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

# PROFIT HARBOUR INVESTMENTS LIMITED

*(incorporated in the British Virgin Islands with limited liability)*

**MANDATORY UNCONDITIONAL CASH OFFERS BY**

**SUN HUNG KAI INTERNATIONAL LIMITED**

## ON BEHALF OF PROFIT HARBOUR INVESTMENTS LIMITED TO ACQUIRE ALL THE ISSUED SHARES OF HK$0.10 EACH AND ALL OUTSTANDING OPTIONS TO SUBSCRIBE FOR SHARES IN SHANGHAI MERCHANTS HOLDINGS LIMITED OTHER THAN THOSE ALREADY ACQUIRED BY PROFIT HARBOUR INVESTMENTS LIMITED AND PARTIES ACTING IN CONCERT WITH IT

## DESPATCH OF OFFER DOCUMENT

Copies of the Offer Document were despatched to the Shareholders and the Optionholders on 23rd September, 2003.

Shareholders and Optionholders are advised to read carefully the Offer Document, in particular, the section headed "Letter from Sun Hung Kai" and "Further terms of the Offers" together with the Offeree Document before deciding whether to accept or reject the Offers.

Trading in the Shares has been suspended at the request of the Company with effect from 9:30 a.m. on 2nd June, 2003 and will remain suspended until further notice.

Reference is made to the announcement made by the Offeror on 3rd September, 2003 (the "Announcement") regarding the Offers. Unless otherwise defined, terms used in this announcement shall have the same meanings as defined in the Announcement.

### DESPATCH OF THE OFFER DOCUMENT

The board of director of the Offeror announces that copies of the offer document in relation to the Offers (the "Offer Document") containing, inter alia, details of the Offers, together with the form of acceptance and transfer and form of acceptance and cancellation, were despatched to the Shareholders and the Optionholders on 23rd September, 2003.

Shareholders and Optionholders are reminded that the latest time for acceptance of the Offers will be 4:00 p.m. on Tuesday, 21st October, 2003. The Offers will be closed on Tuesday, 21st October, 2003 unless extended by the Offeror in accordance with the Code. Acceptances received after 4:00 p.m. on Tuesday, 21st October, 2003 will only be valid if the Offers is extended before 4:00 p.m. on Tuesday, 21st October, 2003.

In accordance with the Code, the Company is required to despatch an offeree document (the "Offeree Document") containing, inter alia, the advice and recommendations from the independent board committee of the Company and the independent financial adviser to Shareholders and Optionholders relating to the Offers within 14 days of the posting of the Offer Document.

Shareholders and Optionholders are advised to read carefully the Offer Document, in particular, the section headed "Letter from Sun Hung Kai" and "Further terms of the Offers" together with the Offeree Document before deciding whether to accept or reject the Offers.

Trading in the Shares has been suspended at the request of the Company with effect from 9:30 a.m. on 2nd June, 2003 and will remain suspended until further notice.

By Order of the board of
**Profit Harbour Investments Limited**
**Mr. Yue Jialin**
*Director*

Hong Kong, 23rd September, 2003

*The director of the Offeror accepts full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and that there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

"Please also refer to the published version of this announcement in The Standard"