

THIS DEED made this day of 20

BETWEEN

(1) **TEAMWELL ENTERPRISES LIMITED (添華企業有限公司)** (“the First Land Owner”) and **KAM WAH INVESTMENT COMPANY LIMITED (錦華置業有限公司)** (“the Second Land Owner”) both having their registered office is situate at 23rd Floor, Hip Shing Hong Centre, No.55 Des Voeux Road Central, Hong Kong (hereinafter collectively called “the First Owner” which expression shall where the context so admits include its successors and assigns) of the first part;

(2)

(hereinafter called “the Second Owner” which expression shall where the context so admits includes its successors in title and persons deriving title under or through it or them) of the second part;

(3) **JONES LANG LA SALLE MANAGEMENT SERVICES LIMITED (仲量聯行物業管理有限公司)** whose registered office is situate at 17th Floor, Dorset House, 979 King’s Road, Hong Kong (hereinafter called “the Manager” which expression shall where the context so admits include any person for the time being holding office as Manager under this Deed or the Building Management Ordinance, including, where appropriate, the Owners’ Committee or the Owners’ Corporation) of the third part

WHEREAS :-

A. Immediately prior to the assignment to the Second Owner, the First Land Owner was the registered owner of the First Land and the Second Land Owner was the registered owner of the Second Land and are in possession of the Land subject to and with the benefit of the Government Grant.

B. The First Owner has developed or is in the course of developing the Land in accordance with the Approved Plans and has constructed or is in the course of constructing thereon the Estate.

C. For the purposes of sale and defining individual ownership, the Land and the Estate have been notionally divided into 3,760 equal undivided parts or shares, the allocation of which is set out in the First Schedule hereto.

D. By an assignment bearing even date herewith and made between the First Owner of the first part and the Second Owner of the second part the First Owner assigns unto the Second Owner All Those equal undivided 3,760 parts or shares of and in the Land and the Estate together with the exclusive right to hold use occupy and enjoy ALL THAT on Floor of the Estate (“the said Property”) subject to the Government Grant and this Deed.

E. The parties hereto have agreed to enter into this Deed for the purpose of making provisions for the management, maintenance, repair, renovation, improvement, insurance and servicing of the Land and the Estate, and their equipment, services and apparatus and for the purpose of defining and regulating the respective rights, interests and obligations of the Owners in respect of the Land and the Estate.

NOW THIS DEED WITNESSETH as follows :-

SECTION I

1. DEFINITION AND INTERPRETATION

1.1 In this Deed the following words and expressions shall have the following meanings ascribed to them whenever the context so permits :-

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| “Access to Government Land” | Such portion of the Ground Floor of the Development as is shown on the DMC Plan hereto annexed (insofar as such areas and spaces are identifiable on such plans) certified as to their accuracy by or for and on behalf of the Authorized Person and thereon coloured Yellow Hatched Black through which the Government, the Director of Lands its or their officers contractors and workmen with or without tools equipment machinery, will be permitted to pass and repass for the purpose of upkeeping and maintaining the Government land now known as Tai Wong Lane. |
| “Authorized Person” | Mr.Tsui Tack Kong of T.K. Tsui & Associates Limited or any other authorized person or persons as defined in Section 2(1) of the Buildings Ordinance appointed by the First Owner in his place. |
| “Approved Plans” | The general building plans prepared by the Authorized Person for the development of the Land and approved by the Building Authority under BD Ref. No.BD2/3040/09 as the same may be amended from time to time with the approval of the Director of Buildings. |
| “Bank Account” | Any interest-bearing account with a licensed bank within the meaning of Section 2 of the Banking Ordinance in the name of the Manager as trustee for the Owners, and if an Owners’ Corporation is formed, in the name of the Manager as trustee for the Owners’ Corporation. |
| “Building Management Ordinance” | The Building Management Ordinance Cap.344 of the Laws of the Hong Kong Special Administrative Region and any statutory amendments, modifications or re-amendments |