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

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

**If you have sold or transferred** all your shares in **WHEELOCK AND COMPANY LIMITED**, you should at once hand this circular to the purchaser(s) or other transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**WHEELOCK AND COMPANY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 20)

**CONNECTED AND DISCLOSEABLE TRANSACTION  
IN RELATION TO  
PROPERTY DEVELOPMENT IN CHONGQING**

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



**FIRST SHANGHAI CAPITAL LIMITED**

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A letter from the Board of the Company is set out on pages 4 to 9 of this circular and a letter from the Independent Board Committee containing its recommendations to the Independent Shareholders is set out on pages 10 and 11 of this circular. A letter from First Shanghai Capital Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 12 to 19 of this circular.

30 November 2007

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## DEFINITIONS

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

|                               |  |
|-------------------------------|--|
| “Board”                       | board of Directors   |
| “China Overseas”              | China Overseas Land & Investment Ltd. (stock code: 688), a company incorporated in Hong Kong with limited liability and whose shares are listed on the Stock Exchange  |
| “China Overseas Group”        | China Overseas together with its subsidiaries  |
| “Company”                     | Wheelock and Company Limited (stock code: 20), a company incorporated in Hong Kong with limited liability and whose shares are listed on the Stock Exchange  |
| “connected person”            | shall have the same meaning ascribed to the Listing Rules  |
| “Directors”                   | the directors of the Company   |
| “Framework Agreement”         | the framework agreement dated 10 September 2007 entered into between Wharf and China Overseas in relation to the bidding of the Land and the proposed formation of a relevant joint venture for the property development of the Land |
| “Group”                       | the Company together with its subsidiaries   |
| “Harbour Centre”              | Harbour Centre Development Limited (stock code: 51), a company incorporated in Hong Kong with limited liability and whose shares are listed on the Stock Exchange. It is a 67%-owned subsidiary of Wharf                             |
| “Harbour Centre Group”        | Harbour Centre together with its subsidiaries  |
| “Hong Kong”                   | the Hong Kong Special Administrative Region of the PRC   |
| “i-CABLE”                     | i-CABLE Communications Limited (stock code: 1097), a company incorporated in Hong Kong and with limited liability and whose shares are listed on the Stock Exchange. It is a 73%-owned subsidiary of Wharf                           |
| “Independent Board Committee” | the independent board committee of the Company comprising all the independent non-executive directors of the Company, namely, Mr. Alexander S. K. Au, Mr. B. M. Chang and Mr. Kenneth W. S. Ting                                     |

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## DEFINITIONS

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|                                 |   |
|---------------------------------|---|
| “Independent Financial Adviser” | First Shanghai Capital Limited, a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Land Acquisition Transaction together with the joint development of the Land |
| “Independent Shareholders”      | has the meaning as ascribed to it under the Listing Rules   |
| “Investment Company”            | Elite Mind International Limited, a company incorporated in Hong Kong with limited liability, a 40%-owned subsidiary of Wharf (with the remaining 60% shareholding interest held by the China Overseas Group), which holds a 100% shareholding interest in the Project Company  |
| “Joint Announcement”            | an announcement dated 9 November 2007 jointly issued by the Company and Wharf in respect of the Land Acquisition Transaction together with the joint development of the Land  |
| “Land”                          | a piece of land in Chongqing, the PRC with a site area of approximately 6.1 million square feet located at 南岸區彈子石組團 C分區C1-C4, C6-C9, C11, G1  |
| “Land Acquisition Transaction”  | the successful bidding for the acquisition of the land use rights of the Land on 9 November 2007  |
| “Latest Practicable Date”       | 27 November 2007, being the latest practicable date prior to the printing of this circular  |
| “Listing Rules”                 | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “PRC”                           | the People’s Republic of China  |
| “Project Company”               | 重慶嘉江房地產開發有限公司, a company incorporated in the PRC with limited liability, for the development of the Land  |
| “SFO”                           | Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong   |
| “Shareholders”                  | the shareholders of the Company   |
| “Share(s)”                      | the ordinary share(s) with par value of HK\$0.50 each in the share capital of the Company   |
| “Stock Exchange”                | The Stock Exchange of Hong Kong Limited   |

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## DEFINITIONS

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|               |   |
|---------------|---|
| “Wharf”       | The Wharf (Holdings) Limited (stock code: 4), a company incorporated in Hong Kong with limited liability and whose shares are listed on the Stock Exchange. It is a 50.00003%-owned subsidiary of the Company |
| “Wharf Group” | Wharf together with its subsidiaries  |
| “WPL”         | Wheelock Properties Limited (stock code: 49), a company incorporated in Hong Kong with limited liability and whose shares are listed on the Stock Exchange. It is a 74%-owned subsidiary of the Company       |
| “HK\$”        | Hong Kong dollar, the lawful currency of Hong Kong  |
| “RMB”         | Renminbi, the lawful currency of the PRC  |

*Unless otherwise specified in this circular, amounts denominated in Renminbi have been converted, for the purpose of illustration only, into Hong Kong dollars at the rate of HK\$1.048 = RMB1.00. This exchange rate is for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be converted at the above rate or any other rates.*

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## LETTER FROM THE BOARD

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### WHEELOCK AND COMPANY LIMITED

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 20)

*Directors:*

Peter K. C. Woo, GBS, JP (*Chairman*)  
Gonzaga W. J. Li (*Senior Deputy Chairman*)  
Stephen T. H. Ng (*Deputy Chairman*)  
Paul Y. C. Tsui (*Executive Director*)  
Alexander S. K. Au, OBE\*  
B. M. Chang\*  
Kenneth W. S. Ting, SBS, JP\*

*Registered Office:*

23rd Floor,  
Wheellock House,  
20 Pedder Street,  
Hong Kong

*(\* Independent Non-executive Directors)*

30 November 2007

*To the Shareholders*

Dear Sir or Madam,

### CONNECTED AND DISCLOSEABLE TRANSACTION IN RELATION TO PROPERTY DEVELOPMENT IN CHONGQING

#### INTRODUCTION

On 9 November 2007, the respective boards of directors of the Company and Wharf jointly announced the successful bidding of the Land by the Wharf Group together with the China Overseas Group through the Project Company at a consideration of RMB7,500 million (equal to about HK\$7,860 million). The Wharf Group and the China Overseas Group will jointly develop the Land, on a 40:60 ownership basis, into a residential, office and retail development.

Under the Listing Rules, the entering into of the Land Acquisition Transaction together with the joint development of the Land constitute a connected and discloseable transaction for the Company.

The Independent Board Committee has been formed to consider the terms of the Land Acquisition Transaction together with the joint development of the Land. The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent

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## LETTER FROM THE BOARD

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Shareholders of the Company as to whether the terms of the Land Acquisition Transaction together with the joint development of the Land are fair and reasonable and whether the Land Acquisition Transaction together with the joint development of the Land is in the interests of the Company and its Shareholders as a whole.

The purpose of this circular is to provide you with (i) the particulars of the Land Acquisition Transaction together with the joint development of the Land; (ii) the letter of recommendation from the Independent Board Committee; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders of the Company; and (iv) other information as required under the Listing Rules.

### DETAILS OF THE TENDER

Bidding Date : 9 November 2007

Parties : Chongqing Municipal Bureau of Land Resources and Housing Management as the vendor  
the Project Company as the purchaser

Purpose : a mix of residential, office and retail development of the Land located at 南岸區彈子石, Chongqing, the PRC with a site area of approximately 6.1 million square feet and a total gross floor area of about 22.6 million square feet in accordance with the conditions of the bidding rules and regulations

### CONSIDERATION AND PAYMENT TERMS

The total consideration amount for acquiring the land use rights of the Land is RMB7,500 million (equal to about HK\$7,860 million), which has been paid/will be payable by cash instalments in manner as follows:-

| <b>Date of payment</b>        | <b>Amount paid/payable</b>  |
|-------------------------------|---|
| 8 November 2007               | RMB509.6 million (equal to about HK\$534.06 million)<br>(being deposit for the bidding) |
| on or before 16 November 2007 | RMB764.39 million (equal to about HK\$801.08 million)                                   |
| on or before 30 November 2007 | RMB1,273.99 million (equal to about HK\$1,335.14 million)                               |
| on or before 30 January 2008  | RMB990.404 million (equal to about HK\$1,037.94 million)                                |
| on or before 30 April 2008    | RMB990.404 million (equal to about HK\$1,037.94 million)                                |
| on or before 30 July 2008     | RMB990.404 million (equal to about HK\$1,037.94 million)                                |
| on or before 30 October 2008  | RMB990.404 million (equal to about HK\$1,037.94 million)                                |
| on or before 30 May 2009      | RMB990.404 million (equal to about HK\$1,037.94 million)                                |

Such consideration amount was the outcome of the public tender held by Chongqing Municipal Bureau of Land Resources and Housing Management on 9 November 2007 which was conducted in strict accordance with the relevant PRC laws and regulations. It was determined on the basis of an

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## LETTER FROM THE BOARD

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accommodation value of about RMB332 per square foot. The Wharf Group and the China Overseas Group will be respectively responsible for the payment of the Land cost on a 40:60 ownership basis. The Wharf Group's share of the consideration will be partly funded from its internal resources and partly funded by bank borrowings by the Wharf Group.

### PROPERTY DEVELOPMENT THROUGH THE PROJECT COMPANY

The Framework Agreement was entered into between the Wharf Group and the China Overseas Group in order to facilitate the bidding on 9 November 2007 for the acquisition of the land use rights of the Land on a 40:60 ownership basis through the Project Company. The Framework Agreement is a legally binding document. Following the successful bidding of the Land on 9 November 2007, a 60% shareholding interest held by the Wharf Group in the Investment Company has been allotted to the China Overseas Group at cost (excluding the Land cost). The Investment Company holds 100% shareholding interest in the Project Company. Both of the Investment Company and the Project Company have no other assets and businesses and were incorporated solely for the purpose of the Land development. The Land will be developed through the Project Company. Under the Framework Agreement, it was also agreed that a joint venture agreement will be entered into between the parties for the purpose of regulating their rights and obligations relating to the Land development project. It was also one of the terms of the Framework Agreement that, prior to obtaining, among other things, the land use right certificate of the Land and in the event that working capital is required for the Land development, such capital requirement will be funded by way of capital contribution or shareholders' loans to be obtained in proportion to the shareholding interest in the Investment Company and the Project Company.

### PRINCIPAL TERMS OF THE FRAMEWORK AGREEMENT

Under the Framework Agreement, while the joint venture agreement will be entered into between the parties, they had agreed in principle the cooperative arrangements in respect of the Investment Company and the Project Company for the Land development which will be reflected in the to-be-agreed joint venture agreement. A summary of the major terms and conditions of such cooperative arrangements is set out below:

- |                          |  |
|--------------------------|--|
| Purpose                  | : To own, develop and sell the Land through the Project Company, to be owned by the Wharf Group and the China Overseas Group on a 40:60 ownership basis  |
| Total registered capital | : As at the date of this circular, the total registered capital of the Investment Company and the Project Company is yet to be determined. However, the Wharf Group and the China Overseas Group will contribute the total registered capital on a 40:60 basis |
| Profit and loss          | : The Wharf Group and the China Overseas Group will share the profit and loss of the Land development in accordance with applicable laws and in proportion to their respective contribution to the registered capital (i.e. on a 40:60 basis)                  |

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## LETTER FROM THE BOARD

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- Board representation : The board of directors of each of the Investment Company and the Project Company will comprise 5 directors of which 2 will be appointed by the Wharf Group and 3 by the China Overseas Group. The chairman of the boards of directors of these two companies will be appointed by the China Overseas Group
- Management : The Wharf Group and the China Overseas Group will be jointly responsible for the finance management and control of the Project Company. The China Overseas Group will be mainly responsible for the development, design, promotion as well as sales and marketing of the Land

### ESTIMATED MAXIMUM FINANCIAL COMMITMENT AND FUNDING ARRANGEMENTS

Based on the Land cost of RMB7,500 million (equal to about HK\$7,860 million) and other project costs, the estimated maximum financial commitment by the Wharf Group, on a 40% pro rata basis, will be around RMB3,520 million (approximately HK\$3,689 million and, based on the above, the estimated maximum financial commitment for both of the Wharf Group and the China Overseas Group for the development of the Land will be around RMB8,800 million (equal to about HK\$9,222 million)). Such estimated maximum financial commitment is calculated based on the funding requirement which was commercially assessed for the completion of the Land development project, plus a moderate buffer. Under the Framework Agreement, the remaining 60% will be borne by the China Overseas Group. The 40% portion to be borne by the Wharf Group will be partly funded by the Wharf Group's internal resources and partly by bank borrowings of the Wharf Group. Other than the Land costs of RMB7,500 million (equal to about HK\$7,860 million), which will be settled in accordance with the agreed schedule as mentioned above, whether and when to make available the funding of the remaining balance of the estimated maximum financial commitment amount will depend on the actual development progress of the project in the future.

### EXPECTED COMMENCEMENT AND COMPLETION DATE OF THE LAND DEVELOPMENT

It is current intention of the Wharf Group and the China Overseas Group that, subject to compliance with all relevant laws and regulations in the PRC and terms of the relevant land grant contract, the tentative commencement date of the Land development will be in around the fourth quarter of 2008. Depending on the actual progress of the Land development going forward, it is currently expected that the project will be completed in around the third quarter of 2016.

### REASONS FOR AND BENEFITS OF THE LAND ACQUISITION TRANSACTION

The Directors believe that the Land development is a viable investment, will broaden the asset and earnings base of, and will be beneficial to the Company and its Shareholders as a whole. The Directors do not see any disadvantage of the transactions relating to the Land development.

The Directors (excluding the independent non-executive Directors of the Company who have opined on the Land Acquisition Transaction together with the joint development of the Land after

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## LETTER FROM THE BOARD

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taking into account the advice received from the Independent Financial Adviser) also consider that the terms of the Land Acquisition Transaction together with the joint development of the Land are in the interests of the Company and its Shareholders, on normal commercial terms, and are fair and reasonable.

The principal reason for partnering with the China Overseas Group for the Land development is due to its expertise of property development in the PRC.

### REGULATORY ASPECTS

China Overseas is a joint venture partner of the Harbour Centre Group for property development of another piece of land in Chongqing central business district, the PRC. Harbour Centre is an indirect non wholly-owned listed subsidiary of Wharf, which in turn is a 50.00003% subsidiary of the Company. Following the successful bidding of the Chongqing central business district land as announced by Harbour Centre on 24 September 2007, China Overseas has become a controlling shareholder with a 45% shareholding interest in a project company for the property development of the Chongqing central business district land. The Harbour Centre Group holds the remaining 55% shareholding interest in such project company, a non wholly-owned subsidiary of the Harbour Centre Group. As such, China Overseas has become a connected person of the Company. The entering into of the Land Acquisition Transaction together with the joint development of the Land constitute a connected transaction for the Company under the Listing Rules.

On the basis that one or more of the applicable percentage ratios in respect of the financial commitment under the Land development is/are greater than 2.5% for the purposes of Rule 14.07 of the Listing Rules, the Land Acquisition Transaction together with the joint development of the Land for the Company is subject to the reporting, announcement and independent shareholders' approval requirements as set out in Rule 14A.45 to Rule 14A.54 under the Listing Rules.

In addition, on the basis that one or more of the applicable percentage ratios in respect of the financial commitment under the Land development is/are greater than 5% while all such ratios are less than 25% for the purposes of Rule 14.07 of the Listing Rules, the Land Acquisition Transaction together with the joint development of the Land also constitute a discloseable transaction for the Company under the Listing Rules.

### INDEPENDENT SHAREHOLDERS' APPROVAL

As required under the Listing Rules, the Land Acquisition Transaction together with the joint development of the Land is subject to the Independent Shareholders' approval of the Company.

On the basis that (i) to the best of the Directors' knowledge, information and belief having made reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for approval of the Land Acquisition Transaction together with the joint development of the Land; and (ii) the Company has obtained a written approval from a closely allied group of Shareholders holding, in aggregate, 1,204,934,330 Shares (representing approximately 59.3% of the issued share capital of the Company) for the entering into of the Land Acquisition Transaction together with the joint development of the Land, pursuant to Rule 14A.43 of the Listing Rules, the

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## LETTER FROM THE BOARD

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Company has made an application to the Stock Exchange applying for, and the Stock Exchange has granted, a waiver that the written approval from the closely allied group of Shareholders in lieu of holding a physical shareholders' meeting is acceptable for approval of the Land Acquisition Transaction together with the joint development of the Land. Such 59.3% shareholding interest represents the deemed shareholding interest of Mr. Peter K.C. Woo, the Chairman of the Company.

### GENERAL

Following the acquisition of the Land, the interest in associates and the net debt of the Company will both be increased by approximately HK\$3,144 million upon full payment of the 40% of the total consideration of the Land. The acquisition has no significant impact on the consolidated earnings attributable to the Shareholders.

The principal business activities of the Group are ownership of properties for development and letting, investment holding, container terminals as well as communications, media and entertainment. The China Overseas Group is principally engaged in property development and investment project management, infrastructure project investments, investment holding, real estate agency and management and treasury operations.

### RECOMMENDATIONS

Your attention is drawn to (i) the letter from the Independent Board Committee set out in this circular which contains the recommendations of the Independent Board Committee to the Independent Shareholders of the Company on the Land Acquisition Transaction together with the joint development of the Land; and (ii) the letter from the Independent Financial Adviser set out in this circular which contains its recommendations to the Independent Board Committee and Independent Shareholders of the Company in relation to the Land Acquisition Transaction together with the joint development of the Land.

The Directors (excluding the independent non-executive Directors whose opinion is included in the letter from the Independent Board Committee set out on pages 10 and 11 of this circular) are of the view that the Land Acquisition Transaction together with the joint development of the Land has been entered into on normal commercial terms, are fair and reasonable and in the interests of the Company and the Shareholders.

### ADDITIONAL INFORMATION

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

Yours faithfully,  
**Peter K.C. Woo**  
*Chairman*

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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### WHEELOCK AND COMPANY LIMITED

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 20)

30 November 2007

*To the Independent Shareholders,*

Dear Sir or Madam,

### CONNECTED AND DISCLOSEABLE TRANSACTION IN RELATION TO PROPERTY DEVELOPMENT IN CHONGQING

#### INTRODUCTION

We refer to the circular dated 30 November 2007 issued by the Company to the Shareholders, of which this letter forms part (the “**Circular**”). Terms used in this letter shall have the same meanings defined elsewhere in the Circular unless the context requires otherwise.

In compliance with the Listing Rules, we have been appointed to advise the Independent Shareholders of the Company in relation to the entering into of the Land Acquisition Transaction together with the joint development of the Land which constitute a connected and discloseable transaction for the Company under the Listing Rules. In this connection, First Shanghai Capital Limited has been appointed as an Independent Financial Adviser on whether the terms in relation to the Land Acquisition Transaction together with the joint development of the Land are on normal commercial terms, fair and reasonable so far as the Independent Shareholders of the Company are concerned, and whether the Land Acquisition Transaction together with the joint development of the Land are in the interests of the Company and the Shareholders as a whole. Details of, and the reasons for, the entering into of the Land Acquisition Transaction together with the joint development of the Land are contained in the Letter from the Board set out on pages 4 to 9 of the Circular.

We acknowledge that the Company has submitted an application to the Stock Exchange for, and the Stock Exchange has granted, a waiver from the requirement to hold a physical general meeting under Rule 14A.43 of the Listing Rules to approve the Land Acquisition Transaction on the bases that (i) to the best of the Directors’ knowledge, information and belief having made reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Land Acquisition Transaction together with the joint development of the Land;

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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(ii) the Company has obtained a written approval from a closely allied group of Shareholders holding, in aggregate, 1,204,934,330 Shares (representing approximately 59.3% of the issued share capital of the Company) for the entering into of the Land Acquisition Transaction together with the joint development of the Land.

### RECOMMENDATIONS

Having considered the terms of the Land Acquisition Transaction together with the joint development of the Land, and the advice and recommendation of the Independent Financial Adviser, in our opinion, the terms of the Land Acquisition Transaction together with the joint development of the Land are on normal commercial terms and fair and reasonable so far as the Independent Shareholders of the Company are concerned, and the entering into of the Land Acquisition Transaction together with the joint development of the Land are in the interests of the Company and the Shareholders as a whole.

Yours faithfully,  
Independent Board Committee

**Alexander S. K. Au**  
*Independent Non-executive  
Director*

**B. M. Chang**  
*Independent Non-executive  
Director*

**Kenneth W. S. Ting**  
*Independent Non-executive  
Director*

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*The following is the text of a letter received from First Shanghai Capital Limited setting out its advice to the Independent Board Committee and the Independent Shareholders in respect of the Land Acquisition Transaction together with the joint development of the Land for inclusion in this circular.*



### FIRST SHANGHAI CAPITAL LIMITED

19th Floor, Wing On House  
71 Des Voeux Road Central  
Hong Kong

30 November 2007

*To the Independent Board Committee and the Independent Shareholders*

Dear Sirs or Madams,

## CONNECTED AND DISCLOSEABLE TRANSACTION IN RELATION TO PROPERTY DEVELOPMENT IN CHONGQING

### INTRODUCTION

We refer to our engagement to advise the Independent Board Committee and the Independent Shareholders on the terms of the Land Acquisition Transaction and the joint development of the Land, details of which are set out in the circular of the Company dated 30 November 2007 (the “**Circular**”) to the Shareholders, of which this letter forms a part. Unless the context otherwise requires, terms used in this letter shall have the same meanings as those defined in the Circular.

As disclosed in the Joint Announcement, the Wharf Group together with the China Overseas Group succeeded in bidding the Land through the Project Company at a consideration of RMB7,500 million (equal to about HK\$7,860 million). The Wharf Group and the China Overseas Group will jointly develop the Land, on a 40:60 ownership basis, into a residential, office and retail development.

China Overseas is a joint venture partner of the Harbour Centre Group (an indirect non wholly-owned listed subsidiary of the Company) for a property development in Chongqing, the PRC. Accordingly, China Overseas is a connected person of the Company (as defined in the Listing Rules) and therefore, the Land Acquisition Transaction together with the joint development of the Land constitutes a connected transaction for the Company under the Listing Rules and is subject to the reporting, announcement and independent shareholders’ approval requirements as set out in Rule 14A.45 to Rule 14A.54 of the Listing Rules.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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As one or more of the applicable percentage ratios in respect of the financial commitment under the Land development is/are greater than 5% while all such ratios are less than 25% for the purposes of Rule 14.07 of the Listing Rules, the Land Acquisition Transaction together with the joint development of the Land also constitute a discloseable transaction for the Company under the Listing Rules.

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 14A.43 of the Listing Rules for accepting a written approval from a closely allied group of Shareholders in lieu of holding a physical general meeting on the basis that (1) the closely allied group of Shareholders holds more than 50% of the issued share capital of the Company; and (2) no Shareholder of the Company would be required to abstain from voting at the general meeting, if one was to be held, to approve the Land Acquisition Transaction together with the joint development of the Land.

The Independent Board Committee, comprising the independent non-executive Directors, namely, Mr. Alexander S. K. Au, Mr. B. M. Chang and Mr. Kenneth W. S. Ting, has been established to advise the Independent Shareholders on the terms of the Land Acquisition Transaction together with the joint development of the Land and the transactions contemplated thereunder. We, First Shanghai Capital Limited, have been appointed as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in this regard.

In putting forth our opinion and recommendations, we have relied on the accuracy of the information and representations included in the Circular and provided to us by the Directors and the Company, and have assumed that all such information and representations made or referred to in the Circular and provided to us by the Directors and the Company were true at the time they were made and continued to be true as at the date hereof. We have also assumed that all statements of belief, opinion and intention made by the Directors in the Circular were reasonably made after due enquiry. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and have been advised by the Directors that no material facts have been withheld or omitted from the information provided and referred to in the Circular. We consider that we have reviewed sufficient information to reach an informed view and to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our advice. We have sought confirmation from the Directors that no material facts or information have been omitted from the information supplied and/or opinions expressed. We have not, however, conducted any independent verification of the information included in the Circular and provided to us by the Directors nor have we conducted any form of investigation into the business, affairs or future prospects of the Group.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendations as to the fairness and reasonableness of the terms of the Land Acquisition Transaction together with the joint development of the Land, we have taken into account the following principal factors and reasons:

#### 1. **Background of and reasons for the Land Acquisition Transaction and the joint development of the Land**

The Group is principally engaged in ownership of properties for development and letting, investment holding, container terminals as well as communications, media and entertainment.

According to the annual report of the Company for the year ended 31 March 2007 (the “Annual Report 2007”), total turnover from continuing operations of the Group (excluding the Wharf Group) was approximately HK\$2,771 million. As at 31 March 2007, Wharf had not become a subsidiary of the Company, the results of the Wharf Group were equity accounted for under share of associates’ profit in the consolidated profit and loss account of the Group. Revenue of the Group (excluding the Wharf Group) from the property development segment amounted to approximately HK\$1,942 million, representing approximately 70.1% of the total revenue from continuing operations of the Group (excluding the Wharf Group), whereas the property investment segment amounted to approximately HK\$458 million, representing approximately 16.5% of the total revenue from continuing operations of the Group (excluding the Wharf Group). Revenue from the investment and others segment amounted to approximately HK\$371 million, representing approximately 13.4% of the total revenue from continuing operations of the Group (excluding the Wharf Group).

According to the annual report of Wharf for the year ended 31 December 2006 (the “Wharf Annual Report 2006”), turnover of the Wharf Group from the property investment segment amounted to approximately HK\$5,677 million, representing approximately 42.5% of the Wharf Group’s total revenue and a growth of about 11.9% as compared to the same in the 2005. Meanwhile, the revenue generated from the property development segment of the Wharf Group increased by approximately HK\$240 million to HK\$293 million in 2006. Wharf has become a 50.00003%-owned subsidiary of the Company since 20 August 2007.

The Group has also been increasing its investments in the PRC with further land acquisitions. As stated in the Annual Report 2007, in December 2006 and January 2007, the Wharf Group acquired three prime lots in the cities of Suzhou, Wuxi and Chengdu. With these additions, the land bank of the Group including existing investment properties in the PRC reaches over 50 million square feet, covering eight cities: Beijing, Shanghai, Chongqing, Wuhan, Dalian, Chengdu, Suzhou and Wuxi. As announced by Wharf on 27 July 2007 and 31 August 2007, jointly announced by the Company and Wharf on 6 September 2007 and 20 September 2007, and announced by the Company on 11 October 2007 and 12 October 2007, the Company and the Wharf Group have also successfully acquired parcels of land in Hangzhou, Chengdu, Suzhou and Foshan, to further increase the land bank of the Group. Looking forward, the Group will strive for further growth on the back of numerous investment opportunities in Hong Kong and the PRC.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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In order to acquire the land use rights of and develop the Land with the China Overseas Group jointly on a 40:60 basis, the Wharf Group and the China Overseas Group entered into the Framework Agreement on 10 September 2007 to facilitate the bidding of the Land which is the necessary first step for the acquisition and the joint development of the Land.

China Overseas Group is a company whose shares are currently listed on the Stock Exchange and is principally engaged in property development and investment, project management, infrastructure project investments, investment holding, real estate agency and management and treasury operations. Given China Overseas Group's expertise of property development in the PRC, the Directors are of the view that it is beneficial to jointly develop the Land with the China Overseas Group.

Based on the above, we are also of the view that the Land Acquisition Transaction and the development of the Land on a joint basis with the China Overseas Group are in line with the Group's current business strategy and will broaden the asset and earnings base of the Group.

### **2. Details of the Land Acquisition Transaction and the joint development of the Land**

#### ***Land Acquisition Transaction***

##### *(i) Information on the Land*

As stated in the Joint Announcement, the Wharf Group and the China Overseas Group have successfully bid the Land through the Project Company at the consideration of RMB7,500 million (equal to about HK\$7,860 million) through the public tender held by Chongqing Municipal Bureau of Land Resources and Housing Management on 9 November 2007 which was conducted in strict accordance with the relevant PRC laws and regulations. The Land to be developed through Project Company is located at 南岸區彈子石, Chongqing, the PRC with a site area of approximately 6.1 million square feet and a total gross floor area of about 22.6 million square feet. It is expected that the Land will be developed into a mix of residential, office and retail development.

##### *(ii) Consideration of the Land*

The total consideration for acquiring the land use rights of the Land is RMB7,500 million (equal to about HK\$7,860 million) which was the outcome of the public tender held by Chongqing Municipal Bureau of Land Resources and Housing Management on 9 November 2007 which was conducted in strict accordance with the relevant PRC laws and regulations and represents an accommodation value of about RMB332 per square foot.

##### *(iii) Funding of the consideration for the Land*

Details of the payment terms for the consideration for the Land have been set out in the "Letter from the Board". We understand from the management of the Group that, as at the Latest Practicable Date, a deposit amounted to RMB509.6 million (equal to about HK\$534.1 million) and the first progressive payment of about RMB764.4 million (equal to about HK\$801.1 million) have been paid by the Wharf Group and the China Overseas Group in proportion to their respective interests in the

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Investment Company. Pursuant to the terms of the Framework Agreement, the remaining balance of the consideration of the Land will be contributed by each of the Wharf Group and the China Overseas Group on a 40:60 basis. The Wharf Group's share of the consideration for the Land will be partly funded from its internal resources and partly funded by bank borrowings by the Wharf Group.

Having considered that the consideration for the Land is the outcome of a public tender held by the government authorities in compliance with the relevant PRC laws and regulations and has been paid /will be payable by the Wharf Group and the China Overseas Group in proportion to their respective interests in the Investment Company, we consider the terms of the Land Acquisition Transaction are fair and reasonable.

### *Joint development of the Land*

#### *(i) Structure of the joint development*

Pursuant to the Framework Agreement, following the successful bidding of the Land, a 60% shareholding interest in the Investment Company, which holds 100% shareholding interest in the Project Company which was incorporated solely for the purpose of the Land development, has been allotted to the China Overseas Group at cost (excluding the Land cost). It was agreed that a joint venture agreement will be entered into between the parties for the purpose of regulating their rights and obligations relating to the Land development project. We understand from the management of the Group that the joint venture agreement is yet to be entered into between the Wharf Group and the China Overseas Group as at the Latest Practicable Date.

#### *(ii) Financial commitment and funding arrangement of the joint development*

##### Registered capital

As stated in the "Letter from the Board", the total registered capital of the Investment Company and the Project Company is yet to be determined. However, the Wharf Group and the China Overseas Group will contribute the total registered capital on a 40:60 basis.

##### Financial commitment

As stated in the "Letter from the Board", based on the Land cost of RMB7,500 million (equal to about HK\$7,860 million) and other project costs, the estimated maximum financial commitment for both of the Wharf Group and the China Overseas Group for the development of the Land will be around RMB8,800 million (equal to about HK\$9,222 million) of which the proportion to be contributed by the Wharf Group, on a 40% pro rata basis, will be around RMB3,520 million (approximately HK\$3,689 million). We understand that the above estimated maximum financial commitment is calculated based on the funding requirement which was commercially assessed for the completion of the Land development project, plus a moderate buffer.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### Funding arrangement

We understand that the 40% portion of the estimated maximum financial commitment to be borne by the Wharf Group is expected to be partly funded by the Wharf Group's internal resources and partly by bank borrowings of the Wharf Group. Pursuant to the terms of the Framework Agreement, prior to obtaining, among others, the land use right certificate of the Land and in the event that working capital is required for the Land development, such capital requirement will be funded by way of capital contribution or shareholders' loans to be obtained from the Wharf Group and the China Overseas Group in proportion to their respective shareholding interests in the Investment Company. In addition, other than the Land costs which have to be settled in accordance with the agreed schedule as mentioned in the "Letter from the Board", the timing and decision to make available funding for the remaining balance of the estimated maximum financial commitment amount will depend on the actual development progress of the project in the future.

### (iii) *Profit/liabilities sharing*

Under the terms of the Framework Agreement, the net profit and loss after tax, and after deduction of working capital requirement of the Project Company will be distributed to the Investment Company, which in turn will distribute to the Wharf Group and the China Overseas Group in accordance with applicable laws and in proportion to their respective contribution to the registered capital, which is on 40:60 basis.

### (iv) *Management of the Project Company*

Pursuant to the terms of the Framework Agreement, the board of directors of each of the Investment Company and the Project Company will comprise five members, of which two will be appointed by the Wharf Group and three will be appointed by the China Overseas Group; the chairman of the board of directors of the Project Company will be appointed by the China Overseas Group. In addition, the finance management and control will be jointly responsible by the Wharf Group and the China Overseas Group; while the China Overseas Group will be mainly responsible for development, design, promotions, sales and marketing of the Land.

The board composition of the Investment Company and Project Company is pro-rata to the respective capital contributions to the Investment Company. In addition, the Framework Agreement also imposed restrictions on certain corporate actions of the Project Company, which can only be carried out with joint approval by the Wharf Group, the China Overseas Group and the board of directors of the Project Company. These major decisions include, but not limited to (i) change in registered capital; (ii) changes in business operation or other mergers and acquisitions; (iii) design, product, marketing strategies; (iv) business plan and annual budget; (v) acquisition or disposal of assets; and (vi) bank loan and banking facilities.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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(v) *Status of the joint development*

As mentioned in the “Letter from the Board”, subject to compliance with all relevant laws and regulations in the PRC and terms of the relevant land grant contract, it is expected that the Land development will commence in around the forth quarter of 2008. Depending on the actual progress of the Land development going forward, it is expected that the project will be completed in around the third quarter of 2016.

Having considered that the financial commitment, profit sharing and board composition of the Investment Company and the Project Company are in proportion to the Wharf Group and the China Overseas Group’s respective equity interests in the Investment Company on a 40:60 basis, we consider the terms of the joint development of the Land are fair and reasonable.

### **3. Financial effects of the Land Acquisition Transaction and the joint development of the Land**

#### *Financial position*

Given the Group has allotted the 60% equity interest in the Investment Company to the China Overseas Group, the Group is expected to equity account for the results and financial position of the Investment Company, which holds 100% shareholding interest in the Project Company.

Based on the unaudited pro forma financial information (the “Unaudited Pro Forma Financial Information of the Group”) as set out in appendix III to the circular of the Company dated 22 June 2007 in relation to the additional acquisition (the “Acquisition”) of shares of Wharf by the Company which resulting in Wharf become a subsidiary of the Company, assuming the Acquisition had been completed in the last financial year, the Group would have total assets of approximately HK\$149,078 million comprising cash reserves of approximately HK\$10,235 million, external borrowings of approximately HK\$25,853 million and net assets of approximately HK\$99,072 million. According to the Unaudited Pro Forma Financial Information of the Group, assuming the Acquisition had been completed at the beginning of the last financial year, the Group would generate net operating cash flow of approximately HK\$5,877 million.

As stated in the “Letter from the Board” in the Circular, upon full payment of the 40% of the total consideration of the Land, the Group’s interest in associates and net debt will increase by approximately HK\$3,144 million. In addition, 40% portion of the estimated maximum financial commitment (including the Land cost) for the joint development of the Land in aggregate of approximately HK\$3,689 million to be borne by the Wharf Group will be partly funded by the Wharf Group’s internal resources and partly by bank borrowings of the Wharf Group. Given the cash position and cash flow of the Group, the Land Acquisition Transaction and the joint development of the Land are not expected to have a significant adverse effect on the Group’s financial position.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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In the event that the any of the investment cost was financed by the Investment Company by external borrowings, such borrowings will be recorded in the financial statements of the Investment Company. Since the Group will equity account for the results and financial position of the Investment Company, such borrowings will not be consolidated in the financial statements of the Group. If any corporate guarantees is required to be provided by the Group, the same will be disclosed in the future financial statements of the Group as contingent liabilities.

As the Wharf Group and the China Overseas Group shall contribute the registered capital of the Project Company and finance the joint development of the Land on a 40:60 basis, the investment by the Wharf Group in the Investment Company is not expected to have any significant immediate effect on the financial position of the Group.

### *Earnings*

As mentioned in the paragraph headed “Status of the joint development” above, it is expected that the development of the Land will be completed in around the third quarter of 2016. Accordingly, it is not expected that significant contributions will be recorded from the Investment Company and the Project Company for the Group in the near future. However, after completion of the development of the Land, we concur with the view of the Directors that the Project Company will further contribute to the earnings of the Group in the long run.

### RECOMMENDATION

Having considered the above principal factors and reasons, we are of the opinion that the terms of the Land Acquisition Transaction and the joint development of the Land are fair and reasonable and are in the interest of the Company and its Shareholders as a whole. If a general meeting of the Shareholders is to be held for the purpose of considering and, if thought fit, approving the Land Acquisition Transaction and the joint development of the Land, we would recommend the Independent Shareholders to vote in favour of the ordinary resolution(s) in respect of approving the Land Acquisition Transaction together with the joint development of the Land and the transactions contemplated thereunder.

Yours faithfully,

For and on behalf of

**First Shanghai Capital Limited**

**Helen Zee**  
*Managing Director*

**Fanny Lee**  
*Director*

**RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

**DIRECTORS' INTERESTS IN SHARES**

As at the Latest Practicable Date, the interests (all being long positions) of the Directors and chief executive (if any) of the Company in the shares, underlying shares (if any) and debentures (if any) of the Company or any of its associated corporation(s) (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange were as follows:

|                    | <b>Nature of interest</b>   | <b>Number of ordinary shares</b> | <b>Percentage of holdings</b> |
|--------------------|---|----------------------------------|-------------------------------|
| <b>The Company</b> |   |                                  |                               |
| Peter K. C. Woo    | Personal Interest in 8,847,510 Shares;<br>Corporate Interest in 200,865,142 Shares;<br>and Other Interest in 995,221,678 Shares | 1,204,934,330                    | 59.3023%                      |
| Gonzaga W. J. Li   | Personal Interest   | 1,486,491                        | 0.0732%                       |
| Stephen T. H. Ng   | Personal Interest   | 300,000                          | 0.0148%                       |
| B. M. Chang        | Corporate Interest  | 8,629,575                        | 0.4247%                       |
| <b>i-CABLE</b>     |   |                                  |                               |
| Gonzaga W. J. Li   | Personal Interest   | 68,654                           | 0.0034%                       |
| Stephen T. H. Ng   | Personal Interest   | 1,065,005                        | 0.0528%                       |
| <b>Wharf</b>       |   |                                  |                               |
| Gonzaga W. J. Li   | Personal Interest   | 686,549                          | 0.0280%                       |
| Stephen T. H. Ng   | Personal Interest   | 650,057                          | 0.0266%                       |
| <b>WPL</b>         |   |                                  |                               |
| Gonzaga W. J. Li   | Personal Interest   | 2,900                            | 0.0001%                       |

*Notes:*

1. The 995,221,678 Shares stated above as “Other Interest” against the name of Mr. Peter K. C. Woo represented an interest comprised in certain trust properties in which Mr. Woo was taken, under certain provisions in Part XV of the SFO which are applicable to a director or chief executive of a listed company, to be interested.
2. The shareholdings classified as “Corporate Interest” in which the Directors concerned were taken to be interested as stated above were interests of corporations at respective general meetings of which the relevant Directors were respectively either entitled to exercise (or taken under Part XV of the SFO to be able to exercise) or control the exercise of one-third or more of the voting power in general meetings of such corporations.
3. The shareholding interests stated above as “Personal Interest” and “Corporate Interest” against the name of Mr. Peter K. C. Woo totalling 209,712,652 Shares represented the same block of Shares as that of the shareholding interest of Mrs. Bessie P. Y. Woo stated below in the section headed “Substantial Shareholders’ Interests”.
4. The 995,221,678 Shares as referred to under Note 1 above are entirely duplicated or included in the shareholding interest of HSBC Trustee (Guernsey) Limited stated below under the section headed “Substantial Shareholders’ Interests.”

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive (if any) of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporation(s) (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and Stock Exchange.

**SUBSTANTIAL SHAREHOLDERS’ INTERESTS**

Given below are the names of all parties, other than person(s) who is/are Director(s), who/which were, directly or indirectly, interested in 5% or more of the nominal value of any class of shares capital of the Company, the respective relevant numbers of the Shares in which they were, and/or were deemed to be, interested (all being long positions) as at the Latest Practicable Date as recorded in the register kept by the Company under section 336 of the SFO and the percentages which the Shares represented to the issued share capital of the Company:

| <b>Name</b>                           | <b>Number of Shares</b> | <b>Percentage of holdings</b> |
|---------------------------------------|-------------------------|-------------------------------|
| (i) Third Avenue Management LLC       | 123,151,000             | 6.06%                         |
| (ii) Bessie P. Y. Woo                 | 209,712,652             | 10.32%                        |
| (iii) HSBC Trustee (Guernsey) Limited | 1,095,300,362           | 53.91%                        |

*Note:* Duplication occurred in respect of the shareholding interests under (ii) and (iii) above, as set out above in Notes 3 and 4 under the section headed “Directors’ Interests in Shares”.

Save as disclosed in this circular, as at the Latest Practicable Date and so far as is known to the Directors or chief executive (if any) of the Company, no other person had, or was deemed or taken to have, any interests or short positions in shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

#### **MATERIAL ADVERSE CHANGES**

As at the Latest Practicable Date, the Directors are not aware of any material adverse changes in the financial or trading position of the Company since 31 March 2007, being the date to which the latest published audited financial statements of the Groups were made up.

#### **DIRECTORS' INTERESTS IN COMPETING BUSINESS**

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or any of their respective associates has a controlling interest in a business which causes or may cause any significant direct or indirect competition with the business of the Group or any significant conflicts with the interests of the Group.

#### **MATERIAL CONTRACTS**

None of the Directors is materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group subsisting at the date of this circular and which is significant in relation to the business of the Group.

#### **DIRECTORS' INTERESTS IN ASSETS**

As at the Latest Practicable Date, no Director has any interest, direct or indirect, in any assets which have been acquired, or disposed of by, or leased to any member of the Group, or was proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 March 2007, being the date to which the latest published audited financial statements of the Group were made up.

#### **DIRECTORS' SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors has any existing or proposed service contracts with the Company or any member of the Group which will not expire or is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

#### **LITIGATIONS**

As far as the Directors are aware, neither the Company nor any of its subsidiaries is engaged in any litigation or arbitration or claim of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries as at the Latest Practicable Date.

**PROCEDURE FOR DEMANDING A POLL**

Pursuant to the articles of association of the Company, subject to the Companies Ordinance, a poll may be demanded in relation to any resolution put to the vote at any general meeting of Shareholders before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll:

- (a) by the chairman of the meeting; or
- (b) by at least five Shareholders present in person or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all of the Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

**QUALIFICATION AND CONSENT OF EXPERT**

First Shanghai Capital Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which they appear respectively.

The following is the qualification of the expert who has given advice contained in this circular:

| <b>Name</b>                    | <b>Qualification</b>  |
|--------------------------------|---|
| First Shanghai Capital Limited | A licensed corporation to carry out type 6 (advising on corporate finance) regulated activities under the SFO |

**EXPERT'S INTERESTS**

As at the Latest Practicable Date, the Independent Financial Adviser:

- (a) had no direct or indirect interest in any asset which had since 31 March 2007, being the date to which the latest published audited financial statements of the Group were made up, been acquired or disposed of by, or leased to, any member of the Group, or was proposed to be acquired or disposed of by, or leased to, any member of the Group; and
- (b) was not beneficially interested in the share capital of any member of the Group nor did they have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

**MISCELLANEOUS**

- (a) The company secretary of the Company is Mr. Wilson W. S. Chan, who is a fellow member of The Institute of Chartered Secretaries and Administrators.
- (b) The qualified accountant of the Company appointed pursuant to Rule 3.24 of the Listing Rules is Mr. C. W. Tam, who is a fellow member of The Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.
- (c) The transfer office of the Company is that of the Company's share registrars, namely, Tricor Tengis Limited, and is situated at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (d) In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

**DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) up to and including 14 December 2007:-

- (a) the "Letter from the Board", the text of which is set out on pages 4 to 9 of this circular;
- (b) the "Letter from the Independent Board Committee" as set out in this circular;
- (c) the "Letter from the Independent Financial Adviser" as set out in this circular;
- (d) the written consent referred to in the paragraph headed "Qualification and Consent of Expert" in this Appendix;
- (e) the memorandum and articles of association of the Company;
- (f) the Framework Agreement; and
- (g) this circular.