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澳門祥泰地產集團有限公司*

MACAU PRIME PROPERTIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 199)

MAJOR TRANSACTION AND RESUMPTION OF TRADING

THE OPTION SHARES ACQUISITION

Million Orient intends to exercise its right to purchase 35 Option Shares from Pacific Wish for a cash consideration of HK\$35, being the nominal value of the shares in Orient Town. Million Orient shall also advance to Orient Town the Shareholder's Loan, being an amount of HK\$100 million, upon Option Shares Completion (or such other date as may be agreed by Million Orient and Orient Town).

THE ACQUISITION

On 25th January, 2007, Top Century, an indirect wholly-owned subsidiary of the Company, entered into the Acquisition Agreement with Forever Charm for the acquisition of 8.7% of the issued share capital of Concordia and shareholder's loan and interests accrued thereon due by Concordia to Forever Charm for a total cash consideration of HK\$245.7 million. Top Century has further undertaken to advance to Concordia by way of shareholder's loan a sum of HK\$70.0 million after Completion. Concordia is the owner of the Property, being 14 parcels of leased land situated in Estrada de Seac Pai Van, Macau (澳門路環聯生填海區).

SGM

The Acquisition and the Option Shares Acquisition, having taken into account the Shareholder's Loan and the Additional Concordia Loan, constitute a major transaction for the Company under Chapter 14 of the Listing Rules which requires the approval by the Shareholders at the SGM. Further information on the Acquisition, the Acquisition Agreement, the Option Shares Acquisition, Orient Town Group and Concordia is set out below.

The SGM will be convened and held for the Shareholders to consider and, if thought fit, to approve the Option Shares Acquisition, the Acquisition Agreement and the transactions contemplated thereunder. A circular containing, among other things, further information on the Acquisition, the Acquisition Agreement and the Option Shares Acquisition, financial information relating to the Group, Orient Town Group and Concordia, the notice of the SGM and other information as required under the Listing Rules will be despatched to the Shareholders as soon as practicable.

RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange was suspended at the request of the Company with effect from 9:30 a.m. on 26th January, 2007 pending release of this announcement. Application has been made by the Company for resumption of trading in the Shares with effect from 9:30 a.m. on 2nd February, 2007.

BACKGROUND

The Company announced on 3rd April, 2006 that Million Orient, an indirect wholly-owned subsidiary of the Company, entered into an acquisition agreement with Pacific Wish in relation to the acquisition of 40% of the issued share capital of Orient Town. The principal asset of Orient Town is its indirect shareholding interest in Concordia which is the owner of the Property, being 14 parcels of leased land situated in Estrada de Seac Pai Van, Macau (澳門路環聯生填海區). The Initial Acquisition, having taken into account a shareholder's loan in the amount of HK\$885 million advanced by the Group to Orient Town, constituted a very substantial acquisition for the Company under Chapter 14 of the Listing Rules. Pursuant to the terms of the Initial Acquisition, Million Orient has been granted by Pacific Wish the Call Option under which Million Orient may purchase 70 shares in Orient Town from Pacific Wish. Details of the Initial Acquisition and the Call Option are set out in the Orient Town Circular. Completion of the Initial Acquisition took place on 15th June, 2006.

The Company further announced on 28th November, 2006 that Top Century, an indirect wholly-owned subsidiary of the Company, entered into a memorandum of understanding with Forever Charm in relation to the proposed acquisition by Top Century from Forever Charm of 8,700 shares in Concordia, representing 8.7% of the issued share capital of Concordia, and a shareholder's loan due by Concordia to Forever Charm in the principal sum of approximately MOP41 million together with the outstanding interests accrued thereon.

* For identification purpose only

Million Orient now intends to exercise its right under the Call Option to acquire the Option Shares from Pacific Wish, and Top Century has entered into the Acquisition Agreement with Forever Charm to, among others, acquire 8.7% of the issued share capital of Concordia and a shareholder's loan with interests accrued thereon due by Concordia to Forever Charm for a total cash consideration of HK\$245.7 million. Details of the Option Shares Acquisition and the Acquisition are set out below.

THE OPTION SHARES ACQUISITION

1) Parties

Vendor: Pacific Wish, an investment holding company.

Save for being a party to the Option Shares Acquisition, to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, Pacific Wish and its beneficial owner, Mr. Ma, are independent of the Company and its connected persons and are neither connected persons of the Company nor connected persons of the ultimate owners of any of the holders of the convertible notes of the Company.

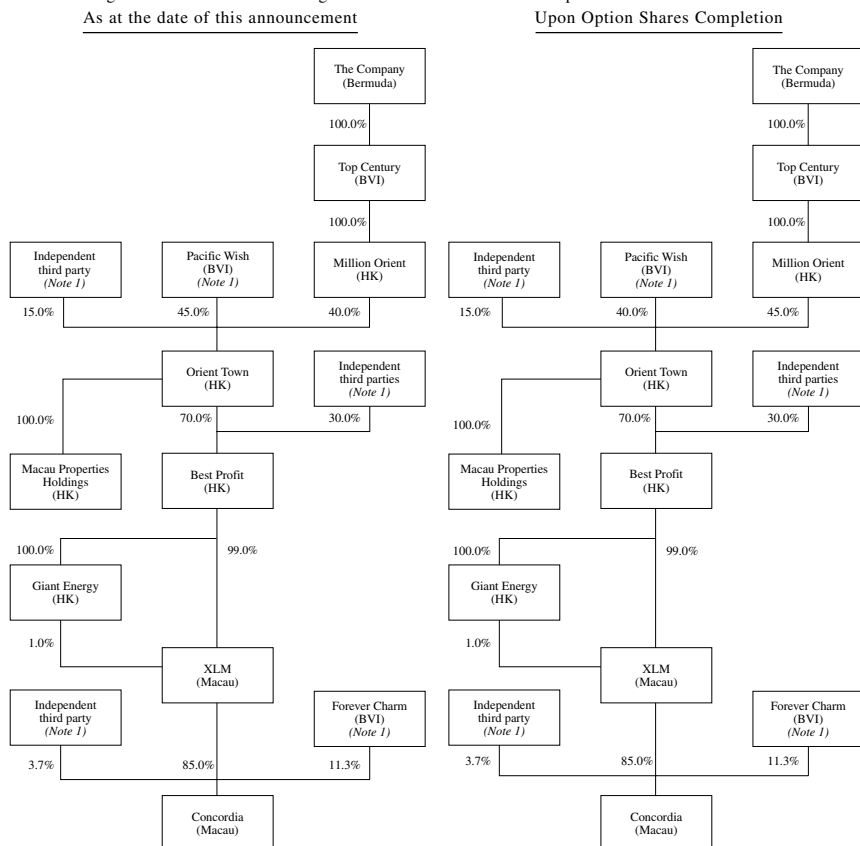
Purchaser: Million Orient.

2) Assets to be acquired

The Option Shares, being 35 issued shares in Orient Town, representing 5% of the issued share capital of Orient Town.

As at the date of this announcement, Million Orient is interested in 40% in the issued share capital of Orient Town, which in turn effectively owns (i) 59.5% of the registered share capital of Concordia; and (ii) shareholder's loan of approximately MOP1,264.9 million (equivalent to approximately HK\$1,228.1 million) advanced to Concordia. Concordia is the owner of the Property.

The following illustrates the shareholding structure of Orient Town Group:



Notes:

1. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the date of this announcement, Pacific Wish, Forever Charm and the independent third parties referred to above are independent of any of the holders of the convertible notes of the Company.
2. Places in parentheses represent places of incorporation.

Upon Option Shares Completion, the Company will have an indirect effective interest in approximately 26.8% of the registered share capital of Concordia and Concordia will remain as an associated company of the Group. Information on Orient Town Group is set out in the paragraph headed "Information on Orient Town Group" below.

3) The Shareholder's Loan

As a condition of the Option Shares Acquisition, Million Orient shall further advance to Orient Town by way of shareholder's loan of HK\$100 million which will be used principally for repayment of shareholder's loan due by Orient Town to Pacific Wish. Such HK\$100 million was in turn advanced by Pacific Wish to Orient Town for refinancing the Concordia Acquisition. The Shareholder's Loan will bear interest at the best lending rate for Hong Kong dollars as quoted by The Hongkong and Shanghai Banking Corporation Limited from time to time. The entire Shareholder's Loan is to be advanced in cash on Option Shares Completion (or such other date as may be agreed by Million Orient and Orient Town) and will be financed by the internal resources of the Group.

At the date of this announcement, Million Orient has already advanced a shareholder's loan in the amount of HK\$885 million to Orient Town, which was used principally for completion of the Concordia Acquisition. Upon Option Shares Completion and payment of the Shareholder's Loan, the total amount of shareholder's loan due by Orient Town to Million Orient will represent approximately 70.7% of the aggregate sum of the shareholders' loans advanced and anticipated to be advanced by the shareholders of Orient Town, which is not in proportion to the Group's equity interest in Orient Town upon Option Shares Completion. As disclosed in the Orient Town Circular, in connection with the Concordia Acquisition, shareholders of Best Profit have agreed to provide shareholders' loan in an aggregate amount of HK\$1,990 million to Best Profit, of which (i) HK\$597 million (representing 30% of such shareholders' loans) would be borne by the other two shareholders of Best Profit; and (ii) HK\$1,393 million (representing 70% of such shareholders' loans) would be borne by Orient Town. Pacific Wish had been seeking financing in respect of such portion borne by Orient Town. It was one of the primary considerations of Pacific Wish for transacting the Initial Acquisition with Million Orient that Million Orient would agree to bear a portion of such shareholders' loans to be advanced by Orient Town which is in excess of the attributable equity interest in Orient Town that Million Orient would acquire. However, taking into account that (i) it is one of the agreed terms when the Group made the Initial Acquisition, details of which are set out in the Orient Town Circular; (ii) the growth potential of the property market in Macau; and (iii) the Directors consider the chance to acquire a significant block of land in Macau at the current location does not come by very often, the Board considers such arrangement acceptable.

4) Consideration and payment terms

The consideration of HK\$35 for the Option Shares Acquisition shall be satisfied by cash from internal resources of the Group payable on Option Shares Completion. Such consideration was determined after arm's length negotiations between Pacific Wish and the Group with reference to the nominal value of the shares in Orient Town and having taken into account other terms of the Call Option and the Shareholder's Loan at the time the Call Option was granted on 15th June, 2006, details of which are set out in the Orient Town Circular. The Board considers the Option Shares Consideration and its payment terms fair and reasonable.

5) Conditions precedent

Option Shares Completion is conditional upon:

- (i) the Shareholders (or independent Shareholders, if required) having passed the relevant resolution(s) at the SGM to approve the Option Shares Acquisition and the transactions contemplated thereunder; and
- (ii) all necessary consents, permits and approvals (whether governmental, regulatory or otherwise, including any approval required by the Stock Exchange and/or the Securities and Futures Commission of Hong Kong) as may be required in respect of the Option Shares Acquisition and the transactions contemplated thereunder having been obtained by Million Orient and/or the Company.

None of the above conditions can be waived.

6) Completion

Option Shares Completion shall take place on the fifth Business Day immediately after all the conditions precedent of the Option Shares Acquisition have been fulfilled or such later date as Pacific Wish and Million Orient may mutually agree in writing.

Option Shares Completion is not conditional on Completion.

INFORMATION ON ORIENT TOWN GROUP

Orient Town, Best Profit, Giant Energy and XLM are incorporated in 2005 and Macau Properties Holdings is incorporated in 2006 as special purpose vehicles. Orient Town has an effective interest of 70% in the issued share capital of XLM, which in turn has a 85% interest in the registered share capital of Concordia. Except for the direct or indirect investments in Concordia, none of Orient Town, Best Profit, Giant Energy, XLM and Macau Properties Holdings has any other business.

Upon completion of the Initial Acquisition on 15th June, 2006, Orient Town has been accounted for as an associated company of the Company. As at the date of this announcement, three out of eight directors of Orient Town are nominated by Million Orient.

Set out below is the audited consolidated financial information on Orient Town since 1st June, 2005 (date of incorporation) to 31st December, 2005 prepared in accordance with the HK GAAP:

	For the period from 1st June, 2005 to 31st December, 2005
	<i>HK\$'000</i>
Turnover	–
Profit before taxation (<i>Note</i>)	36,913
Profit after taxation	36,913
	As at 31st December, 2005
	<i>HK\$'000</i>
Total assets	791,901
Net assets	36,914

Note: Such profit was primarily attributable to the gain on disposals of 30% interests in Best Profit by Orient Town to two independent third parties.

The above financial information has not consolidated that of Concordia as Concordia has only become an indirect subsidiary of Orient Town since 29th May, 2006.

THE ACQUISITION AGREEMENT DATED 25TH JANUARY, 2007

1) Parties

Vendor: Forever Charm, an investment holding company.

Save for being a party to the Acquisition Agreement, to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, Forever Charm and its beneficial owner are independent of the Company and its connected persons and are neither connected persons of the Company nor connected persons of the ultimate owners of any of the holders of the convertible notes of the Company.

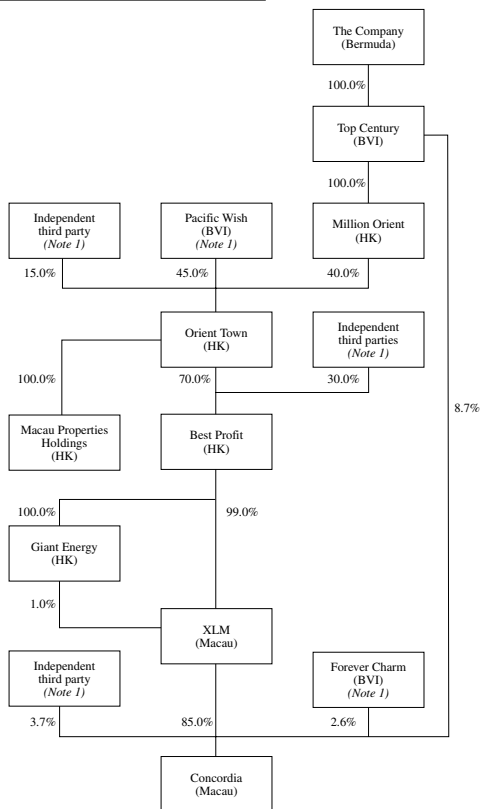
Purchaser: Top Century.

2) Assets to be acquired

- (i) The Sale Shares, being 8,700 shares in Concordia, representing 8.7% of the registered share capital of Concordia; and
- (ii) the Sale Loan, being the shareholder's loan in the principal sum of approximately MOP40.8 million (equivalent to approximately HK\$39.6 million) due by Concordia to Forever Charm together with all interests accrued thereon, which amounted to approximately MOP73.5 million (equivalent to approximately HK\$71.4 million) as at the date of this announcement.

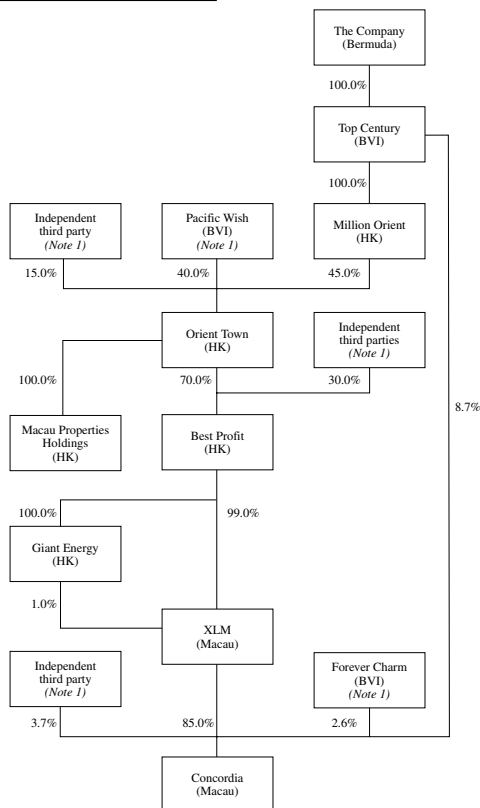
The Sale Loan was unsecured, repayable on demand and carried interest at 14.4% per annum up to 30th April, 2005. Pursuant to a shareholders' resolution of Concordia, no interest has been charged on all shareholder's loans to Concordia (including the Sale Loan) since 1st May, 2005.

The shareholding structure of Orient Town Group as at the date of this announcement has been set out under the section headed "The Option Shares Acquisition" above. The following chart illustrates the impact on the shareholding structure of Orient Town Group as a result of the Acquisition:
Upon Completion but before Option Shares Completion



Upon Completion but before Option Shares Completion, the Company will have an indirect effective interest in approximately 32.5% of the registered share capital of Concordia.

Upon Completion and Option Shares Completion



Notes:

- To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the date of this announcement, Pacific Wish, Forever Charm and the independent third parties referred to above are independent of any of the holders of the convertible notes of the Company.
- Places in parentheses represent places of incorporation.

Upon Completion and Option Shares Completion, the Company will have an indirect effective interest in approximately 35.5% of the registered share capital of Concordia and Concordia will remain as an associated company of the Group. Information of Concordia is set out in the paragraph headed "Information on Concordia" below.

3) Consideration and payment terms

The Consideration of HK\$245.7 million was determined after arm's length negotiations between Forever Charm and the Group with reference to a valuation of the Property of HK\$3.43 billion as at 31st March, 2006 jointly assessed by Wai & Ko Real Estate Ltd. and S.H. Ng & Co., Ltd. Given shareholders of XLM had already advanced their respective portions of shareholders' loan to XLM for completion of the Concordia Acquisition in May 2006, the calculation of the Consideration has therefore taken into account of the time value of money. The Consideration is calculated at 8.7% of a value representing a premium of 5% over the aforesaid valuation of the Property of HK\$3.43 billion less the Additional Concordia Loan (as described below) of not more than HK\$70.0 million. The refundable earnest money of HK\$90.0 million (details of which are set out in the announcement of the Company dated 28th November, 2006) has been utilised as a deposit to Forever Charm upon signing of the Acquisition Agreement. Such deposit will upon Completion represent part payment of the Consideration.

The balance of the Consideration of HK\$155.7 million shall be satisfied by cash as follows:

- (i) as to HK\$25.7 million within 14 days after signing of the Acquisition Agreement;
- (ii) as to HK\$100 million on Completion; and
- (iii) the remaining balance of HK\$30.0 million within three months after Completion.

The Consideration will be financed by internal resources of the Group.

The Board considers the Consideration and its payment terms fair and reasonable.

4) Additional Concordia Loan

Pursuant to the Acquisition Agreement, Top Century undertakes to advance to Concordia the Additional Concordia Loan of HK\$70 million such that, together with the Sale Loan, the aggregate amount of the shareholder's loan advanced by Top Century to Concordia is proportional to the direct shareholding percentage of Top Century in Concordia. The Additional Concordia Loan, same as all other shareholders' loans due by Concordia, is unsecured, has no fixed terms of repayment and carries interest, if any, to be determined by the board of directors of Concordia.

In consideration of Top Century entering into the Agreement and undertaking to advance to Concordia the Additional Concordia Loan, Forever Charm undertakes to bear 8.7% of the payment of land premium required for the Renewal.

The Board considers the terms of the Additional Concordia Loan fair and reasonable.

5) Conditions precedent

Completion is conditional upon:

- (i) the issue of a legal opinion by a firm of Macau lawyers acceptable to Top Century (at its absolute opinion) as to the interests of Forever Charm in Concordia, the legality and enforceability of the Acquisition Agreement and any matters deemed necessary or appropriate by Top Century at its absolute opinion and in such form and content satisfactory to Top Century;
- (ii) the issue of a certificate by the Registry of Corporate Affairs of BVI in respect of Forever Charm, certifying that Forever Charm is legally subsisting, and the issue of a certificate by the registered agent of Forever Charm, certifying its shareholders and directors and that the Sale Shares and the Sale Loan are free from encumbrances;
- (iii) there being no occurrence of material events or changes which will cause any representations or warranties being inaccurate, and there being no breach of any representations or warranties which will lead to or reasonably be expected to lead to, any material adverse effect;
- (iv) the passing of the relevant resolutions by the Shareholders to approve the Acquisition Agreement and the transactions contemplated thereunder;
- (v) the obtaining of all necessary approvals, permits, licences and third party consents for the Acquisition Agreement and the transactions contemplated thereunder by Top Century, Forever Charm and/or Concordia (including but not limited to consents from the other shareholders of Concordia and/or any other third party, if necessary) and such approvals, permits, licences and third party consents remaining in force; and
- (vi) the obtaining of all documents required under the constitutional documents of Concordia in relation to transfer of the Sale Shares to Top Century (including all documents relating to the waiver of the pre-emptive rights on the Sale Shares by Concordia and its other shareholders) by Top Century, Forever Charm and/or Concordia.

Top Century may waive any of the above conditions other than condition (iv). If the above conditions cannot be fulfilled or waived (as the case may be) by the Long Stop Date or if condition (iii) above cannot remain fulfilled as at the date of Completion and has not been waived by Top Century, Top Century shall be entitled to rescind the Acquisition Agreement and Forever Charm shall refund all deposits paid by Top Century.

6) Completion

Completion shall take place on the fifth Business Day immediately after all the conditions precedent contained in the Acquisition Agreement have been duly fulfilled or waived (as the case may be), or such other date as Forever Charm and Top Century may mutually agree.

Completion is not conditional on Option Shares Completion.

INFORMATION ON CONCORDIA

Concordia

Concordia was incorporated in Macau in 1975. The sole business of Concordia is its investment in the Property, which is located on the northwest side of Coloane, Macau (澳門路環) with a go-kart circuit, a golf course and resorts under construction nearby. Concordia had been granted a lease of a piece of leasehold land, of which the Property forms part in 1975 with a term of twenty-five years. In 1993, Concordia further entered into an agreement with the Government of Macau pursuant to which Concordia could retain the Property for developing the Property for residential, commercial or hotel use. The Lease expired on 7th October, 2000.

Renewal and the related risks

Formation of land, roads, access to water and electricity for the proposed development of the Property have been completed. However, there was overdue land premium in respect of the Lease prior to its expiry in 2000 as Concordia had no financial ability to settle such amount in the past. As at the date of this announcement, the overdue land premium of MOP140.8 million has been fully settled by Concordia and a written request has been submitted to the Government of Macau for the Renewal, which is being reviewed by the Government of Macau.

Given the grant of the Renewal by the Government of Macau is uncertain, the Board has obtained a legal opinion from Mr. Leong Hon Man, the Company's legal adviser in respect of Macau laws. As stated in such legal opinion, based on the general practice in Macau, it is likely that the Government of Macau will consider the Renewal provided that Concordia settles all the outstanding premium, additional premium, the outstanding land rent and satisfies other requirements that the Government of Macau may demand. In view of the legal opinion and the fact that the Company is the substantial shareholder of Concordia with board representation and is well aware of the status of the Renewal, the Board therefore is optimistic that the Renewal will be granted by the Government of Macau.

In the event that the Renewal is not granted by the Government of Macau within two years from the date of completion of the Concordia Acquisition (i.e. 29th May, 2006), subject to Concordia paying the extra premium required by the Government of Macau, submitting a development plan which complies with the regulations of the Government of Macau and the Government of Macau accepting the aforesaid development plan, the Group will be compensated up to the aggregate amount of all monies paid or advanced to Pacific Wish or Orient Town pursuant to the Deed of Guarantee in respect of the Initial Acquisition and the Option Shares Acquisition. The Company, however, will not be compensated for the Acquisition.

The Company will make further announcement(s) should there be any material development in respect of the Renewal.

Development plan

Based on the Directors' knowledge, information and belief after having made all reasonable enquiries, the detailed development plan will be submitted after the grant of the Renewal. Given the proposed development plan of the Property (as described below) is primarily for residential, commercial and hotel use, which is in line with the intended use as stated in the agreement entered into between the Government of Macau and Concordia in 1993, the Directors do not anticipate any material obstacles in obtaining the approval for the development plan from the Government of Macau. The total gross site area of the Property is 55,652 m². Based on the latest development plan of the Property, luxurious residential properties including hotel with carparks and club-house facilities of total gross floor area of approximately 797,100 m² will be built on the site. Further details of the development plan of the Property are set out on pages 223 to 224 of the Orient Town Circular.

Financial information on Concordia

Set out below is the audited financial information on Concordia for each of the two years ended 31st December, 2004 and 2005 prepared in accordance with the HK GAAP:

	Year ended 31st December,	
	2005	2004
	<i>MOP'000</i>	<i>MOP'000</i>
Turnover	–	–
Loss before taxation	(62,280)	(109,484)
Loss after taxation	(62,280)	(109,484)
	As at 31st December,	
	2005	2004
	<i>MOP'000</i>	<i>MOP'000</i>
Total assets	15,837	44,073
Net liabilities	(1,997,578)	(1,952,614)

Due to expiry of the Lease, all unamortized costs for the development of the Property incurred prior to the expiry were charged to the income statement in 2000. Costs, including but not limited to, construction costs and borrowing costs incurred for the development of the Property subsequent to the expiry of the Lease were recognised as expenses in the income statement in the period in which they were incurred. Therefore, the financial information of Concordia is not reflective of the potential value of the Property.

REASONS FOR THE OPTION SHARES ACQUISITION AND THE ACQUISITION

The Company is an investment holding company and its subsidiaries are principally engaged in property development and investment in Macau, the PRC and Hong Kong. The Group is also engaged in securities investment, golf resort and hotel operation, trading of motorcycles, sale and manufacturing of western pharmaceutical products, Chinese pharmaceutical and health products.

The Board has been actively seeking property investment opportunities principally in Macau. The change of the name of the Company is reflective of the Group's business focus. In June 2006, the Group has completed the Initial Acquisition (the terms of which include the granting of the Call Option by Pacific Wish to the Group) and has become a holder of approximately 23.8% effective interest in Concordia. Subsequent to the completion of the Initial Acquisition, the Group, at the request of Pacific Wish, gave consent to the Cancellation such that the Group reduced the number of shares under the Call Option to 35 issued shares in Orient Town to facilitate the disposal of shares in Orient Town and the grant of option to acquire additional shares in Orient Town by Pacific Wish to an independent third party. As disclosed in the announcement of the Company dated 26th June, 2006, the Company agreed to the Cancellation with a view to strengthening the shareholders base of Orient Town to attract international sales of the development project held by Concordia.

After becoming a substantial shareholder of Concordia, the knowledge and information gained by the Group through participation in the day-to-day management of Concordia confirms the Group's assessment of the investment potential of the Property. Therefore, the Group has been seeking opportunities to further increase its interest in Concordia.

The Option Shares Acquisition is an extension of the Initial Acquisition. Upon exercise of the right to acquire the Option Shares, the Group increases its effective interest in Concordia from 23.8% to approximately 26.8%.

The Acquisition represents an attractive opportunity to the Group as it enables the Group (i) to further increase its effective interest in Concordia by 8.7% to become the single largest shareholder of Concordia; and (ii) to stream-line the shareholding structure of Concordia with a view to enhancing operational efficiency and effectiveness.

In considering the Option Shares Acquisition and the Acquisition, the Board has taken into account the prospering property market in Macau and the valuation of the Property at approximately HK\$3.43 billion given by the independent valuers.

In view of the above, the Board considers that the exercise of the right to acquire the Option Shares and the entering into of the Acquisition Agreement (including the transactions contemplated thereunder) are in the interest of the Company and the Shareholders as a whole and the terms of the Option Shares Acquisition and the Acquisition Agreement are fair and reasonable.

SGM

The Option Shares Acquisition and the Acquisition, having taken into account the Shareholder's Loan and the Additional Concordia Loan, constitute a major transaction for the Company under Chapter 14 of the Listing Rules which requires the approval by the Shareholders at the SGM. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the date of this announcement, no Shareholder has any material interest in the Option Shares Acquisition and the Acquisition, and therefore no Shareholder is required to abstain from voting at the SGM. The SGM will be convened and held for the Shareholders to consider and, if thought fit, to approve the Option Shares Acquisition, the Acquisition Agreement and the transactions contemplated thereunder.

GENERAL

A circular containing, among other things, further details of the Acquisition, the Acquisition Agreement, the Option Shares Acquisition, financial information relating to the Group, Orient Town Group and Concordia, the notice of the SGM and other information as required under the Listing Rules will be despatched to the Shareholders as soon as practicable.

SUSPENSION AND RESUMPTION OF TRADING IN THE SHARES

Trading in the Shares on the Stock Exchange was suspended at the request of the Company with effect from 9:30 a.m. on 26th January, 2007 pending release of this announcement. Application has been made by the Company for resumption of trading in the Shares with effect from 9:30 a.m. on 2nd February, 2007.

TERMS USED IN THIS ANNOUNCEMENT

"Acquisition"	acquisition of the Sale Shares and the Sale Loan by Top Century pursuant to the Acquisition Agreement
"Acquisition Agreement"	the agreement dated 25th January, 2007 entered into between Forever Charm and Top Century in relation to the Acquisition
"Additional Concordia Loan"	a shareholder's loan of HK\$70 million which Top Century undertakes under the Acquisition Agreement to advance to Concordia after Completion
"Best Profit"	Best Profit Holdings Limited, a company incorporated in Hong Kong with limited liability, which is interested in 100% issued share capital of XLM
"Board"	the board of Directors
"Business Day(s)"	a day (other than Saturday and any day on which a tropical cyclone warning No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon or on which a "black" rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which the banks are open for business in Hong Kong and Macau

“BVI”	the British Virgin Islands
“Call Option”	an option to purchase 70 shares in Orient Town granted by Pacific Wish to Million Orient pursuant to the agreement between Pacific Wish and Million Orient dated 29th March, 2006, details of which are set in the Orient Town Circular
“Cancellation”	the cancellation of rights to acquire 35 issued shares in Orient Town under the Call Option by the Company
“Company”	Macau Prime Properties Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Acquisition in accordance with the Acquisition Agreement
“Concordia”	聯生發展股份有限公司 (Empresa De Fomento Industrial E Comercial Concordia, S.A.), a company incorporated in Macau
“Concordia Acquisition”	the acquisition of 77.1% of the registered share capital of Concordia and certain loans and interests accrued and due by Concordia to XLM, details of which are set out in the Orient Town Circular
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the total consideration for the Acquisition, being HK\$245.7 million, which shall be satisfied by cash pursuant to the terms of the Acquisition Agreement
“Deed of Guarantee”	the deed of guarantee, warranties and undertakings dated 29th March, 2006, details of which are set out in the Orient Town Circular
“Director(s)”	the director(s) of the Company
“Forever Charm”	Forever Charm Group Limited, an existing shareholder of Concordia holding 11.3% interest in Concordia
“Giant Energy”	Giant Energy Limited, a company incorporated in Hong Kong with limited liability
“Group”	the Company and its subsidiaries
“HK GAAP”	generally accepted accounting principles applicable in Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Initial Acquisition”	the acquisition of 40% of the issued share capital of Orient Town by Million Orient, details of which are set out in the Orient Town Circular
“Lease”	the lease granted by the Government of Macau to Concordia for the use of the Property which expired on 7th October, 2000
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	30th April, 2007 or such other date as agreed by Forever Charm and Top Century in writing
“Macau”	the Macau Special Administrative Region of the PRC
“Macau Properties Holdings”	Macau Properties Holdings Limited, a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of Orient Town
“Mr. Ma”	Ma Chi Un, Fred (馬志遠), being the beneficial owner of Pacific Wish
“Million Orient”	Million Orient Limited, a company incorporated in Hong Kong with limited liability, an indirect wholly-owned subsidiary of the Company
“Option Shares Acquisition”	the exercise of the right to acquire 35 shares in Orient Town from Pacific Wish at a cash consideration of HK\$35 pursuant to the Call Option
“Option Shares Completion”	completion of the Option Shares Acquisition
“Option Shares”	35 shares in Orient Town held by Pacific Wish
“Option Shares Consideration”	the sum of HK\$35, being the consideration payable by Million Orient for the Option Shares
“Orient Town”	Orient Town Limited, a company incorporated in Hong Kong with limited liability, which is interested in 70% of the issued share capital of Best Profit
“Orient Town Circular”	the circular of the Company dated 29th May, 2006 in respect of, among others, the Initial Acquisition and the Call Option
“Orient Town Group”	Orient Town and its subsidiaries
“Pacific Wish”	Pacific Wish Limited, a company incorporated in BVI, which is interested in 315 shares in Orient Town as at the date of this announcement and the vendor of the Initial Acquisition
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan for the purpose of this announcement

“Property”	14 parcels of leased land situated in Estrada de Seac Pai Van, Macau (澳門路環聯生填海區)
“Renewal”	the new concession or renewal to be granted by the Government of Macau to Concordia in relation to the Lease
“Sale Loan”	the shareholder’s loan in the principal sum of MOP40,817,355 due by Concordia to Forever Charm together with all interests accrued thereon which amounted to approximately MOP73.5 million as at 31st December, 2005
“Sale Shares”	the 8,700 shares in Concordia held by Forever Charm, representing 8.7% of the registered share capital of Concordia
“SGM”	the special general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the Option Shares Acquisition, the Acquisition Agreement and the transactions contemplated thereunder
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Shareholder’s Loan”	the additional loan of HK\$100 million to be advanced by Million Orient to Orient Town on Option Shares Completion
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Top Century”	Top Century International Limited, a company incorporated in BVI with limited liability, an indirect wholly-owned subsidiary of the Company
“XLM”	新聯盟投資有限公司 (San Lun Mang Investimentos, Limitada), a company incorporated in Macau with limited liability, which is interested in 85,000 shares in Concordia
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“MOP”	Macau Patacas, the lawful currency of Macau
“%”	per cent.
“m ² ”	square metre(s)

In this announcement, MOP are converted into HK\$ on the basis of MOP1.03 = HK\$1 for illustrative purpose.

For ease of reference, the names of Macau established companies and entities have been included in this announcement in English language and the English names of these companies and entities are their respective official English names or English tradenames used by them.

By order of the Board
Macau Prime Properties Holdings Limited
Yan Ha Hung, Loucia
Company Secretary

Hong Kong, 1st February, 2007

As at the date of this announcement, the Directors are as follows:

Executive Directors:

Mr. Cheung Hon Kit (*Chairman*)

Mr. Chan Fut Yan (*Managing Director*)

Mr. Wong Kam Cheong, Stanley (*Deputy Managing Director*)

Mr. Cheung Chi Kit

Mr. Lai Tsan Tung, David

Non-executive Directors:

Mr. Ho Hau Chong, Norman (*Deputy Chairman*)

Mr. Lo Lin Shing, Simon

Independent Non-executive Directors:

Mr. Wong Chi Keung, Alvin

Mr. Kwok Ka Lap, Alva

Mr. Chui Sai Cheong

“Please also refer to the published version of this announcement in The Standard.”