



**PAUL Y. - ITC CONSTRUCTION HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

Stock code: 498



**HANNY HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

Stock code: 275



**CHINA STRATEGIC HOLDINGS LIMITED**

*(Incorporated in Hong Kong with limited liability)*

Stock code: 235

**JOINT ANNOUNCEMENT**

**Hanny Holdings Limited (“Hanny”) and Paul Y. - ITC Construction Holdings Limited (“Paul Y”)’s announcements pursuant to Rule 3.3 of the Hong Kong Code on Takeovers and Mergers and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)**

Reference is made to the announcement of Hanny dated 15th October, 2004 and the joint announcement of Paul Y and ITC Corporation Limited dated 15th October, 2004 (the “Announcements”).

As stated in the Announcements, Hanny and Paul Y have been approached by a third party in connection with the possible acquisition (the “Possible Acquisition”) by that third party of some or all of their interests in the shares of China Strategic Holdings Limited (“China Strategic”) from Paul Y and/or Hanny, which may or may not result in a general offer for all of the shares of China Strategic.

In view of the increases in the price and the trading volume of the shares of China Strategic as mentioned below, Hanny and Paul Y wish to announce that they are still in discussions with the third party regarding the Possible Acquisition and that the discussions regarding the Possible Acquisition have proceeded to an advanced stage. However, terms of the Possible Acquisition are yet to be agreed and the Possible Acquisition may or may not proceed. If such Possible Acquisition proceeds, it may constitute notifiable transactions for Paul Y and/or Hanny under Chapter 14 and/or Chapter 14A of the Listing Rules. The companies will comply with any disclosure or other relevant requirements of the Listing Rules.

**Listing Rule 13.10 statement of China Strategic**

The directors of China Strategic have noted the recent increases in the price and the trading volume of the shares of China Strategic and wish to state that we are not aware of any reasons for such increases.

Reference is made to the announcements issued by China Strategic dated 15th October, 2004, 15th November, 2004 and 31st December, 2004 respectively and the joint announcement made by China Strategic and Wing On Travel (Holdings) Limited dated 30th November, 2004 regarding, among others, the Possible Acquisition.

As stated in the announcement of China Strategic dated 31st December, 2004, the discussions regarding the

Possible Acquisition were not in an advanced stage. China Strategic has been informed by each of Hanny and Paul Y that it is still in discussions with the third party regarding the Possible Acquisition and that the discussions regarding the Possible Acquisition have proceeded to an advanced stage. However, terms of the Possible Acquisition are yet to be agreed and the Possible Acquisition may or may not proceed. Save for the aforementioned, the directors of China Strategic confirm that there are no negotiations or agreements relating to the intended acquisitions or realisations which are discloseable under Rule 13.23 of the Listing Rules, neither is the board of directors of China Strategic aware of any matter discloseable under the general obligation imposed by Rule 13.09 of the Listing Rules, which is or may be of a price sensitive-nature.

Made by the order of China Strategic, the board of directors of which individually and jointly accept responsibility for the accuracy of this statement.

## **Warnings**

**As the Possible Acquisition may or may not proceed, the respective shareholders of Paul Y, Hanny and China Strategic and the potential investors are advised to exercise caution when dealing in the shares of Paul Y, Hanny and China Strategic.**

By Order of the Board of  
**Paul Y. - ITC Construction Holdings Limited**  
**Wong Lai Kin, Elsa**  
*Company Secretary*

By Order of the Board of  
**Hanny Holdings Limited**  
**Cheng Wai Chu, Judy**  
*Company Secretary*

By Order of the Board of  
**China Strategic Holdings Limited**  
**Chan Yan Yan, Jenny**  
*Company Secretary*

Hong Kong, 21st January, 2005

The directors of Paul Y jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to China Strategic and Hanny) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than that relating to China Strategic and Hanny) have been arrived at after due and careful consideration and there are no other facts (other than that relating to China Strategic and Hanny) not contained in this announcement, the omission of which would make any statement (other than that relating to China Strategic and Hanny) in this announcement misleading.

The directors of Hanny jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to Paul Y and China Strategic) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than that relating to Paul Y and China Strategic) have been arrived at after due and careful consideration and there are no other facts (other than that relating to Paul Y and China Strategic) not contained in this announcement, the omission of which would make any statement (other than that relating to Paul Y and China Strategic) in this announcement misleading.

The directors of China Strategic jointly and severally accept full responsibility for the accuracy of the information

contained in this announcement (other than that relating to Paul Y and Hanny) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than that relating to Paul Y and Hanny) have been arrived at after due and careful consideration and there are no other facts (other than that relating to Paul Y and Hanny) not contained in this announcement, the omission of which would make any statement (other than that relating to Paul Y and Hanny) in this announcement misleading.

As at the date of this announcement, the directors of Paul Y are as follows:

*Executive Directors:*

Dr. Chan Kwok Keung, Charles  
Mr. Lau Ko Yuen, Tom  
Mr. Chan Fut Yan  
Ms. Chau Mei Wah, Rosanna  
Mr. Cheung Hon Kit

*Non-executive Director:*

Mr. Cheung Ting Kau, Vincent

*Independent Non-executive Directors:*

Mr. Kwok Shiu Keung, Ernest  
Mr. Chan Shu Kin  
Dr. Chow Ming Kuen, Joseph

As at the date of this announcement, the directors of Hanny are as follows:

*Executive Directors:*

Dr. Chan Kwok Keung, Charles  
Dr. Yap, Allan  
Mr. Lui Siu Tsuen, Richard  
Mr. Chan Kwok Hung

*Non-executive Directors:*

Mr. Fok Kin-ning, Canning  
Mr. Ip Tak Chuen, Edmond  
Mr. Cheung Hon Kit  
Ms. Shih, Edith  
(Alternate to Mr. Fok Kin-ning, Canning)

*Independent Non-executive Directors:*

Mr. Yuen Tin Fan, Francis  
Mr. Kwok Ka Lap, Alva  
Mr. Wong King Lam, Joseph

As at the date of this announcement, the directors of China Strategic are as follows:

*Executive Directors:*

Dr. Chan Kwok Keung, Charles  
Dr. Yap, Allan  
Ms. Chau Mei Wah, Rosanna  
Ms. Chan Ling, Eva  
Mr. Li Bo  
Mr. Chan Kwok Hung  
(Alternate to Dr. Chan Kwok Keung, Charles)  
Mr. Lui Siu Tsuen, Richard  
(Alternate to Dr. Yap, Allan)

*Independent Non-executive Directors:*

Mr. David Edwin Bussmann  
Mr. Wong King Lam, Joseph  
Mr. Sin Chi Fai