

PROMISING LAND INTERNATIONAL INC.

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PROMISING LAND INTERNATIONAL INC.

(Incorporated in the British Virgin Islands with limited liability)

an indirect wholly owned subsidiary of

Hutchison Whampoa Limited

(Incorporated in Hong Kong with limited liability)

READING INVESTMENTS LIMITED

(Incorporated in the British Virgin Islands with limited liability)

ICG ASIA LIMITED

(Incorporated in Bermuda with limited liability)

JOINT ANNOUNCEMENT

DESPATCH OF COMPOSITE DOCUMENT RELATING TO THE

VOLUNTARY CONDITIONAL CASH OFFERS BY

SALOMON SMITH BARNEY HONG KONG LIMITED

ON BEHALF OF

PROMISING LAND INTERNATIONAL INC.

and

READING INVESTMENTS LIMITED

TO ACQUIRE ALL THE SHARES IN THE ISSUED SHARE

CAPITAL OF

AND OUTSTANDING WARRANTS OF

ICG ASIA LIMITED

**(other than those already owned by the Offerors or
parties acting in concert with them)**

and

CONNECTED TRANSACTION

DESPATCH OF COMPOSITE DOCUMENT

- * Copies of the Composite Document issued jointly by the Offerors and the Offeree dated 11th July, 2001 in relation to, inter alia, the Offers and the Forms of Acceptance are despatched to the Offeree Shareholders and the Offeree Warrantholders today.
- * The Offers open today. The latest time for acceptance of the Offers is 4:00 p.m. on 1st August, 2001 and the closing date of the Offers is 2nd August, 2001.

CONNECTED TRANSACTION

The Offeree's Chief Executive Officer and Deputy Chairman of the Board, Mr. Joseph J. Kim, will be leaving his office as such on the later of the first closing date of the Offers and the Unconditional Date. The terms and conditions of Mr. Kim's departure have been set out in the Separation Agreement entered into by the Offeree, ICG, ICGI and Mr. Kim.

As an Offeree Director, Mr. Kim is a connected person under the Listing Rules. Accordingly, the entering into of the Separation Agreement will constitute a connected transaction of the Offeree under Rule 14.23(1) of the Listing Rules.

Details of the transaction will be included in the Offeree's next published annual report and accounts in accordance with the Listing Rules.

Unless the context otherwise requires, terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document which sets out the details of the Offers, together with the Forms of Acceptance, are despatched to the Offeree Shareholders (other than the Offerors or parties acting in concert with them) and the Offeree Warranholders (other than PLI) today.

OVERSEAS SHAREHOLDERS OF THE OFFEREE

The Offers are made to all Offeree Shareholders and Offeree Warranholders, including those whose respective registered addresses, as shown on the registers of members or warranholders of the Offeree, are outside Hong Kong.

It is the responsibility of any such Offeree Shareholder or Offeree Warranholder who wishes to accept the Offers to satisfy himself/herself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities or legal requirements and the payment of any transfer or other taxes due in respect of such jurisdiction.

EXPECTED TIMETABLE

Offeree Shareholders and Offeree Warranholders are advised that the Offers will remain open for acceptance until 4:00 p.m. on 1st August, 2001 (unless it is extended or revised in accordance with the terms and conditions of the Offers and the Takeovers Code).

Offeree Shareholders/Offeree Warranholders who wish to accept the Offers must submit their duly completed Form(s) of Acceptance, together with the relevant document(s) of title, to Secretaries Limited at 5/F, Wing On Centre, 111 Connaught Road Central, Hong Kong as soon as possible, but in any event so as to reach Secretaries Limited by no later than 4:00 p.m. on 1st August, 2001.

GENERAL INFORMATION

Offeree Shareholders and Offeree Warranholders are advised to carefully consider the information and advice of Somerley Limited, the independent financial adviser to the Independent Director of the Offeree, as contained in the Composite Document.

CONNECTED TRANSACTION

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The Offeree's Chief Executive Officer and Deputy Chairman of the Board, Mr. Joseph J. Kim, will be leaving his office as such on the later of the first closing date of the Offers and the Unconditional Date. The terms and conditions of Mr. Kim's departure have been set out in the Separation Agreement, the main details of which are set out below.

Separation of Employment Agreement and General Release

- Date:** 9th July, 2001.
- Parties:** Mr. Joseph J. Kim and the Offeree, ICG and ICGI.
- Reason:** To document the terms and conditions governing Mr. Kim's termination of employment and resignation as an Offeree Director and a director of other Offeree Group Companies.
- Main Terms:** Mr. Kim agrees to waive any claims he may have against the Offeree, and its parent, subsidiaries, and affiliated entities, and its and their respective officers, directors, shareholders, employees and agents.
Mr Kim agrees not to compete with ICGI or any of its subsidiaries for a period of 6 months following his departure and to be bound by strict confidentiality provisions.
Mr Kim agrees to assist the Offeree if required after his departure.
- Consideration:** US\$1,239,020, payable by the Offeree on the acquisition of the Offeree Shares held by ICG by PLI and RIL (the "Acquisition"). This sum is inclusive of all severance payments to which Mr. Kim is entitled by law and under the terms of his contract of employment.

The terms of the Separation Agreement are considered by the Board, including the Independent Director, to be on commercial terms that are fair and reasonable insofar as the Offeree Shareholders are concerned.

Conditions

The termination of Mr. Kim's employment and the payments he is due to receive under the Separation Agreement are conditional on the Acquisition.

Connected Transaction

As an Offeree Director, Mr. Kim is a connected person of the Offeree under the Listing Rules. Accordingly, the entering into of the Separation Agreement constitutes a connected transaction of the Offeree under Rule 14.23(1) of the Listing Rules.

The consideration payable to Mr. Kim under the Separation Agreement is made up of six months' salary and benefits payable in lieu of notice, a payment in lieu of any rights he may have to share options and restricted stock options, relocation expenses, and a contractual payment of six months' salary as consideration for the six month restriction on competing against ICGI or

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any of its subsidiaries. These include all severance payments to which Mr. Kim is entitled under the Employment Ordinance and his contract of employment. Accordingly, this payment and the other terms of the Separation Agreement are considered by the Board, including the Independent Director, to reflect normal commercial terms that are fair and reasonable insofar as the shareholders of the Offeree are concerned.

In addition, the total consideration payable by the Offeree to Mr. Kim under the Separation Agreement amounts to US\$1,239,020. As this is less than HK\$10,000,000, no independent shareholders’ approval of the offeree is required under the Listing Rules. The Offeree will therefore include the details of the transaction in the next published audited accounts in accordance with the Listing Rules.

ICG will transfer to Mr. Kim the remainder of the 37,996,566 Offeree Shares not previously transferred to him by ICG under an agreement dated 30th May, 2001 between Mr. Kim and ICG Holdings Inc. (which was acting in its capacity as the sole general partner of ICG). This agreement was entered into in recognition of the work Mr. Kim had undertaken in respect of the development of ICGI’s Asian subsidiaries. The terms of the agreement are set out in a letter dated 15th May, 2001(the “Letter Agreement”) from Mr. Henry N. Nassau, managing director, ICG Holdings, Inc. to Mr. Kim. Under the terms of the Letter Agreement, the Offeree Shares (owned by ICG) which were the subject of the Letter Agreement, were stated to vest on specific dates every month from 1st June, 2001 to 1st May, 2004 (inclusive). The Letter Agreement, also provides for alteration of the vesting schedule, at the absolute discretion of ICG, in respect of any such Offeree Shares which have not vested on a change of control of the Offeree. ICG has determined that the Acquisition will result in a change of control as set out in the Letter Agreement. Consequently ICG exercised its discretion to alter the vesting schedule so that the remaining Offeree Shares would vest on the Acquisition. Mr Kim was formally notified on behalf of ICG on 25th June, 2001 that, provided the Acquisition took place, the vesting schedule would be accelerated to the date of the Acquisition.

DEFINITIONS

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| “Composite Document” | the composite and response document issued jointly by the Offerors and the Offeree dated 11th July, 2001 |
| “Board” | the board of Offeree Directors |
| “Separation Agreement” | a Separation of Employment Agreement and General Release entered into by the Offeree, ICG, ICGI and Mr. Joseph Kim |

By Order of the Board
PROMISING LAND INTERNATIONAL INC.
Dominic Lai

By Order of the Board
READING INVESTMENTS LIMITED
Luk Tei, Lewis

PROMISING LAND INTERNATIONAL INC.

Director

Director

By Order of the Board
ICG ASIA LIMITED
Cindy Chow
Company Secretary

Hong Kong, 11th July, 2001

The directors of Promising Land International Inc. jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information in relation to the connected transaction of the Offeree) and confirm, having made all reasonable enquiries, that to the best of their knowledge, their opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any of their statements in this announcement misleading.

The directors of Reading Investments Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information in relation to the connected transaction of the Offeree) and confirm, having made all reasonable enquiries, that to the best of their knowledge, their opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any of their statements in this announcement misleading.

The directors of ICG Asia Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, their opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any of their statements in this announcement misleading.

Please also refer to the published version of this announcement in the i Mail dated 11/7/2001.