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CULTURE LANDMARK INVESTMENT LIMITED

(Incorporated in Bermuda with limited liability)

(the “Company”)

(Stock Code: 674)

CONTINUING CONNECTED TRANSACTIONS

On 20 May 2011 Tenancy Agreement IV and Tenancy Agreement V became continuing connected transactions of the Company exempt from the independent Shareholders’ approval requirement under the Listing Rules.

TENANCY AGREEMENTS

Reference is made to the announcement of the Company dated 18 July 2011 in relation to various tenancy agreements between the Group and two subsidiaries of China Resources which became continuing connected transactions of the Company on 20 May 2011 under the Listing Rules (the “Announcement”). Terms used herein shall have the same meanings as defined in the Announcement.

The Company announces that the following tenancy agreements were also in force on 20 May 2011:

(a) tenancy agreement dated 25 October 2010 (as amended on 30 August 2011) (“Tenancy Agreement IV”)

Landlord: CR Property

Tenant: CR Advertising

Property: Rooms 4204-09, 42nd Floor, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong with a total lettable floor area of about 1,026 square feet

Term: 1 January 2011 to 5 September 2011

Rent: HK\$34,884 per month (exclusive of rates and management fee)

Management fee: HK\$6,361.20 per month

(b) tenancy agreement dated 8 October 2009 (as amended on 29 March 2011 and supplemented on 16 September 2011) (“Tenancy Agreement V”)

Landlord: CR Property

Tenant: CR Advertising

Property: Exhibition Hall, 3rd and 4th Floors, Lower Block, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong

Term: 14 September 2009 to 30 September 2011, thereafter on monthly basis

Rent: Free of rent since 1 January 2011

Management fee: Free of management fee from 1 January 2011 to 30 September 2011 (subject to payment of air-conditioning charges totalling HK\$56,891.38), and thereafter at HK\$70,000 per month

The terms of Tenancy Agreement IV were determined after arm’s length negotiation between CR Property and CR Advertising with reference to the prevailing market rent and management fee for comparable premises. The terms of Tenancy Agreement V were determined after arm’s length negotiation between CR Property and CR Advertising in view of the uncertain date for the proposed redevelopment of Lower Block of China Resources Building.

The Directors, including the independent non-executive Directors, considered that the terms of Tenancy Agreement IV and Tenancy Agreement V were fair and reasonable and in the interests of the Shareholders as a whole.

REASONS FOR THE TENANCY AGREEMENTS

CR Advertising entered into Tenancy Agreement IV and Tenancy Agreement V to use the relevant premises for its business operations.

CONNECTION BETWEEN THE PARTIES

Commotra, a substantial shareholder of the Company holding approximately 11.13% of the issued share capital of the Company, is a wholly-owned subsidiary of China Resources. CR Property is a subsidiary of China Resources. As such, CR Property is a connected person of the Company under the Listing Rules.

CAP

Beside the Tenancy Agreements, Tenancy Agreement IV and Tenancy Agreement V (together the “Agreements”), the Group also paid the following fees (the “Fees”) to CR Property during the year ended 31 March 2012:

1. rent for 5 car parks at China Resources Building totalling about HK\$202,220; and
2. management fee for signboard at China Resources Building totalling about HK\$14,880.

The caps set out in the Announcement have not taken into account Tenancy Agreement IV, Tenancy Agreement V and the Fees. The Company has set the cap for the Agreements (together with the Fees) for the year ended 31 March 2012 at HK\$9,600,000. The cap is arrived at with reference to the terms of the Agreements and the Fees paid.

The Directors (including its independent non-executive Directors) consider that the cap is fair and reasonable.

LISTING RULES REQUIREMENTS

Tenancy Agreement IV and Tenancy Agreement V became continuing connected transactions for the Company under the Listing Rules on 20 May 2011 upon completion of the subscription of Shares by Commotra and the acquisition of CR Advertising by the Company. The Agreements (together with the Fees) are exempt from the independent Shareholders’ approval requirement under the Listing Rules. For the year ended 31 March 2012, save as disclosed above, there is no transaction which is required to be aggregated with the Agreements under the Listing Rules.

As no Director has any material interest in the Agreements, none of the Directors was required to abstain from voting on the Board resolution approving the cap.

INFORMATION FOR SHAREHOLDERS

The Group is principally engaged in property investment and property sub-leasing, collection of copyright fees in respect of karaoke music products on Mainland China, exhibition related business, hotel operation, restaurant operation and entertainment business.

CR Property is principally engaged in property investment and property rental activities in Hong Kong.

By Order of the Board
Cheng Yang
Chairman

Hong Kong, 16 May 2012

As at the date of this announcement, the executive directors of the Company are Mr. Cheng Yang (the Chairman), Mr. Zheng Yuchun, Mr. Liu Yu Mo and Mr. Li Weipeng; and the independent non-executive directors are Mr. Tong Jingguo, Mr. Yang Rusheng and Mr. So Tat Keung.