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

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恒盛地產
GLORIOUS PROPERTY

Glorious Property Holdings Limited

恒盛地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 845)

DISCLOSEABLE AND CONNECTED TRANSACTION

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders



CIMB Securities (HK) Limited

A letter from the Board is set out on pages 4 to 10 of this circular. A letter from the Independent Board Committee containing its advice to the Independent Shareholders is set out on page 11 of this circular. A letter from CIMB, the independent financial adviser, containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders is set out on pages 12 to 22 of this circular.

A notice convening the EGM to be held at Annapurna Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 15 December 2009 at 3:30 p.m. is set out on pages 36 to 37 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the office of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time scheduled for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

30 November 2009

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DEFINITIONS

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

“Acquisition”	the acquisition of the entire equity interest in the Project Company by Wuxi Wangjiarui from the Vendor pursuant to the Acquisition Agreement
“Acquisition Agreement”	the equity acquisition agreement dated 20 November 2009 entered into between Wuxi Wangjiarui and the Vendor
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Best Era”	Best Era International Limited (美年國際有限公司), a company incorporated under the laws of the British Virgin Islands with limited liability
“Board”	the board of Directors
“CIMB”	CIMB Securities (HK) Limited, a licensed corporation to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Acquisition Agreement and the transactions thereunder
“Company”	Glorious Property Holdings Limited (恒盛地產控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and whose shares are listed on the Stock Exchange
“Completion Date”	the day on which the necessary registrations and filings have been completed with respect to the Acquisition and Wuxi Wangjiarui becomes the registered owner of the entire equity interest in the Project Company
“Consideration”	the aggregate consideration payable by Wuxi Wangjiarui in respect of the Acquisition pursuant to the Acquisition Agreement, equivalent to RMB2,000,000,000 (approximately HK\$2,270,140,000)
“connected person(s)”	shall have the meanings ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held for the purpose of considering and, if thought fit, approving the Acquisition Agreement and the Acquisition

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Board consisting of all the independent non-executive Directors
“Independent Shareholders”	the Shareholders other than Best Era, its associates and other person(s) with a material interest in the Acquisition who are not required under the Listing Rules to abstain from voting on the resolutions proposed at the EGM
“Land Premium”	the aggregate amount of land premium for the Project Sites payable to the relevant land bureau, equivalent to RMB2,000,000,000 (approximately HK\$2,270,140,000)
“Latest Practicable Date”	means 24 November 2009
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China (excluding, for the purpose of this circular, the Hong Kong Special Administrative Region of the People’s Republic of China, the Macao Special Administrative Region of the People’s Republic of China and Taiwan)
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme for directors, employees, officers, consultants and business associates of the Group adopted by the Company pursuant to a resolution passed by the Shareholders on 9 September 2009
“Project Company”	the one or two companies to be established under the laws of the PRC as wholly-owned subsidiary or subsidiaries of the Vendor
“Project Site 1”	the site area located at 上海市徐家匯街道143街坊，漕溪北路以西，華亭賓館以北 (No.143, Xu Jia Hui Road, west of Cao Xi North Road, north of Huating Hotel, Shanghai, PRC*) with a gross site area of approximately 26,221.8 square metres
“Project Site 2”	the site area located at 上海市漕河涇街道292街坊，漕溪北路以東、規劃漕東支路以西、軌道交通三號線以北、中山南二路以南 (No. 292 Cao He Jing Road, east of Cao Xi North Road, west of the planned Cao East Road, north of the No. 3 metro line and south of Zhongshan South Second Road, Shanghai, PRC*) with a gross site area of approximately 17,610.9 square metres

DEFINITIONS

“Project Sites”	Project Site 1 and Project Site 2
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to a resolution passed by the Shareholders on 9 September 2009
“Shareholders”	holders of the ordinary share(s) of a nominal value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Wuxi Wangjiarui”	無錫旺佳瑞有限公司 (Wuxi Wangjiarui Co., Ltd.*), a company established under the laws of the PRC on 7 September 2004 and an indirect wholly-owned subsidiary of the Company
“Vendor”	江蘇熔盛造船有限公司 (Jiangsu Rongsheng Shipbuilding Co. Ltd.*), a company established under the laws of the PRC on 21 June 2007

* For identification purpose only.

For illustration purpose in this circular, the conversion of RMB into HK\$ is based on the exchange rate of RMB1.0 = HK\$1.13507. Such conversion should not be construed as a representation that the amount in question has been, could have been or could be converted at any particular rate at all.

LETTER FROM THE BOARD



恒盛地產
GLORIOUS PROPERTY

Glorious Property Holdings Limited

恒盛地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 845)

Executive Directors:

Mr. Zhang Zhi Rong (*Chairman*)
Mr. Ding Xiang Yang (*Vice Chairman*)
Mr. Cheng Li Xiong (*Chief Executive Officer*)
Mr. Xia Jing Hua
Mr. Liu Ning
Mr. Li Xiao Bin
Mr. Yan Zhi Rong

Independent Non-executive Directors:

Mr. Yim Ping Kuen
Mr. Liu Shun Fai
Mr. Wo Rui Fang
Mr. Han Ping

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in

Hong Kong:

Unit 3702A
37th Floor, Tower Two
Lippo Centre
89 Queensway
Admiralty, Hong Kong

30 November 2009

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION

INTRODUCTION

Reference is made to the announcement of the Company dated 20 November 2009 in which the Company announced that on 20 November 2009, Wuxi Wangjarui, an indirect wholly-owned subsidiary of the Company, entered into the Acquisition Agreement with the Vendor whereby Wuxi Wangjarui has agreed to acquire from the Vendor the entire equity interest in the Project Company.

LETTER FROM THE BOARD

The purposes of this circular are (i) to provide you with further information on the Acquisition Agreement; (ii) to set out the recommendation of the Independent Board Committee regarding the Acquisition; and (iii) to set out the letter from CIMB, the independent financial adviser to the Independent Board Committee on the Acquisition, in respect of the fairness and reasonableness of the terms and conditions of the Acquisition.

THE ACQUISITION AGREEMENT

Date

20 November 2009

Parties

- (1) Wuxi Wangjiarui
- (2) The Vendor

Subject Matter

Pursuant to the Acquisition Agreement, the Vendor has agreed to sell, and Wuxi Wangjiarui has agreed to purchase, the entire equity interest in the Project Company subject to the terms and conditions of the Acquisition Agreement.

Consideration payable under the Acquisition Agreement

The Consideration under the Acquisition Agreement is RMB2,000,000,000 (approximately HK\$2,270,140,000). The Consideration will be settled by Wuxi Wangjiarui in the following manner:

1. subject to the fulfillment of the condition precedent (iii) as disclosed below and upon payment instruction given by the Vendor, RMB1,800,000,000 (approximately HK\$2,043,126,000) is payable by Wuxi Wangjiarui to the Vendor; and
2. the remainder of the Consideration, being RMB200,000,000 (approximately HK\$227,014,000), is payable by Wuxi Wangjiarui to the Vendor on the Completion Date.

Basis of Consideration

The Consideration was arrived at after arm's length negotiations between the Vendor and Wuxi Wangjiarui, having regard to the Land Premium for the Project Sites payable by the Vendor to the relevant land bureau.

LETTER FROM THE BOARD

Condition Precedents for the Acquisition

Pursuant to the Acquisition Agreement, completion of the Acquisition shall be conditional upon the following:

- (i) the approval by the Project Company of the Acquisition by the shareholders' resolutions or the board of directors' resolutions;
- (ii) the approval by the board of directors of Wuxi Wangjiarui of the Acquisition pursuant to the terms and conditions of the Acquisition Agreement and the authorization for the execution and performance of the Acquisition Agreement;
- (iii) the Company having fulfilled the necessary requirements and having obtained the necessary approvals under the Listing Rules with respect to the Acquisition Agreement and the transactions contemplated thereby;
- (iv) the approval by the board of directors of the Vendor of the Acquisition pursuant to the terms and conditions of the Acquisition Agreement and the authorization for the execution and performance of the Acquisition Agreement; and
- (v) the Project Company having obtained the valid land use right certificates for the Project Sites in accordance with the applicable laws and regulations.

Unless any of the above condition precedents (save for conditions (iii) and (v) above which cannot be waived) has been waived as mutually agreed in writing by the parties to the Acquisition Agreement, if the condition precedents have not been fulfilled within 6 months of the date of the Acquisition Agreement (or such other date as the parties may mutually agree), any party to the Acquisition Agreement shall have the right to terminate the agreement by notice in writing to the other party.

Upon satisfaction of all the condition precedents (unless otherwise waived as mutually agreed by the parties to the Acquisition Agreement), the parties will proceed to complete necessary registrations and filings in respect of the Acquisition. In the event such filings are not completed within 100 days from the date on which all the condition precedents had been satisfied, unless an extension of time is agreed upon by the parties, the Acquisition Agreement shall automatically terminate.

Upon termination of the Acquisition Agreement, the Vendor shall return to Wuxi Wangjiarui the amount of the Consideration previously paid by Wuxi Wangjiarui to the Vendor within 14 business days of such termination.

Completion of the Acquisition

Completion of the Acquisition shall take place on the day when the necessary registrations and filings have been completed with respect to the Acquisition and Wuxi Wangjiarui becomes the registered owner of the entire equity interest in the Project Company. On the Completion Date, Wuxi Wangjiarui shall pay the amount of RMB200,000,000 (approximately HK\$227,014,000) to the Vendor.

LETTER FROM THE BOARD

FUNDING FOR THE ACQUISITION

The aggregate consideration of the Acquisition of RMB2,000,000,000 (approximately HK\$2,270,140,000) will be funded by internal resources and/or bank financing. The Directors (including the independent non-executive Directors) consider that the terms of the Acquisition Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

REASONS AND BENEFITS FOR THE ACQUISITION

The Group is a developer and seller of high quality properties in key economic cities in the PRC. The Company considers that the Acquisition provides an excellent opportunity for the Group to acquire two large parcels of land in Xu Jia Hui District (徐家匯區), a prime location in the central business district of Shanghai, at a reasonable price and to implement its strategy of diversifying its long-term earnings base through the development of commercial properties.

The Group's management decided to acquire land and further strengthen the Group's presence in Shanghai for a number of reasons. Shanghai is the leading economic and financial centre of the PRC and is one of the fastest growing financial capitals in the world. It is expected that Shanghai will benefit from increasing economic and population growth, favorable policies by the central government to develop Shanghai into an international financial centre, as well as enhanced exposure and reputation as a result of its hosting of the World Expo in 2010. In addition, since the development of its first property project in Shanghai in 1996, the Group's management has accumulated more than 13 years' experience in the development and management of a large number of property projects in Shanghai. The Directors are confident that the development of the Project Sites will likely result in great success for the Group.

The Company intends to develop a large-scale commercial project on the Project Sites, comprising high quality office buildings, service apartments, hotel and other ancillary facilities. Driven by strong economic growth, increasing level of foreign investment and the expansion of the service industry in the PRC, the commercial properties sector in the PRC has demonstrated enormous growth potentials. Given the excellent prospects in this sector, coupled with limited land supply in prime locations in the Shanghai central business district, the Company expects that there will be strong demand from international and domestic investors for the high quality commercial properties to be developed on the Project Sites.

Based on the foregoing, the Company considers that the Acquisition and development of the Project Sites would have a positive impact on the revenue and earning prospects of the Group in the long term.

INFORMATION ON THE PARTIES INVOLVED

The Group is principally engaged in the development and sale of high quality properties in key economic cities across the PRC. As of the date of this circular, the Group has developed or is developing projects in nine key economic cities across the PRC, namely Shanghai, Tianjin, Beijing, Hefei, Shenyang, Harbin, Wuxi, Suzhou and Nantong.

The Vendor is principally engaged in the manufacturing, assembly and sale of vessels in the PRC.

LETTER FROM THE BOARD

INFORMATION ON THE PROJECT COMPANY AND THE PROJECT SITES

The Project Company is one or two companies to be established under the laws of the PRC as wholly-owned subsidiary or subsidiaries of the Vendor. Since the Project Company is yet to be established, neither the book value nor the net profits of the Project Company is available as at the date of this circular. It is expected that the Project Company will have no material liabilities as at the completion of the Acquisition. The sole assets which would be held by the Project Company as at the completion of the Acquisition are the Project Sites, which are not adjacent to each other.

Project Site 1

Location: 上海市徐家匯街道143街坊，漕溪北路以西，華亭賓館以北 (No.143, Xu Jia Hui Road, west of Cao Xi North Road, north of Huating Hotel, Shanghai*)

Gross site area: Approximately 26,221.8 square metres

Plot ratio: 2.5

Land Use: Commercial, office and cultural use

Project Site 2

Location: 上海市漕河涇街道292街坊，漕溪北路以東、規劃漕東支路以西、軌道交通三號線以北、中山南二路以南 (No. 292 Cao He Jing Road, east of Cao Xi North Road, west of the planned Cao East Road, north of the No. 3 metro line and south of Zhongshan South Second Road, Shanghai*)

Gross site area: Approximately 17,610.9 square metres

Plot ratio: 4.23

Land Use: Commercial and office use

IMPLICATIONS UNDER THE LISTING RULES

Mr. Zhang Zhi Rong is a Director of the Company and holds the entire issued share capital of Best Era, which is in turn the ultimate controlling shareholder of the Company. Mr. Zhang Zhi Rong is also an indirect controlling shareholder of the Vendor. Accordingly, the Vendor is a connected person of the Company within the meaning of the Listing Rules. Accordingly, the entering into of the Acquisition Agreement constitutes a connected transaction of the Company under the Listing Rules. As one or more of the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules in respect of the Acquisition contemplated under the Acquisition Agreement exceed 5% but are less than 25%, the Acquisition also constitutes a discloseable transaction under the Listing Rules. The Acquisition, being a discloseable and connected transaction under the Listing Rules, is subject to the reporting, announcement and independent shareholders' approval requirements under the Listing Rules.

LETTER FROM THE BOARD

THE EGM

The EGM will be held for the purpose of considering and, if though fit, approving by the Independent Shareholders the relevant transactions under the Acquisition Agreement.

In accordance with the Listing Rules, Best Era and its associates, being connected persons of the Company and having material interests in the Acquisition (which are different from those of the Independent Shareholders), will abstain from voting at the EGM for the relevant resolutions. The votes of the Independent Shareholders regarding the resolutions for approval of the Acquisition Agreement and the transactions contemplated under it will be taken by way of poll at the EGM. As at the Latest Practicable Date, Best Era and its associates held 5,025,180,772 Shares, representing approximately 64.50% of the issued share capital in the Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, other than Best Era and its associates, there is no connected person of the Company, any Shareholder or their respective associates with a material interest in the relevant transactions under the Acquisition Agreement required to abstain from voting at the EGM.

A notice to convene the EGM is set out on pages 36 to 37 of this circular. The EGM will be held at Annapurna Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 15 December 2009 at 3:30 p.m., at which resolutions will be proposed to consider and, if thought fit, to approve the relevant transactions under the Acquisition Agreement. The form of proxy for use by the Shareholders at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the office of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time scheduled for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

RECOMMENDATION

The Board (including the independent non-executive Directors) consider that the Acquisition pursuant to the Acquisition Agreement are on normal commercial terms, are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board (including the independent non-executive Directors) recommends that the Independent Shareholders vote in favour the resolutions set out in the notice of the EGM for the approval of the Acquisition Agreement and the transactions thereunder.

LETTER FROM THE BOARD

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all the independent non-executive Directors has been formed to advise the Independent Shareholders in respect of the Acquisition.

CIMB has been appointed as the independent financial adviser for the purpose of advising the Independent Board Committee and the Independent Shareholders in this connection.

ADDITIONAL INFORMATION

Your attention is drawn to the letter from the Independent Board Committee, the letter from CIMB, the property valuation report and the additional information set out in the appendices to this circular.

By Order of the Board
Glorious Property Holdings Limited
Zhang Zhi Rong
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



恒盛地產
GLORIOUS PROPERTY

Glorious Property Holdings Limited

恒盛地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 845)

30 November 2009

To the Independent Shareholders

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION

We refer to the circular of the Company dated 30 November 2009 (the “Circular”) of which this letter forms part. Unless the context otherwise requires, terms defined in the Circular shall have the same meanings when used herein.

We have been appointed by the Board to form the Independent Board Committee to consider and advise the Independent Shareholder as to whether, in our opinion, the terms of the Acquisition Agreement entered into between Wuxi Wangjiarui and the Vendor, details of which are set out in the letter from the Board contained in the Circular, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Having considered the terms of the Acquisition Agreement and the advice of CIMB in relation thereto as set out on pages 12 to 22 of the Circular, we consider that the terms of the Acquisition Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. We also consider that the Acquisition Agreement was entered into in the ordinary and usual course of business of the Company.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the Acquisition Agreement and the transaction thereunder.

Yours faithfully,
For and on behalf of the
Independent Board Committee

Yim Ping Kuen

Liu Shun Fai

Wo Rui Fang

Han Ping

Independent non-executive Directors

LETTER FROM CIMB

The following is the letter of advice from CIMB, the independent financial adviser to the Independent Board Committee and the Independent Shareholders, which has been prepared for the purpose of inclusion in this circular.



CIMB Securities (HK) Limited

25th Floor, Central Tower
28 Queen's Road Central
Hong Kong

30 November 2009

*To: The Independent Board Committee and the Independent Shareholders of
Glorious Property Holdings Limited*

Dear Sirs/Madams,

DISCLOSEABLE AND CONNECTED TRANSACTION

INTRODUCTION

We refer to our engagement as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Acquisition Agreement and the transaction contemplated thereunder. Details of the Acquisition Agreement and the Acquisition are set out in the letter from the Board (the "**Letter from the Board**") as contained in the circular of the Company to the Shareholders dated 30 November 2009 (the "**Circular**"), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

Pursuant to the Acquisition Agreement, the Vendor has agreed to sell, and Wuxi Wangjiarui has agreed to purchase, the entire equity interest in the Project Company subject to the terms and conditions of the Acquisition Agreement.

Given that Mr. Zhang Zhi Rong, who is an executive Director and the ultimate controlling shareholder of Best Era (the controlling shareholder of the Company), is also an indirect controlling shareholder of the Vendor, the Vendor is a connected person of the Company under the Listing Rules. Accordingly, the Acquisition constitutes a connected transaction for the Company under the Listing Rules and is subject to the reporting, announcement requirements and the Independent Shareholders' approval at the EGM under the Listing Rules.

LETTER FROM CIMB

Best Era and its respective associates, being connected persons of the Company and having material interests in the Acquisition (which are different from those of the Independent Shareholders), will abstain from voting at the EGM for the relevant resolutions.

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Yim Ping Kuen, Mr. Liu Shun Fai, Mr. Wo Rui Fang and Mr. Han Ping, has been formed to advise the Independent Shareholders in relation to the terms and conditions of the Acquisition Agreement.

Our role, as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Acquisition Agreement and the relevant transactions contemplated thereunder, is to (i) provide the Independent Board Committee and the Independent Shareholders an independent opinion and recommendation as to whether the Acquisition Agreement is entered into on normal and commercial terms, in the ordinary and usual course of business and in the interests of the Group and the Shareholders as a whole, and whether the terms thereof are fair and reasonable as far as the Company and the Shareholders are concerned and in the interests of the Group and the Shareholders as a whole; and (ii) advise the Independent Shareholders on how to vote at the EGM.

BASIS OF OUR OPINION

In formulating our recommendation, we consider that we have reviewed sufficient and relevant information and documents and have taken reasonable steps as required under Rule 13.80 of the Listing Rules to reach an informed view, to justify reliance on the information contained in the Circular and to provide a reasonable basis for our recommendation. We have relied on the information and facts contained or referred to in the Circular as well as the representations made or provided by the Directors and the management of the Company. The Directors have declared in a responsibility statement set out in the Appendix II to the Circular that they jointly and severally accept full responsibility for the accuracy of the information contained and representations made in the Circular. We have also assumed that the information and the Directors' representations contained or referred to in the Circular were true and accurate at the time they were made and continue to be so up to the date of the EGM. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Company. We have also been advised by the Directors and believe that no material facts have been omitted from the Circular.

We have not, however, conducted an independent verification of the information nor have we conducted any form of in-depth investigation into the businesses and affairs or the prospects of the Company, Wuxi Wangjiarui, the Vendor or any of their respective subsidiaries or associates.

LETTER FROM CIMB

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in relation to the Acquisition Agreement and the transaction contemplated thereunder, we have considered the following principal factors and reasons:

(I) *Background information of the Group*

The Company was listed on the Stock Exchange in October 2009. As stated in the prospectus of the Company dated 21 September 2009 (the “**Prospectus**”), the Group is principally engaged in the development and sale of high quality properties in key economic cities in the PRC.

Set out below are (i) the audited consolidated financial results of the Group for each of the two financial years ended 31 December 2008, and the four months period ended 30 April 2009, as extracted from the Prospectus:

Consolidated financial results

	Year ended 31 December		Four months ended 30 April	
	2007	2008	2008	2009
	(“FY2007”)	(“FY2008”)	(“4M2008”)	(“4M2009”)
	RMB million	RMB million	RMB million	RMB million
	(audited)	(audited)	(unaudited)	(audited)
Revenue	1,792	3,949	976	934
Gross profit	627	1,656	513	453
Gross profit margin	35%	42%	53%	49%
Profit before taxation	329	2,083	369	1,059
Profit attributable to equity owners	108	1,255	175	774

4M2009 compared to 4M2008

As noted from the Prospectus, revenue for 4M2009 was approximately RMB934 million, representing a decrease of approximately 4% compared to that for the same period in 2008. The decrease is primarily due to decrease in the average selling price per sq.m. of the Group’s property from approximately RMB13,317 per sq.m. for 4M2008 to approximately RMB9,528 per sq.m. for the same period in 2009, which partially offset the increase in gross floor area (“GFA”) sold and delivered from approximately 73,300 sq.m. in 4M2008 to approximately 98,000 sq.m. in the corresponding period in 2009.

The gross profit had decreased by approximately 12% from approximately RMB513 million for 4M2008 to approximately RMB453 million for 4M2009. The gross profit margin decreased from approximately 53% for 4M2008 to approximately 49% for 4M2009. The drop in gross profit margin is principally attributable to decrease in the average selling price per sq.m. of the Group’s property during 4M2009.

LETTER FROM CIMB

The profit before income tax for 4M2009 was approximately RMB1,059 million, representing an increase of approximately 187% compared to approximately RMB369 million for 4M2008. Profit attributable to equity owners of the Group increased from approximately RMB175 million for 4M2008 to approximately RMB774 million for 4M2009, representing an increase of approximately 342%. The significant increase in profit was primarily attributable to recognition of fair value gain on its investment properties in 4M2009.

FY2008 compared to FY2007

We note from the Prospectus that revenue for FY2008 was approximately RMB3,949 million, representing a significant increase of approximately 120% compared to that of FY2007, which is primarily due to an increase in GFA sold and delivered from approximately 278,400 sq.m. in FY2007 to approximately 436,900 sq.m. in FY2008 and an increase in average selling price from RMB6,438 per sq.m. in FY2007 to RMB9,038 per sq.m. in FY2008.

The gross profit had increased approximately 164% from approximately RMB627 million for FY2007 to approximately RMB1,656 million for FY2008. The gross profit margin increased from approximately 35% for FY2007 to approximately 42% for FY2008. The increase in gross profit margin is principally attributable to an increase in sales of up-market residential properties in FY2008, which were sold at a much higher average selling price per sq.m. than that of the properties sold in FY2007.

The profit before income tax for FY2008 was approximately RMB2,083 million, representing an increase of approximately 533% compared to approximately RMB329 million for FY2007. Profit attributable to equity owners of the Group in FY2008 was approximately RMB1,255 million, representing a substantial increase of approximately 1,062% compared with approximately RMB108 million in FY2007. The increase was primarily attributable to the change in sales mix and recognition of fair value gain on its investment properties in FY2008.

(II) Background and reasons for entering into of the Acquisition Agreement

Background

As noted in the Letter from the Board, on 11 November 2009, the Vendor successfully tendered for the Project Site 1 and the Project Site 2 pursuant to a listing-for-sale (摘牌) process for a consideration of RMB1,030,000,000 (approximately HK\$1,169,122,100) and RMB970,000,000 (approximately HK\$1,101,017,900), respectively, amounting to an aggregate consideration of RMB2,000,000,000 (approximately HK\$2,270,140,000). Either the Vendor or the Project Company will formally enter into land use right contract(s) (the “**Land Use Right Contracts**”) with the relevant land bureau for the acquisition of the land use rights of the Project Sites.

On 20 November 2009, Wuxi Wangjiarui, an indirect wholly-owned subsidiary of the Company, entered into the Acquisition Agreement with the Vendor whereby Wuxi Wangjiarui has agreed to acquire from the Vendor the entire equity interest in the Project Company. As advised by the management of the Company, subject to the payment of the Land Premium, it is expected that the Vendor or the Project Company will obtain the land use right certificates for the Project Sites no later than six months from the date of the Acquisition Agreement.

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The Project Company

As stated in the Letter from the Board, the Project Company is one or two companies to be established under the laws of the PRC as wholly-owned subsidiary or subsidiaries of the Vendor. Since the Project Company is yet to be established, neither the book value nor the net profits of the Project Company is available as at the Latest Practicable Date. It is expected that the Project Company will have no material liabilities as at the completion of the Acquisition and the sole assets which would be held by the Project Company as at the completion of the Acquisition are the Project Sites.

The Project Sites

Project Site 1

Project Site 1 is located at 上海市徐家匯街道143街坊，漕溪北路以西，華亭賓館以北(No.143, Xu Jia Hui Road, west of Cao Xi North Road, north of Huating Hotel, Shanghai*) with a gross site area of approximately 26,200 sq.m. and a plot ratio of 2.5. The land use of Project Site 1 is commercial, office and cultural use.

Project Site 2

Project Site 2 is located at 上海市漕河涇街道292街坊，漕溪北路以東、規劃漕東支路以西、軌道交通三號線以北、中山南二路以南 (No. 292 Cao He Jing Road, east of Cao Xi North Road, west of the planned Cao East Road, north of the No. 3 metro line and south of Zhongshan South Second Road, Shanghai*) with a gross site area of approximately 17,600 sq.m. and a plot ratio of 4.23. The land use of Project Site 2 is commercial and office use.

As advised by the management of the Company, it is the current intention of the Company to develop commercial complexes that consists of high quality office buildings, service apartments, hotel, carpark and other ancillary facilities on each of Project Site 1 and Project Site 2. Construction of the commercial complexes will commence in late 2010 and is expected to complete by end of 2013.

Reasons for entering into of the Acquisition Agreement

The Group is principally engaged in the development and sale of high quality properties in key economic cities in the PRC. As noted in the Letter from the Board, the Group has developed or is developing projects in nine key economic cities across the PRC, namely Shanghai, Tianjin, Beijing, Hefei, Shenyang, Harbin, Wuxi, Suzhou and Nantong. The Group's land bank is located in prime locations in such key economic cities of which approximately 20% of the Group's total GFA as at July 2009 was located in Shanghai.

Based on our discussion with the management of the Company, the Consideration payable for the Acquisition equals the Land Premium and the Vendor will not make any gain or incur any loss by transferring the entire equity interest in the Project Company to Wuxi Wangjiarui pursuant to the Acquisition Agreement. Through the Acquisition, the Group will be able to acquire the Project Sites on substantially similar terms (in terms of payment and consideration) to the tender.

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As advised by the management of the Company, the Acquisition serves to increase the Group's land bank and further strengthen the Group's presence in Shanghai. It is expected that Shanghai will benefit from increasing economic and population growth, favorable policies by the central government to develop Shanghai into an international financial centre, as well as enhanced exposure and reputation as a result of its hosting of the World Expo in 2010. In addition, since the development of its first property project in Shanghai in 1996, the Group has accumulated more than 13 years' experience in the development and management of a large number of property projects in Shanghai. The Directors are confident that the development of the Project Sites will likely result in great success for the Group.

We are advised that the Company intends to develop a large-scale commercial project on the Project Sites, comprising high quality office buildings, service apartments, hotel and other ancillary facilities. Driven by strong economic growth, increasing level of foreign investment and the expansion of the service industry in the PRC, the commercial properties sector in the PRC has demonstrated enormous growth potentials. Given the excellent prospects in this sector, coupled with limited land supply in prime locations in the Shanghai central business district, the Company expects that there will be strong demand from international and domestic investors for the high quality commercial properties to be developed on the Project Sites.

As noted in the Prospectus, since its commencement of business in 1996, the Company has been dedicated to developing its property business in key economic cities in China and, in particular, in Shanghai, which the Company believes to have the highest level of demand from international and domestic purchasers of any property market in the PRC. As at July 2009, the Group had seven projects in Shanghai in various stages of development. The Group's projects in Shanghai are strategically located either in well established prime locations such as in the vicinity of the Huangpu River or around the Inner Ring Road and Middle Ring Road, or in areas which the management of the Company believes would have a high growth potential. We also note that it is the Group's strategy to actively explore other potential acquisition opportunities in Shanghai with the aim of further strengthening the Group's leading market position in Shanghai.

We also note in the Prospectus that, as part of the Group's integrated and diversified business model, the Group has entered into the hotel business. The Group is in the process of developing, and plans to develop, several high quality hotels. The Group has also entered into long-term management agreements with internationally renowned hotel management companies for the management and operations of the hotels in Shanghai Bay and No. 1 City Promotion and the Company believes that the management of the hotels by such internationally renowned hotel management companies can enhance the profile and prospects of the Group's hotel properties.

Having considered the above, we concur with the view of the management of the Company that the Acquisition falls within the ordinary and usual course of business of the Group and is in line with the Group's strategy and is in the interests of the Group and the Shareholders as a whole.

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(III) Overview of the property market in Shanghai, the PRC

The Project Sites to be acquired are located in Xu Jia Hui District (徐家匯區), a prime location in the central business district of Shanghai. Shanghai is the leading economic and financial centre of the PRC and is one of the fastest growing financial capitals in the world. We have reviewed information sourced from public domains in respect of the economy development and the property market in Shanghai.

Based on our review, we note that, during the period from 2003 to 2008, the city witnessed strong growth in its gross domestic products and annual disposable income per capita of urban households, which amounted to approximately RMB1,370 billion and RMB26,675, respectively, in 2008, representing a compound annual growth rate (“CAGR”) of approximately 15% and approximately 12%, respectively, as compared to that of 2003. During the same period, total investment in fixed assets of the city increased to approximately RMB483 billion in 2008, representing a CAGR of approximately 15% as compared to that of 2003, among which, total investment in the property development increased to approximately RMB137 billion in 2008, representing a CAGR of approximately 9% as compared to that of 2003.

Over the same period, foreign capital poured into the city and the city’s business activities were stimulated. Statistics shows that in 2008, the city absorbed foreign investment amounting to approximately US\$10.0 billion, representing a CAGR of approximately 16% as compared to that of 2000, and recorded total retail consumption sales of approximately RMB454 billion, representing a CAGR of approximately 14% as compared with that of 2003. With the announcement of the State Council of the PRC on 25 March 2009 that Shanghai will be built into an international financial center and a global shipping hub by 2020, Shanghai will further benefit from the transition plan.

As noted from a market research available in the public domain, for the first half of 2009, Shanghai’s property market maintained steady performance. There was no substantial policy change on the property market in first half of 2009, and government policies remained accommodative to both developers and home buyers. Market liquidity was also abundant in first half of 2009. Amidst improved market outlook, the land sales market turned more active since the second quarter of 2009 as developers started replenishing land banks.

We further note from the market research that in the Grade A office market, leasing activities was pretty active. While most leases were mainly related to renewal, there were some new leasing from domestic financial institutions and fast moving consumer goods companies. Retail rent in downtown central business district held firm in first half of 2009, with some prime shopping centers continuing to achieve full occupancy. There was some recoup in market confidence starting from second quarter in tandem with the surge in the stock market, which reinvigorated some demand in the property market, particularly in the residential segment.

We note that the PRC government has made great efforts to sustain the country’s economic growth amidst the global financial tsunami, including, among other policies, the introduction of a RMB4 trillion stimulus package in late 2008 and the reduction of the benchmark deposit rate for four times and the benchmark lending rate for five times since September 2008. In respect of the PRC property industry, in late 2008, the PRC government introduced preferential policies including, among

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others, tax breaks for certain housing transactions and lowering of mortgage rates for first-time home purchasers and encouraging banks to provide mortgages. The Shanghai municipal government also introduced preferential policies aiming at reviving the local property market. Given that market sentiment improved notably as the central government's economic stimulus measures have helped alleviate the effects of the global economic downturn, we are of the view that the long term prospect of the PRC economy shall remain strong given the macro-measures taken by the PRC government. We further believe that property prices in Shanghai will be more resilient to the global economic downturn relative to other cities in the PRC in view of the limited supply of land, the potential housing demand and the expected growth potential of the property market in Shanghai in view of its enhanced exposure and reputation as a result of its hosting of the World Expo in 2010, and the PRC central government's policies to speed up the process of transforming Shanghai into a major international financial center by 2020.

(IV) Major terms of the Acquisition Agreement

(i) Consideration

As noted in the Letter from the Board, the Consideration of RMB2,000,000,000 (approximately HK\$2,270,140,000) was arrived at after arm's length negotiations between the Vendor and Wuxi Wangjiarui, having regard to the Land Premium for the Project Sites payable to the relevant land bureau. We have reviewed tender confirmations issued by the relevant land bureau and note that the Consideration equals the Land Premium.

Based on notes 3 of the valuation certificates of the valuation report as prepared by Jones Lang LaSalle Sallmanns Limited ("**JLLS**"), an independent property valuer of the Company, as set out in Appendix I to the Circular, we note that the aggregate capital value of the Project Sites as at 15 November 2009, assuming the relevant title certificates have been obtained by the Group and the Group is entitled to freely transfer, lease, mortgage or otherwise dispose of the property, the existing buildings have been demolished, and the Group has no liability in the demolishing and relocating costs, is approximately RMB2,127 million (the "**Capital Value**"). Accordingly, the Consideration represents a discount of approximately 6% to the Capital Value.

We have discussed with JLLS in respect of the valuation method adopted by it in valuing the property interests of the Project Sites. Based on our discussion, we understand that JLLS has adopted the direct comparison approach for valuing property interests of the Project Sites which are intended to be acquired and for future development by the Group in the PRC, by making reference to comparable market transactions in our assessment of the market value of a property interest. As advised by JLLS, this approach rests on the wide acceptance of the market transactions as the best indicator and pre-supposes that evidence of relevant transactions in the market place can be extrapolated to similar properties, subject to allowances for variable factors. JLLS also advised that such direct comparison approach of valuation is one of the most commonly used valuation methods for the valuation of the market value of properties intended to be acquired and for future development. In addition, we were advised by JLLS that they had no reason to doubt the truth and accuracy of the information provided to them by the Group and they considered that they have been provided with sufficient information to arrive at an informed view, and they have no reason to suspect that any

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material information has been withheld. Having considered the above and based on the information as provided by the Company and our discussion with JLLS, nothing material has come to our attention that would lead us to believe that there is an omission of material facts in the valuation report of the Project Sites prepared by JLLS.

Our view

Having considered that (i) the Consideration equals the Land Premium payable to the relevant land bureau; and (ii) the Consideration is at a discount of approximately 6% to the Capital Value, we are of the view that the Consideration is fair and reasonable so far as the Company and the Shareholders are concerned.

(ii) Terms of Payment and Condition Precedents

The Acquisition Agreement stipulates that the Consideration shall be payable by Wuxi Wangjiarui in the following manner:

- (a) subject to the fulfillment of the condition precedent (iii) below and upon payment instruction given by the Vendor, RMB1,800,000,000 (approximately HK\$2,043,126,000) is payable by Wuxi Wangjiarui to the Vendor (the “**First Installment**”); and
- (b) the remainder of the Consideration, being RMB200,000,000 (approximately HK\$227,014,000), is payable by Wuxi Wangjiarui to the Vendor on the Completion Date.

As advised by the management of the Company, the First Installment will be payable to the Vendor in accordance with the payment requirements of the Land Premium as stipulated under the Land Use Right Contracts to be entered into by the Vendor with the relevant land bureau which is expected to be entered into by the parties by the end of December 2009.

Pursuant to the Acquisition Agreement, completion of the Acquisition shall be conditional upon the following:

- (i) the approval by the Project Company of the Acquisition by the shareholders’ resolutions or the board of directors’ resolutions;
- (ii) the approval by the board of directors of Wuxi Wangjiarui of the Acquisition pursuant to the terms and conditions of the Acquisition Agreement and the authorization for the execution and performance of the Acquisition Agreement;
- (iii) the Company having fulfilled the necessary requirements and having obtained the necessary approvals under the Listing Rules with respect to the Acquisition Agreement and the transactions contemplated thereby;
- (iv) the approval by the board of directors of the Vendor of the Acquisition pursuant to the terms and conditions of the Acquisition Agreement and the authorization for the execution and performance of the Acquisition Agreement; and

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- (v) the Project Company having obtained the valid land use right certificates for the Project Sites in accordance with the applicable laws and regulations.

Unless any of the above condition precedents (save for conditions (iii) and (v) above which cannot be waived) has been waived as mutually agreed in writing by the parties to the Acquisition Agreement, if the condition precedents have not been fulfilled within 6 months of the date of the Acquisition Agreement (or such other date as the parties may mutually agree), any party to the Acquisition Agreement shall have the right to terminate the agreement by notice in writing to the other party.

Upon satisfaction of all the condition precedents (unless otherwise waived as mutually agreed by the parties to the Acquisition Agreement), the parties will proceed to complete necessary registrations and filings in respect of the Acquisition. In the event such filings are not completed within 100 days from the date on which all the condition precedents had been satisfied, unless an extension of time is agreed upon by the parties, the Acquisition Agreement shall automatically terminate.

Upon termination of the Acquisition Agreement, the Vendor shall return to Wuxi Wangjiarui the amount of the Consideration previously paid by Wuxi Wangjiarui to the Vendor within 14 business days of such termination.

Our View

Having considered that (i) the Consideration payable for the Acquisition equals the Land Premium and the Vendor will not make any gain or incur any loss by transferring the entire equity interest in the Project Company to Wuxi Wangjiarui pursuant to the Acquisition Agreement; (ii) through the Acquisition, the Group will be able to acquire the Project Sites on substantially similar terms (in terms of payment and consideration) to the tender; (iii) the payment of the First Installment will be in accordance with the payment requirements of the Land Premium as stipulated under the Land Use Right Contracts; (iv) the Vendor is indirectly controlled by Mr. Zhang Zhi Rong, the controlling Shareholder who currently holds approximately 64.5% of the issued share capital of the Company; and (v) pursuant to the Acquisition Agreement, in the event of termination of the Acquisition Agreement, the Vendor shall return to Wuxi Wangjiarui the amount of the Consideration previously paid by Wuxi Wangjiarui to the Vendor within 14 business days of such termination, we are of the view that the payment terms of the Acquisition Agreement are acceptable.

(V) Possible financial effects of the Acquisition

(a) Financial effects to the Group

Upon completion of the Acquisition, the Project Company will be accounted for as a subsidiary of the Company and the results of the Project Company will be consolidated into the results of the Group. As advised by the Company, the Project Company will be established for the sole purpose of holding the Project Sites, and there will be no material effect on the Group's total assets, liabilities or earnings immediately upon completion of the Acquisition.

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(b) *Working capital*

We note in the Letter from the Board that the Consideration will be funded by the Group's internal resources and/or bank financing. Having considered that (i) as noted in the Prospectus, as at 30 April 2009, the Group had current assets of approximately RMB11,523 million, including cash and bank balances of approximately RMB424 million; (ii) as advised by the management, the Group had raised net proceeds of approximately RMB6,962 million (the "IPO Proceeds") from the Company's initial public offering in October 2009, of which approximately 40% of the IPO Proceeds has been reserved for the purpose of acquisition and development of new projects in the PRC; and (iii) the Consideration represents approximately 27% of the aggregate amount of the Group's total cash and bank balances as at 30 April 2009 and the IPO Proceeds, we concur with the view of the management of the Company that the Acquisition shall have no material adverse impact on the working capital position of the Group.

RECOMMENDATION

Having considered the principal factors above, we are of the opinion that (i) the entering into of the Acquisition Agreement is in line with the Group's strategies, fall within the ordinary and usual course of business of the Group, and in the interests of the Group and the Shareholders as a whole; and (ii) the terms of the Acquisition Agreement are on normal commercial terms, fair and reasonable so far as the Company and the Shareholders are concerned and in the interests of the Group and the Shareholders as a whole.

Therefore, we advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the entering into of the Acquisition Agreement and the transaction contemplated thereunder.

Yours faithfully,

For and on behalf of

CIMB Securities (HK) Limited

Alex Lau

Director

Head of Corporate Finance

Heidi Cheng

Director

The following is the text of a letter, summary of values and valuation certificates, prepared for the purpose of incorporation in this circular received from Jones Lang LaSalle Sallmanns Limited, an independent valuer, in connection with its valuation as at 15 November 2009 of the property interests to be acquired by the Group.



Jones Lang LaSalle Sallmanns Limited
17/F Dorset House Taikoo Place
979 King's Road Quarry Bay Hong Kong
tel +852 2169 6000 fax +852 2169 6001
Licence No: C-030171

30 November 2009

The Board of Directors
Glorious Property Holdings Limited
Unit 3702A
37th Floor, Tower 2,
Lippo Centre, No. 89 Queensway,
Hong Kong

Dear Sirs,

Pursuant to a proposed Acquisition Agreement, Wuxi Wangjiarui Co., Ltd. (“Wuxi Wangjiarui”), an indirect wholly-owned subsidiary of Glorious Property Holdings Limited (the “Company”, the Company and Wuxi Wangjiarui hereinafter together referred to as the “Group”), intends to acquire the entire equity interest in one or two companies (the “Project Company”) to be established under the laws of the People’s Republic of China (the “PRC”) as wholly-owned subsidiary or subsidiaries of Jiangsu Rongsheng Shipbuilding Co., Ltd., a connected person of the Company.

In accordance with your instructions to value the properties in which Wuxi Wangjiarui intends to acquire interests in the PRC, we confirm that we have carried out inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the capital values of the property interests as at 15 November 2009 (the “date of valuation”).

Our valuation of the property interests represents the market value which we would define as intended to mean “the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently, and without compulsion”.

We have valued the property interests by direct comparison approach assuming sale of the property interest in its existing state with the benefit of immediate vacant possession and by making reference to comparable sales transactions as available in the relevant market.

For the property interests to be acquired by the Group, the relevant properties have not been assigned to the Group and the titles of the properties have not been vested in the Group as at the date of valuation. Therefore, we have attributed no commercial value to the property interests.

Our valuation has been made on the assumption that the seller sells the property interests in the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the values of the property interests.

No allowance has been made in our report for any charge, mortgage or amount owing on any of the property interest valued nor for any expense or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the properties are free from encumbrances, restrictions and outgoings of an onerous nature, which could affect their values.

In valuing the property interests, we have complied with all requirements contained in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited; the RICS Valuation Standards (6th Edition) published by the Royal Institution of Chartered Surveyors; and the HKIS Valuation Standards on Properties (1st Edition 2005) published by the Hong Kong Institute of Surveyors.

We have relied to a very considerable extent on the information given by the Group and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

We have been shown copies of various title documents including State-owned Construction Land Use Rights Listing for Granting Announcement and Transaction Confirmation Letter relating to the property interests and have made relevant enquiries. Where possible, we have examined the original documents to verify the existing title to the property interests in the PRC and any material encumbrance that might be attached to the property interests. We have relied considerably on the advice given by the Company's PRC legal advisers, Commerce and Finance Law Offices, concerning the validity of the property interests in the PRC.

We have not carried out detailed measurements to verify the correctness of the areas in respect of the properties but have assumed that the areas shown on the title documents and official site plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurement has been taken.

We have inspected the properties. However, we have not carried out investigation to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory. But in the course of our inspection, we did not note any serious defect. We are not, however, able to report whether the properties are free of rot, infestation or any other defects. No tests were carried out on any of the services.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also sought confirmation from the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive an informed view, and we have no reason to suspect that any material information has been withheld.

Unless otherwise stated, all monetary figures stated in this report are in Renminbi (RMB).

Our valuation is summarized below and the valuation certificates are attached.

Yours faithfully,
for and on behalf of
Jones Lang LaSalle Sallmanns Limited
Paul L. Brown
B.Sc. FRICS FHKIS
Director

Note: Paul L. Brown is a Chartered Surveyor who has 26 years' experience in the valuation of properties in the PRC and 29 years of property valuation experience in Hong Kong, the United Kingdom and the Asia-Pacific region.

SUMMARY OF VALUES**Property interests intended to be acquired by the Group in the PRC**

No. Property	Capital value in existing state as at 15 November 2009 RMB
1. A parcel of land located at No. 143 Xu Jia Hui Road, west of Cao Xi North Road, north of Huating Hotel Xuhui District Shanghai The PRC	No commercial value

No. Property	Capital value on clear site status as at 15 November 2009 RMB
2. A parcel of land located at No. 292 Cao He Jing Road, east of Cao Xi North Road, west of the planned Cao East Zhi Road, north of the No. 3 metro line and south of Zhongshan South Second Road Xuhui District Shanghai The PRC	No commercial value

VALUATION CERTIFICATE

Property interests intended to be acquired by the Group in the PRC

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 15 November 2009 RMB
1.	A parcel of land located at No. 143 Xu Jia Hui Road, west of Cao Xi North Road, north of Huating Hotel Xuhui District Shanghai The PRC	The property comprises a parcel of land with a granted site area of approximately 23,614.20 sq.m. The land use rights of the property have been intended to be granted for various terms of 40 years for commercial use and 50 years for office and cultural uses.	The property was vacant as at the date of valuation.	No commercial value

Notes:

1. Pursuant to a State-owned Construction Land Use Rights Listing for Granting Announcement (國有建設用地使用權掛牌出讓須知), the details of which in respect of the property are set out as follows:

Location	: No. 143 Xu Jia Hui Road, west of Cao Xi North Road, north of Huating Hotel (徐家匯街道143街坊，漕溪北路以西，華亭賓館以北)
Site Area	: Granted site area is 23,614.20 sq.m. and other site area is 2,607.60 sq.m.
Usage	: Commercial, office and cultural
Land Use Term	: 40 years for commercial use and 50 years for office and cultural uses
Construction Time Limits	: Commencement of construction before 30 December 2010 and completion before 30 December 2013
Plot ratio	: 2.5
Other conditions	: 1) The parcel of land located at No. 143 Xu Jia Hui Road, west of Cao Xi North Road, north of Huating Hotel and the parcel of land located at No. 292 Cao He Jing Road, east of Cao Xi North Road, west of the planned Cao East Zhi Road, north of the No. 3 metro line and south of Zhongshan South Second Road (refer to property no. 2) shall be granted together. 2) The winning bidder shall be the leader in the shipping and marine equipment manufacturing industry. The land premium should be fully settled within 60 days of signing the Land Grant Contract.

Pursuant to the above document: (a) there are no other material or special conditions affecting the development of the land of the property except for those disclosed above; (b) there are no conditions imposed as to construction of roadways, pathways and other facilities or services for public use; and (c) the winning bidder should enter into the land use rights grant contract and fully pay the land premium to obtain the land use rights certificate for the land of the property.

2. Pursuant to a Transaction Confirmation Letter (成交確認書) — Hu Xu Hui Qu Gui Tu Ju Gua Zi 200907502 (滬徐匯區規土局掛字200907502) dated 11 November 2009, Jiangsu Rongsheng Shipbuilding Co., Ltd. (“Jiangsu Rongsheng”) was the winning bidder of the property in the course of a listing for bidding process conducted by Shanghai Real Estate Trading Center at a total consideration of RMB1,030,000,000.
3. As at the date of valuation, the property has not been assigned to the Group and the title of the property has not been vested in the Group. Therefore we have attributed no commercial value to the property. However, for reference purpose, we are of the opinion that the capital value of the property in its existing state as at the date of valuation would be RMB1,050,000,000, assuming the relevant title certificates have been obtained by the Group and the Group is entitled to freely transfer, lease, mortgage or otherwise dispose of the property.
4. As advised by the Group, the total consideration of RMB1,030,000,000 stated in note 2 has not been fully paid except for an amount of RMB200,000,000 paid as transaction guarantee for bidding for property nos. 1 and 2.
5. We have not been provided with any land use rights grant contract, land use rights certificate and development proposal for the land of the property.
6. We have been provided with a legal opinion regarding the property interest by the Company’s PRC legal advisers which states that Jiangsu Rongsheng and/or the Project Company should not have material legal impediment to obtain the Shanghai real estate title certificate of the property after entering into the state-owned land use rights grant contract and fully paying the land premium.

VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Capital value on clear site status as at 15 November 2009 RMB
2.	A parcel of land located at No. 292 Cao He Jing Road, east of Cao Xi North Road, west of the planned Cao East Zhi Road, north of the No. 3 metro line and south of Zhongshan South Second Road Xuhui District Shanghai The PRC	<p>The property comprises a parcel of land with a granted site area of approximately 17,610.90 sq.m.</p> <p>Various existing buildings were erecting on the land as at the date of valuation. As advised by the Group, they will be demolished.</p> <p>The land use rights of the property have been intended to be granted for various terms of 40 years for commercial use and 50 years for office use.</p>	The property was occupied by various existing buildings as at the date of valuation.	No commercial value

Notes:

1. Pursuant to a State-owned Construction Land Use Rights Listing for Granting Announcement (國有建設用地使用權掛牌出讓須知), the details of which in respect of the property are set out as follows:

Location	:	No. 292 Cao He Jing Road, east of Cao Xi North Road, west of the planned Cao East Zhi Road, north of the No. 3 metro line and south of Zhongshan South Second Road (漕河涇街道292街坊，漕溪北路以東，規劃漕東支路以西，軌道交通三號綫以北，中山南二路以南)
Site Area	:	Granted site area is 17,610.90 sq.m.
Usage	:	Commercial and office, including a high-end star hotel
Land Use Term	:	40 years for commercial use and 50 years for office use
Construction Time Limits	:	Commencement of construction before 30 December 2010 and completion before 30 December 2013
Plot ratio	:	4.23
Other conditions	:	<p>1) The parcel of land located at No. 143 Xu Jia Hui Road, west of Cao Xi North Road, north of Huating Hotel (refer to property no. 1) and the parcel of land located at No. 292 Cao He Jing Road, east of Cao Xi North Road, west of the planned Cao East Zhi Road, north of the No. 3 metro line and south of Zhongshan South Second Road shall be granted together.</p> <p>2) The winning bidder shall be the leader in the shipping and marine equipment manufacturing industry. The land premium should be fully settled within 60 days of signing the Land Grant Contract.</p>

Pursuant to the above document: (a) there are no other material or special conditions affecting the development of the land of the property except for those disclosed above; (b) there are no conditions imposed as to construction of roadways, pathways and other facilities or services for public use; and (c) the winning bidder should enter into the land use rights grant contract and fully pay the land premium to obtain the land use rights certificate for the land of the property.

2. Pursuant to a Transaction Confirmation Letter (成交確認書) — Hu Xu Hui District Gui Tu Ju Gua Zi 200907501 (滬徐匯區規土局掛字200907501) dated 11 November 2009, Jiangsu Rongsheng Shipbuilding Co., Ltd. (“Jiangsu Rongsheng”) was the winning bidder of the property in the course of a listing for bidding process conducted by Shanghai Real Estate Trading Center at a total consideration of RMB970,000,000.
3. As at the date of valuation, the property has not been assigned to the Group and thus the title of the property has not been vested in the Group. Therefore we have attributed no commercial value to the property. However, for reference purpose, we are of the opinion that the capital value of the property on clear site status as at the date of valuation would be RMB1,077,000,000, assuming that (a) all the relevant title certificates have been obtained by the Group; (b) the Group is entitled to freely transfer, lease, mortgage or otherwise dispose of the property; (c) the existing buildings have been demolished; and (d) the Group has no liability in the demolishing and relocating costs.
4. As advised by the Group, the total consideration of RMB970,000,000 stated in note 2 has not been fully paid except for an amount of RMB200,000,000 paid as transaction guarantee for bidding for property nos. 1 and 2. In addition, Shanghai Xu Hui District Bureau of Planning and Land Resources is liable for demolishing and relocating costs for the existing buildings on the land of the property.
5. We have not been provided with any land use rights grant contract, land use rights certificate and development proposal for the land of the property.
6. We have been provided with a legal opinion regarding the property interest by the Company’s PRC legal advisers, which states that Jiangsu Rongsheng and/or the Project Company should not have material legal impediment to obtain the Shanghai real estate title certificate of the property after entering into the state-owned land use rights grant contract and fully paying the land premium.

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, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV to the SFO) which are 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 which he is taken or deemed to have under such provisions of SFO), or are required, pursuant to Section 352 of the SFO, to be recorded in the register required to be kept by the Company, or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules are listed as follows:

(a) Interests in Shares

Name of Director	Long position/ short position	Capacity	Number of Shares	Approximate shareholding percentage in the Company
Mr. Zhang Zhi Rong (Note)	Long position	Interest of a controlled corporation	5,025,180,772	64.50%

Note: Mr. Zhang Zhi Rong owns the entire issued share capital of Best Era and is deemed to be interested in 5,025,180,772 Shares held by Best Era.

(b) Interests in underlying Shares

Name of Director	Nature of Interest	Number of Shares subject to options granted under the Pre-IPO Share Option Scheme	Approximate shareholding percentage in the Company upon the exercise of the options granted under the Pre-IPO Share Option Scheme (Note)
Mr. Zhang Zhi Rong	Beneficial Owner	15,000,000	0.193%
Mr. Ding Xiang Yang	Beneficial Owner	15,000,000	0.193%
Mr. Cheng Li Xiong	Beneficial Owner	15,000,000	0.193%
Mr. Xia Jing Hua	Beneficial Owner	5,000,000	0.064%
Mr. Yan Zhi Rong	Beneficial Owner	5,000,000	0.064%
Mr. Liu Ning	Beneficial Owner	5,000,000	0.064%
Mr. Li Xiao Bin	Beneficial Owner	5,000,000	0.064%

Note: Without taking into account any Shares which may be granted under the Share Option Scheme but assuming that all options granted under the Pre-IPO Share Option Scheme have been exercised at the same time in full.

(c) Interests in an associated corporation of the Company

Name of Director	Name of associated corporation of the Company	Number of shares	Approximate shareholding percentage
Mr. Zhang Zhi Rong	Best Era	50,000	100%
Mr. Zhang Zhi Rong (note)	Shanghai Chuangmeng International Architectural Design Co., Ltd.	—	3%

Note: Ms. Gao Wei Ping holds a 3% equity interest in Shanghai Chuangmeng International Architectural Design Co., Ltd. Since Mr. Zhang Zhi Rong is the husband of Ms. Gao Wei Ping, he is deemed to be interested in the 3% equity interest in Shanghai Chuangmeng International Architectural Design Co., Ltd. held by Ms. Gao Wei Ping.

Save as disclosed above, none of the Directors or the chief executive of the Company has 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 to the SFO) which are 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 which he is taken or deemed to have under such provisions of SFO), or are required, pursuant to Section 352 of the SFO, to be recorded in the register required to be kept by the Company, or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as known to any Director and the chief executive of the Company, the following persons (other than a Director or the chief executive of the Company) had interests or short positions in the Shares or underlying shares of the Company 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 the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

(a) Interests in Shares

Name of shareholder	Long position/ short position	Capacity	Number of Shares	Approximate shareholding percentage in the Company
Best Era (<i>note</i>)	Long position	Beneficial owner	5,025,180,772	64.50%

Note: Best Era is owned as to 100% by Mr. Zhang Zhi Rong.

Save as disclosed above, so far as known to the Directors and the chief executive of the Company, as at the Latest Practicable Date, no person (other than a Director or the chief executive of the Company) had interests or short positions in the Shares or underlying shares of the Company 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 the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

4. INTEREST OF DIRECTORS IN COMPETING BUSINESS

As at the Latest Practicable Date, the Directors are not aware that any of them or any of their associates had interests in any business which competes or was likely to compete, either directly or indirectly, with the business of the Group which would fall to be discloseable under the Listing Rules.

5. DIRECTORS' INTEREST IN ASSET

As at the Latest Practicable Date, none of the Directors had: (i) any direct or indirect interests in any assets which have been since 30 April 2009 (being the date to which the latest published audited accounts of the Group were made up) acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group; and (ii) any subsisting material interest in any contract or arrangement at the Latest Practicable Date which is significant in relation to the business of the Group.

6. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with the Company or any of its subsidiaries which is not terminable within one year without payment of compensation (other than statutory compensation).

7. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading positions of the Group since 30 April 2009, the date to which the latest published audited combined financial statements of the Group were made up.

8. EXPERTS AND CONSENTS

The following are the qualifications of the experts who have given opinion or advice for inclusion in this circular:

Name	Qualification
CIMB	a licensed corporation to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
Jones Lang LaSalle Sallmanns Limited	Independent property valuer

Each of CIMB and Jones Lang LaSalle Sallmanns Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its respective letter or references to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, each of CIMB and Jones Lang LaSalle Sallmanns Limited did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, each of CIMB and Jones Lang LaSalle Sallmanns Limited had no direct or indirect interests in any assets which had been acquired or disposed of by or leased to any member of the Group since 30 April 2009 (the date to which the latest published audited combined financial statements of the Company were made up) or proposed to be acquired, disposed of or leased to.

The letters and recommendations given by CIMB and Jones Lang LaSalle Sallmanns Limited are given as of the date of this circular for incorporation herein.

9. GENERAL

- (a) The Company's registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
- (b) The company secretary of the Company is Mr. Ching Yu Lung. He is a fellow member of The Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants and a member of American Institute of Certified Public Accountants.
- (c) The share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (d) The English texts of this circular and the accompanying proxy form shall prevail over the Chinese texts.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the office of Paul, Hastings, Janofsky & Walker at 22/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong from the date of this circular up to and including the date of the EGM:

- (a) the Acquisition Agreement;
- (b) the letter from the Independent Board Committee, the text of which is set out in page 11 of this circular;
- (c) the letter from CIMB, the text of which is set out in pages 12 to 22 of this circular;
- (d) the valuation report of Jones Lang LaSalle Sallmanns Limited; and
- (e) the letter of consent from CIMB and Jones Lang LaSalle Sallmanns Limited referred to in the above paragraph headed "Experts and Consents" in Appendix II to this circular.

NOTICE OF EGM



恒盛地產
GLORIOUS PROPERTY

Glorious Property Holdings Limited

恒盛地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 845)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Glorious Property Holdings Limited (the “Company”) will be held at Annapurna Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 15 December 2009 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

“THAT

- (i) the equity acquisition agreement dated 20 November 2009 (a copy of which has been produced to the EGM marked “A” and signed by the Chairman of the meeting for identification purpose) entered into between 無錫旺佳瑞有限公司 (Wuxi Wangjiarui Co., Ltd.*) as purchaser and 江蘇熔盛造船有限公司 (Jiangsu Rongsheng Shipbuilding Co. Ltd.*) as vendor for the sale and purchase of the entire equity interest in either one or two companies to be established by the Vendor for holding the project sites located at 上海市徐家匯街道143街坊，漕溪北路以西，華亭賓館以北 (No.143, Xu Jia Hui Road, west of Cao Xi North Road, north of Huating Hotel, Shanghai, PRC*) with a gross site area of approximately 26,221.8 square metres and 上海市漕河涇街道292街坊，漕溪北路以東、規劃漕東支路以西、軌道交通三號線以北、中山南二路以南 (No. 292 Cao He Jing Road, east of Cao Xi North Road, west of the planned Cao East Road, north of the No. 3 metro line and south of Zhongshan South Second Road, Shanghai, PRC*) with a gross site area of approximately 17,610.9 square metres, respectively (the “**Acquisition Agreement**”) and the transactions contemplated under the Acquisition Agreement be and are hereby approved, confirmed and ratified; and

NOTICE OF EGM

- (ii) any one director of the Company be and are hereby authorised to sign, execute, perfect and deliver all such documents and to affix the common seal of the Company on any such document as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Acquisition Agreement and the transactions contemplated thereunder.”

By Order of the Board
Glorious Property Holdings Limited
Ching Yu Lung
Company Secretary

Hong Kong, 30 November 2009

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the office of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
3. Shareholders or their proxies shall present proofs of identities when attending the EGM.
4. Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person at the EGM or any adjourned meeting if he so desires. If a member attends the EGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
5. As at the date of this notice, the executive Directors are Mr. Zhang Zhi Rong, Mr. Ding Xiang Yang, Mr. Cheng Li Xiong, Mr. Xia Jing Hua, Mr. Liu Ning, Mr. Li Xiao Bin and Mr. Yan Zhi Rong; the independent non-executive Directors are Mr. Yim Ping Kuen, Mr. Liu Shun Fai, Mr. Wo Rui Fang and Mr. Han Ping.

* *for identification purpose only*