
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **C C Land Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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C C Land Holdings Limited

中渝置地控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1224)

NOTICE OF ANNUAL GENERAL MEETING AND PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, REFRESHMENT OF THE SCHEME MANDATE LIMIT AND ADOPTION OF CHINESE NAME AS SECONDARY NAME

A notice convening the annual general meeting of C C Land Holdings Limited to be held on 17 May 2011 at 11:45 a.m. at Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong is set out on pages 13 to 16 of this circular. A form of proxy is also enclosed. Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of C C Land Holdings Limited in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire.

11 April 2011

** For identification purposes only*

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DEFINITIONS

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

| | |
|---------------------------|--|
| “AGM” | the annual general meeting of the Company to be held on 17 May 2011 at 11:45 a.m. |
| “AGM Notice” | the notice convening the AGM set out on pages 13 to 16 of this circular |
| “Board” | the board of Directors |
| “Bye-laws” | the bye-laws of the Company |
| “Chinese Name” | 中渝置地控股有限公司, the Chinese name proposed to be adopted by the Company as its secondary name |
| “Company” | C C Land Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Latest Practicable Date” | 4 April 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Repurchase Mandate” | the general mandate proposed to be granted to the Directors to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the relevant resolution |
| “Scheme Mandate Limit” | the maximum number of Shares that may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | the share(s) of HK\$0.10 each in the share capital of the Company |
| “Share Option Scheme” | the existing share option scheme of the Company adopted by the Company on 29 April 2005 |
| “Shareholder(s)” | holder(s) of Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Code on Takeovers and Mergers |
| “%” | per cent |

LETTER FROM THE BOARD



C C Land Holdings Limited

中渝置地控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1224)

Executive Directors:

Mr. Cheung Chung Kiu (*Chairman*)
Dr. Lam How Mun Peter
(Deputy Chairman & Managing Director)
Mr. Tsang Wai Choi (*Deputy Chairman*)
Mr. Lam Hiu Lo
Mr. Leung Chun Cheong
Mr. Leung Wai Fai
Ms. Poon Ho Yee Agnes
Dr. Wong Kim Wing
Mr. Wu Hong Cho

Non-executive Director:

Mr. Wong Yat Fai

Independent Non-executive Directors:

Mr. Lam Kin Fung Jeffrey
Mr. Leung Yu Ming Steven
Dr. Wong Lung Tak Patrick

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*

7th Floor, China United Centre
28 Marble Road
North Point
Hong Kong

11 April 2011

To the Shareholders

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
AND
PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF THE SCHEME MANDATE LIMIT AND
ADOPTION OF CHINESE NAME AS SECONDARY NAME**

INTRODUCTION

The main purpose of this circular is to provide you with the AGM Notice and information in respect of the resolutions to be proposed at the AGM for the approval of (i) re-election of retiring Directors; (ii) granting of general mandates to issue and repurchase Shares; (iii) refreshment of the Scheme Mandate Limit; and (iv) adoption of the Chinese Name as the secondary name of the Company.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 87 of the Bye-laws, Dr. Lam How Mun Peter, Mr. Leung Chun Cheong, Ms. Poon Ho Yee Agnes, Dr. Wong Kim Wing and Dr. Wong Lung Tak Patrick will retire and, being eligible, will offer themselves for re-election at the AGM. Particulars of these Directors are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The existing general mandates granted to the Directors to issue and repurchase Shares will expire at the conclusion of the AGM. Ordinary resolutions will therefore be proposed at the AGM to approve the grant of new general mandates to the Directors: (i) to allot, issue and otherwise deal with the aggregate number of securities of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant resolution; (ii) to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the relevant resolution; and (iii) to extend the general mandate granted to the Directors to issue Shares by the addition of an amount representing the aggregate number of any Shares repurchased.

As at the Latest Practicable Date, the Company had in the aggregate 2,559,357,258 Shares (having deducted the 600,000 Shares which had been repurchased but not yet cancelled as at the Latest Practicable Date) in issue. Subject to the passing of the relevant resolutions at the AGM and on the basis that no further Shares would be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Directors would be allowed to allot and issue up to 511,871,451 Shares, being 20% of the issued share capital of the Company as at the date of the AGM, and to repurchase up to a maximum of 255,935,725 Shares, being 10% of the issued share capital of the Company as at the date of the AGM.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed resolution concerning the Repurchase Mandate at the AGM.

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed on 29 April 2005. Apart from the Share Option Scheme, the Company had no other share option scheme as at the Latest Practicable Date.

Under the Share Option Scheme, the Scheme Mandate Limit shall not exceed 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme unless the Company obtains approval from Shareholders for its refreshment. Options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised options) will not be counted for the purpose of calculating the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

The current Scheme Mandate Limit is 214,463,325 Shares, representing 10% of the total number of Shares in issue as at the date of the annual general meeting held on 15 May 2009 when the Scheme Mandate Limit was last refreshed. From 15 May 2009 to the Latest Practicable Date, options carrying rights to subscribe for 51,634,000 Shares had been granted under the Share Option Scheme, all of which options remain outstanding. When aggregated together with the options to subscribe for 17,500,000 Shares granted before the last refreshment of the Scheme Mandate Limit that have not been exercised, options carrying rights to subscribe for 69,134,000 Shares under the Share Option Scheme were outstanding as at the Latest Practicable Date.

In order to maintain flexibility of the Company to continue granting options under the Share Option Scheme to reward eligible participants in recognition of their contributions to the Company, the Board proposes to seek approval from Shareholders at the AGM of the refreshment of the Scheme Mandate Limit. The Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of Shares in issue as at the date of approval of the refreshment.

Assuming that (i) no Share is issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM; (ii) no option outstanding under the Share Option Scheme is exercised between the Latest Practicable Date and the date of the AGM; and (iii) the refreshment of the Scheme Mandate Limit is approved by the Shareholders at the AGM, the Company will have a total number of 2,559,357,258 Shares (having deducted the 600,000 Shares which had been repurchased but not yet cancelled as at the Latest Practicable Date) in issue as at the date of the AGM and the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme under the refreshed Scheme Mandate Limit will be 255,935,725 Shares, being 10% of the total number of Shares in issue as at the date of the AGM. When aggregated together with all outstanding options already granted under the Share Option Scheme as at the date of the AGM carrying rights to subscribe for 69,134,000 Shares, the total number of Shares which may be issued upon exercise of all options granted and to be granted under the Share Option Scheme under the refreshed Scheme Mandate Limit is 325,069,725 Shares, representing approximately 12.70%, a percentage not exceeding 30% of the total number of Shares in issue as at the date of the AGM.

The refreshment of the Scheme Mandate Limit is conditional on:

- (i) the Shareholders passing an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the AGM; and
- (ii) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, any new Shares, representing a maximum of 10% of the Shares in issue as at the date of approval of the resolution at the AGM for the refreshment of the Scheme Mandate Limit which may be issued upon exercise of all options granted under the refreshed Scheme Mandate Limit.

Application has been made to the Stock Exchange for the listing of, and permission to deal in any Shares, representing 10% of the Shares in issue as at the date of approval of the resolution at the AGM which may be issued upon exercise of all options granted under the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

ADOPTION OF CHINESE NAME AS SECONDARY NAME

The Board proposes to formally adopt the Chinese name “中渝置地控股有限公司”, which is the Company’s Chinese name for identification purposes only, as its secondary name, subject to (i) the passing of a special resolution by the Shareholders at the AGM to approve the adoption of the Chinese Name as its secondary name; and (ii) the approval by the Registrar of Companies in Bermuda. Assuming both the aforesaid conditions are fulfilled, the adoption of the Chinese Name as the secondary name of the Company shall take effect from the date of entry of the Chinese Name on the register of companies by the Registrar of Companies in Bermuda. The Company will carry out all necessary filing procedures with the Registrar of Companies in Bermuda and also notify the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong.

The adoption of the Chinese Name as the secondary name by the Company will not affect any rights of the existing Shareholders or the Company’s daily business operation. All existing share certificates of the Company in issue bearing the present name of the Company, after the adoption of the Chinese Name as its secondary name, will continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, delivery and registration purposes. There will not be any arrangement for exchange of existing share certificates with new share certificates as a result of the adoption of the Chinese Name as the secondary name of the Company.

The stock short names for trading in the Shares on the Stock Exchange, namely “C C LAND” in English and “中渝置地” in Chinese, shall remain unchanged.

Further announcement will be made by the Company in relation to the effective date of the adoption of the Chinese Name as the secondary name of the Company in due course.

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 13 to 16 of this circular and a form of proxy is also enclosed. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so desire.

VOTING BY POLL

All the resolutions set out in the AGM Notice will be voted by way of poll pursuant to the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions referred to above are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend Shareholders to vote in favour of the ordinary resolutions in respect of the approval of (i) re-election of retiring Directors; (ii) granting of general mandates to issue and repurchase Shares; and (iii) refreshment of the Scheme Mandate Limit; and the special resolution in respect of the adoption of the Chinese Name as the Company's secondary name.

OTHER INFORMATION

Your attention is also drawn to the information set out in the Appendices of this circular.

Yours faithfully,
By order of the Board of
C C Land Holdings Limited
Lam How Mun Peter
Deputy Chairman & Managing Director

Particulars of the retiring Directors proposed to be re-elected at the AGM are set out below:

Dr. Lam How Mun Peter — *Executive Director*

Dr. Lam, aged 63, was appointed Deputy Chairman, Managing Director and Executive Director of the Company on 22 November 2006, 9 April 1999 and 3 June 1998 respectively. He is a member of the Executive Committee and the Remuneration Committee and an Authorised Representative of the Company. Dr. Lam is the founder of the Company and has served the Group since 1989. He also serves as a Director of several subsidiaries of the Company. He obtained his medical degree from the University of Hong Kong in 1972. He is a Fellow of the Royal College of Surgeons of Edinburgh, the American College of Surgeons and the Hong Kong Academy of Medicine. In addition to his extensive experience in medical practice, Dr. Lam has over 20 years of experience in the real estate, investment and manufacturing industries. Currently, he spends only a limited amount of his time on his medical practice. Save as disclosed, Dr. Lam does not hold any other positions with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. His emoluments received for the year ended 31 December 2010 were HK\$11,060,000, which had been determined with reference to his duties, the level of responsibilities and the prevailing market conditions. Dr. Lam's emoluments will be reviewed annually. He has not entered into any service contract with the Company and there is no specific term of his appointment. Dr. Lam will be subject to retirement by rotation and re-election pursuant to the Bye-laws. As at the Latest Practicable Date, Dr. Lam is interested in 11,000 Shares and the share options under the Share Option Scheme entitling him to subscribe for 17,500,000 Shares and 25,539,000 Shares at the exercise prices of HK\$3.27 per Share and HK\$3.31 per Share respectively. Save as disclosed, Dr. Lam does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. Leung Chun Cheong — *Executive Director*

Mr. Leung, aged 61, was appointed Executive Director of the Company on 3 June 1998. He is a member of the Executive Committee, an Authorised Representative and a Qualified Accountant of the Company. Mr. Leung also serves as a Director of several subsidiaries of the Company. He has joined the Group since 1995. Mr. Leung is a fellow of the Association of Chartered Certified Accountants in the UK and an associate of the Hong Kong Institute of Certified Public Accountants. He has over 35 years of experience in professional accounting and finance. Previously, Mr. Leung had held senior positions in various companies in Hong Kong, including controller of a financial group, head of internal audit of a US bank and senior position in Pricewaterhouse & Co. (presently known as PricewaterhouseCoopers). Save as disclosed, Mr. Leung does not hold any other positions with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. His emoluments received for the year ended 31 December 2010 were HK\$2,190,000, which had been determined with reference to his duties, the level of responsibilities and the prevailing market conditions. Mr. Leung's emoluments will be reviewed annually. He has not entered into any service contract with the Company and there is no specific term of his appointment. Mr. Leung will be subject to retirement by rotation and re-election pursuant to the Bye-laws. As at the Latest Practicable Date, he is interested in 534,000 Shares and the share options under the Share Option Scheme entitling him to subscribe for 1,500,000 Shares at the exercise price of HK\$3.31 per Share. Save as disclosed, Mr. Leung does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Ms. Poon Ho Yee Agnes — *Executive Director*

Ms. Poon, aged 43, was appointed Executive Director of the Company on 3 June 1998. She is a member of the Executive Committee of the Company. She also serves as a Director of several subsidiaries of the Company. She has joined the Group since 1990. Ms. Poon holds a Master of Science in Electronic Commerce and Internet Computing from the University of Hong Kong and a Degree of Bachelor of Business Administration from Simon Fraser University, Canada. In addition, she obtained her Master of Social Science in Counselling at the University of South Australia in 2006. Over the years, Ms. Poon has gained considerable experience in sales and marketing in the manufacturing industry. Save as disclosed, Ms. Poon does not hold any other positions with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. Her emoluments received for the year ended 31 December 2010 were HK\$1,990,000, which had been determined with reference to her duties, the level of responsibilities and the prevailing market conditions. Ms. Poon's emoluments will be reviewed annually. She has not entered into any service contract with the Company and there is no specific term of her appointment. Ms. Poon will be subject to retirement by rotation and re-election pursuant to the Bye-laws. As at the Latest Practicable Date, Ms. Poon is interested in 104,000 Shares and the share options under the Share Option Scheme entitling her to subscribe for 2,000,000 Shares at the exercise price of HK\$3.31 per Share. Save as disclosed, Ms. Poon does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Dr. Wong Kim Wing — *Executive Director*

Dr. Wong, aged 49, was appointed Executive Director of the Company on 25 January 2008. He is a member of the Executive Committee of the Company. He also serves as a Director of a subsidiary of the Company. Dr. Wong is a Registered Architect and an Authorized Person in Hong Kong. He is a fellow of the Hong Kong Institute of Architects and has over 20 years of experience in property development and assets branding. Having graduated from the University of Hong Kong with Architectural Degrees in 1984 and 1986, he also obtained his PhD Degree in Finance at Shanghai University of Finance and Economics in 2007. Prior to joining the Company, Dr. Wong was a Director and Deputy General Manager (China Subsidiaries) and Group Senior Project Manager of Sun Hung Kai Properties Group from 1994 to 2005. He was also a Director of Project & Planning of The Link Management Limited from 2005 to January 2008. Save as disclosed, Dr. Wong does not hold any other positions with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. His emoluments received for the year ended 31 December 2010 were HK\$4,804,000, which had been determined with reference to his duties, the level of responsibilities and the prevailing market conditions. Dr. Wong's emoluments will be reviewed annually. There is a service contract between him and the Company which is terminable by not less than 3 months' notice in writing served by either party. Dr. Wong has no specific term of his appointment with the Company but he will be subject to retirement by rotation and re-election pursuant to the Bye-laws. As at the Latest Practicable Date, Dr. Wong is interested in 250,000 Shares and the share options under the Share Option Scheme entitling him to subscribe for 2,000,000 Shares at the exercise price of HK\$3.31 per Share. Save as disclosed, Dr. Wong does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Dr. Wong Lung Tak Patrick — *Independent Non-executive Director*

Dr. Wong, BBS, JP, aged 63, was appointed Independent Non-executive Director of the Company on 1 October 2007. He is a member of the Audit Committee and the Remuneration Committee of the Company. Dr. Wong is an associate of the Institute of Chartered Accountants in England and Wales, and a fellow of the Association of Chartered Certified Accountants in the UK, the Association of International Accountants, the Institute of Chartered Secretaries and Administrators in the UK, the Hong Kong Institute of Certified Public Accountants, the Taxation Institute of Hong Kong as well as the Hong Kong Institute of Chartered Secretaries. Dr. Wong is a practicing certified public accountant in Hong Kong and has over 30 years of experience in the accountancy profession. He is the Managing Director of Wong Lam Leung & Kwok CPA Limited. Dr. Wong was accorded Doctor of Philosophy in Business and was awarded a Badge of Honour by the Queen of England in 1993. He was appointed a Non-official Justice of the Peace in 1998 and was awarded a Bronze Bauhinia Star by the Government of the HKSAR in 2010. Dr. Wong has been appointed Adjunct Professor, School of Accounting and Finance, The Hong Kong Polytechnic University since 2002. He participates in many types of community services, holding posts in various organizations and committees in government and voluntary agencies. Dr. Wong is currently an Independent Non-executive Director of Water Oasis Group Limited, China Precious Metal Resources Holdings Co., Ltd., Galaxy Entertainment Group Limited, National Arts Holdings Limited (formerly known as Vertex Group Limited), Ruinian International Limited, Guangzhou Pharmaceutical Company Limited and Sino Oil and Gas Holdings Limited, the shares of all these companies are listed on the Stock Exchange. Save as disclosed, he does not hold any other positions with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. Dr. Wong received as director's fee for the year ended 31 December 2010 the sum of HK\$400,000, which had been determined with reference to his duties and the level of responsibilities. His director's fee will be reviewed annually. Dr. Wong has not entered into any service contract with the Company and there is no specific term of his appointment. He will be subject to retirement by rotation and re-election pursuant to the Bye-laws. As at the Latest Practicable Date, Dr. Wong does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed re-election of the above retiring Directors that need to be brought to the attention of Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules.

1. EXERCISE OF THE REPURCHASE MANDATE

On the basis of 2,559,357,258 Shares (having deducted the 600,000 Shares which had been repurchased but not yet cancelled as at the Latest Practicable Date) in issue as at the Latest Practicable Date, and on the basis that no further Shares are issued and/or repurchased between the Latest Practicable Date and the date of the resolution approving the Repurchase Mandate, exercise in full of the Repurchase Mandate could result in up to 255,935,725 Shares being repurchased by the Company during the period from the date of passing the resolution granting the Repurchase Mandate until the earlier to occur of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held, or (iii) the revocation or variation of the Repurchase Mandate by Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-laws and the applicable laws of Bermuda.

Under Bermuda law, purchases of the Shares may only be effected out of the capital paid up on the Shares to be purchased or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for such purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account.

Based on the position disclosed in the Company's most recent published audited accounts for the year ended 31 December 2010, and taking into account the current working capital position of the Company, the Directors consider that no material adverse effect on the working capital and gearing position of the Company may result in the event that the Repurchase Mandate is exercised in full in the period before expiration of the Repurchase Mandate. In any event, the Directors do not propose to exercise the Repurchase Mandate to such an extent that it would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. EFFECT OF TAKEOVERS CODE

If, as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert could, as a result of increase of its or their interest in the voting rights of the Company, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Company had 2,559,357,258 Shares (having deducted the 600,000 Shares which had been repurchased but not yet cancelled as at the Latest Practicable Date) in issue. Thrivetrade Limited (a company wholly-owned by Mr. Cheung Chung Kiu, the controlling shareholder of the Company) held 1,039,925,571 Shares, representing approximately 40.63% of the issued share capital of the Company. In addition, Regulator Holdings Limited (an indirect wholly-owned subsidiary of Yugang International Limited, another company of which Mr. Cheung Chung Kiu is the controlling shareholder) held 254,239,636 Shares representing approximately 9.93% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and no further Shares are issued during the proposed repurchase period, the interest held by Thrivetrade Limited and Regulator Holdings Limited in the issued share capital of the Company will in the aggregate increase from 50.56% to 56.18% approximately. The Company has previously obtained confirmation from the Securities and Futures Commission, inter alia, that based on the shareholding structure of the Company, there is no obligation on the part of Mr. Cheung Chung Kiu or any parties acting in concert with him to make a general offer for Shares as a result of any increase in their voting rights of the Company by way of repurchases of Shares by the Company or by purchases of Shares by Mr. Cheung Chung Kiu, Thrivetrade Limited and/or Regulator Holdings Limited.

The Directors are not aware of any other consequences of the exercise in full of the Repurchase Mandate which will arise under the Takeovers Code.

5. GENERAL

None of the Directors and, to the best of their knowledge and belief having made all reasonable enquiries, none of their associates (as defined in the Listing Rules), have any present intention, in the event that the Repurchase Mandate is approved by the Shareholders to sell Shares to the Company.

No connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

6. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has repurchased a total of 600,000 Shares on the Stock Exchange. Details of the Shares repurchase are as follows:

| Date of repurchase | Number of Shares repurchased | Repurchase price per Share | |
|---------------------------|---|-----------------------------------|------------------------|
| | | Highest HK\$ | Lowest HK\$ |
| 1 April 2011 | 600,000 | 2.68 | 2.60 |

7. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date are as follows:

| | Highest HK\$ | Lowest HK\$ |
|---|-------------------------|------------------------|
| 2010 | | |
| April | 3.55 | 2.75 |
| May | 2.90 | 2.26 |
| June | 2.93 | 2.40 |
| July | 3.18 | 2.56 |
| August | 3.45 | 3.02 |
| September | 3.59 | 3.06 |
| October | 3.54 | 2.96 |
| November | 3.47 | 2.87 |
| December | 3.03 | 2.46 |
| 2011 | | |
| January | 3.20 | 2.65 |
| February | 3.04 | 2.53 |
| March | 2.69 | 2.32 |
| April (up to the Latest Practicable Date) | 2.78 | 2.58 |

NOTICE OF ANNUAL GENERAL MEETING



C C Land Holdings Limited

中渝置地控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1224)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of C C Land Holdings Limited (the “Company”) will be held at Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 17 May 2011 at 11:45 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the independent auditors for the year ended 31 December 2010.
2. To declare a final dividend for the year ended 31 December 2010.
3. To re-elect the retiring directors and authorise the board of directors to fix the remuneration of the directors.
4. To re-appoint the independent auditors and authorise the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, each of the following resolutions as an Ordinary Resolution:

5. “**THAT**
 - (a) a general mandate be and is hereby unconditionally given to the directors of the Company (the “Directors”) to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company or securities convertible into shares of the Company (“Shares”) or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued on a Rights Issue (as hereinafter defined) or under any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of the Company and/or any of its subsidiaries or any other eligible person(s) of Shares or rights to acquire Shares, or upon the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares or any scrip dividend pursuant to the bye-laws of the Company from time to time, not exceeding twenty per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of this Resolution; and

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (b) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until the earlier to occur of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

6. “**THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all the powers of the Company to purchase Shares subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved, subject to the following conditions:

- (a) such mandate shall not be extended beyond the Relevant Period;
- (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
- (c) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to this Resolution during the Relevant Period shall be no more than ten per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and
- (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until the earlier to occur of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** subject to the availability of unissued share capital and conditional upon the passing of Ordinary Resolutions nos. 5 and 6 as set out in the notice convening this meeting, the aggregate nominal amount of the Shares which are repurchased by the Company pursuant to and in accordance with Ordinary Resolution no. 6 set out in the notice convening this meeting shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with Ordinary Resolution no. 5 set out in the notice convening this meeting.”

8. “**THAT**

(a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the Refreshed Limit (as hereinafter defined), the Scheme Mandate Limit (as hereinafter defined) in respect of the granting of options to subscribe for Shares under the Scheme (as hereinafter defined) and any other share option scheme(s) of the Company be refreshed and renewed provided that (i) the total number of Shares which may be issued upon the exercise of all options granted or to be granted under the Scheme and any other share option scheme(s) of the Company shall not exceed ten per cent of the number of Shares in issue as at the date of passing this Resolution (the “Refreshed Limit”) and (ii) options previously granted under the Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with the Scheme and any other share option scheme(s) of the Company or exercised options) shall not be counted for the purpose of calculating the Refreshed Limit, and the Directors be and are hereby authorised from time to time to offer or grant options pursuant to the Scheme subject to the Refreshed Limit and to exercise all powers of the Company to allot and issue Shares upon the exercise of any such options.

(b) for the purpose of this Resolution:

“Scheme” means the share option scheme of the Company adopted on 29 April 2005 pursuant to a resolution passed at a special general meeting of the Company held on that date; and

“Scheme Mandate Limit” means the maximum number of Shares that may be issued upon exercise of all options to be granted under the Scheme and any other share option scheme(s) of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

9. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the Chinese name “中渝置地控股有限公司”, which is the Company’s Chinese name for identification purposes only, be and is hereby adopted as the secondary name of the Company and that the Directors be and are hereby authorised to do all such acts and things and to execute all such documents as they may, in their absolute discretion, deem fit in order to effect such adoption of the secondary name.”

By order of the Board
Lam How Mun Peter
Deputy Chairman & Managing Director

Hong Kong, 11 April 2011

Notes:

- (a) A member who is entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies or a duly authorised corporate representative to attend and vote instead of him. A proxy need not be a member of the Company.
- (b) A form of proxy is also enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending the Annual General Meeting and voting in person. In such event, his form of proxy will be deemed to have been revoked.
- (c) The Register of Members will be closed from 13 May 2011 to 17 May 2011 (both days inclusive), during which period no share transfer will be registered. In order to be eligible to attend and vote at the Annual General Meeting of the Company to be held on 17 May 2011 and to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 12 May 2011.