VOLUNTARY CONDITIONAL GENERAL OFFER

OFFER DOCUMENT DATED 21 SEPTEMBER 2017

THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.



OFFER CONSIDERATION

S$2.33

FOR EACH CWT SHARE

The Offeror does NOT intend to and will NOT increase the Offer Consideration

FOR AND ON BEHALF OF

HNA BELT AND ROAD INVESTMENTS (SINGAPORE) PTE. LTD.
(Company Registration No.: 201709856C)
(Incorporated in the Republic of Singapore)

A wholly-owned subsidiary of

海航實業集團股份有限公司
HNA HOLDING GROUP CO. LIMITED
(Incorporated in Hong Kong with limited liability)
(Hong Kong Stock Code: 521)

to acquire all the issued and paid-up ordinary shares in the capital of

CWT LIMITED
(Company Registration No.: 197000498M)
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired by HNA Belt and Road Investments (Singapore) Pte. Ltd., its related corporations, and their respective nominees.

BY

Barclays Bank PLC, Singapore Branch
(A branch of Barclays Bank PLC, a company organised under the laws of England and Wales with company number 01026167)

China International Capital Corporation (Singapore) Pte. Limited
(Company Registration No: 200814424W)
(Incorporated in the Republic of Singapore)

ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 5:30 P.M. ON 19 OCTOBER 2017, OR SUCH LATER DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE OFFEROR.

If you are in any doubt about this Offer (as defined herein) or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

Barclays Bank PLC, Singapore Branch ("Barclays") and China International Capital Corporation (Singapore) Pte. Limited ("CICC", and together with Barclays, the "Joint Financial Advisers"), are acting for and on behalf of HNA Belt and Road Investments (Singapore) Pte. Ltd. ("Offeror") and do not purport to advise the shareholders of CWT Limited ("CWT"). In preparing its letter to the shareholders of CWT ("Shareholders") for and on behalf of the Offeror, the Joint Financial Advisers have not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any of the Shareholders.

The views of the directors of CWT who are considered independent for the purposes of the Offer (the "Independent Directors") and the independent financial adviser to the Independent Directors on the Offer will be made available to you in due course. You may wish to consider their views before taking any action in relation to the Offer.

If you have sold or transferred all of your CWT Shares (as defined herein) held through The Central Depository (Pte.) Limited ("CDP"), you need not forward this Offer Document and the accompanying Form of Acceptance and Authorisation ("FAA") to the purchaser or transferee as arrangements will be made by CDP for a separate Offer Document and FAA to be issued to the purchaser or the transferee. If you have sold or transferred all of your CWT Shares which are not deposited with CDP, you should immediately forward this Offer Document and the accompanying Form of Acceptance and Transfer ("FAT") to the purchaser of the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee. However, such documents, whether in whole or in part, should not be forwarded or transmitted to any jurisdiction outside of Singapore where to do so would constitute a violation of the relevant laws of that jurisdiction, and such documents shall not constitute an offer to sell or a solicitation of an offer to sell, subscribe for or buy securities in any jurisdiction where such offer or solicitation is unlawful or unauthorised.

The Singapore Exchange Securities Trading Limited (the "SGX-ST") assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Offer Document.

The procedures for acceptance are set out in Appendix B to the Offer Document, and in the Relevant Acceptance Forms.

Note: All capitalised terms shall bear the same meaning as ascribed to them in this Offer Document.

ABOUT THE OFFER

WHAT YOU SHOULD KNOW ABOUT THE OFFER

- HNA Belt and Road Investments (Singapore) Pte. Ltd. ("Offeror") is offering to acquire all the issued and fully paid-up Offer Shares of CWT Limited ("CWT"). The Offeror is a wholly-owned subsidiary of HNA Holding Group Co. Limited.
- The Offeror intends to make CWT its wholly-owned subsidiary and does not intend to preserve the listing status of CWT.
- The Offeror has received irrevocable written undertakings to accept the Offer from Vendors holding approximately 65.13% of the total number of issued CWT Shares (excluding treasury shares).
- The Offer presents Shareholders with an opportunity to realise their entire investment in CWT Shares in cash at a premium over the historical transacted prices[1], at the same price and on the same terms as provided to the Vendors.
- The Offeror does NOT intend to and will NOT increase the Offer Consideration.

WHAT YOU WILL RECEIVE

- If you validly accept the Offer and once the Offer becomes or is declared to be unconditional as to acceptances, you will receive:

S$2.33 IN CASH FOR EACH CWT SHARE

- An illustration of the consideration to be received by a Shareholder who validly accepts the Offer:

1,000 OFFER SHARES = S$2,330 IN CASH

10,000 OFFER SHARES = S$23,300 IN CASH

50,000 OFFER SHARES = S$116,500 IN CASH

IMPORTANT DATES AND TIMES

- Despatch of Offer Document: 21 September 2017
- Acceptance of the Offer pursuant to the irrevocable written undertakings by Vendors holding not less than approximately 64.70%[2] of the total number of issued CWT Shares (excluding treasury shares): on or before 2 October 2017
- Despatch of CWT's circular containing the views of the Independent Directors: on or before 5 October 2017
- Closing Date and time: 5:30 P.M. on 19 October 2017 or such later date(s) as may be announced from time to time by or on behalf of the Offeror

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Note: All capitalised terms shall bear the same meaning as ascribed to them in this Offer Document.

(1) As per the VWAP and share price charts in page 5.

(2) The Offeror has received irrevocable written undertakings to accept the Offer from Vendors holding approximately 65.13% of the total number of issued CWT Shares (excluding treasury shares). Out of the 65.13%, approximately 64.70% will be tendered on or before 2 October 2017 and the remaining approximately 0.43% will be tendered at a later date.

关于本要约

有关本要约须知

- HNA Belt and Road Investments (Singapore) Pte. Ltd.（“要约方”）发出要约，收购CWT Limited（“CWT”）全部已发行且已缴足要约股份。要约方为海航实业集团股份有限公司的全资子公司。
- 要约方计划将CWT纳入旗下的全资子公司，且无意保留CWT的上市地位。
- 要约方已收到持有占已发行CWT股份总数（不包括库存股份）中约65.13%股份的卖方股东不可撤销的书面承诺接受要约。
- 本要约可让股东将自己在CWT股份中的全部投资按高于过往成交股价(1)的溢价兑现，其兑现价格及条款均与已提供给卖方股东的相同。
- 要约方无意亦不会提高要约对价。

阁下权益

- 如果阁下有效接受本要约，则将在本要约成为无条件或因被接受而获宣布成为无条件后获得：

每CWT股份现金额2.33新元

- 有效接受要约的股东所将获得的对价，作为参考：

1,000股 要约股份	=	2,330新元 现金
10,000股 要约股份	=	23,300新元 现金
50,000股 要约股份	=	116,500新元 现金

重要日期及时间

- 要约文件发出日期：2017年9月21日
- 持有不少于已发行CWT股份总数（库存股份除外）约64.70%(2)的卖方股东以不可撤销的书面承诺接受本要约的日期：2017年10月2日当天或更早
- 包含独立董事意见的CWT公司通函发出日期：2017年10月5日当天或更早
- 截止日期及时间：2017年10月19日下午5：30或者要约方或要约方代表随时另行宣布的其他较迟的日期

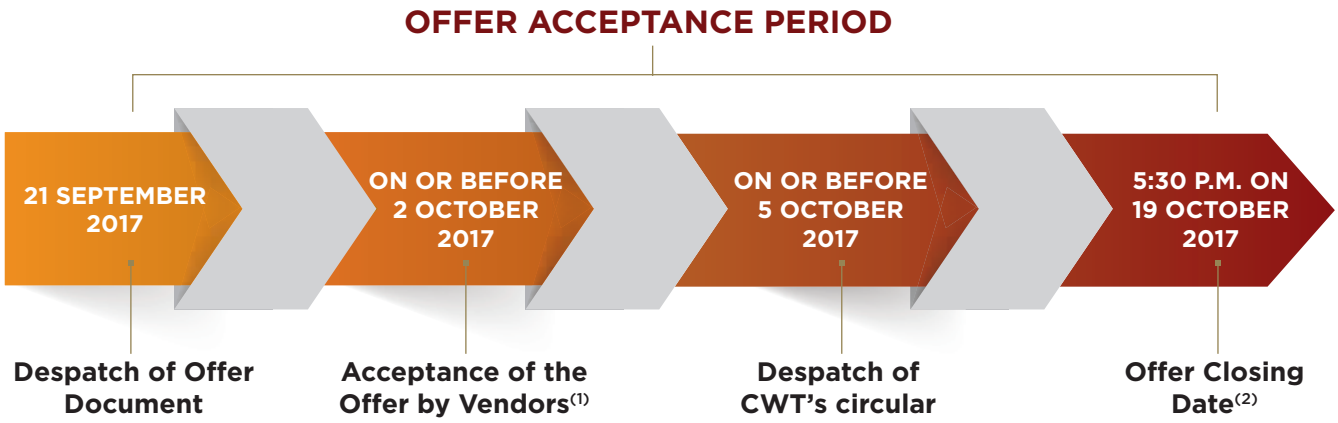
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(1) 参考第6页之每股股份之成交量加权平均价格及股份价格图表。

(2) 要约方已收到持有占已发行CWT股份总数（不包括库存股份）中约65.13%股份的卖方股东不可撤销的书面承诺接受要约。在65.13%的股份中，大约64.70%将在2017年10月2日或之前交付，而其馀大约0.43%将在较迟日期交付。

ABOUT THE OFFER (CONT'D)

INDICATIVE TIMELINE



WHEN WILL YOU RECEIVE THE CASH CONSIDERATION

- If you validly accept the Offer, you will receive S$2.33 in cash for each Offer Share:
  - Within 7 business days after the Offer becomes or is declared unconditional as to acceptances; OR
  - Within 7 business days after your valid acceptance is received,

  whichever is later.

WHAT IS REQUIRED FOR THE OFFER TO TURN UNCONDITIONAL AS TO ACCEPTANCES

- The Offer is conditional upon the Offeror receiving acceptances for more than **50%** of CWT Shares (excluding treasury shares) by close of the Offer.
- The Offeror has received irrevocable written undertakings to accept the Offer from each of the Vendors, who own in aggregate CWT Shares representing approximately 65.13% of the total number of issued CWT Shares (excluding treasury shares).
- **Pursuant to the Vendor Undertakings, the Offer will turn unconditional as to acceptances once the Vendors accept the Offer.**

WHAT ARE THE OFFEROR'S INTENTIONS FOR CWT

- The Offeror currently has no present intention to introduce any major changes to the existing business of the CWT Group, employment of the employees of CWT Group, or to re-deploy any of the fixed assets of CWT Group, other than in the ordinary course of business.
- Nevertheless, the Offeror retains the flexibility at any time to consider any options or opportunities which may present themselves and which it regards to be in the interest of the Offeror and / or CWT.
- The Offeror intends to delist and privatise CWT, if possible. In the event that the Offeror receives acceptances such that less than 10% of the total number of CWT Shares are held in public hands, the Offeror has no intention to support any action or take any steps to maintain the listing status of CWT.
- The Offeror reserves its right to seek a **voluntary delisting of CWT** from the SGX-ST pursuant to Rules 1307 and 1309 of the Listing Manual.
- If and when entitled, the Offeror **intends to exercise its rights of compulsory acquisition** under Section 215(1) of the Companies Act.

Note: All capitalised terms shall bear the same meaning as ascribed to them in this Offer Document.

(1) The Offeror has received irrevocable written undertakings to accept the Offer from Vendors holding approximately 65.13% of the total number of issued CWT Shares (excluding treasury shares). Out of the 65.13%, approximately 64.70% will be tendered on or before 2 October 2017 and the remaining approximately 0.43% will be tendered at a later date.

(2) Or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

关于本要约（续）

日期安排示意图



现金价款到账时间

- 如果阁下有效接受本要约，将在以下日期内收到按每要约股份2.33新元计算的现金：
  - 在宣布本要约因成功被接受而成为无条件之后的7个工作日内；或
  - 在要约方收到阁下有效接受后的7个工作日内，

  以上述日期中较迟者为准。

如何使要约因成功被接受而成为无条件

- 本要约的成立条件，是在要约截止时间前，要约方收到50%以上的CWT股份（库存股份除外）。
- 要约方已收到下列各卖方股东的接受要约的不可撤销书面承诺，合计持有约占已发行CWT股份（库存股除外）总数的65.13%。
- **根据卖方承诺，本要约将在卖方股东接受要约后，因成功被接受而成为无条件。**

要约方对CWT的处置意图

- 要约方目前无意对CWT集团的现有业务、CWT集团的人员安排和CWT集团的固定资产进行业务常规经营以外的任何重大调整和重新部署。
- 要约方依然保有相应弹性，可随时考虑任何出现的而且被认为有利于要约方和（或）CWT利益的选择或机会。
- 要约方计划对CWT除牌退市及进行私有化（如果可能）。当要约方收到的要约接受使公众持股人共持有少于CWT总股数的10%时，要约方无意支持或采取任何行动或措施保留CWT的上市地位。
- 根据《上市手册》第1307条和第1309条规定，要约方保留寻求**将CWT从新交所自愿除牌**的权利。
- 一旦条件允许，要约方**有意**依据《公司法》第215(1)章规定**行使强制收购权**。

注：此中文版要约概要源自于英文版。如中文版和英文版存在不一致之处，皆以英文版为准。

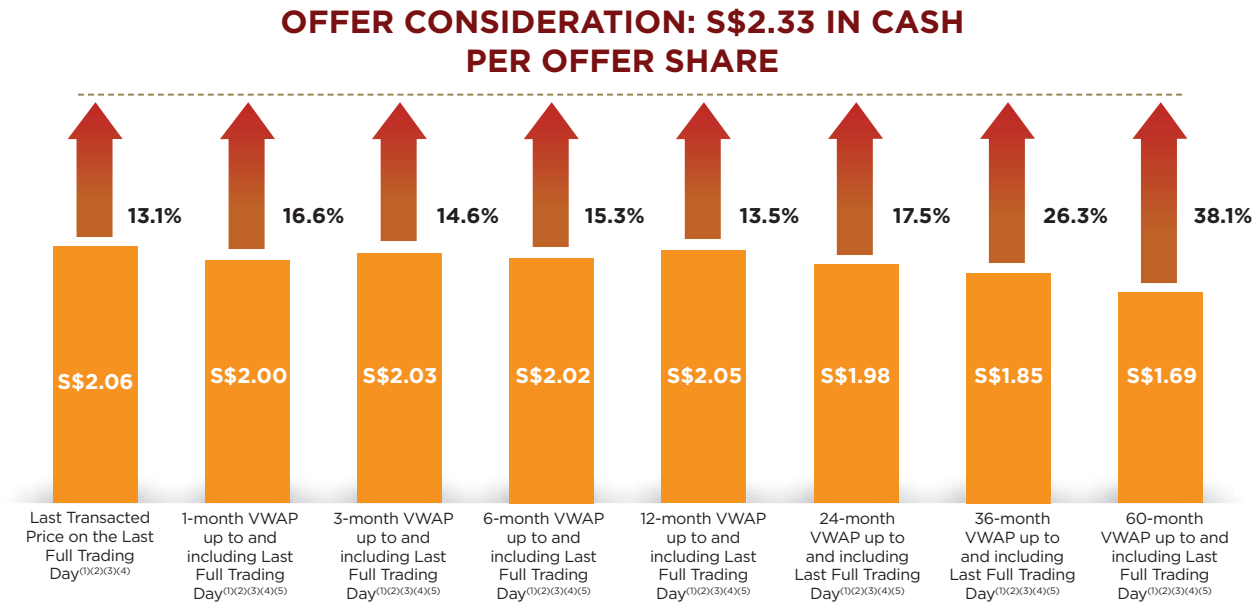
(1) 要约方已收到持有占已发行CWT股份总数（不包括库存股份）中约65.13%股份的卖方股东不可撤销的书面承诺接受要约。在65.13%的股份中，大约64.70%将在2017年10月2日或之前交付，而其余大约0.43%将在较迟日期交付。

(2) 或者要约方或要约方的代表随时另行宣布的其他较迟的日期。

ATTRACTIVENESS OF THE OFFER

HOW THE OFFER CONSIDERATION COMPARES TO HISTORICAL PRICES

The Offer Consideration represents a premium to the following historical transacted prices:



(1) The Last Full Trading Day is defined as 5 April 2017, being the last full trading day prior to the trading halt on CWT Shares preceding the Pre-conditional Voluntary General Offer announcement by Offeror on 9 April 2017.

(2) Based on data extracted from Bloomberg L.P.

(3) CWT Share price figures are rounded to the nearest two (2) decimal places.

(4) Implied premium figures are rounded to the nearest one (1) decimal place.

(5) VWAP refers to the volume weighted average price of CWT Shares traded on the SGX-ST.

The Offer Consideration exceeds the highest closing price for the last 12 months[(1)(2)].



Note: All capitalised terms shall bear the same meaning as ascribed to them in this Offer Document.

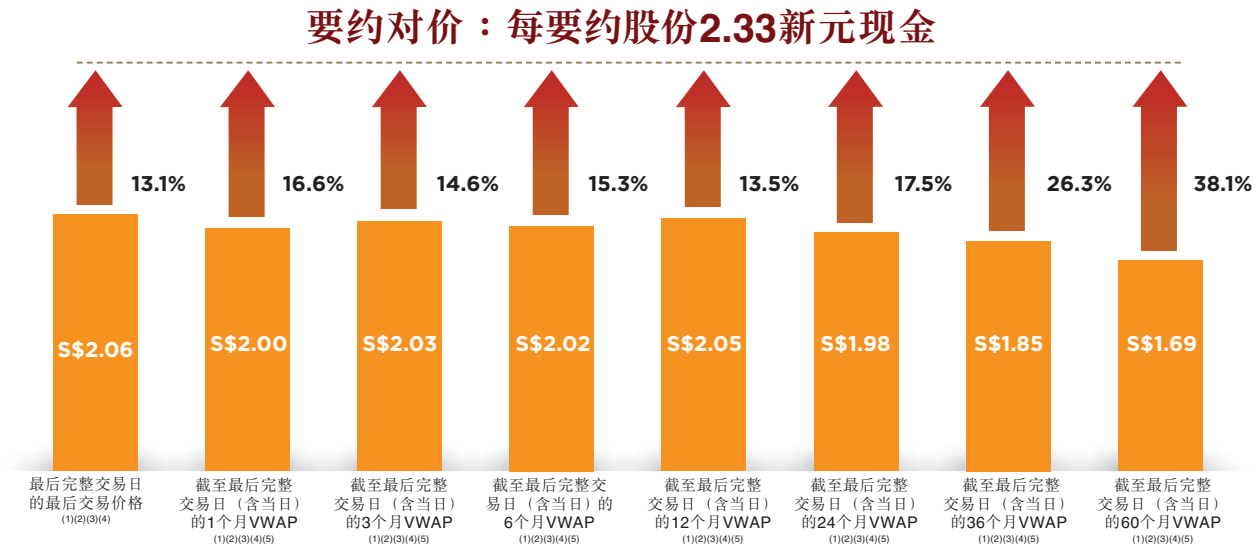
(1) Up to and including 5 April 2017, being the Last Full Trading Day prior to the trading halt on CWT Shares preceding the Pre-conditional Voluntary General Offer announcement by Offeror on 9 April 2017.

(2) Based on data extracted from Bloomberg L.P.

本要约的吸引力

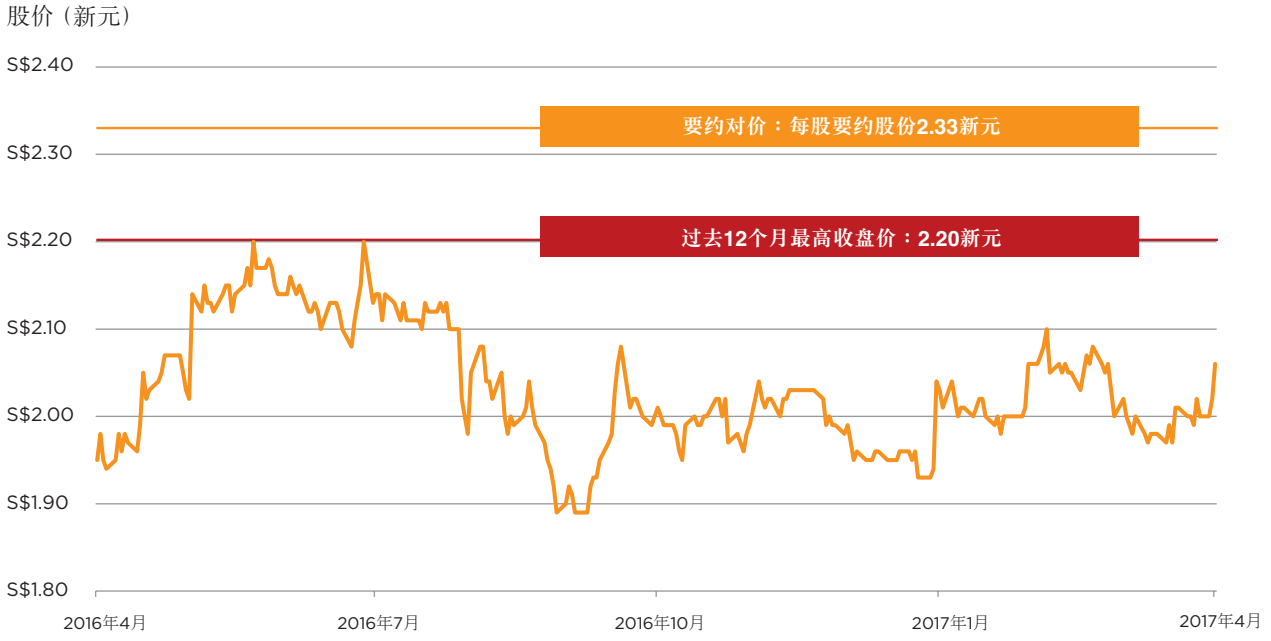
要约对价对比过往股价

本次要约对价相对过往成交股价的溢价如下所示：



(1) 最后完整交易日被指定为2017年4月5日，即在2017年4月9日要约方宣布先决条件自愿性全面收购要约之前CWT股份暂停交易前的最后一个完整交易日。
(2) 基于彭博采集数据。
(3) CWT股价数字经四舍五入至百分位。
(4) 隐含溢价数字经四舍五入至十分位。
(5) VWAP是指CWT股份在新交所进行交易的成交量加权平均价格。

要约对价高于过去12个月最高收盘价[1][2]。



注：此中文版要约概要源自于英文版。如中文版和英文版存在不一致之处，皆以英文版为准。
(1) 截至2017年4月5日（含当日），即在2017年4月9日要约方宣布先决条件自愿性全面收购要约之前CWT股份暂停交易前的最后一个完整交易日。
(2) 基于彭博采集数据。

ATTRACTIVENESS OF THE OFFER (CONT'D)

THE OFFER REPRESENTS AN ATTRACTIVE OPPORTUNITY FOR SHAREHOLDERS TO MONETISE THEIR CWT SHARES

- The Offer represents an opportunity for Shareholders to sell their CWT Shares at a price that represents a premium to the historical transacted prices[(1)], and without incurring brokerage fees if the Shareholders choose to accept the Offer by submitting the Relevant Acceptance Forms.
- There is no guarantee that Shareholders will be able to sell their CWT Shares for a price as high as S$2.33 per CWT Share after the close of the Offer.
- The Offeror will control at least approximately 65.13% of CWT Shares (excluding treasury shares) after the Vendors tender their CWT Shares in acceptance of the Offer pursuant to the Vendor Undertakings.
- The Offeror intends to delist and privatise CWT, if possible. The Offeror presently has no intention to support any action or take any steps to maintain the listing status of CWT on the SGX-ST, and reserves the right to seek a voluntary delisting of CWT from the SGX-ST.
- There is no guarantee that CWT Shares will continue to be traded on the SGX-ST after the close of the Offer. Hence, Shareholders who do not accept the Offer may face difficulties in selling their CWT Shares after the close of the Offer.

VIEWS OF THE INDEPENDENT DIRECTORS OF CWT AND OF THEIR INDEPENDENT FINANCIAL ADVISER

- The views of the Independent Directors of CWT and the independent financial adviser to the Independent Directors on the Offer will be made available to Shareholders in due course.
- The Independent Directors are required under the Code to despatch their views within 14 days of the posting of this Offer Document.
- Shareholders may wish to consider their advice before taking any action in relation to the Offer.

HOW DO I ACCEPT THE OFFER

IF YOU WISH TO ACCEPT THE OFFER

- **Locate the Relevant Acceptance Forms in the Offer Document:**
  - **FAA: For the use of Depositors whose Securities Accounts are and / or will be credited with CWT Shares.**
  - **FAT: For the use of Shareholders who hold CWT Shares which are not deposited with the CDP.**
- A copy of the Relevant Acceptance Forms can also be downloaded from the website of SGX-ST at **www.sgx.com**
- On the website of the SGX-ST, click on the "Company Information" tab → "Company Announcements". Select "CWT LIMITED" under "Security Name". The Relevant Acceptance Forms are appended to the announcement dated 21 September 2017 relating to the despatch of the Offer Document.

FILLING OUT THE FAA

- Check or fill in your personal particulars and Securities Account number.
- State in Part A the number of Offer Shares in respect of which you wish to accept the Offer. You can tender all, or part of, your Offer Shares.
- Sign, date and return the FAA.

FILLING OUT THE FAT

- Check or fill in your personal particulars.
- State in (A) the number of Offer Shares in respect of which you wish to accept the Offer. You can tender all, or part of, your Offer Shares.
- State in (B) the share certificate number(s) of the relevant share certificate(s) of the Offer Shares you wish to tender.
- Sign and return the FAT along with the share certificate(s), other document(s) of title and / or relevant document(s) relating to the Offer Shares in respect of which you wish to accept the Offer.

- **CPFIS / SRS Investors who wish to accept the Offer should contact their respective CPF / SRS Agent Banks.**

Acceptance should be received by the close of the Offer at 5:30 P.M. on 19 October 2017 or such later date(s) as may be announced from time to time by or on behalf of the Offeror. Details of the procedures for the acceptance of the Offer are set out in Appendix B to the Offer Document and in the Relevant Acceptance Forms.

Note: All capitalised terms shall bear the same meaning as ascribed to them in this Offer Document.

(1) As per the VWAP and share price charts in page 5.

本要约的吸引力（续）

本要约为股东提供将其CWT股份兑现的绝佳机会

- 倘若股东选择通过提交相关接受表格接受要约，本要约可让股东以高于过往成交股价(1)的溢价出售所持有的CWT股份且不需付任何经纪费用。
- 股东在要约截止后未必能以每CWT股份2.33新元的高价出售所持有的CWT股份。
- 要约方将在卖方股东遵守卖方承诺接受本要约交出所持有的CWT股份后，至少控制近65.13%的CWT股份 (不包括库存股)。
- 要约方计划对CWT除牌退市及进行私有化（如果可能）。要约方将无意在现阶段支持或采取任何行动或措施保留CWT在新交所的挂牌上市状态，同时保留寻求从新交所自愿除牌退市的权利。
- 要约截止后，不保证CWT股份将继续在新交所参与交易。因此在要约截止后，未接受要约的股东可能难以出售所持有的CWT股份。

CWT独立董事及其独立财务顾问的意见

- 被认为独立于本要约的CWT董事（“独立董事”）以及CWT独立董事之独立财务顾问将妥善向股东提供意见。
- 根据《守则》，独立董事须在本要约文件公开后的14天内提供意见。
- 股东可能希望在就要约采取任何行动之前考虑他们的意见。

本要约接受方法

如欲接受本要约

- **在本要约文件中找到相关接受表格：**
  - **FAA：仅供存入CWT股份的证券账户存管人使用**
  - **FAT：仅供持有CWT股份但未存入CDP的股东使用。**
- 亦可在新交所网站上下载相关接受表格，网址为**www.sgx.com**
- 在新交所网站上，点击“公司披露”标签栏→“公司公告”。于“证券名称”项下选择“CWT LIMITED”。相关接受表格随附于2017年9月21日发出的要约文件公告之中。

填写FAA

- 核对或填写阁下的个人资料和证券帐户号码。
- 在A部分填写阁下欲接受本要约之要约股份数量。阁下可交付所持之全部或部分要约股份。
- 签署FAA，标注日期并寄出。

填写FAT

- 核对或填写阁下的个人资料。
- 在（A）部分填写阁下欲接受本要约之要约股份数量。阁下可交付所持之全部或部分要约股份。
- 在（B）部分填写阁下欲交出要约股份的相关股份凭证的凭证号码。
- 签署FAT，并与阁下欲接受本要约之要约股份相关股份凭证、其他所有权文件和（或）相关文件一同寄出。

- **欲接受本要约的CPFIS / SRS投资者应联络各自的 CPF / SRS代理银行。**

接受表格应于要约截止时间2017年10月19日下午5:30或者要约方或要约方的代表随时另行宣布的其他较迟的日期前交回。要约接受程序详情见本要约文件之附录B以及相关接受表格。

注：此中文版要约概要源自于英文版。如中文版和英文版存在不一致之处，皆以英文版为准。

(1) 参考第6页之每股股份之成交量加权平均价格及股份价格图表。

FREQUENTLY ASKED QUESTIONS

1. WHAT HAS HAPPENED BEFORE AND SINCE THE RELEASE OF THE PRE-CONDITIONAL OFFER ANNOUNCEMENT ON 9 APRIL 2017?

- On 3 August 2015, CWT announced that the Board of CWT has been informed by its controlling shareholder, C & P Holdings Pte Ltd, that the shareholders of C & P Holdings Pte Ltd are considering a strategic review of the business and assets of C & P Holdings Pte Ltd.
- On 6 May 2016, CWT announced that the Board of CWT has been informed by its controlling shareholder, C & P Holdings Pte Ltd, that the strategic review is still in progress and has been approached by various interested parties with different proposals for its business and assets since the announcement dated 3 August 2015. While C & P Holdings Pte Ltd is engaged in preliminary discussions, it is still in the process of reviewing the proposals.
- On 16 May 2016, CWT announced that the Board of CWT has been informed by C & P Holdings Pte Ltd that it and its controlling shareholders have entered into exclusive negotiations with a subsidiary of HNA Group Co., Ltd in relation to a potential transaction with respect to their shareholdings in CWT.
- On 9 April 2017, the Offeror announced that subject to the satisfaction or waiver of the Pre-Conditions, the Offeror intends to make the Offer for all the Offer Shares.
- On 7 September 2017, the Offeror's Joint Financial Advisers announced, for and on behalf of the Offeror, that all the Pre-Conditions had been satisfied and accordingly, announced the Offeror's firm intention to make the Offer for all the Offer Shares at the Offer Consideration of S$2.33 in cash for each Offer Share.

2. WHAT IS THE CONDITION TO THE OFFER?

- The Offer is conditional upon the Offeror having received valid acceptances in respect of such number of Offer Shares which, when taken together with CWT Shares owned, controlled or agreed to be acquired by or on behalf of the Offeror and parties acting in concert with it (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and parties acting in concert with it holding such number of CWT Shares carrying more than 50% of the voting rights attributable to CWT Shares (excluding treasury shares), by the Closing Date.
- Pursuant to the Vendor Undertakings, the Offer will become unconditional as to acceptances upon the Vendors tendering their CWT Shares (representing approximately 65.13% of the total number of issued CWT Shares excluding treasury shares) in acceptance of the Offer.

3. WHAT HAPPENS IF I DO NOT ACCEPT THE OFFER?

- You will continue to own your CWT Shares unless the Offeror receives sufficient acceptances and exercises its rights of compulsory acquisition. There is no guarantee that the current market price of the CWT Shares will or will not sustain and will or will not be higher than the Offer Consideration during and after the period for the acceptance of the Offer.
- In the event the Offeror receives acceptances for the Offer such that less than 10% of the total number of issued CWT Share (excluding any shares held by CWT as treasury shares) are held in public hands, the Offeror presently has no intention to support any action or take any steps to maintain the listing status of CWT on the SGX-ST, and reserves its right to seek a voluntary delisting of CWT from the SGX-ST.
- If and when entitled, the Offeror intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act. Pursuant to Rules 1307 and 1309 of the Listing Manual, the Offeror reserves its right to seek a voluntary delisting of CWT from the SGX-ST.
- Therefore, there is no assurance that CWT will remain listed on the SGX-ST.
- Shareholders who do not accept the Offer may encounter lower trading liquidity and / or difficulties in selling their CWT Shares.

CONTACT INFORMATION AND IMPORTANT NOTICE

CONTACT INFORMATION

Any enquiries relating to the Offer Document or the Offer should be directed during Singapore office hours to:

BARCLAYS
Barclays / + 65 6308 6045

CICC 中金公司
CICC / +65 6572 1999

IMPORTANT NOTICE

- The information in this section is a summary of the Offer and is qualified by, and should be read in conjunction with, the full information contained in the rest of the Offer Document. In the event of any inconsistency or conflict between the terms of this summary and the Offer Document, the terms set out in the rest of the Offer Document shall prevail.
- Nothing in this section or in the Offer Document is intended to be, or shall be taken as, advice, recommendation or solicitation to the Shareholders or any other party. Barclays and CICC are acting for and on behalf of the Offeror and do not purport to advise any Shareholder or any other party.
- The views of the Independent Directors of CWT and the independent financial adviser to the Independent Directors on the Offer will be made available to Shareholders in due course. The Independent Directors are required under the Code to despatch their views within 14 days of the posting of this Offer Document. Shareholders may wish to consider their advice before taking any action in relation to the Offer.
- Shareholders are advised to exercise caution when dealing in their CWT Shares and refrain from taking any action in relation to their CWT Shares which may be prejudicial to their interests.

Note: All capitalised terms shall bear the same meaning as ascribed to them in this Offer Document.

常见问题

1. 自2017年4月9日宣布先决条件收购要约前后都发生了哪些事情？

- 2015年8月3日，CWT宣布，CWT董事会已接获控股股东C & P Holdings Pte Ltd通知，知悉C & P Holdings Pte Ltd之股东正考虑对C & P Holdings Pte Ltd的业务和资产进行战略评估。
- 2016年5月6日，CWT宣布，CWT董事会已接获控股股东C & P Holdings Pte Ltd通知，知悉战略评估仍在进行中，且自2015年8月3日公告以来，已有各方有意人士携不同业务及资产计划书前来接触。虽然C & P Holdings Pte Ltd已开始参与初步讨论，但目前仍在阅览各方计划书阶段。
- 2016年5月16日，CWT宣布，CWT董事会已接获控股股东C & P Holdings Pte Ltd通知，知悉该公司及其控股股东已与海航集团有限公司之子公司就其所持CWT股份的潜在交易展开独家谈判。
- 2017年4月9日，要约方宣布，根据先决条件的满足或豁免情况，要约方拟对所有要约股份发出收购要约。
- 2017年9月7日，要约方的联合财务顾问以要约方名义代要约方宣布，所有先决条件已得到满足，并据此宣布要约方为所有要约股份提出收购要约对价为每要约股份2.33新元现金的决意。

2. 本要约含有哪些条件？

- 本要约的成立条件为要约方在要约截止日之前收到相应要约股份数量的有效接受，当综合考虑由要约方及其一致行动人、控制或同意收购的CWT股份时(要约之前或期间，并根据要约或其他方式)，该等要约股份数目将导致要约方及其一致行动人持有占CWT股份(不包括库存股)50%以上表决权的CWT股份数目。
- 根据卖方承诺，本要约将在卖方股东接受本要约从而交付所持有的CWT股份（约占CWT全部已发行股本， 不包括库存股，的65.13%）后因成功被接受而成为无条件。

3. 若不接受本要约，会出现什么情况？

- 阁下将继续持有原有CWT股份，除非要约方在收到足够要约接受后行使强制收购权。CWT股价在本要约接受期间或被接受后，不保证继续或不继续保持现行市场股价，亦不保证将高于或不高于要约对价。
- 若在要约方收到要约接受后，公众持有的已发行CWT股份少于CWT股份总数（不包括CWT持有的任何库存股)的10%，要约方将无意在现阶段支持或采取任何行动或措施保留CWT在新交所的挂牌上市状态，同时保留寻求从新交所自愿除牌退市的权利。
- 一旦条件允许，要约方有意依据《公司法》第215(1)章规定行使强制收购权。根据《上市手册》第1307条和第1309条规定，要约方保留寻求将CWT从新交所自愿除牌的权利。
- 因此无法保证CWT将继续在新交所挂牌上市。
- 未接受要约的股东可能将会面对交易流动性减少和（或）难以出售所持有的CWT股份的情况。

联系方式和重要声明

联系信息

如有任何有关要约文件或本要约的疑问，请在新加坡办公时间向以下询问：

BARCLAYS
Barclays / + 65 6308 6045

CICC 中金公司
CICC / +65 6572 1999

重要声明

- 本部分信息为要约摘要，仅在结合要约文件其余部分所含完整信息时有效，并应与其一并阅读。本摘要条款与要约文件条款存在任何不一致或冲突时，则应以要约文件其余部分规定条款为准。
- 本部分或要约文件中的任何内容均不拟作为亦不应被视为向股东或任何其他人士提供的意见、建议或劝诱。Barclays和CICC以要约方名义代表要约方行事，并无任何意图向任何股东或任何其他人士提供意见。
- CWT的独立董事及其独立财务顾问将在适当时候向股东提供意见。独立董事须根据《守则》规定，在本要约文件公开后的14天内发表意见。股东不妨在考虑此等意见后，再对本要约采取任何行动。
- 建议股东在处置所持CWT股份时谨慎行事，避免采取任何可能损害自身利益的行为。

注：此中文版要约概要源自于英文版。如中文版和英文版存在不一致之处，皆以英文版为准。

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Unless otherwise defined or where the context otherwise requires, the following definitions shall apply throughout this Offer Document, the FAA and the FAT:

"**Act**"	:	The Companies Act, Chapter 50 of Singapore, as may be amended, modified or supplemented from time to time
"**Authorised Persons**"	:	Shall have the meaning ascribed to it in paragraph 3.10 of Appendix B to this Offer Document
"**Barclays**"	:	Barclays Bank PLC, Singapore Branch. Barclays Bank PLC is authorised in the United Kingdom by the UK Prudential Regulation Authority and regulated by the UK Financial Conduct Authority and the UK Prudential Regulation Authority and is registered in England No. 01026167. Registered Office: 1 Churchill Place, London E14 5HP, United Kingdom
"**Business Day**"	:	A day (other than a Saturday, a Sunday or a gazetted public holiday in Singapore) when banks in Singapore are open for business and "**Business Days**" shall be construed accordingly
"**CDP**"	:	The Central Depository (Pte) Limited
"**CICC**"	:	China International Capital Corporation (Singapore) Pte. Limited
"**Closing Date**"	:	5.30 p.m. (Singapore time) on 19 October 2017, or such later date(s) as may be announced from time to time by or on behalf of the Offeror, being the last date and time for the lodgement of acceptances for the Offer
"**Code**"	:	The Singapore Code on Take-overs and Mergers
"**Company Securities**"	:	Being (a) CWT Shares; (b) securities which carry voting rights in CWT; or (c) convertible securities, warrants, options and derivatives in respect of the CWT Shares or securities which carry voting rights in CWT
"**CPF**"	:	The Central Provident Fund
"**CPF Agent Banks**"	:	Agent banks included under the CPFIS
"**CPFIS**"	:	Central Provident Fund Investment Scheme

"**CPFIS Investors**"	:	Investors who have purchased CWT Shares using their CPF contributions pursuant to the CPFIS
"**CWT**"	:	CWT Limited, a company incorporated in Singapore whose shares are listed on the Mainboard of the SGX-ST
"**CWT Group**"	:	CWT and its subsidiaries
"**CWT Shares**"	:	Ordinary shares in the capital of CWT
"**Date of Receipt**"	:	The date of receipt of the Relevant Acceptance Form by CDP or the Share Registrar (as the case may be) on behalf of the Offeror or, in the case where such date of receipt is on the Closing Date, as at 5.30 p.m. (Singapore time) on the Closing Date (provided always that such date of receipt falls on or before the Closing Date)
"**Deposit**"	:	Shall have the meaning ascribed to it in paragraph 4.1 of the Letter to Shareholders
"**Deposit Agreement**"	:	Shall have the meaning ascribed to it in paragraph 4.1 of the Letter to Shareholders
"**Despatch Date**"	:	21 September 2017, being the date of despatch of this Offer Document
"**Dissenting Shareholders**"	:	Shall have the meaning ascribed to it in paragraph 8.4 of the Letter to Shareholders
"**Distribution**"	:	Any dividend, right or other distribution or return of capital
"**Electronic Acceptance**"	:	The SGX-SSH service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents
"**Encumbrance**"	:	Shall have the meaning ascribed to it in paragraph 2.3(b) of the Letter to Shareholders
"**Enlarged Group**"	:	HNA Holding Group Co. Limited and its subsidiaries, as enlarged by the CWT Group upon completion of the Offer
"**Escrow Account**"	:	Shall have the meaning ascribed to it in paragraph 4.1 of the Letter to Shareholders
"**Escrow Agent**"	:	Shall have the meaning ascribed to it in paragraph 4.1 of the Letter to Shareholders

"**FAA**"	:	Form of Acceptance and Authorisation for CWT Shares, which forms part of this Offer Document and which is issued to Shareholders whose CWT Shares are deposited with the CDP
"**FAT**"	:	Form of Acceptance and Transfer for CWT Shares, which forms part of this Offer Document and which is issued to Shareholders whose CWT Shares are not deposited with CDP and are registered in such Shareholder's name in the Register
"**Final Day Rule**"	:	Has the meaning ascribed to it in paragraph 1.6 of Appendix A to this Offer Document
"**Formal Offer Announcement**"	:	The formal offer announcement on 7 September 2017 made by the Joint Financial Advisers, for and on behalf of the Offeror, of its firm intention to undertake the Offer
"**Formal Offer Announcement Date**"	:	7 September 2017, being the date of the Formal Offer Announcement
"**FY**"	:	The financial year ended, or as the case may be, ending 31 December
"**FY2016 Final Dividend**"	:	The final one-tier cash dividend of three (3) cents per CWT Share for the financial year ended 31 December 2016, which was paid to Shareholders on 17 May 2017
"**GCEO**"	:	Shall have the meaning ascribed to it in paragraph 8.1.2.1 of the Letter to Shareholders
"**GCFO**"	:	Shall have the meaning ascribed to it in paragraph 8.1.2.1 of the Letter to Shareholders
"**H12017**"	:	the six (6) months ended 30 June 2017
"**HK Group**"	:	HK ListCo and its subsidiaries
"**HK ListCo**"	:	HNA Holding Group Co. Limited
"**HK ListCo Directors**"	:	The directors of HK ListCo for the time being
"**Independent Directors**"	:	The directors of CWT who are considered independent for the purposes of the Offer
"**Joint Financial Advisers**"	:	Barclays and CICC
"**Last Full Trading Day**"	:	5 April 2017, being the last full trading day prior to the trading halt on CWT Shares preceding the Pre-Conditional Offer Announcement Date

"**Latest Practicable Date**"	:	14 September 2017, being the latest practicable date prior to the printing of this Offer Document
"**Letter to Shareholders**"	:	The letter from the Joint Financial Advisers, for and on behalf of the Offeror, to Shareholders in connection with the Offer, as set out on pages 23 to 40 of this Offer Document
"**Listing Manual**"	:	The listing manual of the SGX-ST, as may be amended, modified or supplemented from time to time
"**Management Retention Arrangements**"	:	Has the meaning ascribed to it in paragraph 8.1.2 of the Letter to Shareholders
"**Market Day**"	:	A day on which the SGX-ST is open for trading in securities
"**Minimum Acceptance Condition**"	:	Has the meaning ascribed to it in paragraph 2.4 of the Letter to Shareholders
"**Offer**"	:	The voluntary conditional general offer made by the Joint Financial Advisers, for and on behalf of the Offeror, for all the Offer Shares in accordance with Rule 15 of the Code
"**Offer Consideration**"	:	Has the meaning ascribed to it in paragraph 2.2 of the Letter to Shareholders
"**Offer Document**"	:	This offer document dated 21 September 2017, comprising the Letter to Shareholders, Appendices A to G and the Relevant Acceptance Forms, and any other document(s) which may be issued by or on behalf of the Offeror to amend, revise, supplement or update this offer document from time to time
"**Offer Period**"	:	The period from 16 May 2016, being the date when the board of CWT announced that it had been informed by C & P Holdings Pte Ltd that it and its controlling shareholders had entered into exclusive negotiations with a subsidiary of HNA Group Co., Ltd in relation to a potential transaction with respect to their shareholdings in CWT, until the Closing Date
"**Offer Shares**"	:	The CWT Shares other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees
"**Offeror**"	:	HNA Belt and Road Investments (Singapore) Pte. Ltd.
"**Offeror Directors**"	:	The directors of the Offeror for the time being

"**Overseas Shareholders**"	:	Shareholders whose addresses are outside Singapore as shown on the Register, or, as the case may be, in the records of CDP
"**PRC**"	:	The People's Republic of China
"**Pre-Conditional Offer Announcement**"	:	The announcement made by the Offeror on 9 April 2017 in relation to the pre-conditional voluntary general offer for all of the Offer Shares
"**Pre-Conditional Offer Announcement Date**"	:	9 April 2017, being the date of the Pre-Conditional Offer Announcement
"**Pre-Conditions**"	:	Shall have the meaning ascribed to it in paragraph 2.1 of the Pre-Conditional Offer Announcement
"**Property Investment Business**"	:	Has the meaning ascribed to it in paragraph 5.2 of the Letter to Shareholders
"**Recreational/Tourism Business**"	:	Has the meaning ascribed to it in paragraph 5.2 of the Letter to Shareholders
"**Register**"	:	The register of Shareholders as maintained by the Share Registrar
"**Relevant Day**"	:	The dealing day immediately after the day on which the Offer is due to expire, or becomes or is declared unconditional as to acceptances, or is revised or extended
"**Relevant Financing Arrangements**"	:	The financing arrangements entered into by the Offeror or HK ListCo in the ordinary course of business, or in connection with the Offer, including the creation of security interests over all present and future CWT Shares legally and/or beneficially owned by the Offeror in favour of Madison Pacific Trust Limited (as security agent)
"**Relevant Period**"	:	The period commencing three (3) months prior to 16 May 2016, and ending on the Latest Practicable Date
"**Relevant Acceptance Forms**"	:	The FAA and/or the FAT, as may be applicable, and "**Relevant Acceptance Form**" shall be construed accordingly
"**Restricted Jurisdiction**"	:	Has the meaning ascribed to it in paragraph 11.1 of the Letter to Shareholders
"**Rule 22.6 Period**"	:	Has the meaning ascribed to it in paragraph 1.5 of Appendix A to this Offer Document

"**Scripholders**"	:	Shareholders who hold CWT Shares in scrip form which are not deposited with CDP
"**Securities Account**"	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
"**Senior Management Personnel**"	:	Has the meaning ascribed to it in paragraph 8.1.2.2 of the Letter to Shareholders
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**SGXNET**"	:	A system network used by listed companies to send information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
"**Share Registrar**"	:	Boardroom Corporate & Advisory Services Pte. Ltd., in its capacity as receiving agent of the Offeror or the share registrar of the Offeror, as the case may be
"**Shareholders**"	:	The registered holders of CWT Shares, except that where the registered holder is CDP, the term "**Shareholders**" shall, in relation to such CWT Shares, mean the Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with those CWT Shares
"**Shut-Off Notice**"	:	Has the meaning ascribed to it in paragraph 1.5 of Appendix A to this Offer Document
"**SIC**"	:	The Securities Industry Council of Singapore
"**SRS**"	:	The Supplementary Retirement Scheme
"**SRS Agent Banks**"	:	Agent banks included under the SRS
"**SRS Investors**"	:	Investors who have purchased CWT Shares using their SRS contributions pursuant to the SRS
"**Undertaken CWT Shares**"	:	Shall have the meaning ascribed to it in paragraph 3.1.1 of the Letter to Shareholders

"**Vendors**"	:	The following Shareholders: a. C & P Holdings Pte Ltd b. Loi Kai Meng c. Loi Kai Meng (Pte.) Limited d. Stanley Liao Private Limited e. Liao Chung Lik f. Loi Pok Yen g. Stanley K K Liao h. Loi Win Yen i. Lim Soo Seng (Pte.) Limited j. Lim Lay Khia (alias Lim Lay Choo) k. Tong Siow Oon Sylvia l. Loi Yan Yi
"**Vendor Undertakings**"	:	Shall have the meaning ascribed to it in paragraph 3.1 of the Letter to Shareholders
"**VWAP**"	:	Volume weighted average price
"**HK$**" and "**cents**"	:	Hong Kong dollars and cents respectively, being the lawful currency of the Hong Kong Special Administrative Region
"**S$**" and "**cents**"	:	Singapore dollars and cents respectively, being the lawful currency of Singapore
"**US$**" and "**cents**"	:	United States dollars and cents respectively, being the lawful currency of the United States of America
"**%**" or "**per cent.**"	:	Percentage or per centum

The expression "acting in concert" and the term "concert parties" shall have the same meanings as ascribed to them respectively in the Code.

The terms "**Depositor**", "**Depository Register**" and "**Depository Agent**" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore, as may be amended, modified or supplemented from time to time.

The terms "**subsidiaries**" and "**related corporations**" shall have the meanings ascribed to them respectively in the Act.

References to "you", "your" and "yours" in this Offer Document are, as the context so determines, to Shareholders.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

The headings in this Offer Document are inserted for convenience only and shall be ignored in construing this Offer Document.

Any discrepancies in the tables in this Offer Document between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures that precede them.

Any reference in this Offer Document to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and not otherwise defined in this Offer Document shall have the same meaning assigned to it under the Act or any statutory modification thereof, as the case may be.

Any reference to a time of day and date in this Offer Document is made by reference to Singapore time and date unless otherwise stated.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

All statements other than statements of historical fact included in this Offer Document are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "**aim**", "**seek**", "**expect**", "**anticipate**", "**estimate**", "**believe**", "**intend**", "**project**", "**plan**", "**potential**", "**strategy**", "**forecast**", "**possible**", "**probable**" and similar expressions or future or conditional verbs such as "**if**", "**will**", "**would**", "**should**", "**could**", "**may**" or "**might**". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future results, performance, events or achievements and involve known and unknown risks and uncertainties. Accordingly, actual future results, performance, events or achievements may differ materially from those described in such forward-looking statements. Given the risks and uncertainties involved, Shareholders and investors should not place undue reliance on such forward-looking statements and information. None of the Offeror, the Joint Financial Advisers or HK ListCo undertakes any obligation to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

INDICATIVE TIMETABLE

Despatch Date	:	21 September 2017
Vendors' acceptances of the Offer pursuant to the Vendor Undertakings[(1)]	:	On or before 2 October 2017
Closing Date and time[(2)]	:	19 October 2017 at 5.30 P.M., or such later date(s) as may be announced from time to time by or on behalf of the Offeror
Period for settlement of consideration	:	In respect of valid and complete acceptances received on or before the date the Offer turns unconditional as to acceptances, within seven (7) Business Days of the date the Offer turns unconditional as to acceptances In respect of valid and complete acceptances received after the date the Offer turns unconditional as to acceptances, within seven (7) Business Days after the date of receipt of each such acceptance
Final date of settlement in respect to the Offer	:	Within seven (7) Business Days after the Closing Date

Notes:

1. The Offeror has received irrevocable written undertakings to accept the Offer from Vendors holding approximately 65.13% of the total number of issued CWT Shares (excluding treasury shares). Out of the 65.13%, approximately 64.70% will be tendered on or before 2 October 2017 and the remaining approximately 0.43% will be tendered at a later date.

2. The Offer must initially be open for at least 28 days after the Despatch Date.

CONTACT INFORMATION

Any enquiries relating to the Offer Document or the Offer should be directed during Singapore office hours to:

BARCLAYS BANK PLC, SINGAPORE BRANCH

Arnaud GRANGER
Managing Director
Head of Mergers & Acquisitions,
Southeast Asia

Cedrik LE JUGE
Director
Mergers & Acquisitions,
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CHINA INTERNATIONAL CAPITAL CORPORATION (SINGAPORE) PTE. LIMITED

Lindsay LIN
Managing Director
Head of Investment Banking,
Singapore

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Executive Director
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Singapore

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BARCLAYS BANK PLC, SINGAPORE BRANCH
(A branch of Barclays Bank PLC, a company organised under the laws of England and Wales with company number 01026167)



CHINA INTERNATIONAL CAPITAL CORPORATION (SINGAPORE) PTE. LIMITED
(Company Registration Number: 200814424W)
(Incorporated in the Republic of Singapore)

21 September 2017

To: The Shareholders of CWT Limited

Dear Sir/Madam,

VOLUNTARY CONDITIONAL GENERAL OFFER BY BARCLAYS BANK PLC, SINGAPORE BRANCH AND CHINA INTERNATIONAL CAPITAL CORPORATION (SINGAPORE) PTE. LIMITED, FOR AND ON BEHALF OF HNA BELT AND ROAD INVESTMENTS (SINGAPORE) PTE. LTD., FOR THE OFFER SHARES

1. INTRODUCTION

1.1 Pre-Conditional Offer Announcement dated 9 April 2017

On 9 April 2017, HNA Belt and Road Investments (Singapore) Pte. Ltd. (the "**Offeror**"), a wholly-owned subsidiary of HNA Holding Group Co. Limited ("**HK ListCo**"), announced that, subject to the fulfilment or waiver (as applicable) of the Pre-Conditions, the Offeror would make the Offer to acquire all of the Offer Shares in accordance with Rule 15 of the Code.

A copy of the Pre-Conditional Offer Announcement dated 9 April 2017 is available on the website of the SGX-ST at www.sgx.com.

1.2 Formal Offer Announcement

On 7 September 2017, the Offeror announced that all of the Pre-Conditions had been satisfied. Accordingly, the Offeror announced its firm intention to make the Offer (the "**Formal Offer Announcement**").

As at the date of the Formal Offer Announcement, the Offeror did not own or control, directly or indirectly, any CWT Shares. Appendix F to this Offer Document sets out further details of holdings, dealings and other arrangements in CWT Shares.

A copy of the Formal Offer Announcement dated 7 September 2017 is available on the website of the SGX-ST at www.sgx.com.

1.3 Offer Document

The Joint Financial Advisers are pleased to make this Offer for the Offer Shares, for and on behalf of the Offeror, on the terms and conditions set out in this Offer Document. This Offer Document, comprising this Letter to Shareholders, Appendices A to G and the Relevant Acceptance Forms, contains the formal offer by the Joint Financial Advisers, for and on behalf of the Offeror, for the Offer Shares. **Shareholders are urged to read this Offer Document carefully.**

2. THE OFFER

2.1 Offer

The Joint Financial Advisers, for and on behalf of the Offeror, hereby make the Offer to acquire the Offer Shares, namely all the CWT Shares, other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations, and their respective nominees in accordance with Rule 15 of the Code and subject to the terms and conditions set out in this Offer Document.

2.2 Offer Consideration

Consideration for the Offer will be satisfied by the payment of **S$2.33 in cash for each Offer Share** ("**Offer Consideration**").

THE OFFEROR DOES NOT INTEND TO AND WILL NOT INCREASE THE OFFER CONSIDERATION OR REVISE ANY OTHER TERMS OF THE OFFER. AS SUCH, THE OFFER CONSIDERATION IS THE FINAL PRICE FOR THE OFFER SHARES.

Shareholders, in particular those who intend to accept the Offer, are reminded to note that the price of the Shares may potentially fluctuate and there is no guarantee that the current market price of the Shares will or will not sustain and will or will not be higher than the Offer Consideration during and/or after the period for the acceptance of the Offer.

2.3 No Encumbrances

The Offer Shares will be acquired:

(a) properly and validly issued and fully paid-up;

(b) free from any mortgage, assignment, debenture, lien, hypothecation, charge, pledge, adverse claim, rent-charge, title retention, claim, equity, option, pre-emption right, right to acquire, security agreement and security interest or other right of whatever nature (each, an "**Encumbrance**"); and

(c) together with all rights, benefits and entitlements attached thereto as at the Pre-Conditional Offer Announcement Date (including the right to receive and retain all Distributions which may be announced, declared, paid or made by CWT on or after Pre-Conditional Offer Announcement Date), other than the FY2016 Final Dividend.

If any Distribution, other than the FY2016 Final Dividend, is announced, declared, paid or made by CWT on or after the Pre-Conditional Offer Announcement Date, the Offeror reserves the right to reduce the Offer Consideration payable to such accepting Shareholder by an amount equivalent to such Distribution.

2.4 **Minimum Acceptance Condition**

The Offer is conditional upon the Offeror receiving valid acceptances in respect of such number of Offer Shares which, when taken together with the CWT Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (either before or during the Offer and pursuant to the Offer or otherwise), would result in the Offeror and the parties acting in concert with it holding such number of CWT Shares carrying more than 50% of the voting rights attributable to the total issued and paid-up share capital of CWT (excluding treasury shares), by the Closing Date of the Offer (the "**Minimum Acceptance Condition**").

As at the Latest Practicable Date, the Offeror has procured irrevocable written undertakings from the Vendors to, *inter alia*, accept, or procure the acceptance of, the Offer in relation to all the CWT Shares respectively owned by them as of the date of their respective undertakings (representing approximately 65.13% of the total issued share capital of CWT excluding treasury shares). **Accordingly, the Offer will become unconditional as to acceptances upon the Vendors tendering their CWT Shares in acceptance of the Offer.** Further details of the irrevocable written undertakings from the Vendors are set out in paragraph 3 of this Letter to Shareholders.

2.5 **Warranty**

Acceptance of the Offer will be deemed to constitute an unconditional and irrevocable warranty by the accepting Shareholder that each Offer Share tendered in acceptance of the Offer is sold by the accepting Shareholder, as or on behalf of the beneficial owner(s) thereof, (i) properly and validly issued and fully paid-up; (ii) free from any Encumbrance; and (iii) together with all rights, benefits and entitlements as at the Pre-Conditional Offer Announcement Date including the right to receive and retain all Distributions, which may be announced, declared, paid or made by CWT on or after the Pre-Conditional Offer Announcement Date, other than the FY2016 Final Dividend.

2.6 **Closing Date**

The Offer is open for acceptance by Shareholders for at least twenty-eight (28) days from the Despatch Date.

Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 19 October 2017 or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

2.7 **Further details of the Offer**

Appendix A to this Offer Document sets out further details on (i) the duration of the Offer; (ii) the settlement of the consideration for the Offer; (iii) the requirements relating to the announcement of the level of acceptances of the Offer; and (iv) the right of withdrawal of acceptances of the Offer.

2.8 **Procedures for acceptance**

Appendix B to this Offer Document sets out the procedures for acceptance of the Offer.

3. VENDOR UNDERTAKINGS

3.1 As set out in the Pre-Conditional Offer Announcement, the Vendors have given the Offeror their irrevocable written undertakings (the "**Vendor Undertakings**"), amongst other things:

3.1.1 except as prohibited in writing by the SIC or by an order of a court of competent jurisdiction, to accept, or procure the acceptance of, the Offer in relation to all the CWT Shares respectively owned by them as of the date of their respective Vendor Undertakings (the "**Undertaken CWT Shares**"), within such number of Market Days as agreed with the Offeror under the respective Vendor Undertakings after the Offer is open for acceptance, and that the Undertaken CWT Shares shall be sold to the Offeror in accordance with the terms of the Offer, and that notwithstanding any rights of withdrawal which they may have under the Code or the terms of the Offer, to not withdraw such acceptance of the Offer tendered in respect of any of the Undertaken CWT Shares;

3.1.2 to, during the period commencing on the date of their respective Vendor Undertakings until the date on which their respective Vendor Undertakings cease to have any effect, not directly or indirectly:

3.1.2.1 sell, dispose of, transfer or otherwise deal in, or create any encumbrance over (or permit the sale, disposal of, transfer, dealing in, or creation of any encumbrance over), any of their rights or interests in the Undertaken CWT Shares;

3.1.2.2 accept (or permit the acceptance on their behalf of) any other offer from any other party for all or any of the Undertaken CWT Shares, whether or not such other offer is at a higher price and/or on more favourable terms than the Offer;

3.1.2.3 approve, endorse, recommend, vote or agree to vote for any other offer from any other party for all or any of the Undertaken CWT Shares, whether or not such other offer is at a higher price and/or on more favourable terms than the Offer; and

3.1.2.4 authorise any of their representatives or advisers to, directly or indirectly, solicit, encourage, initiate or entertain any offers or proposals or hold discussions with any third party about any arrangement, agreement or commitment in connection with the acquisition of (i) all or any Undertaken CWT Shares; or (ii) all or substantially all the business/assets of CWT, save that the restrictions in this sub-paragraph shall not apply to (A) the making of normal presentations, for and on behalf of CWT, to brokers, portfolio investors and analysts in the ordinary and usual course of business; or (B) the provision of information for or on behalf of CWT to the SGX-ST or the SIC; and

3.1.3 to, not exercise any voting rights in the Undertaken CWT Shares or take any action that will frustrate the Offer.

3.2 The Vendors and their respective Undertaken CWT Shares are set out in the table below:

Vendor	Number of Undertaken CWT Shares	Number of Undertaken CWT Shares as an approximate percentage of the total number of issued CWT Shares as at the Latest Practicable Date (%)
C & P Holdings Pte Ltd(1)	191,680,000	31.93
Loi Kai Meng	70,000,000	11.66
Loi Kai Meng (Pte.) Limited(1)	37,356,900	6.22
Stanley Liao Private Limited(1)	19,581,000	3.26
Liao Chung Lik	16,301,000	2.72
Loi Pok Yen(2)	31,000,000	5.16
Stanley K K Liao	10,397,000	1.73
Loi Win Yen	7,930,000	1.32
Lim Soo Seng (Pte.) Limited(1)	2,624,000	0.44
Lim Lay Khia (alias Lim Lay Choo)	1,950,000	0.32
Tong Siow Oon Sylvia	1,100,000	0.18
Loi Yan Yi	1,050,000	0.17
Total	**390,969,900**	**65.13**

(1) C & P Holdings Pte Ltd is majority-owned by Loi Kai Meng (Pte.) Limited, Stanley Liao Private Limited and Lim Soo Seng (Pte.) Limited, each of whom owns more than 20% of its issued share capital.

(2) Loi Pok Yen holds 16,000,000 CWT Shares directly and 15,000,000 CWT Shares through his wholly-owned company, Penjuru Capital Pte. Ltd.

3.3 The Vendor Undertakings will terminate, lapse and cease to have any effect if the Offer lapses or is withdrawn without having become unconditional in all respects in accordance with its terms through no breach by any of the Vendors of their obligations under their respective Vendor Undertakings.

4. DEPOSIT ARRANGEMENT

4.1 Pursuant to an agreement entered into between HK ListCo and CWT on 9 April 2017 (the "**Deposit Agreement**"), HK ListCo paid a sum of S$15 million to CWT (the "**Deposit**") which is currently held in escrow by DBS Trustee Limited (the "**Escrow Agent**") in an escrow account (the "**Escrow Account**") on the terms and subject to the conditions set out in the Deposit Agreement.

4.2 If the Offer is declared unconditional in all respects in accordance with the Code, the Deposit shall be released from the Escrow Account and paid into a bank account to be designated and notified in writing to the Escrow Agent and CWT by the Offeror for the purposes of making payments pursuant to the Offer.

4.3 In the event that any party to certain Vendor Undertakings specified in the Deposit Agreement fails to comply with its obligations thereunder to accept the Offer and consequently the Offer does not become unconditional as to acceptances, the Deposit shall be refunded in full to HK ListCo.

5. INFORMATION ON THE OFFEROR AND HK LISTCO

5.1 The Offeror is a company incorporated in Singapore for the purpose of making the Offer and is an indirect wholly-owned subsidiary of HK ListCo. Its principal business activity is investment holding.

As at the Latest Practicable Date, the Offeror has an issued share capital of S$1.00, comprising one (1) issued ordinary share. The sole shareholder of the Offeror is HNA Belt and Road Investments (BVI) Company Limited. HNA Belt and Road Investments (BVI) Company Limited is a wholly-owned subsidiary of HNA Belt and Road Investments Company Limited, which is, in turn, wholly-owned by HK ListCo. The directors of the Offeror are Xu Haohao, Guo Qifei, Zhao Yongzhi, and Yeoh Kar Choo Sharon.

5.2 HK ListCo is a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited.

HK ListCo and its subsidiaries (the "**HK Group**") are currently engaged in the businesses of Recreational/Tourism Business and Property Investment Business. It is the intention of the HK Group to continue to strengthen its existing businesses, and at the same time explore opportunities to further develop into a leading diversified international investment company to enhance the growth prospects of the HK Group and create value for HK ListCo's shareholders.

For the purposes of this Offer Document, "**Recreational/Tourism Business**" means the business of the provision of recreational and tourism services (including the operation of golf clubs and the provision of hotel and leisure services); and "**Property Investment Business**" means the business of property investment, management and development.

As part of its development strategy, the HK Group mainly focuses on merger and acquisition opportunities in international markets. In particular, the HK Group seeks merger and acquisition targets in sectors including logistics real estate, logistics warehousing, bulk commodity trading, logistics finance, logistics transport facilities, oil storage, marketing and transportation assets while closely monitoring the economic and trade development situation in the "One Belt, One Road" initiative, Southeast Asia, and other regions (including Hong Kong).

5.3 Appendices C, D and G to this Offer Document set out additional information on the Offeror and HK ListCo respectively.

6. INFORMATION ON CWT

(Information relating to the CWT Group has been extracted from publicly available sources.)

6.1 CWT was incorporated in 1970 as a private arm of the Port of Singapore Authority to provide warehousing and container trucking services in support of the onset of container terminal operations. CWT is a company incorporated in Singapore whose shares have been quoted and traded on the SGX-ST since 12 April 1993. CWT and its subsidiaries are a leading provider of integrated logistics solutions with interests in logistics services, commodity marketing, financial services and engineering services.

6.2 As at the Latest Practicable Date, CWT's share capital comprises 600,304,650 issued and paid-up ordinary shares and there are no unissued shares of CWT under option granted by CWT.

6.3 According to CWT's audited consolidated financial statements for the year ended 31 December 2016, the CWT Group has four (4) operating business segments: (i) Logistics Services; (ii) Commodity Marketing; (iii) Financial Services; and (iv) Engineering Services.

6.3.1 **Logistics Services** includes warehousing, transportation, freight forwarding and cargo consolidation, supply chain management services such as procurement, inventory management, packaging, packing and other value added services and delivery to end customers and container management services. The CWT Group, being a one-stop logistics provider, views all logistics services as total logistics solutions provided to customers. These logistics services are aggregated into a single operating segment since the aggregated operating results of this segment are regularly reviewed by the GCEO to make decisions about resources to be allocated to it and to assess its performance.

6.3.2 **Commodity Marketing** includes physical trading and supply chain management of base metal non-ferrous concentrates with a predominant focus on copper, lead, zinc and other minor metals and energy products like naphtha and distillates.

6.3.3 **Financial Services** includes financial brokerage services, structured trade services and asset management services.

6.3.4 **Engineering Services** includes management and maintenance of facilities, vehicles and equipment, supply and installation of engineering products, property management, and design-and-build solutions for logistics properties.

6.4 Based on CWT's audited consolidated financial statements for the year ended 31 December 2016, the reportable segment revenue and the reportable segment profit before tax of each business segment for the year ended 31 December 2016 was as follows:

Segment	Reportable segment revenue (excluding inter-segment revenue)	%	Reportable segment profit before tax	%
Logistics Services	S$ 831,800,000	8.99	S$ 61,135,000	47.31
Commodity Marketing	S$ 8,161,343,000	88.21	S$ 18,264,000	14.13
Financial Services	S$ 128,972,000	1.40	S$ 34,203,000	26.47
Engineering Services	S$ 129,739,000	1.40	S$ 15,626,000	12.09
Total	**S$ 9,251,854,000**	**100**	**S$ 129,228,000**	**100**

6.5 The CWT Group operates in more than 90 countries through its regional offices and network of service partners. Its Logistics Services and Commodity Marketing segments are managed on a worldwide basis and operate principally in Singapore, China, other parts of Asia Pacific, Europe, Africa and South America. Its Financial Services segment operates mainly in China, Singapore and North America. Its Engineering Services segment operates primarily in Singapore.

6.6 **Financial Information on the CWT Group**

6.6.1 Set out below is a summary of certain consolidated financial information of the CWT Group for the two (2) years ended 31 December 2015 and 2016, respectively, which have been prepared in accordance with the Singapore Financial Reporting Standards, as extracted from the published financial results of CWT Group:

	Year ended 31 December 2015 (audited)	Year ended 31 December 2016 (audited)
Net profit before taxation	S$ 131,720,000	S$ 104,801,000
Net profit after taxation	S$ 113,919,000	S$ 79,020,000

6.6.2 The unaudited consolidated net asset value of CWT Group as at 30 June 2017 was approximately S$908,687,000.

6.6.3 Following the close of the Offer, CWT and its subsidiaries will become subsidiaries of the HK Group, and the financial results, assets and liabilities of CWT Group will be consolidated into the accounts of the HK Group. After consultation with HK ListCo's auditors, HK ListCo is of the view that there will be no material difference in the previous financial information of CWT Group if it had adopted the accounting standards and policies of the HK Group.

6.7 Appendix E to this Offer Document sets out additional information on CWT. Additional information on CWT is also available on its website at www.cwtlimited.com.

7. RATIONALE FOR THE OFFER

7.1 The HK Group has been actively assessing the global market for attractive investment opportunities to complement its existing businesses, namely the Recreational/Tourism Business and the Property Investment Business, to further develop into a leading diversified international investment company.

7.2 CWT Group has a strong market position in its Logistics Services division and is well diversified through revenues from its Commodity Marketing, Financial Services and Engineering Services divisions, as further described in paragraph 6.3 above.

7.3 The Offer is in line with the HK Group's investment principle of prudence and justifiable investments. As part of its development strategy, the HK Group mainly focuses on merger and acquisition opportunities in international markets. In particular, the HK Group seeks merger and acquisition targets in sectors including logistics real estate, logistics warehousing, bulk commodity trading, logistics finance, logistics transport facilities, oil storage, marketing and transportation assets while closely monitoring the economic and trade development situation in the "One Belt, One Road" initiative, Southeast Asia, and other regions (including Hong Kong).

7.4 The HK Group believes that the Offer is strategically beneficial for the following reasons:

7.4.1 **Leverage an established international business platform and management team to identify and develop new business opportunities**

Over more than 45 years, CWT Group has established diversified global operations in Logistics Services, Commodity Marketing, Financial Services and Engineering Services. CWT Group's business units enjoy strong positions in their respective markets and are led by an experienced and knowledgeable management team.

The Offer will enable the HK Group to simultaneously enter into logistics, commodity marketing, financial services and engineering services and have a presence across approximately 90 countries globally. After completion of the Offer, the HK Group believes that the Enlarged Group can leverage CWT Group's international operating platform and the HK Group's relationships to explore potential new business opportunities, particularly in logistics services, commodity marketing and financial services, and provide a solid foundation for the Enlarged Group's future business development.

7.4.2 **Become a leading logistics player with a global reach**

CWT Group provides integrated logistics solutions in Singapore and internationally, with a niche market focus in the commodity, chemical, marine, F&B and wine, and industrial sectors. CWT Group operates and manages warehouses that are strategically located near key transport hubs and ports in Singapore and around the world and as of 31 December 2016 had a global freight forwarding network with connectivity to around 200 direct ports and 1,600 inland destinations supported by an extensive network of more than 100 offices and agents globally.

After completion of the Offer, the HK Group believes that the Enlarged Group could seek to leverage CWT Group's experience and capabilities and the HK Group's relationships to enhance its position as a leading provider of integrated logistics solutions for worldwide customers in the commodity, marine, chemical, F&B and wine, and industrial sectors.

7.4.3 **Further diversify the Property Investment Business with a large, high quality real estate portfolio and enhance services and capabilities**

CWT Group is one of the largest owners and managers of warehouse and logistics real estate assets in Singapore. As of 31 December 2016, CWT Group managed approximately 10.3 million sq. ft. of owned and leased warehousing space in Singapore, which includes 2.4 million sq. ft. of the under-construction mega integrated logistics hub in Singapore. The warehouse building of the mega integrated logistics hub has been completed. CWT Group also managed approximately 6.1 million sq. ft. of warehouse space outside of Singapore. In addition, through its engineering subsidiary, Indeco Engineers (Pte) Ltd, CWT Group provides a range of management and maintenance services for facilities, vehicles and equipment fleets, as well as design-and-build solutions for logistics facilities.

After completion of the Offer, the HK Group believes that the Enlarged Group's Property Investment Business will benefit from CWT Group's high quality real estate portfolio while providing opportunities to further enhance its property and facilities management services and property development capabilities.

7.4.4 **Capitalise on a well-established commodity trading and financial services platform**

CWT Group's Commodity Marketing division, through MRI Group Pte. Ltd. and its subsidiaries, is a large independent trader of non-ferrous concentrates and energy products with offices in 10 countries worldwide. CWT Group, through its Financial Services division, offers financial brokerage, structured trade and asset management services. CWT Group also has a 40% ownership of ARA-CWT Trust Management (Cache) Limited, the REIT manager of the Singapore-listed Cache Logistics Trust.

After completion of the Offer, the HK Group believes that the Enlarged Group will be well positioned to capitalise on CWT Group's existing capabilities in commodities marketing and financial services to explore and develop new business opportunities in the areas of supply chain financing, financial services and financial technology.

7.4.5 **Better positioned to take advantage of China's "Belt and Road Initiative"**

In 2013, the PRC Government formulated the "Belt and Road Initiative", which consists of two (2) main components, the land-based "Silk Road Economic Belt" and oceangoing "Maritime Silk Road". Under the "Belt and Road Initiative", which is supported by China's Silk Road Infrastructure Fund of US$40 billion and the Asian Infrastructure Investment Bank with its registered capital of US$100 billion, significant infrastructure investments across Europe, Central Asia, South Asia, the Middle East and Africa are expected. It is anticipated that these infrastructure investment initiatives will be a key driver of future demand for commodities and logistics in those regions.

After completion of the Offer, the HK Group believes that the Enlarged Group, through the CWT Group's well-established logistics and commodity marketing businesses, which have significant brand equity, geographical reach and strong relationships, will be well positioned to benefit from these attractive industry dynamics. In addition, CWT Group currently only has a moderate presence in China and some other global locations and the HK Group believes that it has the potential to further enhance CWT Group's business in these locations, creating business synergies and enhanced economies of scales for the Enlarged Group.

8. THE OFFEROR'S INTENTIONS

8.1 The Offeror's intentions in relation to the management team of CWT

8.1.1 Subject to normal business considerations, the Offeror does not intend to make major changes to the management team of CWT.

8.1.2 In order to ensure continuity in the management, business and operations of CWT Group, the Offeror wishes to have the senior management team of CWT Group's key business units remain in the CWT Group's employment. Accordingly, the Offeror intends to implement the following arrangements that will come into effect upon the Offer turning unconditional (the "**Management Retention Arrangements**"):

8.1.2.1 The Group Chief Executive Officer ("**GCEO**"), Mr Loi Pok Yen, and the Deputy Group Chief Executive Officer cum Group Chief Financial Officer ("**GCFO**"), Mrs Lynda Goh, of CWT will each agree to a fixed employment term of three (3) years. In return for such agreement each of them will be paid a yearly remuneration package that comprises a monthly salary and a variable annual bonus. The variable bonus will be linked to a percentage of the operating earnings before interest, tax, depreciation and amortization of the CWT Group. In addition, upon the completion of three (3) years' service, they will each be paid an additional retention bonus equal to the average bonus of the said three (3)-year period.

8.1.2.2 Other senior management personnel identified by CWT and the Offeror (the "**Senior Management Personnel**") will, in addition to their current remuneration packages and upon the completion of three (3) years' service, be paid an additional retention bonus equal to the average bonus of the said three (3)-year period.

The SIC has ruled that the Management Retention Arrangements with (i) the GCEO and GCFO; and (ii) the Senior Management Personnel who are Shareholders, will not constitute special deals for the purpose of Rule 10 of the Code subject to the independent financial adviser to CWT publicly stating in its opinion that the terms of such arrangements are fair and reasonable.

8.2 **The Offeror's intentions in relation to CWT**

8.2.1 The Offeror currently has no present intention to introduce any major changes to the existing business of the CWT Group, employment of the employees of CWT and/or its subsidiaries, or to re-deploy any of the fixed assets of CWT and/or its subsidiaries, other than in the ordinary course of business.

8.2.2 Nevertheless, the Offeror retains the flexibility at any time to consider any options or opportunities which may present themselves and which it regards to be in the interests of the Offeror and/or CWT.

8.3 **The Offeror intends to delist and privatise CWT if possible**

It is the intention of the Offeror to delist and privatise CWT, if possible. Accordingly, in the event the Offeror receives acceptances for the Offer such that less than 10% of the total number of issued CWT Shares (excluding any shares held by CWT as treasury shares) are held in public hands, the Offeror presently has no intention to support any action or take any steps to maintain the listing status of CWT on the SGX-ST, and reserves its right to seek a voluntary delisting of CWT from the SGX-ST pursuant to Rules 1307 and 1309 of the Listing Manual. In addition, the Offeror intends to make CWT its wholly-owned subsidiary and does not intend to preserve the listing status of CWT. Accordingly, if and when entitled, the Offeror intends to exercise its rights of compulsory acquisition under Section 215(1) of the Act. However, in the event that the Offeror receives acceptances for the Offer such that more than 10% of the total number of issued CWT Shares (excluding any CWT Shares held by CWT as treasury shares) are held in public hands, CWT will remain listed on the SGX-ST and the Offeror will continue to review and evaluate CWT's position.

Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and parties acting in concert with it to above 90% of the total number of issued CWT Shares (excluding treasury shares), the SGX-ST may suspend the trading of the CWT Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of issued CWT Shares (excluding treasury shares) are held by at least 500 Shareholders who are members of the public. Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued CWT Shares (excluding treasury shares), thus causing the percentage of the total number of issued CWT Shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the CWT Shares only at the Closing Date.

In addition, under Rule 724(1) of the Listing Manual, if the percentage of the total number of issued CWT Shares (excluding treasury shares) held in public hands falls below 10%, CWT must, as soon as practicable, announce that fact and the SGX-ST may suspend the trading of all the CWT Shares. Rule 724(2) of the Listing Manual states that the SGX-ST may allow CWT a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of CWT Shares (excluding treasury shares) in public hands to at least 10%, failing which CWT may be removed from the official list of the SGX-ST.

THERE IS NO ASSURANCE THAT CWT WILL REMAIN LISTED ON THE SGX-ST AND NO GUARANTEE THAT CWT SHARES WILL CONTINUE TO BE TRADED ON THE SGX-ST AFTER THE CLOSE OF THE OFFER. HENCE, SHAREHOLDERS WHO DO NOT ACCEPT THE OFFER MAY ENCOUNTER LOWER TRADING LIQUIDITY AND/OR FACE DIFFICULTIES IN SELLING THEIR CWT SHARES AFTER THE CLOSE OF THE OFFER.

8.4 **Compulsory acquisition**

Pursuant to Section 215(1) of the Act, in the event that the Offeror receives valid acceptances pursuant to the Offer (or otherwise acquires CWT Shares during the period when the Offer is open for acceptance) in respect of not less than 90% of the total number of issued CWT Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any CWT Shares held by CWT as treasury shares), the Offeror would be entitled to exercise the right to compulsorily acquire all the CWT Shares of the Shareholders who have not accepted the Offer (the "**Dissenting Shareholders**") at a price equal to the Offer Consideration.

IN SUCH EVENT, THE OFFEROR INTENDS TO EXERCISE ITS RIGHT TO COMPULSORILY ACQUIRE ALL THE CWT SHARES NOT ACQUIRED UNDER THE OFFER. THE OFFEROR WILL THEN PROCEED TO DELIST CWT FROM THE SGX-ST.

In addition, Dissenting Shareholders have the right under and subject to Section 215(3) of the Act to require the Offeror to acquire their CWT Shares at a price equal to the Offer Consideration in the event that the Offeror, its related corporations or their respective nominees acquire, pursuant to the Offer, such number of CWT Shares which, together with the CWT Shares held by the Offeror, its related corporations or their respective nominees, comprise 90% or more of the total number of issued CWT Shares. For the purpose of calculating whether 90% of the total number of issued CWT Shares are held by the Offeror, its related corporations, and their respective nominees, shares held by CWT as treasury shares are to be treated as having been acquired by the Offeror, its related corporations and their respective nominees. Dissenting Shareholders who wish to exercise such rights are advised to seek their own independent legal advice.

9. FINANCIAL EVALUATION OF THE OFFER

The Offer Consideration of S$2.33 for each Offer Share represents the following premium over the historical transacted prices of the CWT Shares on the SGX-ST:

Description	CWT Share price[(1)(2)] (S$)	Premium over CWT Share price[(2)] (%)
Last transacted price per CWT Share on 6 September 2017, being the Market Day prior to the Formal Offer Announcement Date	2.28	2.19
Last transacted price per CWT Share on 5 April 2017, being the Last Full Trading Day	2.06	13.11
VWAP per CWT Share for the one (1) month period up to and including the Last Full Trading Day	2.00	16.55

Description	CWT Share price[1][2] (S$)	Premium over CWT Share price[2] (%)
VWAP per CWT Share for the three (3) month period up to and including the Last Full Trading Day	2.03	14.64
VWAP per CWT Share for the six (6) month period up to and including the Last Full Trading Day	2.02	15.30
VWAP per CWT Share for the twelve (12) month period up to and including the Last Full Trading Day	2.05	13.48
VWAP per CWT Share for the twenty four (24) month period up to and including the Last Full Trading Day	1.98	17.50
VWAP per CWT Share for the thirty six (36) month period up to and including the Last Full Trading Day	1.85	26.28
VWAP per CWT Share for the sixty (60) month period up to and including the Last Full Trading Day	1.69	38.10

Notes:

(1) Based on data extracted from Bloomberg L.P.

(2) The figures are rounded to the nearest two decimal places.

THE OFFER PRESENTS SHAREHOLDERS WITH AN OPPORTUNITY TO REALISE THEIR ENTIRE INVESTMENT IN CWT FOR CASH AT A PREMIUM OVER THE HISTORICAL TRANSACTED PRICES OF THE CWT SHARES ON THE SGX-ST (AS SET OUT IN THE TABLE ABOVE), AT THE SAME PRICE AND ON THE SAME TERMS AS PROVIDED TO THE VENDORS, AND WITHOUT INCURRING BROKERAGE FEES IF THE SHAREHOLDERS CHOOSE TO ACCEPT THE OFFER BY SUBMITTING THE RELEVANT ACCEPTANCE FORMS.

THE OFFER CONSIDERATION EXCEEDS THE HIGHEST CLOSING PRICE OF THE CWT SHARES FOR THE LAST TWELVE (12) MONTHS PRIOR TO AND INCLUDING THE LAST FULL TRADING DAY.

THERE IS NO GUARANTEE THAT SHAREHOLDERS WILL BE ABLE TO SELL THEIR CWT SHARES FOR A PRICE AS HIGH AS S$2.33 PER CWT SHARE AFTER THE CLOSE OF THE OFFER.

10. CONFIRMATION OF FINANCIAL RESOURCES

CICC, as a financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the Shareholders on the basis of the Offer Consideration.

11. OVERSEAS SHAREHOLDERS

11.1 Overseas Shareholders

The availability of the Offer to Overseas Shareholders may be affected by laws and regulations of the relevant overseas jurisdictions. Accordingly, all Overseas Shareholders should inform themselves about and observe any applicable legal requirements, and exercise caution in relation to the Offer, as this Offer Document, the FAA and the FAT have not been reviewed by any regulatory authority in any overseas jurisdictions. Where there are potential restrictions on sending this Offer Document, the FAA and/or the FAT to any overseas jurisdiction, each of the Offeror, the Joint Financial Advisers and CDP reserves the right not to send these documents to any overseas jurisdiction. For the avoidance of doubt, the Offer is made to all Shareholders holding CWT Shares, including those to whom this Offer Document, the FAA and/or the FAT have not been, or will not be, sent.

Copies of this Offer Document and any other formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mail of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction, and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

11.2 Overseas jurisdictions

It is the responsibility of any Overseas Shareholder who wishes to (i) request for this Offer Document and/or any other formal documentation relating to the Offer; or (ii) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities and legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable, and the Offeror and any person acting on its behalf (including the Joint Financial Advisers) shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments that the Offeror and any person acting on its behalf (including the Joint Financial Advisers) may be required to pay. In (i) requesting for this Offer Document and/or any other formal documentation relating to the Offer; or (ii) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror and the Joint Financial Advisor that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities and legal requirements. **Any Overseas Shareholder who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction.**

11.3 **Copies of the Offer Document**

Overseas Shareholders may, nonetheless, obtain copies of this Offer Document, the Relevant Acceptance Forms and any related documents during normal business hours and up to the Closing Date from the Share Registrar at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 or from CDP at 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588. Copies of this Offer Document, the Relevant Acceptance Forms and any related documents are also available on the SGX-ST's website at www.sgx.com. Alternatively, Overseas Shareholders may write to the Offeror at HNA Belt and Road Investments (Singapore) Pte. Ltd. c/o TMF Singapore H Pte. Ltd., 38 Beach Road, #29-11 South Beach Tower, Singapore 189767 to request for this Offer Document, the Relevant Acceptance Forms and any related documents to be sent to an address in Singapore by ordinary post at the Overseas Shareholder's own risk, up to three (3) Market Days prior to the Closing Date.

11.4 **Notice**

The Offeror and the Joint Financial Advisers each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Overseas Shareholders or whom the Offeror or the Joint Financial Advisers knows to be custodians, nominees or trustees for such persons by announcement to the SGX-ST and if necessary, a paid advertisement in a daily newspaper be published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement or advertisement and all references in this Offer Document to notice in writing by or on behalf of the Offeror shall be construed accordingly.

12. GENERAL INFORMATION

12.1 **Valid acceptances**

Each of the Offeror and the Joint Financial Advisers reserves the right to treat acceptances of the Offer as valid if received by or on behalf of any of them at any place or places determined by them otherwise than as stated herein or in the FAA and/or the FAT, as the case may be, or if made otherwise than in accordance with the provisions herein and instructions printed on the FAA and/or the FAT, as the case may be.

12.2 **Information pertaining to CPFIS Investors**

CPFIS Investors will receive further information on how to accept the Offer from their respective CPF Agent Banks directly. CPFIS Investors are advised to consult their respective CPF Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors should seek independent professional advice. CPFIS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks. CPFIS Investors will receive the Offer Consideration payable in respect of their Offer Shares validly tendered in acceptance of the Offer through appropriate intermediaries in their respective CPF investment accounts.

12.3 **Information pertaining to SRS Investors**

SRS Investors will receive further information on how to accept the Offer from their respective SRS Agent Banks directly. SRS Investors are advised to consult their respective SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice. SRS Investors who wish to accept the Offer are to reply to their respective SRS Agent Banks by the deadline stated in the letter from their respective SRS Agent Banks. SRS Investors will receive the Offer Consideration payable in respect of their Offer Shares validly tendered in acceptance of the Offer through appropriate intermediaries in their respective SRS investment accounts.

12.4 **Governing law and jurisdiction**

The Offer, this Offer Document, the FAA and the FAT and all acceptances of the Offer and all contracts made pursuant thereto and actions taken or made or deemed to be taken or made in connection with any of the foregoing shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Offeror and each Shareholder who has accepted the Offer agree to submit to the non-exclusive jurisdiction of the Singapore courts.

12.5 **No third party rights**

Unless expressly provided to the contrary in this Offer Document, the FAA and/or the FAT, a person who is not a party to any contracts made pursuant to the Offer, this Offer Document, the FAA and the FAT has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

12.6 **Accidental omission**

Accidental omission to despatch this Offer Document, the FAA and/or the FAT or any notice, advertisement or announcement required to be given under the terms of the Offer to, or any failure to receive the same by, any person to whom the Offer is made or should be made, shall not invalidate the Offer in any way.

12.7 **Independent advice**

The Joint Financial Advisers are acting for and on behalf of the Offeror and do not purport to advise the Shareholders or any other person. In preparing this Letter to Shareholders on behalf of the Offeror, the Joint Financial Advisers have not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any Shareholder. You must make your own decision as to whether to tender your Offer Shares. If you are in any doubt as to the action you should take, you should immediately seek your own advice from your relevant financial, legal or tax advisers or other independent financial adviser.

The views of the Independent Directors, being the directors of CWT who are considered independent for the purposes of the Offer, and the financial adviser to the Independent Directors on the Offer will be made available to Shareholders in due course and, in any event, they are required under the Code to despatch their views within fourteen (14) days of the despatch of this Offer Document. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

12.8 **General information**

Please see Appendix F to this Offer Document which sets out additional general information relating to the Offer.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Offeror Directors and HK ListCo Directors (including any who may have delegated detailed supervision of this Offer Document) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Offer Document are fair and accurate and that no material facts have been omitted from this Offer Document, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or publicly available sources or obtained from a named source (including, without limitation, information in relation to CWT), the sole responsibility of the Offeror Directors and HK ListCo Directors has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Offer Document in its proper form and context.

Issued by

BARCLAYS BANK PLC, SINGAPORE BRANCH

CHINA INTERNATIONAL CAPITAL CORPORATION (SINGAPORE) PTE. LIMITED

For and on behalf of
HNA BELT AND ROAD INVESTMENTS (SINGAPORE) PTE. LTD.

21 September 2017

APPENDIX A – DETAILS OF THE OFFER

1. DURATION OF THE OFFER

1.1 First Closing Date

The Offer is open for acceptance by Shareholders for at least twenty-eight (28) days after the Despatch Date, unless the Offer is withdrawn with the consent of the SIC and every person is released from any obligation incurred thereunder.

Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 19 October 2017 or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

1.2 Subsequent Closing Date

If the Offer is extended and:

(i) is not unconditional as to acceptances as of the date of such extension, the announcement of the extension must state the next Closing Date; or

(ii) is unconditional as to acceptances as of the date of the extension, the announcement of the extension need not state the next Closing Date but may state that the Offer will remain open until further notice. In such a case, the Offeror must give Shareholders who have not accepted the Offer at least fourteen (14) days' prior notice in writing before the Offer is closed.

1.3 Revision

The Offeror does not intend to and will not increase the Offer Consideration or revise any other terms of the Offer.

1.4 No obligation to extend the Offer

The Offeror is not obliged to extend the Offer if the Minimum Acceptance Condition specified in paragraph 2.4 of the Letter to Shareholders in this Offer Document is not fulfilled by the Closing Date.

1.5 Offer to remain open for at least fourteen (14) days after being declared unconditional as to acceptances

In order to give Shareholders who have not accepted the Offer the opportunity to do so after the Offer has become or is declared unconditional as to acceptances, the Offer will remain open for a period of not less than fourteen (14) days after the date on which the Offer would otherwise have closed (the "**Rule 22.6 Period**"). This requirement does not apply if, before the Offer becomes or is declared unconditional as to acceptances, the Offeror has given notice in writing to Shareholders at least fourteen (14) days before a specified Closing Date ("**Shut-Off Notice**") that the Offer will not be open for acceptance beyond such date, provided that:

(i) the Offeror may not give a Shut-Off Notice in a competitive situation; or

(ii) if a Shut-Off Notice is already given in a competitive situation, such notice will not be capable of being enforced.

If a declaration that the Offer is unconditional as to acceptances is confirmed in accordance with paragraph 3.1 of this Appendix A, the Rule 22.6 Period will run from the date of such confirmation or the date on which the Offer would otherwise have closed, whichever is the later.

1.6 **Final Day Rule**

The Offer will not be capable of:

(i) becoming or being declared unconditional as to acceptances after **5.30 p.m. (Singapore time)** on the 60th day after the Despatch Date; or

(ii) being kept open after the expiry of such sixty (60)-day period unless it has previously become or been declared to be unconditional as to acceptances,

provided that the Offeror may extend the Offer beyond such sixty (60)-day period with the SIC's prior consent ("**Final Day Rule**"). The SIC will consider granting such permission in circumstances, including but not limited to, where a competing offer has been announced.

1.7 **Time for fulfilment of other conditions**

Except with the consent of the SIC, all conditions of the Offer must be fulfilled or the Offer must lapse within twenty-one (21) days of the first Closing Date or of the date the Offer becomes or is declared unconditional as to acceptances, whichever is the later.

2. SETTLEMENT

2.1 Subject to the Offer becoming or being declared unconditional in all respects and to the receipt by the Offeror from the accepting Shareholders of valid acceptances and all relevant documents required by the Offeror which are complete in all respects and in accordance with the instructions given in this Offer Document and in the FAA and/or the FAT, as the case may be, and in the case of a Depositor, the receipt by the Offeror of a confirmation satisfactory to it that the relevant number of Offer Shares tendered by the accepting Depositor in acceptance of the Offer is standing to the credit of the "Free Balance" of the Depositor's Securities Account at the relevant time(s), remittances in the form of S$ crossed cheques drawn on a bank in Singapore for the appropriate amounts will be despatched (or by such other manner as the accepting Shareholders may have agreed with CDP for the payment of any cash distributions), pursuant to Rule 30 of the Code, to the accepting Shareholders (or in the case of Scripholders, their designated agents, as they may direct) by ordinary post at the risk of the accepting Shareholders, at their respective mailing addresses as maintained with CDP or as may appear in the Register, as soon as practicable and in any case:

(a) in respect of acceptances of the Offer which are complete and valid in all respects and are received **on or before** the date on which the Offer becomes or is declared to be unconditional in all respects, within seven (7) business days after that date; or

(b) in respect of acceptances which are complete and valid in all respects and are received **after** the Offer becomes or is declared to be unconditional in all respects, but before the Offer closes, within seven (7) business days after the date of such receipt.

2.2 Method of settlement

Remittance of the Offer Consideration will be made in the form of S$ crossed cheques drawn on a bank in Singapore (or by such other manner as the accepting Shareholders may have agreed with CDP for the payment of any cash distributions) for the appropriate amounts and will be sent to the accepting Shareholders (or in the case of Scripholders, their designated agents, as they may direct) by ordinary post to their addresses as they appear in the Register (in the case of Scripholders) or the records of CDP (in the case of Depositors) at their own risk or in such other manner as the accepting Shareholders who are Depositors may have agreed with CDP for payment of any cash distributions.

3. ANNOUNCEMENTS

3.1 **Timing and contents**

Pursuant to Rule 28.1 of the Code, by 8.00 a.m. (Singapore time) on the Relevant Day, being the dealing day immediately after the day on which the Offer is due to expire, or becomes or is declared unconditional as to acceptances, or is revised or extended, the Offeror will announce and simultaneously inform the SGX-ST of the total number of CWT Shares (as nearly as practicable):

(i) for which valid acceptances of the Offer have been received;

(ii) held by the Offeror and any party acting in concert with it prior to commencement of the Offer Period; and

(iii) acquired or agreed to be acquired by the Offeror and parties acting in concert with it during the Offer Period,

and will specify the percentages of the total number of CWT Shares in issue represented by such numbers of CWT Shares.

3.2 **Purchases other than through this Offer**

Under Note 5 to Rule 28.1 of the Code, purchases made through the SGX-ST by the Offeror and parties acting in concert with it with no pre-agreement or collusion between the parties to such transactions or their agents, may be counted towards satisfying the Minimum Acceptance Condition. All other purchases by the Offeror and parties acting in concert with it (i.e. off market purchases) may only be counted when fully completed and settled. For the avoidance of doubt, the Offeror is not precluded under the Code from making market purchases of Offer Shares (other than through this Offer) through the SGX-ST, subject to the requirements of the Code, including the disclosure of dealings during the Offer pursuant to Rule 12 of the Code. Accordingly, the Offeror or parties acting in concert with it may directly or indirectly purchase or arrange to purchase Company Securities outside the Offer. Information about any such purchases of, or arrangements to purchase, Company Securities will be disclosed on the website of the SGX-ST at www.sgx.com.

3.3 **Suspension**

Under Rule 28.2 of the Code, if the Offeror is unable within the time limit to comply with any of the requirements in paragraph 3.1 of this Appendix A, the SIC will consider requesting the SGX-ST to suspend dealings in CWT Shares until the relevant information is given.

3.4 **Valid acceptances**

Under Rule 28.1 of the Code, subject to paragraph 12.1 of the Letter to Shareholders in this Offer Document, in computing the number of Offer Shares represented by acceptances, the Offeror will, at the time of making an announcement, take into account acceptances which are valid in all respects.

Acceptances of the Offer will only be treated as valid for the purposes of the Minimum Acceptance Condition if the relevant requirements of Note 2 on Rule 28.1 of the Code are met.

4. RIGHT OF WITHDRAWAL OF ACCEPTANCES

4.1 **Acceptances irrevocable**

Except as expressly provided in this Offer Document and the Code, acceptances of the Offer shall be irrevocable and may not be withdrawn.

4.2 **Right of withdrawal**

A Shareholder who has accepted the Offer may:

(a) withdraw his acceptance immediately if the Offer has become or been declared unconditional as to acceptances but the Offeror fails to comply with any of the requirements set out in paragraph 3.1 of this Appendix A by **3.30 p.m. (Singapore time)** on the Relevant Day. Subject to Rule 22.9 of the Code in relation to the Final Day Rule, this right of withdrawal may be terminated not less than eight (8) days after the Relevant Day by the Offeror confirming (if that be the case) that the Offer is still unconditional as to acceptances and complying with Rule 28.1 of the Code, being the requirements set out in paragraph 3.1 of this Appendix A. For the purpose of Rule 22.6 of the Code, the Rule 22.6 Period, as referred to in paragraph 1.5 of this Appendix A, will run from the date of such confirmation, or on the date which the Offer would otherwise have expired, whichever is later;

(b) withdraw his acceptance after fourteen (14) days from the first Closing Date, if the Offer has not by then become or been declared unconditional as to acceptances. Such entitlement to withdraw will be exercisable until the Offer becomes or is declared unconditional as to acceptances; or

(c) withdraw his acceptance immediately if a competing offer for the Offer Shares becomes or is declared to be unconditional as to acceptances.

4.3 **Procedure for withdrawal of acceptances**

To withdraw his acceptance under the Offer, an accepting Shareholder:

(a) holding Offer Shares which **are deposited with CDP** must give written notice to the Offeror at **HNA Belt and Road Investments (Singapore) Pte. Ltd.**, c/o **The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588**; or

(b) holding Offer Shares which **are not deposited with CDP** must give written notice to the Offeror at **HNA Belt and Road Investments (Singapore) Pte. Ltd.**, c/o **Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623**.

Such notice of withdrawal shall be effective only if signed by the accepting Shareholder or his agent duly appointed in writing, and when actually received by the Offeror. Where an agent is appointed by a Shareholder, evidence of appointment of the agent must be produced in a form satisfactory to the Offeror.

APPENDIX B – PROCEDURES FOR ACCEPTANCE

1. PROCEDURES FOR ACCEPTANCE OF OFFER BY DEPOSITORS WHOSE SECURITIES ACCOUNTS ARE AND/OR WILL BE CREDITED WITH OFFER SHARES

1.1 Depositors whose Securities Accounts are credited with Offer Shares

If you have Offer Shares standing to the credit of your Securities Account, you are entitled to receive this Offer Document together with the FAA. If you wish to accept the Offer, you should:

(a) complete the FAA in accordance with the provisions and instructions in this Offer Document and the FAA (which provisions and instructions shall be deemed to form part of the terms of the Offer). In particular, you must state in Part (A) of the FAA the number of Offer Shares in respect of which you wish to accept the Offer. If you:

(i) do not specify such number; or

(ii) specify a number which exceeds the number of Offer Shares standing to the credit of the "Free Balance" of your Securities Account as at **5.00 p.m. (Singapore time)** on the Date of Receipt, or, in the case where the Date of Receipt is on the Closing Date, as at **5.30 p.m. (Singapore time)** on the Closing Date (provided always that the Date of Receipt must fall on or before the Closing Date),

you shall be deemed to have accepted the Offer in respect of all the Offer Shares standing to the credit of the "Free Balance" of your Securities Account as at 5.00 p.m. (Singapore time) on the Date of Receipt or, in the case where the Date of Receipt is on the Closing Date, as at 5.30 p.m. (Singapore time) on the Closing Date;

(b) sign the FAA in accordance with this Appendix B and the instructions printed on the FAA; and

(c) deliver the completed and signed FAA in its entirety (no part may be detached or otherwise mutilated),

(i) **either by hand** to:

HNA Belt and Road Investments (Singapore) Pte. Ltd.
c/o The Central Depository (Pte) Limited
9 North Buona Vista Drive
#01-19/20
The Metropolis
Singapore 138588

(ii) **or by post** in the enclosed pre-addressed envelope **at your own risk**, to:

HNA Belt and Road Investments (Singapore) Pte. Ltd.
c/o The Central Depository (Pte) Limited
Robinson Road Post Office
P.O. Box 1984
Singapore 903934P

in either case so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE**. If the completed and signed FAA is delivered by post to the Offeror, please use the enclosed pre-addressed envelope. It is your sole responsibility to affix adequate postage on the said envelope if posting from outside of Singapore. Proof of posting is not proof of receipt by the Offeror at the above addresses.

If you have sold or transferred all your Offer Shares held through CDP, you need not forward this Offer Document and the accompanying FAA to the purchaser or transferee, as CDP will arrange for a separate Offer Document and FAA to be sent to the purchaser or transferee. Purchasers of the Offer Shares should note that CDP will, for and on behalf of the Offeror, send a copy of this Offer Document and the FAA by ordinary post at the purchasers' own risk to their respective addresses as they appear in the records of CDP.

If you are a Depository Agent, you may accept the Offer via Electronic Acceptance. Such Electronic Acceptances must be submitted not later than 5.30 p.m. (Singapore time) on the Closing Date. CDP has been authorised by the Offeror to receive Electronic Acceptances on its behalf. Such Electronic Acceptances submitted will be deemed irrevocable and subject to each of the terms and conditions contained in the FAA and this Offer Document as if the FAA has been duly completed, signed in its originality and submitted to CDP.

1.2 **Depositors whose Securities Accounts will be credited with Offer Shares**

If you have purchased Offer Shares on the SGX-ST and such Offer Shares are in the process of being credited to the "Free Balance" of your Securities Account, you should also receive this Offer Document together with the FAA. If you wish to accept the Offer in respect of all or any of your Offer Shares, you should, after the "Free Balance" of your Securities Account has been credited with such number of Offer Shares:

(a) complete and sign the FAA in accordance with the provisions and instructions in this Offer Document and the FAA (which provisions and instructions shall be deemed to form part of the terms of the Offer); and

(b) deliver the completed and signed FAA in its entirety (no part may be detached or otherwise mutilated):

(i) **either by hand** to:

HNA Belt and Road Investments (Singapore) Pte. Ltd.
c/o The Central Depository (Pte) Limited
9 North Buona Vista Drive
#01-19/20
The Metropolis
Singapore 138588

(ii) **or by post** in the enclosed pre-addressed envelope at your own risk, to:

HNA Belt and Road Investments (Singapore) Pte. Ltd.
c/o The Central Depository (Pte) Limited
Robinson Road Post Office
P.O. Box 1984
Singapore 903934

in either case so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE**. If the completed and signed FAA is delivered by post to the Offeror, please use the enclosed pre-addressed envelope. It is your responsibility to affix adequate postage on the said envelope. Proof of posting is not proof of receipt by the Offeror at the above addresses.

1.3 **Suspense Account**

Upon receipt of the FAA which is complete and valid in all respects, CDP will transfer the Offer Shares in respect of which you have accepted the Offer from the "Free Balance" of your Securities Account to a "Suspense Account". Such Offer Shares will be held in the "Suspense Account" until the consideration for such Offer Shares has been despatched to you.

1.4 **Rejection**

If you purchase Offer Shares on the SGX-ST, your acceptance in respect of such Offer Shares will be rejected if the "Free Balance" of your Securities Account is not credited with such Offer Shares by **5.00 p.m. (Singapore time)** on the Date of Receipt (if the FAA is received by CDP prior to the Closing Date) or **5.30 p.m. (Singapore time)** on the Closing Date (if the FAA is received by CDP on the Closing Date). None of the Offeror, the Joint Financial Advisers or CDP accepts any responsibility or liability for such a rejection, including the consequences thereof.

1.5 **No Securities Account**

If you do not have any existing Securities Account in your own name at the time of acceptance of the Offer, your acceptance as contained in the FAA will be rejected.

1.6 **Receipt**

No acknowledgement of receipt will be given by CDP for submissions of the FAA made by hand or by post or deposited into boxes located at CDP's premises. However, you will receive a notification letter informing you of the Offer Shares earmarked in your securities account upon the FAA being processed. All communications, notices, documents and payments will be sent by ordinary post at your risk to your mailing address as it appears in the records of CDP. For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Shares in your Securities Account. You can verify such number through: (a) CDP Online if you have registered for the CDP Internet Access Service; or (b) CDP Phone Service if you have a T-PIN; or (c) by proceeding to CDP in person with your identity card or passport.

If you own shares through a Depository Agent, you should check your shareholding balance by contacting them directly.

2. SHAREHOLDERS WHO HOLD OFFER SHARES NOT DEPOSITED WITH CDP

2.1 Shareholders whose Offer Shares are not deposited with CDP

If you hold Offer Shares which are not deposited with CDP ("**in scrip form**"), you are entitled to receive this Offer Document together with the FAT. If you wish to accept the Offer in respect of all or any of your Offer Shares in scrip form, you should:

(a) complete the FAT in accordance with the provisions and instructions in this Offer Document and the FAT (which provisions and instructions shall be deemed to form part of the terms of the Offer). In particular, you must state in Part (A) of the FAT the number of Offer Shares in respect of which you wish to accept the Offer and state in Part (B) of the FAT the share certificate number(s) of the relevant share certificate(s). If you:

(i) do not specify any number in Part (A) of the FAT; or

(ii) specify a number in Part (A) of the FAT which exceeds the number of Offer Shares represented by the attached share certificate(s) accompanying the FAT,

you shall be deemed to have accepted the Offer in respect of all the Offer Shares represented by the share certificate(s) accompanying the FAT;

(b) sign the FAT in accordance with this Appendix B and the instructions printed on the FAT; and

(c) deliver:

(i) the completed and signed FAT in its entirety (no part may be detached or otherwise mutilated);

(ii) the share certificate(s), other document(s) of title and/or other relevant document(s) required by the Offeror relating to the Offer Shares in respect of which you wish to accept the Offer. If you are recorded in the Register as holding Offer Shares but do not have the relevant share certificate(s) relating to such Offer Shares, you, at your own risk, are required to procure CWT to issue such share certificate(s) in accordance with the constitution of CWT and then deliver such share certificate(s) in accordance with the procedures set out in this Appendix B and the FAT; and

(iii) where such Offer Shares are not registered in your name, a transfer form, duly executed by the person in whose name such share certificate(s) is/are registered and stamped, with the particulars of transferee left blank (to be completed by the Offeror or a person authorised by it), **either by hand or by post** (in the enclosed pre-addressed envelope at your own risk), to:

HNA Belt and Road Investments (Singapore) Pte. Ltd.
c/o Boardroom Corporate & Advisory Services Pte. Ltd.,
50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623

in either case so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE**. If the completed and signed FAT is delivered by post to the Offeror, please use the enclosed pre-addressed envelope with the FAT. It is your sole responsibility to affix adequate postage on the said envelope if posting from Singapore or outside of Singapore. Proof of posting is not proof of receipt by the Offeror at the above addresses.

2.2 **Receipt**

No acknowledgement of receipt of any FAT, share certificate(s), other document(s) of title, transfer form(s) or any other accompanying document(s) will be given by the Offeror, the Financial Advisers or the Share Registrar.

3. OTHER RELEVANT INFORMATION IN RESPECT OF THE PROCEDURES FOR ACCEPTANCE

3.1 **Disclaimer**

The Offeror, the Joint Financial Advisers, CDP and/or the Share Registrar will be entitled, at their sole and absolute discretion, to reject or treat as invalid any acceptance of the Offer through the Relevant Acceptance Form which is not entirely in order or which does not comply with the terms of this Offer Document and the Relevant Acceptance Forms or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality, or invalid in any respect. If you wish to accept the Offer, it is your responsibility to ensure that the Relevant Acceptance Forms are properly completed and executed in all respects and are submitted with original signature(s) and all required documents (where applicable) are provided. Any decision to reject or treat as valid any acceptance will be final and binding and none of the Offeror (or, for the avoidance of doubt, any of the Offeror's related corporations), the Joint Financial Advisers, CDP or the Share Registrar accepts any responsibility or liability for such a decision, including the consequences thereof.

3.2 **Discretion**

The Offeror, the Joint Financial Advisers, CDP and/or the Share Registrar each reserves the right to treat acceptances of the Offer as valid if received by or on behalf of any of them at any place or places determined by them otherwise than as stated in this Offer Document or in the Relevant Acceptance Forms, or if made otherwise than in accordance with the provisions of this Offer Document and in the Relevant Acceptance Forms. Any decision to reject or treat as valid any acceptance will be final and binding and none of the Offeror (or, for the avoidance of doubt, any of the Offeror's related corporations), the Joint Financial Advisers, CDP and/or the Share Registrar accepts any responsibility or liability for such a decision, including the consequences thereof.

3.3 **Scrip and scripless Offer Shares**

If you hold some Offer Shares with CDP and others in scrip form, you should complete the FAA for the former and the FAT for the latter in accordance with the respective procedures set out in this Appendix B if you wish to accept the Offer in respect of such Offer Shares.

3.4 **Acceptances received on Saturday, Sunday or public holiday**

Acceptances in the form of the FAA and/or the FAT received by CDP and/or the Share Registrar, for and on behalf of the Offeror, on a Saturday, Sunday or public holiday will only be processed and validated on the next Business Day.

3.5 **Deposit time**

If you hold Offer Shares in scrip form, the Offer Shares may not be credited into your Securities Account with CDP in time for you to accept the Offer by way of the FAA if you were to deposit your share certificate(s) with CDP after the Despatch Date. If you wish to accept the Offer in respect of such Offer Shares held in scrip form, you should complete the FAT and follow the procedures set out in paragraph 2 of this Appendix B and the instructions printed on the FAT.

3.6 **Correspondences**

All communications, certificates, notices, documents and remittances to be delivered or sent to you (or, in the case of Scripholders, your designated agent or, in the case of accepting joint Shareholders who have not designated any agent, to the one first named in the Register, as the case may be) will be sent by ordinary post to your mailing address appearing in the records of CDP or the Register, as the case may be, at the risk of the person(s) entitled thereto (or, for the purposes of remittances only, to such different name and address as may be specified by you in the FAT, as the case may be, at your sole risk).

3.7 **Evidence of title**

Delivery of the duly completed and signed Relevant Acceptance Form, as the case may be, together with the relevant share certificate(s) and/or other documents of title and/or other relevant documents required by the Offeror, to the Offeror, CDP and/or the Share Registrar, as the case may be, shall be conclusive evidence in favour of the Offeror (or its nominee), CDP and/or the Share Registrar, as the case may be, of the right and title of the person(s) signing it to deal with the same and with the Offer Shares to which it relates.

3.8 **Loss in transmission**

The Offeror, the Joint Financial Advisers, CDP or the Share Registrar, as the case may be, shall not be liable for any loss in transmission of any of the Relevant Acceptance Forms.

3.9 **Acceptance irrevocable**

Save as stated in Paragraph 4.2 of Appendix A, the acceptance of the Offer made by you using the Relevant Acceptance Form shall be irrevocable.

3.10 **Personal data privacy**

By completing and delivering the Relevant Acceptance Form, each person:

(a) consents to the collection, use and disclosure of his personal data by the Share Registrar, Securities Clearing and Computer Services (Pte) Limited, CDP, CPF Board, the SGX-ST, the Offeror, the Joint Financial Advisers and CWT (collectively, the "**Authorised Persons**") for the purpose of facilitating his acceptance of the Offer, and in order for the Authorised Persons to comply with any applicable laws, listing rules, regulations and/or guidelines;

(b) warrants that where he discloses the personal data of another person, such disclosure is in compliance with applicable law; and

(c) agrees that he will indemnify the Authorised Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of such warranty.

APPENDIX C – ADDITIONAL INFORMATION RELATING TO THE OFFEROR

1. DIRECTORS

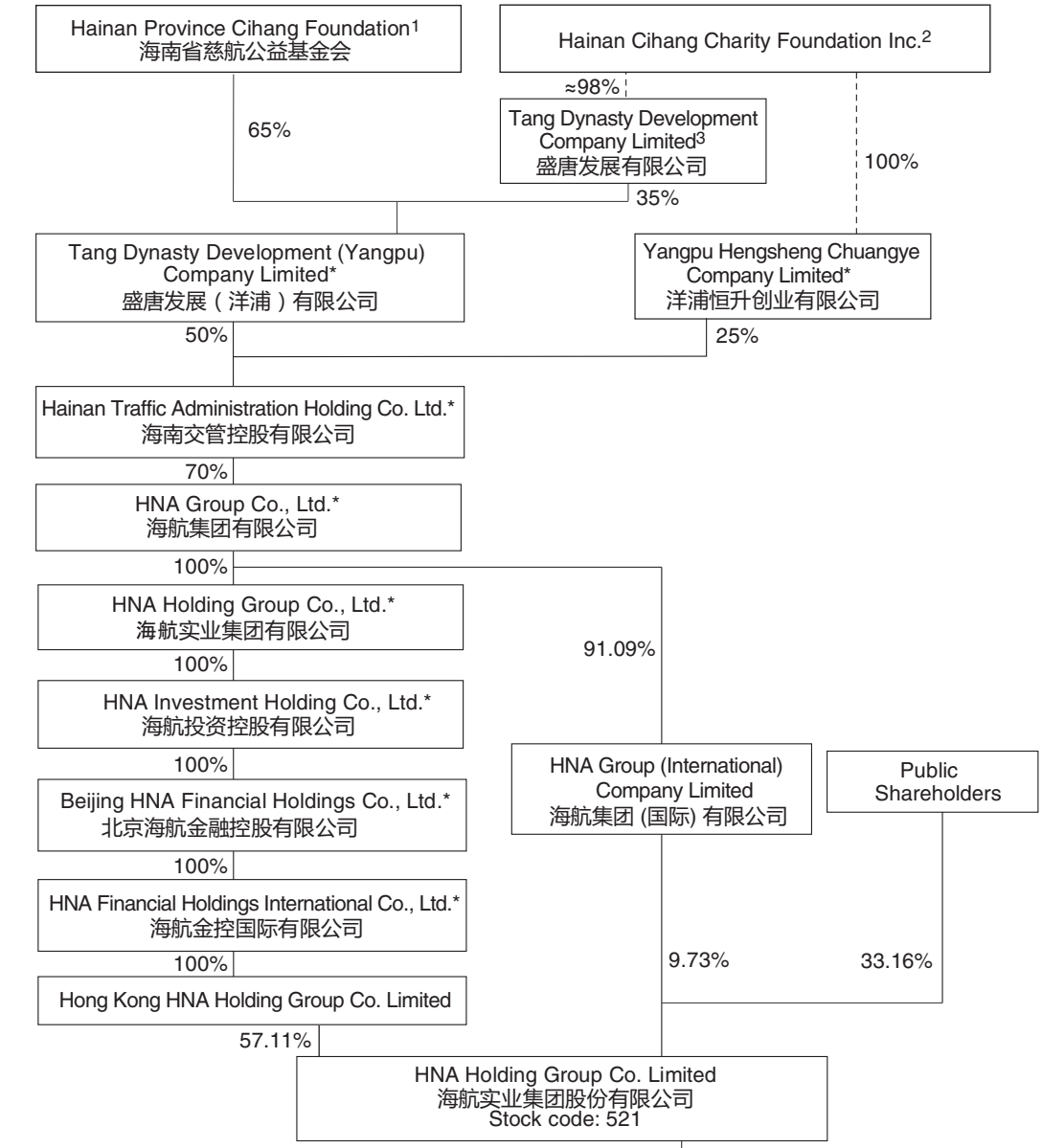
The names, addresses and descriptions of the Directors as at the Latest Practicable Date are set out below:

Name	Address	Designation
Xu Haohao	c/o 38 Beach Road, #29-11 South Beach Tower, Singapore 189767	Director
Guo Qifei	c/o 38 Beach Road, #29-11 South Beach Tower, Singapore 189767	Director
Zhao Yongzhi	c/o 38 Beach Road, #29-11 South Beach Tower, Singapore 189767	Director
Yeoh Kar Choo Sharon	c/o 38 Beach Road, #29-11 South Beach Tower, Singapore 189767	Director

2. BACKGROUND INFORMATION AND PRINCIPAL ACTIVITIES

The Offeror is a company incorporated in Singapore on 7 April 2017 for the purpose of making the Offer and is a wholly-owned subsidiary of HNA Holding Group Co. Limited. Its principal business activity is investment holding.

A diagrammatic representation of the shareholding structure of the Offeror in relation to the HK Group is as follows.



Legend

—— Direct shareholding

– – – Indirect shareholding

[1] Hainan Province Cihang Foundation is a not-for-profit organisation. The committee members of the Foundation are jointly nominated by the business supervising unit (being the Office of Civil Affairs of the Hainan Province), the committee, the sponsor and the major donor (being Hainan Airlines Co., Ltd. Trade Community Union) of the Foundation.

[2] Hainan Cihang Charity Foundation Inc. is an entity set up in New York. It is a not-for-profit organization.

[3] The remaining 2% shareholding in Tang Dynasty Development Company Limited is indirectly held by Hainan Airlines Holding Co., Limited.

* English names are for translation purposes only and not to be taken as the official name of the company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the Offeror has an issued share capital of S$1.00, comprising one (1) issued ordinary share.

4. FINANCIAL INFORMATION OF THE OFFEROR

As at the Latest Practicable Date, the Offeror is an investment holding company which has not carried out any business since its incorporation, except to make the Offer. Accordingly, no audited or unaudited financial statements of the Offeror have been prepared as at the Latest Practicable Date. As at the Latest Practicable Date, the Offeror has no material assets or material liabilities other than in connection with the Relevant Financing Arrangements and expenses incurred in connection with the making of the Offer.

5. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save for the making of the Offer and the Relevant Financing Arrangements, there has been no known material change in the financial position of the Offeror since its incorporation.

6. REGISTERED OFFICE OF THE OFFEROR

The registered office of the Offeror is at 38 Beach Road, #29-11 South Beach Tower, Singapore 189767.

1. DIRECTORS

The names, addresses and descriptions of the Directors as at the Latest Practicable Date are set out below:

Name	Address	Designation
Zhao Quan	c/o Suites 5811-5814, 58/F, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong	Co-Chairman, Executive Director
Wang Shuang	c/o Suites 5811-5814, 58/F, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong	Co-Chairman, Executive Director
Xu Haohao	c/o Suites 5811-5814, 58/F, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong	President, Executive Director
Leung Shun Sang, Tony	c/o Suites 5811-5814, 58/F, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong	Non-executive Director
Wang Hao	c/o Suites 5811-5814, 58/F, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong	Non-executive Director
Mung Bun Man, Alan	c/o Suites 5811-5814, 58/F, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong	Non-executive Director
Leung Kai Cheung	c/o Suites 5811-5814, 58/F, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong	Independent Non-executive Director
Liem Chi Kit, Kevin	c/o Suites 5811-5814, 58/F, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong	Independent Non-executive Director
Lam Kin Fung, Jeffrey	c/o Suites 5811-5814, 58/F, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong	Independent Non-executive Director

2. BACKGROUND INFORMATION AND PRINCIPAL ACTIVITIES

HK ListCo is a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited. HK ListCo's principal activities are further described in paragraph 5 of the Letter to Shareholders above.

3. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued shares of HK ListCo was 11,399,996,101.

4. SUMMARY OF FINANCIAL INFORMATION

4.1 Summary of consolidated financial statements

A summary of the audited consolidated financial statements relating to HK ListCo for FY2014, FY2015 (Restated), FY2016, and the unaudited six months ended 30 June 2017 ("**H12017**") is set out below. The financial information for FY2014, FY2015 (Restated), FY2016 and H12017 should be read together with the consolidated financial statements for HK ListCo for the relevant financial periods (copies of which are available for inspection as set out in paragraph 5 of Appendix F to this Offer Document). The financial information for FY2015 set out below is restated as per the FY2016 annual report of HK ListCo.

4.2 Consolidated income statements of HK ListCo

A summary of the audited consolidated income statements of HK ListCo for FY2014, FY2015 (Restated), FY2016 and the unaudited H12017 is set out below. The net earnings per share information for FY2014 set out below is restated as per the FY2015 annual report of HK ListCo.

Figures in HK$'000 *(unless otherwise stated)*	**FY2014**	**FY2015 (Restated)**	**FY2016**	**H12017**
Continuing operations				
Revenue	339,993	162,006	182,546	134,124
Exceptional items	–	–	–	–
Profit/(Loss) before tax	(201,602)	(30,877)	(20,948)	(18,644)
Profit/(Loss) after tax	(201,267)	(29,572)	(18,945)	(25,621)
Discontinued operations				
Profit/(Loss) from discontinued operations	(149,991)	(206,029)	(40,895)	88,421
Profit/(Loss) after tax	(351,258)	(235,601)	(59,840)	62,800
Minority interests	(16,242)	(21,791)	(37,938)	(4,236)
	(Restated)			
Net earnings per share (HK cents) – Basic	(9.96)	(4.28)	(0.19)	0.59
Net earnings per share (HK cents) – Diluted	(9.96)	(4.28)	(0.40)	0.59
Net dividends per share	–	–	–	–

4.3 **Consolidated Balance Sheet of HK ListCo**

A summary of the audited consolidated balance sheet of HK ListCo for FY2016 and the unaudited consolidated balance sheet of HK ListCo for H12017 is set out below:

Figures in HK$'000	**H12017**	**FY2016**
Current assets	2,090,245	2,495,169
Non-current assets	4,115,424	3,925,953
Total current assets	6,205,669	6,421,122
Current liabilities	179,028	637,765
Non-current liabilities	2,136,169	2,044,595
Total liabilities	2,315,197	2,682,360
Net Assets	3,890,472	3,738,762
Share capital	4,731,480	4,731,480
Reserves	(1,230,790)	(1,329,029)
Amounts recognised in other comprehensive income and accumulated in equity	–	(42,240)
Non-controlling interests	389,782	378,551
Total equity	3,890,472	3,738,762

5. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save as disclosed in this Offer Document and save for (i) information on HK ListCo that is publicly available (including, without limitation, the announcements released by HK ListCo on the Stock Exchange of Hong Kong Limited and the announcements released by the Offeror and the Joint Financial Advisers for and on behalf of the Offeror on SGXNET and HK ListCo's website http://www.hnaholdinghk.com/html/index.php); and (ii) the Relevant Financing Arrangements in place for the Offer, there has been no known material change in the financial position of HK ListCo since 31 December 2016, being the date of the last audited accounts of HK ListCo as at the Latest Practicable Date.

6. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies of HK ListCo are disclosed in note 3 of the audited consolidated financial statements of HK ListCo for FY2016, as reproduced in Appendix G of this Offer Document.

7. CHANGES IN ACCOUNTING POLICIES

As at the Latest Practicable Date, there are no changes in the accounting policies of HK ListCo which will cause the figures disclosed in paragraph 4 of this Appendix D not to be comparable to a material extent.

8. REGISTERED OFFICE OF HK LISTCO

The registered Office of HK ListCo is Suites 5811-5814, 58/F, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong.

APPENDIX E – ADDITIONAL INFORMATION RELATING TO CWT

(*This appendix has been prepared based on publicly available sources. Additional information on CWT can also be found at its website at http://www.cwtlimited.com/*)

1. DIRECTORS

The names, addresses and descriptions of the directors of CWT as at the Latest Practicable Date are as set out below:

Name	Address	Designation
Loi Kai Meng	c/o 38 Tanjong Penjuru CWT Logistics Hub 1 Singapore 609039	Chairman and Director
Loi Pok Yen	c/o 38 Tanjong Penjuru CWT Logistics Hub 1 Singapore 609039	Group Chief Executive Officer and Director
Liao Chung Lik	c/o 38 Tanjong Penjuru CWT Logistics Hub 1 Singapore 609039	Director
Tan Wee Liang	c/o 38 Tanjong Penjuru CWT Logistics Hub 1 Singapore 609039	Lead Independent Director
Hu Jian Ping	c/o 38 Tanjong Penjuru CWT Logistics Hub 1 Singapore 609039	Independent Director
Jimmy Yim Wing Kuen	c/o 38 Tanjong Penjuru CWT Logistics Hub 1 Singapore 609039	Independent Director

2. SHARE CAPITAL

As at the Latest Practicable Date, CWT has an issued and paid-up share capital of S$174,338,331 comprising 600,304,650 issued and paid-up ordinary shares and there are no unissued shares of CWT under option granted by CWT.

Based on the Closing Price per CWT Share as at the Latest Practicable Date, CWT has a market capitalisation of S$1,392,706,788 *(Source: Bloomberg L.P.)*.

3. MATERIAL CHANGES IN FINANCIAL POSITION

As of the Latest Practicable Date, within the knowledge of the Offeror, save as disclosed in this Offer Document, there has not been any material change in the financial position or prospects of the CWT Group since 31 December 2016, being the date of the last published audited financial statements of the CWT Group laid before the Shareholders in a general meeting.

4. REGISTERED OFFICE

The registered office of CWT is at 38 Tanjong Penjuru, CWT Logistics Hub 1, Singapore 609039.

1. DISCLOSURES OF INTERESTS AND DEALINGS IN COMPANY SECURITIES

1.1 Interests and Dealings of the Offeror

Save for the Vendor Undertakings, as at the Latest Practicable Date, the Offeror does not own or control, directly or indirectly, any Company Securities, and has not dealt for value in Company Securities during the Relevant Period.

1.2 Interests and Dealings of the Offeror Directors

As at the Latest Practicable Date and based on the latest information available to the Offeror, none of the Offeror Directors has any interest, direct or indirect, in Company Securities, or has dealt for value in Company Securities during the Relevant Period.

1.3 Interests and Dealings of any person acting in concert with the Offeror

As at the Latest Practicable Date and based on the latest information available to the Offeror, save as disclosed below, no person acting in concert with the Offeror has direct or indirect interests in Company Securities, or has dealt for value in Company Securities during the Relevant Period.

1.3.1 Holdings of CWT Shares

Name of Holder	No. of CWT Shares	Percentage (%)[1]
Barclays Capital Securities Limited	100[2]	0.00%

Notes:

(1) The shareholding percentage is calculated based on 600,304,650 CWT Shares in issue and rounded to the nearest two (2) decimal places.

(2) This number excludes 218,800 CWT Shares posted as collateral through title transfer but includes 31,200 CWT Shares recalled from collateral on 14 September 2017.

1.3.2 Holdings of derivatives in respect of CWT Shares

Name of Holder	Type of derivative	No. of CWT Shares to which derivative relates	Termination date of derivative	Reference price of derivative
Barclays Bank PLC	Cash settled swap	9,900	19 November 2018	Market price of CWT Shares as at the final valuation date of the relevant swap
		10,800	15 November 2018	
		10,800	16 November 2018	
		10,800	08 November 2018	
		10,800	02 November 2018	
		10,800	09 November 2018	
		21,600	12 November 2018	
		25,800	05 November 2018	
		33,800	05 October 2017	

1.4 **Interests and Dealings of the Vendors**

As at the Latest Practicable Date and based on the latest information available to the Offeror:

(i) the shareholdings in CWT owned or controlled by the Vendors are set out at paragraph 3.2 of the Letter to Shareholders; and

(ii) none of the Vendors have dealt for value in the Company Securities during the Relevant Period.

1.5 **Irrevocable Undertakings**

As at the Latest Practicable Date and based on the latest information available to the Offeror, save for the Vendor Undertakings, neither the Offeror nor its concert parties have received any irrevocable commitment to accept the Offer in respect of any Company Securities.

1.6 **No indemnity arrangements**

As at the Latest Practicable Date and based on the latest information available to the Offeror, save for the Vendor Undertakings and the Relevant Financing Arrangements, neither the Offeror nor its concert parties have entered into any arrangement of the kind referred to in Note 7 on Rule 12 of the Code, including indemnity or option arrangements and any agreement or understanding, formal or informal, of whatever nature, relating to the Company Securities, which may be an inducement to deal or refrain from dealing in the Company Securities.

1.7 **Encumbrances**

As at the Latest Practicable Date and based on the latest information available to the Offeror, save for the Relevant Financing Arrangements and save as disclosed below, neither the Offeror nor its concert parties have:

(i) granted a security interest to another person, whether through a charge, pledge or otherwise;

(ii) borrowed from another person (excluding borrowed shares which have been on-lent or sold); or

(iii) lent to another person,

any Company Securities.

1.7.1 CWT Shares lent to another person

Name of Holder	Type of Arrangement	No. of CWT Shares	Percentage (%)(1)
Barclays Capital Securities Limited	CWT Shares lent to another person	279,600	0.05%

Note:

(1) The shareholding percentage is calculated based on 600,304,650 CWT Shares in issue and rounded to the nearest two (2) decimal places.

2. SPECIAL ARRANGEMENTS

2.1 No agreement, arrangement or understanding having any connection with or dependence upon Offer

As at the Latest Practicable Date and based on the latest information available to the Offeror, save for the Relevant Financing Arrangements, Vendor Undertakings and the Deposit Agreement, there is no agreement, arrangement or understanding between (i) the Offeror or any party acting in concert with it, and (ii) any of the present or recent directors of CWT or any of the present or recent Shareholders, that has any connection with or dependence upon the Offer.

2.1.1 No Payment or Benefit to Directors of CWT

As at the Latest Practicable Date, save for the Management Retention Arrangements, there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any director of CWT or any of its related corporations (as defined in Section 6 of the Act) as compensation for loss of office or otherwise in connection with the Offer.

2.1.2 No Agreement, Arrangement or Understanding Conditional upon Outcome of the Offer or otherwise connected with the Offer

As at the Latest Practicable Date, save for the Relevant Financing Arrangements, Deposit Agreement and the Vendor Undertakings, there is no agreement, arrangement or understanding between the Offeror and any of the directors of CWT or any other person in connection with or conditional upon the outcome of the Offer or otherwise connected with the Offer.

2.2 Transfer of CWT Shares

As at the Latest Practicable Date, save for the Relevant Financing Arrangements, there is no agreement, arrangement or understanding whereby any of the CWT Shares acquired pursuant to the Offer will be transferred to any other person. The Offeror, however, reserves the right to transfer any of the CWT Shares to any corporation which controls the Offeror or is controlled by, or under the same control, as the Offeror and parties acting in concert with it or for the purpose of granting security in favour of financial institutions which have extended credit facilities to it or for purposes of the Offer.

2.3 Transfer restrictions

The constitution of CWT does not contain any restrictions on the right to transfer the CWT Shares, which has the effect of requiring the holders of CWT Shares, before transferring them, to first offer them for purchase to Shareholders or to any other person.

3. MARKET QUOTATIONS OF CWT SHARES

3.1 Closing price

The following table sets out the closing prices of CWT Shares on the SGX-ST, as reported by Bloomberg L.P., on (i) the Latest Practicable Date, (ii) the Last Full Trading Day and (iii) the last Market Day of each of the six (6) calendar months preceding the Pre-Conditional Offer Announcement Date and the corresponding premium represented by the Offer Consideration:

Date	Closing price on the SGX-ST (S$)	Premium over the last closing price of the month (%)
14 September 2017, being the Latest Practicable Date	2.32	0.43
5 April 2017, being the Last Full Trading Day	2.06	13.11
31 March 2017	2.00	16.50
28 February 2017	2.05	13.66
31 January 2017	2.00	16.50
30 December 2016	1.93	20.73
30 November 2016	2.00	16.50
31 October 2016	1.98	17.97

(*Source: Bloomberg L.P.*)

3.2 Highest and lowest prices

During the period between the start of the six (6) months preceding the Pre-Conditional Offer Announcement Date and ending on the Latest Practicable Date:

(a) the highest closing price of CWT Shares on the SGX-ST, as reported by Bloomberg L.P., was S$2.32, which was transacted on 12 September 2017, 13 September 2017 and 14 September 2017; and

(b) the lowest closing price of CWT Shares on the SGX-ST, as reported by Bloomberg L.P., was S$1.93, which was transacted on 29 December 2016.

4. GENERAL

4.1 Costs and expenses

All costs and expenses of or incidental to the preparation and circulation of this Offer Document, the FAA and the FAT (other than professional fees and other costs incurred or to be incurred by CWT relating to the Offer) and stamp duty and transfer fees resulting from acceptances of the Offer will be paid by the Offeror.

4.2 **Consents**

Barclays and CICC (as financial advisers to the Offeror in connection with the Offer) have each given and have not withdrawn its respective written consent to the issue of this Offer Document with the inclusion of its name and all references thereto, in the form and context in which they appear in this Offer Document, and to act in such capacity in relation to this Offer Document.

5. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the offices of TSMP Law Corporation, the Singapore legal adviser to the Offeror in connection with the Offer, at 6 Battery Road, Level 41, Singapore 049909, during normal business hours while the Offer remains open for acceptance:

(a) Vendor Undertakings;

(b) Pre-Conditional Offer Announcement;

(c) Formal Offer Announcement;

(d) the constitution of the Offeror;

(e) the letter of consent from each of the Joint Financial Advisers, referred to in paragraph 4.2 of this Appendix F; and

(f) the annual report of HK ListCo for FY2015 and FY2016, and the unaudited six months interim report ended 30 June 2017 referred to in paragraph 4.1 of Appendix D to this Offer Document.

APPENDIX G – SIGNIFICANT ACCOUNTING POLICIES OF HK LISTCO

All capitalized terms used in the following extracts shall have the same meanings given to them in the audited consolidated financial statements of HK ListCo for FY2016 (as set out in the annual report of HK ListCo for FY2016, a copy of which is available for inspection at the offices of TSMP Law Corporation, the Singapore legal adviser to the Offeror in connection with the Offer, at 6 Battery Road, Level 41, Singapore 049909, during normal business hours while the Offer remains open for acceptance).

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKAS 17 *Lease*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

3. 重要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則(「**上市規則**」)及香港公司條例規定之適用披露。

綜合財務報表乃根據歷史成本編製，惟投資物業及金融工具則按於各報告期末時之公允價值計量，詳情於下文所載之會計政策闡述。歷史成本一般按交換貨品及服務之所付代價之公允價值計算。

公允價值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值方法估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公允價值時會考慮該等特點。非金融資產之公允價值計量經計及市場參與者可從使用該資產得到的最高及最佳效用，或透過把該資產售予另一可從使用該資產得到最高及最佳效用的市場參與者產生經濟利益。

此等綜合財務報表中作計量及／或披露用途的公允價值乃按此基準釐定，惟屬於香港財務報告準則第2號*以股份為基礎之付款*範圍內的以股份為基礎之付款交易、屬於香港會計準則第17號*租賃*範圍內的租賃交易，以及與公允價值存在若干相似之處但並非公允價值之計量，譬如香港會計準則第2號*存貨*內的可變現淨額或香港會計準則第36號*資產減值*的使用價值除外。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

3. 重要會計政策（續）

此外，就財務報告而言，公允價值計量根據公允價值計量的輸入數據可觀察程度及公允價值計量的輸入數據對其整體的重要性分類為第一級別、第二級別或第三級別，詳情如下：

- 第一級別輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場之報價（未經調整）；
- 第二級別輸入數據是就資產或負債直接或間接地可觀察之輸入數據（第一級內包括的報價除外）；及
- 第三級別輸入數據是資產或負債的不可觀察輸入數據。

主要會計政策載列如下。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control or until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

3. 重要會計政策(續)

綜合基準

綜合財務報表包括本公司及本公司控制之實體及其附屬公司之財務報表。當本公司符合以下所列者時，即獲得控制權：

- 有權控制投資公司；
- 自參與投資公司獲得或有權獲得可變回報；及
- 有能力藉其權力影響其回報。

倘有事實及情況顯示上列控制權三個要素中的一個或多個要素發生變動，本集團會重新評估是否對投資公司擁有控制權。

綜合附屬公司於本集團取得附屬公司之控制權時開始，並於本集團失去附屬公司之控制權時終止。尤其是，於年內收購或出售附屬公司之收入及開支，會由本集團取得控制權之日期或直至本集團失去附屬公司之控制權當日止計入綜合損益及其他全面收益表。

損益及其他全面收益之各個項目會分配予本公司擁有人及非控股權益。附屬公司之全面收入總額會分配予本公司擁有人及非控股權益，即使此舉將導致非控股權益有虧損結餘。

如有需要，會對附屬公司之財務報表作出調整，以使其會計政策與本集團之會計政策保持一致。

與本集團成員公司間之交易有關之所有集團內資產及負債、權益、收入、開支及現金流量均於綜合賬目時悉數對銷。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of consolidation (continued)

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity including reserves and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted after re-attribution of the relevant equity component and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 重要會計政策(續)

綜合基準(續)

本集團於現有附屬公司之所有權權益變動

本集團於現有附屬公司之所有權權益變動倘並無導致本集團失去對該等附屬公司之控制權，則入賬列為權益交易。本集團之相關權益部分(包括儲備)及非控股權益之賬面值會作調整，以反映彼等於附屬公司相對權益之變動。非控股權益於重新分配相關權益部分後予以調整之金額與已付或已收代價公允價值之間之任何差額直接於權益確認，並由本公司擁有人應佔。

倘本集團失去對附屬公司之控制權，則收益或虧損於損益中確認，且按(i)已收代價之公允價值與任何保留權益之公允價值之總和及(ii)本公司擁有人應佔附屬公司資產(包括商譽)及負債賬面值之差額計算。所有先前於其他全面收益確認之有關該附屬公司之款項，將按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則之規定／許可條文重新分類至損益或轉撥至另一類權益)。於失去控制權當日，前附屬公司保留之任何投資之公允價值被視為根據香港會計準則第39號於其後入賬時被列作初步確認之公允價值，或(倘適用)初步確認投資於聯營公司或合營企業之成本。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value except that deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively.

Where the acquiree is a party to an operating lease arrangement of leasehold lands with terms that are favourable relative to market terms, the excess of the market price over the carrying amount of the leasehold land held by the acquiree at the time of acquisition represents the right to a favourable lease contract and is included as part of the Group's interests in land use rights.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain, except for the acquisition of business from an equity participant of the Company whereby the excess is accounted for as a deemed contribution from a shareholder and is recognised in equity.

3. 重要會計政策(續)

業務合併

收購業務採用收購法入賬。業務合併之已轉讓代價按公允價值計量，而計算方法為本集團所轉讓之資產、本集團向被收購方原擁有人產生之負債及本集團於交換被收購方之控制權時發行之股權於收購日期之公允價值之總額。有關收購之費用通常於產生時確認於損益中。

於收購日期，所收購之可識別資產及所承擔之負債乃按公允價值確認，惟以下情況除外，遞延稅項資產或負債及與僱員福利安排有關之負債或資產分別按香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認及計量。

當被收購方為租賃土地之一份經營租賃安排的一名訂約方，條款相對市場條款而言為有利，則市場價格超過於收購時由被收購方持有之租賃土地之賬面值之金額代表其有權享受有利租賃合約，及以本集團於土地使用權之權益之一部分計入。

商譽是以已轉讓代價、任何非控股權益於被收購方中所佔金額以及收購方以往持有之被收購方股權之公允價值(如有)之總和，減所收購之可識別資產及所承擔之負債於收購日期之淨額後，所超出之差額計值。倘經重新評估後，所收購之可識別資產與所承擔之負債之淨額高於已轉讓代價、任何非控股權益於被收購方中所佔金額以及收購方以往持有之被收購方權益之公允價值(如有)之總和，則差額即時於損益內確認為議價收購收益，惟向本公司一名權益參與者收購業務之差額列賬為來自股東之視作貢獻及於權益確認除外。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations (continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.

Changes in the value of the previously held equity interest recognised in other comprehensive income and accumulated in equity before the acquisition date are reclassified to profit or loss when the Group obtains control over the acquiree.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

3. 重要會計政策(續)

業務合併(續)

屬現時之擁有權權益且於清盤時讓持有人有權按比例分佔相關附屬公司資產淨值之非控股權益，可初步按公允價值或非控股權益應佔被收購方可識別資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他種類的非控股權益乃按其公允價值計量。

先前持有之股權之價值變動於其他全面收益中確認及於收購日期之前於權益累計，而該價值變動於本集團獲得對被收購方之控制權時重新分類至損益。

商譽

收購業務所產生之商譽乃按收購業務日期(見上述會計政策)確立之成本值減累計減值虧損(如有)後列賬，並於綜合財務狀況表分開呈列。

就減值測試而言，商譽乃被分配到本集團各現金產生單位(或現金產生單位之組別)，而有關單位或組別乃預期可從合併之協同效應中得益，為就內部管理目的而監察商譽之最低層面，且並不大於經營分部。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill (continued)

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

Non-current assets held-for-sale

Non-current assets and disposal group are classified as held-for-sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Events or circumstances may extend the period to complete the sale beyond one year. An extension of the period required to complete a sale does not preclude the non-current asset (or disposal group) from being classified as held-for-sale if the delay of the completion of sale is caused by events or circumstances beyond the Company's control and there is sufficient evidence that the Company remains committed to its plan to sell the non-current assets and disposal group.

3. 重要會計政策（續）

商譽（續）

已獲分配商譽之現金產生單位（或現金產生單位之組別）每年進行減值測試，或每當有跡象顯示單位可能出現減值時進行更頻繁之減值測試。就於某個報告期之收購事項所產生之商譽而言，已獲分配商譽之現金產生單位（或現金產生單位之組別）於該報告期末前進行減值測試。當現金產生單位之可收回金額少於其賬面值，則減值虧損首先撥作減低獲分配至單位之任何商譽之賬面值，然後再根據單位（或現金產生單位之組別）內每項資產之賬面值按比例分配至單位之其他資產。

出售相關現金產生單位時，商譽的應佔金額乃於釐定出售之盈虧金額時計入。

持作出售之非流動資產

倘非流動資產及出售組別之賬面值將主要通過銷售交易，而非通過持續使用而收回，則非流動資產及出售組別會歸類為持作出售。此條件僅於資產（或出售組別）可按其現況即時出售，出售條款僅屬出售該資產（或出售組別）之一般慣常條款，且極有可能出售時，方告達成。管理層須進行有關出售，而出售預期應可於分類日期起計一年內合資格確認為已完成出售。

事件或情況可能延長完成銷售的時間超過一年。倘出售因本公司控制範圍外之事件或情況而延遲完成，並有足夠證據證明本公司仍承擔出售非流動資產及出售組別之計劃，則延長完成銷售之所需期間不會妨礙非流動資產（或出售組別）被分類為持作出售。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Non-current assets held-for-sale (continued)

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held-for-sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets (and disposal group) classified as held-for-sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Sales of goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed.

Service income

Service income is recognised when services are provided.

Revenue from golf club operations

The initial membership fee is amortised on a straight-line basis based on the remaining period to the expiry date of business license of the golf club of the Group and the unamortised initial membership fee is recognised as deferred revenue. The monthly membership fee and the service income related to the usage of golf club's facilities are recognised when services are provided.

3. 重要會計政策(續)

持作出售之非流動資產(續)

當本集團致力進行涉及失去附屬公司控制權之出售計劃時,假如符合上述條件,該附屬公司之全部資產及負債均會歸類為持作出售,而無論本集團是否將於出售後保留其於前附屬公司之非控股權益。

分類為持作出售之非流動資產(及出售組別)按其先前賬面值與公允價值減出售成本值兩者之較低者計量。

收益確認

收益乃按已收或應收代價之公允價值計量,代表於日常業務過程中出售貨品及提供服務之應收金額,扣除折扣及銷售相關稅項。

當收益金額能可靠地計量;當未來經濟利益有可能流入本集團及當本集團各項活動符合特定標準時(如下文所述)確認收益。

銷售貨品

來自銷售貨品之收益於貨品付運及其所有權轉移時確認。

服務收入

服務收入於提供服務時確認。

來自經營高爾夫球會之收益

入會費以直至本集團高爾夫球會營業執照到期日為止之餘下期間為基準按直線法攤銷,而尚未被攤銷之入會費則確認為遞延收益。會員月費及與使用高爾夫球會設施有關之服務收入於提供服務時確認。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from hotel and leisure operations

Revenue from hotel and leisure operations comprising hotel accommodation, food and beverages are recognised when the services are rendered.

Investment income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Rental income

The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy for leasing below.

Installation contracts

Where the outcome of a contract for the installation of network systems can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, as measured by the proportion that contract costs incurred for work performed to date relative to the estimated total costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that they have been agreed with the customer.

Where the outcome of a contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

3. 重要會計政策（續）

收益確認（續）

來自酒店及休閒業務之收益

來自酒店及休閒業務（包括酒店住宿、食物及飲料）之收益於提供服務時確認。

投資收入

利息收入乃參考尚未償還之本金額及以適用之實際利率按時間基準累計，有關利率為將金融資產於預計可使用年期的估計未來現金收入準確貼現成該資產於初步確認時之賬面淨值之比率。

投資股息收入於股東收取款項之權利確立時確認。

租金收入

本集團確認經營租賃收益之會計政策於下文有關租賃之會計政策內詳述。

安裝合約

倘能可靠地估計網絡系統安裝合約的成果，收益及成本會參照報告期末時的合約活動完成階段確認，一般會按工程進行至該日所產生的合約成本佔估計總成本的比例計算，惟此方法並不能代表完成階段。合約工程、索償及獎金的變動，會按與客戶協議之金額入賬。

倘不能可靠地估計合約之成果，則僅會將所產生而有可能收回之合約成本確認為合約收益。合約成本於產生期間支銷。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Installation contracts *(continued)*

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as amounts due from customers for contract work. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as amounts due to customers for contract work. Amounts received before the related work is performed are included in the consolidated statement of financial position, as a liability, as advances received included in other payables, deposits received, receipt in advance and accruals. Amounts billed for work performed but not yet paid by the customer are included in the consolidated statement of financial position under trade receivables.

Deferred revenue

Deferred revenue at the end of each reporting period represents the unamortised portion of initial membership fees.

3. 重要會計政策（續）

收益確認（續）

安裝合約（續）

當總合約成本有可能超過總合約收益時，預期虧損將即時支銷。

倘直至當日所產生之合約成本加已確認溢利減已確認虧損超逾進度付款，多出之數會被視為應收客戶合約工程款項。就進度付款超逾直至當日所產生之合約成本加已確認溢利減已確認虧損之合約而言，多出之數會被視為應付客戶合約工程款項。於進行有關工作前已收取之款項於綜合財務狀況表計作負債，列作已收墊款並計入其他應付款項、已收按金、預收款項及應付項目。若已進行工程並開發賬單但客戶尚未付款，有關金額乃列作綜合財務狀況表中的應收貿易賬項。

遞延收益

於各報告期末時之遞延收益指入會費尚未攤銷部分。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

Property, plant and equipment

Property, plant and equipment including leasehold land (classified as finance leases), hotels and buildings held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3. 重要會計政策(續)

投資物業

投資物業為持作賺取租金及／或資本升值之物業。

於初步確認時，投資物業按成本(包括任何直接應佔開支)計量。於初步確認後，投資物業採用公允價值模式按其公允價值計量。因投資物業之公允價值變動而產生之收益或虧損乃於其產生期間計入損益。

投資物業於出售後或當投資物業被永久停用或預期不會自其出售產生未來經濟利益時取消確認。因取消確認該資產而產生之任何收益或虧損(按該資產之出售所得款項淨額與賬面值間之差額計算)於取消確認該物業期間計入損益。

物業、廠房及設備

物業、廠房及設備(包括租賃土地(分類為融資租賃)、持作生產或供應貨品或服務或作行政之用的酒店及樓宇)乃按成本值扣除其後之累計折舊及累計減值虧損(如有)於綜合財務狀況表內列賬。

物業、廠房及設備項目扣除其估計可使用年期內之殘值按直線法攤銷成本，以作出折舊確認。估計可使用年期、殘值和折舊方法會在各報告期末時進行審閱，並預先就任何估計變動影響入賬。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment (continued)

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are obtained. Other than investment properties measured under fair value model, such costs are recognised as an expense on a straight-line basis over the lease term. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

3. 重要會計政策(續)

物業、廠房及設備(續)

融資租賃項下所持資產按與自置資產相同基準於其預計可使用年期內折舊。然而，當擁有權未能在租賃期末前合理地確定獲得時，資產會以其租賃期及其可使用年期(以較短者為準)折舊。

物業、廠房及設備項目將於出售後或當預期持續使用該資產不會產生未來經濟利益時取消確認。因物業、廠房及設備項目出售或報廢而產生之任何收益或虧損，按出售所得款項與資產之賬面值之差額釐定，並於損益確認。

租賃

當租賃條款將所有權之絕大部分風險及報酬轉讓予承租人時，有關租賃將列為融資租賃。所有其他租賃則一概列為經營租賃。

本集團作為出租人

經營租賃之租金收入乃按相關租賃期以直線法於損益確認，惟另一種系統基準更能反映租賃資產取得經濟利益之時間模式除外。除根據公允價值模式計量之投資物業外，該等成本乃於租賃期以直線法確認為開支。於磋商及安排經營租賃時產生之初步直接成本計入租賃資產之賬面值。

本集團作為承租人

經營租賃付款以直線法於租賃期內確認為開支，惟另一種系統基準更能反映租賃資產消耗經濟利益之時間模式除外。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Leasing (continued)

Leasehold land

Interest in leasehold land held by DG Hillview (defined in Note 47) constitutes an operating lease arrangement under HKAS 17 *Leases*, the excess of the market price of such leasehold land at the time of acquisition of Hillview over its carrying amount represents the right to a favourable lease contract. The excess together with the carrying amount of the leasehold land are presented as "land use rights" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease.

Club debentures

Club debentures are stated at cost, less any identified impairment losses.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 重要會計政策(續)

租賃(續)

租賃土地

東莞峰景(定義見附註47)持有之租賃土地之權益構成香港會計準則第17號租賃下之經營租賃安排,有關租賃土地之市場價格於收購峰景時超過其賬面值之金額代表其有權享受有利租賃合約。超出金額連同租賃土地賬面值於綜合財務狀況表列作「土地使用權」及按直線法於租賃期內攤銷。當租賃付款不能可靠地分配至土地及樓宇,則整體租賃一般被分類為融資租賃。

會所債券

會所債券按成本減任何已識別減值虧損列賬。

外幣

於編製各個別集團實體之財務報表時,以該實體之功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算為各自之功能貨幣(即該實體經營所在主要經濟地區之貨幣)記賬。於報告期末時,以外幣定值之貨幣項目均按該日之適用匯率重新換算。按公允價值列賬並以外幣定值之非貨幣項目乃按於公允價值釐定當日之適用匯率重新換算。按外幣過往成本計量之非貨幣項目毋須重新換算。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the group entities including foreign operations are translated into the presentation currency of the Group (i.e. HK$) using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

On disposal of a group entity that is a foreign operation, the exchange differences accumulated in equity in respect of that operation attributable to owners of the Company are reclassified to profit or loss. On the disposal of group entity that is not a foreign operation, the exchange differences accumulated in equity relating to the translation of assets and liabilities of that group entity into presentation currency of the Group are transferred to accumulated losses.

3. 重要會計政策（續）

外幣（續）

結算貨幣項目及重新換算貨幣項目產生之匯兑差額會於產生期間於損益中確認。重新換算按公允價值列賬之非貨幣項目產生的匯兑差額計入期內之損益，惟有關收益及虧損直接於其他全面收益確認之非貨幣項目重新換算產生之匯兑差額除外，在該情況下，匯兑差額亦直接於其他全面收益確認。

就呈列綜合財務報表而言，集團實體（包括海外業務）之資產及負債乃按報告期末時之適用匯率換算為本集團之呈列貨幣（即港幣）。收入及開支項目乃按該期間之平均匯率進行換算，除非匯率於該期間內出現大幅波動則作別論，於此情況下，則採用於交易當日之適用匯率。所產生之匯兑差額（如有）乃於其他全面收益確認，並在匯兑儲備項下之權益中累計。

於出售屬海外業務之集團實體時，本公司擁有人應佔與該業務有關並於權益累計之匯兑差額乃重新分類至損益。於出售並非海外業務之集團實體時，與換算該集團實體之資產及負債為本集團之呈列貨幣有關並於權益累計之匯兑差額乃轉撥至累計虧損。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of the foreign operation and retranslated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in equity under the heading of translation reserve.

Borrowing costs

All borrowing costs incurred for non-qualifying assets are recognised in profit or loss in the period in which they are incurred.

Retirement benefits costs

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 重要會計政策（續）

外幣（續）

於二零零五年一月一日或以後因收購海外業務所產生之被收購可識別資產之商譽及公允價值調整乃視作該海外業務之資產及負債，及按各報告期末時之適用匯率重新換算。所產生之匯兑差額在匯兑儲備項下之權益中確認。

借款成本

不合資格資產所產生之所有借款成本在產生期間於損益確認。

退休福利成本

國家管理退休福利計劃及強制性公積金計劃之款項乃於僱員已提供服務並可享有供款時確認為開支。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from the profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. 重要會計政策(續)

稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃根據年內之應課稅溢利計算。應課稅溢利與於綜合損益及其他全面收益表內呈報之稅前溢利有所不同，原因在於應課稅溢利並不包括於其他年度應課稅或可扣稅之收入或開支項目，亦不包括從來毋須課稅或不可扣稅之項目。本集團之現時稅項負債乃按報告期末前已實行或大致上已實行之稅率計算。

遞延稅項乃根據綜合財務報表內之資產及負債賬面值與計算應課稅溢利所採用相應稅基之暫時差額而確認。一般就所有應課稅暫時差額確認遞延稅項負債。一般就所有可扣減暫時差額確認遞延稅項資產，惟於應課稅溢利有可能用以抵銷可扣減暫時差額時予以確認。倘暫時差額因初步確認(業務合併除外)為一項不影響應課稅溢利或會計溢利之交易之其他資產及負債而產生，有關遞延稅項資產及負債不予以確認。

就投資於附屬公司之相關應課稅暫時差額確認遞延稅項負債，惟倘本集團能控制暫時差額之撥回時間，且有關暫時差額很可能不會於可見將來撥回則除外。由與該等投資相關之可扣減暫時差額所產生之遞延稅項資產，僅於有可能有足夠應課稅溢利抵銷可動用該等暫時差額之利益及預期於可預見未來將會撥回，則方會予以確認。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time. If the presumption is rebutted, deferred tax for such investment properties are measured in accordance with the above general principles set out in HKAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 重要會計政策(續)

稅項(續)

遞延稅項資產之賬面值會於各報告期末時進行檢討，並在不再可能有足夠應課稅溢利以收回全部或部分資產時作調減。

遞延稅項資產及負債乃按預期於負債清償或資產變現之期間應用之稅率計算，而該等稅率乃基於在報告期末前已實行或大致上已實行之稅率(及稅法)。

遞延稅項負債及資產之計量反映按本集團預期於報告期末時可收回或結算其資產及負債之賬面值之方式計算所得之稅務結果。

在計算採用公允價值模式計量之投資物業之遞延稅項時，有關物業之賬面值除非在某情況下被駁回，否則假定全數從出售收回。倘投資物業可折舊，以其目的為於一段時間內耗用投資物業所含之絕大部分經濟利益之業務模式而持有，則有關假定被駁回。倘有關假定被駁回，則有關投資物業之遞延稅項根據上述香港會計準則第12號所載之一般原則計算(即根據預期收回物業之方式)。

當期及遞延稅項於損益中確認，惟倘其與於其他全面收益或直接於權益確認之項目有關則除外。在此情況下，當期及遞延稅項亦於其他全面收益或直接於權益中分別確認。倘因業務合併之初始會計產生當期稅項或遞延稅項，稅務影響將計入業務合併之會計內。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;

3. 重要會計政策(續)

無形資產

獨立收購之無形資產

獨立收購且具有限可使用年期之無形資產乃按成本減累計攤銷及任何累計減值虧損列賬。具有限可使用年期之無形資產攤銷以直線法於其估計可使用年期內撥備。估計可使用年期及攤銷方法於各報告期末時進行審閱，並預先就任何估計變動影響入賬(見下文有關有形及無形資產之減值虧損之會計政策)。

於出售時或於預期使用或出售均不會產生未來經濟利益時，終止確認無形資產。終止確認無形資產所產生之收益及虧損按出售所得款項淨額與資產賬面值的差額計算，於終止確認資產期間在損益內確認。

研發開支

研究活動開支於產生期間支銷。

當且僅當所有下列事項已獲證實時，方確認由開發(或內部項目的開發階段)產生的內部產生無形資產：

- 在技術可行性上能完成無形資產以供使用或出售；
- 有意完成無形資產及使用或出售資產；
- 使用或出售無形資產的能力；
- 無形資產日後將產生經濟利益的方式；

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets (continued)

Research and development expenditure *(continued)*

- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred. Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using the first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 重要會計政策（續）

無形資產（續）

研發開支（續）

- 可動用適當科技、財務及其他資源完成開發及使用或出售無形資產；及
- 可於其開發期間可靠計算無形資產應佔的開支。

內部產生之無形資產按無形資產首次符合上文載列之確認準則之日起所產生之開支總額而初步確認。倘並無內部產生的無形資產可予確認，則開發費用於產生期間在損益中確認。於首次確認後，內部產生之無形資產按成本減累計攤銷及累計減值虧損（如有）計量，其計量基準與獨立收購之無形資產相同。

存貨

存貨乃按成本值及可變現淨值兩者中之較低者列賬。存貨成本值乃採用先入先出法計算。可變現淨值按存貨之估計售價減完成之全部估計成本及進行銷售所必需之成本呈列。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified into loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

3. 重要會計政策(續)

金融工具

當一間集團實體成為工具合約條文之一方時，則於綜合財務狀況表內確認金融資產及金融負債。

金融資產及金融負債初步按公允價值計量。收購或發行金融資產及金融負債(按公允價值計入損益之金融資產或金融負債除外)直接應佔之交易成本乃於初步確認時加入金融資產或金融負債之公允價值，或從金融資產或金融負債之公允價值扣除(如適用)。收購按公允價值計入損益之金融資產或金融負債直接應佔之交易成本乃即時於損益確認。

金融資產

本集團之金融資產分類為貸款及應收款項及可供出售金融資產。分類乃根據金融資產之性質及用途於初步確認時釐定。

實際利率法

實際利率法乃為計算債務工具之攤銷成本及按有關期間攤分利息收入之方法。實際利率為可準確將預計可使用年期內或在較短期間內(如適用)債務工具產生之估計未來現金收入(包括所有構成整體實際利率之已付或已收費用及息差、交易成本及其他溢價或折價)貼現至於初步確認時之賬面淨值之利率。

利息收入就債務工具按實際利率基準確認。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets *(continued)*

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, other receivables, amounts due from related companies, pledged bank deposits and bank balances) are measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or are not classified as financial assets at fair value through profit or loss ("**FVTPL**"), loans and receivables or held-to-maturity investments.

Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of each reporting period (see the accounting policy in respect of impairment losses on financial assets below).

3. 重要會計政策（續）

金融工具（續）

金融資產（續）

貸款及應收款項

貸款及應收款項為並無於活躍市場內報價而附帶固定或可議定付款之非衍生金融資產。於初步確認後，貸款及應收款項（包括應收貿易賬項、其他應收款項、應收關連公司款項、已抵押銀行存款及銀行結存）使用實際利率法按攤銷成本減任何已識別減值虧損計量（見下文有關金融資產減值虧損之會計政策）。

可供出售金融資產

可供出售金融資產為非衍生工具，並指定為可供出售或未有分類為按公允價值計入損益（「**按公允價值計入損益**」）之金融資產、貸款及應收款項或持至到期日之投資。

本集團收取股息之權利確立時在可供出售股權工具之股息於損益確認。

無活躍市場報價及其公允價值不能可靠計量之可供出售股本投資於各報告期末時按成本值減任何已識別減值虧損計量（見下文有關金融資產減值虧損之會計政策）。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets *(continued)*

Impairment losses on financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

3. 重要會計政策（續）

金融工具（續）

金融資產（續）

金融資產減值虧損

金融資產會於各報告期末時評定是否有減值跡象。金融資產於有客觀證據顯示金融資產之估計未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時被釐定為已減值。

就可供出售之股本投資而言，該項投資的公允價值大幅或長期跌至低於其成本值被視為減值之客觀證據。

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或對手方出現重大財政困難；或
- 違反合約，例如未能繳付或拖欠利息及本金；或
- 借款人有可能面臨破產或財務重組。

應收款項組合出現減值之客觀證據包括本集團過往收款記錄、組合延遲付款平均時間超過信貸期之數目增加及與拖欠應收款項有關連之國家或地區經濟狀況出現明顯變動。

就按攤銷成本列賬之金融資產而言，會按資產之賬面值與估計未來現金流量之現值（以金融資產的原始實際利率折現）間之差額確認減值虧損之金額。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets *(continued)*

Impairment losses on financial assets (continued)

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3. 重要會計政策（續）

金融工具（續）

金融資產（續）

金融資產減值虧損（續）

就按成本列賬之金融資產而言，減值虧損之金額以資產之賬面值與估計未來現金流量之現值（以類似金融資產之當前市場回報率折現）間之差額計量。該等減值虧損不會於其後期間撥回。

所有金融資產（應收貿易賬項除外）之減值虧損會直接於金融資產之賬面值中作出扣減，其賬面值會透過使用撥備賬作出扣減。撥備賬內之賬面值變動會於損益中確認。當應收貿易賬項被視為不可收回時，其將於撥備賬內撇銷。於其後重新收取之先前撇銷之款項將計入損益。

就以攤銷成本計量之金融資產而言，倘於隨後期間減值虧損之數額減少，而此項減少可客觀地與確認減值虧損後之某一事件發生聯繫，則先前確認之減值虧損於損益中予以撥回，惟於撥回減值當日之資產賬面值不得超逾假設未確認減值時之攤銷成本。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity instruments in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Convertible bonds contain debt component and derivative components

The component parts of the convertible bonds issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is a conversion option derivative.

At the date of issue, both the debt and derivative components are recognised at fair value. In subsequent periods, the debt component of the convertible bonds is carried at amortised cost using the effective interest method. The derivative component is measured at fair values with changes in FVTPL.

Transaction costs that relate to the issue of the convertible bonds are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to derivative components are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible bonds using the effective interest method.

3. 重要會計政策(續)

金融工具(續)

金融負債及股本工具

集團實體發行之債務及股本工具乃根據合約安排之性質與金融負債及股本工具之定義分類為金融負債或股本工具。

股本工具

股本工具乃證明一個實體於扣減所有負債後之資產中擁有剩餘權益之任何合約。本公司發行之股本工具按已收所得款項扣除直接發行成本確認。

可換股債券包含債務成分及衍生工具成分

本公司發行之可換股債券之組成部分乃根據合約安排之性質與金融負債及股本工具之定義獨立分類為金融負債及權益。以固定金額之現金或另一項金融資產交換本公司固定數目之自身股本工具之方式以外結清之換股選擇權，列為換股選擇權衍生工具。

於發行日期，債務部分及衍生工具部分乃按公允價值確認。於往後期間，可換股債券之債務部分以實際利率法按攤銷成本列賬。衍生工具部分按公允價值計量，而變動按公允價值計入損益。

發行可換股債券之交易成本，按相對公允價值之比例分配至債務及衍生工具部分。衍生工具部分之交易成本會即時於損益中扣除。債務部分之交易成本計入債務部分之賬面值，並以實際利率法於可換股債券期限內攤銷。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities and equity instruments *(continued)*

Other financial liabilities at amortised cost

Other financial liabilities (including trade and bills payables, other payables, amounts due to related companies, promissory note and borrowings) are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis other than those financial liabilities classified as at FVTPL, of which the interest expense is included in net gains or losses.

3. 重要會計政策（續）

金融工具（續）

金融負債及股本工具（續）

按攤銷成本計量之其他金融負債

其他金融負債（包括應付貿易賬項及應付票據、其他應付款項、應付關聯公司款項、承兑票據及借款）其後按攤銷成本採用實際利率法計量。

實際利率法

實際利率法乃為計算金融負債之攤銷成本及按有關期間攤分利息開支之方法。實際利率為可準確將預計可使用年期內或在較短期間內（如適用）金融負債產生之估計未來現金付款（包括所有構成整體實際利率之已付或已收費用及息差、交易成本及其他溢價或折價）貼現至於初步確認時之賬面淨值之利率。

利息開支按實際利率基準確認，惟該等分類為按公允價值計入損益之金融負債（其中利息開支計入淨收益或虧損）除外。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL. Generally, multiple embedded derivative in a single instrument are treated as a single compounded embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

(i) the amount of obligation under the contract, as determined in accordance with HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*; and

(ii) the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

3. 重要會計政策(續)

金融工具(續)

嵌入式衍生工具

非衍生主合約嵌入之衍生工具,如符合衍生工具之定義、風險及特質與該等主合約並非緊密相關以及該等主合約亦非按公允價值計入損益,則當作獨立衍生工具處理。一般而言,單一工具中多項嵌入式衍生工具被視為單一複合之嵌入式衍生工具,除非該等衍生工具與不同風險有關,並可隨時分開及互相獨立。

財務擔保合約

財務擔保合約指因指定債務人未能按債務工具之原有或經修改條款如期付款時,發行者需支付指定金額給持有人以補償其所遭受損失之合約。

本集團已發行之財務擔保合約初步以公允價值計量,如不獲指定為按公允價值計入損益,則隨後按下列較高者計量:

(i) 按照香港會計準則第37號*撥備、或然負債及或有資產*所釐定合約下之債項之金額;及

(ii) 首次確認之金額減(如適用)於擔保期間確認之累計攤銷。

取消確認

只有當資產現金流量之合約權利屆滿時,本集團方會取消確認金融資產。

於取消確認金融資產時,該項資產賬面值與已收及應收代價加於其他全面收益中確認及於權益累計之累計損益之總數間之差額會於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Derecognition *(continued)*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

When the contractual terms of financial liability are modified such that the revised terms would result in a substantial modification from the original terms, after taking into account all relevant facts and circumstances including qualitative factors, such modification is accounted for as derecognition of the original financial liability and the recognition of new financial liability. The difference between the carrying amount of financial liability derecognised and the fair value of consideration paid or payable, including any liabilities assumed and derivative components recognised, is recognised in profit or loss.

Share-based payment transactions

Equity settled share-based payment transactions

Share options granted to employees

The fair value of services received determined by reference to the fair value of share options granted at the grant date is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share option reserve).

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

Share options granted to consultants

Share options issued in exchange for goods or services are measured at the fair values of the goods or services received, unless that fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the share options granted. The fair values of the goods or services received are recognised as expense, a corresponding increase in equity (share option reserve) unless the goods or services qualify for recognition as assets.

3. 重要會計政策(續)

金融工具(續)

取消確認(續)

本集團於及僅於本集團之責任獲解除、註銷或已屆滿時方取消確認金融負債。被取消確認之金融負債之賬面值與已付及應付代價間之差額於損益確認。

當考慮所有相關事實及情況(包括定性因素)後,金融負債之合約條款作出修訂,以致經修訂條款將導致與原有條款相比出現大幅修訂,則該修訂入賬列為取消確認原有金融負債及確認新金融負債。被取消確認之金融負債賬面值與已付或應付代價之公允價值(包括任何所承擔之負債及已確認之衍生工具部份)間之差額於損益內確認。

以股份為基礎之付款交易

股本結算以股份為基礎之付款交易

向僱員批授之購股權

按已授出購股權於授出日期之公允價值釐定之所得服務之公允價值,於已授出購股權歸屬時隨即於授出日期全數確認為開支,而權益(購股權儲備)亦相應增加。

當購股權獲行使時,先前於購股權儲備確認之金額將轉撥至股份溢價。倘購股權於歸屬日期後遭沒收或於屆滿日期尚未行使,先前於購股權儲備確認之金額將轉撥至累計虧損。

授予顧問之購股權

為交換貨品或服務而發行之購股權以所得貨品或服務之公允價值計量,除非公允價值無法可靠計算,在此情況下,所得貨品或服務會參考已授出購股權之公允價值計量。所得貨品或服務之公允價值確認為開支,除非貨品或服務合資格確認為資產,否則權益(購股權儲備)將相應增加。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment losses on tangible and intangible assets other than goodwill (see accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

3. 重要會計政策(續)

有形及無形資產之減值虧損(商譽除外)(見上文有關商譽之會計政策)

於報告期末時,本集團檢討其具有限可使用年期之有形及無形資產之賬面值,以釐定該等資產有否出現減值虧損跡象。倘存在任何該等跡象,則會估計資產之可收回金額,以釐定減值虧損之程度(如有)。若某單一資產之可收回金額不可能估計,本集團會估計該資產所屬之現金產生單位的可收回金額。在合理及貫徹之分配基準可被確定之情況下,公司資產亦分配至個別現金產生單位,否則將分配至合理及貫徹之分配基準可被確定之最小現金產生單位組別。

可收回金額為公允價值減去出售成本及使用價值之間之較高者。評估使用價值時,估計未來現金流量以除稅前貼現率貼現至現值,反映在未來現金流量之估計尚未調整之前,現時市場對貨幣時間值及該項資產之特定風險之評估。

倘估計資產(或現金產生單位)之可收回金額低於其賬面值,則該資產(或現金產生單位)之賬面值將減至其可收回金額。於分配減值虧損時,減值虧損首先撥作減低任何商譽之賬面值(倘適用),然後再根據單位內每項資產之賬面值按比例分配至其他資產。資產之賬面值不可減至低於其公允價值減出售成本(倘可予計量)、其使用價值(倘可予釐定)與零三者間之較高者。可能已另行分配至該資產之減值虧損金額按比例分配至單位內其他資產。減值虧損即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment losses on tangible and intangible assets other than goodwill (see accounting policy in respect of goodwill above) (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 重要會計政策(續)

有形及無形資產之減值虧損(商譽除外)(見上文有關商譽之會計政策)(續)

倘減值虧損於隨後撥回,資產(或現金產生單位)賬面值將增至經修訂之估計可收回金額,惟因此而增加之賬面值不可超過假設過往年度並無就該資產(或現金產生單位)確認減值虧損而原應釐定之賬面值。減值虧損撥回即時於損益中確認。

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the management of the Group is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgments in applying accounting policies

The following is the critical judgment, apart from those involving estimation (see below), that management of the Group has made in the process of applying the Group's accounting policies and that has the most significant effect on the amounts recognised in the consolidated financial statements.

Revenue recognition of initial membership fee

The initial membership fee is deferred and recognised as revenue over the life of the golf membership. Management of the Group has determined the remaining period to the expiry date of business license of DG Hillview (as defined in Note 47) of approximately 7 years (2015: 8 years) as the expected useful lives for the usage of golf club's facilities and hence, the initial membership fee is amortised on the straight-line basis based on the remaining period to the expiry date of business license of DG Hillview.

4. 重大會計判斷及估計不確定因素之主要來源

於應用如附註3所述之本集團會計政策時,本集團管理層須就未能即時從其他來源取得之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及認為屬有關之其他因素為基礎。實際結果可能有別於該等估計。

估計及相關假設會持續檢討。倘會計估計修訂只影響修訂估計之期間,則有關修訂會於該期間確認。倘有關修訂既影響當期,亦影響未來期間,則有關修訂會於修訂期間及未來期間確認。

應用於會計政策之主要判斷

除涉及估計之判斷(見下文)外,以下為本集團管理層於應用本集團會計政策過程中已作出之主要判斷,而有關主要判斷對於綜合財務報表內確認之金額帶來最重大影響。

入會費之收益確認

入會費按高爾夫球會會籍可使用年期獲遞延及確認為收益。本集團管理層已釐定東莞峰景(定義見附註47)營業執照到期日為止之餘下期間約7年(二零一五年:8年)為使用高爾夫球會設施之預期可使用年期,因此,入會費以東莞峰景營業執照到期日為止之餘下期間為基準按直線法攤銷。

HNA BELT AND ROAD INVESTMENTS (SINGAPORE) PTE. LTD.
(Company Registration No.: 201709856C)
(Incorporated in the Republic of Singapore)