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C C LAND HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

Website: www.ccland.com.hk

(Stock Code: 1224)

DISCLOSEABLE TRANSACTION

FORMATION OF JOINT VENTURE

On 23 October 2007, Cheer Gain and Guojia Property entered into the Agreement pursuant to which the parties agreed to establish the JV Company. The JV Company will be incorporated as a sino-foreign equity joint venture under the laws of the PRC to hold and develop the Lands. Pursuant to the Agreement the initial registered capital of RMB500,000,000 of the JV Company will be contributed as to 80% and 20% by Cheer Gain and Guojia Property respectively. Subject to the development proposal contemplated under the Agreement in respect of Land No. 2 being approved, the parties will contribute additional capital for the JV Company so that each party will contribute in aggregate 50% of the amount required for the acquisition and development of the Lands.

As the aggregate amount which Cheer Gain has agreed to contribute under the Agreement exceeds 5% but is below 25% of the relevant percentage ratio of the Company, the Agreement constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

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

THE AGREEMENT

Date

23 October 2007

Parties

- (i) Cheer Gain, an indirect wholly-owned subsidiary of the Company; and
- (ii) Guojia Property.

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

The JV Company

The parties to the Agreement agree that the JV Company will be established in the PRC and its initial registered capital of RMB500,000,000 (equivalent to approximately HK\$520,000,000) will be provided as to 80% and 20% by Cheer Gain and Guojia Property respectively. The Group intends to fund Cheer Gain's contribution by internal resources. The purposes of establishing the JV Company are to hold and develop the Lands.

Pursuant to the Agreement, the parties thereto agree to finance the amount required for acquisition and development of the Lands by way of further contributions towards the capital (including but not limited to the registered capital) of the JV Company. The board of the JV Company will be equally represented by the parties to the Agreement.

The Lands, Funding Requirements and Distribution of Profit

Land No. 1 is situated at Jinjiang District, Chengdu, the PRC with a site area of 83.5259 mu with a plot ratio of 3 and was acquired at the land premium of RMB735 million (equivalent to approximately HK\$764.4 million) by the parties in the name of the JV Company through bidding at an auction. Land No. 1 will be developed for residential use with gross floor areas of approximately 167,053 sq. m. Cheer Gain and Guojia Property will contribute additional capital required by the JV Company so that each party will contribute in aggregate 50% of the amount required for the acquisition and development of Land No. 1. Further information in relation to Land No. 1 is set out in the Company's announcement dated 28 September 2007.

Land No. 2 lies adjacent to Land No.1 and has a site area of 123.1114 mu with a plot ratio of 3 and was acquired at the land premium of RMB1,132.6 million (equivalent to approximately HK\$1,177.9 million) in the name of the JV Company through bidding at an auction. Land No. 2 will be developed for residential use with gross floor areas of approximately 246,224 sq. m. Subject to the approval by relevant governmental authority to the development proposal contemplated under the Agreement in respect of Land No. 2, the amount required for the acquisition and development of Land No. 2 shall be contributed by Cheer Gain and Guojia Property equally. In the event that the relevant PRC approval cannot be obtained, the amount required for acquisition and development of Land No. 2 shall be contributed by Cheer Gain as to 20% and by Guojia Property as to 80%.

Subject to there being no material changes in the development plan contemplated under the Agreement, the development of the project will be undertaken in stages with each stage being partly financed by presale proceeds. Assuming that the rates of construction costs in the PRC

remain unchanged during the construction period, the total investments (including land premium) for Land No. 1 and Land No. 2 will be approximately RMB850,000,000 (equivalent to approximately HK\$884,000,000) and RMB1,300,000,000 (equivalent to approximately HK\$1,352,000,000) respectively.

The land premium and the bidding service fees of Land No. 1 will be payable in three installments in the following manner: approximately RMB225,000,000 (equivalent to approximately HK\$234,000,000) shall be payable in October 2007, approximately RMB221,000,000 (equivalent to approximately HK\$229,840,000) shall be payable in December 2007 and approximately RMB316,000,000 (equivalent to approximately HK\$328,640,000) shall be payable in January 2008. The land premium and the bidding service fees of Land No. 2 shall be payable in three installments in the following manner: approximately RMB350,000,000 (equivalent to approximately HK\$364,000,000) shall be payable in October 2007, approximately RMB340,000,000 (equivalent to approximately HK\$353,600,000) shall be payable in December 2007 and approximately RMB487,000,000 (equivalent to approximately HK\$506,480,000) shall be payable in April 2008.

Under the Agreement, the parties thereto shall be entitled to the profits arising respectively from the development of Land No. 1 and Land No. 2 to be distributed by the JV Company in the same ratio as the parties' total capital contributions towards the development of Land No. 1 and Land No. 2. The initial contribution in the JV Company was agreed between the parties based on estimates made prior to the bidding of the Lands and reflects the ratio of their initial stake in the bidding, being the bidding deposits borne by Cheer Gain as to 80% and Guojia Property as to 20%. Following the successful bidding of the Lands, the parties reviewed the development proposal and the project cost estimate in light of the actual bidding price for the Lands. The capital contribution and profit sharing ratio of the JV Company of 50:50 was arrived at in the Agreement based on the parties' respective investment planning and business strategies.

According to the Agreement, the maximum capital commitment of Cheer Gain will be its 50% share of the full amount for the land premium of the Lands and 50% share of the working capital for the project. The aggregate sum is expected to be not exceeding RMB1,100 million (equivalent to approximately HK\$1,144,000,000).

The Group's investment in the JV Company will be treated as an investment in joint venture on the basis that the JV Company is a jointly controlled entity. The Company will be entitled to a share of 50% of the results of the JV Company. Such share of the JV Company's results (and reserves) will be included in the Group's consolidated results (and reserves), and the same share of the JV Company's net assets will be reflected in the consolidated balance sheet of the Group.

REASONS FOR AND BENEFITS OF THE TRANSACTION

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

Cheer Gain is an indirect wholly-owned subsidiary of the Company and is an investment holding company.

Guojia Property is principally engaged in property development in Chengdu.

The Group's investment in the JV Company will further expand the Group's investment in the Chengdu market. It is consistent with the business strategy of the Company to expand its quality land bank in Western China.

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

GENERAL

As the aggregate amount which Cheer Gain has agreed to contribute under the Agreement exceeds 5% but is below 25% of the relevant percentage ratio of the Company, the Agreement constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

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

DEFINITIONS

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

“Agreement”	the joint investment development agreement dated 23 October 2007 entered into between Cheer Gain and Guojia Property
“Board”	the board of Directors
“Cheer Gain”	Cheer Gain Development Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company
“Company”	C C Land Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guojia Property”	四川省國嘉地產有限公司(Sichuan Guojia Property Company Limited), a company established in the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“JV Company”	成都國嘉志得置業有限公司(Chengdu Guojia Cheer Gain Property Company Limited), a sino-foreign equity joint venture to be established in the PRC with its initial registered capital of RMB500,000,000
“Lands”	Land No. 1 and Land No. 2
“Land No. 1”	a piece of land situated at Units Nos. 3 and 4, Liang Feng Village, Jinjiang District, Chengdu, the PRC
“Land No. 2”	a piece of land situated at Units Nos. 4 and 9, Liang Feng Village, and Unit No. 6, Da Guan Village, Jinjiang District, Chengdu, the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“sq. m.”	square meters
“%”	per cent.

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

Hong Kong, 24 October 2007

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

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

In this announcement, RMB has been converted to HK\$ at the rate of RMB1 = HK\$1.04 for illustration purpose only. No representation is made that any amounts in RMB or HK\$ have been, could have been or could be converted at the above rate or at any other rates or at all.