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英皇集團(國際)有限公司*
Emperor International Holdings Limited
(Incorporated in Bermuda with limited liability)
(Stock Code : 163)



英皇鐘錶珠寶有限公司
EMPEROR WATCH & JEWELLERY LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code : 887)

CONTINUING CONNECTED TRANSACTIONS

SURRENDER AGREEMENT AND SUPPLEMENTAL TENANCY AGREEMENTS IN RELATION TO EXISTING TENANCY AGREEMENTS

The board of directors of Emperor International and Emperor W&J announce that on 31 August 2015, (i)(a) Richorse, (b) Planwing and (c) Gold Pleasure, Total Treasure, Gold Cheer and Happy Rain, each as landlord entered into (a) First, Second and Third Supplemental Tenancy Agreements; (b) Fourth Supplemental Tenancy Agreement; and (c) Fifth Supplemental Tenancy Agreement respectively; and (ii) Planwing as landlord entered into the Surrender Agreement with Beauty Royal as tenant in relation to the Sixth Tenancy Agreement.

Emperor International and Emperor W&J are indirectly controlled by the AY Trust. Each of Richorse, Planwing, Gold Pleasure, Total Treasure, Gold Cheer and Happy Rain is an indirect wholly-owned subsidiary of Emperor International. Beauty Royal is an indirect wholly-owned subsidiary of Emperor W&J. As such, Beauty Royal is a connected person of Emperor International whilst each of Richorse, Planwing, Gold Pleasure, Total Treasure, Gold Cheer and Happy Rain is a connected person of Emperor W&J under Chapter 14A of the Listing Rules. Accordingly, the Supplemental Tenancy Agreements constitute continuing connected transactions for both Emperor International and Emperor W&J.

As the applicable percentage ratios on an annual basis calculated with reference to the revised aggregate annual caps of both Emperor International and Emperor W&J are more than 0.1% but less than 5%, the Supplemental Tenancy Agreements are subject to the announcement, reporting and annual review requirements, but are exempt from the approval of the respective independent shareholders of both Emperor International and Emperor W&J under Chapter 14A of the Listing Rules.

Upon the entering into of the Surrender Agreement, the tenancy under the Sixth Tenancy Agreement is to be terminated, accordingly, Emperor International and Emperor W&J are subject to the announcement requirement under the Note to Rule 14A.35 of the Listing Rules.

SUPPLEMENTAL TENANCY AGREEMENTS

On 31 August 2015 (after trading hours), Beauty Royal as tenant and (a) Richorse, (b) Planwing, and (c) Gold Pleasure, Total Treasure, Gold Cheer and Happy Rain, each as landlord respectively entered into five supplemental tenancy agreements to the relevant Existing Tenancy Agreements.

- (1) Under the First Supplemental Tenancy Agreement entered into between Richorse and Beauty Royal in relation to the tenancy of the First Property, the monthly rental and effective monthly rental has been revised from HK\$1,980,000.00 to HK\$1,386,000.00 and from HK\$1,898,387.10 to HK\$1,386,000.00 respectively for the remaining term from 1 October 2015 to 22 October 2017;
- (2) Under the Second Supplemental Tenancy Agreement entered into between Richorse and Beauty Royal in relation to the tenancy of the Second Property, the monthly rental and effective monthly rental has been revised from HK\$1,860,000.00 to HK\$1,302,000.00 and from HK\$1,860,000.00 to HK\$1,302,000.00 respectively for the remaining term from 1 October 2015 to 30 June 2017;
- (3) Under the Third Supplemental Tenancy Agreement entered into between Richorse and Beauty Royal in relation to the tenancy of the Third Property, the monthly rental (a) for the period from 1 October 2015 to 22 October 2015 has been revised from HK\$5,000,000.00 to HK\$3,500,000.00; (b) for the period from 23 October 2015 to 22 October 2016 has been revised from HK\$5,250,000.00 to HK\$3,675,000.00; and (c) for the period from 23 October 2016 to 22 October 2017 has been revised from HK\$5,500,000.00 to HK\$3,850,000.00. The effective monthly rental has been revised from HK\$5,111,111.11 to HK\$3,754,960.84 respectively for the period from 1 October 2015 to 22 October 2017;
- (4) Under the Fourth Supplemental Tenancy Agreement entered into between Planwing and Beauty Royal in relation to the tenancy of the Fourth Property, the monthly rental and effective monthly rental has been revised from HK\$3,500,000.00 to HK\$2,450,000.00 and from HK\$3,090,308.00 to HK\$2,284,269.02 respectively for the period from 1 October 2015 to 11 September 2017; and
- (5) Under the Fifth Supplemental Tenancy Agreement entered into between Gold Pleasure, Total Treasure, Gold Cheer and Happy Rain as landlords and Beauty Royal as tenant in relation to the tenancy of the Fifth Property, the monthly rental and effective monthly rental has been revised from HK\$6,180,000.00 to HK\$4,326,000.00 and from HK\$5,150,000.00 to HK\$3,847,050.00 respectively for the period from 1 October 2015 to 3 January 2018.

Save as disclosed, all other terms under each of the Existing Tenancy Agreements remain unchanged. The revised annual caps are proposed in the section “REVISED AGGREGATE ANNUAL CAPS OF THE TENANCY AGREEMENTS” in this announcement.

SURRENDER AGREEMENT

Pursuant to the Surrender Agreement, Beauty Royal shall surrender the Sixth Property under the Sixth Tenancy Agreement to Planwing on 31 October 2015. Upon the surrender of the premises, the Sixth Tenancy Agreement shall be absolutely ceased and terminated and both parties shall release each other from all liabilities and obligations thereof.

Beauty Royal agrees to pay a sum of HK\$3.2 million to Planwing as early termination compensation and such amount shall be deducted from the rental deposit to be refunded under the Sixth Tenancy Agreement. Thereafter, both parties shall be discharged from any payment and other obligations for the remaining term of the Sixth Tenancy Agreement.

REVISED AGGREGATE ANNUAL CAPS OF THE TENANCY AGREEMENTS

Pursuant to the Supplemental Tenancy Agreements and the Surrender Agreement, the revised annual caps for each of the years ending 31 March 2016, 2017 and 2018 for Emperor International and the revised annual caps for each of the years ending 31 December 2015, 2016 and 2017 for Emperor W&J (as the case may be), will be as follows:

Aggregate Annual Cap (50-54 Russell Street)

The Aggregate Annual Cap (50-54 Russell Street) under the First Tenancy Agreement and as supplemented under the First Supplemental Agreement, the Second Tenancy Agreement and as supplemented under the Second Supplemental Agreement, the Third Tenancy Agreement and as supplemented under the Third Supplemental Agreement and the Tenancy Agreement (which are aggregated under Rule 14A.81 of the Listing Rules):

A. based on the total annual effective license fee / rental received / receivable thereunder by Emperor International for each of the years ending 31 March 2016, 2017 and 2018 will be as follows:

| | 2016 <i>HK\$</i> | 2017 <i>HK\$</i> | 2018 <i>HK\$</i> |
|---------------------------------------|----------------------------|----------------------------|----------------------------|
| First Tenancy Agreement | 11,391,000 | - | - |
| First Supplemental Tenancy Agreement | 8,316,000 | 16,632,000 | 9,300,000 |
| Second Tenancy Agreement | 11,160,000 | - | - |
| Second Supplemental Tenancy Agreement | 7,812,000 | 15,624,000 | 3,906,000 |
| Third Tenancy Agreement | 30,667,000 | - | - |
| Third Supplemental Tenancy Agreement | 22,530,000 | 45,060,000 | 25,195,000 |
| Tenancy Agreement | 115,000 | 19,200 | - |
| Total | <u>91,991,000</u> | <u>77,335,200</u> | <u>38,401,000</u> |

B. based on the total annual effective license fee / rental paid / payable thereunder by Emperor W&J for each of the years ending 31 December 2015, 2016 and 2017 will be as follows:

| | 2015 <i>HK\$</i> | 2016 <i>HK\$</i> | 2017 <i>HK\$</i> |
|---------------------------------------|----------------------------|----------------------------|----------------------------|
| First Tenancy Agreement | 17,086,000 | - | - |
| First Supplemental Tenancy Agreement | 4,158,000 | 16,632,000 | 13,458,000 |
| Second Tenancy Agreement | 16,740,000 | - | - |
| Second Supplemental Tenancy Agreement | 3,906,000 | 15,624,000 | 7,812,000 |
| Third Tenancy Agreement | 46,000,000 | - | - |
| Third Supplemental Tenancy Agreement | 11,265,000 | 45,060,000 | 36,460,000 |
| Tenancy Agreement | 115,000 | 48,000 | - |
| Total | <u>99,270,000</u> | <u>77,364,000</u> | <u>57,730,000</u> |

Aggregate Annual Cap (8 Russell Street)

The Aggregate Annual Cap (8 Russell Street) under the Fourth Tenancy Agreement and as supplemented under the Fourth Supplemental Tenancy Agreement and the Sixth Tenancy Agreement (before entering into of the Surrender Agreement) and the Licence Agreement (which are aggregated under Rule 14A.81 of the Listing Rules):

- A. based on the total annual effective license fee / rental received / receivable thereunder by Emperor International for each of the years ending 31 March 2016, 2017 and 2018 will be as follows:

| | 2016 <i>HK\$</i> | 2017 <i>HK\$</i> | 2018 <i>HK\$</i> |
|---------------------------------------|----------------------------|----------------------------|----------------------------|
| Fourth Tenancy Agreement | 18,542,000 | - | - |
| Fourth Supplemental Tenancy Agreement | 13,706,000 | 27,412,000 | 12,259,000 |
| Sixth Tenancy Agreement | 21,741,000 | - | - |
| Licence Agreement | 3,000,000 | 3,000,000 | 1,992,000 |
| Total | <u>56,989,000</u> | <u>30,412,000</u> | <u>14,251,000</u> |

- B. based on the total annual effective license fee / rental paid / payable thereunder by Emperor W&J for each of the years ending 31 December 2015, 2016 and 2017 will be as follows:

| | 2015 <i>HK\$</i> | 2016 <i>HK\$</i> | 2017 <i>HK\$</i> |
|---------------------------------------|----------------------------|----------------------------|----------------------------|
| Fourth Tenancy Agreement | 27,813,000 | - | - |
| Fourth Supplemental Tenancy Agreement | 6,853,000 | 27,412,000 | 19,112,000 |
| Sixth Tenancy Agreement | 29,687,000 | - | - |

| | | | |
|-------------------|-------------------|-------------------|-------------------|
| Licence Agreement | 3,000,000 | 3,000,000 | 2,742,000 |
| Total | <u>67,353,000</u> | <u>30,412,000</u> | <u>21,854,000</u> |

Aggregate Annual Cap (Canton Road)

The Aggregate Annual Cap (Canton Road) under the Fifth Tenancy Agreement and as supplemented under the Fifth Supplemental Tenancy Agreement (which are aggregated under Rule 14A.81 of the Listing Rules):

A. based on the total annual effective license fee / rental received / receivable thereunder by Emperor International for each of the years ending 31 March 2016, 2017 and 2018 will be as follows:

| | 2016 <i>HK\$</i> | 2017 <i>HK\$</i> | 2018 <i>HK\$</i> |
|--------------------------------------|----------------------------|----------------------------|----------------------------|
| Fifth Tenancy Agreement | 30,900,000 | - | - |
| Fifth Supplemental Tenancy Agreement | 23,083,000 | 46,165,000 | 34,996,000 |
| Sub-Licence Agreement | 1,940,000 | - | - |
| Total | <u>55,923,000</u> | <u>46,165,000</u> | <u>34,996,000</u> |

B. based on the total annual effective license fee / rental paid / payable thereunder by Emperor W&J for each of the years ending 31 December 2015, 2016, 2017 and 2018 will be as follows:

| | 2015 <i>HK\$</i> | 2016 <i>HK\$</i> | 2017 <i>HK\$</i> | 2018 <i>HK\$</i> |
|--------------------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Fifth Tenancy Agreement | 46,350,000 | - | - | - |
| Fifth Supplemental Tenancy Agreement | 11,542,000 | 46,165,000 | 46,165,000 | 373,000 |
| Sub-Licence Agreement | 2,500,000 | - | - | - |
| Total | <u>60,392,000</u> | <u>46,165,000</u> | <u>46,165,000</u> | <u>373,000</u> |

REASONS AND BENEFITS FOR THE SUPPLEMENTAL TENANCY AGREEMENTS AND SURRENDER AGREEMENT

Emperor International

Emperor International is an investment holding company and its subsidiaries are principally engaged in property investments, property development and hospitality in the Greater China and overseas.

The negotiation of the terms of the Supplemental Tenancy Agreements was conducted by the parties on an arm's length basis and the rental was determined with reference to the prevailing market rental of similar properties in the nearby locations which has reflected the prolonged

sluggish retail environment due to the strong Hong Kong dollar and the recent weakened consumer sentiment in response to the continued austerity initiatives. Taken into account of the time cost and expenses in locating new tenants, the directors of Emperor International considered that the Supplemental Tenancy Agreements are in the interests of Emperor International and its shareholders as a whole and will not have any material adverse impact on the operation and business of Emperor International.

Upon entering into the Surrender Agreement between Planwing and Beauty Royal, Planwing is able to procure a new lease agreement for the leasing of the Sixth Property with an independent third party to replace Beauty Royal as tenant. The directors of Emperor International consider that the early termination payment of HK\$3.2 million is fair and reasonable and on normal commercial terms. The directors of Emperor International also considered that given a new tenant is secured and the new tenancy will commence immediately following the surrender date, the Surrender Agreement will not have material adverse impact on the operation and business of Emperor International.

Accordingly, the directors of Emperor International (including its independent non-executive directors) considered that the terms of the Surrender Agreement and Supplemental Tenancy Agreements are fair and reasonable, on normal commercial terms, in the ordinary and usual course of business of Emperor International and in the interest of the Emperor International and its shareholders as a whole.

Emperor W&J

Emperor W&J is an investment holding company and its subsidiaries are principally engaged in the sales of luxurious branded watches, and the design and sales of jewellery products in Hong Kong, Macau, the PRC and Singapore.

The negotiation of the terms of the Supplemental Tenancy Agreements was conducted by the parties on an arm's length basis and the rental was determined with reference to the prevailing market rental of similar properties in the nearby locations which has reflected the prolonged sluggish retail environment due to the strong Hong Kong dollar and the recent weakened consumer sentiment in response to the continued austerity initiatives. Accordingly, the directors of Emperor W&J (including its independent non-executive directors) considered that the terms of the Supplemental Tenancy Agreements are fair and reasonable.

Having considered the prevailing market condition and recent business performance of Emperor W&J, the directors of Emperor W&J are of the view that the Surrender Agreement and the Supplemental Tenancy Agreements could facilitate the streamlining of the existing business operation and reduction of rental expense of Emperor W&J.

As such, the directors of Emperor W&J considered that the Surrender Agreement and the Supplemental Agreements are fair and reasonable, on normal commercial terms and in the interest of Emperor W&J and its shareholders as a whole.

GENERAL

Richorse, Planwing, Gold Pleasure, Total Treasure, Gold Cheer and Happy Rain are indirect wholly-owned subsidiaries of Emperor International and principally engaged in property investment. Beauty Royal is an indirect wholly-owned subsidiary of Emperor W&J and principally engaged in the provision of group tenancy agent services for Emperor W&J and its subsidiaries.

Emperor International and Emperor W&J are indirectly controlled by the AY Trust. As such, Beauty Royal is a connected person of Emperor International whilst each of Richorse, Planwing, Gold Pleasure, Total Treasure, Gold Cheer and Happy Rain is a connected person of Emperor W&J under Chapter 14A of the Listing Rules. Accordingly, the Supplemental Tenancy Agreements constitute continuing connected transactions for both Emperor International and Emperor W&J.

Ms. Luk Siu Man, Semon, the Chairperson of Emperor International, did abstain from voting on the relevant board resolution(s) of Emperor International in view of her deemed interest in the transaction by virtue of being the spouse of Dr. Yeung Sau Shing, Albert who is the founder of AY Trust. Ms. Cindy Yeung the Chairperson of Emperor W&A, did abstain from voting on the relevant board resolution(s) of Emperor W&J in view of her deemed interest in the transactions by virtue of being one of the eligible beneficiaries of the AY Trust.

As the applicable percentage ratios on an annual basis calculated with reference to the revised aggregate annual caps of both Emperor International and Emperor W&J are more than 0.1% but less than 5%, the Supplemental Tenancy Agreements are subject to the announcement, reporting and annual review requirements, but are exempt from the approval of the respective independent shareholders of both Emperor International and Emperor W&J under Chapter 14A of the Listing Rules.

Upon the entering into of the Surrender Agreement, the tenancy under the Sixth Tenancy Agreement is to be terminated, accordingly, Emperor International and Emperor W&J are subject to the announcement requirement under the Note to Rule 14A.35 of the Listing Rules.

TERMS USED IN THIS ANNOUNCEMENT

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| “AY Trust” | The Albert Yeung Discretionary Trust, a discretionary trust set up by Dr. Albert Yeung |
| “Aggregate Annual Cap (Canton Road)” | the maximum amount of effective licence fee / rental / receivable / payable under the Fifth Supplemental Tenancy Agreement and Sub-Licence Agreement |
| “Aggregate Annual Cap (50-54 Russell Street)” | the maximum amount of effective licence fee / rental / receivable / payable under the First Supplemental Tenancy Agreement, the Second Supplemental Tenancy Agreement and the Third Supplemental Agreement |

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| “Aggregate Annual Cap (8 Russell Street)” | the maximum amount of effective licence fee / rental / receivable / payable under the Fourth Supplemental Tenancy Agreement, the Sixth Tenancy Agreement (before the Surrender Agreement) and the Licence Agreement |
| “Beauty Royal” | Beauty Royal Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of Emperor W&J |
| “Cape Point” | Cape Point Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Emperor International |
| “Emperor International” | Emperor International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange |
| “Emperor W&J” | Emperor Watch & Jewellery Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange |
| “Existing Tenancy Agreements” | The First Tenancy Agreement, the Second Tenancy Agreement, the Third Tenancy Agreement, the Fourth Tenancy Agreement and the Fifth Tenancy Agreement |
| “Fifth Property” | All of that Ground Floor and 1st Floor, Units A & B on 3/F, Portion A of Unit A on 4/F and roof together with a right to use of four outdoor advertising signs on the external walls to the building of Nos. 4-8 Canton Road, with a total gross floor area of 6,261 sq. ft. |
| “Fifth Supplemental Tenancy Agreement” | a supplemental tenancy agreement dated 31 August 2015 entered into between Gold Pleasure , Total Treasure, Gold Cheer and Happy Rain as landlords and Beauty Royal as tenant in relation to the tenancy of the Fifth Property |
| “Fifth Tenancy Agreement” | a tenancy agreement dated 23 December 2014 entered into between Gold Pleasure, Total Treasure, Gold Cheer and Happy Rain as landlords and Beauty Royal as tenant in relation to the tenancy of the Fifth Property for the period from 4 January 2015 to 3 January 2018 (both days inclusive), details of which were set out in the joint announcement of Emperor International and Emperor W&J dated 23 December 2014 |
| “First Property” | Ground Floor (Shop B including the yard), Office B and the balcony adjacent thereto on First Floor and Office B and the Balcony adjacent thereto on Second Floor, Tak Fat Building, Nos. 50 - 52 Russell Street, Causeway Bay, Hong Kong , with gross floor area of 2,667 sq. ft. |
| “First Supplemental Tenancy Agreement” | a supplemental tenancy agreement dated 31 August 2015 entered into between Richorse and Beauty Royal in relation to the tenancy of the First Property |

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| “First Tenancy Agreement” | a tenancy agreement dated 25 May 2011 and as renewed on 22 October 2014 entered into between Richorse and Beauty Royal in relation to the tenancy of the First Property for the period from 23 October 2014 to 22 October 2017 (both days inclusive), details of which were set out in the announcement of Emperor W&J dated 22 October 2014 |
| “Fourth Property” | Shops 1 & 2 on Ground Floor with a total gross area of 3,367 sq. ft. together with a right to use (i) external wall unit 1 on 1st Floor; (ii) external wall Unit 2 on 6th- 29th Floor and roof; (iii) a LED Display on the external wall on 5th Floor; (iv) 2 Signboards on external wall on 1st-3rd Floor; (v) 2 Signboards on external wall on 5th Floor; and (vi) signage Space A on 1st Floor, Emperor Watch and Jewellery Centre (formerly known as No. 8 Russell Street), No. 8 Russell Street, Causeway Bay, Hong Kong, |
| “Fourth Supplemental Tenancy Agreement” | a supplemental tenancy agreement dated 31 August 2015 entered into between Planwing and Beauty Royal in relation to the Fourth Tenancy Agreement |
| “Fourth Tenancy Agreement” | a tenancy agreement dated 12 September 2014 entered into between Planwing and Beauty Royal in relation to the tenancy of the Fourth Property for the period from 12 September 2014 to 11 September 2017 (both days inclusive), details of which were set out in the joint announcement of Emperor International and Emperor W&J dated 12 September 2014 |
| “Gold Cheer” | Gold Cheer Corporation Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Emperor International |
| “Gold Pleasure” | Gold Pleasure Investment Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Emperor International |
| “HK\$” | Hong Kong dollars |
| “Happy Rain” | Happy Rain Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Emperor International |
| “Licence Agreement” | a licence agreement dated 14 November 2014 entered into between Planwing and Beauty Royal in relation to the licensing of the signage space B on 1/F facing Russell Street, Emperor Watch and Jewellery Centre (formerly known as No. 8 Russell Street), No. 8 Russell Street, Causeway Bay, Hong Kong, details of which were set out in the joint announcement of Emperor International and Emperor W&J dated 14 November 2014 |
| “Listing Rules” | The Rules Governing the Listing of Securities on the Stock Exchange |

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| “Planwing” | Planwing Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of Emperor International |
| “PRC” | The People’s Republic of China |
| “Richorse” | Richorse Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of Emperor International |
| “Second Property” | Shop A on Ground Floor including the Yard and Office A on First Floor, Tak Fat Building, 50 - 52 Russell Street, Causeway Bay, Hong Kong, with a total gross area of 1,807 sq. ft. |
| “Second Supplemental Tenancy Agreement” | a supplemental tenancy agreement dated 31 August 2015 entered into between Richorse and Beauty Royal in relation to the tenancy of the Second Property |
| “Second Tenancy Agreement” | a tenancy agreement dated 25 May 2011 and as renewed on 28 May 2014 entered into between Richorse and Beauty Royal in relation to the tenancy of the Second Property for the period from 30 November 2014 to 29 November 2017 (both days inclusive), details of which were set out in the announcement of Emperor W&J dated 22 October 2014 |
| “Sixth Property” | Shops 3 & 5 on Ground Floor, Emperor Watch and Jewellery Centre (formerly known as No. 8 Russell Street), No. 8 Russell Street, Causeway Bay, Hong Kong, with a total gross area of 3,068 sq. ft. |
| “Sixth Tenancy Agreement” | a tenancy agreement dated 25 May 2011 and as renewed on 22 October 2014 entered into between Planwing and Beauty Royal in relation to the tenancy of the Sixth Property for the period from 30 November 2014 to 29 November 2017 (both days inclusive), details of which were set out in the announcement of Emperor W&J dated 22 October 2014 |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Sub-Licence Agreement” | the sub-licence agreement dated 30 January 2015 entered into between Gold Pleasure and Beauty Royal in relation to the licensing of the projected signage of 4-8 Canton Road, Kowloon, Hong Kong, details of which were set out in the joint announcement of Emperor International and Emperor W&J dated 30 January 2015 |
| “Supplemental Tenancy Agreements” | refers to the First Supplemental Tenancy Agreement, the Second Supplemental Tenancy Agreement, the Third Supplemental Tenancy Agreement, the Fourth Supplemental Tenancy Agreement and the Fifth Supplemental Tenancy Agreement |
| “Surrender Agreement” | the agreement dated 31 August 2015 entered into between Planwing as landlord and Beauty Royal as tenant to surrender the Sixth Tenancy Agreement in relation to the tenancy of the Sixth Property |

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| “Tenancy Agreement” | a tenancy agreement dated 29 May 2014 entered into between Cape Point and Beauty Royal in relation to the tenancy of the property located at Flat B and the adjacent flat roofs on 4/F, Tak Fat Building, Nos. 50-52 Russell Street, Causeway Bay, Hong Kong, with a total gross floor area of 434 sq. ft., details of which were set out in the joint announcement of Emperor International and Emperor W&J dated 29 May 2014 |
| “Third Property” | the whole of Nos. 54 - 56 Russell Street together with the right to use a LED Display on external wall on 1st- 5th Floor and 9 advertising signboards, Nos. 54 - 56 Russell Street, Causeway Bay, Hong Kong (formerly known as Ground Floor, Mezzanine Floor and Flat A and Flat B on First Floor including the flat roof together with the right to use a LED display on external wall from 1st to 5th Floor facing Russell Street and advertising signboards facing Russell Street and Tang Lung Street, Nos. 54 - 56 Russell Street, Causeway Bay, Hong Kong), with a total gross area of 5,138 sq. ft. |
| “Third Supplemental Tenancy Agreement” | a supplemental tenancy agreement dated 31 August 2015 entered into between Richorse and Beauty Royal in relation to the tenancy of the Third Property |
| “Third Tenancy Agreement” | A tenancy agreement dated 25 May 2011 and as renewed on 22 October 2014 entered into between Richorse and Beauty Royal in relation to the tenancy of the Third Property for the period from 23 October 2014 to 22 October 2017 (both days inclusive), details of which were set out in the announcement of Emperor W & J dated 22 October 2014 |
| “Total Treasure” | Total Treasure Investment Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Emperor International |
| “%” | per cent |

By order of the board
Emperor International Holdings Limited
Luk Siu Man Semon
Chairperson

By order of the board
Emperor Watch & Jewellery Limited
Cindy Yeung
Chairperson

Hong Kong, 31 August 2015

As at the date hereof, the board of directors of Emperor International comprises:

Non-executive Director: Ms. Luk Siu Man, Semon

Executive Directors: Mr. Wong Chi Fai
Ms. Fan Man Seung, Vanessa
Mr. Cheung Ping Keung

Independent Non-executive Directors: Ms. Cheng Ka Yu
Mr. Wong Tak Ming, Gary
Mr. Chan Hon Piu

As at the date hereof, the board of directors of Emperor W&J comprises:

Executive Directors: Ms. Cindy Yeung
Mr. Chan Hung Ming
Mr. Wong Chi Fai
Ms. Fan Man Seung, Vanessa

Independent Non-Executive Directors: Ms. Yip Kam Man
Mr. Chan Hon Piu
Ms. Lai Ka Fung, May