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**MERIT GALA LIMITED**  
*(Incorporated in the British Virgin Islands  
with limited liability)*

**KEE SHING INVESTMENT  
(BVI) LIMITED**  
*(Incorporated in the British Virgin Islands  
with limited liability)*

**JOINT ANNOUNCEMENT**

**CLOSE OF UNCONDITIONAL VOLUNTARY CASH OFFER BY  
OPTIMA CAPITAL LIMITED  
ON BEHALF OF  
MERIT GALA LIMITED  
FOR THE VGO KSL SHARES**

The KSL Offer closed on 25 November 2010. Up to the latest time for acceptances of the KSL Offer, Merit Gala received valid acceptances of the KSL Offer in respect of 230,621,925 KSL Shares, representing approximately 51.8% of the total issued share capital and rights over shares of KSL upon the close of the KSL Offer.

Taking into account of the valid acceptances in respect of 230,621,925 KSL Shares under the KSL Offer, Merit Gala and parties acting in concert with it are interested in an aggregate of 436,363,000 KSL Shares, representing approximately 97.9% of the issued share capital and rights over shares of KSL, upon the close of the KSL Offer.

As the Merit Gala Group holds not less than 90% of the share capital and rights over shares of KSL after the close of the KSL Offer and acceptances of the KSL Offer (excluding acceptances in respect of a total of 133,368,000 KSL Shares from Tien Fung Hong Group Limited, Snowdon International Limited, Mr. Leung Chung Ping and Ms. Leung Miu Kam) represents more than 90% of the Disinterested KSL Shares, the Merit Gala Group intends to direct KSL to redeem the remaining KSL Shares not already owned by the Merit Gala Group pursuant to section 176 of the BVI Business Companies Act.

For administrative convenience, certificates in respect of the KSL Shares which are not owned by Merit Gala and parties acting in concert with it after the end of the extended period for the KSL Offer will be held by KSL pending completion of the compulsory acquisition.

Reference is made to (i) the joint announcement of Kee Shing, Sino-Ocean Land and Merit Gala dated 7 July 2010; (ii) the circular of Kee Shing dated 13 September 2010 in relation to, among other things, the Group Reorganisation and the KSL Offer; (iii) the composite offer and response document dated 21 October 2010 in relation to the KSL Offer (the “Composite Offer Document”); and (iv) the joint announcement of Merit Gala and KSL dated 11 November 2010. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Composite Offer Document.

### **CLOSE OF THE KSL OFFER AND ACCEPTANCE LEVEL**

As stated in the joint announcement of Merit Gala and KSL dated 11 November 2010, the time for acceptance of the KSL Offer is extended to 4:00 p.m., 25 November 2010.

The KSL Offer closed on 25 November 2010. Up to the latest time for acceptances of the KSL Offer which is 4:00 p.m. on 25 November 2010, Merit Gala received valid acceptances of the KSL Offer in respect of 230,621,925 KSL Shares (including the acceptances of the KSL Offer by Tien Fung Hong Group Limited, Snowdon International Limited, Mr. Leung Chung Ping and Ms. Leung Miu Kam in respect of 133,368,000 KSL Shares), representing approximately 51.8% of the total issued share capital and rights over shares of KSL upon the close of the KSL Offer. All the acceptances have been verified and confirmed valid.

Remittances in respect of valid acceptances of the KSL Offer have been posted or will be posted (as the case may be) to the relevant KSL Shareholders by ordinary post at their own risk within ten days from the date of receipt by the Transfer Agent of the Form of Acceptance to render such acceptances valid and complete.

### **SHAREHOLDING OF KSL**

Prior to 14 June 2010, being the commencement date of the offer period as defined in the Takeovers Code, Merit Gala and parties acting in concert with it did not have any KSL Shares. Prior to the commencement of the KSL Offer, the Merit Gala Group was interested in an aggregate of 205,741,075 KSL Shares, representing approximately 46.2% of the issued share capital and rights over shares of KSL whilst Merit Gala and parties acting in concert with it were interested in 339,109,075 KSL Shares (representing approximately 76.1% of the issued share capital and rights over shares of KSL), as a result of the Distribution in Specie pursuant to the Group Reorganisation. In addition, pursuant to the Agreement, each of Tien Fung Hong Group Limited and Snowdon International Limited had severally undertaken to Mr. Leung that they will accept the KSL Offer in respect of their 101,754,000 KSL Shares. Save for such undertaking, Merit Gala and parties acting in concert with it did not have any other rights over shares of KSL prior to the commencement of the KSL Offer.

Other than completion of the Agreement and the acceptance of the KSL Offer for the KSL Shares from the accepting KSL Shareholders (including Tien Fung Hong Group Limited, Snowdon International Limited, Mr. Leung Chung Ping and Ms. Leung Miu Kam who together were interested in 133,368,000 KSL Shares prior to the KSL Offer), none of Merit Gala or any other parties acting in concert with it had dealt in, acquired or agreed to acquire any KSL Shares or any other securities, including equity related convertible securities, warrants, options or subscription rights in respect of the equity share capital of KSL since 14 June 2010, being the commencement date of the offer period as defined in the Takeovers Code, up to the date of this announcement. As at the date of this announcement, none of Merit Gala or parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of KSL.

Taking into account of the valid acceptances in respect of the 230,621,925 KSL Shares under the KSL Offer, Merit Gala and parties acting in concert with it are interested in an aggregate of 436,363,000 KSL Shares, representing approximately 97.9% of the issued share capital and rights over shares of KSL, upon the close of the KSL Offer. There are a total of 9,137,000 KSL Shares, representing approximately 2.1% of the issued share capital and rights over shares of KSL, not owned by Merit Gala or parties acting in concert with it upon the close of the KSL Offer.

Immediately prior to the KSL Offer, there were a total of 106,390,925 KSL Shares (the “Disinterested KSL Shares”) not already held by Merit Gala and parties acting in concert with it. Apart from the acceptances in respect of a total of 133,368,000 KSL Shares from Tien Fung Hong Group Limited, Snowdon International Limited, Mr. Leung Chung Ping and Ms. Leung Miu Kam, there are valid acceptances in respect of 97,253,925 KSL Shares under the KSL Offer, representing approximately 91.4% of the Disinterested KSL Shares. As the Merit Gala Group holds not less than 90% of the rights over shares of KSL after the close of the KSL Offer and acceptances of the KSL Offer (excluding acceptances in respect of a total of 133,368,000 KSL Shares from Tien Fung Hong Group Limited, Snowdon International Limited, Mr. Leung Chung Ping and Ms. Leung Miu Kam) represents more than 90% of the Disinterested KSL Shares, the Merit Gala Group intends to direct KSL to redeem the remaining KSL Shares not already owned by the Merit Gala Group pursuant to section 176 of the BVI Business Companies Act.

The Merit Gala Group will comply with Rule 15.6 of the Takeovers Code to exercise the powers of compulsory acquisition without delay, and will give notice to KSL directing it to redeem the KSL Shares in accordance with section 176 and section 179 of the BVI Business Companies Act. Upon receipt of such notice given by the Merit Gala Group, KSL will send a notice of compulsory redemption and cancellation to the holders of the remaining KSL Shares not already owned by the Merit Gala Group and will specify the fair value for the redemption by KSL of the KSL Shares not already owned by the Merit Gala Group and other relevant information in the manner prescribed by the BVI Business Companies Act. For administrative convenience, certificates in respect of

the KSL Shares which are not owned by Merit Gala and parties acting in concert with it after the end of the extended period for the KSL Offer will be held by KSL pending completion of the compulsory acquisition. Certificates for those KSL Shares will be deemed to be surrendered to KSL for cancellation against payment of the redemption price (or any appraised price) unless the holders of those KSL Shares wish to object to the compulsory acquisition on the grounds of illegality and to receive certificate(s) for their KSL Shares. Details of the arrangement will be set out in the notice for compulsory acquisition to be despatched to holders of KSL Shares (other than the Merit Gala Group).

By order of the board  
**MERIT GALA LIMITED**  
**Leung Shu Wing**  
*Director*

By order of the board  
**KEE SHING INVESTMENT (BVI) LIMITED**  
**Leung Shu Wing**  
*Chairman*

Hong Kong, 25 November 2010

*As at the date of this announcement, the directors of Merit Gala are as follows:*

Mr. Leung Shu Wing  
Ms. Leung Miu King, Marina

*As at the date of this announcement, the directors of KSL are as follows:*

Mr. Leung Shu Wing  
Ms. Leung Miu King, Marina

*The directors of Merit Gala and KSL jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirms, 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 statement in this announcement misleading.*