

Our Ref.: SLC-EI/FC-2007/CS-0730

RECEIVED

2007 JUN 13 A 7:43

1 June 2007

BEST AVAILABLE COPY

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

The Bank of New York  
101 Barclay Street,  
22<sup>nd</sup> Floor – West,  
New York, NY 10286,  
U.S.A.



Office of International Corporate Finance  
Securities & Exchange Commission  
Division of Corporate Finance  
450 Fifth Street, N.W.,  
Washington, D.C. 20549, U.S.A.

Attn.: Ms. Kathy Jiang

Attn.: Mr. Frank Zarb

Dear Sirs,

PROCESSED

SUPPL

JUN 18 2007

THOMSON  
FINANCIAL B

Level One Sponsored ADR Program  
- Rule 12g3-2(b)#82-1868

We are pleased to enclose for your attention a copy of a Joint Press Announcement of the Company and Tsim Sha Tsui Properties Limited in respect of the formation of a joint venture for development of land in Hong Kong dated 31 May 2007.

For your information, the above document is also accessible at our website "<http://www.sino-land.com>".

If you require any other information, please feel free to contact us.

Yours faithfully,  
For and on behalf of  
SINO LAND COMPANY LIMITED



  
Fanny Cheng  
Deputy Company Secretary

Encl.

*file 6/14*

c.c. The Bank of New York (Hong Kong)  
Level 24, Three Pacific Place,  
1 Queen's Road East,  
Hong Kong.

Attn.: Ms. Eugenia Lee / Ms. Kammy Yuen

The Stock Exchange of Hong Kong Limited takes no responsibility for the content of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss or damage arising from or in reliance upon the whole or any part of the content of this announcement.



Incorporated in Hong Kong with limited liability  
(Stock Code: 277)



Incorporated in Hong Kong with limited liability  
(Stock Code: 83)

DISCLOSEABLE TRANSACTION  
FORMATION OF A JOINT VENTURE  
FOR DEVELOPMENT OF LAND IN HONG KONG

This announcement is jointly made by TST Properties Limited ("TST Properties") and its subsidiary, Sino Land.

On 31st May, 2007, King Chance is direct wholly-owned subsidiary of Sino Land, Nan Fung, Rich Honour and wholly-owned subsidiary of Golden Arrow (an indirect wholly-owned subsidiary of King Chance) entered into the Memorandum to form a joint venture ("JV") for the development of land in Hong Kong. The JV is owned 45% by King Chance, 31% by Sino Land, 15% by Nan Fung, 15% by Rich Honour and 15% by Golden Arrow. The JV is to develop the land into residential and commercial properties through its wholly-owned subsidiary, Union King. The estimated Project Cost, being the total capital commitment of the JV Partners in respect of the Union King, which is established to develop the Land, is approximately HK\$5,000 million. The JV Partners will be funded by the Loan Facility and shareholders' advances from the JV Partners on a several, pro rata and pari passu basis. In respect of the Loan Facility, Sino Land has, on 31st May, 2007, entered into the Corporate Guarantee to guarantee, on a several, pro rata and pari passu basis, 45% of the obligations of Union King under the Loan Facility.

The total capital commitment of Sino Land in respect of the formation of Joint Venture, which comprises its equity contribution and liability under the Corporate Guarantee and the Shareholder's Loans, constitutes a discloseable transaction of TST Properties under the Listing Rules. King Chance, Sino Land, Nan Fung, Rich Honour and Golden Arrow have entered into the Memorandum to form a joint venture ("JV") for the development of land in Hong Kong. The JV is owned 45% by King Chance, 31% by Sino Land, 15% by Nan Fung, 15% by Rich Honour and 15% by Golden Arrow. The JV is to develop the land into residential and commercial properties through its wholly-owned subsidiary, Union King. The estimated Project Cost, being the total capital commitment of the JV Partners in respect of the Union King, which is established to develop the Land, is approximately HK\$5,000 million. The JV Partners will be funded by the Loan Facility and shareholders' advances from the JV Partners on a several, pro rata and pari passu basis. In respect of the Loan Facility, Sino Land has, on 31st May, 2007, entered into the Corporate Guarantee to guarantee, on a several, pro rata and pari passu basis, 45% of the obligations of Union King under the Loan Facility.

THE MEMORANDUM AND JOINT VENTURE

1. The Memorandum  
On 31st May, 2007, King Chance, Nan Fung, Rich Honour and Golden Arrow, have entered into the Memorandum in respect of the formation of Nimble.

a. Date of the Memorandum: 31st May, 2007

b. Issued share capital: 100 shares issued at US\$1.00 each for cash to King Chance, 25 shares were allotted and issued for cash to Nan Fung, 15 shares were allotted and issued for cash to Rich Honour and 15 shares were allotted and issued for cash to Golden Arrow, in each case on 31st May, 2007.

c. Constitution of the board: a total of eight directors, of which four are appointed by King Chance, two are appointed by Nan Fung, one is appointed by Rich Honour and one is appointed by Golden Arrow.

The Memorandum sets out the material terms, in respect of the formation of the Joint Venture and the respective joint obligations of the JV Partners in respect of the JV, in full by reference to the Project Costs. It is intended that a joint venture agreement ("JV Agreement") will be entered into between King Chance, Nan Fung, Rich Honour and Golden Arrow as soon as practicable.

2. Principal Activity  
The Joint Venture is established by the JV Partners for the purpose of developing the Land through Nimble's wholly-owned subsidiary, Union King. The JV Agreement will set out the financial statements of TST Properties and Sino Land, as an associated company using the equity method of account.

3. Funding Requirements  
The JV Partners shall severally agree to make available to Nimble the amount of cash or assets, from time to time, on a basis by way of (a) the Corporate Guarantee and (b)

FORMATION OF A JOINT VENTURE  
FOR DEVELOPMENT OF LAND IN HONG KONG

Based on the above information provided by Chinese Estates, Nan Fung and K. Wah and to the best of our knowledge, information and belief of the directors of each of TST Properties and Sino Land after having made all reasonable enquiries, each of Chinese Estates, Nan Fung, Sino Land and TST Properties and their respective ultimate beneficial owners is an independent third party, not connected with the directors of TST Properties and Sino Land and their respective subsidiaries and their respective associates (as defined in the Listing Rules).

DEFINITIONS  
"Chinese Estates"  
Chinese Estates Holdings Limited, a company incorporated in Bermuda, whose shares are listed on the main board of the Stock Exchange

"Chinese Estates Group"  
Chinese Estates and its subsidiaries

"Corporate Guarantee"  
an agreement dated 31st May, 2007 in favour of the Lender pursuant to which the JV Partners agreed to provide to the Lender a corporate guarantee on a several, pro rata and pari passu basis the obligations of Union King under the Loan Facility by reference to their respective equity interest in Union King

"Golden Arrow"  
Golden Arrow Limited, an indirect wholly-owned subsidiary of K. Wah incorporated in Hong Kong

"Group"  
TST Properties, Sino Land and their subsidiaries

"Hong Kong"  
the Hong Kong Special Administrative Region of the People's Republic of China

"Joint Venture"  
the joint venture of Sino Land, Nan Fung, Rich Honour and Golden Arrow through the formation of Nimble and Union King on the terms of the Memorandum for the development of the Land into residential and commercial properties

"JV Partners"  
the four joint venture partners of Nimble, being Sino Land, Nan Fung, Chinese Estates and K. Wah

"King Chance"  
King Chance Development Limited, a company incorporated in Hong Kong and

the obligation of Union King under the Loan Facility, on a several, pro rata and pari passu basis by reference to their respective equity interest in Union King. The Loan Facility consists of a loan facility of up to HK\$3,500 million, which will be used to fund 50% of the cost of the development of the Project. The remaining costs in respect of the Land. Accordingly, the guaranteed liability attributable to Sino Land under the Corporate Guarantees amounts to HK\$1,750 million. No fee or commission has been paid or is payable by Union King or Nimble to any of the JV Partners in connection with their entry into the Corporate Guarantees.

As part and parcel of the securities for the granting of the Loan Facility (i) the JV Partners gave on 31st May, 2007 a general assignment of the rights and interests in the JV Partners' undertakings (as) on a several, pro rata and pari passu basis to fund the construction and other costs required to complete the development of the Land, and (ii) jointly and severally to procure that Union King will complete the development of the Land according to the construction time schedule; and (iii) the JV Partners' subordination agreement with the Lender pursuant to which, inter alia, all present and future indebtedness owed by Union King to these lenders is subordinated to the indebtedness of Union King under the Loan Facility. The Loan Facility was granted by the Lender after arm's length negotiation, bearing formal commercial interest rates.

(b) *Advances from the JV Partners*  
The JV Partners will be funding the other 50% of the land premium in respect of the Land by shareholders' loans on a pro rata and pari passu basis by reference to their respective equity interest in Nimble. The Shareholders' loans to be provided to Union King in respect of the Land is making this announcement on a voluntary basis jointly with TST Properties as it wishes to inform its shareholders of the information contained in this announcement.

4. *Profit Sharing*  
It is expected that any profit derived from the development of the Land will be shared equally between the JV Partners pro-rata on a 45:35:15:15 basis.

At the relevant percentage ratio of TST Properties in respect of Sino Land, which is 15%, the JV Partners have entered into a Corporate Guarantee and the Shareholder's Loan, secured 5%, the formation of the Joint Venture constitutes a dishonourable transaction of TST Properties. Accordingly, TST Properties is required to make an announcement and issue a circular to its shareholders in respect of the formation of the Joint Venture and Sino Land in relation to the Shareholder's Loan. The JV Partners and Sino Land is making this announcement on a voluntary basis jointly with TST Properties as it wishes to inform its shareholders of the information contained in this announcement.

A circular containing details of the Joint Venture will be distributed to the shareholders of TST Properties as soon as practicable in accordance with the Listing Rules.

**REASONS FOR THE JOINT VENTURE**

One of the main business areas of the Group is property development and investment. The Group has a long history of successful development and investment in the core business strategies of the Group, will enhance the Group's land bank for luxurious residential development and is a combination of the Group's principal activity in Hong Kong with other business partners. The Land will be developed into luxurious residential and commercial complex with full-fledged club-house, amenity facilities and car park spaces.

**INFORMATION ON THE GROUP**

TST Properties is the holding company of Sino Land. Both TST Properties and Sino Land are investment holding companies and their principal businesses include property development and investment, investment in securities, financing, hotel and building management and services.

**GENERAL**

The principal businesses of Neo Fung are investment holding, financing and property investment.

The principal activities of Chinese Estates Group are property investment and development, brokerage, securities investment and money lending.

The principal businesses of K. Wah are investment holding, and property investment and development.

Neo Fung is a company beneficially owned by Mr. Chan Din Hwa, who also beneficially owns approximately 7% of the issued share capital of Sino Land as at 30th May, 2007 according to the register kept pursuant to the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), Chinese Estates, Neo Fung and K. Wah have previously entered into joint ventures for land development projects with Sino Land.

under the laws of the British Virgin Islands, which is owned as to 45% by Sino Land, 25% by Neo Fung, 15% by Chinese Estates and 15% by K. Wah. The land premium of HK\$4,000 million and the estimated construction cost of HK\$1,000 million in respect of the development of the Land.

Rich Honour Limited, an indirect wholly-owned subsidiary of Chinese Estates incorporated in Hong Kong Shareholder's loans in the total amount of approximately HK\$500 million to be provided by Sino Land to Union King to fund its portion of the other 50% of the land premium, being part of the Project Costs.

Sino Land Company Limited a company incorporated in Hong Kong, a subsidiary of TST Properties and the shares of which are listed on the main board of the Stock Exchange

The Stock Exchange of Hong Kong Limited

Team Sha Tsui Properties Limited, a company incorporated in Hong Kong whose shares are listed on the main board of the Stock Exchange

Union King (Hong Kong) Limited, a company incorporated in Hong Kong, a direct wholly-owned subsidiary of Nimble

Hong Kong Dollars, the lawful currency of Hong Kong

United States Dollars, the lawful currency of the United States of America

By Order of the Board of  
Eric Ip Sai Kwong  
Secretary

By Order of the Board of  
Eric Ip Sai Kwong  
Secretary

Hong Kong, 31st May, 2007

As at the date of this announcement, the Executive Directors of TST Properties are Mr. Robert Ng Chee Siang, Mr. Raymond Tong Kwok Tung and Mr. David Ng Wing Kung, the Non-executive Director is the Honourable Ronald Joseph Arculli and the Independent Non-executive Director is Mr. Adrian David Li Man-tai and Mr. Steven Ong Koy Eub.

As at the date of this announcement, the Executive Directors of Sino Land are Mr. Robert Ng Chee Siang, Mr. Raymond Tong Kwok Tung, Mr. Yu Wai Wai, Mr. Thomas Tang Wing Yung and Mr. David Ng Wing Kung, the Non-executive Director is the Honourable Ronald Joseph Arculli and the Independent Non-executive Director are Dr. Allan Zeman, Mr. Adrian David Li Man-tai and Dr. Fa Yuning.

END