

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*



**SUPPLEMENTAL AGREEMENT TO THE SUBSCRIPTION AGREEMENT  
AND  
COMPLETION OF ISSUE OF CONVERTIBLE BOND  
BY A WHOLLY-OWNED SUBSIDIARY**

Reference is made to the announcement of the Company dated 9 February 2017 (“**Announcement**”) in relation to, among other matters, the proposed issue of the Convertible Bond by Chinney Shun Cheong (a wholly-owned subsidiary of the Company) to the Subscriber at Completion. Unless the context requires otherwise, the use of capitalised terms herein shall have the same meanings as defined in the Announcement.

**SUPPLEMENTAL AGREEMENT**

On 27 April 2017, Chinney Shun Cheong and the Subscriber entered into a supplemental agreement to the Subscription Agreement (“**Supplemental Agreement**”), pursuant to which the initial maturity date of the Convertible Bond was amended and extended from 30 June 2018 to 31 December 2018, unless further extended to such later date as may be agreed in writing by Chinney Shun Cheong and the Bondholder (“**Maturity Date**”).

In connection with the change of the Maturity Date, the lock-up period as disclosed in the sub-section headed “The Subscription Agreement - Lock-up Undertakings” in the Announcement and the conversion period of the Convertible Bond as disclosed in the sub-section headed “Principal terms and conditions of the Convertible Bond” in the Announcement are also varied and amended pursuant to the Supplemental Agreement as per the terms set out below (revised terms are underlined for easy reference):

*Lock-up Undertakings*

The Subscriber has undertaken to Chinney Shun Cheong that save with the prior written consent of Chinney Shun Cheong, it will not, among other things, transfer or dispose of (or enter into any agreement to transfer or disposal of) the Conversion Shares or any interest therein at any time during the period commencing from the date on which the conversion rights attaching to the Convertible Bond are exercised and ending on (i) the earlier of 30 June 2019 and the date which is six months from the date on which dealings in the CSC Shares on the Stock Exchange commence; or (ii) such other period as required by all applicable laws, regulations, the Listing Rules, the Stock Exchange on any other applicable authorities.

### *Conversion*

Subject to, among other things, all applicable laws, regulations, the Listing Rules and any requirements of the Stock Exchange or any other applicable authorities, all (but not part) of the principal amount of the Convertible Bond then outstanding shall be converted into the Conversion Shares at the Conversion Price:

- (a) mandatorily and automatically on the date when and upon the Spin-off becoming unconditional; or
- (b) upon the exercise of the conversion rights at the option of the Bondholder and on the date on which Chinney Shun Cheong receives a conversion notice from the Bondholder provided that such date shall be a Business Day falling between 1 October 2018 and the maturity date (both inclusive),

whichever is earlier.

The revised terms were arrived at after arm's length negotiations between Chinney Shun Cheong and the Subscriber. Save and except for the above changes and other consequential change(s), all other terms and provisions of the Subscription Agreement and the terms and conditions of the Convertible Bond shall remain the same and unchanged and the Subscription Agreement shall remain in full force and effect.

The Board is of the view that the terms of the Supplemental Agreement are fair and reasonable and the transactions contemplated thereunder are in the interests of the Group and the Shareholders as a whole.

### **COMPLETION OF THE ISSUE OF THE CONVERTIBLE BOND**

The Board is pleased to announce that all the conditions precedent to Completion have been fulfilled before the Long Stop Date and Completion took place on 27 April 2017 in accordance with the terms of the Subscription Agreement (as amended and varied by the Supplemental Agreement). Accordingly, Convertible Bond in the principal amount of HK\$40,000,000 was issued to the Subscriber on 27 April 2017.

The estimated net proceeds (after deducting professional fees and all related expenses) of HK\$39.7 million raised from the issue of the Convertible Bond are intended to be fully used by the Group for the development of the E&M Engineering Business as intended and disclosed in the Announcement.

By Order of the Board  
**Yun-Sang Lo**  
*Company Secretary*

Hong Kong, 27 April 2017

*At the date of this announcement, the Board comprises of nine Directors, of which four are Executive Directors, namely Dr. James Sai-Wing Wong, Mr. Yuen-Keung Chan, Mr. James Sing-Wai Wong and Mr. Philip Bing-Lun Lam; and two are non-executive Directors, namely Mr. Herman Man-Hei Fung and Ms. Wendy Kim-See Gan; and three are independent non-executive Directors, namely Mr. Yuen-Tin Ng, Mr. Chi-Chiu Wu and Mr. Ronald James Blake.*

*\* For identification purpose only*