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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**

**EXTENSION OF OFFER PERIOD  
IN RESPECT OF  
THE VOLUNTARY UNCONDITIONAL CASH OFFER BY  
OPTIMA CAPITAL LIMITED  
ON BEHALF OF  
MERIT GALA LIMITED  
FOR THE VGO KSL SHARES**

Up to 4:00 p.m., 11 November 2010, Merit Gala received valid acceptances of the KSL Offer in respect of 227,936,925 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 51.2 % of the total issued share capital and rights over shares of KSL as at the date of this announcement. All the acceptances have been verified and confirmed valid.

Merit Gala has decided to extend the closing time and date of the KSL Offer until 4:00 p.m. on Thursday, 25 November 2010 so as to provide more time for the Qualifying KSL Shareholders who have not yet accepted the KSL Offer to consider whether to accept the KSL Offer.

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; and (iii) the composite offer and response document dated 21 October 2010 in relation to the KSL Offer (the "Composite Offer Document"). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Composite Offer Document.

## **ACCEPTANCE LEVEL**

Up to 4:00 p.m., 11 November 2010, Merit Gala received valid acceptances of the KSL Offer in respect of 227,936,925 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 51.2 % of the total issued share capital and rights over shares of KSL as at the date of this announcement. 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 hold, control or direct 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 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 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 nor 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 227,936,925 KSL Shares under the KSL Offer, Merit Gala and parties acting in concert with it are interested in an aggregate of 433,678,000 KSL Shares, representing approximately 97.3% of the issued share capital and rights over shares of KSL as at the date of this announcement. There are a total of 11,822,000 KSL Shares, representing approximately 2.7% of the issued share capital and rights over shares of KSL, not owned by Merit Gala or parties acting in concert with it as at the date of this announcement.

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 94,568,925 KSL Shares under the KSL Offer, representing approximately 88.9% of the Disinterested KSL Shares.

### **EXTENSION OF THE KSL OFFER**

Merit Gala has decided to extend the closing time and date of the KSL Offer until 4:00 p.m. on Thursday, 25 November 2010 so as to provide more time for the Qualifying KSL Shareholders who have not yet accepted the KSL Offer to consider whether to accept the KSL Offer.

As stated in the Composite Offer Document, Merit Gala intends to avail itself of any compulsory acquisition or redemption provisions under the applicable laws in the BVI and the relevant provisions of the Takeovers Code. In the event that upon closing of the KSL Offer, the Merit Gala Group receives acceptances of the KSL Offer total 90% or more of the Disinterested KSL Shares (i.e. KSL Shares other than those owned by Merit Gala and parties acting in concert with it), Merit Gala intends to direct KSL to redeem the KSL Shares not already owned by the Merit Gala Group pursuant to section 176 of the BVI Business Companies Act. The KSL Offer may not remain open for acceptance for more than four months from the posting of the Composite Offer Document, unless the Merit Gala Group has by that time become entitled to exercise such powers of compulsory acquisition, in which event it must do so without delay in accordance with the requirement under Rule 15.6 of the Takeovers Code.

As the time for acceptance of the KSL Offer has been extended, KSL Shareholders who have not yet accepted the KSL Offer will therefore have more time to tender their acceptances should they wish to do so. To accept the KSL Offer, KSL Shareholders should complete the Form of Acceptance in accordance with the instructions printed thereon and submit, by hand or by post, to the Transfer Agent (being Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong) in accordance with the instructions in the Composite Offer Document and Form of Acceptance.

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, 11 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.*