THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Renhe Commercial Holdings Company Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Renhe Commercial Holdings Company Limited

人和商業控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1387)

MAJOR TRANSACTION
DISPOSAL OF A SUBSIDIARY

A letter from the board is set out on pages 4 to 8 of this circular.

* *For identification purposes only*

29 January 2010

CONTENTS

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

"Agreement"	the sale and purchase agreement dated 18 December 2009 entered into between the Seller and the Purchaser in relation to the Disposal
"associates"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"BVI"	British Virgin Islands
"Company"	Renhe Commercial Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 1387)
"Completion"	completion of the Disposal in accordance with the terms and conditions of the Agreement
"Completion Date"	the date on which completion of the Agreement takes place
"Consideration"	total consideration of HK$2,765,431,818 for the Disposal
"Director(s)"	the directors of the Company
"Disposal"	the disposal of the Sale Share by the Seller to the Purchaser pursuant to the Agreement
"GFA"	gross floor area
"Group"	the Company and its subsidiaries from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	26 January 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular

"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange
"Model Code"	Model Code for Securities Transactions by Directors of Listed Issuers
"Placing Price"	the placing price of HK$1.86 per Share
"PRC"	the People's Republic of China
"Purchaser"	First Achieve Holdings Limited, a company incorporated in the BVI. To the best of the 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 its connected persons (as defined under the Listing Rules)
"RMB"	Renminbi, the lawful currency of the PRC
"Sale Share"	one share of US$1.00 each in the share capital of Victory Faith, representing the entire issued share capital of Victory Faith, which will be transferred from the Seller to the Purchaser pursuant to the Agreement
"Seller"	Fine Genius Enterprises Limited, a company incorporated in the BVI, being a wholly-owned subsidiary of the Company
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary shares of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	shareholder(s) of the Company
"sq.m."	square metre(s)
"Star Legend"	Star Legend Group Limited, a company incorporated in Hong Kong, being a wholly-owned subsidiary of Victory Faith

"Star Legend Share"	one share of HK$1.00 each in the share capital of Star Legend, representing the entire issued share capital of Star Legend
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Price"	the subscription price of HK$1.86 per Share
"substantial shareholder"	has the meaning ascribed to it under the Listing Rules
"UBS"	UBS AG, Hong Kong branch, acting through its business division, UBS Investment Bank, acting as the agent of Super Brilliant Investments Limited, a controlling shareholder of the Company
"Victory Faith"	Victory Faith Group Limited, a company incorporated in the BVI, being a wholly-owned subsidiary of the Company prior to completion of the Disposal
"Zhengzhou Project"	an underground shopping centre for wholesale and retail sale of apparel and accessories in Zhengzhou, the PRC, developed and operated by a subsidiary of Victory Faith
"%"	per cent.

Note: the figures in RMB are converted into HK$ at the rate of HK$1 = RMB0.88 throughout this circular for indication purposes only.

Renhe Commercial Holdings Company Limited
人和商業控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1387)

Board of Directors:
Executive Directors
Mr. Dai Yongge
Mr. Zhang Dabin
Mr. Wang Hongfang
Ms. Wang Chunrong
Mr. Wang Luding

Non-executive Directors
Mrs. Hawken Xiuli
Ms. Jiang Mei
Ms. Zhang Xingmei
Mr. Ho Gilbert Chi Hang
Mr. Ho Hsiang Ming James
Mr. Chi Miao

Independent Non-executive Directors
Mr. Fan Ren-Da Anthony
Mr. Wang Shengli
Mr. Wang Yifu

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Suites 603-606
One International Finance Centre
1 Harbour View Street
Hong Kong

29 January 2010

Dear Shareholder(s),

MAJOR TRANSACTION
DISPOSAL OF A SUBSIDIARY

INTRODUCTION

On 18 December 2009, the Company announced that the Seller (a wholly-owned subsidiary of the Company) entered into a sale and purchase agreement with the Purchaser pursuant to which the Seller has agreed to sell and the Purchaser has agreed to purchase the Sale Share for a total consideration of HK$2,765,431,818.

* *For identification purposes only*

The Disposal constitutes a major transaction for the Company under the Listing Rules. The purpose of this circular is to provide you with further information in relation to the proposed transaction outlined above in compliance with the requirements of the Listing Rules.

THE AGREEMENT

Date

18 December 2009

Parties

(1) the Seller

(2) the Purchaser

To the best of the 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 its connected persons (as defined under the Listing Rules).

Assets to be disposed of

The Seller has agreed to dispose of and the Purchaser has agreed to purchase the Sale Share, representing the entire issued share capital of Victory Faith, a wholly-owned subsidiary of the Company as at the date of this circular.

The Seller will cease to own any interest in Victory Faith after the transfer of the Sale Share and Victory Faith will cease to be a subsidiary of the Company upon Completion of the Disposal.

Conditions precedent

The Agreement is conditional upon the Seller having obtained the approval signed by the Shareholders in relation to the Agreement and the transaction therein or such other consents or approvals as may be required under the Listing Rules to permit the consummation of the transactions contemplated in the Agreement.

CONSIDERATION

The total Consideration is HK$2,765,431,818, 30% of which is payable in cash by the Purchaser on the Completion Date and the balance will be payable in cash by the Purchaser on or before 30 June 2010.

The Consideration was determined between the parties after arm's length negotiations with reference to, amongst others, the consolidated net asset value of approximately RMB537 million of Victory Faith and its subsidiaries as at 30 November 2009 (adjusted by the carrying value of the investment properties of Zhengzhou Project of approximately RMB602 million), an independent valuation on Zhengzhou Project of approximately RMB2,918 million as at 30 June 2009 and the disposal structure and mechanics of the subject transaction.

SHARE CHARGES AND GUARANTEE

At Completion, the Purchaser shall deliver to the Company a share charge over the Sale Share and a share charge over the Star Legend Share to secure the Purchaser's payment obligations for the outstanding amount of the consideration payable under the Agreement after Completion and the existing financial indebtedness owing by Victory Faith and/or its subsidiaries to the Group as at Completion. As at 30 November 2009, the total outstanding indebtedness owed by Victory Faith and its subsidiaries to the Group was approximately RMB502.9 million. In addition, the Purchaser shall within 45 days from the Completion Date deliver to the Seller a guarantee signed by an individual acceptable to the Seller to secure, among others, the obligations of the Purchaser under the Agreement.

MANAGEMENT SERVICE AGREEMENT

The Seller (or through a wholly-owned subsidiary of the Company) and the Purchaser will also enter into a management service agreement pursuant to which the Seller will provide certain property management services to the Purchaser for the management of Zhengzhou Project and to grant a licence to use certain trademarks for a term of 1 year after the Completion Date at a monthly fee of HK$300,000.

FINANCIAL EFFECTS OF THE DISPOSAL

As set out in the Appendix II to this circular, the capital value ascribed to the properties of the Zhengzhou Project was in the sum of RMB2,788 million as at 31 December 2009.

Upon Completion, the Company will cease to have any interest in Victory Faith and Victory Faith will cease to be a subsidiary of the Company.

It is expected that the Company will realise a net gain before tax of approximately HK$2,155 million as a result of the Disposal which is estimated based on the difference between the Consideration and the consolidated net asset value of Victory Faith, subject to final audit. Upon Completion, the Company will not have any shareholding interest in Victory Faith and Victory Faith will cease to be accounted for as a subsidiary of the Company.

Based on the Group's unaudited financial statements as at 30 November 2009, after recording the gain in relation to the Disposal, the Disposal would result in an increase of income before tax of the Group of approximately RMB1,896 million, an increase in the total assets of the Group of approximately RMB1,298 million, and a decrease in the total liabilities of the Group of approximately RMB598 million subject to final audit.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Whilst the Group will continue to focus on the operation of underground shopping centres in the PRC, the Directors consider that the Disposal presents a good opportunity for the Group to realize Zhengzhou Project with a respectful return in an efficient manner.

The Directors believe the terms of the transaction are fair and reasonable and in the interests of the Shareholders as a whole.

INFORMATION ON VICTORY FAITH

Victory Faith is an investment holding company with its major investment in Phase I of Zhengzhou Project. Phase I of Zhengzhou Project is a project for the development of an underground shopping centre for wholesale and retail sale of apparel and accessories in Zhengzhou, the PRC. Phase I of Zhengzhou Project has a completed GFA of approximately 94,180 sq.m. and the shopping centre commenced business in late 2008. Victory Faith currently holds approximately 71,388 sq.m. for leasing purpose while the balance of the GFA has been sold to third parties in 2008.

Victory Faith was incorporated on 27 September 2007. For the financial year ended 31 December 2007, the consolidated net loss of Victory Faith before and after taxation was approximately RMB20,666 and RMB20,666 respectively and the consolidated net profit before and after taxation was approximately RMB768,913,671 and RMB576,598,971 for the financial year ended 31 December 2008. The consolidated net asset value of Victory Faith as at 30 June 2009 was approximately RMB501 million.

It is expected that the Company will realise a net gain before tax of approximately HK$2,155 million as a result of the Disposal which is estimated based on the difference between the Consideration and the consolidated net asset value of Victory Faith, subject to final audit. The Company intends to use the net proceeds of the Disposal as general working capital of the Group.

LISTING RULES IMPLICATIONS

As the relevant percentage ratios in respect of the Disposal exceed 25% but are less than 75%, the Disposal constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is subject to the approval by the Shareholders which may be given by a majority vote at a general meeting of the Shareholders or a written Shareholders' approval in lieu of holding a general meeting on the conditions that (i) no Shareholder is required to abstain from voting if the Company is to convene a general meeting for the approval of the transaction and (ii) the written Shareholders' approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% in nominal value of the securities giving the right to attend and vote at that general meeting to approve the transaction.

Since no Shareholder or any of their associates are required to abstain from voting if a general meeting is to be convened for the approval of the Disposal and a written approval for the Disposal has been obtained from Super Brilliant Investments Limited and Wealthy Aim Holdings Limited (both of which are ultimately owned by Mrs. Hawken Xiuli) which, as at the Latest Practicable Date, are interested in 11,447,358,411 Shares and 535,534,700 Shares, respectively (or 11,982,893,111 Shares in aggregate, representing approximately 54.46% of the issued share capital of the Company), all the conditions set out in Rule 14.44 of the Listing Rules have been met by the Company and no general meeting of the Shareholders will need to be convened.

If a general meeting would be held to approve the Disposal, the Board would recommend the Shareholders to vote in favour of the Disposal as the Disposal is in the best interests of the Company and the Shareholders as a whole.

GENERAL

The Group is principally engaged in operating and developing underground shopping centres for wholesale and retail sale of apparel and accessories in the PRC.

The Purchaser is a company incorporated in the BVI, and its principal activity is investment holding. To the best of the 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 its connected persons (as defined under the Listing Rules).

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Renhe Commercial Holdings Company Limited
Dai Yongge
Chairman

INDEBTEDNESS

Pledges

As at the close of business on 30 November 2009, being the latest practicable date for the purpose of ascertaining the indebtedness of the Group prior to the printing of this circular, bank deposits of approximately RMB93 million were pledged for guarantees on mortgage loans from buyers of the operation rights.

Guarantees

The Group has provided guarantees and made deposits to banks to assist the buyers of operation rights to obtain bank loans. The outstanding guarantees as at 30 November 2009 amounted to approximately RMB546 million. The guarantees and deposits will be released accordingly along with the repayment of loan principal by the buyers.

Contingent liabilities

Save as aforesaid and apart from intra-group liabilities and normal trade payables in the ordinary course of the business, as at the close of business on 30 November 2009, the Group did not have other outstanding mortgages, charges, debentures or other loan capital, bank overdrafts or loans, other similar indebtedness, finance lease or hire purchase commitments, liabilities under acceptance or acceptance credits, guarantees or other material contingent liabilities.

WORKING CAPITAL

After due and careful consideration, the Directors are of the opinion that upon Completion of the Disposal and after taking into account the present internal resource and the expected proceeds from the Disposal, the Group will have sufficient working capital for its present requirements for at least the next twelve months from the date of this circular in the absence of unforeseen circumstance.

MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2008, the date to which the latest published audited financial statements of the Group were made up.

FINANCIAL AND TRADING PROSPECT

With the recovery of global economy in 2009, the PRC economic situation continues to improve. The Board believes that a long term strategy with active risks control will help to generate positive returns for the Shareholders. The Board continues to be cautiously optimistic about the prospect of the Group and will continue its prudent approach to its future business development.

The Group currently maintains a good cash position and the Board will carefully explore suitable business opportunities with a view to enhancing the Shareholders' value in the long run.

The following is the text of a letter with the valuation certificate received from CB Richard Ellis Limited, an independent property valuer, prepared for the purpose of incorporation in the circular in connection with its valuation as at 31 December 2009 of the Property.

CBRE
CB RICHARD ELLIS
世 邦 魏 理 仕

34/F. Central Plaza
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Wanchai, Hong Kong
T 852 2820 2800
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香港灣仔港灣道十八號中環廣場三十四樓
電話 852 2820 2800 傳真 852 2810 0830
www.cbre.com.hk

29 January 2010

The board of Directors
Renhe Commercial Holdings Company Limited
Suites 603-606, One International Finance Centre,
1 Harbour View Street,
Hong Kong

Dear Sirs,

In accordance with the instructions from the Company for us to value the property interest held by Victory Faith Group Limited and its subsidiaries, we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the capital value of such property interest as at 31 December 2009 (the "date of valuation").

Our valuation is our opinion of Market Value which 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 wherein the parties had each acted knowledgeably, prudently and without compulsion.

Unless otherwise stated, our valuation is prepared in accordance with the "First Edition of The HKIS Valuation Standards on Properties" published by The Hong Kong Institute of Surveyors (the "HKIS"). We have also complied with all the requirements contained in Paragraph 34(2), (3) of Schedule 3 of the Companies Ordinance (Cap. 32), Chapter 5, Practice Note 12 and Practice Note 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Our valuation has been made on the assumption that the owner sells the property on the open market without the benefit or burden of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which would serve to affect the values of the property interest.

In arriving at the value of the property interest, we have adopted the direct comparison method and the income capitalisation method. The property interest is valued by the direct comparison method on the assumption that the property can be sold with the benefit of vacant possession. Comparison is based on prices realized on actual transactions or asking prices of comparable properties. Comparable properties with similar sizes, characters and locations are analyzed, and carefully weighted against all respective advantages and disadvantages of each property in order to arrive at a fair comparison of value. The income capitalization method involves the capitalization of the existing and reversionary rental income potential. This method is considered to be of greatest merit in terms of investment income producing properties and is typically applied through the application of capitalization rate(s). The prevailing market rental has been obtained through our analysis of recent lettings and achievable rentals of similar developments in the similar locality.

In the course of our valuation for the property interest, we have relied on the legal opinion provided by the Group's PRC legal advisor, Jingtian & Gongcheng Attorneys at Law (the ''PRC Legal Opinion''). We have been provided with extracts from title documents relating to such property interests. We have not, however, searched for the original documents to verify ownership or existence of any amendment which do not appear on the copies handed to us. All documents have been used for reference only.

We have relied to a considerable extent on information given by the Group, in particular, but not limited to, planning approvals, statutory notices, easements, tenancies and floor areas. No on-site measurement has been taken. Dimensions, measurements and areas included in the valuation certificate are only approximations. We have taken every reasonable care in both inspecting the information provided to us and making relevant enquiries. We have no reason to doubt the truth and accuracy of the information provided to us by the Group, which is material to the valuation. We were also advised by the Group that no material facts have been omitted from the information provided to us.

We have inspected the property to such extent as for the purpose of this valuation. In the course of our inspection, we did not notice any serious defects. However, we have not carried out any structural survey nor any tests were made on the building services. Therefore, we are not able to report whether the property is free of rot, infestation or any other structural defects. We have not carried out investigations on the site to determine the suitability of the ground conditions and the services etc. for any future development.

No allowance has been made in our valuation neither for any charges, mortgages or mounts owing on the property interest nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property interest is free from encumbrances, restrictions and outgoing of an onerous nature which could affect their values.

Unless otherwise stated, all monetary amounts are stated in Renminbi (''RMB'').

We enclose herewith our valuation certificate.

Yours faithfully,
For and on behalf of
CB Richard Ellis Limited
Leo M Y Lo
MHKIS MRICS
Director
Valuation & Advisory Services

Note: Mr. Lo is a member of the Royal Institution of Chartered Surveyors, a member of the Hong Kong Institute of Surveyors. He has over 6 years' valuation experience in the PRC and Hong Kong.

VALUATION CERTIFICATE

Property Interests held by the Group for investment

Property	**Description and tenure**	**Details of occupancy**	**Capital value in existing state as at 31 December 2009** *(RMB)*
Various retail shop units in an underground shopping mall namely "The First Tunnel" located at Datong Road, Fushou Street, Dunmu Road and Qiaojiamen Road, Erqi District, Zhengzhou City, Henan Province, the People's Republic of China	The development is an underground shopping mall with a total site area of approximately 48,150 sq.m.. The development comprises various retail shop units in two basements with a gross floor area of approximately 94,180.03 sq.m.. As advised by the Group, the Group has entered into various capital leases with various tenants regarding various retail shop units with a gross floor area of approximately 22,791.48 sq.m. of the development. In our valuation, we have excluded these units with capital leases. In our valuation, the property comprises various retail shop units with a gross floor area of approximately 71,388.55 sq.m. for two basements. The gross floor areas of basement 1 and basement 2 are 24,345.50 sq.m. and 47,043.05 sq.m. respectively. The property was completed on 10 December 2008. As advised, the rights of use of the property is held for 40 years from 28 December 2008 to 27 December 2048.	As advised, various portions of retail shop units of the property with a total gross floor area of approximately 57,633.20 sq.m. are rented by various tenants with a monthly rental of about RMB2,718,074 exclusive of management fee as at 29 November 2009. Various portions of retail counters of the property rented by various tenants with a monthly rental of about RMB157,494 exclusive of management fee as at 29 November 2009. The remaining portions of the property are currently vacant.	2,788,000,000 (100% interests attributable to the Group: RMB2,788,000,000)

Notes:

1. As advised by the Group, the Group has entered into various capital leases with various tenants regarding various retail shop units with a gross floor area of approximately 22,791.48 sq.m. of the development. In our valuation, we have excluded these units with capital leases.

2. We have been provided with a legal opinion on the property prepared by the Group's legal advisor, which contains, inter alia, the following information:

   a. The Group shall have the rights to occupy and use as well as receive income from the property, no less than 40 years from the commencement date of operation.

   b. The Group has to guarantee the property can be swiftly handed over to the government authorities in China during war time.

   c. The Group has the rights to use the underground space of the land at which the property is located.

   d. The Group is not required to obtain state-owned land use rights certificate and building ownership certificate for the property according to the existing PRC laws and regulations.

3. A summary of major certificates/approvals is shown as follows:

(i)	State-owned Land Use Rights Certificate	N/A
(ii)	Construction Works Planning Permit	Yes
(iii)	Construction Works Commencement Permit	Yes
(iv)	Construction Works Completion Certified Report	Yes
(v)	Building Ownership Certificate	N/A

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

(a) Directors' and chief executives' interests and short positions in the Shares and underlying Shares of the Company

As at the Latest Practicable Date, the interests and short positions, if any, of each Director and chief executives of the Company in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives they are taken or deemed to have under such provisions of the SFO); or which were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Long/Short positions in Shares/underlying Shares

Name of director	Capacity	Nature of interest *(note 1)*	Number of issued Shares/ underlying Shares	Approximate percentage of interest in the Company
Mrs. Hawken Xiuli	Interest in controlled corporations	L	11,982,893,111	54.46%
(note 2)	Interest in controlled corporations	S *(note 3)*	1,793,624,016	8.15%
Mr. Dai Yongge	Beneficial owner	L *(note 4)*	51,000,000	0.23%
	Interest in controlled corporation	L	51,000,000	0.23%
Mr. Zhang Dabin	Beneficial owner	L *(note 4)*	34,000,000	0.15%
	Interest in controlled corporation	L	34,000,000	0.15%
Mr. Wang Hongfang	Beneficial owner	L *(note 4)*	42,500,000	0.19%
	Interest in controlled corporation	L	42,500,000	0.19%

Name of director	Capacity	Nature of interest *(note 1)*	Number of issued Shares/ underlying Shares	Approximate percentage of interest in the Company
Ms. Wang Chunrong	Beneficial owner	L *(note 4)*	34,000,000	0.15%
	Interest in controlled corporation	L	34,000,000	0.15%
Mr. Wang Luding	Beneficial owner	L *(note 4)*	34,000,000	0.15%
	Interest in controlled corporation	L	34,000,000	0.15%
Ms. Zhang Xingmei	Interest of spouse	L *(note 5)*	102,000,000	0.46%

Long positions in the Shares of associated corporations of the Company

Name of director	Capacity	Name of the associated corporations	Number of issued shares/ underlying shares	Approximate percentage of issued share capital of the associated corporation
Mrs. Hawken Xiuli	Beneficial owner	Shining Hill Investments Limited	1	100.00%
	Interest in controlled corporation	Super Brilliant Investments Limited	1	100.00%
	Interest in controlled corporations	Wealthy Aim Holdings Limited	1	100.00%

Notes:

(1) The letter "L" denotes the person's long position in such shares and the letter "S" denotes the person's short position in such shares.

(2) Mrs. Hawken Xiuli is deemed to be interested in such shares held through controlled corporations including Super Brilliant Investments Limited and Wealthy Aim Holdings Limited.

(3) It represents the number of shares in respect of which Wealthy Aim Holdings Limited, a controlled corporation of Mrs.Hawken Xiuli, has granted purchase rights to the Group's employees and other selected individuals to acquire shares of the Company subject to certain terms and conditions.

(4) These interests are interests under the purchase rights granted by Wealthy Aim Holdings Limited as referred to in Note (3) above.

(5) Ms. Zhang Xingmei is deemed to be interested in the shares held by her spouse, Mr. Dai Yongge.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which were required pursuant to section 352 of the SFO to be entered in the register maintained by the Company referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As at the Latest Practicable Date, none of the Directors had any direct or indirect material interest in any assets which have been 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 since 31 December 2008, being the date to which the latest published audited financial statements of the Company were prepared.

(b) Substantial shareholders' and other persons' interests and short positions in Shares and underlying Shares

So far as is known to the Directors or chief executives of the Company, as at the Latest Practicable Date, the Shareholders (other than Directors or chief executives of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of 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 were as follows:

Name of Shareholder	Capacity	Number of issued Shares/Nature of interest *(note 1)*	Approximate percentage of interest in the Company
Shining Hill Investments Limited *(note 3)*	Interest in controlled corporations	11,982,893,111 (L)	54.46%
	Interest in controlled corporations	1,793,624,016 (S)	8.15%
Super Brilliant Investments Limited	Beneficial owner	11,447,358,411 (L)	52.03%
	Beneficial owner	1,258,089,316 (S)	5.71%
	Interest in a controlled corporation	535,534,700 (L) *(note 2)*	2.43%
	Interest in a controlled corporation	535,534,700 (S) *(note 2)*	2.43%

Name of Shareholder	Capacity	Number of issued Shares/Nature of interest *(note 1)*	Approximate percentage of interest in the Company
Cheng Yu Tung Family (Holdings) Limited ("CYTFH") *(note 4)*	Interest in controlled corporations	1,571,606,964 (L)	7.14%
Centennial Success Limited ("Centennial") *(notes 5 & 6)*	Interest in controlled corporations	1,571,606,964 (L)	7.14%

Notes:

(1) The letter "L" denotes the person's long position in such shares and the letter "S" denotes the person's short position in such shares.

(2) It represents the number of shares in respect of which Wealthy Aim Holdings Limited, a controlled corporation of Mrs. Hawken Xiuli, a director of the Company, has granted purchase rights to the Group's employees and other selected individuals to acquire shares of the Company subject to certain terms and conditions.

(3) Mrs. Hawken Xiuli is interested in the entire issued share capital of Shining Hill Investments Limited which in turn is interested in the entire issued share capital of Super Brilliant and therefore, Mrs. Hawken and Shining Hill are deemed or taken to be interested in the shares beneficially owned by Super Brilliant for the purposes of the SFO.

(4) CYTFH holds 51% direct interest in Centennial and is accordingly deemed to have an interest in the shares deemed to be interested by Centennial for the purposes of the SFO.

(5) Centennial holds 100% interest in each of Chow Tai Fook Enterprises Limited ("CTF") and Fash Flow Investments Limited, and is accordingly deemed to have an interest in the shares interested by or deemed to be interested by CTF and Fash Flow Investments Limited for the purposes of the SFO.

(6) CTF, together with its subsidiaries, is interested in more than one-third of shares in New World Development Company Limited and is accordingly deemed to have an interest in the shares interested by or deemed to be interested by New World Development Company Limited for the purposes of the SFO. New World Development Company Limited is deemed to have an interest in the shares held by its indirect subsidiaries Elite Wealth Investment Limited, Vivid China Investment Limited and Skybird International Limited

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any persons (other than Directors or chief executives of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of 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.

3. DIRECTORS' INTERESTS IN COMPETING BUSINESSES

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 Group as required to be disclosed pursuant to the Listing Rules

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors has entered into or proposed to enter into any service contract with the Company or any of its subsidiaries which will not expire or may not be terminated by the Company within a year without payment of any compensation (other than statutory compensation).

5. MATERIAL CONTRACTS

The following contracts (not being entered into in the ordinary course of business) have been entered into by the members of the Group within two years preceding the date of this circular and which are or may be material. At the time of execution, none of the transactions as contemplated under the following contracts were notifiable under the Listing Rules:

(a) the placing agreement dated 16 July 2009 entered into between Super Brilliant Investments Limited, a controlling shareholder of the Company, Company and UBS in respect of placement of 3,000,000,000 existing Shares at the Placing Price;

(b) the subscription agreement dated 16 July 2009 entered into between Super Brilliant Investments Limited, a controlling shareholder of the Company and the Company in relation to the subscription of 2,000,000,000 new Shares at the Subscription Price to be subscribed by Super Brilliant Investments Limited, a controlling shareholder of the Company (Please refer to the announcement of the Company dated 16 July 2009 for further details of the aforesaid placing and subscription of the Shares); and

(c) the Agreement.

6. LITIGATION

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

7. QUALIFICATION AND CONSENT

(a) CB Richard Ellis Limited is a corporation of professional surveyors and property valuers.

(b) CB Richard Ellis Limited has given and has not withdrawn its written consent to the issue of this circular with the reference to its name and its letter and references to its name in the form and context in which it appears.

(c) As at the Latest Practicable Date, CB Richard Ellis Limited did not have any shareholding, directly or indirectly, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for shares in any member of the Group.

(d) As at the Latest Practicable Date, CB Richard Ellis Limited did not have any interest, direct or indirect, in any assets which since 31 December 2008, the date to which the latest published audited financial statements of the Group were made up, have been 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.

8. GENERAL

(a) The company secretary of the Company is Mr. Hung Fan Kwan, a fellow member of the Chartered Association of Certified Accountants, a fellow member of the Hong Kong Institute of Certified Public Accountants and an associate of the Institute of Chartered Accountants in England and Wales.

(b) The registered office of the Company is at Cricket Square Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

(c) The principal place of business of the Company is at Suites 603-606, One International Finance Centre, 1 Harbour View Street, Hong Kong.

(d) The share registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

(e) The English text of this circular shall prevail over the Chinese text, in case of any inconsistency.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at Suites 603-606, One International Finance Centre, 1 Harbour View Street, Hong Kong from the date of this circular to and including 17 February 2010 (both days inclusive):

(a) the memorandum and articles of association of the Company;

(b) the valuation report on 29 January 2010 by CB Richard Ellis Limited as set out in Appendix II of this circular;

(c) the published audited financial statements of the Company and its subsidiaries for each of the two years ended 31 December 2007 and 2008;

(d) the contracts referred to in the section headed "Material Contracts" in paragraph 5 of this appendix;

(e) the written consent referred to in the section headed "Qualification and Consent" in paragraph 7 of this appendix; and

(f) this circular.