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If you have sold or transferred all your shares in **C C Land Holdings Limited**, you should at once hand this circular to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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C C LAND HOLDINGS LIMITED

中渝置地控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1224)

**DISCLOSEABLE TRANSACTION
MEMORANDUM OF AGREEMENT
IN RELATION TO A JOINT VENTURE FOR THE DEVELOPMENT OF
A PIECE OF LAND IN CHONGQING, THE PRC**

A letter from the Board is set out on pages 4 to 8 of this circular.

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 17 August 2007 relating to the discloseable transaction in respect of a memorandum of agreement in relation to a joint venture for the development of a piece of land in Chongqing, the PRC
“associate”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Chinese Estates”	Chinese Estates Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange
“Company”	C C Land Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Initial Project Costs”	an aggregate sum of RMB4,230,000,000 representing (i) RMB50,000,000 as initial working capital for the JV Company; and (ii) RMB4,180,000,000 as funding for payment of the land premium in respect of the Land
“JV Company”	Benefit East Investments Limited, a company incorporated in the British Virgin Islands with limited liability
“JV Company Shares”	the shares of US\$1 each in the share capital of the JV Company
“JV Partners”	Sino Land, Chinese Estates and the Company, or their respective nominated companies, who pursuant to the Memorandum of Agreement will become shareholders of the JV Company

DEFINITIONS

“Land”	a piece of land situated at No.1 Zhongxin Section and Jie Dao Qiao Bei Village, Huaxin Street, Jiangbei District, Chongqing, the PRC
“Land Premium”	the land premium of RMB4,180 million (equivalent to approximately HK\$4,305.4 million) for the Land
“Latest Practicable Date”	29 August 2007, being the latest practicable date prior to the printing of this circular for the purposes of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Agreement”	the memorandum of agreement dated 17 August 2007 entered into between Sino Land, Sino China, Chinese Estates and the Company pursuant to which the JV Partners agreed to jointly invest in the JV Company
“PRC”	the People’s Republic of China (for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Sino China”	Sinoland China Investment Holdings Limited (信和置業中國投資集團有限公司), a company incorporated under the laws of Hong Kong and an indirect wholly-owned subsidiary of Sino Land
“Sino Land”	Sino Land Company Limited, a limited liability company incorporated under the laws of Hong Kong whose shares are listed on the main board of the Stock Exchange
“Sino Land Chongqing”	Sino Land Chongqing Company Limited (重慶尖置房地產有限公司), an indirect wholly-owned subsidiary of the JV Company to be incorporated in the PRC

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi yuan, the lawful currency of the PRC
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

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

In this circular, 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.

LETTER FROM THE BOARD



C C LAND HOLDINGS LIMITED

中渝置地控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1224)

Executive Directors:

Mr. Cheung Chung Kiu (*Chairman*)
Dr. Lam How Mun Peter
(*Deputy Chairman & Managing Director*)
Mr. Lam Hiu Lo
Mr. Leung Chun Cheong
Mr. Leung Wai Fai
Ms. Poon Ho Yee Agnes
Mr. Tsang Wai Choi
Mr. Wu Hong Cho

Independent non-executive Directors:

Mr. Lam Kin Fung Jeffrey
Mr. Wong Yat Fai

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*

7th Floor
China United Centre
28 Marble Road
North Point
Hong Kong

3 September 2007

To the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION
MEMORANDUM OF AGREEMENT
IN RELATION TO A JOINT VENTURE FOR THE DEVELOPMENT OF
A PIECE OF LAND IN CHONGQING, THE PRC**

1. INTRODUCTION

Reference is made to the Announcement in which the Board announced that on 17 August 2007, Sino Land, Sino China, Chinese Estates and the Company entered into the Memorandum of Agreement pursuant to which the JV Partners agreed to jointly invest in the JV Company, a company incorporated with limited liability in the British Virgin

* For identification purposes only

LETTER FROM THE BOARD

Islands, for the purpose of financing the acquisition and development of the Land subject to the terms and conditions as set out therein. The JV Company will be held as to 50% by Sino Land and as to 25% each by Chinese Estates and the Company, and its business will be to invest in Sino Land Chongqing, a foreign-capital enterprise to be incorporated under the laws of the PRC and an indirect wholly-owned subsidiary of the JV Company. Sino Land Chongqing will own and develop the Land, and will construct properties on the Land for the purpose of sale and/or leasing.

The Land is situated at Jiangbei District, Chongqing, the PRC and was acquired at a land premium of RMB4,180 million (equivalent to approximately HK\$4,305.4 million) through bidding at an auction. Under the Memorandum of Agreement, the Company will contribute in aggregate RMB1,057.5 million (equivalent to approximately HK\$1,089.2 million) towards the Initial Project Costs, representing 25% of the Initial Project Costs. The total commitment in respect of the future costs for the Land has not been determined between the JV Partners as at the date of this circular.

As the aggregate amount which the Company has agreed to contribute under the Memorandum of Agreement exceeds 5% but is less than 25% of the relevant percentage ratios, the Memorandum of Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and this document constitutes a circular which the Company is required to send to you in respect thereof pursuant to Chapter 14 of the Listing Rules.

2. THE MEMORANDUM OF AGREEMENT

Date

17 August 2007

Parties

- (i) Sino Land;
- (ii) Sino China, an indirect wholly-owned subsidiary of Sino Land;
- (iii) Chinese Estates; and
- (iv) the Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Sino Land, Sino China, Chinese Estates are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

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The JV Company

Pursuant to the terms of the Memorandum of Agreement, the Company has agreed to subscribe for 25% of the issued capital of the JV Company at US\$25 and the JV Company will be held as to 50% by Sino Land and as to 25% each by Chinese Estates and the Company. The business of the JV Company will be to invest in Sino Land Chongqing, a foreign-capital enterprise to be incorporated under the laws of the PRC and an indirect wholly-owned subsidiary of the JV Company. Sino Land Chongqing will own and develop the Land, and will construct properties on the Land for the purpose of sale and/or leasing.

The Land and Funding Requirements

The Land is situated at the central city district of Chongqing at No.1 Zhongxin Section and Jie Dao Qiao Bei Village, Huaxin Street, Jiangbei District, Chongqing, the PRC with a site area of approximately 205,000 square meters and was acquired at the land premium of RMB4,180 million (equivalent to approximately HK\$4,305.4 million) by Sino China at an auction held on 30 July 2007. The land premium will be paid by:

- (1) a deposit of RMB1,000 million; and
- (2) the remaining balance in three instalments as follows:
 - (i) RMB200 million to be paid before the 30 September 2007;
 - (ii) RMB200 million to be paid before the 28 December 2007; and
 - (iii) RMB2,780 million to be paid before the 30 June 2008.

Initial Project Costs

Pursuant to the Memorandum of Agreement, the JV Partners will, by way of shareholders' loans in the same proportion as their percentage interest in the JV Company, provide in aggregate RMB4,230 million (equivalent to approximately HK\$4,356.9 million) to the JV Company representing (i) RMB50,000,000 as initial working capital for the JV Company; and (ii) RMB4,180,000,000 as funding for payment of the land premium in respect of the Land by Sino Land Chongqing. The total amount to be contributed by the Company in respect of these initial project costs will be RMB1,057.5 million (equivalent to approximately HK\$1,089.2 million) in accordance with the Company's 25% interest in the JV Company.

LETTER FROM THE BOARD

Further Funding

Further funding required by Sino Land Chongqing to finance the development of the Land will be raised firstly by borrowings from banks and financial institutions. If resolved by the board of directors of the JV Company, the JV Partners shall provide further funding to finance the development of the Land by way of additional shareholders' loans on a pro rata and several basis by reference to their respective equity interest in the JV Company.

The total commitment in respect of the development costs of the Land and the additional shareholders loans to be provided by the JV Partners have not been determined at this stage.

Further Guarantee

Each JV Partner has agreed to provide JV Company Shares owned by it and the shareholder's loan made by it to the JV Company as several security in respect of the borrowings from banks as are required by Sino Land Chongqing and the JV Company, and further to provide guarantees to such banks on a several (but not a joint or joint and several) basis in the proportion equal to the percentage of JV Company Shares owned by each JV Partner.

3. REASONS FOR AND BENEFITS OF THE TRANSACTION

The Company's investment in the JV Company will extend its property development operations to joint venturing with business partners. The Land occupies a prime location in the city centre of Chongqing and the JV Partners have plans for it to become a high-end residential and commercial project to be owned and developed by the JV Company. The Company's participation in the joint venture is consistent with the business strategy to expand its quality land bank in Western China.

The Company's investment in the JV Company will be funded by internal resources of the Company. The JV Company will be treated as investment in joint venture of the Company with a corresponding reduction in bank balances of HK\$1,089.2 million. However, there will be no effect on or change in the total assets of the Company and the total liabilities of the Group. The Company will be entitled to a share of 25% of the results of the JV Company, with such results and reserves of the JV Company to be included in the Group's consolidated income and consolidated reserves respectively, representing the Group's share of net assets of the JV Company recorded as change in investment in joint venture in the consolidated balance sheet of the Group. As the JV Company is still in its very early stage of development, it is not expected to have any material positive contribution to the earnings of the Company before fiscal year 2009.

LETTER FROM THE BOARD

The Directors (including the independent non-executive Directors) consider that the Memorandum of Agreement has been entered into on normal commercial terms and that such terms are fair and reasonable so far as the Company and the JV Partners are concerned and that the Memorandum of Agreement and the transactions contemplated thereunder are in the interest of the Company and the JV Partners as a whole.

4. INFORMATION ON THE COMPANY, SINO LAND AND CHINESE ESTATES

The core business of the Company's 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 investments.

Sino Land is an investment holding company listed on the Stock Exchange and its principal businesses, together with that of its subsidiaries, include property development, investment in securities, financing, hotel and building management and services.

Chinese Estates is an investment holding company listed on the Stock Exchange, and together with its subsidiaries, is principally engaged in property investment and development, brokerage, securities investment, money lending and cosmetics businesses. In recent years, Sino Land and Chinese Estates have also increased their property development and investment in the PRC.

5. GENERAL

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Sino Land, Sino China and Chinese Estates are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

As the aggregate amount which the Company has agreed to contribute under the Memorandum of Agreement exceeds 5% but is less than 25% of the relevant percentage ratios, the Memorandum of Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and this document constitutes a circular which the Company is required to send to you in respect thereof pursuant to Chapter 14 of the Listing Rules.

6. ADDITIONAL INFORMATION

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

Yours faithfully,
By order of the Board of
C C Land Holdings Limited
Lam How Mun Peter
Deputy Chairman & Managing Director

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 contained herein misleading.

2. DISCLOSURE OF INTERESTS

(a) Directors and chief executive

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be (a) notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) entered into the register pursuant to section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies of the Listing Rules as set out in Appendix 10 to the Listing Rules, were as follows:

(i) Long positions in the Shares

Name of Director	Nature of interest	Number of Shares held	Approximate percentage of issued share capital
Mr. Cheung Chung Kiu	Corporate (Notes 1 & 2)	1,289,120,207	59.53%
Dr. Lam How Mun Peter	Personal	11,000	0.00%
Mr. Leung Chun Cheong	Personal	34,000	0.00%
Ms. Poon Ho Yee Agnes	Personal	104,000	0.01%

(ii) Long positions in share option

Name of Director	Exercisable period	Exercise price of share option (HK\$ per Share)	Number of share options granted and not yet exercised
Dr. Lam How Mun Peter	01.01.2008 to 31.12.2017	4.95	2,000,000
	01.01.2008 to 31.12.2017	4.81	6,000,000
	01.01.2008 to 31.12.2017	5.26	2,000,000
	01.01.2008 to 31.12.2017	5.37	4,000,000
	01.07.2008 to 30.06.2018	8.73	1,800,000
	01.01.2009 to 31.12.2018	4.95	1,939,000
	01.01.2009 to 31.12.2018	5.26	2,000,000
	01.07.2009 to 30.06.2019	8.73	1,800,000
Mr. Leung Chun Cheong	01.01.2008 to 31.12.2017	4.95	500,000
	01.07.2008 to 30.06.2018	8.73	500,000
	01.01.2009 to 31.12.2018	4.95	500,000
	01.07.2009 to 30.06.2019	8.73	500,000
Mr. Leung Wai Fai	01.01.2008 to 31.12.2017	4.95	1,000,000
	01.07.2008 to 30.06.2018	8.73	500,000
	01.01.2009 to 31.12.2018	4.95	1,000,000
	01.07.2009 to 30.06.2019	8.73	500,000
Ms. Poon Ho Yee Agnes	01.01.2008 to 31.12.2017	4.95	500,000
	01.07.2008 to 30.06.2018	8.73	500,000
	01.01.2009 to 31.12.2018	4.95	500,000
	01.07.2009 to 30.06.2019	8.73	500,000
Mr. Wu Hong Cho	01.01.2008 to 31.12.2017	4.95	400,000
	01.07.2008 to 30.06.2018	8.73	500,000
	01.01.2009 to 31.12.2018	4.95	400,000
	01.07.2009 to 30.06.2019	8.73	500,000

(iii) Long positions in the convertible note

A convertible note in the principal sum of HK\$2,552,000,000 was issued on 7 November 2006 to Thrivetrade Limited (“Thrivetrade”) in which Mr. Cheung Chung Kiu had 100% beneficial interest. As at the Latest Practicable Date, Thrivetrade had exercised the conversion right attached to the convertible

note in an amount of HK\$2,551,999,998.80 and accordingly a total number of 911,428,571 Shares were issued by the Company to Thrivetrade. Such Shares were part of the Shares interested by Mr. Cheung Chung Kiu as disclosed under the paragraph headed “(i) Long positions in the Shares” above. The HK\$1.20 principal amount outstanding on the convertible notes will be repaid in accordance with the terms of the convertible notes.

Notes:

1. 254,239,636 of such Shares were held through Regulator Holdings Limited (“Regulator”), an indirect wholly-owned subsidiary of Yugang International Limited (“Yugang”, which was owned by Chongqing Industrial Limited (“Chongqing”), Timmex Investment Limited (“Timmex”) and Mr. Cheung Chung Kiu in aggregate as to 44.06%). Mr. Cheung Chung Kiu was deemed to be interested in the same number of Shares held by Regulator by virtue of his indirect shareholding interests in Chongqing. As Mr. Cheung Chung Kiu had 100% beneficial interest in Timmex, he was also deemed to be interested in the same number of Shares held by Timmex through Regulator.

1,034,880,571 of such Shares were held through Thrivetrade, a company wholly-owned by Mr. Cheung Chung Kiu. Accordingly, he was also deemed to be interested in the same number of Shares in which Thrivetrade was interested.

2. Mr. Cheung Chung Kiu, Peking Palace Limited, Miraculous Services Limited and Prize Winner Limited had 35%, 30%, 5% and 30% equity interest in Chongqing respectively. Peking Palace Limited and Miraculous Services Limited were beneficially owned by Palin Discretionary Trust, a family discretionary trust, the objects of which included Mr. Cheung Chung Kiu and his family. Prize Winner Limited was beneficially owned by Mr. Cheung Chung Kiu and his associates. Mr. Cheung Chung Kiu had 100% beneficially interest in Timmex.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executives of the Company had any interest or short position in the Shares or underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) 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 which they were taken or deemed to have under such provisions of the SFO); or (b) to be entered in the register required to be kept by the Company pursuant to section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as contained in the Listing Rules.

(b) Substantial Shareholders

As at the Latest Practicable Date, according to the register of interests kept by the Company under section 336 of the SFO and so far as is known to the Directors and chief executive of the Company, the following persons or corporations (not being Directors or chief executive of the Company), had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name of Shareholder	Capacity	Number of Shares held (long position)	Approximate percentage of issued share capital
Regulator	Beneficial interest	254,239,636 <i>(Note 1)</i>	11.74%
Yugang International (B.V.I.) Limited (“Yugang-BVI”)	Interest of controlled corporation	254,239,636 <i>(Note 1)</i>	11.74%
Yugang	Interest of controlled corporation	254,239,636 <i>(Note 1)</i>	11.74%
Chongqing	Interest of controlled corporation	254,239,636 <i>(Note 1)</i>	11.74%
Palin Holdings Limited (“Palin”)	Interest of controlled corporation	254,239,636 <i>(Note 1)</i>	11.74%
Thrivetrade	Beneficial interest	1,034,880,571 <i>(Note 2)</i>	47.79%
The Capital Group Companies, Inc.	Investment Manager	131,141,000	6.06%

Notes:

- The interests held by Regulator, Yugang-BVI, Yugang, Chongqing and Palin respectively as shown above refer to interests in the same block of shares. Regulator is a direct wholly-owned subsidiary of Yugang-BVI, Yugang-BVI is in turn a direct wholly-owned subsidiary of Yugang. Yugang was owned by Chongqing, Timmex and Mr. Cheung Chung Kiu in aggregate as to 44.06%. Chongqing, Timmex and Palin are controlled by Mr. Cheung Chung Kiu. The said interests were also included in the interest in Shares of the Company of Mr. Cheung Chung Kiu as disclosed under the paragraph headed “(i) Long positions in Shares” above.

Mr. Cheung Chung Kiu, Mr. Lam Hiu Lo and Mr. Wong Yat Fai are directors of Yugang.

Mr. Cheung Chung Kiu is also a director of each of Regulator, Yugang-BVI, Chongqing, Palin and Thrivetrade.

2. These Shares were also included in the interest in Shares of the Company of Mr. Cheung Chung Kiu as disclosed under the paragraph headed “(i) Long positions in Shares” above.

As at the Latest Practicable Date, so far as was known to the Directors and chief executive of the Company, the following parties (other than Directors or chief executive of the Company) were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital (including any options in respect of such capital) carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Name of the member of the Group	Name of the shareholder	Approximate percentage of issued share capital
Hoi Tin Universal Limited	Chau Tin Ping	12.80%
Hoi Tin Universal Limited	Wong Kong	10.00%
Theme Production House Limited	Yee Chan Chian	24.00%
Theme Production House Limited	Chow Hoi Yin Riter	25.00%
雲南中渝置地有限公司	雲南光華投資有限公司	30.00%
四川經都置業有限公司	貴州亨特房地產開發有限公司	40.00%
四川恒辰房地產有限公司	王小林	39.60%

Save as disclosed above, as at the Latest Practicable Date, according to the register of interests kept by the Company under section 336 of the SFO and so far as was known to the Directors and chief executive of the Company, no other person (other than Directors or chief executive of the Company) had any interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital (including any options in respect of such capital) carrying rights to vote in all circumstances at general meetings of any other member of the Group.

3. LITIGATION

As at the Latest Practicable Date, so far as the Directors are aware, neither the Company nor any of its subsidiaries are engaged in any litigation or claims of material importance and no litigation or claims of material importance were pending or threatened against any member of the Group.

4. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Group other than contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors or their respective associate(s) was interested in any business which competes or may compete, either directly or indirectly with any business of the Group.

6. MISCELLANEOUS

- (a) The secretary of the Company is Ms. Cheung Fung Yee, who is an associate of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries.
- (b) The qualified accountant of the Company appointed pursuant to Rule 3.24 of the Listing Rules is Mr. Leung Chun Cheong, who is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.
- (c) The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.
- (d) The head office and principal place of business of the Company in Hong Kong is situated at 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong.
- (e) The Hong Kong branch share registrar and transfer office of the Company is Tricor Secretaries Limited situated at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (f) The English text of this circular shall prevail over the Chinese text in case of inconsistency.