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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your shares in **Hon Kwok Land Investment Company, Limited**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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

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**漢國置業有限公司**

**Hon Kwok Land Investment Company, Limited**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code 160)**

**CONNECTED AND DISCLOSEABLE TRANSACTION**

**ACQUISITION OF THE REMAINING 20% EQUITY INTEREST IN  
FOSHAN NANHAI XINDA LAND DEVELOPMENT LTD.**

**Independent financial adviser to  
the Independent Board Committee and the Shareholders**



**Menlo Capital Limited**

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A letter from the Board is set out on pages 4 to 7 of this circular and a letter from the Independent Board Committee is set out on page 8 of this circular. A letter from Menlo Capital Limited, the Independent Financial Adviser to the Independent Board Committee, containing its advice to the Independent Board Committee and the Shareholders is set out on pages 9 to 13 of this circular.

16th February, 2006

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:*

“1st Agreement”	the sale and purchase agreement dated 17th December, 2005 entered into between High Able Group Limited as vendor, MSR Asia Acquisitions VII, Inc. as purchaser and Hon Kwok Land Investment (China) Limited as vendor’s guarantor in relation to the Disposal
“Acquisition”	the acquisition of the Sale Interest under the Agreement
“Agreement”	the agreement dated 24th January, 2006 entered into between Orient States and the Vendor in relation to the acquisition of the Sale Interest
“Announcement”	the joint announcement of the Company and Chinney dated 25th January, 2006 in relation to the acquisition of the remaining 20% equity interest in Nanhai for a cash consideration of RMB53,568,000
“Board”	the board of directors of the Company
“Chinney”	Chinney Investments, Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange and which is the holding company of the Company
“Chinney Alliance”	Chinney Alliance Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Chinney Holdings”	Chinney Holdings Limited, a company incorporated in Hong Kong with limited liability and which is the holding company of Chinney
“Company”	Hon Kwok Land Investment Company, Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Disposal”	the sale of 50% of the issued share capital of Floralmist Holdings Ltd. by High Able Group Limited, an indirect wholly-owned subsidiary of the Company, to MSR Asia Acquisitions VII, Inc. and the assignment of the shareholder’s loan at an aggregate cash consideration of RMB133,920,000 (as announced on 20th December, 2005)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Independent Board Committee”	the committee of the Board consisting of all the independent non-executive directors, namely Mr. Daniel Chi-Wai Tse, Mr. Patrick Yen-Tse Tsai and Mr. Kenneth Kin-Hing Lam, formed to advise the Shareholders in respect of the Acquisition
“Independent Financial Adviser” or “Menlo”	Menlo Capital Limited, a licensed corporation for type 6 (advising on corporate finance) regulated activity under the SFO and the independent financial adviser to the Independent Board Committee and the Shareholders in respect of the Acquisition
“Latest Practicable Date”	9th February, 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Lucky Year”	Lucky Year Finance Limited, a company incorporated in the British Virgin Islands with limited liability
“Nanhai”	Foshan Nanhai XinDa Land Development Ltd. (佛山市南海信達房地產有限公司), a company incorporated in the PRC and which is currently an 80% subsidiary of Orient States
“Orient States”	Orient States Limited, a company incorporated in Hong Kong with limited liability and which is currently an indirect wholly-owned subsidiary of the Company and will become an indirect jointly-controlled entity of the Company upon completion of the Disposal
“PRC”	The People’s Republic of China
“Property”	a residential development site located at Dali Yayao Lijiao, Nanhai District, Foshan, PRC (中國佛山市南海大瀝雅瑤立交) with a total site area of 247,987 square metres
“RMB”	the Renminbi, the lawful currency of the PRC
“Sale Interest”	20% equity interest in Nanhai held by the Vendor
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Shareholder(s)”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Shenzhen Yujianye Development Co., Ltd. (深圳市御建業實業發展有限公司), a company incorporated in the PRC

*For illustration purpose, RMB has been translated into HK\$ at the exchange rate of HK\$1=RMB1.04. Such translation should not be construed as a representation that any amounts in RMB or HK\$ have been, could have been, or could be, converted at the above rate or any other rates or at all.*

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LETTER FROM THE BOARD

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漢國置業有限公司  
Hon Kwok Land Investment Company, Limited

(Incorporated in Hong Kong with limited liability)  
(Stock Code 160)

*Directors:*

James Sai-Wing Wong (*Chairman*)  
Madeline May-Lung Wong  
Herman Man-Hei Fung (*Vice-Chairman*)  
Zuric Yuen-Keung Chan  
Dennis Kwok-Wing Cheung  
Daniel Chi-Wai Tse\*  
Patrick Yen-Tse Tsai\*  
Kenneth Kin-Hing Lam\*

*Registered office:*

18th Floor  
Hang Seng Building  
77 Des Voeux Road Central  
Hong Kong

\* *Independent Non-executive Directors*

16th February, 2006

*To the Shareholders*

Dear Sir or Madam,

**CONNECTED AND DISCLOSEABLE TRANSACTION**

**ACQUISITION OF THE REMAINING 20% EQUITY INTEREST IN  
FOSHAN NANHAI XINDA LAND DEVELOPMENT LTD.**

**1. INTRODUCTION**

Reference is made to the Announcement in which the Board announced that on 24th January, 2006, Orient States, as purchaser, has entered into the Agreement with the Vendor for the acquisition of the remaining 20% equity interest in Nanhai for a cash consideration of RMB53,568,000 (equivalent to approximately HK\$51,508,000).

The Acquisition constitutes a connected and discloseable transaction for the Company under the Listing Rules. The purpose of this circular is to provide you with further information regarding the Acquisition and other information prescribed by the Listing Rules. This circular also contains a letter of advice from Menlo to the Independent Board Committee and the Shareholders in respect of the Acquisition and a letter of advice containing the recommendation of the Independent Board Committee to the Shareholders in respect of the Acquisition.

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## LETTER FROM THE BOARD

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### 2. THE AGREEMENT

Pursuant to the Agreement, Orient States agreed to acquire the Sale Interest from the Vendor.

(a) **Date**

24th January, 2006

(b) **Parties**

Purchaser : Orient States Limited, currently an indirect wholly-owned subsidiary of the Company

Vendor : Shenzhen Yujianye Development Co., Ltd.  
(深圳市御建業實業發展有限公司)

(c) **Assets involved**

At present, the Company through Orient States holds 80% equity interest in Nanhai. The Sale Interest represents the remaining 20% equity interest in Nanhai. Nanhai is an investment holding company and the sole asset of significance held by Nanhai is the Property.

The Property is a residential development site located at Dali Yayao Lijiao, Nanhai District, Foshan, PRC (中國佛山市南海大瀝雅瑤立交) with a total site area of 247,987 square metres (approximately 372 mou). It is a site for low density residential development presently zoned with a maximum permitted plot ratio of 1.

Following completion of the Acquisition, Nanhai will become a wholly-owned subsidiary of Orient States. The Company through Orient States will then indirectly hold 100% interest in Nanhai.

Following completion of the Acquisition and the Disposal, Nanhai will become a jointly-controlled entity of the Company. The Company will then indirectly hold 50% interest in Nanhai.

(d) **Consideration**

The consideration for the Sale Interest is RMB53,568,000 (equivalent to approximately HK\$51,508,000). The consideration for the Sale Interest was agreed after arm's length negotiations between the parties, taking reference to the agreed land price of RMB720,000 per mou under the 1st Agreement. The total agreed land price of the Property is RMB267,840,000 (equivalent to approximately HK\$257,538,000) and 20% interest in the Property is RMB53,568,000 (equivalent to approximately HK\$51,508,000).

The aggregate consideration of RMB53,568,000 will be payable in the following manner:

- i. the deposit of RMB5,000,000 has been paid upon signing of the Agreement; and
- ii. the balance of the consideration of RMB48,568,000 will be paid within 30 business days after the date of completion of the 1st Agreement.

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## LETTER FROM THE BOARD

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### (e) Completion

The completion of the Agreement is subject to and conditional on the following conditions being fulfilled:

- i. a new business licence, new certificate of approval and approval for transfer of equity interest from the local authority evidencing completion of the Acquisition have been obtained;
- ii. all other necessary approval, consent and authorisations, if any, regarding the Acquisition have been obtained; and
- iii. the representations, warranties and undertakings given by the Vendor remain true and correct in all material respect at all times from the date of the Agreement and up to the date of completion of the Agreement.

Completion of the Agreement shall take place within five business days immediately after all of the conditions are fulfilled and in any event shall not be later than 31st August, 2006 (or such later date as the parties may agree).

### 3. FINANCIAL EFFECTS OF THE ACQUISITION

There was minimal loss sustained by Nanhai for the financial year ended 31st December, 2005 and there were no operating results of Nanhai for the financial year ended 31st December, 2004.

The net asset value of Nanhai and the carrying value of the Property as at 31st December, 2005, which represent 100% interest, were both approximately HK\$119 million. The net asset value of Nanhai and the carrying value of the Property as at 31st December, 2005, which represent 20% interest, were both approximately HK\$24 million.

The financial effects of the Acquisition on the Group are expected to be (a) an increase in non-current assets of approximately HK\$33 million; (b) a decrease in current assets of approximately HK\$52 million; and (c) a decrease in minority interests of approximately HK\$19 million.

### 4. REASONS FOR AND BENEFITS OF ENTERING INTO THE ACQUISITION

On 20th December, 2005, the Company announced that High Able Group Limited, an indirect wholly-owned subsidiary of the Company, has entered into the 1st Agreement for the sale of 50% of the issued share capital of Floralmist Holdings Ltd. and the assignment of the shareholder's loan at an aggregate cash consideration of RMB133,920,000 (equivalent to approximately HK\$128,769,000). The Acquisition is one of the conditions to be fulfilled for completion of the Disposal.

The Directors consider that the terms of the Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### 5. INFORMATION ON THE COMPANY

The Company is an investment holding company. Its subsidiaries are mainly engaged in property development, property investment and property related businesses.

### 6. INFORMATION ON THE VENDOR

The Vendor is a company incorporated in the PRC which principally engages in investment and trading.



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## LETTER FROM THE BOARD

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### 7. IMPLICATIONS UNDER THE LISTING RULES

The Vendor is a connected person of the Company by virtue of the fact that it is a substantial shareholder of Nanhai. Accordingly, the Acquisition constitutes a connected transaction for the Company under the Listing Rules. As the applicable percentage ratios as defined in the Listing Rules exceeds 2.5% but less than 25% and the consideration is more than HK\$10,000,000, the Acquisition is subject to the reporting, announcement and independent shareholders' approval requirements as set out in Chapter 14A of the Listing Rules.

No Shareholder is required to abstain from voting in the general meeting of the Company for approving the Acquisition and the Company has obtained from Chinney, which currently holds 58.81% of the issued share capital of the Company, written approval of the Acquisition. Pursuant to Rule 14A.43 of the Listing Rules, the Stock Exchange has granted a waiver to approve the Acquisition, which constitutes a connected and discloseable transaction for the Company, by way of a written independent shareholders' approval in lieu of holding a general meeting of the Company.

### 8. RECOMMENDATION

The Independent Board Committee has been formed to advise the Shareholders in respect of the Acquisition. Menlo has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Shareholders in respect of the Acquisition. Accordingly, your attention is drawn to the "Letter from the Independent Board Committee" as set out on page 8 of this circular, which contains its recommendation to the Shareholders, and the "Letter from Menlo Capital Limited" as set out on pages 9 to 13 of this circular, which contains its advice to the Independent Board Committee and the Shareholders in respect of the Acquisition.

Having taken into account the recommendation and advice from Menlo in relation to the Acquisition, the Independent Board Committee are of the view that the terms of the Agreement are fair and reasonable and the entering into of the Acquisition are in the interests of the Company and the Shareholders as a whole.

### 9. ADDITIONAL INFORMATION

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

Yours faithfully,  
By Order of the Board  
**James Sai-Wing Wong**  
*Chairman*



**漢國置業有限公司**  
**Hon Kwok Land Investment Company, Limited**

*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code 160)**

*Independent Board Committee:*  
Daniel Chi-Wai Tse  
Patrick Yen-Tse Tsai  
Kenneth Kin-Hing Lam

*Registered office:*  
18th Floor  
Hang Seng Building  
77 Des Voeux Road Central  
Hong Kong

16th February, 2006

*To the Shareholders*

Dear Sir or Madam,

**CONNECTED AND DISCLOSEABLE TRANSACTION**

**ACQUISITION OF THE REMAINING 20% EQUITY INTEREST IN  
FOSHAN NANHAI XINDA LAND DEVELOPMENT LTD.**

We refer to the circular of which this letter forms part. Terms defined in the circular shall have the same meanings when used herein unless the context otherwise requires.

The Independent Board Committee has been formed to advise the Shareholders as to whether, in our opinion, the entering into of the Acquisition in accordance with the terms set out in the Agreement, are in the interests of the Company and its Shareholders as a whole and the terms of which are fair and reasonable so far as the Company and the Shareholders are concerned. Menlo has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Shareholders in relation to the Acquisition.

We wish to draw your attention to the “Letter from Menlo Capital Limited” as set out on pages 9 to 13 of the circular. We have considered the terms of the Agreement, the advice of Menlo and the other factors contained in the “Letter from the Board” as set out on pages 4 to 7 of the circular.

Having taken into account the information contained in the “Letter from the Board” and the recommendation and advice of Menlo, we are of the opinion that the terms of the Agreement are fair and reasonable and the entering into of the Acquisition, in accordance with the terms set out in the Agreement, are in the interests of the Company and its Shareholders as a whole.

Yours faithfully,  
**Independent Board Committee of**  
**Hon Kwok Land Investment Company, Limited**  
**Daniel Chi-Wai Tse    Patrick Yen-Tse Tsai    Kenneth Kin-Hing Lam**



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## LETTER FROM MENLO CAPITAL LIMITED

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We consider that we have reviewed sufficient information to enable us to reach an informed view regarding the terms of the Acquisition and to provide us with a reasonable basis for our opinion. We have no reason to suspect that any material facts have been omitted or withheld, nor are we aware of any facts or circumstances, which would render the information and the representations made to us untrue, inaccurate or misleading. We have not, however, carried out any independent verification of the information provided by the Company, nor have we conducted any independent in-depth investigation into the business and affairs of the Group.

### PRINCIPAL FACTORS TAKEN INTO ACCOUNT

In arriving at our opinions and recommendations to the Independent Board Committee and the Shareholders in respect of the Acquisition, we have considered the principal factors and reasons set out below:

#### I. Background and Reasons for the Acquisition

The Company is an investment holding company. Its subsidiaries are mainly engaged in property development, property investment and property related businesses.

The Vendor is a company incorporated in the PRC which principally engages in investment and trading.

Nanhai is an investment holding company and the sole asset of significance held by Nanhai is the Property, which is a residential development site located at Dali Yayao Lijiao, Nanhai District, Foshan, PRC (中國佛山市南海大瀝雅瑤立交) with a total site area of 247,987 square metres (approximately 372 mou). It is a site for low density residential development presently zoned with a maximum permitted plot ratio of 1.

On 20th December, 2005, the Company announced that High Able Group Limited, an indirect wholly-owned subsidiary of the Company, had entered into the 1st Agreement for the sale of 50% of the issued share capital of Floralmist Holdings Ltd. and the assignment of the shareholder's loan at an aggregate cash consideration of RMB133,920,000 (equivalent to approximately HK\$128,769,000). The Acquisition is one of the conditions to be fulfilled for completion of the Disposal.

Following completion of the Acquisition, Nanhai will become a wholly-owned subsidiary of Orient States. The Company through Orient States will then indirectly hold 100% interest in Nanhai. Following completion of the Acquisition and the Disposal, Nanhai will become a jointly-controlled entity of the Company. The Company will then indirectly hold 50% interest in Nanhai.

The Group's core business strategy is to develop and invest in properties, either by itself or with appropriate partners. The Disposal is consistent with this strategy and the Directors believe that the Disposal will be beneficial to the Group as, by introducing Morgan Stanley Real Estate Fund as a partner for the development of the Property, it will enable the Group to diversify risk and benefit from the resources and talents of Morgan Stanley Real Estate Fund in co-developing the Property.

As the Acquisition is one of the conditions to be fulfilled for completion of the Disposal, it is crucial for the Acquisition to be completed in order that the benefits derived from the Disposal could be materialized. In light of this, we are of view that the Acquisition is in line with the Group's strategy and is essential.

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## LETTER FROM MENLO CAPITAL LIMITED

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### II. Terms of the Acquisition

The consideration for the Sale Interest is RMB53,568,000 (equivalent to approximately HK\$51,508,000). The consideration for the Sale Interest was agreed at after arm's length negotiations between the parties, taking reference to the agreed land price of RMB720,000 per mou under the 1st Agreement. The total agreed land price of the Property is RMB267,840,000 (equivalent to approximately HK\$257,538,000) and 20% interest in the Property is RMB53,568,000 (equivalent to approximately HK\$51,508,000).

The aggregate consideration of RMB53,568,000 will be payable in the following manner:

- i. the deposit of RMB5,000,000 has been paid upon signing of the Agreement; and
- ii. the balance of the consideration of RMB48,568,000 will be paid within 30 business days after the date of completion of the 1st Agreement.

The completion of the Agreement is subject to and conditional on the following conditions being fulfilled:

- i. a new business licence, new certificate of approval and approval for transfer of equity interest from the local authority evidencing completion of the Acquisition have been obtained;
- ii. all other necessary approval, consent and authorisations, if any, regarding the Acquisition have been obtained; and
- iii. the representations, warranties and undertakings given by the Vendor remain true and correct in all material respect at all times from the date of the Agreement and up to the date of completion of the Agreement.

Completion of the Agreement shall take place within five business days immediately after all of the conditions are fulfilled and in any event shall not be later than 31st August, 2006 (or such later date as the parties may agree).

The Directors consider that the terms of the Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

In assessing the fairness of the consideration for the Sale Interest of RMB53,568,000 (equivalent to approximately HK\$51,508,000), we have made reference to the valuation of the Property as at 17th December, 2005 prepared by an independent valuer, Savills Valuation and Professional Services Limited (the "Independent Valuer"). Details of such valuation can be referred to the valuation report as shown in Appendix I to the Circular. Based on the valuation of the Property at RMB250,000,000 (equivalent to approximately HK\$240,385,000) by the independent valuer, 20% interest in the Property represents approximately RMB50,000,000 (equivalent to approximately HK\$48,077,000). Accordingly, the consideration for the Sale Interest is at a premium of approximately 7.14% to the above valuation. We consider that such premium is acceptable to the Company and the Shareholders as a whole.

### III. Financial Effects of the Acquisition

Following completion of the Acquisition, Nanhai will become a wholly-owned subsidiary of Orient States. The Company through Orient States will then indirectly hold 100% interest in Nanhai.

Following completion of the Acquisition and the Disposal, Nanhai will become a jointly-controlled entity of the Company. The Company will then indirectly hold 50% interest in Nanhai.

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## LETTER FROM MENLO CAPITAL LIMITED

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The financial effects of the Acquisition are summarized as follows:

1. *Net Assets*

The net asset value of Nanhai and the carrying value of the Property as at 31st December, 2005, which represent 100% interest, were both approximately HK\$119 million. The net asset value of Nanhai and the carrying value of the Property as at 31st December, 2005, which represent 20% interest, were both approximately HK\$24 million.

The financial effects of the Acquisition on the Group are expected to be (a) an increase in non-current assets of approximately HK\$33 million; (b) a decrease in current assets of approximately HK\$52 million; and (c) a decrease in minority interests of approximately HK\$19 million. The Acquisition has no adverse effect on the net assets of the Group.

2. *Earnings*

There was minimal loss sustained by Nanhai for the financial year ended 31st December, 2005 and there were no operating results of Nanhai for the financial year ended 31st December, 2004.

3. *Working capital and gearing*

The consideration for the Sale Interest is RMB53,568,000 (equivalent to approximately HK\$51,508,000). A deposit of RMB5,000,000 was paid by the internal resources of the Group upon signing of the Agreement on 24th January, 2006. The balance of the consideration being RMB48,568,000 is payable within 30 business days after the date of completion of the 1st Agreement. There will be no adverse effect on the working capital of the Group, as the balance consideration of RMB48,568,000 is to be funded entirely from the balance consideration of RMB103,920,000 receivable from Morgan Stanley Real Estate Fund upon completion of the 1st Agreement.

The Disposal produced a cash inflow of RMB133,920,000 to the Group. The Acquisition, which is a condition to be fulfilled for completion of the Disposal, produced a cash outflow of RMB53,568,000. The resultant effect is a net cash inflow of RMB80,352,000 to the Group. In view of this, we consider that the Acquisition can improve the gearing position of the Group.

### RECOMMENDATION

Taking into consideration of the above mentioned principal factors, particularly that,

1. the Acquisition is in line with the Group's strategy and is essential as the Acquisition is one of the conditions to be fulfilled for completion of the Disposal;
2. the Acquisition will facilitate the Disposal and ultimately achieve the objective of diversifying the Group's risk in property development ventures in Mainland China;
3. the consideration for the Sale Interest is at a premium of approximately 7.14% to the valuation of the Property as at 17th December, 2005 by the Independent Valuer, which is acceptable to the Company and the Shareholders as a whole;
4. the Acquisition will facilitate the Disposal which in the end will generate a net cash inflow to the Group; and
5. there is no material adverse impact on the overall financial position of the Group after the completion of the Acquisition.

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## LETTER FROM MENLO CAPITAL LIMITED

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We are of the view that the Acquisition is in the interests of the Company and the Shareholders as a whole and the respective terms of the Agreement are fair and reasonable so far as the interests of the Company and the Shareholders are concerned. Accordingly, we would recommend the Independent Board Committee to advise the Shareholders that the terms of the Acquisition are fair and reasonable.

Shareholders should note that no Shareholder is required to abstain from voting in the general meeting of the Company for approving the Acquisition and the Company has obtained from Chinney, which currently holds 58.81% of the issued share capital of the Company, written approval of the Acquisition. Pursuant to Rule 14A.43 of the Listing Rules, the Stock Exchange has granted a waiver to approve the Acquisition, which constitutes a connected and discloseable transaction for the Company, by way of a written independent shareholders' approval in lieu of holding a general meeting of the Company.

Yours faithfully,  
For and on behalf of  
**Menlo Capital Limited**  
**Michael Leung**  
*Director*

*The following is the text of a valuation letter and valuation certificate in relation to the Property, prepared for the sole purpose of inclusion in this circular received from Savills Valuation and Professional Services Limited, an independent valuer:*



DL: (852) 2801 6100

F: (852) 2501 5590

23/F., Two Exchange Square  
Central, Hong Kong

EA LICENCE: C-023750

T: (852) 2842 4400

savills.com

16th February, 2006

The Directors  
Chinney Investments, Limited  
Hon Kwok Land Investment Company, Limited  
18/F, Hang Seng Building  
77 Des Voeux Road Central  
Hong Kong

Dear Sirs

In accordance with your instructions for us to value the property interest held by Foshan Nanhai XinDa Land Development Ltd. (佛山市南海信達房地產有限公司) (“Nanhai XinDa”) in the People’s Republic of China (the “PRC”), we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of value of the property interest as at 17th December, 2005.

Our valuation of the property interest is our opinion of its 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”.

The market value is the best price reasonably obtainable in the market by the seller and the most advantageous price reasonably obtainable in the market by the buyer. This estimate specifically excludes an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangements, special considerations or concessions granted by anyone associated with the sale, or any element of special value. The market value of a property is also estimated without regard to costs of sale and purchase, and without offset for any associated taxes.

The property, which is held by Nanhai XinDa for development, has been valued by making reference to the comparable market transactions assuming sales with the benefit of vacant possession. Hon Kwok Land Investment Company, Limited (“Hon Kwok” together with its subsidiaries, the “Group”) has an 80% equity interest in Nanhai XinDa.

We have been provided with extracts of documents in relation to the title to the property. However, we have not inspected the original documents to ascertain any amendments which may not appear on the copies handed to us. In the course of our valuation, we have relied to a very considerable



extent on the information given by the Group and its legal adviser, Guangdong Jindi Law Office, on PRC laws, regarding the title to the property interest. We have also accepted advice given to us on such matters as planning approvals or statutory notices, easements, tenure, particulars of occupancy, site area and all relevant matters. Dimension, measurements and areas included in the valuation certificate is based on the information provided to us and are therefore only approximations. We have no reason to doubt the truth and accuracy of the information provided to us by the Group which is material to the valuation. We were also advised by the Group that no material facts have been omitted from the information provided. We consider that we have been provided with sufficient information to reach an informed view.

We have inspected the property and did not note any serious defects. However, no structural survey has been made and we are therefore unable to report whether the property is or is not free from rot, infestation or any other defects. No tests were carried out on any of the services. We have not carried out investigations on site to determine the suitability of the ground conditions and the services for future development. Our valuation is prepared on the assumption that these aspects are satisfactory and no extraordinary expenses or delay will be incurred during the development period.

We have not been able to carry out detailed on-site measurements to verify the site area of the property and have assumed that the area shown on the documents handed to us is correct.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property or for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property is free from encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

In valuing the property interest, we have complied with the requirements set out in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited and Valuation Standards on Properties (First Edition 2005) published by the Hong Kong Institute of Surveyors.

Unless otherwise stated, all money amounts are stated in Renminbi. The exchange rate adopted in our valuation is HK\$1 = RMB1.04, which was the approximate exchange rate prevailing as at the date of valuation and there has been no significant fluctuation in such exchange rate between that date and the date of this letter.

We enclose herewith our valuation certificate.

Yours faithfully  
For and on behalf of  
**Savills Valuation and Professional Services Limited**  
**CHARLES C K CHAN**  
*Chartered Estate Surveyor*  
*MSc FRICS FHKIS MCI Arb RPS(GP)*  
*Managing Director*

*Note: Charles C K Chan, MSc., F.R.I.C.S., F.H.K.I.S., M.C.I.Arb., R.P.S. (G.P.), has been a qualified valuer and has about 21 years' experience in the valuation of properties in Hong Kong and has extensive experience in the valuation of properties in the People's Republic of China and the Asia Pacific regions.*

## VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 17th December, 2005
Land at Yayao Lijiao Da Li Zhen Nanhai District Foshan the PRC	The property comprises two parcels of land with a total site area of 247,987 sq.m. (approximately 2,669,307 sq.ft.).  The property is planned to be developed into a low density residential development with a maximum permissible gross floor area of 247,987 sq.m.  The land use rights of the property have been granted for terms expiring on 22nd July, 2063 and 28th November, 2064 respectively.	The property is a bare land.	RMB250,000,000 (HK\$240,385,000)

## Notes:

- (1) Pursuant to a State-owned Land Use Rights Certificate (Nan Fu Guo Yong (2004) No.040028) issued by Foshan Municipal Land Administration Bureau on 31st May, 2004, the land use rights of a parcel of land with a site area of 200,000 sq.m., is held by Nanhai XinDa for a term expiring on 22nd July, 2063 for composite residential uses.
- (2) Pursuant to a State-owned Land Use Rights Certificate (Nan Fu Guo Yong (2004) No.040029) issued by Foshan Municipal Land Administration Bureau on 31st May, 2004, the land use rights of a parcel of land with a site area of 47,987 sq.m., is held by Nanhai XinDa for a term expiring on 28th November, 2064 for composite residential uses.
- (3) Hon Kwok holds an 80% interest in Nanhai XinDa through a wholly-owned subsidiary named Orient States Limited. The remaining 20% of the interest in Nanhai XinDa is held by Shenzhen Yujianye Development Co., Ltd. (深圳市御建業實業發展有限公司).
- (4) Pursuant to a letter issued by Foshan Planning Bureau Nanhai Sub-bureau on 14th November, 2005 in relation to the guideline for planning design of the property, the salient conditions are, inter-alia, summarized as follows:
 

Site area	:	247,987 sq.m.
Plot ratio	:	not exceeding 1
Site coverage	:	not exceeding 25%
Building height	:	not exceeding 12 storeys
- (5) Pursuant to the Business Licence No. 001230 dated 9th October, 2005, Nanhai XinDa was incorporated with a registered capital of HK\$90,480,000 and has an operation period from 23rd July, 2004 to 6th September, 2013.
- (6) We have been provided with a copy of the legal opinion on the title to the property prepared by Guangdong Jindi Law Office, the Group's PRC legal adviser, which contains, inter-alia, the following information:
  - (i) Orient States Limited (Party A), Shenzhen Yujianye Development Co., Ltd (深圳市御建業實業發展有限公司) (Party B) and Foshan Nanhai Guiping Land Development Ltd. (佛山市南海桂平房地產開發公司) (Party C) are currently interested in Nanhai XinDa pursuant to a Co-operative Joint Venture Contract. The profit sharing arrangement is that after deducting 2.5% on the sales amount of the project to Party C, the profit will be allocated to Party A and Party B in the proportion of 80% and 20% respectively. Party C has no shareholding interest in Nanhai XinDa.
  - (ii) Nanhai XinDa has obtained the State-owned Land Use Rights Certificates for two parcels of land with site areas of 200,000 sq.m. and 47,987 sq.m. respectively for terms expiring on 22nd July, 2063 and 28th November, 2064 for composite residential uses. Nanhai XinDa has the right to transfer or mortgage of the property freely in the open market.
  - (iii) Nanhai XinDa has not complied with the requirements to complete the construction work on the lands in 1996 and 1997 which is subject to a risk that the lands will be re-entered by the relevant government authorities. The non-compliance with the aforesaid requirements is that the local government could not provide the necessary facilities such as water supply, electricity supply, road work and other ancillary facilities for the construction work to be continued though Nanhai XinDa had proceeded with the site leveling work and other initial preparation work for the development.
  - (iv) The property is not subject to any mortgages.
- (7) According to the legal opinion as previously obtained by Hon Kwok on 9th July, 2004, the chance that the land administration bureau will re-enter the property without paying compensation is slim because Nanhai XinDa has fully paid the land premium in 1993 and 1994 and the local government could not provide the necessary facilities such as water supply, electricity supply, road work and other ancillary facilities for the construction work to be continued. As such, we have assumed that the land administration bureau will not enforce its right to re-enter the property and will grant an extension for Nanhai XinDa to complete the development in undertaking our valuation.

**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, that 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****2.1 Directors' interests and short positions in the shares and underlying shares of the Company**

As at the Latest Practicable Date, the interests and short positions held by the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were 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 they are taken or deemed to have under such provisions of the SFO), or which were required pursuant to Section 352 of the SFO to be entered into the register referred to therein, or which were required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") to be notified to the Company and the Stock Exchange, were as follows:

*(a) Long positions in the ordinary shares of the Company*

Name of director	Note	Nature of interest	Number of ordinary shares held	Approximate percentage of shareholding
James Sai-Wing Wong	1	Corporate	235,370,553	58.81
Madeline May-Lung Wong	1	Corporate	235,370,553	58.81

*(b) Long positions in the ordinary shares of associated corporations of the Company*

Name of director	Notes	Name of associated corporation	Nature of interest	Number of ordinary shares held	Approximate percentage of shareholding
James Sai-Wing Wong	2	Chinney	Corporate	306,959,324	55.67
	3	Chinney Holdings	Corporate	9,900,000	99.00
		Chinney Holdings	Personal	100,000	1.00
Madeline May-Lung Wong		Lucky Year	Personal	10,000	50.00
	2	Chinney	Corporate	306,959,324	55.67
	3	Chinney Holdings	Corporate	9,900,000	99.00
Zuric Yuen-Keung Chan		Lucky Year	Personal	10,000	50.00
		Chinney Contractors Company Limited	Personal	2,645	13.95

*Notes:*

1. *These shares are beneficially held by Chinney which is a subsidiary of Chinney Holdings. More than one-third of the equity capital of Chinney Holdings is owned by Lucky Year of which Mr. James Sai-Wing Wong and Madam Madeline May-Lung Wong are directors and have beneficial interests therein.*
2. *These shares are beneficially held by Chinney Holdings. By virtue of note 1, Mr. James Sai-Wing Wong and Madam Madeline May-Lung Wong are deemed to be interested in these shares.*
3. *These shares are beneficially held by Lucky Year. By virtue of note 1, Mr. James Sai-Wing Wong and Madam Madeline May-Lung Wong are deemed to be interested in these shares.*

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were 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 they are taken or deemed to have under such provisions of the SFO), or which were required to be recorded in the register kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

## 2.2 Other persons' interests and short positions in shares and underlying shares of the Company and other members of the Group

As at the Latest Practicable Date and so far as is known to the Directors, the following persons (not being the Directors) had or were deemed or taken to have interests or short positions in the shares and 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:

Name	Notes	Number of ordinary shares held	Approximate percentage of shareholding
Chinney	1 & 2	235,370,553	58.81
Chinney Holdings	1 & 2	235,370,553	58.81
Lucky Year	1 & 2	235,370,553	58.81
DJE Investment S.A.	1 & 3	20,102,000	5.02
Dr. Jens Ehrhardt Kapital AG	1 & 3	20,102,000	5.02
Dr. Jens Alfred Karl Ehrhardt	1 & 3	20,102,000	5.02

*Notes:*

1. *All the interests stated above represent long positions.*
2. *Chinney, Chinney Holdings and Lucky Year are deemed to be interested in the same parcel of shares by virtue of Section 316 of the SFO.*
3. *DJE Investment S.A., Dr. Jens Ehrhardt Kapital AG and Dr. Jens Alfred Karl Ehrhardt are deemed to be interested in the same parcel of shares by virtue of Section 316 of the SFO.*

As at the Latest Practicable Date and so far as is known to the Directors, the following persons (not being the Directors) who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group or had any option in respect of such capital:

Name of Shareholder	Name of member of the Group in which interest held	Approximate percentage of equity interested
Shenzhen Yujianye Development Co., Ltd. (深圳市御建業實業發展有限公司)	Guangzhou Honkwok Fuqiang Land Development Limited	30
Wintop International Investments Limited	Guangzhou Honkwok Fuqiang Land Development Limited	10
Guangzhou Hengsheng Group Co., Ltd. (廣州市恒生集團有限公司)	Guangzhou Honkwok Hengsheng Land Development Limited	25
Shenzhen Yujianye Development Co., Ltd. (深圳市御建業實業發展有限公司)	Foshan Nanhai XinDa Land Development Ltd. (佛山市南海信達房地產有限公司)	20
Neimenggu Huaye Property Co., Ltd. (內蒙古華業地產股份有限公司)	Shenzhen Honkwok Huaye Development Co., Ltd.	20
Gold Sound Enterprises Limited	Wise Pacific Investment Limited	20
Lee Nam	Wise Pacific Investment Limited	20

Save as disclosed herein and as at the Latest Practicable Date, none of the Directors was aware of any person (not being the Directors) had or was deemed or taken to have interests or short positions in the shares and 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 who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group or had any option in respect of such capital.

### 3. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS AND IN COMPETING BUSINESSES

The Group has obtained bank loan facilities of HK\$150 million with the support of cash collateral provided by Lucky Year. In consideration of Lucky Year's provision of the cash security, the Group agreed to indemnify and pay Lucky Year a commission of 1.75% per annum on the average principal amount of the cash security outstanding during the term of the bank loans. Subject to prepayment or extension, the bank loans will mature in July 2006. Mr. James Sai-Wing Wong and Madam Madeline May-Lung Wong are directors of, and each has a 50% beneficial interest in, Lucky Year. Mr. Herman Man-Hei Fung is also a director of Lucky Year.

The Company has entered into a management contract with Chinney for the provision of general corporate management services to the Company. The contract is for an unspecified duration and may be terminated by either party by giving two months' written notice. A management fee of HK\$6,000,000 was paid by the Company for the year ended 31st March, 2005. Mr. James Sai-Wing Wong and Madam Madeline May-Lung Wong are directors of and have beneficial interests in Chinney. Mr. Herman Man-Hei Fung is also a director of Chinney.

Madam Madeline May-Lung Wong is a director of HKR International Limited. HKR International Limited carries out property development, property investment, property management services, healthcare services, treasury investment and manufacturing. Madam Madeline May-Lung Wong is therefore regarded as being interested in a competing business of the Group. No member of the Group has any business relationship with HKR International

Limited. In the event that any member of the Group has any business dealings with HKR International Limited in the future, the dealings will be on arm's length terms and in compliance with the Listing Rules.

So far as the Directors are aware and, save as disclosed as aforesaid, as at the Latest Practicable Date:

- (a) none of the Directors or their associates had any direct or indirect interest in any assets which have been, since 31st March, 2005 (being the date to which the latest published audited financial statements of the Group were made up), acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group;
- (b) none of the Directors or their associates was materially interested in any contract or arrangement entered into by any member of the Group and subsisting at the date of this circular which was significant in relation to the business of the Group; and
- (c) none of the Directors or their associates have interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

#### **4. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with 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).

#### **5. MATERIAL ADVERSE CHANGE**

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31st March, 2005, being the date to which the latest published audited financial statements of the Group were made up.

#### **6. LITIGATION**

On 20th April, 1996, a writ was filed against a wholly-owned subsidiary of the Company, Joint Peace Investment Limited ("Joint Peace"), regarding an alleged disparity between the pavement and the ground floor level of the building at 18-22 Percival Street, junction of Jaffe Road, Causeway Bay, Hong Kong. The amount claimed, excluding minor construction and related costs, was either HK\$41,000,000 or HK\$69,300,000, representing the claim for a loss of rental income or a loss of interest on the purchase price, respectively, over a period of 12 months. A defence to contest this claim was filed on 22nd July, 1996.

On 2nd December, 1997, the plaintiff of this claim was allowed to amend the Writ of Summons and the Statement of Claim dated 20th April, 1996. As advised by its solicitors, Joint Peace filed an Amended Defence in respect thereof on 30th December, 1997. On the same date, a Request for Further and Better Particulars of the Amended Statement of Claim was sent by Joint Peace's solicitors to the plaintiff's solicitors.

Following consultation with legal advisers (in their capacity as the legal advisers of Joint Peace), the Directors formed the view that the amended claim was unlikely to succeed and were therefore of the opinion that no provision regarding this claim is necessary. There has been no further progress of this claim so far up to the date of this circular.

Save as disclosed aforesaid, as at the Latest Practicable Date, the Directors are not aware that any of the respective members of the Group were engaged in any litigation or arbitration of material importance and there was no litigation, arbitration or claim of material importance known to the Directors to be pending or threatened by or against any respective members of the Group.

## **7. EXPERTS AND CONSENTS**

The following are the qualifications of the experts who have given their opinions and advice which are included in this circular:

<b>Name</b>	<b>Qualification</b>
Menlo	a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the SFO
Savills Valuation and Professional Services Limited	Property valuer

- (a) As at the Latest Practicable Date, neither Menlo nor Savills Valuation and Professional Services Limited has any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.
- (b) Each of Menlo and Savills Valuation and Professional Services Limited has given and has not withdrawn its written consent to the issue of this circular, with the inclusion of its letter or references to its name in the form and context in which they are included.
- (c) Neither Menlo nor Savills Valuation and Professional Services Limited has any direct or indirect interest in any assets which have been, since 31st March, 2005 (being the date to which the latest published audited financial statements of the Group were made up), acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

## **8. GENERAL**

- (a) The company secretary of the Company is Ms. Wendy Yuk-Ying Chan. She is a fellow of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.
- (b) The qualified accountant of the Company is Mr. Thomas Hang-Cheong Ma. He is a fellow of the Association of Chartered Certified Accountants and The Hong Kong Institute of Certified Public Accountants.
- (c) The registered office of the Company is at 18th Floor, Hang Seng Building, 77 Des Voeux Road Central, Hong Kong.
- (d) The Company's share registrar is Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong.
- (e) The English language text of this circular shall prevail over the Chinese language text.

**9. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company at 18th Floor, Hang Seng Building, 77 Des Voeux Road Central, Hong Kong from the date of this circular up to and including 3rd March, 2006:

- (a) the Agreement;
- (b) the 1st Agreement;
- (c) the letter from the Independent Board Committee as set out on page 8 of this circular;
- (d) the letter of advice from Menlo as set out on pages 9 to 13 of this circular;
- (e) the valuation report on the Property from Savills Valuation and Professional Services Limited as set out in Appendix I to this circular; and
- (f) the written consents referred to under the section headed “Experts and Consents” in this Appendix II.