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C C LAND HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)
(Stock Code: 1224)

DISCLOSEABLE TRANSACTION

**ACQUISITION OF THE ENTIRE EQUITY INTEREST IN
CHONGQING JUXIN PROPERTY DEVELOPMENT (GROUP)
COMPANY LIMITED**

On 5 September 2007, Grand Fortune entered into the Agreement with the Vendors, Yujiang Yazhu and Zhongyu Property to acquire the entire equity interest in the Target Company from the Vendors at an aggregate consideration of RMB660,000,000 subject to the terms and conditions of the Agreement.

As the applicable percentage ratios exceed 5% but are below 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

A circular containing further details relating to the Acquisition and other information as required under the Listing Rules will be despatched to the shareholders of the Company as soon as practicable.

THE AGREEMENT

Date

5 September 2007

Parties

Vendors: Yinxiang Motor, Yujiang Yazhu, Mr. Cao, Mr. Liu, Ms. Zhou, Ms. SY Yang and Ms. NY Yang

Guarantor for Vendors: Yujiang Yazhu

Purchaser: Grand Fortune

Guarantor for Purchaser: Zhongyu Property

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Vendors and the ultimate beneficial owners of Yinxiang Motor and Yujiang Yazhu are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

Asset to be acquired

Subject to the terms and conditions of the Agreement, Grand Fortune has agreed to acquire 100 per cent. of the equity interest in the Target Company.

Consideration

The consideration amounts to RMB660,000,000 (equivalent to approximately HK\$679,800,000), of which RMB51,363,000 (equivalent to approximately HK\$52,903,890) representing the outstanding land premium due to the Land Resources Administration Bureau by the Target Company shall be deducted from the consideration. The consideration shall be payable by Grand Fortune in the following manner:

- (1) a deposit in the sum of RMB100,000,000 (equivalent to approximately HK\$103,000,000) shall be paid by Grand Fortune to the Vendors on the working day after Grand Fortune has issued a written confirmation as to whether the Acquisition shall be proceeded with upon completion of a due diligence investigation on the Target Company;
- (2) the balance of the consideration shall be temporarily placed by Grand Fortune in its foreign currency account in the PRC within 40 working days after payment of the deposit. The foreign currency account shall be operated jointly by the Vendors and Grand Fortune; and
- (3) RMB508,637,000 (equivalent to approximately HK\$523,896,110), being the remaining balance of the consideration after deduction of the outstanding land premium, shall be paid by Grand Fortune to the Vendors within 2 working days after the transfer of the entire equity interest in the Target Company by the Vendors to Grand Fortune.

The consideration was determined following arm's length negotiations between all parties to the Agreement. In arriving at the consideration, regard was given to the property development right over a total land area of 209,294 square metres with a net area of 146,825 square metres for building purposes, yielding a buildable gross floor area of approximately 338,806 square metres, held by the Target Company under the Land-use Right Contract. The consideration represents approximately RMB2.997 million per mu of land use right.

Guarantee

Yujiang Yazhu and Zhongyu Property entered into the Agreement to guarantee the performance by the Vendors and Grand Fortune of their obligations under the Agreement respectively.

Completion

Completion of the Acquisition shall take place on the date of the grant of the new business licence by the relevant government authorities.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated in the PRC. The total equity interest in the Target Company is owned as to 32% by Yinxiang Motor, as to 23% by Yujiang Yazhu, as to 26% by Mr. Cao, as to 6% by Mr. Liu, as to 2.2% by Ms. Zhou, as to 1.8% by Ms. SY Yang and as to 9% by Ms. NY Yang as at the date hereof. The Target Company is principally engaged in property development in the PRC. It currently owns the development right for 146,825 square metres of land use right located at Longta No. 3 and Longta No. 4 She, Longxi Street Zone, Yubei District, Chongqing acquired under the Land-use Right Contract. The Target Company has already been issued Land-use Rights Certificates in respect of approximately 101,000 square metres of land and the relevant government authority is in the process of issuing Land-use Rights Certificate for the remainder of the site area. As at the date hereof, the land is vacant.

Based on the audited accounts of the Target Company for the financial year ended 31 December 2006, the audited consolidated net tangible asset value of the Target Company was approximately RMB134,439,000 (equivalent to approximately HK\$138,472,170).

The audited results of the Target Company for the two years ended 31 December 2006 based on the generally accepted accounting principles in the PRC are set out below:-

	For the financial year ended 31 December	
	2005	2006
	RMB '000	RMB '000
Net profit (loss) before taxation	21,457	15,696
Net profit (loss) after taxation	16,996	10,648

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Acquisition enables the Group to increase its land bank and to diversify its source of income by actively participating in the land development business. The Acquisition is consistent with the business strategy of the Company to expand its quality land bank in Western China.

The Directors (including the independent non-executive Directors) consider that the terms of the Acquisition have been negotiated on an arm's length basis and on normal commercial terms and the terms thereof are fair and reasonable and are in the best interests of the Group and the shareholders of the Company as a whole.

GENERAL

The core business of the Group is property development and investment in Western China. Subsidiaries of the Company are also engaged in the manufacture and trading of watch boxes, gift boxes, spectacle cases, bags and pouches and display units, soft luggage, travel bags, backpacks and brief cases and treasury investment.

Grand Fortune is an indirect wholly-owned subsidiary of the Company and is an investment holding company.

Zhongyu Property is an indirect wholly-owned subsidiary of the Company and is principally engaged in property development and investment.

Yinxiang Motor is a motor cycles, motor vehicles and auto parts manufacturer with business interests in property development.

Yujiang Yazhu is a die-casting company with business interests in property development.

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DEFINITIONS

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

“Acquisition”	the acquisition by Grand Fortune of the entire equity interest in the Target Company from the Vendors pursuant to the Agreement
“Agreement”	the share transfer agreement dated 5 September 2007 entered into between the Vendors, Yujiang Yazhu, Grand Fortune and Zhongyu Property in relation to the Acquisition
“Board”	the board of Directors

“Company”	C C Land Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Grand Fortune”	Grand Fortune Enterprises Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Land-use Right Contract”	a contract for sale of land use right for state-owned land entered into between the state-owned land authority of Chongqing and the Target Company in 2005 relating to 209,294 square metres of land with a net area of 146,825 square metres for building purposes situated at Yubei District, Chongqing, the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Cao”	曹选利 (Cao Suanli)
“Mr. Liu”	刘镇山 (Liu Zhengshan)
“Ms. NY Yang”	杨娜娅 (Yang Naya)
“Ms. SY Yang”	杨淑蓉 (Yang Suyong)
“Ms. Zhou”	周静 (Zhou Jing)
“PRC”	the People’s Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	重庆聚信房地产开发(集团)有限公司 (Chongqing Juxin Property Development (Group) Company Limited, a Company incorporated in the PRC and wholly-owned by the Vendors
“Vendors”	Yinxiang Motor, Yujiang Yazhu, Mr. Cao, Mr. Liu, Ms. Zhou, Ms. SY Yang and Ms. NY Yang
“working day(s)”	A day on which commercial banks in the PRC are generally open for business (excluding Saturdays, Sundays and public holidays)

“Yinxiang Motor”	重庆银翔摩托车(集团)有限公司 (Chongqing Yinxiang Motor (Group) Company Limited), a company incorporated in the PRC
“Yujiang Yazhu”	重庆渝江压铸有限公司 (Chongqing Yujiang Yazhu Company Limited), a company incorporated in the PRC
“Zhongyu Property”	重庆中渝物业发展有限公司 (Chongqing Zhongyu Property Development Company Limited), a company incorporated in the PRC and an indirect wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

By order of the Board
C C Land Holdings Limited
Lam How Mun Peter
Deputy Chairman and Managing Director

Hong Kong, 5 September 2007

As at the date of this announcement, the Board comprises ten directors of which Mr. Cheung Chung Kiu, Dr. Lam How Mun Peter, Mr. Lam Hiu Lo, Mr. Leung Chun Cheong, Mr. Leung Wai Fai, Ms. Poon Ho Yee Agnes, Mr. Tsang Wai Choi and Mr. Wu Hong Cho are Executive Directors; and Mr. Lam Kin Fung Jeffrey and Mr. Wong Yat Fai are Independent Non-executive Directors.

The English names / translations of the companies established in the PRC, relevant authorities in the PRC and other Chinese terms used in this announcement are only translations of their official Chinese names. In case of inconsistency, the Chinese names prevail.

In this announcement, RMB has been converted to HK\$ at the rate of RMB1 = HK\$1.03 for illustration purpose only. No representation is made that any amounts in RMB or HK\$ have been, could have been or could be converted at the above rate or at any other rates or at all.