EBT and the 2023 Company EBT as at the Latest Practicable Date shall form part of the Offer Shares and be subject to the Offer.

To the extent the Offer being validly accepted, the Offeror shall pay the aggregate consideration for the EBT Shares to the 2022 Share Award Trustee and the 2023 Share Award Trustee, in respect of the valid acceptances received from the 2022 Company EBT and the 2023 Company EBT, respectively.

During the Offer Period, the Company will not adopt any new share incentive schemes.

***Acceptance of the Offer by Share Award Holders and settlement of the consideration for EBT Vested Shares***

Each Share Award Holder can instruct the 2022 Share Award Trustee and/or the 2023 Share Award Trustee on whether to accept the Offer regarding the EBT Vested Shares attributable to such Share Award Holder. The 2022 Share Award Trustee and the 2023 Share Award Trustee will act solely on the instructions from the Share Award Holders and do not have authority to accept the Offer themselves.

The Offeror will pay the relevant consideration for the EBT Vested Shares to the 2022 Share Award Trustee and the 2023 Share Award Trustee, in respect of the valid acceptances received from the 2022 Company EBT and the 2023 Company EBT, respectively.

Each of the 2022 Company EBT and the 2023 Company EBT will, in accordance with the rules of the corresponding Share Award Schemes, pay such amount to the relevant Share Award Holders by reference to the number of EBT Vested Shares attributable to such Share Award Holders on the Latest Practicable Date as soon as practicable after receipt by the 2022 Company EBT and the 2023 Company EBT of the aggregate consideration from the Offeror.

***Acceptance of the Offer by Share Award Holders and settlement of the consideration for EBT Allocated Unvested Shares***

The Board, taking into account recommendations from the remuneration committee of the Board, will instruct the 2022 Share Award Trustee on whether to accept the Offer related to the EBT Allocated Unvested Shares.

The Offeror will pay the relevant consideration for the EBT Allocated Unvested Shares to the 2022 Share Award Trustee, in respect of the valid acceptance received from the 2022 Company EBT.

The 2022 Company EBT will, in accordance with rules of the 2022 Share Award Scheme, pay such amount to the relevant Share Award Holders when such unvested 2022 Share Awards would have become vested according to the existing vesting schedule and conditions under the 2022 Share Award Scheme.

As at the Latest Practicable Date, there are no EBT Allocated Unvested Shares under the 2023 Company EBT.

***Settlement of the consideration for EBT Unallocated Shares***

The Board, taking into account recommendations from the remuneration committee of the Board, will instruct the 2022 Share Award Trustee on whether to accept the Offer related to the EBT Unallocated Shares.

The Offeror will pay the relevant consideration for the EBT Unallocated Shares to the 2022 Share Award Trustee, in respect of the valid acceptances received from the 2022 Company EBT. The consideration will form part of the trust property under the 2022 Company EBT, subject to rules of the 2022 Share Award Scheme.

As at the Latest Practicable Date, there are no EBT Unallocated Shares under the 2023 Company EBT.

**TOTAL CONSIDERATION**

Based on the Offer Price of HK\$6.67 and the 267,722,054 Offer Shares in issue as at the Latest Practicable Date, the maximum amount payable by the Offeror under the Offer will be approximately HK\$1,785,706,100.18 (assuming no further Shares are issued).

**CONFIRMATION OF FINANCIAL RESOURCES**

The consideration payable by the Offeror at the Offer Price will be funded through the internal resources of the Boyu Group. As at the Latest Practicable Date, funds for payment of the maximum amount of cash consideration required to be paid under the Offer have been received by the Offeror.

CICC, the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are available to the Offeror for satisfying in full its payment obligation in respect of the maximum amount of cash consideration required to be paid under the Offer.

## **LISTING STATUS OF THE COMPANY**

If, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 23.4% of the issued Shares, are held by the public, or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) 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.

As at the Latest Practicable Date, the Offeror intends the Company to remain listed on the Stock Exchange. The directors of the Offeror have jointly and severally undertaken to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Company's Shares.

The Offeror has no rights under the laws of the PRC and the articles of association of the Company to compulsorily acquire the Shares that are not tendered for acceptance pursuant to the Offer.

## **REASONS FOR AND BENEFITS OF THE OFFER**

The acquisition of the Auction Shares, which represent approximately 18.05% of the existing issued share capital of the Company, increases the combined shareholding of the Offeror and its Concert Parties in the Company to 55.91%. The Offer will allow the Offeror to further consolidate control over the Company, thereby enhancing decision-making efficiency and overall management effectiveness.

In addition, the Offer provides an immediate liquidity opportunity for the Shareholders, enabling prompt monetization of their investment at the Offer Price.

## **GENERAL INFORMATION**

### **Information on the Offeror and the Boyu Group**

The Offeror is an investment holding company incorporated in Singapore with limited liability. The Offeror is 100% owned by Top Yingchun Investment IV, which is in turn held as to 71.43% by Jubilant Summer Limited, a company held as to 100% by Jubilant Springtime, LP. Jubilant Winter Limited held 100% interests in Jubilant Springtime, LP as its limited partner. Jubilant Season Limited is the general partner of Jubilant Springtime, LP. Both of Jubilant Winter Limited and Jubilant Season Limited are held as to 100% by Boyu Capital Fund V, Pte, Ltd, which is in turn held as to 100% by Boyu Capital Fund V. The general partner of Boyu Capital Fund V is Boyu Capital General Partner V, Ltd., which in turn held as to 100% by Boyu. Boyu is held as to 45.70% by XYXY Holdings Ltd., a company held as to 100% by Mr. Tong Xiaomeng. By virtue of the SFO, each of Top Yingchun Investment IV, Jubilant Summer Limited, Jubilant Springtime, LP, Jubilant Winter Limited, Jubilant Season Limited, Boyu Capital Fund V, Pte, Ltd, Boyu Capital Fund V, Boyu Capital General Partner V, Ltd., Boyu, XYXY Holdings Ltd. and Mr. Tong Xiaomeng are deemed to be interested in the Shares held by the Offeror.

Thematic Bridge is an investment holding company incorporated in Singapore with limited liability, which is owned by funds managed by subsidiaries of Boyu. The ultimate controlling shareholder of Thematic Bridge is Boyu.

Founded in 2011, Boyu Group is an alternative asset management company with a comprehensive collaborative platform, focusing on private equity investment, listed company investment, venture capital investment and real estate and special opportunity investment. Using a theme-driven and long-term oriented approach, Boyu Group provides growth and transformational capital to leading companies in sectors including high technology, healthcare, consumer and business services.

As at the Latest Practicable Date, the managers of Boyu are Yixin, Ltd. (of which Mr. Tong Xiaomeng is the sole shareholder and sole director) and JH Capital Holdings Ltd. (of which Dr. Cheung, Chi Yan Louis is the sole shareholder and sole director). Yixin, Ltd. and JH Capital Holdings Ltd., each as a manager of Boyu, oversees the operations and management of Boyu.

### Information on the Group

The Company is a joint stock company incorporated in the PRC with limited liability. The Group is principally engaged in the provision of space property management services, community value-added services, local catering services and smart living technology solutions in the PRC.

Set out below is a summary of the audited consolidated financial results of the Group for the three financial years ended 31 December 2022, 2023 and 2024 respectively and of unaudited condensed consolidated financial information of the Group for the six months ended 30 June 2024 and 2025 respectively prepared in accordance with the relevant accounting principles and financial regulations applicable to the Hong Kong Financial Reporting Standards:

	Year ended 31 December 2022 (audited) (RMB'000)	Year ended 31 December 2023 (audited) (RMB'000)	Year ended 31 December 2024 (audited) (RMB'000)	Six months ended 30 June 2024 (unaudited) (RMB'000)	Six months ended 30 June 2025 (unaudited) (RMB'000)
Profit/(Loss) before income tax	(2,001,393)	(1,119,545)	(546,798)	(184,646)	100,359
Profit/(Loss) and total comprehensive income for the year/period	(1,839,935)	(981,661)	(550,976)	(190,301)	72,268



Set out below is further information regarding the Company as at 31 December 2022, 2023 and 2024 and 30 June 2025 respectively.

	As at 31 December 2022 <i>(audited)</i> <i>(RMB'000)</i>	As at 31 December 2023 <i>(audited)</i> <i>(RMB'000)</i>	As at 31 December 2024 <i>(audited)</i> <i>(RMB'000)</i>	As at 30 June 2025 <i>(unaudited)</i> <i>(RMB'000)</i>
Net asset value (excluding non-controlling interests)	5,326,783	4,077,934	3,351,752	3,421,922
Net asset value per Share (excluding non-controlling interests)	8.16	6.38	5.61	5.73

### ***Shareholding structure of the Company***

The shareholding structure of the Company as at the date of the Announcement and the Latest Practicable Date is as follows:

Name of Shareholders	As at the date of the Announcement		As at the Latest Practicable Date	
	Approximate% Number of Shares	of Shares in issue	Approximate% Number of Shares	of Shares in issue
The Offeror	143,626,500	24.05%	251,424,375	42.11%
Thematic Bridge	77,942,271	13.05%	77,942,271	13.05%
Other members of the Boyu Group	4,480,200	0.75%	4,480,200	0.75%
<b>Subtotal</b>	<u>226,048,971</u>	<u>37.86%</u>	<u>333,846,846</u>	<u>55.91%</u>
The Offeror and its Concert Parties	226,048,971	37.86%	333,846,846	55.91%
Jinke Property ( <i>Note 1</i> )	162,977,875	27.30%	500,000	0.08%
2022 Company EBT	7,097,325	1.19%	7,097,325	1.19%
2023 Company EBT ( <i>Note 2</i> )	11,849,800	1.98%	1,000,000	0.17%
Hengye Meihao ( <i>Note 3</i> )	50,516,464	8.46%	50,516,464	8.46%
Xia Shaofei ( <i>Note 4</i> )	310,000	0.05%	310,000	0.05%
Other public Shareholders	<u>138,288,265</u>	<u>23.16%</u>	<u>203,818,065</u>	<u>34.14%</u>
<b>Total:</b>	<u>597,088,700</u>	<u>100%</u>	<u>597,088,700</u>	<u>100%</u>

#### ***Notes:***

- As disclosed in the joint announcement on 19 September 2025 issued by the Offeror and the Company, the Offeror was notified by CSDC at around 16:45 on 18 September 2025 that the Auction Shares Transfer involving the transfer of 107,797,875 Auction Shares held by Jinke Property to the Offeror had been completed. In addition, 32,680,000 Shares and 22,000,000 Shares held by Jinke Property which were subject to a public auction conducted by the Administrator of Jinke Property under the supervision of Chongqing Fifth Intermediate People's Court were transferred to Beijing Oriental Yuhong Waterproof

Technology Co., Ltd. and Chongqing Zhongxun Jintong Investment (Group) Company Ltd. on 25 June 2025. Beijing Oriental Yuhong Waterproof Technology Co., Ltd. and Chongqing Zhongxun Jintong Investment (Group) Company Ltd. are independent of, and not acting in concert with, the Offeror. As at the Latest Practicable Date, Beijing Oriental Yuhong Waterproof Technology Co., Ltd. and Chongqing Zhongxun Jintong Investment (Group) Company Ltd. hold 28,405,100 Shares and 22,000,000 Shares, representing approximately 4.76% and 3.68% of the issued share capital of the Company.

2. As at the Latest Practicable Date, among the 1,000,000 Shares held by the 2023 Company EBT, Mr. Xia Shaofei (an executive Director) and Mr. Shi Cheng (a former non-executive Director, whose resignation took effect on 24 September 2025) are each interested in 224,500 Shares and 52,600 Shares, respectively. These holdings represent approximately 0.04% and 0.01% of the issued share capital of the Company, respectively. None of them are acting in concert with the Offeror.
3. Of the 50,516,464 Shares held by Hengye Meihao, 14,865,238 Shares, representing approximately 2.49% of the total issued share capital of the Company, were pledged to the Offeror to secure the debt under the Jinke Property Facility Agreement.
4. Mr. Xia Shaofei is an executive Director and is an Independent Shareholder who is not acting in concert with the Offeror. Except as disclosed in the Composite Document, no other Directors hold Shares in the Company.

### **Change in Board Composition**

Reference is made to the announcement dated 24 September 2025. Mr. Shi Cheng has, with effect from 24 September 2025, resigned as a non-executive Director and as a member of the audit committee of the Company due to the change of work arrangements. As stated in the aforementioned announcement, the Executive has granted its consent to Mr. Shi Cheng's resignation pursuant to Rule 7 of the Takeovers Code on 24 September 2025 and Mr. Shi Cheng's resignation has taken effect from 24 September 2025.

### **Independent Board Committee**

As mentioned in the Announcement, the Independent Board Committee, which comprises Ms. Yuan Lin, Ms. Xiao Huilin and Mr. Tung Woon Cheung Eric, being all the independent non-executive Directors, has been established by the Board to make a recommendation to the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to acceptance of the Offer.

As Ms. Lin Ke, Mr. Wu Xiaoli and Mr. Qi Shihao, each a non-executive Director, are nominated by the Offeror and are therefore associated with the Boyu Group, they have a direct or indirect interest in the Offer for the purposes of Rule 2.8 of the Takeovers Code and have accordingly excused themselves from being members of the Independent Board Committee.

### **Independent Financial Adviser to the Independent Board Committee**

The Independent Board Committee has engaged the Independent Financial Adviser to advise it in connection with the Offer and as to whether the Offer is, or is not, fair and reasonable and as to acceptance of the Offer. For details of the Independent Financial Adviser's advice, please see pages 32 to 62 of the Composite Document.

**No dividend or other distribution**

As at the Latest Practicable Date, the Company has no outstanding dividend or other distribution that has been declared, made but not yet paid. In addition, the Company does not intend to declare, pay and/or make any dividend or other distribution on the Shares during the Offer Period.

**Intention of the Offeror with regard to the Company**

It is the intention of the Offeror to continue with the existing businesses of the Group and the Offeror does not intend to introduce any major changes to the businesses of the Group. Accordingly, there will be no material change to the existing businesses or the employment of the existing employees of the Group as a result of the Offer. As at the Latest Practicable Date, the Offeror has not formulated any concrete plans for the redeployment of fixed assets of the Group and does not intend to nominate or appoint any new directors to the Board. For the long-term commercial justification of the Offer, please refer to the section headed “Reasons for and Benefits of the Offer” of this letter.

In addition, the Offeror has no intention to dispose of the assets of the Company other than those in the ordinary and usual course of business. As at the Latest Practicable Date, the Offeror, being a financial investor, has not formulated any concrete plans for any material disposal of assets of the Group.

**Further terms of the Offer**

Under the terms of the Offer, the Offer Shares will be acquired with all rights attached thereto as at the date of the Composite Document or which subsequently become attached thereto, including the right to receive in full all dividends and other distributions, if any, declared, made or paid, on or after the date of the Composite Document, and free from Encumbrances.

***Hong Kong stamp duty***

Sellers’ ad valorem stamp duty arising in connection with acceptance of the 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 Offer Shares and will be deducted from the cash amount due to such accepting Shareholder. The Offeror will pay the buyer’s ad valorem stamp duty on its own behalf and, subject to such deduction aforesaid will be responsible to account to the Stamp Office of Hong Kong for all the stamp duty payable for the sale and purchase of the Offer Shares which are validly tendered for acceptance under the Offer.

## **General matters relating to the Offer**

### ***Availability of the Offer***

The making and implementation of the Offer to Shareholders who are not resident in Hong Kong may be subject to the laws of the relevant jurisdictions in which such Shareholders are located. Such Shareholders should inform themselves about and observe any applicable legal or regulatory requirements. Overseas Shareholders who wish to take any action in relation to the Offer are solely responsible for ensuring full compliance with the laws and regulations of the relevant jurisdictions. This includes obtaining any necessary governmental, exchange control, or other consents, fulfilling all required formalities or legal obligations, and paying any applicable issue, transfer, or other taxes in connection with accepting the Offer in such jurisdiction.

Acceptance of the Offer by such Overseas Shareholders will be deemed to constitute a representation and warranty from such Overseas Shareholders to the Offeror and its advisers and agents that the local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt.

The Offeror will comply with the requirements of the Takeovers Code in respect of Overseas Shareholders.

### ***Settlement of consideration***

The Offer Price (after deducting stamp duty) payable for the Offer Shares tendered under the Offer will be settled within 7 Business Days after the date of receipt of a complete and valid acceptance of the Offer in accordance with Rule 20.1 of the Takeovers Code.

### ***Taxation advice***

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror and its Concert Parties, the Company, CICC, and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

### ***Further agreements or arrangements***

The Offeror confirms that, as at the Latest Practicable Date:

- (a) other than the Offer, there are no arrangements of the kind referred to in Note 8 to Rule 22 of the Takeovers Code which exist between the Offeror, or its Concert Parties, and any other person;

- (b) there are no agreements or arrangements to which the Offeror is party which relate to circumstances in which it may or may not invoke or seek to invoke any pre-condition or condition to the Offer;
- (c) there is no agreement or arrangement in relation to outstanding derivatives in respect of the securities in the Company which has been entered into by the Offeror or its Concert Parties; and
- (d) the Offeror and its Concert Parties have not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

***Interest and dealings of the Offeror and its Concert Parties in the Company***

As at the Latest Practicable Date:

- (a) Save for the 333,846,846 Shares owned by the Offeror and its Concert Parties, none of the Offeror nor any of its Concert Parties owns or controls or has directions over any Shares or voting rights of the Company, or any convertible securities, warrants or options (or other outstanding derivatives) in respect of the Shares;
- (b) None of the Offeror nor any of its Concert Parties, has dealt for value in any Shares, convertible securities, warrants or options in the Company or any derivatives in respect of such securities in the six months prior to the date of the Announcement and up to and including the Latest Practicable Date;
- (c) Other than the Offer Price to be paid by the Offeror for each Offer Share, there is no other consideration, compensation or benefit in whatever form paid or to be paid by the Offeror or any of its Concert Parties to the holders of the Offer Shares in connection with the Offer; and
- (d) Save for the Jinke Property Facility Agreement and the Facility-related Share Pledges to secure the Jinke Property Facility Agreement, there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i) any Shareholder; and (ii)(a) the Offeror and any of its Concert Parties, or (ii)(b) the Company, its subsidiaries or associated companies.

CICC is the financial adviser to the Offeror in connection with the Offer. Accordingly, CICC and the relevant members of the CICC group which hold Shares on their own account or on a discretionary managed basis 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 members of the CICC group which are exempt principal traders or exempt fund managers, in each case recognised by the Executive as such for the purpose of the Takeovers Code). Members of the CICC group which

are exempt principal traders and exempt fund managers which are connected for the sole reason that they control, are controlled by or are under the same control as CICC are not presumed to be acting in concert with the Offeror.

### **Composite Document**

This Composite Document has been prepared for the purposes of complying with the laws of Hong Kong, the Takeovers Code and the Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this Composite Document had been prepared in accordance with the laws of jurisdictions outside Hong Kong.

All documents and remittances to be sent to the Offer Shareholders will be sent to them by ordinary post at their own risk. Such documents and remittances will be sent to the Offer Shareholders at their respective addresses as they appear in the Register of Members (or, in the case of joint Shareholders, to such Shareholder whose name appears first in the Register of Members). The Company, the Offeror and parties acting in concert with it, CICC, the Independent Financial Adviser, the Registrar and their respective ultimate beneficial owners, directors, officers, agents or associates or any other persons involved in the Offer will not be responsible for any loss or delay in transmission or any other liabilities that may arise as a result thereof or in connection therewith.

### **RECOMMENDATION AND ADDITIONAL INFORMATION**

Your attention is drawn to the “Letter from the Board” on pages 25 to 29, the “Letter from the Independent Board Committee” on pages 30 to 31 and the “Letter from the Independent Financial Adviser” on pages 32 to 62, all of which are contained in the Composite Document, in relation to their recommendations and/or advice regarding the Offer.

Your attention is also drawn to the additional information set out in the appendices which form part of the Composite Document.

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**LETTER FROM CICC**

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Yours faithfully,  
For and on behalf of  
**China International Capital Corporation**  
**Hong Kong Securities Limited**



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David Ching  
*Executive Director*