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**渝 太 地 產 集 團 有 限 公 司\***  
**Y. T. REALTY GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 75)**

**SPECIAL DIVIDEND BY WAY OF  
DISTRIBUTION IN SPECIE OF SHARES IN  
THE CROSS-HARBOUR (HOLDINGS) LIMITED**

The Board is pleased to announce that, on 29 September 2016, it has approved a special dividend in the form of a distribution in specie of the 155,254,432 CHH Shares held by the Group to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date in proportion to their then respective shareholdings in the Company on the basis of 20 CHH Shares for every 103 Shares held by the Qualifying Shareholders. A Qualifying Shareholder holding less than an integral multiple of 103 Shares will be entitled to a pro-rata number of CHH Shares, being rounded down to the nearest whole number of CHH Shares.

The Distribution in Specie will be available to Shareholders whose names appear on the register of members of the Company on the Record Date, but will not be extended to any Non-Qualifying Overseas Shareholders. The CHH Shares which would otherwise be transferred to such Non-Qualifying Overseas Shareholders will be sold in the market as soon as practicable, and the proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the relevant Non-Qualifying Overseas Shareholders at their own risk, except that net proceeds less than HK\$100 will be retained for the benefit of the Company.

No fraction of a CHH Share will be distributed. Fractional entitlements to CHH Shares and any CHH Shares left undistributed (other than any CHH Shares sold for the benefit of the Non-Qualifying Overseas Shareholders) will be sold in the market and the net proceeds of such sale will be retained for the benefit of the Company.

Following completion of the Distribution in Specie, CHH will no longer be accounted for as an associate in the consolidated financial statements of the Company.

The Distribution in Specie will be subject to the approval of the Shareholders at the SGM. A circular containing further information on the Distribution in Specie, including the Record Date, the book closure dates, the date of the SGM, the date of despatch of the share certificates for the relevant CHH Shares, and notice convening the SGM will be despatched to the Shareholders as soon as practicable.

## **SPECIAL DIVIDEND BY WAY OF DISTRIBUTION IN SPECIE**

### **Basis of entitlement**

The Board is pleased to announce that, on 29 September 2016, it has approved a special dividend in the form of a distribution in specie of the 155,254,432 CHH Shares held by the Group to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date in proportion to their then respective shareholdings in the Company on the following basis:

for every 103 Shares held . . . . . 20 CHH Shares

A Qualifying Shareholder holding less than an integral multiple of 103 Shares will be entitled to a pro-rata number of CHH Shares, being rounded down to the nearest whole number of CHH Shares.

No fraction of a CHH Share will be distributed. Fractional entitlements to CHH Shares and any CHH Shares left undistributed (other than any CHH Shares sold for the benefit of the Non-Qualifying Overseas Shareholders as set out in the section headed “**Qualifying Shareholders and Non-Qualifying Overseas Shareholders**” below) will be sold in the market and the net proceeds of such sale will be retained for the benefit of the Company. If any calculation of a Qualifying Shareholder’s entitlement to CHH Shares would result in a fraction of a CHH Share, such entitlement will be rounded down to the nearest whole number of CHH Shares.

The Company will arrange for odd lot matching services to be provided for the sale and purchase of odd lots of CHH Shares, on a best effort basis, to those entitled to the Distribution in Specie who wish to acquire odd lots of CHH Shares to make up a full board lot or to dispose of their odd lots of CHH Shares.

### **Shareholder’s approval**

The Distribution in Specie will be subject to the approval of the Shareholders at the SGM. A circular containing further information on the Distribution in Specie, including the Record Date, the book closure dates, the date of the SGM, the date of despatch of the share certificates for the relevant CHH Shares, and notice convening the SGM will be despatched to the Shareholders as soon as practicable.

### **The CHH Shares**

The 155,254,432 CHH Shares to be distributed represent all the CHH Shares held by the Group and approximately 41.66% of the total number of issued CHH Shares as at the date of this announcement. They are recorded in the Group as an investment in an associate with a carrying amount of approximately HK\$2.18 billion as at 30 June 2016. The CHH Shares are listed on the Main Board of the Stock Exchange (Stock Code: 32).

## **Qualifying Shareholders and Non-Qualifying Overseas Shareholders**

The Distribution in Specie will be available to the Shareholders whose names appear on the register of members of the Company on the Record Date, but will not be extended to any Non-Qualifying Overseas Shareholders.

The Company is in the process of ascertaining whether or not there are any legal or regulatory restrictions which would make extending the Distribution in Specie to Shareholders whose registered addresses are in a place outside Hong Kong administratively prohibitive or inexpedient. If it is necessary on account of the requirements or restrictions under the laws of the relevant overseas jurisdictions not to extend the Distribution in Specie to such overseas Shareholders, such overseas Shareholders will be treated as Non-Qualifying Overseas Shareholders for purpose of the Distribution in Specie and the CHH Shares which would otherwise be transferred to such Non-Qualifying Overseas Shareholders will be sold in the market as soon as practicable, and the proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the relevant Non-Qualifying Overseas Shareholders at their own risk, except that net proceeds less than HK\$100 will be retained for the benefit of the Company.

## **EFFECTS AND BENEFITS OF THE DISTRIBUTION IN SPECIE**

Following completion of the Distribution in Specie, CHH will no longer be accounted for as an associate in the consolidated financial statements of the Company. Shareholders' equity of the Group will be reduced by the book carrying amount of all the CHH Shares held by the Group of approximately HK\$2.18 billion with reference to the unaudited financial information of the Group as at 30 June 2016.

The profit and loss implications on the Group as a result of the distribution of CHH Shares upon completion of the Distribution in Specie may only be determined following the date of settlement of the Distribution in Specie. The Company is working closely with its auditors on this and relevant disclosures will be made if and when appropriate.

The Board is of the view that the Distribution in Specie will allow further streamlining of the Group's business activities. It will also provide the Qualifying Shareholders with an opportunity to directly participate in the investment of, and enjoy returns from, the CHH Shares, and the flexibility to determine the level of their participation in investing in CHH at their own discretion.

## **INFORMATION ON THE COMPANY**

The Company is an investment holding company and the principal activities of its subsidiaries are property investment and property trading.

## **INFORMATION ON CHH**

CHH is a company incorporated in Hong Kong with limited liability. CHH is principally engaged in investment holding, and its subsidiaries, associates and joint venture are principally engaged in motoring school operation, treasury management and securities investment, tunnel operation and electronic toll collection.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the meanings as set out below:

“Board”	means the board of Directors
“CHH”	means The Cross-Harbour (Holdings) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 32)
“CHH Share(s)”	means the share(s) of CHH in issue
“Company”	means Y. T. Realty Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 75)
“Director(s)”	means the director(s) of the Company
“Distribution in Specie”	means the proposed distribution of a special dividend by the Company to the Qualifying Shareholders in the form of a distribution in specie of the 155,254,432 CHH Shares held by the Group to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date in proportion to their then respective shareholdings in the Company
“Group”	means the Company and its subsidiaries
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“Non-Qualifying Overseas Shareholders ”	means those Shareholders whose respective address as shown on the register of members of the Company on the Record Date is in a place outside Hong Kong and, whom the Directors after making relevant enquiries, considered necessary or expedient to be excluded from the Distribution in Specie on account of the relevant legal or regulatory requirements or restrictions, if any
“Qualifying Shareholder(s) ”	means the Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date, other than the Non-Qualifying Shareholder(s)
“Record Date”	means the date on which the Company will identify the Shareholders based on the names appearing on the register of members of the Company, which is to be

fixed

“SGM”	means a special general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving the Distribution in Specie
“Share(s)”	means the share(s) of nominal value HK\$0.10 each in the issued capital of the Company
“Shareholder(s)”	means holder(s) of Share(s)
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“%”	means per cent.

By Order of the Board  
**Y. T. REALTY GROUP LIMITED**  
**Cheung Chung Kiu**  
*Chairman and Managing Director*

Hong Kong, 29 September 2016

*As at the date hereof, the board of directors of the Company comprises Cheung Chung Kiu, Yuen Wing Shing and Tung Wai Lan, Iris who are executive directors; and Ng Kwok Fu, Luk Yu King, James and Leung Yu Ming, Steven who are independent non-executive directors.*

*\* For identification purposes only*