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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Tse Sui Luen Jewellery (International) Limited, you should at once hand this circular to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**T S L | 謝 瑞 麟**  
**TSE SUI LUEN JEWELLERY (INTERNATIONAL) LIMITED**  
**謝 瑞 麟 珠 寶 (國 際) 有 限 公 司 \***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 417)**

**MAJOR TRANSACTION  
CONSTRUCTION AGREEMENT**

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A letter from the Board is set out on pages 3 to 7 of this circular.

The transaction being the subject matter of this circular has been approved by written Shareholder's approval pursuant to the Listing Rules and this circular is being despatched to the Shareholders for information purposes only.

\* *For identification purpose only*

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## DEFINITIONS

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

“associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“close associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Company”	Tse Sui Luen Jewellery (International) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Consideration”	the total consideration payable by TSL Guangzhou to the Contractor under the Construction Agreement
“Construction Agreement”	the construction agreement dated 4 August 2022 entered into between TSL Guangzhou and the Contractor in relation to the Construction Project
“Construction Project”	the construction of a new factory together with ancillary facilities in accordance with the terms and conditions of the Construction Agreement
“Contractor”	廣州市機電安裝有限公司 (Guangzhou Mechanical & Electrical Installation Co., Ltd. <sup>#</sup> ), a company established under the laws of the PRC as a limited liability company
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Land”	a piece of land located at 中國廣州市番禺區沙灣鎮福涌村 (Fuchong Village, Shawan Town, Panyu District, Guangzhou City, the PRC <sup>#</sup> )
“Latest Practicable Date”	19 August 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

<sup>#</sup> *Unofficial translation*

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“Partner Logistics”	Partner Logistics Limited, a company incorporated in the British Virgin Islands with limited liability, being the controlling shareholder of the Company as at the Latest Practicable Date
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of the Shares
“Shares”	ordinary shares of HK\$0.25 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning as ascribed to it under the Listing Rules
“TSL Guangzhou”	謝瑞麟(廣州)珠寶有限公司 (Tse Sui Luen (Guangzhou) Jewellery Company Limited <sup>#</sup> ), a company incorporated under the laws of the PRC as a limited liability company and an indirect wholly-owned subsidiary of the Company
“%”	per cent

*For the purpose of this circular, unless otherwise indicated, the exchange rate of RMB1 = HK\$1.16 has been used, where applicable, for illustration purpose only and it does not constitute any representation that any amount has been, could have been or may be exchanged at that rate or at any other rate.*

<sup>#</sup> *Unofficial translation*

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LETTER FROM THE BOARD

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**T S L | 謝瑞麟**

**TSE SUI LUEN JEWELLERY (INTERNATIONAL) LIMITED**

**謝瑞麟珠寶(國際)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 417)**

*Executive Directors:*

Ms. Yau On Yee, Annie

*(Chairman and Chief Executive Officer)*

Ms. Ng Yi Kum, Estella

*(Deputy Chairman, Chief Strategy Officer &  
Chief Financial Officer and Company Secretary)*

*Principal place of business*

*in Hong Kong:*

Ground Floor, Block B

Summit Building

30 Man Yue Street

Hunghom, Kowloon

Hong Kong

*Independent Non-executive Directors:*

Mr. Chui Chi Yun, Robert

Mr. Chan Yue Kwong, Michael

Mr. Chow Chee Wai, Christopher

24 August 2022

*To the Shareholders*

Dear Sir or Madam,

**MAJOR TRANSACTION  
CONSTRUCTION AGREEMENT**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 4 August 2022 in respect of the Construction Agreement entered into between TSL Guangzhou (an indirect wholly-owned subsidiary of the Company) and the Contractor in relation to the construction of a new factory together with ancillary facilities on the Land for the Group's own use at the Consideration of RMB84,950,000 (equivalent to approximately HK\$98,542,000), subject to adjustments (if any).

The purpose of this circular is to provide you with, among other matters, further details of the Construction Agreement and other information as required under the Listing Rules.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### CONSTRUCTION AGREEMENT

The principal terms of the Construction Agreement are as follows:

#### **Date**

4 August 2022

#### **Parties**

- (1) TSL Guangzhou; and
- (2) the Contractor

#### **Subject matter**

The Contractor will act as the main contractor in providing construction services to TSL Guangzhou in respect of the Construction Project on the Land.

#### **Consideration**

The Consideration of RMB84,950,000 (equivalent to approximately HK\$98,542,000) is tax inclusive and subject to adjustments under certain situations stipulated in the Construction Agreement. The Company considers that the adjustment terms in the Construction Agreement are customary in construction agreements of similar nature. The Company will monitor the amount of adjustment (if any) and where necessary, comply with the requirements under Chapter 14 of the Listing Rules.

The Construction Agreement was awarded to the Contractor after a tendering process, and the Consideration was determined after arm's length negotiations between TSL Guangzhou and the Contractor based on the bid price submitted by the Contractor. In determining the Consideration, the Group has assessed the expected scope and complexity of the construction works to be undertaken, the estimated material and labour costs, and the prevailing market prices of construction works with similar scale and complexity. Accordingly, the Directors (including the independent non-executive Directors) consider that the Consideration is fair and reasonable.

#### **Payment terms**

TSL Guangzhou will pay the Consideration to the Contractor based on the following scheduled construction progress:

- (1) 10% of the Consideration (being RMB8,495,000, equivalent to HK\$9,854,000 approximately) shall be paid within 30 days after signing of the Construction Agreement;

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## LETTER FROM THE BOARD

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- (2) 10% of the Consideration (being RMB8,495,000, equivalent to HK\$9,854,000 approximately) shall be paid within 1 month after the base construction has passed the quality inspection;
- (3) 30% of the Consideration (being RMB25,485,000, equivalent to HK\$29,563,000 approximately) shall be paid within 1 month after the concrete surface is completed;
- (4) 20% of the Consideration (being RMB16,990,000, equivalent to HK\$19,708,000 approximately) shall be paid within 1 month after the main structure is completed;
- (5) 15% of the Consideration (being RMB12,743,000, equivalent to HK\$14,782,000 approximately) shall be paid within 1 month after the masonry structure is completed;
- (6) 10% of the Consideration (being RMB8,495,000, equivalent to HK\$9,854,000 approximately) shall be paid within 1 month after the construction works are completed and have passed the quality inspection; and
- (7) 5% of the Consideration (being RMB4,247,000, equivalent to HK\$4,927,000 approximately) shall be paid within 1 month after the Contractor has provided TSL Guangzhou with the quality assurance (being a letter of guarantee) issued by a bank following the completion and acceptance of the construction works.

### **Guarantee**

Within 15 days of the signing of the Construction Agreement, the Contractor shall provide TSL Guangzhou with (i) a performance guarantee issued by a bank in an amount equivalent to 5% of the Consideration (being RMB4,247,000, equivalent to HK\$4,927,000 approximately); and (ii) an advance payment guarantee issued by a bank in an amount equivalent to 10% of the Consideration (being RMB8,495,000, equivalent to HK\$9,854,000 approximately).

### **Construction period**

The Construction Project is expected to be completed within 350 days from the commencement date pursuant to the Construction Agreement.

### **REASONS FOR AND BENEFITS OF ENTERING INTO THE CONSTRUCTION AGREEMENT**

As disclosed in the announcement of the Company dated 25 July 2019, the Group had acquired the Land with the intention of constructing a new factory together with ancillary facilities for the Group's own use. The construction of the new factory and ancillary facilities, which will be equipped with more advanced and automated machineries, will not only enhance the Group's production capacity and efficiency, but also will facilitate the innovation of new quality products and enrich the product portfolio of the Group. Upon the completion of the Construction Project, the Board expects that this will become the Group's headquarters and logistics centre in the PRC, which is in line with the Group's overall business strategy and laying a solid foundation for the Group's long-term development.

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## LETTER FROM THE BOARD

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TSL Guangzhou has selected the Contractor through a tendering process, through which six bids were received, and the Construction Agreement was awarded to the Contractor after an assessment of the technical expertise, experience, reputation and proposed construction price of the bidders. Based on the information available, the Contractor is part of a PRC construction group which has been established for more than 60 years and has engaged in various large-scale construction projects across Guangzhou, the PRC with good standing and healthy financial position.

In view of the above, the Board considers that the Construction Agreement was entered into on normal commercial terms, and that the terms of the Construction Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **FINANCIAL EFFECTS OF ENTERING INTO THE CONSTRUCTION AGREEMENT**

The Consideration will be financed by the internal resources and bank borrowings of the Group. Upon the completion of the Construction Project, the Group's non-current assets is expected to increase by around the same amount as the Consideration; while the Group's liabilities is expected to increase by the amount borrowed under the bank facilities. The net asset value of the Group is expected to remain at a similar level without material changes as the increase in non-current assets will be offset by the decrease in cash and increase in bank borrowings.

While there will not be any immediate material impact on the Group's earnings, the Directors believe that the completion of the Construction Project would have a positive impact on the Group's revenue in the long run.

### **GENERAL INFORMATION OF THE PARTIES**

The Company is an investment holding company with its principal subsidiaries engaged in the manufacturing, design, trading and retailing of jewellery products. TSL Guangzhou is an indirect wholly-owned subsidiary of the Company incorporated under the laws of the PRC as a limited liability company. Its principal business activities are jewellery manufacturing, distribution and franchising.

The Contractor is a company established under the laws of the PRC as a limited liability company, and is principally engaged in construction contracting. Based on publicly available information and to the best knowledge, information and belief of the Directors as at the Latest Practical Date, the Contractor is an indirect wholly-owned subsidiary of 廣州市建築集團有限公司 (Guangzhou Municipal Construction Group Co., Ltd.), which is a PRC state-owned construction company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Contractor and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

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## LETTER FROM THE BOARD

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### IMPLICATIONS UNDER THE LISTING RULES

As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the Construction Agreement exceeds 25% but is less than 100%, the entering into of the Construction Agreement constitutes a major transaction of the Company and is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has any material interest in the Construction Agreement and the transactions contemplated thereunder, therefore no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Construction Agreement and the transactions contemplated thereunder.

Pursuant to Rule 14.44 of the Listing Rules, in lieu of holding a general meeting, Shareholder's written approval of the Construction Agreement and the transactions contemplated thereunder has been obtained from Partner Logistics, which held 180,691,775 Shares, representing approximately 72.51% of the issued share capital of the Company as at the Latest Practicable Date. Accordingly, no general meeting will be convened by the Company for approving the Construction Agreement and the transactions contemplated thereunder.

### RECOMMENDATION

Although no general meeting will be convened, the Directors (including the independent non-executive Directors) consider that Construction Agreement was entered into on normal commercial terms, and that the terms of the Construction Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole. If a general meeting was to be convened for approving the Construction Agreement, the Board would recommend the Shareholders to vote in favour of the resolution(s) to approve the Construction Agreement and the transactions contemplated thereunder at such general meeting.

### ADDITIONAL INFORMATION

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

Yours faithfully,  
By Order of the Board  
**Tse Sui Luen Jewellery (International) Limited**  
**Yau On Yee, Annie**  
*Chairman*

## 1. FINANCIAL INFORMATION OF THE GROUP

Details of the financial information of the Group for each of the three years ended 31 March 2020, 2021 and 2022 are disclosed in the annual reports of the Company for the years ended 31 March 2020, 2021 and 2022 respectively, which have been published and are available on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tslj.com](http://www.tslj.com)):

- annual report of the Company for the year ended 31 March 2020 (pages 77 to 203)  
<https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0722/2020072200554.pdf>
- annual report of the Company for the year ended 31 March 2021 (pages 75 to 211)  
<https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0720/2021072000635.pdf>
- annual report of the Company for the year ended 31 March 2022 (pages 80 to 227)  
<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0720/2022072000632.pdf>

## 2. INDEBTEDNESS STATEMENT

As at the close of business on 30 June 2022, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the indebtedness of the Group was approximately HK\$1,237,154,000 comprising:

- (a) secured bank borrowings of approximately HK\$1,030,474,000;
- (b) unsecured bank borrowings of approximately HK\$50,000,000; and
- (c) lease liabilities of approximately HK\$156,680,000.

As at 30 June 2022, the Group had outstanding bank borrowings of approximately HK\$1,080,474,000, among of which HK\$1,030,474,000 were secured by the Group's land and buildings and investment properties in Hong Kong and pledged time deposits.

Lease liabilities of approximately HK\$156,680,000 as at 30 June 2022 represented the present value of lease payments to be made over the lease term by the Group as lessee.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities and normal trade and other payables in the ordinary course of business, at the close of business on 30 June 2022, the Group did not have any other debt securities issued and outstanding, and authorised or otherwise created but unissued term loans, other borrowings, indebtedness in the nature of borrowings, bank overdrafts, liabilities under acceptances (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, hire purchase commitments, which are either guaranteed, unguaranteed, secured or unsecured, guarantees or other material contingent liabilities outstanding on 30 June 2022.

**3. MATERIAL ADVERSE CHANGE**

As at the Latest Practicable Date, the Directors confirm that there was no material adverse change in the financial or trading position of the Group since 31 March 2022, being the date to which the latest published audited consolidated financial statements of the Group were made up.

**4. WORKING CAPITAL**

The Directors, after due and careful enquiry and also taking into account the financial resources currently available to the Group (including available banking facilities) and the effect of entering into the Construction Agreement, are of the opinion that the Group has sufficient working capital for its present requirements for at least the next 12 months from the date of this circular.

**5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

Business operation in Mainland China has always been and will continue to be the key contributor of the Group's revenue and growth. As disclosed in the annual report of the Company for the year ended 31 March 2022, the turnover of the Group increased by 4.5% from HK\$2,648,600,000 to HK\$2,767,800,000 mainly due to the Group's business in Mainland China gradually returning to pre-pandemic levels during the first three quarters of the year ended 31 March 2022, driven by the reviving economy and rising consumer sentiment. Although the economic rebound and our sales recovery in Mainland China has been interrupted by the sporadic outbreaks in certain regions since early 2022, the implementation of stringent containment measures has effectively curbed the local spread of epidemic and it is expected that the epidemic situation would be under control.

Looking forward, the Group will strive to enhance production efficiency and product offering in order to grasp the business opportunities in Mainland China and sustain long-term growth of the Group. The Board remains cautiously optimistic towards the Group's performance, and considers that the construction of the new factory and ancillary facilities will be beneficial to the Group and the Shareholders in the future.

## 1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## 2. DISCLOSURE OF INTERESTS

### (a) Directors and Chief Executive of the Company

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive and/or their respective associates of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO, which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

#### *Interests and long positions in the Shares*

Name of Director	Ordinary shares of HK\$0.25 each					Approximate percentage of total issued share capital
	Personal interest	Family interest	Corporate interest	Derivative interest (share options)	Other interest	
Yau On Yee, Annie	130,553	180,691,775 (Note) 5,219 (Note)	–	–	–	72.57%

*Note:* 180,691,775 ordinary shares of the Company are held by Partner Logistics, a company which is owned and controlled by Blink Technology Limited. Blink Technology Limited is wholly and beneficially owned by Mr. Tse Tat Fung, Tommy, the spouse of Ms. Yau On Yee, Annie, an executive Director. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the shares of the Company held by Partner Logistics.

5,219 ordinary shares of the Company are held by Mr. Tse Tat Fung, Tommy. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the shares of the Company held by Mr. Tse Tat Fung, Tommy.

Save as disclosed above, as at the Latest Practical Date, none of the Directors, chief executive and their respective associates of the Company had any other interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which required notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were required pursuant to section 352 of the SFO to be entered in the register maintained by the Company, or which were required pursuant to the Model Code to be notified to the Company and the Stock Exchange.

**(b) Substantial Shareholders**

So far as known to the Directors or the chief executive of the Company, as at the Latest Practicable Date, the interests, all being long positions, of any substantial Shareholders or other persons (not being Directors or chief executive of the Company) in the shares and/or underlying shares of the Company which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

		<b>Ordinary shares of HK\$0.25 each</b>		
<b>Name</b>	<b>Capacity</b>	<b>Number of ordinary shares</b>	<b>Approximate percentage of total issued share capital</b>	
(i) Partner Logistics <i>(Note 1)</i>	Beneficial owner	180,691,775	72.51%	
(ii) Blink Technology Limited <i>(Note 1)</i>	Interest of controlled corporation	180,691,775	72.51%	
(iii) Tse Tat Fung, Tommy <i>(Note 1)</i>	Interest of controlled corporation	180,691,775	72.57%	
	Interest of spouse	130,553		
	Beneficial owner	5,219		
(iv) Rosy Blue Overseas Holdings Limited <i>(Note 2)</i>	Interest of controlled corporation	180,691,775	72.51%	
(v) Rosy Blue Jewellery (HK) Limited <i>(Note 2)</i>	Interest of controlled corporation	180,691,775	72.51%	
(vi) Prime Investments S.A. <i>(Note 2)</i>	Interest of controlled corporation	180,691,775	72.51%	
(vii) Elmas Hong Kong Limited <i>(Note 2)</i>	Trustee	180,691,775	72.51%	

*Notes:*

- 180,691,775 ordinary shares of the Company are held by Partner Logistics, a company which is owned and controlled by Blink Technology Limited. Blink Technology Limited is wholly and beneficially owned by Mr. Tse Tat Fung, Tommy, the spouse of Ms. Yau On Yee, Annie, an executive Director. By virtue of the SFO, Blink Technology Limited, Ms. Yau On Yee, Annie and Mr. Tse Tat Fung, Tommy are deemed to be interested in all the shares of the Company held by Partner Logistics.

130,553 ordinary shares of the Company are held by Ms. Yau On Yee, Annie. By virtue of the SFO, Mr. Tse Tat Fung, Tommy is deemed to be interested in all the shares of the Company held by Ms. Yau On Yee, Annie.

5,219 ordinary shares of the Company are held by Mr. Tse Tat Fung, Tommy.

2. These ordinary shares of the Company, relating to the same block of shares mentioned in note 1 above, are held by Partner Logistics, a company which is owned and controlled by Blink Technology Limited. Rosy Blue Overseas Holdings Limited is the preference shareholder of Partner Logistics. Rosy Blue Overseas Holdings Limited is wholly owned by Rosy Blue Jewellery (HK) Limited, which in turn is wholly owned by Prime Investments S.A.. Elmas Hong Kong Limited is the trustee of a discretionary trust, which holds all interests of Prime Investments S.A.. By virtue of the SFO, each of Rosy Blue Overseas Holdings Limited, Rosy Blue Jewellery (HK) Limited, Prime Investments S.A. and Elmas Hong Kong Limited, is deemed to be interested in all the shares of the Company held by Partner Logistics.

Save as disclosed above, as at the Latest Practical Date, the Company had not been notified of any persons who had interests or short positions in the shares and/or underlying shares of the Company, which were required to be recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

### **3. COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors nor any of their respective close associates had any interest in any business which competes or was likely to compete, either directly or indirectly, with the business of the Group.

### **4. DIRECTORS' SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any other member of the Group (excluding contracts expiring or determinable by the Company or any member of the Group within one year without payment of compensation (other than statutory compensation)).

### **5. DIRECTORS' INTEREST IN CONTRACTS AND ASSETS OF THE GROUP**

As at the Latest Practicable Date,

- (a) none of the Directors was materially interested in any contract or arrangement subsisting and which was significant in relation to the business of the Group; and
- (b) none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2022, being the date to which the latest published audited consolidated financial statements of the Group were made up.

**6. MATERIAL CONTRACTS**

Save for the Construction Agreement, no material contracts (not being contracts entered into in the ordinary course of business of the Group) had been entered into by any member of the Group within the two years immediately preceding the Latest Practicable Date.

**7. LITIGATION**

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, no member of the Group was engaged in any litigation or claim of material importance, and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

**8. GENERAL**

- (a) The company secretary of the Company is Ms. Ng Yi Kum, Estella, who is an associate member of the Hong Kong Chartered Governance Institute and a fellow member of the Hong Kong Institute of Certified Public Accountants.
- (b) The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (c) The Company's head office and principal place of business in Hong Kong is situated at Ground Floor, Block B, Summit Building, 30 Man Yue Street, Hunghom, Kowloon, Hong Kong.
- (d) The Company's branch share registrar and transfer office in Hong Kong is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (e) In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

**9. DOCUMENTS ON DISPLAY**

Copy of the following document will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tslj.com](http://www.tslj.com)) for a period of 14 days from the date of this circular:

- (a) the Construction Agreement.