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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**C C LAND HOLDINGS LIMITED**

**中渝置地控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1224)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of C C Land Holdings Limited to be held on 2 May 2008 at 11:30 a.m. at Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong is set out on pages 15 to 18 of this circular. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of C C Land Holdings Limited in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire.

2 April 2008

\* For identification purposes only

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 2 May 2008 at 11:30 a.m., the notice of which is appended to this circular, or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 15 to 18 of this circular
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company as adopted on 9 April 1999 and amended up to 29 May 2006
“Company”	C C Land 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
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 March 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan

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## DEFINITIONS

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“Repurchase Mandate”	the general mandate to be granted to the Directors to repurchase Shares up to a maximum of 10% of the share capital of the Company in issue as at the date of passing the relevant resolution
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*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

Dr. Wong Kim Wing

Mr. Wu Hong Cho

*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

*Non-executive Director:*

Mr. Wong Yat Fai

*Independent Non-executive Directors:*

Mr. Lam Kin Fung Jeffrey

Mr. Leung Yu Ming Steven

Dr. Wong Lung Tak Patrick, JP

2 April 2008

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and information in respect of the resolutions to be proposed at the AGM for the approval of (i) granting of general mandates to issue and repurchase Shares; and (ii) re-election of retiring Directors.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

The existing general mandates granted to the Directors to issue and repurchase Shares will expire at the conclusion of the AGM. Ordinary resolutions will therefore be proposed at the AGM to approve the grant of new general mandates to the Directors: (i) to allot, issue and otherwise deal with the aggregate number of securities of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution; (ii) to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the relevant resolution; and (iii) to extend the general mandate granted to the Directors to issue Shares by the addition of an amount representing the aggregate number of any Shares repurchased.

As at the Latest Practicable Date, the Company had 2,166,307,258 Shares in issue. Subject to the passing of the relevant resolution and on the basis that no further Shares would be issued and/or repurchased by the Company from the Latest Practicable Date up to the date of AGM, the Company would be allowed to allot and issue up to 433,261,451 Shares, being 20% of the issued share capital as at the Latest Practicable Date.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed resolution concerning the Repurchase Mandate at the AGM.

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 86(2) of the Bye-laws, Mr. Tsang Wai Choi, Mr. Leung Yu Ming Steven, Dr. Wong Lung Tak Patrick and Dr. Wong Kim Wing, shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

In accordance with Bye-law 87 of the Bye-laws, Mr. Cheung Chung Kiu, Mr. Lam Hiu Lo and Ms. Poon Ho Yee Agnes shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM. Particulars of these Directors are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 15 to 18 of this circular and a form of proxy is also enclosed. Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire.

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## LETTER FROM THE BOARD

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### **POLL DEMAND**

According to the Bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the designated stock exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded. A poll is demanded by:

- (i) the chairman of such meeting; or
- (ii) at least three Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (iv) a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares of the Company on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or
- (v) if required by the rules of the designated stock exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares of the Company representing 5% or more of the total voting rights at such meeting.

If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. On a poll votes may be given either personally or by proxy. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

### **RESPONSIBILITY OF THE DIRECTORS**

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 confirmed, 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that all resolutions proposed referred to above are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend all Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

### OTHER INFORMATION

Your attention is also drawn to the information set out in the Appendices of this circular.

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



*This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules.*

## **1. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 2,166,307,258 Shares in issue as at the Latest Practicable Date, and on the basis that no further Shares are issued and repurchased prior to the date of the resolution approving the Repurchase Mandate, there could accordingly result in up to 216,630,725 Shares being repurchased by the Company during the course of the period from the date of resolution granting the Repurchase Mandate until the earlier of the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held, or the revocation or variation of the existing repurchase mandate by Shareholders in general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares of the Company in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

## **3. FUNDING OF REPURCHASES**

In repurchasing its Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the laws of Bermuda.

Under Bermuda law, purchases may only be effected out of the capital paid up on the purchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account.

As compared with the position as disclosed in the Company's most recent published audited accounts for the year ended 31 December 2007, and taking into account the current working capital position of the Company, the Directors consider that no material adverse effect on the working capital and gearing position of the Company may result in the event that the Repurchase Mandate was to be exercised in full in the

period before the Repurchase Mandate expires. The Directors however do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. EFFECT OF TAKEOVER CODE

If, as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeover Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, Thrivetrade Limited (a company wholly-owned by Mr. Cheung Chung Kiu) and Regulator Holdings Limited (an indirectly wholly-owned subsidiary of Yugang International Limited which is also a company controlled by Mr. Cheung Chung Kiu) held 1,034,880,571 Shares and 254,239,636 Shares respectively, representing 47.77% and 11.74% respectively or in aggregate 59.51% of the issued share capital of the Company. If, which is not presently contemplated, the Company were to exercise the Repurchase Mandate in full, the percentage shareholding of Thrivetrade Limited and Regulator Holdings Limited would increase to 53.08% and 13.04% respectively or in aggregate to 66.12%. Such increases would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code. The Directors have no present intention to make any repurchase in the circumstances that Shares in the hand of the public would fall below the relevant prescribed minimum percentage (i.e. 25%) and would give rise to takeover obligations.

Save as disclosed above, the Directors are not aware of any consequences which the exercise in full of the Repurchase Mandate will have under the Takeover Code.

#### 5. GENERAL

None of the Directors, and to the best of their knowledge and belief having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention, in the event that the Repurchase Mandate is approved by the Shareholders to sell Shares to the Company.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate was approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

The Company has not repurchased any Shares, whether on the Stock Exchange or otherwise, during the six months preceding the Latest Practicable Date.

## 6. SHARE PRICES

The highest and lowest traded prices for Shares on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2007</b>		
March	5.02	3.60
April	5.53	4.58
May	5.53	4.95
June	6.73	5.40
July	9.90	6.75
August	9.80	6.00
September	11.92	8.40
October	15.60	11.00
November	18.00	11.58
December	14.40	10.52
<b>2008</b>		
January	18.00	6.90
February	11.50	8.05
March (up to the Latest Practical Date)	8.19	5.39

*Particulars of retiring Directors who are proposed to be re-elected at the AGM are set out below:*

**Mr. Cheung Chung Kiu** – *Executive Director*

Mr. Cheung, aged 43, was appointed Director and Chairman of the Company on 22 June 2000 and 22 November 2006 respectively. He has a wide range of experience in investment business including approximately 15 years of experience in property development and investment in the PRC. Mr. Cheung is the founder and the chairman of Yugang International Limited (“Yugang”), currently a substantial shareholder of the Company, the chairman of Y.T. Realty Group Limited and The Cross-Harbour (Holdings) Limited. He was a director of Silver Grant International Industries Limited from June 1993 until July 2006. The shares of all these companies are listed on the Stock Exchange. Mr. Cheung is also currently a director of several subsidiaries of the Company. Save as disclosed, he does not hold any other positions with the Company or its subsidiaries and has not held any directorship in any other listed public companies in the last three years. Mr. Cheung has not received any emolument from the Company. Mr. Cheung has not entered into any service contract with the Company and has no fixed term of service with the Company, but he will be subject to retirement by rotation and re-election pursuant to the Company’s Bye-laws. As at the Latest Practicable Date, Mr. Cheung is interested in 1,289,120,207 Shares in the issued capital of the Company (of which 254,239,636 Shares are deemed interests held through Yugang and 1,034,880,571 Shares are deemed interests held through Thrivetrade Limited (“Thrivetrade”), a company wholly-owned by Mr. Cheung). Mr. Cheung is also interested in a convertible note issued by the Company and held by Thrivetrade which, as at the Latest Practicable Date, has an outstanding principal amount of HK\$1.20 which will be repaid in accordance with the terms of the convertible note. Save as disclosed, Mr. Cheung does not have any interests in the Shares within the meaning of Part XV of the SFO and does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

**Mr. Lam Hiu Lo** – *Executive Director*

Mr. Lam, aged 46, was appointed Director of the Company on 10 November 2000. He has accumulated over 20 years’ experience in sales and marketing with PRC parties and has built up a strong business and personal network in the PRC. He is an executive director of Yugang and a director of several subsidiaries of the Company. Save as disclosed, Mr. Lam does not hold any other positions with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. Mr. Lam has not received any emolument from the Company. Mr. Lam has also not entered into any service contract with the Company and has no fixed term of service with the Company, but he will be subject to retirement by rotation and re-election pursuant to the Company’s Bye-laws. As at the Latest Practicable Date, Mr. Lam does not have any interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed, Mr. Lam does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

**Ms. Poon Ho Yee Agnes** – *Executive Director*

Ms. Poon, aged 40, was appointed Director of the Company on 3 June 1998. She holds a Master of Science in Electronic Commerce and Internet Computing Degree from the University of Hong Kong and a Bachelor Degree in Business Administration from Simon Fraser University, Canada. Ms. Poon obtained her Master of Social Science in Counselling at the University of South Australia in 2006. She is also a director of several subsidiaries of the Company. Save as disclosed, Ms. Poon does not hold any other positions with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. Ms. Poon's emoluments received for the year ended 31 December 2007 were HK\$1,665,000 which was determined by the Board with reference to her duties and responsibilities and the prevailing market conditions. The Remuneration Committee of the Board will review annually the level of Directors' remuneration and make recommendation to the Board for adjustment if necessary. Ms. Poon has not entered into any service contract with the Company and has no fixed term of service with the Company, but she will be subject to retirement by rotation and re-election pursuant to the Company's Bye-laws. As at the Latest Practicable Date, Ms. Poon is interested in 104,000 Shares and a share option under the Company's existing share option scheme entitling her to subscribe for 1,000,000 Shares at an exercise price of HK\$4.95 per Share and 1,000,000 Shares at an exercise price of HK\$8.73 per Share respectively. Save as disclosed, Ms. Poon does not have any interests in the Shares within the meaning of Part XV of the SFO and does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

**Mr. Tsang Wai Choi** – *Executive Director*

Mr. Tsang, aged 59, was appointed Director of the Company on 14 May 2007. He graduated from Sichuan Construction Material College (四川省建築材料學校). He has extensive experience in various segments of the construction industry in the PRC, including over 15 years' experience in property development as a professional project manager. Mr. Tsang was a front-runner in property development using private capital in the city of Chongqing and has been over-all in charge of a number of large-scale property projects in the city since 1991. He is also a director of several subsidiaries of the Company. Save as disclosed, Mr. Tsang does not hold any other positions with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. Mr. Tsang's emoluments received for the year ended 31 December 2007 were HK\$1,787,097 which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions. The Remuneration Committee of the Board will review annually the level of Directors' remuneration and make recommendation to the Board for adjustment if necessary. There is a service contract between Mr. Tsang and the Company which is subject to termination by not less than 3 months' notice in writing served by either party. Mr. Tsang has no fixed term of service with the Company but will be subject to retirement by rotation and re-election pursuant to the Company's Bye-laws. As at the Latest Practicable Date, Mr. Tsang does not have any interests in the Shares within the meaning of Part XV of the SFO. He does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

**Dr. Wong Kim Wing** – *Executive Director*

Dr. Wong, aged 46, was appointed Director of the Company on 25 January 2008. Dr. Wong is a registered architect and authorized person in Hong Kong. He is a fellow member of The HK Institute of Architects and has over 20 years of experience in property development and assets branding. Having graduated from The University of Hong Kong with Architectural Degrees in 1984 and 1986, Dr. Wong also obtained his PhD Degree in Finance at the Shanghai University of Finance and Economics in 2007. Prior to joining the Company, Dr. Wong was a Director and Deputy General Manager (China Subsidiaries) and Group Senior Project Manager of Sun Hung Kai Properties Group from 1994 to 2005. He was also a Director of Project & Planning of The Link Management Limited from 2005 to January 2008. Save as disclosed, Dr. Wong does not hold any position with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. There is a service contract between Dr. Wong and the Company which is subject to termination by not less than 3 months' notice in writing served by either party. Dr. Wong has no fixed term of service with the Company but under the Company's Bye-laws, his appointment as executive director will expire at the close of the first annual general meeting after such appointment, and he will be eligible for re-election by Shareholders at the meeting. Thereafter, Dr. Wong will be subject to provisions in the bye-laws for retirement by rotation and re-election. Dr. Wong receives a basic salary of HK\$253,000 plus a housing allowance of HK\$55,000 each month and be entitled to a year-end payment equivalent to one month of his basic salary plus housing allowance (pro rata adjusted for any period shorter than a year), which has been determined by the Board with reference to his duties and responsibilities and the prevailing market conditions. The Remuneration Committee of the Board will review annually the level of Directors' remuneration and make recommendation to the Board for adjustment if necessary. As at the Latest Practicable Date, Dr. Wong is interested in 250,000 Shares in the issued capital of the Company and a share option under the Company's existing share option scheme entitling him to subscribe for 2,000,000 Shares at an exercise price of HK\$15.22 per Share. Save as disclosed, Dr. Wong does not have any interests in the Shares within the meaning of Part XV of the SFO. He does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

**Mr. Leung Yu Ming Steven** – *Independent Non-executive Director*

Mr. Leung, aged 48, was appointed Director of the Company on 1 October 2007. He holds the degree of Master in Accountancy from Charles Sturt University in Australia and the degree of Bachelor of Social Sciences from the Chinese University of Hong Kong. Mr. Leung is an associate member of The Institute of Chartered Accountants in England and Wales, a certified practicing accountant of CPA Australia and a fellow member of The Association of Chartered Certified Accountants in the UK, the Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong respectively. Mr. Leung is also a practicing certified public accountant in Hong Kong. Mr. Leung previously worked in Nomura International (Hong Kong) Limited as an Assistant Vice-President in the

International Finance and Corporate Finance Department. He commenced public practice in auditing and taxation in 1990 and is currently the senior partner of a firm of certified public accountants. Mr. Leung has over 22 years of experience in assurance, accounting, taxation, financial management and corporate finance. Mr. Leung is an independent non-executive director of Suga International Holdings Limited, Yugang, Y.T. Realty Group Limited and The Cross Harbour (Holdings) Limited. The shares of all these companies are listed on the Stock Exchange. Save as disclosed, Mr. Leung does not hold any other positions with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. Mr. Leung received as director's fee for the year ended 31 December 2007 was HK\$75,000 which was determined with reference to his duties and responsibilities with the Company and will be reviewed on an annual basis. Mr. Leung has not entered into any service contract with the Company and has no fixed term of service with the Company, but he will be subject to retirement by rotation and re-election pursuant to the Company's Bye-laws. As at the Latest Practicable Date, Mr. Leung does not have any interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed, Mr. Leung does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

**Dr. Wong Lung Tak Patrick** – *Independent Non-executive Director*

Dr. Wong, JP, aged 60, was appointed Director of the Company on 1 October 2007. He is a practicing certified public accountant in Hong Kong and the managing director of Wong Lam Leung & Kwok CPA Limited. He has over 30 years' experience in the accountancy profession. Dr. Wong was accorded Doctor of Philosophy in Business in 2000, was awarded a Badge of Honour by the Queen of England in 1993, and was appointed a Justice of the Peace in 1998. He was appointed Adjunct Professor, School of Accounting and Finance, The Hong Kong Polytechnic University in 2002. Dr. Wong participates in many types of community services, holding posts in various organizations and committees in government and voluntary agencies. Dr. Wong is currently an independent non-executive director of Water Oasis Group Limited and China Force Oil & Grains Industrial Holdings Company Limited, the shares of both companies being listed on the Stock Exchange. Dr. Wong has been an independent non-executive director of Anex International Holdings Limited (presently named China Rise International Holdings Limited, a listed company in Hong Kong) from 21 June 1991 to 31 October 2005. Save as disclosed, Dr. Wong does not hold any other positions with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. Dr. Wong received as director's fee for the year ended 31 December 2007 was HK\$75,000 which was determined with reference to his duties and responsibilities with the Company and will be reviewed on an annual basis. Dr. Wong has not entered into any service contract with the Company and has no fixed term of service with the Company, but he will be subject to retirement by rotation and re-election pursuant to the Company's Bye-laws. As at the Latest Practicable Date, Dr. Wong does not have any interests in the Shares within the meaning of Part XV of the SFO. He does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.



Save as disclosed above, the Board is not aware of any other matters in relation to the proposed re-election of the above Directors that need to be brought to the attention of Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.



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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of C C Land Holdings Limited (the “Company”) will be held at Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 2 May 2008 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2007.
2. To declare a final dividend for the year ended 31 December 2007.
3. To re-elect the retiring directors and authorise the board of directors to fix the remuneration of the directors.
4. To re-appoint auditors and authorise the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, each of the following resolutions as an Ordinary Resolution:

5. **“THAT**
  - (a) a general mandate be and is hereby unconditionally given to the directors of the Company (the “Directors”) to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company (“Shares”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued on a Rights Issue (as hereinafter defined) or under any option scheme or similar arrangement for the time being adopted for

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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the grant or issue to the employees of the Company and/or any of its subsidiaries or any other eligible person(s) of Shares or rights to acquire Shares, or upon the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares or any scrip dividend pursuant to the bye-laws of the Company from time to time, not exceeding twenty percent of the aggregate nominal value of the share capital of the Company in issue as at the date of this Resolution; and

- (b) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; and
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

6. **“THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all the powers of the Company to purchase Shares subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period;
  - (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;

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- (c) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to this Resolution during the Relevant Period shall be no more than ten percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution; and
  - (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; and
    - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
7. “**THAT** subject to the availability of unissued share capital and conditional upon the passing of the Ordinary Resolutions nos. 5 and 6 as set out in the notice convening this meeting, the aggregate nominal amount of the Shares which are repurchased by the Company pursuant to and in accordance with Ordinary Resolution no. 6 set out in the notice convening this meeting shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with Ordinary Resolution no. 5 set out in the notice convening this meeting.”

By order of the Board  
**Cheung Fung Yee**  
*Company Secretary*

Hong Kong, 2 April 2008

*Notes:*

- (a) A member who is entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies or a duly authorised corporate representative to attend and vote instead of him. A proxy need not be a member of the Company.
- (b) A form of proxy is also enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the Company’s branch share registrars in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending the Annual General Meeting and voting in person. In such event, his form of proxy will be deemed to have been revoked.

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- (c) The Register of Members will be closed from 29 April 2008 to 2 May 2008 (both days inclusive), during which period no share transfer will be registered. In order to be eligible to attend and vote at the Annual General Meeting of the Company to be held on 2 May 2008 and to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 28 April 2008.