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建業實業有限公司
Chinney Investments, Limited

(Incorporated in Hong Kong with limited liability)
(Stock Code: 216)



建聯集團有限公司
Chinney Alliance Group Limited

(Incorporated in Bermuda with limited liability)
(Stock Code: 385)

MAJOR AND CONNECTED TRANSACTION

**PROPOSED DISPOSAL OF THE ENTIRE ISSUED
SHARE CAPITAL OF VICTORY LEAP LIMITED**

AND

RESUMPTION OF TRADING

MAJOR AND CONNECTED TRANSACTION

**PROPOSED ACQUISITION OF THE ENTIRE ISSUED
SHARE CAPITAL OF VICTORY LEAP LIMITED**

AND

RESUMPTION OF TRADING

Financial adviser

evolution
WATTERSON SECURITIES 

THE SALE AND PURCHASE AGREEMENT

On 4 September 2007, Chinney Contractors (as Vendor), CIL and Mr. Yuen-Keung Chan (as Vendor's guarantors), CATBVI (as Purchaser) and CAG (as Purchaser's guarantor) entered into the Sale and Purchase Agreement pursuant to which Chinney Contractors has conditionally agreed to dispose and CATBVI has conditionally agreed to acquire the entire issued share capital of Victory Leap for a total consideration of approximately HK\$92.865 million. Victory Leap currently owns the respective entire issued share capital of Chinney Construction and Kin Wing Chinney.

The Consideration, which has been arrived at after arm's length negotiation between the parties, was determined by reference to the aggregate audited net assets of the Chinney Construction Group and the Kin Wing Chinney Group of HK\$76.6 million as at 31 March 2007 and adjusted for (1) surplus of approximately HK\$12.2 million arising from the independent valuation of the Properties currently held by the Chinney Construction Group as at 30 June 2007; (2) surplus of approximately HK\$12.9 million in respect of the aggregate value of certain plant and machinery held by the Kin Wing Chinney Group as at 30 June 2007; (3) the aggregate unaudited operating loss of the Chinney Construction Group and the Kin Wing Chinney Group of HK\$17.0 million for the three months ended 30 June 2007; and (4) the gain of HK\$8.2 million in respect of the disposal of certain plant and machinery by the Kin Wing Chinney Group in July 2007.

As the applicable percentage ratios exceed 25% but less than 100%, the Acquisition constitutes a major transaction for CAG under the Listing Rules and will be subject to the approval of the CAG Shareholders at the CAG SGM. As CIL and EIL (a company solely owned by Dr. James Wong) have approximately 29.1% and 25.9% interests in CAG respectively, the Acquisition constitutes a connected transaction for CAG under the Listing Rules and is thus subject to the approval by independent CAG Shareholders by poll at the CAG SGM. CIL, EIL and their respective associates shall abstain from voting with respect to the Acquisition at the CAG SGM.

So far as CIL is concerned, as the applicable percentage ratios exceed 25% but less than 75%, the Disposal constitutes a major transaction for CIL under the Listing Rules and will be subject to the approval of the CIL Shareholders at the CIL EGM. As Dr. James Wong, the chairman and controlling shareholder of CIL, is deemed to be interested in approximately 55.0% of the issued share capital of CAG, held through CIL's 29.1% interest in CAG and through EIL's 25.9% interest in CAG, CAG and its wholly-owned subsidiary, CATBVI, are therefore connected persons of CIL under the Listing Rules. Consequently, the Disposal constitutes a connected transaction for CIL under the Listing Rules and is therefore subject to the approval by the independent CIL Shareholders by poll at the CIL EGM. Dr. James Wong and his associates shall abstain from voting with respect to the Disposal at the CIL EGM.

Completion of the Sale and Purchase Agreement is conditional upon fulfilment of a number of conditions and the Sale and Purchase Agreement may or may not proceed. Accordingly, CIL Shareholders, CAG Shareholders and potential investors are advised to exercise due caution when dealing in CIL Shares and CAG Shares.

GENERAL

An independent board committee of CAG, which comprises Mr. William Gage McAfee, Mr. David Chung-Shing Wu and Mr. Sou-Tung Chan, all being independent non-executive CAG Directors, has been established to consider the Acquisition and to advise the independent CAG Shareholders as to whether the terms of the Acquisition are fair and reasonable and in the interests of CAG and the CAG Shareholders as a whole. Veda Capital Limited has been appointed as the independent financial adviser to advise the independent board committee of CAG and the independent CAG Shareholders in this regard.

An independent board committee of CIL, which comprises Mr. Johnny Chung-Ah Wong, Dr. Clement Kwok-Hung Young and Mr. Peter Man-Kong Wong, all being independent non-executive CIL Directors, has been established to consider the Disposal and to advise the independent CIL Shareholders as to whether the terms of the Disposal are fair and reasonable and in the interests of CIL and the CIL Shareholders as a whole. Nuada Limited has been appointed as the independent financial adviser to advise the independent board committee of CIL and the independent CIL Shareholders in this regard.

CAG will despatch to the CAG Shareholders a circular containing, among other things, further details of the Acquisition, the recommendation from the independent board committee of CAG to the independent CAG Shareholders, the recommendation of the independent financial adviser to the independent board committee of CAG and the independent CAG Shareholders, the financial information on the Enlarged CAG Group and a notice convening the CAG SGM in accordance with the requirements of the Listing Rules.

CIL will despatch to the CIL Shareholders a circular containing, among other things, further details of the Disposal, the recommendation from the independent board committee of CIL to the independent CIL Shareholders, the recommendation of the independent financial adviser to the independent board committee of CIL and the independent CIL Shareholders and a notice convening the CIL EGM in accordance with the requirements of the Listing Rules.

RESUMPTION OF TRADING

Trading in the CIL Shares and the CAG Shares on the Stock Exchange were suspended from 9:30 a.m. on Tuesday, 4 September 2007 at the requests of CIL and CAG, respectively, pending the release of this announcement. Applications have been made to the Stock Exchange for the resumption of trading in the CIL Shares and the CAG Shares from 9:30 a.m. on Wednesday, 5 September 2007.

THE SALE AND PURCHASE AGREEMENT

Date

4 September 2007

Parties

Vendor : Chinney Contractors, a company in which CIL and Mr. Yuen-Keung Chan (a CAG Director) have 86.05% and 13.95% interests respectively.

CIL is a substantial shareholder of CAG, which beneficially holds approximately 29.1% of the issued share capital of CAG. Chinney Contractors is therefore a connected person of CAG under the Listing Rules.

Vendor's Guarantors : CIL and Mr. Yuen-Keung Chan, a CAG Director, which severally guarantee the obligations of Chinney Contractors under the Sale and Purchase Agreement in proportion to their respective equity interests in Chinney Contractors.

Purchaser : CATBVI, a wholly-owned subsidiary of CAG.

CAG is deemed to be owned as to approximately 55.0% by Dr. James Wong, the chairman and controlling shareholder of CIL (through CIL's 29.1% interest and EIL's 25.9% interest in CAG, respectively), and is therefore a connected person of CIL under the Listing Rules.

Purchaser's Guarantor : CAG

Guarantees given by the Vendor's guarantors and the Purchaser's guarantor

The obligations of the Vendor under the Sale and Purchase Agreement shall be guaranteed by CIL and Mr. Yuen-Keung Chan (a CAG Director) severally in proportion to their respective shareholdings of 86.05% and 13.95% on the Vendor.

The obligations of the Purchaser under the Sale and Purchase Agreement shall be guaranteed by CAG.

Asset to be disposed by CIL and to be acquired by CAG

The entire issued share capital of Victory Leap, which currently owns the respective entire issued share capital of Chinney Construction and Kin Wing Chinney.

Upon Completion, CATBVI, through Victory Leap, will have 100% interest in both Chinney Construction and Kin Wing Chinney whereas Chinney Contractors will cease to have any interest in the same.

The Vendor and the Purchaser agreed and acknowledged all assets, liabilities, risks and benefits associated with certain construction contracts enjoyed by the Victory Leap Group be held for the account of the Vendor with effect from 30 June 2007. The Purchaser further agreed and acknowledged with the Vendor that such assets, liabilities, risks and benefits associated with those construction contracts shall continue to be held for the account of the Vendor notwithstanding Completion. The construction contracts, which are at the stage of account finalisation with the clients, have an aggregate net carrying value of approximately HK\$13.78 million in the accounts of the Victory Leap Group as at 30 June 2007. After netting off against the payables of HK\$4.643 million currently due by the Victory Leap Group to the Vendor, the net payable due by the Vendor to the Victory Leap Group would be approximately HK\$9.137 million upon Completion.

Consideration

The Consideration for the Sale and Purchase Agreement is approximately HK\$92.865 million. A refundable deposit of HK\$8.0 million has been paid by the Purchaser to the Vendor upon the signing of the Sale and Purchase Agreement. The balance of the Consideration of approximately HK\$84.865 million will be settled by the Purchaser upon Completion as follows: (1) approximately HK\$9.137 million to be set off against net balance estimated to be payable by the Vendor to Victory Leap Group; (2) approximately HK\$35.728 million in cash; and (3) HK\$40.0 million by the issue to the Vendor a 5% promissory note repayable within three years. The promissory note of a principal amount of HK\$40.0 million is to be issued by the Purchaser and guaranteed by CAG, the Purchaser's guarantor. The promissory note will bear interest from the Completion date at a rate of 5% per annum on the principal amount of the promissory note, payable semi-annually in arrears up to the date of full settlement of the promissory note by the Purchaser.

The Consideration payable under the Sale and Purchase Agreement was arrived at after arm's length negotiations between Chinney Contractors and CATBVI and was determined by reference to the aggregate audited net assets of the Chinney Construction Group and the Kin Wing Chinney Group of HK\$76.6 million as at 31 March 2007 and adjusted for (1) surplus of approximately HK\$12.2 million arising from the independent valuation of the Properties currently held by the Chinney Construction Group as at 30 June 2007; (2) surplus of approximately HK\$12.9 million in respect of the aggregate value of certain plant and machinery currently held by the Kin Wing Chinney Group as at 30 June 2007; (3) the aggregate unaudited operating loss of the Chinney Construction Group and the Kin Wing Chinney Group of HK\$17.0 million for the three months ended 30 June 2007; and (4) the gain of HK\$8.2 million in respect of the disposal of certain plant and machinery by the Kin Wing Chinney Group in July 2007.

The Properties are partly occupied by the Chinney Construction Group and the Kin Wing Chinney Group as office, which are stated at cost less accumulated depreciation, and partly leased out for rental income, which are stated at fair value, in the books of the Chinney Construction Group.

Conditions precedent

Completion of the Sale and Purchase Agreement is subject to, inter alia, the fulfilment of the following conditions:

- (a) the passing of an ordinary resolution by the independent CAG Shareholders by poll at the CAG SGM to approve the Acquisition;
- (b) the passing of an ordinary resolution by the independent CIL Shareholders by poll at the CIL EGM to approve the Disposal;
- (c) if applicable, the granting of all consents from banks or other third parties which are necessary in connection with the execution and performance of the Sale and Purchase Agreement and any of the transactions contemplated under the Sale and Purchase Agreement;
- (d) there having been no breach by the Vendor and the Vendor's guarantors of any obligations, undertakings, representations and warranties under the Sale and Purchase Agreement;
- (e) the Purchaser having been reasonably satisfied with the results of the due diligence review on the Victory Leap Group; and
- (f) there having been no breach by the Purchaser and the Purchaser's guarantor of any obligations, undertakings, representations and warranties under the Sale and Purchase Agreement.

If the conditions precedent have not been fulfilled or waived by the Vendor and/or the Purchaser (save for conditions (a) to (c) which cannot be waived) on or before 30 November 2007 (or any other date as agreed between the parties), the Completion cannot take place and the Sale and Purchase Agreement shall have no effect and no party shall have any claims against the other parties under the Sale and Purchase Agreement (without prejudice to the rights of any party to the Sale and Purchase Agreement in respect of antecedent breaches) and the deposit already paid to the Vendor should, depending on circumstance, be refundable in full forthwith without interest.

Completion

The Completion will take place within seven business days from the date upon which all the conditions precedent to the Sale and Purchase Agreement have been fulfilled, being not later than 30 November 2007 (or such other date as the parties may agree in writing).

Information on Victory Leap

Victory Leap is a wholly-owned subsidiary of Chinney Contractors, which is owned as to 86.05% by CIL and as to 13.95% by Mr. Yuen-Keung Chan, a CAG Director. Victory Leap currently owns the respective entire issued share capital of Chinney Construction and Kin Wing Chinney. Chinney Construction, through its subsidiaries, is principally engaged in superstructure construction works for both public and private sectors in Hong Kong and Macau. Kin Wing Chinney, through its subsidiaries, is principally engaged in the sub-structure and foundation piling work for both public and private sectors in Hong Kong and Macau.

As at 31 March 2007, the aggregate audited net assets of the Chinney Construction Group and the Kin Wing Chinney Group amounted to approximately HK\$76.6 million. The aggregate audited results of the Chinney Construction Group and the Kin Wing Chinney Group, prepared in accordance with Hong Kong accounting standards, for the two financial years ended 31 March 2006 and 2007 were:

	For the financial year ended 31 March	
	2006	2007
	<i>HK\$'000</i>	<i>HK\$'000</i>
Turnover	691,137	843,338
Net loss before tax	70,316	64,754
Net loss after tax and minority interests	65,264	70,009

Information on the CIL Group and CAG Group

The CIL Group is principally engaged in property development and investment in China and Hong Kong, superstructure construction work, foundation piling, garment manufacturing and trading and other investments.

The CAG Group is principally engaged in the trading in plastics and chemicals, industrial products and equipment as well as in building related contracting services for both public and private sectors in Hong Kong and Macau.

Reasons for and benefits of the Sale and Purchase Agreement

Apart from trading in plastics and chemicals, industrial products and equipments, the CAG Group is currently engaged in building related contracting services for both public and private sectors in Hong Kong and Macau. It focuses primarily on design and installation of building and electrical systems, electrical and mechanical systems, heating ventilation as well as air-conditioning systems for both public and private sectors in Hong Kong and Macau. The CAG Directors believe that the Acquisition is complementary to CAG's existing building and electrical contracting businesses and also allows CAG Group to provide superstructure and foundation piling services to its existing clients in both public and private sectors. The CAG Board considers that the Acquisition under the Sale and Purchase Agreement was entered into with CIL on normal commercial terms after arm's length negotiation and is in the interests of CAG and CAG Shareholders taken as a whole.

It has been the strategy of the CIL Board to streamline the businesses of CIL Group. The Disposal would enable CIL to consolidate all its construction business under CAG for more efficient management and to realise cash for general working capital purpose. The CIL Board considers that the Disposal under the Sale and Purchase Agreement was entered into with CAG on normal commercial terms after arm's length negotiation and is in the interests of CIL and the CIL Shareholders taken as a whole.

The gain on the Disposal to CIL is to be determined by reference to the net proceeds from the Disposal and the net assets of the Victory Leap Group as at Completion, net of 13.95% minority interest in the Vendor. The aggregate unaudited net assets of the Chinney Construction Group and Kin Wing Chinney Group as at 30 June 2007, as adjusted for the gain of HK\$8.2 million in respect of the disposal of certain plant and machinery by the Kin Wing Chinney Group in July 2007, was HK\$67.8 million. Assuming the net assets of the Victory Leap Group as at Completion remained to be HK\$67.8 million, it was estimated that there would be a gain of HK\$14.3 million, net of 13.95% minority interest, accrued to the consolidated accounts of CIL upon completion of the Disposal.

Funding requirement for the Acquisition by CAG

The Acquisition will be funded by internal cash resources of CAG Group. It should be noted that, of the total Consideration of approximately HK\$92.865 million, only approximately HK\$43.728 million will be cash payable whereas HK\$40.0 million will be payable in the form of 3-year promissory note bearing interest of 5% per annum and the remaining HK\$9.137 million will be set off against net balance estimated to be payable by the Vendor to the Victory Leap Group.

Intended use of proceeds from the Disposal by CIL

CIL would receive initial net proceeds of approximately HK\$43.0 million upon Completion. The CIL Board currently intends to use such proceeds for CIL's general working capital.

Requirements of the Listing Rules

As the applicable percentage ratios exceed 25% but less than 100%, the Acquisition constitutes a major transaction for CAG under the Listing Rules and will be subject to the approval of the CAG Shareholders at the CAG SGM. As CIL and EIL (a company solely owned by Dr. James Wong) have approximately 29.1% and 25.9% interests in CAG respectively, the Acquisition constitutes a connected transaction for CAG under the Listing Rules and is subject to the approval by independent CAG Shareholders by poll at the CAG SGM. CIL, EIL and their respective associates shall abstain from voting with respect to the Acquisition at the CAG SGM.

So far as CIL is concerned, as the applicable percentage ratios exceed 25% but less than 75%, the Disposal constitutes a major transaction under the Listing Rules and will be subject to the approval of the CIL Shareholders at the CIL EGM. As Dr. James Wong, the chairman and controlling shareholder of CIL, is deemed to be interested in approximately 55.0% of the issued share capital of CAG, held through CIL's 29.1% interest in CAG and through EIL's 25.9% interest in CAG, CAG and its wholly-owned subsidiary, CATBVI, are therefore connected persons of CIL under the Listing Rules. Consequently, the Disposal constitutes a connected transaction for CIL under the Listing Rules and is therefore subject to the approval by the independent CIL Shareholders by poll at the CIL EGM. Dr. James Wong and his associates shall abstain from voting with respect to the Disposal at the CIL EGM.

GENERAL

Completion of the Sale and Purchase Agreement is conditional upon the fulfilment of a number of conditions and the Sale and Purchase Agreement may or may not proceed. Accordingly, CIL Shareholders, CAG Shareholders and potential investors are advised to exercise due caution when dealing in CIL Shares and CAG Shares.

An independent board committee of CAG, which comprises Mr. William Gage McAfee, Mr. David Chung-Shing Wu and Mr. Sou-Tung Chan, all being independent non-executive CAG Directors, has been established to consider the Acquisition and to advise the independent CAG Shareholders as to whether the terms of the Acquisition are fair and reasonable and in the interests of CAG and the CAG Shareholders as a whole. Veda Capital Limited has been appointed as the independent financial adviser to advise the independent board committee of CAG and the independent CAG Shareholders in this regard.

An independent board committee of CIL, which comprises Mr. Johnny Chung-Ah Wong, Dr. Clement Kwok-Hung Young and Mr. Peter Man-Kong Wong, all being independent non-executive CIL Directors, has been established to consider the Disposal and to advise the independent CIL Shareholders as to whether the terms of the Disposal are fair and reasonable and in the interests of CIL and the CIL Shareholders as a whole. Nuada Limited has been appointed as the independent financial adviser to advise the independent board committee of CIL and the independent CIL Shareholders in this regard.

CAG will despatch to the CAG Shareholders a circular containing, among other things, further details of the Acquisition, the recommendation from the independent board committee of CAG to the independent CAG Shareholders, the recommendation of the independent financial adviser to the independent board committee of CAG and the independent CAG Shareholders, financial information on the Enlarged CAG Group and a notice convening the CAG SGM in accordance with the requirements of the Listing Rules.

CIL will despatch to the CIL Shareholders a circular containing, among other things, further details of the Disposal, the recommendation from the independent board committee of CIL to the independent CIL Shareholders, the recommendation of the independent financial adviser to the independent board committee of CIL and the independent CIL Shareholders and a notice convening the CIL EGM in accordance with the requirements of the Listing Rules.

As at the date of this announcement, the directors of CIL and CAG are:

CIL

Executive directors:

Dr. James Sai-Wing Wong (*Chairman*)
Mr. Herman Man-Hei Fung (*Managing Director*)

Non-executive directors:

Ms. Madeline May-Lung Wong
Mr. William Chung-Yue Fan

Independent non-executive directors:

Dr. Clement Kwok-Hung Young
Mr. Johnny Chung-Ah Wong
Mr. Peter Man-Kong Wong

CAG

Executive directors:

Dr. James Sai-Wing Wong (*Chairman*)
Mr. Sek-Kee Yu
Mr. Frank Kwok-Kit Chu
Mr. Yuen-Keung Chan
Mr. Wai-Hong Ling

Non-executive director:

Mr. Herman Man-Hei Fung

Independent non-executive directors:

Mr. William Gage McAfee
Mr. David Chung-Shing Wu
Mr. Sou-Tung Chan

Dr. Clement Kwok-Hung Young and Mr. Peter Man-Kong Wong, independent non-executive CIL Directors, were absent in the CIL Board meeting for approving the Disposal as they were not in Hong Kong on that day.

RESUMPTION OF TRADING

Trading in the CIL Shares and CAG Shares on the Stock Exchange were suspended from 9:30 a.m. on Tuesday, 4 September 2007 at the requests of CIL and CAG, respectively, pending the release of this announcement. Applications have been made to the Stock Exchange for the resumption of trading in the CIL Shares and CAG Shares from 9:30 a.m. on Wednesday, 5 September 2007.

DEFINITIONS

Unless the context otherwise requires, the following terms shall have the meanings set out below:

“Acquisition”	the acquisition of the entire issued share capital of Victory Leap by CATBVI from Chinney Contractors pursuant to the Sale and Purchase Agreement
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“business day”	a day on which licensed banks in Hong Kong are generally open for business to the public (excluding Saturday, Sunday and public holidays)
“CAG”	Chinney Alliance Group Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange (Stock Code: 385)
“CAG Board”	the board of directors of CAG
“CAG Director(s)”	the director(s) of CAG
“CAG Group”	CAG and its subsidiaries
“CAG SGM”	the special general meeting of CAG to be convened for approving the Acquisition contemplated under the Sale and Purchase Agreement
“CAG Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the capital of CAG
“CAG Shareholder(s)”	holder(s) of CAG Shares
“CATBVI” or the “Purchaser”	Chinney Alliance Trading (BVI) Limited, an investment holding company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of CAG
“Chinney Construction”	Chinney Construction (BVI) Limited, an investment holding company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of Victory Leap
“Chinney Construction Group”	Chinney Construction and its subsidiaries

“Chinney Contractors” or the “Vendor”	Chinney Contractors Company Limited, an investment holding company incorporated in the British Virgin Islands with limited liability, which is owned as to 86.05% by CIL and as to 13.95% by Mr. Yuen-Keung Chan, a CAG Director, respectively
“CIL”	Chinney Investments, Limited, a company incorporated in Hong Kong with limited liability whose shares are listed on the main board of the Stock Exchange (Stock Code: 216)
“CIL Board”	the board of directors of CIL
“CIL Director(s)”	the director(s) of CIL
“CIL EGM”	the extraordinary general meeting of CIL to be convened for approving the Disposal contemplated under the Sale and Purchase Agreement
“CIL Group”	CIL and its subsidiaries
“CIL Share(s)”	ordinary share(s) of nominal value of HK\$0.25 each in the capital of CIL
“CIL Shareholder(s)”	holder(s) of CIL Shares
“Completion”	the completion of the Acquisition and the Disposal contemplated under the Sale and Purchase Agreement
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Consideration”	the consideration of approximately HK\$92.865 million under the Sale and Purchase Agreement
“Disposal”	the disposal of the entire issued share capital of Victory Leap to CATBVI by Chinney Contractors pursuant to the Sale and Purchase Agreement
“Dr. James Wong”	Dr. James Sai-Wing Wong, the chairman and executive director of both CIL and CAG
“EIL”	Enhancement Investments Limited, a company incorporated in the British Virgin Islands with limited liability and beneficially held by Dr. James Wong solely, which holds approximately 25.9% interest in the issued share capital of CAG
“Enlarged CAG Group”	the CAG Group as enlarged by the Acquisition immediately upon Completion
“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

“Kin Wing Chinney”	Kin Wing Chinney (BVI) Limited, an investment holding company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of Victory Leap
“Kin Wing Chinney Group”	Kin Wing Chinney and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	Macau Special Administrative Region of the People’s Republic of China
“Properties”	Blocks A, B and C, 9/F., Hong Kong Spinners Industrial Building, Phase VI, 481-483 Castle Peak Road, Kowloon, Hong Kong
“Sale and Purchase Agreement”	the sale and purchase agreement dated 4 September 2007 entered into among Chinney Contractors (as Vendor), CIL and Mr. Yuen-Keung Chan (as Vendor’s guarantors), CATBVI (as Purchaser) and CAG (as Purchaser’s guarantor) for the sale and purchase of the entire issue share capital of Victory Leap
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Victory Leap”	Victory Leap Limited, an investment holding company incorporated in the British Virgin Islands in August 2007 with limited liability and a wholly-owned subsidiary of Chinney Contractors, which holds the entire issued share capital of Chinney Construction and Kin Wing Chinney as subsidiaries
“Victory Leap Group”	Victory Leap and its subsidiaries
“%”	per cent.

By Order of the Board
Chinney Investments, Limited
Wendy Yuk-Ying Chan
Company Secretary

By Order of the Board
Chinney Alliance Group Limited
Yun-Sang Lo
Company Secretary

Hong Kong, 4 September 2007