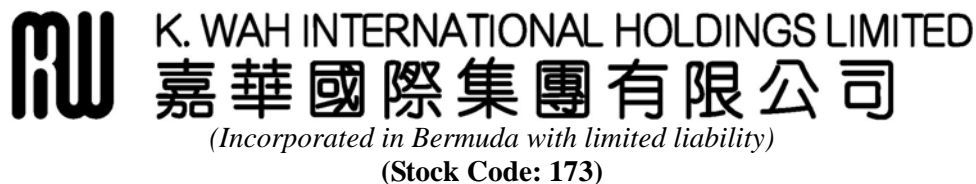


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**DISCLOSEABLE TRANSACTION  
AND  
FORMATION OF A JOINT VENTURE FOR DEVELOPMENT OF  
ABERDEEN INLAND LOT NO.451 HONG KONG**

The Board announces that Wealthy Vision (an indirect wholly-owned subsidiary of the Company) has entered into the MOA in respect of the Joint Venture for the purpose of developing the Land. Under the MOA, the Company has agreed to acquire a 35% equity interest in the JV Company. The total commitment of the Company in the Joint Venture will exceed 5% but not exceed 25% of one or more of the percentage ratios under Rule 14.07 of the Listing Rules as applicable to the Company. Accordingly, the formation of the Joint Venture constitutes a Discloseable Transaction. The Company intends to dispatch a circular to the Shareholders within the time and containing such details as are required by the Listing Rules.

**(I) DATE OF THE MOA:** 12 November 2007

**(II) PARTIES TO THE MOA**

1. Wealthy Vision, an indirect wholly-owned subsidiary of the Company.
2. Kenway, an indirect wholly-owned subsidiary of Sino Land Company Limited.
3. (A) Nan Fung Development, a company beneficially owned by Mr. Chen Din Hwa, and  
(B) Nan Fung Resources, a company beneficially owned by Ms. Chen Wai Wai Vivien.

To the best of the Directors' information, knowledge and belief (upon making reasonable enquiries), Nan Fung Development, Mr. Chen Din Hwa, Nan Fung Resources, Ms. Chen Wai Wai Vivien and each of the entities in section (II) 2. are Independent 3rd Parties.

**(III) MAJOR TERMS OF THE MOA**

**Purpose of the Joint Venture**

The JV Company is formed for the purpose of developing the Land and management of the estate to be developed thereon. The business of the JV Company will be to invest in Teamer, a newly incorporated company, the business of which is to construct properties on and develop the Land.

The Land is held under the Land Grant for a term of 50 years from 15 October 2007 under which it shall not be used for any purposes other than for non-industrial (excluding godown, petrol filling station and hotel) purposes. The site area of the Land is (about) 6,403 square metres, and the total gross floor area for development on the Land shall not be less than 36,120 square metres, according to the Land Grant. Teamer (a wholly-owned subsidiary of the JV Company) will finalize the Land Grant (as grantee of the Land) with the Hong Kong Government after it pays in full the land premium of HK\$5,710,000,000 on 12 November 2007. The share of land premium will be in proportion to each JV party's respective equity interest in the JV Company.

### **Ownership of Teamer & the JV Company**

The board of directors of the JV Company and Teamer will comprise, in both cases, 8 directors, 3 of whom are nominated by each of Wealthy Vision and Kenway and 2 by Nan Fung Development.

Pursuant to the terms of the MOA, the JV Company will allot 350 shares (for US\$350) to Kenway, 250 shares (for US\$250) to Nan Fung Development, as well as 50 shares (for US\$50) to Nan Fung Resources, after which the shareholdings of the JV Company will be as described in (A) of this section (III). The shareholding of Teamer is that as described in (B) of this section (III).

#### **(A) THE JV COMPANY**

<b><u>Name of Shareholder</u></b>	<b><u>No. of issued shares to hold</u></b>	<b><u>% of equity interest</u></b>
1. Wealthy Vision	350	35%
2. Kenway	350	35%
3. Nan Fung Development	250	25%
4. Nan Fung Resources	50	5%
TOTAL	1,000	100%

#### **(B) TEAMER**

<b><u>Name of Shareholder</u></b>	<b><u>No. of issued shares held</u></b>	<b><u>% of equity interest</u></b>
1. The JV Company	1 (HK\$1.00 each)	100%

### **Executive Committee**

An executive committee will be established by the board of directors of Teamer and is responsible for overseeing and monitoring the development including the day-to-day administration and management of development project on the Land. The executive committee reports to the board of the Teamer and consists of 3 committee members. Nan Fung Development and Nan Fung Resources together nominate one, and each of

Kenway and Wealthy Vision nominates one representative to the executive committee.

The lead project manager in respect of the development of the Land will be Wealthy Vision (or a company nominated by Wealthy Vision).

### **Financing of the JV Company & Teamer**

Wealthy Vision and each of the JV Partners will finance the acquisition and development of the Land according to their respective equity interest in the JV Company. The JV Company and/or Teamer will obtain external bank financing to refinance the Land premium it paid on 12 November 2007 and to finance the development cost of the Land. Wealthy Vision and each of the JV Partners will provide, and will procure their respective holding company to provide, guarantee and any other forms of collateral as security as lender(s) customarily require in such external bank financing. All such guarantee and collateral will be provided on a several – but not joint, or joint and several – basis, according to Wealthy Vision and the JV Partners' respective equity interest in the JV Company. For any security to the external financing, Nan Fung Development and Nan Fung Resources will be deemed to be a single JV Partner whose shareholding in the JV Company will be the aggregate of their respective shareholdings in the JV Company.

## **(IV) CONSIDERATION AND COMMITMENT OF THE COMPANY UNDER THE JOINT VENTURE**

Wealthy Vision has already paid HK\$8,750,000 which is its pro rata 35% share of the deposit and part payment of the Land premium. Pursuant to the terms of the MOA, Wealthy Vision will pay (i) US\$350 for its 350 shares which represents 35% equity interest in the issued share capital of the JV Company, and (ii) HK\$1,989,750,000 which is its pro-rata 35% share of the balance of the Land premium to enable Teamer to pay in full the Land premium on 12 November 2007.

The total construction and development cost is presently estimated to be HK\$1,500,000,000. The Company will finance its proportionate (35%) share of the construction and development cost of the Land by providing (several/pro-rata) guarantee for bank borrowings by the JV Company and/or Teamer, and by way of shareholder's loan to the JV Company and/or Teamer.

The total commitment of the Company in the Joint Venture is (on present estimation) HK\$2,523,500,000 (subject to such changes as the Company and the JV Partners may from time to time agree) as follows:-

- |  |                   |
|--|-------------------|
| 1. 35% share of land premium                       | HK\$1,998,500,000 |
| 2. 35% share of construction and development costs | HK\$525,000,000   |

The Company will finance its total commitment through internal resources and bank financing.

## **ABOUT WEALTHY VISION**

Wealthy Vision is an indirect wholly-owned subsidiary of the Company, which is an investment holding company. The principal subsidiaries of the Company are mainly engaged in property development and investment in Mainland China, Hong Kong and South East Asia.

## **ABOUT KENWAY**

The Company has been informed that Kenway is an investment holding company and an indirect wholly-owned subsidiary of Sino Land Company Limited, which is principally engaged in the property development and investment in Hong Kong and whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 83).

## **ABOUT NAN FUNG DEVELOPMENT AND NAN FUNG RESOURCES**

The Company has been informed that Nan Fung Development is wholly-owned by Chen's Holdings Limited, which is 100% beneficially owned by Mr. Chen Din Hwa. Nan Fung Development is principally engaged in the property development and investment in Hong Kong. Nan Fung Resources is wholly-owned by Crosby Investment Holdings Inc. and is an investment holding company. Ms Chen Wai Wai Vivien, who is the daughter of Mr. Chen Din Hwa, beneficially owns 100% of Nan Fung Resources.

## **REASONS FOR THE ACQUISITION AND THE FORMATION OF THE JOINT VENTURE**

The Directors are optimistic about the property market in Hong Kong, especially the luxury residential sector. The Board believes that the acquisition of the interest in the Land through the Joint Venture will enhance not only the Group's asset portfolio but also strengthen the position of the Group in the luxury residential market in Hong Kong. The Directors consider that the Joint Venture is on normal commercial terms, which are fair and reasonable so far as the Company and the Shareholders are concerned, and that the Joint Venture is in the interest of the Company and the Shareholders as a whole. The 35% interest in the Joint Venture will be equity accounted for in the books of the Company.

## **GENERAL**

The acquisition by the Company of a 35% interest in the JV Company and its financing commitment exceed 5% but does not exceed 25% of one or more of the applicable percentage ratios (as defined in the Listing Rules), and as such, it constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules. A circular on the Joint Venture in accordance with the requirements of the Listing Rules will be dispatched to the Shareholders as soon as practicable.

The MOA is binding on Wealthy Vision, the JV Company, and the JV Partners and will in due course be replaced by a shareholders agreement among the same parties, whereupon the MOA will terminate.

In the event that there is a material change to the terms of the MOA as described in this announcement, the Company will issue further announcement or supplemental circular (as the case may require). If there is any increase in the total capital commitment of the Company in the Joint Venture that will put the applicable percentage ratios to beyond 25%, the Company will

comply with the relevant requirements of Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement:

“ <i>associates</i> ”	has the meanings ascribed thereto in the Listing Rules
“ <i>Board</i> ”	refers to the board of directors of the Company
“ <i>Company</i> ”	K. Wah International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“ <i>Director(s)</i> ”	refers to the director(s) of the Company
“ <i>Group</i> ”	collectively refers to the Company and its subsidiaries
“ <i>Hong Kong</i> ” and “ <i>HK\$</i> ”	respectively, the Hong Kong Special Administrative Region of the People’s Republic of China and Hong Kong dollar (the lawfully currency of Hong Kong)
“ <i>Independent 3rd Party</i> ”	a 3rd party independent of the Company and connected persons of the Company (being a director, chief executive, or substantial shareholder of the Company or any of its subsidiaries or an associate of any of them)
“ <i>Joint Venture</i> ”	refers to the joint venture of Wealthy Vision and the JV Partners formed for development of the Land through the JV Company and Teamer on the terms of the MOA
“ <i>JV Company</i> ”	Homeast Limited, a company incorporated in British Virgin Islands on 30 August 2007 with registered office at Morgan & Morgan Building, Pasea Estate, Road Town, Tortola, British Virgin Islands, formed pursuant to the terms of the MOA for the purpose of the Joint Venture
“ <i>JV Partners</i> ”	collectively refers to Nan Fung Development, Nan Fung Resources and Kenway, and “ <i>JV Partner</i> ” is any one of them
“ <i>Kenway</i> ”	Kenway Enterprises Limited, a company incorporated in British Virgin Islands that is beneficially owned by Sino Land Company Limited and is an Independent 3rd Party
“ <i>Land</i> ”	that piece of land registered in the Land Registry as Aberdeen Inland Lot No.451 at Welfare Road, Aberdeen, Hong Kong as described in the Land Grant
“ <i>Land Grant</i> ”	the Agreement and Conditions of Sale in respect of the Land to be entered into by Teamer with the Hong Kong Government

“ <i>Listing Rules</i> ”	the Rules Governing the Listing of Securities on the Stock Exchange
“ <i>MOA</i> ”	a binding Memorandum of Agreement dated 12 November 2007 among Wealthy Vision, the JV Company, and the JV Partners for the formation of the Joint Venture.
“ <i>Nan Fung Development</i> ”	Nan Fung Development Limited, a company incorporated in Hong Kong that is ultimately beneficially owned by Mr. Chen Din Hwa and an Independent 3rd Party.
“ <i>Nan Fung Resources</i> ”	Nan Fung Resources Limited, a company incorporated in Hong Kong that is ultimately beneficially owned by Ms. Chen Wai Wai Vivien (who is the daughter of Mr. Chen Din Hwa) and an Independent 3rd Party.
“ <i>Teamer</i> ”	Teamer International Limited, a company incorporated in Hong Kong on 28 September 2007 with registered office presently at 29th Floor, K. Wah Centre, 191 Java Road, North Point, Hong Kong
“ <i>Shareholder(s)</i> ”	refers to the shareholder(s) of the Company.
“ <i>Stock Exchange</i> ”	The Stock Exchange of Hong Kong Limited.
“ <i>US\$</i> ”	US Dollar, the lawfully currency of the United States of America
“ <i>Wealthy Vision</i> ”	Wealthy Vision Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company
“ <i>%</i> ”	Percentage

*As at the date of this announcement, the Executive Directors are Dr. Che-woo Lui (Chairman), Mr. Francis Lui Yiu Tung, Mr. Eddie Hui Ki On, Mr. Lennon Lun Tsan Kau and Ms. Paddy Tang Lui Wai Yu; the Non-executive Directors are Mr. Michael Leung Man Kin and Dr. Philip Wong Kin Hang; and the Independent Non-executive Directors are Sir David Akers-Jones, Dr. The Hon. Leo Lee Tung Hai, Dr. Robin Chan Yau Hing, Dr. Charles Cheung Wai Bun, and Mr. Robert George Nield.*

By Order of the Board of  
**K. Wah International Holdings Limited**  
**Ricky Chan Ming Tak**  
*Company Secretary*

Hong Kong, 12 November 2007