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K. WAH INTERNATIONAL HOLDINGS LIMITED
嘉華國際集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 173)

**DISCLOSEABLE TRANSACTION
AND
FORMATION OF A JOINT VENTURE
FOR DEVELOPMENT OF LAND IN HONG KONG**

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“associates”	has the meanings ascribed thereto in the Listing Rules.
“Board”	refers to the board of Directors.
“Company”	K. Wah International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange.
“Chinese Estates”	Chinese Estates Holdings Limited, a company incorporated in Bermuda, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 127).
“Director(s)”	refers to the director(s) of the Company.
“Golden Arrow”	Golden Arrow Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company.
“Group”	collectively refers to the Company and its subsidiaries.
“Hong Kong” and “HK\$”	respectively, the Hong Kong Special Administrative Region of The People’s Republic of China and Hong Kong dollar (the lawfully currency of Hong Kong).
“Independent 3rd Party”	a 3rd party independent of the Company and connected persons of the Company (being a Director, chief executive, or substantial shareholder of the Company or any of its subsidiaries or an associate of any of them).
“Joint Venture”	refers to the joint venture of the Company and the JV Partners formed for development of the Land through the JV Company and Union King on the terms of the MOA.
“JV Company”	Nimble Limited, a company incorporated in the British Virgin Islands with registered office at Pasea Estate, Road Town, Tortola, British Virgin Islands and formed pursuant to the terms of the MOA for the purpose of the Joint Venture.
“JV Partners”	collectively refers to Nan Fung Development, King Chance and Rich Honour, and “JV Partner” is any one of them.

DEFINITIONS

“King Chance”	King Chance Development Limited, a company incorporated in Hong Kong that is beneficially owned by Sino Land and is an Independent 3rd Party.
“Land”	that piece of land registered in the Land Registry as Kowloon Inland Lot No. 11073 at the junction of Hoi Wang Road, Yan Cheung Road and Yau Cheung Road, West Kowloon Reclamation Area, Kowloon, Hong Kong as described in the Land Grant.
“Land Grant”	the Agreement and Conditions of Sale No. 20043 in respect of the Land entered into by Union King with the Hong Kong Government.
“Latest Practicable Date”	14 June 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to herein.
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange.
“MOA”	a Memorandum of Agreement dated 31 May 2007 among Golden Arrow, the JV Company, and the JV Partners for the formation of the Joint Venture.
“Nan Fung Development”	Nan Fung Development Limited, a company incorporated in Hong Kong that is beneficially owned by Mr. Chen Din Hwa and is an Independent 3rd Party.
“Rich Honour”	Rich Honour Limited, a limited company established in Hong Kong and an indirect wholly-owned subsidiary of Chinese Estates and is an Independent 3rd Party.
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).
“Shareholder(s)”	refers to the shareholder(s) of the Company.
“Sino Land”	Sino Land Company Limited, a company incorporated in Hong Kong, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 83).
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.
“US\$”	US Dollar, the lawfully currency of the United States of America.

DEFINITIONS

“Union King”	Union King (Hong Kong) Limited, a company incorporated in Hong Kong with its registered office presently at 12th Floor, Tsim Sha Tsui Centre, Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong.
“%”	Percentage.

For the purpose of this circular, certain English translations of Chinese names or words in this circular are included for information only, and should not be relied upon as the official translation of such Chinese names or word.



K. WAH INTERNATIONAL HOLDINGS LIMITED
嘉華國際集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 173)

Executive Directors:

Dr. Che-woo Lui, GBS, MBE, JP, LLD, DSSc, DBA (*Chairman*)

Francis Lui Yiu Tung

Eddie Hui Ki On, GBS, CBE, QPM, CPM

(*Managing Director (Acting)*)

Lennon Lun Tsan Kau (*Deputy Managing Director*)

Paddy Tang Lui Wai Yu, JP

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Non-Executive Directors:

Sir David Akers-Jones, KBE, GBM, CMG, Hon. RICS, JP*

Michael Leung Man Kin, CBE, JP

Dr. Philip Wong Kin Hang, GBS, JP, LLD, DH

Dr. The Hon. Leo Lee Tung Hai, GBM, GBS, LLD, JP*

Dr. Robin Chan Yau Hing, GBS, LLD, JP*

Dr. Charles Cheung Wai Bun, JP*

Robert George Nield*

**Principal Place of Business
in Hong Kong:**

29th Floor
K. Wah Centre
191 Java Road
North Point
Hong Kong

* *Independent Non-executive Directors*

20 June 2007

To the Shareholders,

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION
AND
FORMATION OF A JOINT VENTURE
FOR DEVELOPMENT OF LAND IN HONG KONG**

1. INTRODUCTION

On 31 May 2007, the Board announced that Golden Arrow (an indirect wholly-owned subsidiary of the Company) has entered into the MOA in respect of the Joint Venture for the purpose of developing the Land. Pursuant to the terms of the MOA, the Company has acquired a 15% equity interest in the JV Company. The total commitment of the Company in the Joint Venture will exceed 5% but not exceed 25% of one or more of the percentage ratios under Rule 14.07 of the Listing Rules as applicable to the Company. Accordingly, the formation of the Joint Venture constitutes a discloseable transaction. The purpose of this circular is to provide you with details of the Joint Venture.

LETTER FROM THE BOARD

2. THE MOA

(I) Date of the MOA

31 May 2007

(II) PARTIES TO THE MOA

1. King Chance.
2. Nan Fung Development.
3. Golden Arrow.
4. Rich Honour.

To the best of the Directors' information, knowledge and belief (upon making reasonable enquiries), each of the JV Partners is an Independent 3rd Party.

(III) MAJOR TERMS OF THE MOA

Purpose of the Joint Venture

The JV Company is formed for the purpose of developing the Land and management of the estate to be developed thereon. The business of the JV Company is investing in Union King, a newly incorporated company the business of which is to develop the Land.

The Land is held under the Land Grant for a term of 50 years from 8 May 2007 and shall not be used for any purpose other than non-industrial (excluding godown, hotel, or petrol filling station) purposes. The site area of the Land is (about) 8,060 square meters, and maximum gross floor area for development on the Land is 60,450 square meters, of which 52,390 square meters are for private residential and 8,060 square meters are for non-industrial (excluding private residential, godown, hotel, or petrol filling station) purposes according to the Land Grant. Union King (a wholly-owned subsidiary of the JV Company) has entered into the Land Grant with the Hong Kong Government and paid in full the Land premium of HK\$4,000,000,000 on 5 June 2007. The share of Land premium is in proportion to each JV Partner's respective equity interest in the JV Company.

Ownership of Union King & the JV Company

The board of directors of the JV Company and Union King will comprise, in both cases, 8 directors, 4 of whom are nominated by King Chance, 2 by Nan Fung Development and one each by Rich Honour and Golden Arrow.

LETTER FROM THE BOARD

Pursuant to the terms of the MOA, the JV Company has issued 45 shares to King Chance, as well as 15 shares to Golden Arrow, 25 shares to Nan Fung Development, and 15 shares to Rich Honour. The shareholdings of the JV Company is that as described in (A) of this section (III). The shareholding of Union King is that as described in (B) of this section (III).

(A) THE JV COMPANY

<u>Name of shareholder</u>	<u>No. of issued shares held</u>	<u>% of equity Interest</u>
1. King Chance	45	45%
2. Nan Fung Development	25	25%
3. Golden Arrow	15	15%
4. Rich Honour	15	15%
TOTAL	<u>100</u>	<u>100%</u>

(B) UNION KING

<u>Name of shareholder</u>	<u>No. of issued shares held</u>	<u>% of equity Interest</u>
The JV Company	<u>One (HK\$1.00 each)</u>	<u>100%</u>

Executive committee

There is an executive committee under Union King which is responsible for overseeing and monitoring the development and the day-to-day administration and management of development project on the Land. The executive committee reports to the board of Union King and consists of 6 committee members. King Chance nominates three, and each of Nan Fung Development, Golden Arrow, and Rich Honour nominates one representative to the executive committee.

Financing of the JV Company & Union King

It is presently estimated that the total cost of the development will be HK\$5,000 million, of which HK\$4,000 million represents the Land premium and HK\$1,000 million represents the estimated construction cost for the development.

Golden Arrow and each of the JV Partners agreed that the development of the Land has financed through (a) bank borrowing (of which the JV Partners may be required to provide security or guarantee) and (b) shareholders' loans. All guarantees and

LETTER FROM THE BOARD

shareholders' loans are provided by the respective parent companies of Golden Arrow and the JV Partners (in the case of Nan Fung Development, by Nan Fung Development and Nan Fung Textiles Limited) on a several basis and in proportion to their respective equity interests in the JV Company.

On 31 May 2007, Union King has entered into a facility agreement with lenders under which a loan facility of a total amount of HK\$3,000 million has been granted to Union King to finance payment of 50% of the Land premium (being HK\$2,000 million) and 100% of the construction cost (presently estimated at HK\$1,000 million) in respect of the development of the Land. Union King has already drawn on HK\$2,000 million of the loan facility to pay for 50% of the Land premium on 5 June 2007. The loan facility was obtained after arm's length negotiation with the lenders, bearing normal commercial interest rates. As security for the loan facility to Union King, on 31 May 2007:

- (i) the Company together with Sino Land, Nan Fung Development and Nan Fung Textiles Limited (between them as one group), and Chinese Estates (collectively, the "Covenantors") have entered into:
 - (a) a guarantee in favor of the lenders on a several and pro rata basis in proportion to each of Golden Arrow and the relevant JV Partners' respective equity interest in the JV Company; and
 - (b) a funding agreement (together with Union King) in favor of the lenders pursuant to which (inter alia) the Covenantors have undertaken on a several and on the same pro rata basis to fund construction and other costs required to complete the development project, and jointly and severally to procure that Union King will complete the development project according to the construction time schedule;
- (ii) Nan Fung Development and the respective subsidiaries of the Covenantors (other than the Nan Fung group of Covenantors) have entered into a subordination agreement with the lenders pursuant to which, inter alia, all present and future indebtedness owed by Union King to these subsidiaries is subordinated to the indebtedness of Union King to the lenders under the HK\$3,000 million loan facility.

The Company (together with the other Covenantors) has funded the other 50% of the Land premium by way of shareholders' advances on a pro rata basis by reference to their respective equity interests in the JV Company to enable Union King to pay the full amount of the Land premium on 5 June 2007.

Profit Sharing

It is expected that any profit of the JV Company will be ultimately shared by the JV Partners pro rata based on their respective equity interests in the JV Company.

LETTER FROM THE BOARD

(IV) CONSIDERATION & COMMITMENT OF THE COMPANY UNDER THE JOINT VENTURE

Pursuant to the terms of the MOA, Golden Arrow has paid for its 15 shares (representing 15% equity interest) in the issued share capital of the JV Company. The Company has advanced by way of shareholders' loan to the JV Company, on a pro rata basis by reference to its 15% equity interest, a sum of HK\$301,450,500 for the purposes of funding its portion of the 50% of the Land premium and the front end fee and agency fee in connection with the loan facility described above. The source of funding for this shareholders' advance to the JV Company is from internal resources of the Company.

The total commitment of the Company in the Joint Venture is (on present estimation) HK\$751,450,500 (subject to such changes as the Company and the JV Partners may from time to time agree) as follows:-

1.	15% share of Land premium	HK\$600,000,000
2.	15% share of construction and development costs	HK\$150,000,000
3.	15% share of the lenders' agency and loan commitment fee	HK\$1,450,500

3. ABOUT KING CHANCE

The Company has been informed that King Chance is an investment holding company and a wholly-owned subsidiary of Sino Land, which is principally engaged in the property development and investment in Hong Kong.

4. ABOUT NAN FUNG DEVELOPMENT

The Company has been informed that Nan Fung Development is a wholly-owned by Chen's Holdings Limited, which is 100% beneficially owned by Mr. Chen Din Hwa. Nan Fung Development is principally engaged in the property development and investment in Hong Kong.

5. ABOUT RICH HONOUR

The Company has been informed that Rich Honour is an indirect wholly-owned subsidiary of Chinese Estates, which is an investment holding company. The principal subsidiaries of Chinese Estates are engaged in property investment and development, brokerage, securities investment and money lending.

6. ABOUT GOLDEN ARROW

Golden Arrow is an indirect wholly-owned subsidiary of the Company, which is an investment holding company. The principal subsidiaries of the Company are mainly engaged in property development and investment in Mainland China, Hong Kong and South East Asia.

LETTER FROM THE BOARD

7. REASONS FOR THE ACQUISITION AND THE FORMATION OF THE JOINT VENTURE

The Directors are optimistic about the property market in Hong Kong, especially the luxury residential sector. The Board believes that the acquisition of the interest in the Land through the Joint Venture will enhance not only the Group's asset portfolio but also strengthen the position of the Group in the luxury residential market in Hong Kong. The Directors consider that the Joint Venture is on normal commercial terms, which are fair and reasonable so far as the Company and the Shareholders are concerned, and that the Joint Venture is in the interest of the Company and the Shareholders as a whole. The JV Company will be equity accounted for in the consolidated accounts of the Group and will be treated as jointly controlled entity in the consolidated accounts of the Group.

The Board does not expect the Joint Venture to have any significant effect on the earnings and assets and liabilities of the Company.

8. GENERAL

The MOA is binding on Golden Arrow, the JV Company, and the JV Partners and it is expected that in due course the MOA will be replaced by a shareholders agreement among the same parties, whereupon the MOA will terminate. In the event that there is a material change to the terms of the MOA as described in this circular, the Company will issue further announcement or supplemental circular (as the case may require). If there is any increase in the total capital commitment of the Company in the Joint Venture that will put the applicable percentage ratios to beyond 25%, the Company will comply with the relevant requirements of Chapter 14 of the Listing Rules.

9. FURTHER INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,
For and on behalf of the Board
Dr. Che-woo Lui
Chairman

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

2. DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS

As at the Latest Practicable Date, the interests and short positions of each Director in the ordinary shares of the Company (“Shares”), underlying shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO), if any, and the details of any right to subscribe for Shares and of the exercise of such rights, as required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions, if any, which they are taken or deemed to have under such provisions of the SFO) or are recorded in the register of the Company required under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Appendix 10 to the Listing Rules, were as follows:

(a) Shares

Directors	Number of Shares				Total	Approximate % of Issued Share Capital
	Personal Interests	Family Interests	Corporate Interests	Other Interests		
Che-woo Lui	6,511,855	7,191,314 ⁽¹⁾	38,443,830 ⁽²⁾	1,268,160,371 ⁽³⁾	1,320,307,370	54.23
Francis Lui Yiu Tung	5,837,364	—	—	1,268,160,371 ⁽³⁾	1,273,997,735	52.32
Eddie Hui Ki On	580,000	—	—	—	580,000	0.02
Lennon Lun Tsan Kau	2,230,931	—	—	—	2,230,931	0.09
Paddy Tang Lui Wai Yu	8,340,371	—	—	1,268,160,371 ⁽³⁾	1,276,500,742	52.43
Sir David Akers-Jones	150,000	—	—	—	150,000	0.01
Michael Leung Man Kin	700,000	—	—	—	700,000	0.03
Philip Wong Kin Hang	601,226	—	—	—	601,226	0.02
Leo Lee Tung Hai	550,000	—	—	—	550,000	0.02
Robin Chan Yau Hing	932,651	—	—	—	932,651	0.04
Charles Cheung Wai Bun	907,239	—	—	—	907,239	0.04
Robert George Nield	500,000	—	—	—	500,000	0.02

Unless otherwise stated, all personal interests stated above were held by the respective Directors in the capacity of beneficial owners.

(b) Share Options

Directors	Options held at the Latest Practicable Date	Exercise Price per Share (HK\$)	Exercise period
Che-woo Lui	1,350,000	1.906	22 Oct 2006 — 21 Oct 2011
Francis Lui Yiu Tung	1,340,000	1.906	22 Oct 2006 — 21 Oct 2011
Eddie Hui Ki On	580,000	1.906	22 Oct 2006 — 21 Oct 2011
Lennon Lun Tsan Kau	670,000	1.906	22 Oct 2006 — 21 Oct 2011
Paddy Tang Lui Wai Yu	930,000	1.906	22 Oct 2006 — 21 Oct 2011
Sir David Akers-Jones	150,000	0.720	1 Mar 2004 — 28 Feb 2013
Michael Leung Man Kin	—	—	—
Philip Wong Kin Hang	300,000	1.906	22 Oct 2006 — 21 Oct 2011
Leo Lee Tung Hai	—	—	—
Robin Chan Yau Hing	500,000	1.906	22 Oct 2006 — 21 Oct 2011
Charles Cheung Wai Bun	600,000	1.906	22 Oct 2006 — 21 Oct 2011
Robert George Nield	500,000	1.906	22 Oct 2006 — 21 Oct 2011

Notes:

- (1) Dr. Che-woo Lui is deemed to be interested in 7,191,314 Shares through the interests of his spouse.
- (2) 35,376,195 Shares and 3,067,635 Shares are respectively held by Best Chance Investments Ltd. and Po Kay Securities & Shares Company Limited, both of which are controlled by Dr. Che-woo Lui.
- (3) 1,268,160,371 Shares representing more than one-third of the Company's issued share capital are held by the discretionary trusts established by Dr. Che-woo Lui as founder. Dr. Che-woo Lui, Mr. Francis Lui Yiu Tung and Ms. Paddy Tang Lui Wai Yu, as either direct or indirect discretionary beneficiaries of the discretionary family trusts, are deemed to be interested in those Shares held by the trusts.

All the interests stated above represent long positions.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executives of the Company had any interests or short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) or any right to subscribe for Shares and of the exercise of such rights, as required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions, if any, which they are taken or deemed to have under such provisions of the SFO) or are recorded in the register of the Company required under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Appendix 10 to the Listing Rules.

3. SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, the interests of every person (not being a Director or chief executive of the Company) in the Shares and underlying shares in the Company as recorded in the register required to be kept by the Company under Divisions 2 and 3 of Part XV of the SFO were as follows:

Shareholders	Number of Shares (Long Position)	Approximate % of Issued Share Capital
HSBC International Trustee Limited	1,268,160,371 ⁽¹⁾	52.08
Penta Investment Advisers Ltd.	342,866,104 ⁽²⁾	14.08
Zwaanstra John	342,866,104 ⁽²⁾	14.08
Marapro Co., Ltd.	191,857,634 ⁽³⁾	7.88
Symmetry Co., Ltd.	191,857,634 ⁽³⁾	7.88
Polymate Co., Ltd.	191,857,634 ⁽⁴⁾	7.88
Zwaanstra Todd	149,309,104 ⁽⁵⁾	6.13
Mercurius GP LLC	149,309,104 ⁽⁵⁾	6.13
Penta Japan Fund, Ltd.	149,309,104 ⁽⁶⁾	6.13

Notes:

- (1) HSBC International Trustee Limited is the trustee of discretionary trusts which holds 1,268,160,371 Shares.
- (2) Penta Investment Advisers Ltd., a company controlled by Zwaanstra John, is interested in 342,866,104 Shares in the capacity of investment manager.
- (3) Marapro Co., Ltd. is a beneficiary and Symmetry Co., Ltd. is the trustee of a trust which is interested in 191,857,634 Shares.
- (4) Polymate Co., Ltd. is the ultimate holding company of those companies which are interested in 191,857,634 Shares.
- (5) Mr. Zwaanstra Todd is the trustee and Mercurius GP LLC is the founder of a trust which is interested in 149,309,104 Shares.
- (6) Penta Japan Fund, Ltd., which is controlled by Mr. Zwaanstra Todd is interested in 149,309,104 Shares.

There is duplication of interest of:

- (i) 1,268,160,371 Shares among Dr. Che-woo Lui, Mr. Francis Lui Yiu Tung and Ms. Paddy Tang Lui Wai Yu. These Shares are also interested by HSBC International Trustee Limited and of these Shares, 191,857,634 Shares are also interested by Marapro Co., Ltd., Symmetry Co., Ltd. and Polymate Co., Ltd.; and
- (ii) 342,866,104 Shares among Penta Investment Advisers Ltd. and Zwaanstra John and of these Shares, 149,309,104 Shares are also interested by Zwaanstra Todd, Mercurius GP LLC and Penta Japan Fund, Ltd.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any persons who had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO.

4. LITIGATION

As at the Latest Practicable Date, no member of the Group is engaged in any litigation or claims of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against any member of the Group.

5. SERVICE CONTRACTS OF THE DIRECTORS

As at the Latest Practicable Date, none of the Directors has entered into or has proposed to enter into any service agreements with any members of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

6. COMPETING BUSINESS

As at the Latest Practicable Date, Dr. Che-woo Lui — a controlling shareholder of the Company (as defined under the Listing Rules) — as well as Mr. Francis Lui Yiu Tung and Ms. Paddy Tang Lui Wai Yu (collectively, the “*Relevant Directors*”), through (directly and indirectly) a family trust, are interested in several independently managed companies, which are also engaging in property investment, trading, and development. The business of these companies (“*Competing Business*”) may compete, directly or indirectly, with the Group. The Relevant Directors are also the directors of the holding company of the Competing Business.

Notwithstanding that the Relevant Directors are also Directors, the Group is able to carry on its business independently of — and at arm’s length from — the Competing Business, given that the Company has a strong and independent Board with 7 out of 12 Directors being non-executive/independent non-executive Directors. These non-executive/independent non-executive Directors are professionals (audit/accounting and legal), prominent businessmen, or veteran high-ranking Hong Kong Government officials. The Company has established corporate governance procedures, which ensure investment opportunities and business

performance are independently assessed and reviewed. The Relevant Directors are fully aware of their fiduciary duty to the Company, and will abstain from voting on any matter where there is, or there may be, a conflict of interest. The Directors therefore considered that the Group's interest is adequately safeguarded.

The Directors have also considered that, territorial wise, the Competing Business is more focusing in Hong Kong whereas the Group is more diversified with property development and property investment businesses in Mainland China, Hong Kong, and South East Asia. In terms of size, on a total assets basis, the Competing Business is substantially smaller than that of the Group. Also, the Group has a more diversified business and property portfolio than the Competing Business. The Directors considered that the Competing Business is not in line with the Group's current business strategy and will not consider including the Competing Business into the Group's business.

Save as disclosed above, there is no other competing interest between the Directors and his/her respective associates and the Group.

7. GENERAL

- (a) The registered office of the Company is Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda.
- (b) The principal place of business of the Company in Hong Kong is 29th Floor, K. Wah Centre, 191 Java Road, North Point, Hong Kong.
- (c) The company secretary of the Company is Mr. Ricky Chan Ming Tak, a solicitor qualified in Hong Kong, an attorney of the New York State Bar and a solicitor/advocate of Singapore. The qualified accountant of the Company is Mr. Ken Wong Chun Keung, a fellow of the Association of Chartered Certified Accountants in the United Kingdom, an associate of the Hong Kong Institute of Certified Public Accountants and a Fellow of the Certified General Accountants Association of Canada.
- (d) The English text of this circular prevails over the accompanying Chinese text.