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CHINESE ESTATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 127)

MASS RISE LIMITED

(Incorporated in the British Virgin Islands with limited liability)



G-PROP (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 286)

JOINT ANNOUNCEMENT

- 1. Acquisition of Sale Shares by Mass Rise; and**
- 2. Mandatory unconditional cash offers by Get Nice Investment Limited on behalf of Mass Rise for**
 - (i) all the issued Shares (other than those already owned or agreed to be acquired by Mass Rise and parties acting in concert with it) and**
 - (ii) the Convertible Bonds (other than the AK Bond).**

Joint Financial Advisers to Mass Rise

 **結好融資有限公司**
GET NICE CAPITAL LIMITED
Get Nice Capital Limited

VEDA | CAPITAL
智略資本

THE SALE AND PURCHASE AGREEMENT

Fame Ascent (as vendor) and Mass Rise (as purchaser) had entered into the Sale and Purchase Agreement, pursuant to which Fame Ascent had sold, and Mass Rise had purchased the Sale Shares, which represented approximately 36.51% of the entire issued share capital of the Company.

THE OFFER

Immediately after the completion of the sale and purchase of the Sale Shares which took place on 5 February 2008, Mass Rise itself had acquired more than 30% of the voting rights of the Company and Mass Rise and parties acting in concert with it, in aggregate, owned 1,512,055,969 Shares, representing approximately 74.55% of the entire issued share capital of the Company on 5 February 2008. Accordingly, Mass Rise is required to make a mandatory unconditional cash offer for all the issued Shares not already owned or agreed to be acquired by it and parties acting in concert with it pursuant to Rule 26.1 of the Takeovers Code. As at the date of this announcement, other than the Convertible Bonds, the Company did not have other outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares and has not entered into any agreement for the issue of any options, warrants or securities which are convertible or exchangeable into Shares. In accordance with Rule 13 of the Takeovers Code, Mass Rise will make a comparable offer for the outstanding Convertible Bonds (other than the AK Bond). The principal terms of the Offer are set out under the section headed "Mandatory unconditional cash offers" below. Get Nice Capital Limited and Veda Capital Limited have been engaged by Mass Rise as its joint financial advisers in respect of the Offer and Get Nice Investment Limited will make the Offer on behalf of Mass Rise. Get Nice Capital Limited and Veda Capital Limited are satisfied that sufficient financial resources are available to Mass Rise to satisfy full acceptance of the Offer.

An independent board committee comprising all independent non-executive Directors will be formed to advise the Independent Shareholders in respect of the Offer. An independent financial adviser will also be appointed by the Company to advise the independent board committee and the Independent Shareholders in this regard.

DESPATCH OF COMPOSITE OFFER DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, within 21 days after the date of this announcement containing the terms of the Offer or such later date as the Executive may approve, the Offeror will despatch an offer document in relation to the Offer. In accordance with Rule 8.4 of the Takeovers Code, the Offeree is required to send the offeree document in relation to the Offer to the Shareholders within 14 days of the posting of the offer document or such later date as the Executive may approve. The Offeror and the Offeree intend to combine the offer document and the Offeree's board circular in the Composite Offer Document.

SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Main Board of the Stock Exchange was suspended with effect from 9:38 a.m. on 29 January 2008 pending the release of an announcement in relation to, among other matters, the possible change of business plan of the Company.

At that time, it was the intention of the parties (the Group and KB Group) to sign the documents relating to the change of business plan of the Group as soon as practicable after the suspension of the trading of the Shares. During the period from 29 January 2008 to 1 February 2008, the parties further negotiated and finalised the terms of various documents and finally signed the relevant documents on 1 February 2008. Since more time is required for the negotiation between the Company and the counterparty in relation to certain amendments to the terms of the signed agreements for the purpose of compliance with the Listing Rules and for the finalisation of the content of the announcement in relation to the change of business plan, trading in the Shares on the Main Board of the Stock Exchange will remain suspended. Further announcement in relation to the change of business plan will be issued by the Company as soon as practicable.

1. THE SALE AND PURCHASE AGREEMENT

The Company was notified that Fame Ascent (as vendor) and Mass Rise (as purchaser) entered into the Sale and Purchase Agreement on 1 February 2008. The major terms of the Sale and Purchase Agreement are set out below:

1.1 Parties

Vendor: Fame Ascent

Purchaser: Mass Rise

1.2 Subject matter

Fame Ascent had agreed to sell, and Mass Rise had agreed to purchase, the Sale Shares which represented approximately 36.51% of the entire issued share capital of the Company. There is no restriction on the subsequent sale of the Sale Shares pursuant to the Sale and Purchase Agreement.

Pursuant to the Sale and Purchase Agreement, Fame Ascent had conditionally agreed to sell, and Mass Rise had conditionally agreed to purchase, the Convertible Bonds with principal amount of HK\$108,000,000 issued by the Company to Fame Ascent. Due to the restrictions under the Takeovers Code on the sale and purchase of such Convertible Bonds between Fame Ascent and Mass Rise, the parties are in the course of negotiation for the amendments of the terms of the Sale and Purchase Agreement so as to release each other from the obligations of the sale and purchase of such Convertible Bonds.

1.3 Consideration for the Sale Shares

HK\$120,777,422.96.

The consideration for the Sale Shares was determined with reference to the original investment cost of the Sale Shares to Fame Ascent plus a premium, which was calculated at a rate of 2.5% per annum of such original investment cost from the date of issue of the Sale Shares up to 31 January 2008. The average purchase price per Sale Share was approximately HK\$0.1631.

The consideration of HK\$120,777,422.96 was paid by Mass Rise by the internal resources of the CE Group to Fame Ascent on 5 February 2008 when completion of the sale and purchase of the Sale Shares took place.

1.4 Completion of the sale and purchase of the Sale Shares

Completion of the sale and purchase of the Sale Shares was unconditional and took place on 5 February 2008. Upon such completion, the Company had become a subsidiary of CE which owned approximately 50.21% of the entire issued share capital of the Company and the results of the Company would be consolidated into the accounts of CE.

1.5 Changes in the Company's shareholding structure

The following table sets out the shareholding structure of the Company immediately before and after completion of the sale and purchase of the Sale Shares:

Name of Shareholders	Shareholding immediately before completion of the sale and purchase of the Sale Shares		Shareholding immediately after completion of the sale and purchase of the Sale Shares	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Subsidiaries of CE (including Mass Rise) (<i>Note 1</i>)	277,858,761	13.70	1,018,377,086	50.21
Asian Kingdom Limited (<i>Notes 1 & 2</i>)	493,678,883	24.34	493,678,883	24.34
Fame Ascent (<i>Note 1</i>)	740,518,325	36.51	–	–
Subtotal	1,512,055,969	74.55	1,512,055,969	74.55
Public	516,199,039	25.45	516,199,039	25.45
Total	<u>2,028,255,008</u>	<u>100.00</u>	<u>2,028,255,008</u>	<u>100.00</u>

Notes:

1. CE Group (including Mass Rise), Mr. Lau, Asian Kingdom Limited, KB and Fame Ascent are parties acting in concert in relation to the Company under the Takeovers Code.
2. Asian Kingdom Limited is a company ultimately and wholly owned by Mr. Lau, a director and the Controlling Shareholder of CE, who is in turn a Controlling Shareholder of the Company.

2. MANDATORY UNCONDITIONAL CASH OFFERS

2.1 Mandatory unconditional cash offers

Immediately after completion of the sale and purchase of the Sale Shares, Mass Rise itself had acquired more than 30% of the voting rights of the Company and Mass Rise and parties acting in concert with it in aggregate, owned 1,512,055,969 Shares, representing approximately 74.55% of the entire issued share capital of the Company on 5 February 2008. Accordingly, Mass Rise is required to make a mandatory unconditional cash offer for all the issued Shares not already owned or agreed to be acquired by it and parties acting in concert with it pursuant to Rule 26.1 of the Takeovers Code.

As at the date of this announcement, other than the Convertible Bonds, the Company did not have other outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares and has not entered into any agreement for the issue of any options, warrants or securities which are convertible or exchangeable into Shares. In accordance with Rule 13 of the Takeovers Code, Mass Rise will make a comparable offer for the outstanding Convertible Bonds (other than the AK Bond).

2.2 Principal terms of the Offer

Share Offer Price HK\$0.164 in cash

Offer price for the Convertible Bonds

(other than the AK Bond) HK\$0.164 in cash for
each underlying Share which
may fall to be allotted and
issued upon conversion at
the initial conversion price
of HK\$0.162 per Share

The Share Offer Price (which is the same with the offer price for each Share underlying the Convertible Bonds, other than the AK Bond) is not less than the average purchase price per Sale Share of approximately HK\$0.1631.

2.3 Comparison of value

The Share Offer Price (which is the same with the offer price for each Share underlying the Convertible Bonds, other than the AK Bond) of HK\$0.164 represents:

- (a) a discount of approximately 72% to the closing price of HK\$0.59 per Share as quoted on the Main Board of the Stock Exchange on 28 January 2008, being the last full trading day prior to the issue of this announcement;
- (b) a discount of approximately 77% to the average closing price of approximately HK\$0.719 per Share as quoted on the Stock Exchange for the last 10 consecutive full trading days prior to the issue of this announcement; and
- (c) a discount of approximately 9% to the audited consolidated net asset value per Share of approximately HK\$0.180 as at 31 December 2007 based on the Company's final results announcement for the year ended 31 December 2007.

2.4 Highest and lowest prices

The highest closing price, based on the Share price as quoted on the Stock Exchange during the six-month period immediately preceding the date of the First Announcement, was HK\$2.69 per Share on 13 August 2007.

The lowest closing price, based on the Share price as quoted on the Stock Exchange during the six-month period immediately preceding the date of the First Announcement, was HK\$0.57 per Share on 24 January 2008.

2.5 Total consideration

Assuming that there is no change in the issued share capital of the Company prior to the making of the Offer, at the price of HK\$0.164 per Share, the entire issued share capital of the Company is valued at approximately HK\$332.63 million, and all of the Shares subject to the Offer (being Shares held by the Shareholders not being the Offeror nor parties acting in concert with it) are valued at approximately HK\$84.66 million.

Other than the AK Bond, the principal amount of the remaining Convertible Bonds is HK\$108,000,000 and based on the initial conversion price of HK\$0.162 per Share, an aggregate of 666,666,666 Shares will be allotted and issued by the Company to the bondholder of such Convertible Bonds if the conversion rights attaching to such Convertible Bonds are exercised in full. Based on the offer price for each Share underlying the Convertible Bonds of HK\$0.164, the remaining Convertible Bonds that subject to the Offer are valued at approximately HK\$109.33 million.

Get Nice Capital Limited and Veda Capital Limited have been engaged by Mass Rise as its joint financial advisers in respect of the Offer and Get Nice Investment Limited will make the Offer on behalf of Mass Rise. Get Nice Capital Limited and Veda Capital Limited are satisfied that sufficient financial resources are available to Mass Rise to satisfy full acceptance of the Offer.

2.6 Effect of accepting the Offer

By accepting the Offer, the Shareholders (other than Mass Rise and the parties acting in concert with it) will sell their Shares to Mass Rise or its nominee free from all liens, claims and encumbrances and with all rights attached to them, including the rights to receive all dividends and distribution declared, made or paid at or after the date on which the Offer is made, i.e. the date of posting of the Composite Offer Document.

By accepting the Offer, the bondholder of the Convertible Bonds (other than the AK Bond) will sell its Convertible Bonds to Mass Rise or its nominee free from all liens, claims and encumbrances and with all rights attached to them.

2.7 Stamp duty

Seller's ad valorem duty arising in connection with acceptance of the Offer in respect of the Shares amounting to 0.1% of the amount payable in respect of the relevant acceptance will be deducted from the amount payable to the Shareholders who accept the Offer in respect of the Shares. Mass Rise will bear its own portion of buyer's ad valorem stamp duty at the rate of 0.1% of the amount payable in respect of relevant acceptances and will be responsible for accounting to the Stamp Office of Hong Kong the stamp duty payable for the sale and purchase of the relevant Shares pursuant to the acceptances of the Offer.

No stamp duty is payable in connection with the acceptance of the Offer in respect of the Convertible Bonds.

2.8 Payment

Payment in cash in respect of acceptances of the Offer will be made within 10 days of the date on which the relevant documents of title are received by Mass Rise to render each such acceptance complete and valid.

2.9 Other arrangements in relation to the Offer

Save for the Sale and Purchase Agreement, there are no arrangements (whether by way of option, indemnity or otherwise) in relation to the Shares or the shares of the Offeror and which might be material to the Offer. Other than the Sale and Purchase Agreement, there are no agreements or arrangements to which the Offeror is a party which relate to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer.

As at the date of this announcement, none of the Offeror or parties acting in concert with it has received any irrevocable commitment to or not to accept the Offer.

2.10 Information of the Offeror

Mass Rise is a company incorporated in the British Virgin Islands with limited liability on 20 August 2007 and is a wholly-owned subsidiary of CE. It has carried on no business since incorporation until the entering into of the Sale and Purchase Agreement.

CE is an investment holding company incorporated in Bermuda with limited liability and its securities are listed on the Main Board of the Stock Exchange. CE Group is principally engaged in the property investment and development in Hong Kong, the PRC and Macau, brokerage, securities investments, money lending and cosmetics businesses.

Except for the Subscription, the entering into of the Sale and Purchase Agreement, the acquisition of the Sale Shares and the transfer of 113,818,911 Shares amongst wholly-owned subsidiaries of CE on 29 January 2008, neither Mass Rise, its beneficial owner nor parties acting in concert with it has dealt in any Shares or any options, warrants, derivatives or securities which are convertible into Shares during the period commencing on the date falling six months prior to the date of the Sale and Purchase Agreement and up to the date of this announcement.

2.11 Information of the Offeree

The following table is a summary of the Group's audited consolidated financial information as stated in the final results announcement for the year ended 31 December 2007 of the Offeree:

	For the year ended	
	31 December	
	2007	2006
	<i>HK\$'000</i>	<i>HK\$'000</i>
Turnover	2,812	3,512
Profit before tax	13,859	5,511
Profit attributable to the Shareholders	15,193	4,819
	As at 31 December	
	2007	2006
	<i>HK\$'000</i>	<i>HK\$'000</i>
Net assets	365,659	128,676

The Offeree has a market capitalisation of approximately HK\$1,196.67 million based on 2,028,255,008 Shares in issue and the closing price of HK\$0.59 per Share as quoted on the Stock Exchange on 28 January 2008, being the last full trading day prior to the issue of this announcement.

2.12 Intention of Mass Rise regarding the Group

At present, the Group is principally engaged in property investment and leasing in Hong Kong. In addition, the Group is developing the Methanol Project. Following the close of the Offer, Mass Rise intends that the Group will continue its existing business (other than the Acetic Acid Project) and will maintain the listing status of the Company on the Main Board of the Stock Exchange.

However, Mass Rise will conduct a review on the business activities and assets of the Group for the purpose of formulating business plans and strategies for the future business development of the Group. Other than in the ordinary course of business of the Group or the termination of the Acetic Acid Project, Mass Rise has no intention to discontinue the employment of the employees or to dispose of or re-deploy the assets of the Group. Any disposal of the existing business of the Group, if contemplated, will be made in full compliance with the Listing Rules. Mass Rise has no intention to inject any assets or businesses into the Company.

Mass Rise does not intend to nominate additional Director to the Board. Appropriate announcement will be made if there is any further proposed change of the composition of the Board and any new appointment of Directors.

2.13 Maintaining the listing status of the Company

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage of public holding applicable to the Company, being 25% of the issued Shares, are held by the public, or if the Stock Exchange believes that:

- a false market exists or may exist in the trading of the Shares; or
- that there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealings in the Shares.

Mass Rise intends to maintain the listing of the Shares on the Stock Exchange. Each of the Offeror and the Offeree will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

2.14 Dealings in Shares by the Offeror and parties acting in concert with it

On 29 January 2008, Paul Y. Holdings Company Limited, a direct wholly-owned subsidiary of CE, transferred an aggregate of 113,818,911 Shares, representing approximately 5.61% of the voting rights of the Company, to High Victory Limited, an indirect wholly-owned subsidiary of CE, at a price of HK\$0.59 per Share (“Internal Transfer”). Being a fellow subsidiary of each other, Paul Y. Holdings Company Limited and High Victory Limited are parties acting in concert with Mass Rise for the purpose of the Takeovers Code.

The price at which the Internal Transfer was effected, being HK\$0.59 per Share, was higher than the Share Offer Price.

An application had been made by CE, Paul Y. Holdings Company Limited and Mass Rise for the Executive’s consent, and the Executive had consented under Rule 26.3(b) of the Takeovers Code that the price at which the Internal Transfer was effected should not apply in the Offer notwithstanding that such price is higher than the Share Offer Price.

2.15 Dealings disclosure

In accordance with Rule 3.8 of the Takeovers Code, associates (within the meaning of the Takeovers Code) of the Offeree and the Offeror are hereby reminded to disclose their dealings in any securities of the Offeree pursuant to the requirements of the Takeovers Code.

Pursuant to Note 11 of Rule 22 of the Takeovers Code, stockbrokers, banks and other intermediaries who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million. This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved. Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.

2.16 General

Pursuant to Rule 8.2 of the Takeovers Code, within 21 days after the date of this announcement containing the terms of the Offer or such later date as the Executive may approve, the Offeror will despatch an offer document in relation to the Offer. In accordance with Rule 8.4 of the Takeovers Code, the Offeree is required to send the offeree document in relation to the Offer to the Shareholders within 14 days of the posting of the offer document or such later date as the Executive may approve. The Offeror and the Offeree intend to combine the offer document and the Offeree's board circular in the Composite Offer Document.

An independent board committee comprising all independent non-executive Directors will be formed to advise the Independent Shareholders in respect of the Offer. An independent financial adviser will also be appointed by the Company to advise the independent board committee and the Independent Shareholders in this regard.

Neither the purchase of the Sale Shares by Mass Rise nor the making of the Offer by Mass Rise constitutes a notifiable transaction nor a connected transaction for CE under the Listing Rules.

3. SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Main Board of the Stock Exchange was suspended with effect from 9:38 a.m. on 29 January 2008 pending the release of an announcement in relation to, among other matters, the possible change of business plan of the Company.

At that time, it was the intention of the parties (the Group and KB Group) to sign the documents relating to the change of business plan of the Group as soon as practicable after the suspension of the trading of the Shares. During the period from 29 January 2008 to 1 February 2008, the parties further negotiated and finalised the terms of various documents and finally signed the relevant documents on 1 February 2008.

Since more time is required for the negotiation between the Company and the counterparty in relation to certain amendments to the terms of the signed agreements for the purpose of compliance with the Listing Rules and for the finalisation of the content of the announcement in relation to the change of business plan, trading in the Shares on the Main Board of the Stock Exchange will be remain suspended. Further announcement in relation to the change of business plan will be issued by the Company as soon as practicable.

4. DEFINITIONS

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

“Acetic Acid Project”	the proposal for the construction of acetic acid factory and the production and sale of acetic acid to be undertaken by Hebei Chungshun and Hebei Yingdu as announced by the Company in its announcement dated 21 January 2008
“acting in concert”	the meaning ascribed to it under the Takeovers Code
“AK Bond”	the Convertible Bonds with principal amount of HK\$72,000,000 issued by the Company to Asian Kingdom Limited, a company wholly owned by Mr. Lau, pursuant to the Subscription

“Board”	the board of Directors
“CE”	Chinese Estates Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange, being the Controlling Shareholder and the holding company of the Company as at the date of this announcement
“CE Group”	CE and its subsidiaries, and for the avoidance of doubt, excluding the Group for the purpose of this announcement
“Company” or “Offeree”	G-Prop (Holdings) Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Composite Offer Document”	the document to be jointly issued by and on behalf of the Offeror and the Offeree to all Shareholders in accordance with the Takeovers Code containing, among others, terms and conditions of the Offer, the form of acceptance and transfer in respect of the Offer, the advice of the independent financial adviser to the independent board committee in respect of the Offer, and the advice of the independent board committee to the Independent Shareholders in relation to the Offer
“Controlling Shareholder(s)”	the meaning ascribed to it under the Listing Rules
“Convertible Bonds”	the zero coupon convertible bonds due 2010 issued by the Company in the aggregate principal amount of HK\$180,000,000 which was created by an instrument executed by the Company by way of a deed poll on 25 October 2007, all of which remained outstanding as at the date of this announcement
“Directors”	the directors of the Company

“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any of his delegates
“Fame Ascent”	Fame Ascent Investments Limited, an investment holding company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of KB, and was the beneficial owner of the Sale Shares and a Controlling Shareholder of the Company immediately before the completion of the sale and purchase of the Sale Shares
“First Announcement”	the announcement of the Company dated 1 February 2008 in relation to, among other matters, the possible Offer
“Group”	the Company and its subsidiaries
“Hebei Chungshun”	河北忠信化工有限公司 (Hebei Chung Shun Chemical Co., Ltd.), a sino-foreign equity joint venture to be established in the Hebei Province in the PRC
“Hebei Yingdu”	河北英都氣化有限公司 (Hebei Ying Du Gasification Co., Ltd.), a sino-foreign equity joint venture to be established in the Hebei Province in the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholders”	Shareholders other than Mass Rise, KB and Fame Ascent, their respective associates and parties acting in concert with any of them

“KB”	Kingboard Chemical Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange and was a Controlling Shareholder of the Company immediately before the completion of the sale and purchase of the Sale Shares
“KB Group”	KB and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Mass Rise” or “Offeror”	Mass Rise Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of CE
“Methanol Project”	the project of setting up a plant in Erdos (鄂爾多斯) in Inner Mongolia of the PRC for manufacturing methanol products using coal as raw material, further details of which are set out in the Subscription Announcement and the Subscription Circular
“Mr. Lau”	Mr. Joseph Lau, Luen-hung, the sole ultimate beneficial owner of Asian Kingdom Limited and is a director and the Controlling Shareholder of CE, who is in turn a Controlling Shareholder of the Company
“Offer”	the mandatory unconditional cash offers for (i) all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it at the Share Offer Price; and (ii) the Convertible Bonds (other than the AK Bond) to be made by Get Nice Investment Limited on behalf of the Offeror in accordance with the Takeovers Code

“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, Macau and Taiwan
“Sale and Purchase Agreement”	the sale and purchase agreement dated 1 February 2008 and entered into between Mass Rise and Fame Ascent in relation to, amongst other matters, the sale and purchase of the Sale Shares
“Sale Share”	740,518,325 Shares acquired by Mass Rise from Fame Ascent pursuant to the Sale and Purchase Agreement and Sale Share means any one of them as the context so requires
“SFC”	the Securities and Futures Commission of Hong Kong
“Share Offer Price”	HK\$0.164 per Share payable in cash by the Offeror to the Shareholders (other than the Offeror and parties acting in concert with it) who will accept the Offer in accordance with its terms and conditions
“Shareholder(s)”	shareholder(s) of the Company
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	collectively, the subscription of an aggregate of 1,234,197,208 Shares and the Convertible Bonds by Asian Kingdom Limited and Fame Ascent, further details of which are set out in the Subscription Announcement and the Subscription Circular

“Subscription Announcement”	the joint announcement dated 7 August 2007 issued by the Company, Asian Kingdom Limited, KB and Fame Ascent in relation to, among other matters, the Subscription
“Subscription Circular”	the circular of the Company dated 28 August 2007 in relation to, among other matters, the Subscription
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“%”	per cent.

By order of the board of
Chinese Estates Holdings Limited
Lam, Kwong-wai
Company Secretary

By order of the board of
Mass Rise Limited
Joseph Lau, Luen-hung
Director

By order of the board of
G-Prop (Holdings) Limited
Lam, Kwong-wai
Company Secretary

Hong Kong, 7 March 2008

As at the date of this announcement, the Board comprised of Mr. Leung, Wing-pong, Mr. Kong, Chi-ming, Mr. Chan, Wing-kwan and Mr. Chang, Wing-yiu as executive Directors and Mr. Leung, Yun-fai, Mr. Lam, Yat-fai and Dr. David Chain, Chi-woo as independent non-executive Directors.

As at the date of this announcement, the board of directors of CE comprised Mr. Joseph Lau, Luen-hung and Mr. Lau, Ming-wai as executive directors, Ms. Amy Lau, Yuk-wai as non-executive director and Mr. Chan, Kwok-wai, Mr. Cheng, Kwee and Ms. Phillis Loh, Lai-ping as independent non-executive directors.

As at the date of this announcement, the directors of Mass Rise are Mr. Joseph Lau, Luen-hung and Mr. Lau, Ming-wai.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to CE Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

The directors of CE jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

The directors of Mass Rise jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

Websites: www.g-prop.com.hk
www.chineseestates.com