
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in ASIA RESOURCES HOLDINGS LIMITED (the “Company”), you should at once hand this circular to the purchaser or to the bank or stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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.

Asia Resources Holdings Limited
亞洲資源控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

MAJOR TRANSACTION

3 January 2008

* For identification purpose only.

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DEFINITIONS

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

“%”	per cent
“Bestime”	Bestime Systems Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
“Board”	the board of Directors
“Company”	Asia Resources Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Disposal”	the disposal of the Sale Shares by Bestime to the Purchaser
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	(an) independent third party(ies) not connected to the Directors, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates as defined in the Listing Rules
“Latest Practicable Date”	28 December 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange from time to time
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this announcement

DEFINITIONS

“Purchaser”	Mr. Zhou Yu Kang (周虞康)
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Shares”	3 ordinary Shares of Skyyield, representing 30% of the issued share capital of Skyyield as at the date of the Share Transfer Agreement
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Share Transfer Agreement”	the Share Transfer Agreement dated 12 December 2007 in relation to the Disposal entered into between Bestime and the Purchaser
“Share(s)”	share(s) of US\$1.00 each in the share capital of Skyyield
“Shareholders”	Shareholders of the Company
“Skyyield”	Skyyield Holdings Limited, a company incorporated in the British Virgin Islands with limited liability
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhejiang Binjiang”	Zhejiang Binjiang Construction Co., Ltd. (浙江濱江建設有限公司), a wholly foreign-owned enterprise established in the Hangzhou City, Zhejiang Province, the PRC

Unless otherwise specified, conversion of Renminbi into Hong Kong dollar is based on the exchange rate of HK\$1.03=RMB1.00.

LETTER FROM THE CHAIRMAN

Asia Resources Holdings Limited

亞洲資源控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

Executive Directors:

Ms. Zhang Cheng

Mr. Lin Dong

Mr. Feng Xiang Cai

Mr. Yang Jianxin

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent non-executive Directors:

Mr. Ngai Sau Chung Howard

Mr. Jiang Guoan

Mr. Lin Ye

Principal Place of Business

in Hong Kong

Unit 04, 34/F

Bank of America Tower

12 Harcourt Road

Central

Hong Kong

3 January 2008

To: the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION

1. INTRODUCTION

On 14 December 2007, the Company announced that on 12 December 2007 Bestime, an indirect wholly-owned subsidiary of the Company, entered into the Share Transfer Agreement with the Purchaser, pursuant to which Bestime agreed to dispose of the Sale Shares (representing 30% of the issued share capital of Skyyield) to the Purchaser for a total consideration of HK\$180,000,000. Following the Disposal, the Group will have no further interest in the Shares of Skyyield.

The Disposal constitutes a major transaction for the Company under Chapter 14 of the Listing Rules.

The Company has received from Guardwell, Eagle Asia and Eagle China, which together are interested in approximately 53.28% of the entire issued share capital of the Company as at the Latest Practicable Date, written certificates approving the Disposal pursuant to Rule 14.44(2) of the Listing Rules.

* For identification purpose only.

LETTER FROM THE CHAIRMAN

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, no Shareholder has any material interest in the Disposal as at the Latest Practicable Date. Accordingly, no Shareholder would be required to abstain from voting if the Company were to convene a special general meeting for the approval of the Disposal. As the Company has received the said certificates from Guardwell, Eagle Asia and Eagle China approving the Disposal pursuant to Rule 14.44(2) of the Listing Rules, the Company will not convene any special general meeting of the Shareholders for approving the Disposal.

The purpose of this circular is to provide Shareholders with further information in relation to the Disposal and other information in compliance with the requirements of the Listing Rules.

2. THE SHARE TRANSFER AGREEMENT

Date:

12 December 2007

Parties:

- (i) Mr. Zhou Yu Kang (as the transferee)
- (ii) Bestime Systems Limited (as the transferor)

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Mr. Zhou Yu Kang is an Independent Third Party.

Assets to be Disposed:

Pursuant to the Share Transfer Agreement, Bestime agreed to dispose of 3 ordinary Shares of Skyyield, representing 30% of the issued share capital of Skyyield to the Purchaser for a total consideration of HK\$180,000,000. Skyyield is an associate company of the Group. Following the Disposal, the Group will have no further interest in the Shares of Skyyield.

Skyyield is an investment holding company incorporated in the British Virgin Islands, and its sole investment is the holding of the entire equity interest in Zhejiang Binjiang which is principally engaged in property development in the PRC. At present, Zhejiang Binjinag has two property development projects, both of which are for commercial and residential uses, located alongside the Qiantang River and are still in the process of being completed.

LETTER FROM THE CHAIRMAN

Consideration and Payment:

The consideration for the Disposal is HK\$180,000,000, payable by the Purchaser to Bestime by way of installments as follows:

1. the first of which in the sum of HK\$10,000,000 has been paid by the Purchaser to Bestime in one lump sum within 2 days after execution of the Share Transfer Agreement (“First Installment Payment Day”);
2. the second of which in the sum of HK\$35,000,000 shall be paid by the Purchaser to Bestime in one lump sum within 21 days from the First Installment Payment Day (“Second Installment Payment Day”); and
3. the remaining balance of HK\$135,000,000 shall be paid by the Purchaser to Bestime either in one lump sum or by way of installments within 6 months from the Second Installment Payment Day.

Completion will take place on the third business day after Bestime has received all the consideration which is expected to be in July 2008.

According to the audited consolidated accounts of the Company for the year ended 31 March 2007, the Group’s interest in Skyyield was booked at HK\$114,823,000 (therefore, the consideration is HK\$65,177,000 in excess of the said book value), whereas the balance sheet of Skyyield as at 31 March 2007 shows a net liabilities position. The consideration for the Disposal was determined on an arm’s length basis with reference to (a) an investment return of about 50% as mentioned in the paragraph headed “Reasons for and Benefits of the Disposal” below, (b) the said book value of Skyyield, and (c) the said net liabilities position of Skyyield. The audited net losses of Skyyield before taxation and extraordinary items attributed to the Sale Shares for the 15 months period from 1 January 2006 to 31 March 2007 and for the 12 months period from 1 January 2005 and 31 December 2005 amounted to HK\$8,364,000 and HK\$13,109,000 respectively. Since there were no taxation and extraordinary items attributed to the Sale Shares for the aforesaid periods, the audited net losses of Skyyield after taxation and extraordinary items for the aforesaid periods also amounted to HK\$8,364,000 and HK\$13,109,000 respectively. Skyyield has been suffering from losses since it has had no revenue while it has incurred expenses for the development projects undertaken by Zhejiang Binjiang which are still in the process of being completed.

LETTER FROM THE CHAIRMAN

3. FINANCIAL EFFECT OF THE DISPOSAL

Referring to the audited consolidated accounts of the Company for the year ended 31 March 2007, the Disposal is expected to increase the assets value of the Group by approximately HK\$65,177,000 and will not have any effect on the Group's liabilities position. Thus, the Disposal will improve the overall financial position of the Group.

Following the Disposal, the Group will not equity account for Skyyield's earnings, which have been in loss in the previous two years. After taking into account the exchange gain up to 31 March 2007 in the sum of HK\$5,133,000, the one-off gain on the Disposal amounts to approximately HK\$70,310,000 over the carrying value of the Sale Shares as recorded in the audited consolidated accounts of the Company for the year ended 31 March 2007.

4. REASONS FOR AND BENEFITS OF THE DISPOSAL

As stated in the section headed "Financial Effect of the Disposal" above, the gain on the Disposal amounts to approximately HK\$70,310,000. The investment return of the Sale Shares over 2 years period since the Group's acquisition in October 2005 is about 50%. The Directors consider that it is in the best interest of the Group to take this opportunity to realize its investment in Skyyield through the Disposal.

The net proceeds from the Disposal of HK\$180,000,000 will be used as working capital of the Group.

The Directors consider that the Disposal will prepare the Group with an improved financial position to allow for future investment and/or acquisition, should new prospective investment opportunities with better returns arise.

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

5. INFORMATION OF THE PARTIES

The Company is an investment holding company incorporated in Bermuda and the principal activities of its subsidiaries include property development, manufacture and sales of pharmaceutical products.

The Purchaser is not connected to the Company as defined in the Listing Rules.

LETTER FROM THE CHAIRMAN

6. SHAREHOLDERS' APPROVAL OF THE DISPOSAL

As one of the applicable percentage ratios under Chapter 14 of the Listing Rules is more than 25% but less than 75%, the Disposal constitutes a major transaction for the Company and is required to be approved by the Shareholders in a special general meeting of the Company. Pursuant to Rule 14.44 of the Listing Rules, (a) no Shareholder is required to abstain from voting if a general meeting of the Company were convened to approve the Disposal, and (b) the Company has on 14 December 2007 obtained written certificates approving the Disposal from the following Shareholders:

Name of Shareholder	Number of Shares	Shareholding (%)
Guardwell Investments Limited ("Guardwell")	390,000,000	27.63
Eagle Asia Investments Limited ("Eagle Asia")	232,000,000	16.44
Eagle China Investments Limited ("Eagle China")	130,000,000	9.21
Total	<u>752,000,000</u>	<u>53.28</u>

Guardwell, Eagle China and Eagle Asia are beneficially owned and controlled by Mr. Wu Yong, the spouse of Ms. Zhang Cheng, the Company's chairman and an executive Director. As all the conditions set out in rule 14.44 of the Listing Rules are met by the Company, the said written approval is acceptable under the Listing Rules in lieu of holding a general meeting to approve the Disposal, and thus the Company shall not be required to hold such a general meeting.

7. ADDITIONAL INFORMATION

Your attention is also drawn to the appendices to this circular.

Yours faithfully,
By order of the Board
Zhang Cheng
Chairman

(1) STATEMENT OF INDEBTEDNESS**Borrowings**

As at the close of business of 30 November 2007, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this circular, the Group had outstanding borrowings of approximately HK\$137,608,000, comprising secured bank loans of approximately HK\$39,140,000, unsecured bank loans of approximately HK\$58,710,000 and unsecured other loans of approximately HK\$39,758,000.

Commitments and contingent liabilities

As at 30 November 2007, the Group had total future minimum lease payments under non-cancelable operating leases in respect of rented premises amounting to approximately HK\$235,000.

As at 30 November 2007, the Group had capital commitment in respect of acquisition of property, plant and equipment in the amount of approximately HK\$678,000.

As at 30 November 2007, the Group has no material contingent liability.

Pledge 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 land use rights with a total net carrying value of approximately HK\$48,743,000 and bank deposits amounting to approximately HK\$ 808,000 as at 30 November 2007.

Save as aforesaid 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, or hire purchase commitments, finance lease commitments, guarantees or other material contingent liabilities as at the close of business on 30 November 2007.

The Directors have confirmed that there has not been any material change in the indebtedness or the contingent liabilities of the Group since 30 November 2007.

(2) WORKING CAPITAL

As at the Latest Practicable Date, after due enquiry and taking into account the internal resources of the Group and the borrowing facilities available to the Group, the Directors are of the opinion that the 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) MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 March 2007, being the date to which the latest published audited financial statements of the Group were made up.

(4) FINANCIAL AND TRADING PROSPECTS

During the year, the Group continues to focus its efforts to expand its market share in the intravenous fluid industry. With the enhancement of the efficiency of existing production facilities and the production capacity of soft bag type intravenous fluid, the Group will create greater economies of scale and thus have a lower average production cost. In the first half of the financial year ended 30 September 2007, the sales volume recorded an increase of approximately 32% as compared to the corresponding period last year.

The Group will step up the efforts to monitor the production and sales of medicines in its factories, promote the development of sales network and branding in order to promote its products. In addition, the Directors are actively seeking new potential investment opportunities to maximize the returns of the Shareholders. The Directors consider that upon completion of the Disposal, the Group's financial and cash position can be further strengthened, and will prepare the Group with an improved financial position to allow for future investment and/or acquisition, should new prospective investment opportunities with better returns arise.



利駿行測量師有限公司

LCH (Asia-Pacific) Surveyors LimitedCHARTERED SURVEYORS
PLANT AND MACHINERY VALUERS
BUSINESS & FINANCIAL SERVICES VALUERS

The readers are reminded that the report which follows has been prepared in accordance with the guidelines set by the International Valuation Standards, Eighth Edition, 2007 (the “IVS”) published by the International Valuation Standards Committee as well as the HKIS Valuation Standards on Properties, First Edition, 2005 (the “HKIS Standards”) published by the Hong Kong Institute of Surveyors (the “HKIS”). Both standards entitle the valuer to make assumptions which may on further investigation, for instance by the readers’ legal representative, prove to be inaccurate. Any exception is clearly stated below. Headings are inserted for convenient reference only and have no effect in limiting or extending the language of the paragraphs to which they refer. If additional documents and facts are made available, the valuer reserves the right to amend this report and its conclusions.

17th Floor
Champion Building
No. 287-291 Des Voeux Road Central
Hong Kong

3 January 2008

The Directors

Asia Resources Holdings Limited

Unit 04 on 34th Floor

Bank of America Tower

12 Harcourt Road

Central

Hong Kong

Dear Sirs,

In accordance with the instructions given by the management of Asia Resources Holdings Limited (hereinafter referred to as the “Company”) to us to value the unsold property interests of two real estate developments currently held by Skyyield Holdings Limited (hereinafter referred to as “Skyyield”) through Zhejiang Binjiang (to be defined in the report) in Hangzhou City of Zhejiang Province (hereinafter referred to as the “Subject Properties”) in the People’s Republic of China (hereinafter referred to as the “PRC” or “China”), we confirm that we have conducted physical inspections, made relevant enquiries and obtained such further information as we consider necessary to support our opinion of value of the Subject Properties as at 19 December 2007 (hereinafter referred to as the “Date of Valuation”) for the purpose of incorporation into a Company’s circular for its shareholders’ reference.

We understand that the use of our report (regardless of the format of presentation) would form part of the Company's circular and we have not been engaged to make specific sale or purchase recommendations. We further understand that the use of our work product will not supplant other due diligence which a rational investor should conduct in reaching business decisions regarding the Subject Properties.

INTRODUCTION

We were advised that the management of the Company has entered into a share transfer agreement, via its indirect wholly-owned subsidiary, to dispose of 3 ordinary shares of Skyyield, representing 30% of the issued share capital of Skyyield to a purchaser on 12 December 2007. We were further advised that Skyyield is an investment holding company incorporated in the British Virgin Islands, and its sole investment is the holding of the entire equity interest in Zhejiang Binjiang Construction Co., Ltd. 浙江濱江建設有限公司 (hereinafter referred to as "Zhejiang Binjiang"), a wholly foreign-owned enterprise established in the Hangzhou City, Zhejiang Province, the PRC. The company principally engaged in property development in the PRC. At present, Zhejiang Binjiang has two property development projects, both of which are for commercial and residential uses, located alongside the Qiantang River, Hangzhou City of Zhejiang Province and are under the final construction stage. Together, the unsold units of these two property development projects form the subject of our valuation.

BASIS OF VALUATION AND ASSUMPTIONS

According to the IVS, which the HKIS Standards also follows, there are two valuation bases, namely market value basis and valuation bases other than market value. Our valuations of the Subject Properties are on market value basis.

The term "Market Value" is defined by the IVS and the HKIS Standards 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 wherein the parties had each acted knowledgeably, prudently and without compulsion".

Our valuations have been made on the assumption, that

1. the legally interested party in the Subject Properties sells the Subject Properties in the market in their existing states without the benefit of a deferred terms contract, leaseback, joint venture, management agreement or any other similar arrangement which would serve to increase the values of the Subject Properties;

2. the legally interested party in the Subject Properties has free and uninterrupted rights to use or assign the whole property interests for the whole of the unexpired terms as granted and any premiums payable have already been fully paid;
3. the Subject Properties have obtained necessary government approval on its existing land usages and to be constructed in accordance with the scheduled development scheme;
4. the Subject Properties have obtained all relevant government's approvals for pre-sale the Subject Properties on strata-title basis and is able to dispose and transfer free of all encumbrances (including but not limited to, premium to be charged for the change of land use and the cost of transaction) the flatted units of the development in the market; and
5. the Subject Properties can be freely disposed and transferred free of all encumbrances, at the Date of Valuation for its existing or alternative uses in the market to both local and overseas purchasers without payment of any premium to the government.

Should this not be the case, it will have adverse impact to the values as reported.

APPROACH TO VALUE

Having considered the general and physical characteristics of the Subject Properties, we have adopted the comparable sales method of the Market Approach (also called sales comparison approach) on the assumption that the Subject Properties are sold with the benefit of vacant possession as at the Date of Valuation. The comparable sales method considers the sales, listings or offering of similar or substitute properties and related market data and establishes a value of a property that a reasonable investor would have to pay for a similar property of comparable utility and with an absolute title.

MATTERS THAT MIGHT AFFECT THE VALUES REPORTED

In our valuations, we have adopted the gross floor area of the unsold units in the Subject Properties as provided by the management of Zhejiang Binjiang and no further verification work has been conducted. Should it be established subsequently that the adopted gross floor area was not the latest approved or adopted by Zhejiang Binjiang in developing the Subject Properties, we reserved the right to revise our report and the valuations accordingly.

No allowance has been made in our valuations for any charges, mortgages, outstanding premium or amounts owing on the Subject Properties. Unless otherwise stated, it is assumed that the Subject Properties are free from all encumbrances, restrictions, and outgoing of an onerous nature which could affect their values.

In the course of valuations, we have assumed that the Subject Properties have obtained all the necessary approval and/or consent to develop the Subject Properties to the scheduled developments as planned and presented to us as at the Date of Valuation; and that the development will not incur further premium and/or significant costs to be charged to the interested party in the developing development. Should it be established subsequently that further premium and/or significant costs are required, we reserve the right to revise this report and valuations accordingly.

As at the latest practicable date (as defined in this circular), we are unable to identify any adverse news against the Subject Properties which may affect the reported values in our report. Thus, we are not in the position to report and comment on its impact (if any) to the Subject Properties. However, should it be established subsequently that such news did exist at the Date of Valuation, we reserve the right to adjust the values reported herein.

ESTABLISHMENT OF TITLES

We have been provided with copies of the title documents regarding the Subject Properties. Due to the inherent defects in the land registration system of China forbidden us to inspect the original documents of the Subject Properties filed in the relevant authorities, we are unable to verify ownership or to verify any amendment which may not appear on the copies handed to us. We need to state that we are not legal professions and are not qualified to ascertain the titles and to report any encumbrances that may be registered against the Subject Properties. However, we have complied with the requirements as stated in Practice Note No. 12 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and relied solely on the copy of the PRC legal opinions as provided by Zhejiang Binjiang with regard to the existing legally interested party in the Subject Properties. We are given to understand that the PRC legal opinions regarding Property 1 and Property 2 were prepared by qualified PRC legal advisers Hills & Co. dated 10 April 2006 and 浙江澤大律師事務所 dated 18 April 2007, respectively. No responsibility and liability is assumed in relation to those legal opinions.

INSPECTIONS AND INVESTIGATIONS OF THE SUBJECT PROPERTIES

We have inspected the exterior, where possible, the interior of the Subject Properties in respect of which we have been provided with such information as we have requested for the purpose of our valuations. Due to its nature of construction in progress, we have not inspected those parts of the Subject Properties which were covered, unexposed, not being arranged or inaccessible and such parts have been assumed to be in reasonable condition. We cannot express an opinion about or advice upon the condition of uninspected parts and our report should not be taken as making any implied representation or statement about such parts. No structural survey, investigation, test or examination has been made, but in the course of our inspections we did not note any serious defects in the Subject Properties inspected. We are not, however, able to report that the Subject Properties are free from rot, insect, infestation or any other defects. No tests were carried out to the services (if any) and we are unable to identify those services covered, unexposed or inaccessible.

Our valuations have been made on the assumption that no unauthorised alteration, extension or addition has been made to the Subject Properties, and that the inspection and the use of our report do not purport to be a building survey of the Subject Properties. We have assumed that the Subject Properties are free of rot and inherent danger or unsuitable materials and techniques.

We have not carried out on-site measurements to verify the correctness of the areas of the Subject Properties, but have assumed that the areas shown on the documents and handed to us are correct. All dimensions, measurements and areas are approximations.

Our engagement and the agreed procedures to value did not include an independent land survey to verify the legal boundaries and the exact locations of the Subject Properties. We need to state that we are not in the land survey profession, therefore, we are not in the position to verify or ascertain the correctness of the legal boundaries and location of the Subject Properties that shown to us by the appointed personnel of Zhejiang Binjiang and appeared on the documents handed to us. No responsibility from our part is assumed. The management of the Company or interested party in the Subject Properties should conduct their own legal boundaries due diligence work.

We have not arranged for any investigation to be carried out to determine whether or not any deleterious or hazardous material has been used in the construction of the Subject Properties, or has since been incorporated, and we are therefore unable to report that the Subject Properties are free from risk in this respect. For the purpose of this assignment, we have assumed that such investigation would not disclose the presence of any such material to any significant extent.

We are not aware of the content of any environmental audit or other environmental investigation or soil survey which may have been carried out on the Subject Properties and which may draw attention to any contamination or the possibility of any such contamination. In undertaking our work, we have been instructed to assume that no contaminative or potentially contaminative uses have ever been carried out in the Subject Properties. We have not carried out any investigation into past or present uses, either of the Subject Properties or of any neighbouring land, to establish whether there is any contamination or potential for contamination to the Subject Properties from these uses or sites, and have therefore assumed that none exists. However, should it be established subsequently that contamination, seepage or pollution exists at the Subject Properties or on any neighbouring land, or that the premises have been or are being put to a contaminative use, this might reduce the values now reported.

SOURCES OF INFORMATION AND ITS VERIFICATION

We have relied solely on the information provided by the management of Zhejiang Binjiang or its appointed personnel without further verification and have fully accepted advice given to us on such matters as planning approvals or statutory notices, easements, title, tenure, occupation, site and floor areas and all other relevant matters.

Unless otherwise stated, we have not carried out valuations on a redevelopment basis and the study of possible alternative development options and the related economics do not come within the scope of our report.

We have not carried out any study to ascertain the feasibility of the scheduled development scheme and the related economics do not come within the scope of this report. Our valuations have been made only based on the advice and information made available to us. While a limited scope of general inquiries had been made to the local property market practitioners, we are not in a position to verify and ascertain the correctness of the advice given by the relevant personnel. No responsibility and liability is assumed.

Information furnished by others, upon which all or portions of our report are based, is believed to be reliable but has not been verified in all cases. Our procedures to value or work do not constitute an audit, review, or compilation of the information provided. Thus, no warranty is made nor liability assumed for the accuracy of any data, advice, opinions, or estimates identified as being furnished by others which have been used in formulating this report.

When we adopted the work products from other professions, external data providers and/or the management of Zhejiang Binjiang in our valuations, the assumptions and caveats adopted by them in arriving at their opinions also applies in our valuations. The procedures we have taken do not require us to examine all the evidences, like an auditor, in reaching at our opinion. As we have not performed an audit, we are not expressing an audit opinion in our valuations.

We are unable to accept any responsibility for the information that has not been supplied to us by the management of Zhejiang Binjiang or its appointed personnel. Also, we have sought and received confirmation from the management of Zhejiang Binjiang or its appointed personnel that no materials factors have been omitted from the information supplied. Our analysis and valuations are based upon full disclosure between us and Zhejiang Binjiang of material and latent facts that may affect the valuations.

Unless otherwise stated, all monetary amounts are in Renminbi Yuan (“RMB”).

We have had no reason to doubt the truth and accuracy of the information provided to us by the management of Zhejiang Binjiang or its appointed personnel. We consider that we have been provided with sufficient information to reach an informed view, and have had no reason to suspect that any material information has been withheld.

LIMITING CONDITIONS

Our opinion of values of the Subject Properties in the attached summary of values and the valuation certificate are valid only for the stated purpose and only for the Date of Valuation, and for the sole use of the named Company. We or our personnel shall not be required to give testimony or attendance in court or to any government agency by reason of this report, and the valuer accepts no responsibility whatsoever to any other person.

No responsibility is taken for changes in market conditions and local government policy and no obligation is assumed to revise the attached summary of values and the valuation certificate to reflect events or conditions, which occur or make known to us subsequent to the date hereof.

Neither the whole nor any part of this report or any reference made hereto may be included in any published documents, circular or statement, or published in any way, without our written approval of the form and context in which it may appear. Nonetheless, we consent to the publication of this report in a circular to the Company's shareholders.

Our maximum liability relating to services rendered under this engagement (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the charges paid to us for the portion of its services or work products giving rise to liability. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, lost profits, opportunity costs, etc.), even if it has been advised of their possible existence.

The Company is required to indemnify and hold us and our personnel harmless from any claims, liabilities, costs and expenses (including, without limitation, attorney's fees and the time of our personnel involved) brought against, paid or incurred by us at a time and in any way based on the information made available in connection with our report except to the extent that any such losses, expenses, damages or liabilities are ultimately determined to be the result of gross negligence of our engagement team in conducting its work. This provision shall survive even after the termination of this engagement for any reason.

STATEMENTS

The attached valuation certificate is prepared in line with the requirements contained in Chapter 5 and Practice Note No. 12 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as well as the guidelines contained in the HKIS Standards. The valuations have been undertaken by valuers, acting as external valuers, qualified for the purpose of the valuations.

We retain a copy of our report together with the data from which it was prepared, and these data and documents will, according to the Laws of Hong Kong, keep for a period of 6 years from the date of our report and to be destroyed thereafter. We considered these records confidential, and we do not permit access to them by anyone, with the exception for law enforcement authorities or court order, without the Company's authorisation and prior arrangement made with us. Moreover, we will add the Company's information into our client list for our future reference.

We hereby certify that the fee for this service is not contingent upon our conclusion of values and we have no significant interest in the Subject Properties, the Company, Skyyield or the values reported.

Our valuations are summarised below and the valuation certificate is attached.

Yours faithfully,
For and on behalf of
LCH (Asia-Pacific) Surveyors Limited
Joseph Ho Chin Choi RPS (GP)
Managing Director

Contributing Valuer:

Elsa Ng Hung Mui RPS (GP)

Note: Mr. Joseph Ho Chin Choi has been conducting assets valuation (including real estate properties) and advisory work in Hong Kong, Macau, Taiwan, mainland China, Japan, South East Asia, Australia, Germany, Finland, Guyana, Canada and the United States of America for various purposes since 1988. He has more than 19 years of experience in valuing real estate properties in mainland China. He is a valuer on the List of Property Valuers for Undertaking Valuation for Incorporation or Reference in Listing Particulars and Circulars and Valuations in Connection with Takeovers and Mergers published by the HKIS.

SUMMARY OF VALUES

Properties held by Skyyield under long-term title certificate in the PRC and valued on market value basis

Property	Market value in existing state attributable to Skyyield as at 19 December 2007 RMB
1. Various unsold units in a developing composite development known as Jingjiang Garden erected on three adjoining parcels of land and form part of a land lot known as Lot No. 02-004-003-00006 situated at Bin Jiang No. 4-II-13 parcel Shang Cheng District Hangzhou City Zhejiang Province The People's Republic of China	350,000,000 (100 per cent. interest)
2. Various unsold units in a developing composite development known as Jun Ting Gong Yu erected on a parcel of land and form part of a land lot known as Lot No. 02-004-003-00010 situated at Bin Jiang No. 4-II-16 parcel Shang Cheng District Hangzhou City Zhejiang Province The People's Republic of China	240,000,000 (100 per cent. interest)
	<hr/> RMB590,000,000 <hr/>

VALUATION CERTIFICATE

Properties held by Skyyield under long-term title certificate in the PRC and valued on market value basis

Property	Description and tenure	Particulars of occupancy	Market value in existing state attributable to Skyyield as at 19 December 2007 RMB
<p>1. Various unsold units in a developing composite development known as Jingjiang Garden erected on three adjoining parcels of land and form part of a land lot known as Lot No. 02-004-003-00006 situated at Bin Jiang No. 4-II-13 parcel Shang Cheng District Hangzhou City Zhejiang Province The People's Republic of China</p>	<p>The subject property comprises various unsold units of a composite development which is erecting on three adjoining sites which form part of a quarter-arch shaped land having a total site area of approximately 18,725 sq.m.</p> <p>As advised and inspected, construction work of the tower blocks erected on the subject land was completed in September 2007. Interior decoration work, services and utilities provisions to the whole development were still undergoing. It is expected the whole development will be completed in the first quarter of 2008.</p> <p>According to the information made available to us, upon completion of the scheduled development, Jingjiang Garden will comprise a 28-storey composite block with the lower 2 levels designed for commercial purpose and a 33-storey composite block with the lower 2 levels partly designed for commercial purpose erected on the subject land. Jingjiang Garden will have a total of 197 domestic units, 960 composite units and 290 car parking spaces.</p>	<p>At the time of inspection, we were advised by the on-site appointed personnel of the development and the management of Zhejiang Binjiang that the subject property was vacant.</p>	<p>350,000,000 (100 per cent. interest)</p>

Property	Description and tenure	Particulars of occupancy	Market value in existing state attributable to Skyyield as at 19 December 2007 RMB
	<p>According to the information provided by the management of Zhejiang Binjiang, as at the Date of Valuation, the subject property includes 89 unsold domestic units, 279 unsold composite units having a gross floor area of approximately 16,120.69 sq.m. and 13,061.78 sq.m. respectively, and 232 unsold car parking spaces.</p> <p>The subject property is subject to a right to use the land for various terms of use for residential, commercial and comprehensive (office) usages (<i>see Note 1 below</i>).</p>		

Notes:

1. The right to possess the land is held by the State and the rights to use the land has been transferred to Zhejiang Binjiang Construction Co., Ltd. 浙江濱江建設有限公司 (“Zhejiang Binjiang”) via three various State-owned Land Use Rights Certificates known as Hang Sheng Guo Yong (2005) Zi Di 000155, 000156, and 000157 Hao all dated 2 June 2005 and issued by the People’s Government of Hangzhou City. The land on which the subject property is erecting on is a transferable land with respective term of use till 18 June 2071, 18 June 2041 and 18 June 2051. The respective site area of the subject land is approximately 7,273 sq.m., 2,292 sq.m. and 9,160 sq.m. as recorded under the respective State-owned Land Use Rights Certificates. The respective land use of the subject property is restricted to residential, commercial and comprehensive (office) usages.

2. The land on which the subject property is erecting on is subject to the following development covenants. They are:

(i) Restrictions under the Head Granted Lease dated 11 April 1993

The lot of which the subject property forms part should be used for residential purpose and subject to further detail planning approval.

(ii) Restrictions under various approval letters issued by Hangzhou City Construction Committee

The lot of which the subject property forms part should be used for residential construction with ancillary and supporting facilities including office and commercial developments. The plot ratio, building heights, greenery area and other development parameters are regulated by respective approval letter. The final approved development parameters on the subject property are: domestic portion with a total gross floor area of approximately 34,914 sq.m., office portion with a total gross floor area of approximately 43,972 sq.m. and commercial portion with a total gross floor area of 11,004 sq.m. There will be underground structure with a total gross floor area of approximately 22,780 sq.m.

(iii) Restrictions under various permits issued by various local authorities

The lot of which the subject property forms part should only be developed as a residential area with a total site area of approximately 366,235 sq.m. and the subject property, as part of the lot, is allowed to construct a residential/office/commercial development with a total gross floor area of approximately 112,670 sq.m.

3. Pursuant to a Planning Permit for Using Construction Usage Land known as (95) Zhe Gui Jian 0100121 dated 8 June 1995, Zhejiang Binjiang was granted the rights to develop a parcel of land having a site area of approximately 366,235 sq.m. As advised by the management of Zhejiang Binjiang, the land on which the subject property is erecting on forms part of the land covered by this permit.
4. Pursuant to a Construction Planning Permit known as (2003) Nian Zhe Gui Jian Zheng 0100825 Hao dated 25 November 2003, Zhejiang Binjiang was allowed to construct the development which, upon completion, will have a total gross floor area of approximately 112,670 sq.m. designated for residential and office usages.
5. Pursuant to a Permit to Commence Work No. 330100200401180201 dated 18 January 2004, the residential and office usages development with a total gross floor area of approximately 112,670 sq.m. was allowed to commence work.
6. Pursuant to two Pre-sale Permit of Commodity Units known as Hang Shou Xu Zi (2005) Di 0011 Hao and Di 0041 Hao both dated 3 August 2005, the subject development was allowed to dispose of a total gross floor area of 81,992.25 sq.m. for residential and composite usages in the market.
7. Pursuant to an Acceptance Certificate on Completion of Planning Construction Works dated 30 September 2007, two blocks of building having a total gross floor area of approximately 112,670 sq.m. for residential and office usages were completed in accordance with the Construction Planning Permit.
8. We were further advised that all usual mains services will be provided to the subject development upon completion of the development. No tests or verification of these mains services have been conducted during inspection time, thus no responsibility and liability is assumed.
9. According to the information provided by the management of Zhejiang Binjiang, the cost spent and the estimated cost to complete the subject development as at the Date of Valuation were approximately RMB339 million and RMB1 million, respectively.
10. The subject land and development erecting thereon is subject to a construction mortgage in favour of China Construction Bank, Hong Kong Branch for a maximum loan amount of US dollars 20,000,000.
11. Zhejiang Binjiang is a wholly foreign-owned enterprise established in the Hangzhou City, Zhejiang Province, the PRC. According to a Enterprise Legal Person Business License No. 001642 dated 13 April 2007, Zhejiang Binjiang possesses a valid license to operate from 13 January 1994 to 12 January 2012. Its business scope is to develop a parcel of land of 461.4 Chinese mu and sale of the commodity flats to be developed on the land.
12. According to the legal opinion as prepared by Zhejiang Binjiang's PRC legal adviser, Hills & Co. dated 10 April 2006, as at the date of the opinion, Zhejiang Binjiang obtained valid land use rights to use the land on which the subject property was erected.

Property	Description and tenure	Particulars of occupancy	Market value in existing state attributable to Skyfield as at 19 December 2007 RMB
<p>2. Various unsold units in a developing composite development known as Jun Ting Gong Yu erected on a parcel of land and form part of a land lot known as Lot No. 02-004-003-00010 situated at Bin Jiang No. 4-II-16 parcel Shang Cheng District Hangzhou City Zhejiang Province The People's Republic of China</p>	<p>The subject property comprises various unsold units of a composite development which is erecting on a parcel of roughly rectangular shaped land having a site area of approximately 10,584 sq.m.</p> <p>As inspected, there were three blocks of reinforce concrete frame structure erecting on the subject land. As advised, the whole development has been completed more than 85 per cent., and it is expected that the whole development will be completed in the second quarter of 2008.</p>	<p>At the time of inspection, we were advised by the on-site appointed personnel of the development and the management of Zhejiang Binjiang that the subject property was vacant.</p>	<p>240,000,000 (100 per cent. interest)</p>
	<p>According to the information made available to us, upon completion of the scheduled development scheme, Jun Ting Gong Yu will comprise 3 blocks of 30-storey service apartments with the lower 2 levels designated for commercial purpose and with car parking facilities provided on two basement levels of the subject land. Jun Ting Gong Yu will have a total of 231 service apartment units, 2 whole levels for commercial purpose and a total of 262 car parking spaces.</p>		

Property	Description and tenure	Particulars of occupancy	Market value in existing state attributable to Skyyield as at 19 December 2007 RMB
	<p>According to the information provided by the management of Zhejiang Binjiang, as at the Date of Valuation, the subject property includes 72 unsold service apartment units, two storeys of unsold commercial units having a gross floor area of approximately 9,123.30 sq.m. and 12,697.35 sq.m., respectively, and 89 unsold car parking spaces.</p> <p>The subject property is subject to a right to use the land for a term till 18 June 2051 for composite (office) usage.</p>		

Notes:

1. The right to possess the land is held by the State and the rights to use the land has been transferred to Zhejiang Binjiang Construction Co., Ltd. 浙江濱江建設有限公司 (“Zhejiang Binjiang”) via pursuant to a State-owned Land Use Rights Certificates known as Hang Sheng Guo Yong (2005) Zi Di 000199 Hao dated 20 July 2005 and issued by the People’s Government of Hangzhou City. The land on which the subject property is erecting on is a transferable land and has a term of use till 18 June 2051. The site area of the subject land is approximately 10,584 sq.m. as recorded under the State-owned Land Use Rights Certificate. The land use of the subject property is restricted to composite (office) usage.
2. The land on which the subject property is erecting on is subject to the following development covenants. They are:
 - (i) **Restrictions under the Head Granted Lease dated 11 April 1993**

The lot of which the subject property forms part should be used for residential purpose and subject to further detail planning approval.
 - (ii) **Restrictions under various permits issued by various local authorities**

The lot of which the subject property forms part should only be developed as a residential area with a total site area of approximately 366,235 sq.m. and the subject property, as part of the lot, is allowed to construct three service apartment development with a total gross floor area of approximately 58,823 sq.m.

3. Pursuant to a Planning Permit for Using Construction Usage Land known as (95) Zhe Gui Jian 0100121 dated 8 June 1995, Zhejiang Binjiang was granted the rights to develop a parcel of land having a site area of approximately 366,235 sq.m. As advised by the management of Zhejiang Binjiang, the land on which the subject property is erecting on forms part of the land covered by this permit.
4. Pursuant to a Construction Planning Permit known as (2004) Nian Zhe Gui Jian Zheng 0100075 Hao dated 17 February 2004, the development comprises three 28-storey blocks, upon completion, will have a total gross floor area of approximately 58,823 sq.m. designated for service apartment usages.
5. Pursuant to a Permit to Commence Work No. 330100200406220101 dated 22 June 2004, the service apartment usages development with a total gross floor area of approximately 58,823 sq.m. was allowed to commence work.
6. Pursuant to three Pre-sale Permit of Commodity Units known as Hang Shou Xu Zi (2007) Di 0013 Hao, Di 0029 Hao and 0035 Hao both dated 14 September 2007, the subject development was allowed to dispose of a total gross floor area of 30,641.07 sq.m. for service apartment purpose in the market.
7. We were further advised that all usual mains services will be provided to the subject development upon completion of the development. No tests or verification of these mains services have been conducted during inspection time, thus no responsibility and liability is assumed.
8. According to the information provided by the management of Zhejiang Binjiang, the cost spent and the estimated cost to complete the subject development as at the Date of Valuation were approximately RMB330 million and RMB20 million, respectively.
9. The subject land and development erecting thereon is subject to a construction mortgage in favour of China Construction Bank, Hong Kong Branch for a maximum loan amount of US dollars 11,000,000.
10. Zhejiang Binjiang is a wholly foreign-owned enterprise established in the Hangzhou City, Zhejiang Province, the PRC. According to a Enterprise Legal Person Business License No. 001642 dated 13 April 2007, Zhejiang Binjiang possesses a valid license to operate from 13 January 1994 to 12 January 2012. Its business scope is to develop a parcel of land of 461.4 Chinese mu and sale of the commodity flats to be developed on the land.
11. According to the legal opinion as prepared by Zhejiang Binjiang's PRC legal adviser, 浙江澤大律師事務所 dated 18 April 2007, as at the date of the opinion, Zhejiang Binjiang was entitled to develop and deal with the land on which the subject property was erected, and enjoy all income derived therefrom.

(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

As at the Latest Practicable Date, save as disclosed in the substantial shareholders' interests regarding Ms. Zhang Cheng's (an executive Director) and her associate's interest in the issued share capital of the Company, none of the Directors, chief executives or their respective associates of the Company had any interest or short position 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 recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code").

(3) SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that the following shareholders had notified the Company that they were interested in 5% or more of the issued share capital of the Company.

Name of shareholder	Capacity	Number of ordinary issued shares held	Approximate percentage of the issued share capital of the Company
Mr. Wu Yong (<i>Note 1</i>)	Held by controlled corporation	752,000,000	53.28%
Ms. Zhang Cheng (<i>Note 1</i>)	Interest of spouse	752,000,000	53.28%
Guardwell (<i>Note 1</i>)	Beneficial owner	390,000,000	27.63%
Eagle Asia (<i>Note 1</i>)	Beneficial owner	232,000,000	16.44%
Eagle China (<i>Note 1</i>)	Beneficial owner	130,000,000	9.21%
Ms. Wang Jin Song (<i>Note 2</i>)	Held by controlled corporation	129,380,827	9.17%
Ankeen Enterprises Limited (<i>Note 2</i>)	Held by controlled corporation	129,380,827	9.17%

Name of shareholder	Capacity	Number of ordinary issued shares held	Approximate percentage of the issued share capital of the Company
Shenzhen Neptunus Group Co., Ltd. <i>(Note 2)</i>	Held by controlled corporation	129,380,827	9.17%
Shenzhen Neptunus Health Drugstore Co., Ltd. <i>(Note 2)</i>	Held by controlled corporation	129,380,827	9.17%
Hong Kong Neptunus Health Drugstore Limited <i>(Note 2)</i>	Held by controlled corporation	129,380,827	9.17%
Advance Year Company Inc. <i>(Note 2)</i>	Held by controlled corporation	129,380,827	9.17%
Landstar Investments Limited <i>(Note 2)</i>	Beneficial owner	129,380,827	9.17%
Industrial Bank Co., Ltd. Shenzhen Bagualing Sub-branch <i>(Note 3)</i>	Held by controlled corporation	129,380,827	9.17%
China Life Trustees Limited <i>(Note 4)</i>	Trustee	87,960,000	6.23%
China Life Insurance (Overseas) Co., Ltd. Hong Kong Branch <i>(Note 4)</i>	Held by controlled corporation	87,960,000	6.23%

Notes:

1. Mr. Wu Yong beneficially owns and controls Guardwell, Eagle Asia and Eagle China. Ms. Zhang Cheng, the chairman and executive director of the Company, is the wife of Mr. Wu Yong. Accordingly, Mr. Wu Yong and Ms. Zhang Cheng are deemed to be interested in the shares through Guardwell, Eagle Asia and Eagle China.

2. Ms Wang Jin Song (“Ms Wang”) beneficially owns 85% interests in Ankeen Enterprises Limited (“AEL”). AEL beneficially owns 41.93% interests in Shenzhen Neptunus Group Co., Ltd. (“SNGCL”). SNGCL beneficially owns 86% interests in Shenzhen Neptunus Health Drugstore Co., Ltd (“SNHDCL”). SNHDCL beneficially owns 100% interests in Hong Kong Neptunus Health Drugstore Limited (“HKNHDL”). HKNHDL beneficially owns 100% interests in Advance Year Company Inc. (“AYCI”). AYCI beneficially owns 100% interests in Landstar Investments Limited (“LIL”).

Accordingly, Ms Wang, AEL, SNGCL, SNHDCL, HKNHDL and AYCI are deemed to be interested in the 9.17% shares held by LIL.

3. Industrial Bank Co., Ltd. Shenzhen Bagualing Sub-branch (“Industrial Bank”) is deemed to be interested in the 129,380,827 shares as LIL has pledged its shares to Industrial Bank.
4. China Life Trustees Limited is accustomed to act in accordance with the direction of China Life Insurance (Overseas) Co., Ltd. Hong Kong Branch which is deemed to be interested in the shares held by China Life Trustees Limited.

Save as disclosed above, the Company has not been notified of any other person who had an interest or short position in the shares or underlying shares of the Company as at the Latest Practicable Date, which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

(4) DIRECTORS’ SERVICE CONTRACTS

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

(5) LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claim of material importance and, so far as the Directors are aware, no litigation or claim of material importance was pending or threatened against any member of the Group.

(6) COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective associates was interested in any business which competes or is likely to compete, whether directly or indirectly, with the business of the Company.

(7) INTERESTS IN ASSETS AND CONTRACTS

As at the Latest Practicable Date, none of the Directors had any interest direct or indirect, in any assets which have been, since 31 March 2007 (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 any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors was materially interested in any subsisting contract or arrangement which is significant in relation to the business of the Group.

(8) QUALIFICATION AND CONSENT OF EXPERTS

The following is the qualification of the expert who has provided its advice for inclusion in this circular:

Name	Qualification
LCH (Asia-Pacific) Surveyors Limited ("LCH")	Chartered Surveyor

LCH has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter, summary of value and valuation certificate and the reference to its name in the form and context in which they appear.

As at the Latest Practicable Date, LCH was not interested beneficially or otherwise in any Shares or securities in any of the subsidiaries or associated corporations (within the meaning of Part XV of the SFO) of the Company and did not have any rights, whether legally enforceable or not, or option to subscribe for or to nominate persons to subscribe for any Shares or securities in any of the subsidiaries or associated corporations of the Company nor did they have any interests, either direct or indirect, in any assets which have been, since 31 March 2007 (being the date to which the latest published audited accounts 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.

(9) MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by any member of the Group within the two years immediately preceding the date of this circular:

- (i) the Share Transfer Agreement; and
- (ii) a series of agreements dated 18 May 2007 entered into between an indirect wholly-owned subsidiary of the Company as vendor and an independent third party as purchaser for the disposal of certain investment properties located in Beijing at an aggregate consideration of RMB33,667,000 (equivalent to approximately HK\$34,677,000).

(10) MISCELLANEOUS

- (a) The Qualified Accountant of the Company is Mr. Wong Ki Kit and he is a member of the Hong Kong Institute of Certified Public Accountants.

Ms. Leung Sau Fong, *LL.B, ACS, ACIS*, is the company secretary of the Company. She is an associate of The Institute of Chartered Secretaries and Administrations and The Hong Kong Institute of Company Secretaries.

- (b) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal place of business in Hong Kong is at Unit 04, 34/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.
- (c) The Hong Kong branch share registrar of the Company is Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (d) The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

(11) PROCEDURES FOR DEMANDING A POLL

In accordance with the bye-laws of the Company, a poll may be declared in relation to any resolution put to the vote of a Shareholders' meeting before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll:

- (a) by the Chairman of such meeting; or
- (b) by at least 3 members present in person (or in the case of a member being a corporation by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members present in person (or in the case of a member being a corporation by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person (or in the case of a member being a corporation by its duly authorized representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

(12) DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the principal place of business of the Company in Hong Kong at Unit 04 34/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong from the date of this circular up to and including 15 January 2008:

- (a) the memorandum and articles of association of the Company;
- (b) the annual reports of the Company for the years ended 31 March 2006 and 31 March 2007 respectively;
- (c) the valuation report set out in Appendix II to this circular;
- (d) the material contracts referred to in the paragraph headed “Material Contracts” in this Appendix;
- (e) the written consent referred to in the paragraph headed “Qualification and Consent of Expert” of this Appendix;
- (f) the following circulars of the Company issued pursuant to the requirements set out in Chapters 14 and/or 14A of the Listing Rules since 31 March 2007, i.e. the date of the latest published audited accounts:
 - i. the Company’s circular dated 27 July 2007 regarding general mandates to repurchase, to issue shares and re-election of retiring directors; and
 - ii. the Company’s circular dated 3 August 2007 regarding disposal of investment properties.