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If you have sold or transferred all your shares in Orient Overseas (International) Limited, you should at once hand this circular to the purchaser(s) or 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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ORIENT OVERSEAS (INTERNATIONAL) LIMITED

東方海外(國際)有限公司[#]

(Incorporated in Bermuda with limited liability)

(Stock code: 316)

MAJOR TRANSACTION

**DISPOSAL OF A WHOLLY-OWNED SUBSIDIARY
ORIENT OVERSEAS DEVELOPMENTS LIMITED**

Financial Adviser

Morgan Stanley

[#] For identification purpose only

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DEFINITIONS

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

“Artson”	Artson Global Limited, a company which is wholly-owned by Mr. TUNG Chee Chen, holds 56.36% of the shares of Thelma and, accordingly, has an indirect interest in the same Shares in which Thelma has an interest;
“Board”	the board of directors of the Company;
“Company”	Orient Overseas (International) Limited, a company incorporated in Bermuda;
“Completion”	completion of the Transaction;
“Consideration”	the total consideration of US\$2.2 billion (representing approximately HK\$17.16 billion) payable by the Purchaser to the Company in respect of the sale of Sale Shares and assignment of the Shareholder’s Loan pursuant to the Sale and Purchase Agreement;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Hanberry”	Hanberry Global Limited, a company which is wholly owned by Mr. TUNG Chee Hwa, holds 43.64% of the shares of Thelma and, accordingly, has an indirect interest in the same Shares in which Thelma has an interest;
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange;
“Latest Practicable Date”	1 February 2010, being the latest practicable date before the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular;
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers, as set out in Appendix 10 to the Listing Rules;
“Morgan Stanley”	Morgan Stanley Asia Limited;
“OECD”	Organisation for Economic Co-operation and Development;

DEFINITIONS

“OOCL”	Orient Overseas Container Line Limited, a wholly-owned subsidiary of the Company;
“OODL”	Orient Overseas Developments Limited;
“OODL Group”	OODL and each of its subsidiaries (but excluding certain assets either to be retained by the Remaining Group or dissolved at or prior to Completion);
“PRC” or “China”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong Administrative Region, Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Purchaser”	CapitaLand China (RE) Holdings Co., Ltd.;
“Remaining Group”	as defined in the section “Information on the Remaining Group”;
“RMB”	Renminbi, the lawful currency of the PRC;
“Sale and Purchase Agreement”	the sale and purchase agreement dated 18 January 2010 entered into between the Company and the Purchaser relating to the sale and purchase of the Sale Shares and the assignment of the Shareholder’s Loan;
“Sale Shares”	10,000 ordinary shares of par value HK\$10 each, representing the entire issued share capital of OODL;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholders”	shareholders of the Company;
“Shareholder’s Loan”	the outstanding shareholder’s loan due from OODL to the Company of a principal amount of approximately US\$1.046 billion (representing approximately HK\$8.159 billion);
“Shares”	ordinary shares of US\$0.10 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiaries”	has the meaning ascribed to it under the Listing Rules; and “subsidiary” means any one of them;
“Thelma”	Thelma Holdings Limited, a company which is owned collectively by Artson and Hanberry;

DEFINITIONS

“THTI”	Tung Holdings (Trustee) Inc., a company wholly-owned by Mr. TUNG Chee Chen, and which holds the voting rights in respect of 426,416,088 Shares (representing approximately 68.14% of the total issued share capital of the Company) held by Thelma;
“Transaction”	the sale by the Company and the purchase by the Purchaser of the Sale Shares and the assignment of the Shareholder’s Loan subject to the terms and conditions of the Sale and Purchase Agreement;
“US\$”	United States Dollars, the lawful currency of the United States of America;
“USA”	United States of America; and
“%”	per cent..

Note: The exchange rate used for reference purpose in this circular is US\$1.00 to HK\$7.80 and RMB1.00 to HK\$1.14.

LETTER FROM THE BOARD



ORIENT OVERSEAS (INTERNATIONAL) LIMITED

東方海外(國際)有限公司[#]

(Incorporated in Bermuda with limited liability)

(Stock code: 316)

Executive Directors:

Mr. TUNG Chee Chen (*Chairman, President and Chief Executive Officer*)

Mr. Kenneth Gilbert CAMBIE (*Chief Financial Officer*)

Mr. CHOW Philip Yiu Wah

Mr. TUNG Lieh Sing Alan

Principal Office:

33rd Floor

Harbour Centre

25 Harbour Road

Wanchai, Hong Kong

Non-Executive Director:

Mr. KING Roger

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent Non-Executive Directors:

Mr. Simon MURRAY

Mr. CHANG Tsann Rong Ernest

Professor WONG Yue Chim Richard

Mr. CHENG Wai Sun Edward

5 February 2010

To the Shareholders of the Company

Dear Sir or Madam,

MAJOR DISPOSAL PROPOSED SALE OF THE ENTIRE ISSUED SHARE CAPITAL OF ORIENT OVERSEAS DEVELOPMENTS LIMITED

INTRODUCTION

On 18 January 2010, the Board announced that the Company entered into the Sale and Purchase Agreement with the Purchaser pursuant to which the Company had agreed to sell and the Purchaser had agreed to purchase the entire issued share capital of Orient Overseas Developments Limited, a wholly-owned subsidiary of the Company, and the assignment and transfer of the Shareholder's Loan for an aggregate consideration of US\$2.2 billion (representing approximately HK\$17.16 billion).

The entity being sold, directly or through its subsidiaries engages in the Group's property development and investment activities in the PRC.

LETTER FROM THE BOARD

After Completion of the Transaction, OODL will cease to be a subsidiary of the Company. However, the Remaining Group will continue to hold its 7.9% interest in Beijing Oriental Plaza, a commercial and office development in Beijing, PRC and wholly-own Wall Street Plaza, a commercial development in New York City, USA.

Morgan Stanley is acting as the sole financial adviser to the Company in relation to the Transaction.

The Transaction constitutes a major transaction of the Company and is subject to the approval of the Shareholders. As at the date of the Sale and Purchase Agreement, 426,416,088 Shares, representing approximately 68.14% of the issued share capital of the Company, are held indirectly by Thelma, which in turn is held by Artson (56.36%) and Hanberry (43.64%) as trustees. The voting rights of such 426,416,088 Shares are held by the Company's Chairman Mr. TUNG Chee Chen, through his wholly-owned company, THTI. The Company has obtained a written approval from THTI approving the Transaction on 18 January 2010, which is accepted in lieu of holding a general meeting of the Company to approve the Transaction in accordance with Rule 14.44 of the Listing Rules. As such, no general meeting of the Shareholders will be required to be convened to approve the Transaction.

The purpose of this circular is to provide you with the details of, among other things, the Transaction.

THE SALE AND PURCHASE AGREEMENT

Date

18 January 2010

Parties involved

- (a) The Company (as seller)
- (b) CapitaLand China (RE) Holdings Co., Ltd. (as purchaser)

Assets to be Disposed

Pursuant to the Sale and Purchase Agreement:

- (a) the Company conditionally agreed to sell and the Purchaser has conditionally agreed to acquire the Sale Shares; and
- (b) the Company conditionally agreed to sell, transfer and assign and the Purchaser has conditionally agreed to purchase and accept all the rights, title and interest in and to and benefit of the Shareholder's Loan.

LETTER FROM THE BOARD

Consideration

The aggregate Consideration payable by the Purchaser for the sale and purchase of the Sale Shares and the assignment and transfer of the Shareholder's Loan is US\$2.2 billion (representing approximately HK\$17.16 billion) payable in full in cash at Completion. The Consideration was determined through arms-length negotiations between the Company and the Purchaser following the selection of the Purchaser as the preferred bidder through a competitive auction process.

Conditions Precedent

The sale and purchase of the Sale Shares and the assignment of the Shareholder's Loan pursuant to the Sale and Purchase Agreement are conditional upon the satisfaction or (where applicable) waiver of a number of conditions precedent, including the following:

- (i) the despatching of a circular to the Shareholders in relation to the Transaction and written shareholders' approval in lieu of holding a general meeting having been obtained in accordance with Rule 14.44(2) of the Listing Rules;
- (ii) the release and discharge (in a form satisfactory to the Company) of the obligations and liabilities of the Company under and in respect of two loan guarantees provided by the Company in favour of two commercial banks in respect of two separate loan agreements entered into by two members of the OODL Group; and
- (iii) the Purchaser not being entitled, under the terms of the Sale and Purchase Agreement, to terminate the Sale and Purchase Agreement at Completion for breach of warranties. However, under the terms of the Sale and Purchase Agreement, the Purchaser may terminate the Sale and Purchase Agreement at Completion for breach of warranties where the amount recoverable by the Purchaser would exceed US\$50 million (representing approximately HK\$390 million) or where the breach of warranty relates to the ownership of the Sale Shares or the rights in respect of the Shareholder's Loan.

The Company is entitled to waive the condition in paragraph (ii) above in whole or in part and the Purchaser is entitled to waive the condition in paragraph (iii) above in whole or in part.

As at the date of this circular, the condition precedent set out in paragraph (i) above has been fulfilled.

Other Material Terms of the Sale and Purchase Agreement

It is expected that the employees currently engaged in the businesses of the OODL Group will remain with the OODL Group after Completion.

Pursuant to the terms of the Sale and Purchase Agreement, if the OODL Group receives from the relevant government authorities in the PRC an "idle land" notice under the relevant idle land regulations of the PRC to seize or repossess the OODL Group's current property located on Heng Shan Road in the Xuhui District, Shanghai, PRC (the "**Heng Shan Road Site**"), subject to Completion

LETTER FROM THE BOARD

having taken place, the Purchaser will be entitled to give notice to the Company requiring the Company to pay to the Purchaser a sum of RMB500 million (representing approximately HK\$570 million) and in return the Purchaser will transfer back to the Company all equity interests in all members of the OODL Group which hold the equity interests in Heng Shan Road Site. The Purchaser's right in relation to the Heng Shan Road Site will cease upon a construction permit having been issued in relation to the Heng Shan Road Site or if the relevant governmental authorities issue confirmation that the Heng Shan Road Site is no longer regarded as idle land.

Under the Sale and Purchase Agreement, the Company has provided certain representations, warranties and indemnities in relation to, amongst other things, the properties, assets and tax position of and relating to the current and completed projects within the OODL Group.

Completion

Completion shall take place on the third business day following the satisfaction or waiver by the Company or the Purchaser of the conditions to which its or their obligations are subject, provided that if Completion has not occurred by 31 March 2010 (or such later date as the Seller and the Purchaser may agree in writing), then either the Company or the Purchaser may terminate the Sale and Purchase Agreement.

INFORMATION ON OODL

As at the date of the Sale and Purchase Agreement, OODL, a wholly-owned subsidiary of the Company, is the property investment holding company of the Group and, through its subsidiaries, conducts property development and investment with a primary focus on opportunities in the Greater Shanghai area and Tianjin, PRC. Its pipeline projects include residential, commercial, retail and hotel products.

As at 31 December 2009, the unaudited net book value of the Sale Shares and the Shareholder's Loan was approximately HK\$8.696 billion (representing approximately US\$1.115 billion).

The table below sets out the losses before and after taxation attributable to the Sale Shares and the Shareholder's Loan for the two years ended 31 December 2008 and 31 December 2009:

	Year ended 31 December 2009	Year ended 31 December 2008
	<i>unaudited</i>	<i>unaudited</i>
	<i>US\$</i>	<i>US\$</i>
Losses before taxation	21,188,000	17,902,000
Losses after taxation	21,437,000	22,040,000

The financial information contained in this circular has been prepared in accordance with the Hong Kong Financial Reporting Standards.

LETTER FROM THE BOARD

PROCEEDS FROM THE TRANSACTION

As at the date of this circular, the Company has not made any decision as to the use of sale proceeds from the Transaction, and will undertake a review of the potential uses of the sale proceeds from the Transaction, including for general working capital of the Remaining Group and uses to fund new growth opportunities within its core business of container transport and logistics services.

REASONS FOR AND FINANCIAL EFFECT OF THE TRANSACTION

After reviewing various strategic options available to the Company in relation to its property development portfolio, the Directors are of the view that the Transaction represents an opportunity to monetise the shareholder value that has been created through its property development activities. The Transaction will allow the Company to realise the value of its property development division.

In addition, the Company believes that the Transaction represents an opportunity for the Group to deploy capital to its remaining core business of container transport and logistics services.

Until Completion, OODL is a wholly-owned subsidiary of the Company. Upon Completion the Company will no longer hold any interest in the Sale Shares. OODL will cease to be a subsidiary of the Company, and the OODL Group's assets and liabilities will no longer be included in the Company's consolidated balance sheet after Completion.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Sale and Purchase Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole and has been entered into on normal commercial terms after arm's length negotiations between the parties.

Upon Completion, the Company is expected to realise an estimated gain of approximately US\$1.055 billion (representing approximately HK\$8.23 billion) from the Transaction, which is expected to be accounted for in the consolidated financial statements of the Company for the financial year ending 31 December 2010. The estimated gain is derived from the Consideration less the total of: (i) the net asset value; (ii) estimated expenses; and (iii) taxes relating to Transaction. On completion of the Transaction, the total assets of the Remaining Group will increase by a net US\$905 million (representing approximately HK\$7.1 billion), the total liabilities will decrease by US\$136 million (representing approximately HK\$1.1 billion), minority interests of the Remaining Group will decrease by US\$14 million (representing approximately HK\$0.1 billion) and shareholders funds of the Remaining Group will increase by US\$1,055 million (representing approximately HK\$8.2 billion) after deducting the incidental expenses in relation to the Transaction and subject to audit.

INFORMATION ON THE REMAINING GROUP

The principal businesses of the Remaining Group include container transport and logistics services.

Orient Overseas Container Line Limited, operating under the trade name OOCL, the Company's wholly-owned subsidiary, is one of the world's largest integrated international transportation, logistics

LETTER FROM THE BOARD

and terminal companies, and is one of Hong Kong's most recognised global brands. OOCL is one of the leading international carriers serving China, providing the full range of logistics and transportation services throughout the country. It is also an industry leader in the use of information technology and e-commerce to manage the entire cargo process.

Upon Completion, the Remaining Group will continue to hold its 7.9% interest in Beijing Oriental Plaza, a commercial and office development in Beijing, PRC and wholly-own Wall Street Plaza in New York City, USA.

INFORMATION ON THE PURCHASER

CapitaLand China (RE) Holdings Co., Ltd, is a wholly-owned subsidiary of CapitaLand Limited (“**CapitaLand**”). CapitaLand is one of Asia's largest real estate companies. Headquartered and listed in Singapore, the multi-local company's core businesses in real estate, hospitality and real estate financial services are focused in growth cities in Asia Pacific and Europe.

CapitaLand's real estate and hospitality portfolio, which includes homes, offices, shopping malls, serviced residences and mixed developments, spans more than 110 cities in over 20 countries. CapitaLand also leverages on its significant asset base, real estate domain knowledge, financial skills and extensive market network to develop real estate financial products and services in Singapore and the region.

The listed subsidiaries and associates of CapitaLand include Australand, CapitaMalls Asia, CapitaMall Trust, CapitaCommercial Trust, Ascott Residence Trust and CapitaRetail China Trust.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner are third parties independent of the Company and connected persons of the Company.

LISTING RULES IMPLICATIONS FOR THE COMPANY

The Transaction constitutes a major transaction of the Company and is subject to the approval of the Shareholders at a general meeting under Rules 14.08 and 14.33 of the Listing Rules.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no existing Shareholder has any interest in the Sale and Purchase Agreement and no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Transaction.

As at the date of the Latest Practicable Date, 426,416,088 Shares, representing approximately 68.14% of the issued share capital of the Company, are held indirectly by Thelma, which in turn is held by Artson (56.36%) and Hanberry (43.64%) as trustees. The voting rights of such 426,416,088 Shares are held by the Company's Chairman Mr. TUNG Chee Chen, through his wholly-owned company, THTI.

LETTER FROM THE BOARD

The Company has obtained a written approval from THTI approving the Transaction on 18 January 2010, which is accepted in lieu of holding a general meeting of the Company to approve the Transaction in accordance with Rule 14.44 of the Listing Rules. As such, no general meeting of the Shareholders will be required to be convened to approve the Transaction.

Having considered the factors and reasons set out herein, the Directors, including the independent non-executive director, are of the opinion that the Transaction is on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole and would recommend the Shareholders to vote in favour of the resolution to approve the Transaction if a general meeting were to be held for such purpose.

ADDITIONAL INFORMATION

This document constitutes this circular which the Company is required to send to you pursuant to the Listing Rules in respect of the Transaction.

Your attention is drawn to the information set out in Appendices I, II and III to this circular.

Yours faithfully,
By order of the Board
TUNG Chee Chen
Chairman

1. STATEMENT OF INDEBTEDNESS**Borrowings and Indebtedness**

As at the close of business of 31 December 2009, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this circular, the Group has outstanding borrowings and indebtedness of approximately US\$2,655.8 million (representing approximately HK\$20,715.2 million), comprising secured bank loans of approximately US\$726.1 million (representing approximately HK\$5,663.6 million), unsecured bank loans of approximately US\$142.2 million (representing approximately HK\$1,109.1 million), secured loans from minority interests of approximately US\$245.6 million (representing approximately HK\$1,915.7 million), unsecured loans from minority interests of approximately US\$27.8 million (representing approximately HK\$216.8 million), finance leases obligations of approximately US\$1,514.0 million (representing approximately HK\$11,809.2 million) and other unsecured obligations of approximately US\$0.1 million (representing approximately HK\$0.8 million).

Contingent liabilities

As at the close of business of 31 December 2009, the Group has no material contingent liability.

Pledges of assets

The Group's general banking facilities and the above outstanding secured borrowings were secured by the Group's properties, plant and equipment and certain bank deposits.

Save as disclosed above and apart from intra-group liabilities and normal accounts payable in the ordinary course of business of the Group, the Group did not have any outstanding indebtedness in respect of any mortgages, charges or debentures, loan capital, bank loans and overdrafts, loans, debt securities or other similar indebtedness, liabilities under acceptance (other than normal trade bills) or acceptance credits or hire purchase commitments, guarantees or other material contingent liabilities as at the close of business on 31 December 2009.

The Directors have confirmed that there has not been any material change in the indebtedness or the contingent liabilities of the Group since 31 December 2009.

2. WORKING CAPITAL

As at the Latest Practicable Date, after due enquiry and taking into account the internal resources of the Remaining Group and the borrowing facilities available to the Remaining Group, the Directors are of the opinion that the Remaining Group has sufficient working capital for its present requirement, that is for at least the next 12 months from the date of publication of this circular.

3. FINANCIAL AND TRADING PROSPECTS

Market conditions in 2009 were extraordinarily difficult for the core business of container transportation and logistics. Recessionary economic conditions in OECD countries adversely affected demand for consumer goods and semi-finished goods globally, while excess capacity in the container shipping industry saw freight rates fall to levels that at times failed to cover voyage costs.

The unprecedented contraction in market volume, and intense pressure on freight rates, saw OOCL's revenue decline 35.2% year-on-year in 2009. Low demand following the acute deterioration in the global economy saw OOCL's total liftings reduced by 14.0% compared to 2008.

Reduced demand, ongoing new-build deliveries, and limited capacity reduction saw further deterioration in freight rates in the first half 2009. The poor trading conditions during that time saw the OOIL Group reporting a net loss after tax attributable to shareholders of US\$231.1 million for the 6 month period ended 30 June 2009.

Through 2009 the property development division had progressed with planning and construction work continued on the development projects. No new sites were acquired during the year and no projects were completed or sales made. There were no changes to the Group's property investments. The Hilton Double-Tree Hotel in Kunshan opened in January 2009 and, while initial occupancy has been low, operating performance is expected to pick up as economic conditions improve and marketing to the surrounding business community continues. Wall Street Plaza was revalued down by US\$15 million as at 30 June 2009 reflecting the weaker property market in lower Manhattan.

Trading conditions for the Container Transportation and Logistics business are expected to continue to be difficult in 2010. While increases in freight rates have occurred over the last six months, the improvement remains fragile with 2010 being another year with substantial new capacity to be delivered. Although the worst of the global economic downturn appears to be behind us, the recovery in the global economy is expected to be subdued. Improved levels of economic activity are expected to translate into higher levels of consumer spending in OECD economies, but they may also result in increases in energy prices, which have a direct impact on OOCL's operating costs.

The following is the text of a letter, summary of valuations and valuation certificates prepared for the purpose of incorporation in this circular received from DTZ Debenham Tie Leung Limited, an independent property valuer, in connection with its opinion of market values of the properties in the PRC as at 18 January 2010.



16th Floor
Jardine House
1 Connaught Place
Central
Hong Kong

5 February 2010

The Board of Directors
Orient Overseas (International) Limited
33rd Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Dear Sirs,

Instructions, Purpose & Date of Valuation

In accordance with the instruction of Orient Overseas (International) Limited (the "Company") for us to carry out valuations of the market values of the properties (the "Properties") held by Orient Overseas Developments Limited ("OODL") or its subsidiaries (together "OODL Group") in the People's Republic of China (the "PRC"), we confirm that we have carried out inspection, made relevant enquiries and obtained such further information as we considered necessary for the purpose of providing you with our opinion of the market values in existing state of the Properties as at 18 January 2010 (the "date of valuation"). OODL is a direct wholly-owned subsidiary of the Company, the Company and OODL Group herewith together as (the "Group").

Definition of Market Value

Our valuations of the each Property represents its market value which in accordance with The HKIS Valuation Standards on Properties of The Hong Kong Institute of Surveyors is defined as "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 where the parties had each acted knowledgeably, prudently and without compulsion."

Valuation Basis and Assumption

Our valuations of the Properties exclude an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangement, special considerations or concessions granted by anyone associated with the sale, or any element of special value.

In the course of our valuations of the Properties situated in the PRC, we have prepared our valuations on the basis that transferable land use rights in respect of the Properties for the respective specific term at nominal annual land use fee have been granted and that any premium payable has already been fully paid. We have relied on the information and advice given by the Group and the opinion of the Company's PRC legal adviser, Duan & Duan Law Firm (上海市段和段律師事務所), regarding the titles to the Properties and the interests in the Properties. In valuing the Property, we have prepared our valuations on the basis that the owners have enforceable title to the Property and have free and uninterrupted rights to use, occupy or assign the Property for the whole of the unexpired term as granted.

No allowance has been made in our valuations for any charges, mortgages or amounts owing on the Properties nor any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is valued on the basis that the Properties are free from encumbrances, restrictions and outgoings of any onerous nature which could affect their values.

Method of Valuation

In valuing the Property in Group I, which is held for investment in the PRC, we have valued it by Direct Comparison Method by making reference to comparable sale evidence as available in the relevant market, and where appropriate, we have valued it by Investment Approach by capitalizing the historical net operating profits of the Property.

The properties in Group II and III are held under development and for future development respectively in the PRC. We have valued these Properties on the basis that they will be developed and completed in accordance with the Group's latest development proposals (if any) provided to us (if any). In arriving at our opinion of value, we have adopted the Direct Comparison Approach by making reference to comparable sales evidence as available in the relevant market and have also taken into account the expended development costs (if any).

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

Source of Information

We have relied to a very considerable extent on the information given by the Group and the opinion of the PRC legal adviser as to the PRC laws. We have accepted advice given to us on such matters as planning approvals or statutory notices, easements, tenure, identification of Property, particulars of occupancy, development scheme, development costs, site and floor areas and all other relevant matters.

Dimension, measurements and areas included in this valuation report are based on the information provided to us and are therefore only approximation. We have had no reason to doubt the truth and accuracy of the information provided to us by the Group which is material to the valuations. We were also advised that no material facts have been omitted from the information supplied.

We would point out that the copies of documents provided to us are mainly compiled in Chinese characters and the transliteration into English represents our understanding of the contents. We would therefore advise the Company to make reference to the original Chinese edition of the documents and consult the legal adviser regarding the legality and interpretation of these documents.

Title Investigation

We have been provided by the Group with copies or extracts of documents. However, we have not searched the original documents to verify ownership or to ascertain any amendments. All documents have been used for reference only and all dimensions, measurements and areas are approximate.

Site Inspection

We have inspected the exterior, and wherever possible, the interior of the Properties. However, no structural survey has been made, but in the course of our inspection, we did not note any serious defects. We are not, however, able to report whether the properties are free of rot, infestation or any structural defects. No tests were carried out on any of the services. Moreover, we have not carried out any soil investigations to determine the suitability of the soil conditions and the services etc. for any future development. Our valuations are prepared on the assumption that these aspects are satisfactory and that no extraordinary expenses or delays will be incurred during the construction period.

We have not been able to carry out detailed on-site measurements to verify the site and floor areas of the Properties and we have assumed that the areas shown on the copies of documents handed to us are correct.

Currency

Unless otherwise stated, all sums stated in our valuations are in Renminbi, the official currency of the PRC.

Remarks

Valuations as at 15 October 2009 of the Properties held by OODL Group have also been made by us and are set out in the summary of valuations. No valuation certificates or other documents have been prepared by us herein in respect of such valuations.

We attach herewith our summary of valuations and valuation certificates.

Yours faithfully,
for and on behalf of
DTZ Debenham Tie Leung Limited
Philip C Y Tsang
Registered Professional Surveyor (GP)
China Real Estate Appraiser
MSc, MRICS, MHKIS
Director

Note: Mr. Philip C Y Tsang is a Registered Professional Surveyor who has over 17 years' experience in the valuation of properties in the PRC.

SUMMARY OF VALUATIONS

Property	Market Value in existing state as at 15 October 2009 <i>RMB</i>	Market Value in existing state as at 18 January 2010 <i>RMB</i>	Attributable interest to the Group %	Market Value in existing state as at 18 January 2010 attributable to the Group <i>RMB</i>
Group I — Property held by the Group for investment in the PRC				
1. Double Tree by Hilton Kunshan, 2 Zhaofeng Road, Huaqiao Town, Kunshan, Jiangsu Province, the PRC	539,000,000	539,000,000	100	539,000,000
sub-total	<u>539,000,000</u>	<u>539,000,000</u>		<u>539,000,000</u>
Group II — Properties held by the Group under development in the PRC				
2. A piece of land, north of Changle Road, Lot No.12, Luwan District, Shanghai, the PRC	5,315,000,000	5,503,000,000	99	5,447,970,000
3. A piece of land, west of South Yanggao Road, Qiu 86/1, 15/1, Liulicun, Nanmatou Street, Pudong New Area, Shanghai, the PRC	1,277,000,000	1,323,000,000	100	1,323,000,000
4. Two pieces of contiguous land, east of Zhaofeng Road, Huaqiao Town, Kunshan, Jiangsu Province, the PRC	1,338,000,000	1,398,000,000	100	1,398,000,000
sub-total	<u>7,930,000,000</u>	<u>8,224,000,000</u>		<u>8,168,970,000</u>

Property	Market Value in existing state as at 15 October 2009 <i>RMB</i>	Market Value in existing state as at 18 January 2010 <i>RMB</i>	Attributable interest to the Group %	Market Value in existing state as at 18 January 2010 attributable to the Group <i>RMB</i>
Group III — Properties held by the Group future development in the PRC				
5. Tianjin International Trade Centre, junction of Nanjing Road and Machang Road, Hexi District, Tianjin, the PRC	2,251,000,000	2,251,000,000	100	2,251,000,000
6. A piece of land, No.85, Hengshan Road, Xuhui District, Shanghai, the PRC	520,000,000	520,000,000	100	520,000,000
7. A piece of land, Qiu 32/9, Jiefang 88, Zhoujiaqiao Street, South of Changning Road, Changning District, Shanghai, the PRC	4,409,000,000	4,409,000,000	95	4,188,550,000
sub-total	<u>7,180,000,000</u>	<u>7,180,000,000</u>		<u>6,959,550,000</u>
Grand total	<u>15,649,000,000</u>	<u>15,943,000,000</u>		<u>15,667,520,000</u>

VALUATION CERTIFICATE

Group I — Property held by the Group for investment in the PRC

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 18 January 2010								
1. Double Tree by Hilton Kunshan, 2 Zhaofeng Road, Huaqiao Town, Kunshan, Jiangsu Province, the PRC	<p>The Property comprises Double Tree by Hilton Kunshan which is a 24-storey plus one level of car park basement hotel building erected on a site with a site area of approximately 26,578 sq.m.</p> <p>The Property is an unrated 4-star hotel completed in 2008 and was put into operation in 2009.</p> <p>Levels 1 to 3 of the hotel building accommodate hotel facilities like dinning, ballroom and swimming pool, etc. Levels 4 to 24 accommodate 398 guest rooms.</p> <p>The gross floor area of the Property is as follows:</p> <table border="1"> <thead> <tr> <th>Portion</th> <th>Gross Floor Area (sq.m)</th> </tr> </thead> <tbody> <tr> <td>Levels 1-24</td> <td>40,195.58</td> </tr> <tr> <td>Basement</td> <td>10,416.89</td> </tr> <tr> <td>Total</td> <td>50,612.47</td> </tr> </tbody> </table> <p>The Property has been granted with a land use term expiring on 15 November 2044 for commercial service uses.</p>	Portion	Gross Floor Area (sq.m)	Levels 1-24	40,195.58	Basement	10,416.89	Total	50,612.47	The Property is being operated as Double Tree by Hilton Kunshan.	RMB539,000,000 (100% interest attributable to the Group: RMB539,000,000)
Portion	Gross Floor Area (sq.m)										
Levels 1-24	40,195.58										
Basement	10,416.89										
Total	50,612.47										

Notes:-

1. According to Building Ownership Certificate No. 131011970 registered on 25 September 2008:

Owner	:	Kunshan Guangting Property Co. Ltd. (昆山廣亭置業有限公司)
Location	:	No.2 Zhaofeng Road, Huaqiao Town, Kunshan
Total Storey	:	25
Total Gross Floor Area	:	50,612.47sq.m. (in which 10,416.89 sq.m. basement 1)
Use	:	Hotel
Land Use Term	:	Granted due to expire on 15 November 2044

2. According to Certificate for the Use of State-owned Land No. (2005) 12005111027 issued by Kunshan Land Resource Bureau on 28 March 2005:

User : Kunshan Guangting Property Co. Ltd. (昆山廣亭置業有限公司)
 Location : West side of Zhaofeng Road, Huaqiao Town
 Lot No. : 1110101284
 Land Nature : Granted
 Site Area : 26,578 sq.m.
 Uses : Commercial service
 Land Use Term : Expiring on 15 November 2044

3. According to Grant Contract for State-owned Land Use Rights No. (2004) 77 dated on 16 August 2004 and Land Grant Notice No. (2004) 2 dated 21 July 2004:

Location : West side of Zhaofeng Road, International Business Center, Huaqiao Town, Kunshan
 Site area : 26,578 sq.m
 Uses : Commercial (hotel, etc)
 Land use term : 40 years
 Land premium : RMB868 per sq.m. site area

4. According to Business Licence No. 320583400032459 dated on 10 October 2008, Kunshan Guangting Property Co. Ltd. (昆山廣亭置業有限公司) was established with a registered capital of USD39,000,000 for a valid operating period from 25 October 2004 to 24 October 2044.

5. The legal opinion on the Property prepared by the legal advisor states that:-

- (i) Kunshan Guangting Property Co. Ltd. (昆山廣亭置業有限公司) is legally established;
- (ii) Kunshan Guangting Property Co. Ltd. (昆山廣亭置業有限公司) has obtained the land use rights with a site area of 26,578 sq.m. for a land use term expiring on 15 November 2044 for commercial service uses; and building ownership with a total gross floor area of 50,612.47 sq.m. for hotel use;
- (iii) Kunshan Guangting Property Co. Ltd. (昆山廣亭置業有限公司) is entitled to possess, use, transfer and mortgage the Property;
- (iv) The Property is pledged to a bank; and
- (v) The transfer of the Property is subject to the consent of the bank and release of the pledge.

6. In accordance with the information provided by the Group and the opinion of the legal adviser, the status of title and grant of major approvals and licences are as follows:

Certificate for the Use of State-owned Land	Yes
Grant Contract for State-owned Land Use Rights	Yes
Building Ownership Certificate	Yes
Business Licence	Yes

VALUATION CERTIFICATE

Group II — Properties held by the Group under development in the PRC

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 18 January 2010																																		
2. A piece of land, north of Changle Road, Lot No.12, Luwan District, Shanghai, the PRC	<p>The Property comprises a land with a site area of approximately 37,287 sq.m. The east side with a site area 10,813.20 sq.m. is planned for hotel, commercial and office uses and the west side with a site area 26,474 sq.m. is planned for residential use.</p> <p>The east side of the Property is planned to develop into a 36-storey above ground and 5-storey basement serviced apartment and hotel (288 guest rooms) building as follows:-</p> <table border="1"> <thead> <tr> <th>Planned Uses</th> <th>Gross Floor Area (sq.m.)</th> </tr> </thead> <tbody> <tr> <td colspan="2">Above Ground</td> </tr> <tr> <td>Serviced Apartment</td> <td>25,200</td> </tr> <tr> <td>Hotel</td> <td>40,960</td> </tr> <tr> <td>Sub-total</td> <td>66,160</td> </tr> <tr> <td colspan="2">Under Ground</td> </tr> <tr> <td>Car Park</td> <td>7,208</td> </tr> <tr> <td>Support & Others</td> <td>19,608</td> </tr> <tr> <td>Sub-total</td> <td>26,816</td> </tr> <tr> <td>Grand Total</td> <td>92,976</td> </tr> </tbody> </table> <p>The west side of the Property is planned to develop into a composite development in two phases comprising 5 blocks of 11 to 26-storey residential buildings, a block of 2-storey commercial building, a club house and ancillary facilities as follows:</p> <table border="1"> <thead> <tr> <th>Planned Uses</th> <th>Gross Floor Area (sq.m.)</th> </tr> </thead> <tbody> <tr> <td colspan="2">Phase I</td> </tr> <tr> <td colspan="2">Above Ground</td> </tr> <tr> <td>Residential</td> <td>27,227.10</td> </tr> <tr> <td>Retail</td> <td>3,231.40</td> </tr> <tr> <td>Support & Others</td> <td>4,809.90</td> </tr> <tr> <td>Sub-total:</td> <td>35,268.40</td> </tr> </tbody> </table>	Planned Uses	Gross Floor Area (sq.m.)	Above Ground		Serviced Apartment	25,200	Hotel	40,960	Sub-total	66,160	Under Ground		Car Park	7,208	Support & Others	19,608	Sub-total	26,816	Grand Total	92,976	Planned Uses	Gross Floor Area (sq.m.)	Phase I		Above Ground		Residential	27,227.10	Retail	3,231.40	Support & Others	4,809.90	Sub-total:	35,268.40	<p>East side of the Property is under construction and is scheduled for completion in October 2011.</p> <p>West side of the Property is planned to be developed by two phases. Phase I is under construction and is scheduled for completion in July 2011 whilst phase II is vacant land pending for development and is scheduled for completion in February 2013.</p>	<p>RMB5,503,000,000</p> <p>(99% interest attributable to the Group: RMB5,447,970,000)</p>
Planned Uses	Gross Floor Area (sq.m.)																																				
Above Ground																																					
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Property	Description and tenure		Particulars of occupancy	Market value in existing state as at 18 January 2010
	Planned Uses	Gross Floor Area (sq.m.)		
	Under Ground			
	Retail	2,989.10		
	Support & Others	14,959.90		
	Car Parks	14,613.30		
	Sub-total:	32,562.30		
	Total of Phase I	67,830.70		
	Phase II			
	Above Ground			
	Residential	47,308.80		
	Support & Others	479.10		
	Total of Phase II	47,787.90		
	Grand Total:	115,618.60		

The east side of the Property has been granted with a land use term of 50 years commencing from 8 June 2006 for hotel, commercial and office uses. The west side of the Property has been granted with a land use term of 70 years commencing from 29 January 2002 to 28 January 2072 for residential use.

Notes:-

1. According to Shanghai Certificate of Real Estate Ownership No. (2002) 000922 dated 10 February 2002:

Owner : Shanghai Orient Overseas Yongye Real Estate Co. Ltd.
(上海東方海外永業房地產有限公司)

Location : Lot No.12, Luwan District

Lot No. : Qiu 1/1, Fang 12, Ruijing No. 2 Road Street, Luwan District

Site Area : 37,287 sq.m.

Use : Residential

Land Use Term : Commencing from 29 January 2002 and expiring on 28 January 2072

2. According to Supplementary Contract No. (2006) 5 to Grant Contract for State-owned Land Use Rights dated on 8 June 2006, the land with a total site area of approximately 37,287.20 sq.m. originally for residential use changed as follows:-

Grantee : Changed as Shanghai Orient Overseas Yongye Real Estate Co. Ltd.
(上海東方海外永業房地產有限公司)

Location : East side of Lot No.12, Luwan District

Site Area : 10,813.20 sq.m.

Gross Floor Area	:	66,160 sq.m.
Use	:	Changed as hotel, commercial and office
Land Use Term	:	50 years commencing from 8 June 2006
Location	:	West side of Lot No.12, Luwan District
Site Area	:	26,474 sq.m.
Gross Floor Area	:	79,340 sq.m.
Use	:	Remained as residential
Land Use Term	:	70 years
Building Covenant	:	Complete construction before 31 May 2010 (According to the PRC legal opinion, the Grantee is progressing to formalize to extend the time limit to 2014 in a Supplementary Contract.)

3. According to Planning Permit for Construction Use of Land No. (2006) 00060419E00660 dated 13 April 2006, the property is permitted to be developed with a site area of 37,287 sq.m.
4. According to Planning Permit for Construction Works No. (2008) 03080724f01759 dated 24 July 2008, the construction works of hotel with a total gross floor area of approximately 26,816 sq.m. is in compliance with requirements of urban and rural planning.

According to Planning Permit for Construction Works Nos. (2007) 00070112F00076 and (2007) 00070802F02156 dated 11 January 2007 and 30 July 2007, the basement construction works with a total gross floor area of approximately 32,843 sq.m. is in compliance with requirements of urban and rural planning.

5. According to the Permit for Commencement of Construction Works No. 31010320020I280501 dated 10 June 2008, the commencement of piling of the property has been permitted.

According to the Permit for Commencement of Construction Works No. 31010320020I280501 dated 19 January 2007, the commencement of piling of the property has been permitted.

6. East side of the Property has a total gross floor area of 92,976 sq.m. The Estimated Market Value as if completed of east side of the Property was RMB3,840,000,000 as at 18 January 2009. Our valuation is based on the development scheme as provided to us.

Phase I of west side of the Property has a total gross floor area of 67,830.70 sq.m. The Estimated Market Value as if completed of Phase I of west side of the Property was RMB3,062,000,000 as at 18 January 2009. Our valuation is based on the development scheme as provided to us.

7. According to the information provided to us, the expended development costs for east side of the Property as at the date of valuation were approximately RMB126,952,339. In valuing the Property, we have taken into account the said development costs.

According to the information provided to us, the expended development costs for Phase I of west side of the Property as at the date of valuation were approximately RMB285,964,137. In valuing the Property, we have taken into account the said development costs.

8. According to Business Licence No. 310000400289019 dated 19 November 2009, Shanghai Orient Overseas Yongye Real Estate Co., Ltd. (上海東方海外永業房地產有限公司) was established with a registered capital of USD88,000,000 for a valid operating period from 18 January 2002 to 17 January 2072.

9. The legal opinion on the Property prepared by the legal advisor states that:-
- (i) Shanghai Orient Overseas Yongye Real Estate Co. Ltd. (上海東方海外永業房地產有限公司) is legally established;
 - (ii) Shanghai Orient Overseas Yongye Real Estate Co. Ltd. (上海東方海外永業房地產有限公司) has obtained the land use rights with a site area of 37,287 sq.m. for a land use term commencing from 29 January 2002 and expiring on 28 January 2072 for residential uses;
 - (iii) Shanghai Orient Overseas Yongye Real Estate Co. Ltd. (上海東方海外永業房地產有限公司) has obtained relevant approval and permit to construct part of the building first;
 - (iv) Shanghai Orient Overseas Yongye Real Estate Co. Ltd. (上海東方海外永業房地產有限公司) is entitled to possess, use, transfer and mortgage the Property;
 - (v) The Property is pledged to a bank; and
 - (vi) The transfer of the Property is subject to the consent of the bank and release of the pledge.
10. In accordance with the information provided by the Group and the opinion of the legal adviser, the status of title and grant of major approvals and licences are as follows:

Shanghai Certificate of Real Estate Ownership	Yes
Supplementary Contract to Grant Contract for State-owned Land Use Rights	Yes
Planning Permit for Construction Land	Yes
Planning Permit for Construction Works	Yes (Partly)
Permit for Commencement of Construction Works	Yes (Partly)
Business Licence	Yes

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 18 January 2010
3. A piece of land, west of South Yanggao Road, Qiu 86/1, 15/1, Liulicun, Nanmatou Street, Pudong New Area, Shanghai, the PRC	<p>The Property comprises a piece of land with a site area of approximately 57,118 sq.m.</p> <p>The Property is planned to develop into a residential development by two phases. Phase I at the south side with a site area 29,726 sq.m. and Phase II at the north side with a site area 27,392 sq.m. as follows:-</p>	<p>Phase I of the Property is under construction and is scheduled for completion in September 2011.</p> <p>Phase II of the Property is vacant land pending for development.</p>	<p>RMB1,323,000,000</p> <p>(100% interest attributable to the Group: RMB1,323,000,000)</p>

Planned Uses	Gross Floor Area (sq.m)
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Phase I

Residential	51,911.71
Retail	270.00
Support & Others	3,312.00
Sub-total above ground	55,493.71
Car Parks	9,730.00
Support & Others	5,304.18
Sub-total underground	15,034.18
Total of Phase I	70,527.89

Phase II

Residential	48,186
Retail	270
Support & Others	850
Sub-total above ground	49,306
Car Parks	8,330
Support & Others	3,836
Sub-total underground	12,166
Total of Phase II	61,472
Total	131,999.89

The Property has been granted with a land use term commencing from 15 July 2008 and expiring on 14 July 2078 for residential use; and commencing from 15 July 2008 and expiring on 14 July 2048 for commercial use.

Notes:-

1. According to Shanghai Certificate of Real Estate Ownership No. (2009) 006881 dated 10 February 2009:

Owner	:	Orient Overseas Property (Shanghai) Co. Ltd. (東方海外置業(上海)有限公司)
Location	:	Qiu 86/1, Liulicun, Nanmatou Street
Lot No.	:	86/1
Site Area	:	29,726 sq.m.
Use	:	Residential/Commercial
Land Use Term	:	Commencing from 15 July 2008 and expiring on 14 July 2078 for residential use; and commencing from 15 July 2008 and expiring on 14 July 2048 for commercial use

According to Shanghai Certificate of Real Estate Ownership No. No. (2009) 006882 dated 10 February 2009:

Owner	:	Orient Overseas Property (Shanghai) Co. Ltd. (東方海外置業(上海)有限公司)
Location	:	Qiu 15/1, Liulicun, Nanmatou Street
Lot No.	:	15/1
Site Area	:	27,392 sq.m.
Use	:	Residential/Commercial
Land Use Term	:	Commencing from 15 July 2008 and expiring on 14 July 2078 for residential use; and commencing from 15 July 2008 and expiring on 14 July 2048 for commercial use

2. According to Contract for Grant of State-owned Land Use Rights No. (2008) 6 dated 15 July 2008:-

Grantee	:	Orient Overseas Property (Shanghai) Co. Ltd. (東方海外置業(上海)有限公司)
Location	:	Qiu 86/1 and 15/1, Liulicun, Nanmatou Street, Pudong New Area, Shanghai
Site area	:	57,118.40 sq.m
Uses	:	Residential and commercial
Land grant fee	:	RMB418,000,000
Land use term	:	70 years for residential use and 40 years for commercial use commencing from signing the contract
Plot Ratio	:	Not exceeding 1.8, the total gross floor area above ground is not exceeding 102,813.1 sq.m. (70% of the gross floor area should be for residential units of size within 90 sq.m.)
Building covenant	:	To complete before 15 July 2012

3. According to Planning Permit for Construction Land No. (2009) EA31011520099061 dated 14 April 2009, the permitted land use area of the property is 29,726.30 sq.m.
4. According to Planning Permit for Construction Works No. (2009) FA31011520099197 dated 18 September 2008, the construction of the 2 buildings, with a total gross floor area of 30,675.44 sq.m., is in compliance with the urban construction requirements and is approved.
5. According to 2 Permits for Commencement of Construction, the commencement of piling and the 2 buildings, with a total gross floor area of 30,675 sq.m., has been permitted.

6. Phase I of the Property has a total gross floor area of 70,527.89 sq.m. The Estimated Market Value as if completed of Phase I of the Property was RMB1,391,000,000 as at 18 January 2009. Our valuation is based on the development scheme as provided to us.
7. According to the information provided to us, the expended development costs for Phase I of the Property as at the date of valuation were approximately RMB57,210,674. In valuing the Property, we have taken into account the said development costs.
8. According to Business Licence No. 310000400143618 dated 7 August 2008, Orient Overseas Property (Shanghai) Co. Ltd. (東方海外置業(上海)有限公司) was established with a registered capital of USD72,100,000 for a valid operation period from 4 April 1996 to 3 April 2066.
9. The legal opinion on the Property prepared by the legal advisor states that:-
- (i) Orient Overseas Property (Shanghai) Co. Ltd. (東方海外置業(上海)有限公司) is legally established;
 - (ii) Orient Overseas Property (Shanghai) Co. Ltd. (東方海外置業(上海)有限公司) has obtained the land use rights with a site area of 29,726 sq.m. and 27,392 sq.m. for a land use term commencing from 15 July 2008 and expiring on 14 July 2078 for residential uses and commencing from 15 July 2008 and expiring on 14 July 2048 for commercial uses;
 - (iii) Orient Overseas Property (Shanghai) Co. Ltd. (東方海外置業(上海)有限公司) has obtained relevant approval and permit to construct part of the building first;
 - (iv) Orient Overseas Property (Shanghai) Co. Ltd. (東方海外置業(上海)有限公司) is entitled to possess, use, transfer and mortgage the Property;
 - (v) The Property is pledged to a bank; and
 - (vi) The transfer of the Property is subject to the consent of the bank and release of the pledge.
10. In accordance with the information provided by the Group and the opinion of the legal adviser, the status of title and grant of major approvals and licences are as follows:
- | | |
|--|--------------|
| Shanghai Certificate of Real Estate Ownership | Yes |
| Grant Contract for State-owned Land Use Rights | Yes |
| Planning Permit for Construction Land | Yes (Partly) |
| Planning Permit for Construction Works | Yes (Partly) |
| Permit for Commencement of Construction Works | Yes (Partly) |
| Business Licence | Yes |

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 18 January 2010																																												
4. Two pieces of contiguous land, east of Zhaofeng Road, Huaqiao Town, Kunshan, Jiangsu Province, the PRC	<p>The property comprises two pieces of contiguous land with a total site area of approximately 174,114.70 sq.m.</p> <p>The commercial and residential land with a site area of 142,676.33 sq.m. is planned to develop into a residential development in three phases as follows:</p> <table border="1"> <thead> <tr> <th>Planned Uses</th> <th>Gross Floor Area (sq.m)</th> </tr> </thead> <tbody> <tr> <td colspan="2">Above Ground</td> </tr> <tr> <td>High-rise Residential</td> <td>496,997.40</td> </tr> <tr> <td>Retail</td> <td>4,600.00</td> </tr> <tr> <td>Other Ancillary</td> <td>10,610.60</td> </tr> <tr> <td>Stilt Floor</td> <td>60,200.00</td> </tr> <tr> <td>Sub-total:</td> <td>572,408.00</td> </tr> <tr> <td colspan="2">Under ground</td> </tr> <tr> <td>Car Park</td> <td>17,535.00</td> </tr> <tr> <td>Others</td> <td>7,200.00</td> </tr> <tr> <td>Sub-total</td> <td>24,735.00</td> </tr> <tr> <td>Grand Total</td> <td>597,142.99</td> </tr> </tbody> </table> <p>The commercial, residential and office land with a site area of 31,438.37 sq.m. is planned to develop into a composite serviced apartment, office and commercial development as follows:</p> <table border="1"> <thead> <tr> <th>Planned Uses</th> <th>Gross Floor Area (sq.m.)</th> </tr> </thead> <tbody> <tr> <td colspan="2">Above ground</td> </tr> <tr> <td>Serviced Apartment</td> <td>87,734.51</td> </tr> <tr> <td>Office (loft)</td> <td>21,700.00</td> </tr> <tr> <td>Retail</td> <td>46,500.00</td> </tr> <tr> <td>Sub-total</td> <td>155,934.51</td> </tr> <tr> <td colspan="2">Under ground</td> </tr> <tr> <td>Car Park</td> <td>25,500.00</td> </tr> <tr> <td>Sub-total</td> <td>25,500.00</td> </tr> <tr> <td>Grand Total</td> <td>181,434.51</td> </tr> </tbody> </table>	Planned Uses	Gross Floor Area (sq.m)	Above Ground		High-rise Residential	496,997.40	Retail	4,600.00	Other Ancillary	10,610.60	Stilt Floor	60,200.00	Sub-total:	572,408.00	Under ground		Car Park	17,535.00	Others	7,200.00	Sub-total	24,735.00	Grand Total	597,142.99	Planned Uses	Gross Floor Area (sq.m.)	Above ground		Serviced Apartment	87,734.51	Office (loft)	21,700.00	Retail	46,500.00	Sub-total	155,934.51	Under ground		Car Park	25,500.00	Sub-total	25,500.00	Grand Total	181,434.51	<p>The commercial and residential land of the Property is planned to develop into a residential development in three phases. Phase I is under construction and is scheduled for completion in February 2012. Phase II and III are vacant land pending for development.</p> <p>The commercial, residential and office land is vacant land pending for development.</p>	<p>RMB1,398,000,000</p> <p>(100% interest attributable to the Group: RMB1,398,000,000)</p>
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Grand Total	181,434.51																																														
	<p>The Property has been granted with land use terms due to expire on 15 November 2074 for residential use and due to expire on 15 November 2044 for commercial use.</p>																																														

Notes:-

1. According to Certificate for the Use of State-owned Land No. (2009) 12009111218 dated 2 November 2009:

Owner	:	Orient Overseas (Shanghai) Investment Co. Ltd. (昆山東方海外昆安置業有限公司)
Location	:	East of Zhaofeng Road, International Business Centre, Huaqiao Town
Lot No.	:	11101215010
Site Area	:	142,676.30 sq.m.
Uses	:	Commercial, residential
Land Use Term	:	Residential use due to expire on 15 November 2074 and commercial use due to expire on 15 November 2044.

According to Certificate for the Use of State-owned Land No. (2009) 12009111219 dated 2 November 2009:

Owner	:	Orient Overseas (Shanghai) Investment Co. Ltd. (昆山東方海外昆安置業有限公司)
Location	:	East of Zhaofeng Road, International Business Centre, Huaqiao Town
Lot No.	:	11101215011
Site Area	:	31,438.40 sq.m.
Use	:	Commercial, residential and office
Land Use Term	:	Residential use due to expire on 15 November 2074 and commercial use due to expire on 15 November 2044.

2. According to Supplemental Contract to Grant Contract for State-owned Land Use Rights No. (2004) 77 and three Transfer Contracts for State-owned Land Use Rights dated 30 October 2009:

Location	:	East side of Zhaofeng Road, IHuaqiao Town
Land Use Term	:	due to expire on 15 November 2074 for residential use and due to expire on 15 November 2044 for commercial use

	Site Area (sq.m.)	Use	Plot Ratio
	138,671.33	Residential	≤ 3.59
	4,005.00	Commercial	1.16
	31,438.37	Commercial, residential and office	≤ 4.96
Total	174,114.70		

3. According to Grant Contract for State-owned Land Use Rights No. (2004) 77 dated 16 August 2004 and Land Grant Notice No. (2004) 2 dated 21 July 2004:

Location	:	East side of Zhaofeng Road, International Business Center, Huaqiao Town, Kunshan
Site Area	:	112,891 sq.m.
Uses	:	Commercial, and Residential
Land Use Term	:	40 years and 70 years
Plot Ratio	:	Not exceeding 3.2
Land Premium	:	RMB868 per sq.m. site area
Building Covenant	:	The building should be completed within 3 years and extension should be applied with reasons and should not exceed one year.

4. According to three Transfer Contracts for State-owned Land Use Rights, three land lots situated at east of Zhaofeng Road of Huaqiao Town with a total site area of 69,409.10 sq.m. were transferred to Kunshan Orient Overseas Kunan Property Co. Ltd. (昆山東方海外昆安置業有限公司) with details as follows:-

Contract No.	Date	Transfer Fee RMB	Site Area (sq.m.)	Land Use Term Till (see remark below)
(2004) 21	16 January 2004	18,735,974	46,406.04	24 February 2067
(2004) 22	16 January 2004	8,582,931	21,258.56	24 February 2067
(2005) 4	8 November 2004	1,308,375	<u>1,744.50</u>	24 February 2067
		Total:	<u>69,409.10</u>	

Remark - According to a Supplementary Agreement on Modification of Grant Contract of Land Use Rights No. (1996) 62 dated on 4 March 2005, the land use term has been extended from 24 February 2067 to 15 November 2074 with a supplemental land grant fee of RMB6,598,752.

5. According to Planning Permit for Construction Land No. GJ2008Y-007 dated 26 February 2008 issued by Kunshan Urban Planning Bureau, the permitted land use area of the property is 183,266.4 sq.m.
6. According to 4 Planning Permits for Construction Works No. GJg2008-137, GJg2009-001, GJg2009-002 and GJg2009-005, the construction works of 4 buildings with a total gross floor area of 120,777.43 sq.m. are in compliance with the urban construction requirements and are approved.
7. According to Permit for Commencement of Construction Works No. 32058320090-72401 dated 4 March 2009, the commencement of construction of the building Nos.9 and 15 of Phase I, with a total gross floor area of 57,175.90 sq.m. has been permitted.
8. Phase I of the commercial and residential land of the Property has a total gross floor area of 213,667.50 sq.m. The Estimated Market Value as if completed of Phase I of the Property was RMB1,382,000,000 as at 18 January 2009. Our valuation is based on the development scheme as provided to us.
9. According to the information provided to us, the expended development costs for Phase I of the commercial and residential land of the Property as at the date of valuation were approximately RMB82,637,186. In valuing the Property, we have taken into account the said development costs.
10. According to Business Licence No. 320583400026292 dated 5 February 2009, Kunshan Orient Overseas Kunan Property Co. Ltd. (昆山東方海外昆安置業有限公司) was established with a registered capital of USD36,500,000 for a valid operating period from 9 January 2004 to 8 January 2074.
11. The legal opinion on the Property prepared by the legal advisor states that:-
- (i) Orient Overseas (Shanghai) Investment Co. Ltd. (昆山東方海外昆安置業有限公司) is legally established;
- (ii) Orient Overseas (Shanghai) Investment Co. Ltd. (昆山東方海外昆安置業有限公司) has obtained the land use rights with a site area of 142,676.30 sq.m. and 31,438.40 sq.m. for a land use term due to expire on 15 November 2074 for residential use and due to expire on 15 November 2044 for commercial use;

- (iii) Orient Overseas (Shanghai) Investment Co. Ltd. (昆山東方海外昆安置業有限公司) has obtained relevant approval and permit to construct part of the building first;
 - (iv) Orient Overseas (Shanghai) Investment Co. Ltd. (昆山東方海外昆安置業有限公司) is entitled to possess, use, transfer and mortgage the Property;
 - (v) The Property is pledged to a bank; and
 - (vi) The transfer of the Property is subject to the consent of the bank and release of the pledge.
12. In accordance with the information provided by the Group and the opinion of the legal adviser, the status of title and grant of major approvals and licences are as follows:

Certificate for the Use of State-owned Land	Yes
Grant Contract for State-owned Land Use Rights	Yes
Transfer Contract of Land Use Rights	Yes
Planning Permit for Construction Use of Land	Yes
Planning Permit for Construction Works	Yes (Partly)
Permit for Commencement of Construction Works	Yes (Partly)
Business Licence	Yes

VALUATION CERTIFICATE

Group III — Properties held by the Group for future development in the PRC

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 18 January 2010																								
5. Tianjin International Trade Centre, junction of Nanjing Road and Machang Road, Hexi District, Tianjin, the PRC	<p>The Property is an uncompleted composite development, which plans to comprise three blocks of office and serviced apartment tower above a 3-storey retail podium plus 3 levels of basement, known as Tianjin International Trade Centre on a piece of land with a site area of approximately 15,709 sq.m.</p> <p>The superstructure has been partly erected and the construction commenced in 1996 and had been suspended since 2000.</p> <p>The planned gross floor area of the Property is as follows:</p> <table border="1"> <thead> <tr> <th>Planned Uses</th> <th>Gross Floor Area (sq.m)</th> </tr> </thead> <tbody> <tr> <td colspan="2">Above Ground</td> </tr> <tr> <td>Office</td> <td>69,663</td> </tr> <tr> <td>Serviced Apartment</td> <td>99,463</td> </tr> <tr> <td>Retail</td> <td>21,224</td> </tr> <tr> <td>Sub-total:</td> <td>190,350</td> </tr> <tr> <td colspan="2">Under ground</td> </tr> <tr> <td>Retail</td> <td>2,535</td> </tr> <tr> <td>Support</td> <td>9,857</td> </tr> <tr> <td>Car Park</td> <td>20,231</td> </tr> <tr> <td>Sub-total</td> <td>32,623</td> </tr> <tr> <td>Grand Total</td> <td>222,973</td> </tr> </tbody> </table> <p>The Property has been granted for a land use term due to expire on 28 October 2057 for commercial, financial and urban mixed residential use.</p>	Planned Uses	Gross Floor Area (sq.m)	Above Ground		Office	69,663	Serviced Apartment	99,463	Retail	21,224	Sub-total:	190,350	Under ground		Retail	2,535	Support	9,857	Car Park	20,231	Sub-total	32,623	Grand Total	222,973	The Property is currently vacant pending for resuming of construction.	RMB2,251,000,000 (100% interest attributable the Group: RMB2,251,000,000)
Planned Uses	Gross Floor Area (sq.m)																										
Above Ground																											
Office	69,663																										
Serviced Apartment	99,463																										
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Support	9,857																										
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Sub-total	32,623																										
Grand Total	222,973																										

Notes:-

1. According to Tianjin Certificate of Real Estate Ownership No. 103050900023 dated 27 May 2009:

Owner	:	Dongjin Real Estate Development (Tianjin) Co. Ltd. (東津房地產開發(天津)有限公司)
Location	:	Junction of Nanjing Road and Machang Road, Hexi District
Lot No.	:	0601-(02)-001-01
Site Area	:	15,709 sq.m.
Uses	:	Urban mixed residential
Land Use Term	:	Due to expire on 28 October 2057

2. According to Supplement Contract to Grant Contract for State-owned Land Use Rights No. 95-092 dated on 8 April 2009:

Grantee	:	Dongjin Real Estate Development (Tianjin) Co. Ltd. (東津房地產開發(天津)有限公司)
Auction	:	Acquired by acution at a total price of RMB2,305,000,000
Location	:	Machang Road, Nanjing Road, Hexi District
Site area	:	15,709 sq.m.
Uses	:	Commercial, financial and mixed residential
Land use term	:	50 years from 29 October 2009
Gross floor area	:	The gross floor area above ground is revised as not exceeding 190,350 sq.m. Other planning condition would be subject to the approval of planning bureau.
Auction price	:	Acquired by auction at a total price of RMB2,305,000,000
Building covenant	:	The building should be completed before 30 March 2012 and extension should be applied and should not exceed two year.

3. According to a Transaction Confirmation Letter of Realty Auction dated on 29 October 2007, Senway Enterprises Limited, on behalf of Dongjin Real Estate Development (Tianjin) Co. Ltd. (東津房地產開發(天津)有限公司) won the bidding by auction to purchase International Trade Center (project under construction) at a transacted price of RMB2,305,000,000.

4. According to Planning Permit for Construction Land No. (2009) 0002 dated 31 May 2009, the permitted land use area of the property is 15,709 sq.m.

5. According to Business Licence No. 120000400030447 dated on 15 January 2009, Dongjin Real Estate Development (Tianjin) Co. Ltd. (東津房地產開發(天津)有限公司) was established with a registered capital of USD376,400,000 for a valid operating period from 24 October 2007 to 3 January 2046.

6. The legal opinion on the Property prepared by the legal advisor states that:-
 - (i) Dongjin Real Estate Development (Tianjin) Co. Ltd. (東津房地產開發(天津)有限公司) is legally established;
 - (ii) Dongjin Real Estate Development (Tianjin) Co. Ltd. (東津房地產開發(天津)有限公司) has obtained the land use rights with a site area of 15,709 sq.m. for a land use term due to expire on 28 October 2057 for urban mixed residential use;

- (iii) Dongjin Real Estate Development (Tianjin) Co. Ltd. (東津房地產開發(天津)有限公司) is entitled to possess, use, transfer and mortgage the Property;
 - (iv) The Property is pledged to a bank which is yet to be registered at the relevant government authorities; and
 - (v) The transfer of the Property is subject to the consent of the bank and release of the pledge.
7. In accordance with the information provided by the Group and the opinion of the legal adviser, the status of title and grant of major approvals and licences are as follows:

Tianjin Certificate of Real Estate Ownership	Yes
Supplement Contract to Grant Contract for State-owned Land Use Rights	Yes
Transaction Confirmation Letter of Realty Auction	Yes
Planning Permit for Construction Use of Land	Yes
Planning Permit for Construction Works	No
Permit for Commencement of Construction Works	No
Business Licence	Yes

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 18 January 2010
6. A piece of land, No. 85 Hengshan Road, Xuhui District, Shanghai, the PRC	<p>The property comprises a piece of land with a site area of approximately 9,004 sq.m.</p> <p>The property is planned to develop into a 5-storey above ground with basement service apartment building.</p> <p>The Property has a development potential of total gross floor area of approximately 15,000 sq.m. above ground.</p> <p>The property has been granted with a land use term of 50 years commencing from 27 April 2004 to 26 April 2054 for composite use.</p>	The property is currently a vacant site pending for further development.	RMB520,000,000 (100% interest attributable to the Group: RMB520,000,000)

Notes:-

- According to Shanghai Certificate of Real Estate Ownership No. (2007) 012913 dated on 13 July 2007:

Owner	:	Shanghai Waigaoqiao Xuhui Club Co. Ltd. (上海外高橋徐匯俱樂部有限公司)
Location	:	No.85 Hengshan Road
Lot No.	:	Qiu 3/1, Jiefang 31, Tianping Street, Xuhui District
Site Area	:	9,004 sq.m.
Use	:	Composite
Land Use Term	:	Commencing from 27 April 2004 to 26 April 2054
- According to the Supplementary Contract to Grant Contract of Shanghai Municipal State-owned Land Use Rights dated 4 July 2005, the total gross floor area should not be exceeding 15,000 sq.m.
- According to Business License No. 310000400520048 dated 26 June 2009, Shanghai Waigaoqiao Xuhui Club Co. Ltd. (上海外高橋徐匯俱樂部有限公司) was established with a registered capital of RMB412,600,000 (actual paid up RMB303,292,019) for a valid operating period from 28 September 1993 to 2 June 2055.
- The legal opinion on the Property prepared by the legal advisor states that:-
 - Shanghai Waigaoqiao Xuhui Club Co. Ltd. (上海外高橋徐匯俱樂部有限公司) is legally established;
 - Shanghai Waigaoqiao Xuhui Club Co. Ltd. (上海外高橋徐匯俱樂部有限公司) has obtained the land use rights with a site area of 9,004 sq.m. for a land use term commencing from 27 April 2004 to 26 April 2054 for composite use; and

(iii) Shanghai Waigaoqiao Xuhui Club Co. Ltd. (上海外高橋徐匯俱樂部有限公司) is entitled to possess, use, transfer and mortgage the Property.

5. In accordance with the information provided by the Group and the opinion of the legal adviser, the status of title and grant of major approvals and licences are as follows:

Shanghai Certificate of Real Estate Ownership	Yes
Grant Contract for State-owned Land Use Rights and the Supplementary Contract	Yes
Business Licence	Yes

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 18 January 2010
7. A piece of land, Qiu 32/9, Jiefang 88, Zhoujiaqiao Street, South of Changning Road, Changning District, Shanghai, the PRC	<p>The Property comprises a piece of land with a site area of approximately 60,845 sq.m.</p> <p>According to the information provided by the Company, the property is planned to develop into a commercial and office composite development.</p> <p>The Property has a development potential of total gross floor area of 242,803 sq.m. above ground.</p> <p>The property has been granted with a land use term of 50 years commencing from 18 November 2005 to 17 November 2055 for commercial and office uses.</p>	The property is currently a vacant site pending for further development.	RMB4,409,000,000 (95% interest attributable to the Group: RMB4,188,550,000)

Notes:-

1. According to Shanghai Certificate of Real Estate Ownership No. (2009) 024856 dated 28 December 2009:

Owner	:	Shanghai Orient Overseas Kaixuan Real Estate Co. Ltd. (上海東方海外凱旋房地產有限公司)
Location	:	Qiu 32/9, Jiefang 88, Zhaojiaqiao Street
Site Area	:	60,845 sq.m.
Uses	:	Commercial, office
Land Use Term	:	50 years commencing from 18 November 2005 to 17 November 2055

2. According to Contract for Grant of State-owned Land Use Rights No. (2005) 58 dated 18 November 2005 and the Supplementary Contracts dated 12 May 2006, 18 March 2009 and 9 December 2009:-

Grantee	:	Shanghai Orient Overseas Kaixuan Real Estate Co. Ltd. (上海東方海外凱旋房地產有限公司)
Location	:	Qiu 32/9, Jiefang 88, Zhaojiaqiao Street
Site area	:	60,845.10 sq.m.
Uses	:	commercial and office
Land use term	:	50 years
Plot Ratio	:	The total gross floor area above ground is not exceeding 242,803 sq.m.
Land Grant Fee	:	RMB444,000,000
Building Covenant	:	To commence construction before 31 August 2009 and complete before February 2013 and extension should be applied with reasons and should not exceed one year.

- Idle Land : If construction is not commenced within 1 year according to the stipulation, a 20% of land grant fee is payable as idle land fee. If completion time limit is due over 2 years, the land may be seized or repossessed by the government at no consideration.
3. According to Land Compensation Contract dated 16 January 2006:-
- Total Listing Price : RMB1,480,000,000 (in which land grant fee was RMB444,000,000 and land resettlement cost was RMB1,036,000,000)
4. According to Planning Permit for Construction Land No. (2006) 05060718E01242 dated 18 July 2006, the Property is permitted to be developed with a site area of 60,853 sq.m.
5. According to Business Licence No. 310000400456205 dated 4 February 2009, Shanghai Orient Overseas Kaixuan Real Estate Co. Ltd. (上海東方海外凱旋房地產有限公司) was established with a registered capital of USD240,000,000 for a valid operation period from 8 February 2006 to 7 February 2056.
6. The legal opinion on the Property prepared by the legal advisor states that:-
- (i) Shanghai Orient Overseas Kaixuan Real Estate Co. Ltd. (上海東方海外凱旋房地產有限公司) is legally established;
- (ii) Shanghai Orient Overseas Kaixuan Real Estate Co. Ltd. (上海東方海外凱旋房地產有限公司) has obtained the land use rights with a site area of 60,845 sq.m. for a land use term of 50 years commencing from 18 November 2005 to 17 November 2055 for commercial and office uses; and
- (iii) Shanghai Orient Overseas Kaixuan Real Estate Co. Ltd. (上海東方海外凱旋房地產有限公司) is entitled to possess, use, transfer and mortgage the Property.
7. In accordance with the information provided by the Group and the opinion of the legal adviser, the status of title and grant of major approvals and licences are as follows:
- | | |
|---|-----|
| Shanghai Certificate of Real Estate Ownership | Yes |
| Grant Contract for State-owned Land Use Rights and the Supplementary Contract | Yes |
| Land Compensation Contract | Yes |
| Planning Permit for Construction Land | Yes |
| Business Licence | Yes |

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. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the Shares, the underlying Shares and the debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be (a) 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); or (b) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules, were as follows:

Name	Direct Interests	Other Interests	Total Number of shares (Long Position)	Percentage
TUNG Chee Chen	—	426,416,088 <i>(Notes 1 and 2)</i>	426,416,088	68.14%
CHANG Tsann Rong Ernest	612,731	—	612,731	0.09%
CHOW Philip Yiu Wah	133,100	7,000 <i>(Note 3)</i>	140,100	0.02%
Simon MURRAY	122,000	—	122,000	0.02%
Professor WONG Yue Chim Richard	—	500 <i>(Note 4)</i>	500	0.00008%

Notes:

- Mr. TUNG Chee Chen has an interest in a trust which, through Artson as trustee, holds shares of Thelma, which has an indirect interest in 426,416,088 Shares, in which Fortune Crest Inc. ("Fortune Crest") and Gala Way Company Inc. ("Gala Way"), wholly owned subsidiaries of Thelma, have direct interests in 347,188,656 Shares and 79,227,432 Shares respectively. The voting rights in respect of such 426,416,088 Shares are held by Mr. TUNG Chee Chen through THTI.
- Fortune Crest and Gala Way together are referred to as the controlling shareholders.

3. 7,000 Shares are held by the spouse of Mr. CHOW Philip Yiu Wah.
4. 500 Shares are held by the spouse of Professor WONG Yue Chim Richard.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company had any interests or short positions in the Shares, the underlying Shares and the debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (a) 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 (b) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to the Model Code.

3. SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date and so far as is known to the Directors and chief executive of the Company, the following persons (other than a Director or the chief executive of the Company) had interests or short positions in the Shares and the underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under section 336 of the SFO:

Name	Nature of Interest	Number of Shares Interested (Long Position)	Percentage
Artson Global Limited*	Trustee	426,416,088 <i>(Note 1)</i>	68.14%
Hanberry Global Limited*	Trustee	426,416,088 <i>(Note 2)</i>	68.14%
Thelma Holdings Limited*	Indirect	426,416,088 <i>(Note 3)</i>	68.14%
TUNG Chee Hwa	Indirect	426,441,319 <i>(Note 4)</i>	68.14%
Archmore Investment Limited*	Beneficiary of a trust	426,416,088 <i>(Note 5)</i>	68.14%
Edgemont Holdings Limited*	Indirect	426,416,088 <i>(Note 6)</i>	68.14%
Javier Global Limited*	Indirect	426,416,088 <i>(Note 7)</i>	68.14%
Bartlock Assets Ltd.*	Beneficiary of a trust	426,416,088 <i>(Note 8)</i>	68.14%

Name	Nature of Interest	Number of Shares Interested (Long Position)	Percentage
Flowell Development Inc.	Beneficiary of a trust	426,416,088 <i>(Note 9)</i>	68.14%
Izone Capital Limited*	Beneficiary of a trust	426,416,088 <i>(Note 10)</i>	68.14%
Jeference Capital Inc.*	Beneficiary of a trust	426,416,088 <i>(Note 11)</i>	68.14%
Tung Holdings (Trustee) Inc.*	Voting	426,416,088 <i>(Note 12)</i>	68.14%
Fortune Crest Inc.	Direct	347,188,656 <i>(Note 13)</i>	55.47%
Gala Way Company Inc.	Direct	79,227,432 <i>(Note 14)</i>	12.66%

Notes:

1. Artson, a company which is wholly owned by Mr. TUNG Chee Chen, holds 56.36% of the shares of Thelma and, accordingly, has an indirect interest in the same Shares in which Thelma has an interest.
2. Hanberry, a company which is wholly owned by Mr. TUNG Chee Hwa, holds 43.64% of the shares of Thelma and, accordingly, has an indirect interest in the same Shares in which Thelma has an interest.
3. Thelma, a company which is owned collectively by Artson and Hanberry, has an indirect interest in the same Shares in which Fortune Crest and Gala Way, wholly-owned subsidiaries of Thelma, have an interest.
4. Mr. TUNG Chee Hwa has an interest in a trust which, through Hanberry as trustee, holds shares of Thelma, which has an indirect interest in 426,416,088 Shares. Mrs. TUNG Chiu Hung Ping Betty (spouse of Mr. TUNG Chee Hwa, sister-in-law of Mr. TUNG Chee Chen and Mr. KING Roger and mother of Mr. TUNG Lieh Sing Alan) owns 25,231 Shares.
5. Archmore Investment Limited (“Archmore”), a company which is wholly owned by Edgemont Holdings Limited (“Edgemont”), has an interest in a trust which, through Artson as trustee, holds shares of Thelma, which has an indirect interest in 426,416,088 Shares.
6. Edgemont has an indirect interest in the same Shares in which Archmore, a wholly-owned subsidiary of Edgemont, has an interest.
7. Javier Global Limited (“Javier”), a company which is wholly owned by Mr. TUNG Chee Chen, has an indirect interest in the same Shares in which Edgemont, a wholly-owned subsidiary of Javier, has an interest.

8. Bartlock Assets Ltd., a company which is wholly owned by Mr. TUNG Chee Hwa, has an interest in a trust which, through Hanberry as trustee, holds shares of Thelma, which has an indirect interest in 426,416,088 Shares.
9. Flowell Development Inc., a company which is wholly owned by Mr. TUNG Chee Chen, has an interest in a trust which, through Artson as trustee, holds shares of Thelma, which has an indirect interest in 426,416,088 Shares.
10. Izone Capital Limited, a company which is wholly owned by Mr. TUNG Chee Chen, has an interest in a trust which, through Artson as trustee, holds shares of Thelma, which has an indirect interest in 426,416,088 Shares.
11. Jeference Capital Inc., a company which is wholly owned by Mr. TUNG Chee Chen, has an interest in a trust which, through Artson as trustee, holds shares of Thelma, which has an indirect interest in 426,416,088 Shares.
12. THTI is a company wholly owned by Mr. TUNG Chee Chen.
13. Fortune Crest has a direct interest in 347,188,656 Shares.
14. Gala Way has a direct interest in 79,227,432 Shares.
15. Mr. TUNG Chee Chen is a director of the companies marked with an asterisk.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company was a director or an employee of a company which had an interest or short position in the Shares and the underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

4. SERVICE CONTRACT

Mr. Kenneth Gilbert CAMBIE has a service contract with the Company which will expire on 31 July 2010. None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

5. SECRETARY

The Secretary of the Company is Ms. Lammy Chee Fun Lee, Barrister.

6. LITIGATION

As at the Latest Practicable Date, no litigation or claim of material importance is known to the Directors to be pending or threatened against any member of the Group.

7. DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors and their respective associates (as defined in the Listing Rules) had any interest in a business, which competes or may compete with the business of the Group.

8. OTHER INTERESTS OF DIRECTORS IN CONTRACTS

The Group continues to share the rental of office space at Harbour Centre, Hong Kong on an actual cost reimbursement basis with Island Navigation Corporation International Limited (“INCIL”), which is owned by a Tung family trust. The total amount of rental on an actual cost reimbursement basis paid by INCIL to the Group for the year ended 31 December 2009 was approximately US\$1,015,000.

Yuensung Investment Company Limited (“Yuensung”), a company controlled by Mr. C U TUNG, uncle of Mr. TUNG Chee Chen, also shares the rental of an office at Harbour Centre, Hong Kong with our Group. The total amount of rental on an actual cost reimbursement basis paid by Yuensung to the Group for the year ended 31 December 2009 was approximately US\$70,000.

Except for the above (other than contracts amongst Group companies), no other contracts or arrangements of significance in relation to the Group’s business to which the Company or any of its subsidiaries was a party, and in which a Director of the Company had a material interest, subsisted at the date of this circular.

9. DIRECTORS’ INTERESTS IN GROUP ASSETS

As at the Latest Practicable Date, none of the Directors has any direct or indirect interest in any assets which have been, since 31 December 2008, being the date to which the latest published audited financial statements of the Company were made up, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

10. MATERIAL CONTRACTS

Save for the following material contracts, the Group has not entered into any material contract (not being contracts entered into in the ordinary course of business of the Group) within the two years immediately preceding the date of this circular:

- (a) a bid agreement dated 13 August 2009 entered into between Konward Enterprises Limited, an indirectly wholly-owned subsidiary of the Company, as purchaser and Shanghai Yong Ye Co., Ltd as vendor to bid for the 11% equity interests in the registered capital of Yongye Real Estate (Note: details of the agreement were disclosed in the Company’s announcement dated 15 September 2009); and
- (b) the Sale and Purchase Agreement.

11. EXPERTS AND CONSENTS

- (a) The following are the qualification of the expert who has been named in this circular:

Name	Qualification
DTZ Debenham Tie Leung Limited	Chartered Surveyors and Valuer

- (b) DTZ Debenham Tie Leung Limited, as at the Latest Practicable Date, did not have any direct or indirect shareholding 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.

DTZ Debenham Tie Leung Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion of their letters and reports and references to their name in the form and context in which they are included.

DTZ Debenham Tie Leung Limited does not have any interest, direct or indirect, in any assets which has been acquired or disposed of by or leased to any member of the Group, or which are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2008.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by Shareholders during normal business hours at the principal office of the Company in Hong Kong at 33rd Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on weekdays other than Saturdays and public holidays up to and including 3 March 2010:

- (a) the Memorandum of Association and Bye-laws of the Company;
- (b) the Sale and Purchase Agreement and the bid agreement dated 13 August 2009 entered into between Konward Enterprises Limited, an indirectly wholly-owned subsidiary of the Company and Shanghai Yong Ye Co., Ltd referred to in the section headed “Material Contracts” in this Appendix;
- (c) the service contract of Mr. Kenneth Gilbert CAMBIE, an Executive Director of the Company referred to in the section headed “Service Contracts” in this Appendix;
- (d) the property valuation report, as set out in Appendix II to this circular;
- (e) the written consent referred to in the section headed “Experts and Consents” of this Appendix;

- (f) audited financial information of the Group for the two financial years ended 31 December 2007 and 31 December 2008; and
- (g) the interim report of the Company for the six months ended 30 June 2009.

13. MISCELLANEOUS

The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and the principal office of the Company is located at 33rd Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong.

The principal registrar of the Company is Butterfield Fulcrum Group (Bermuda) Limited at Rosebank Centre, 11 Bermudiana Road, Pembroke, HM08 Bermuda and the branch registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

The English text of this circular shall prevail over the Chinese text.