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**CHINA TRENDS HOLDINGS LIMITED**

**中國趨勢控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8171)

**MAJOR TRANSACTION  
RELATING TO THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL  
OF FULL SMART ASIA LIMITED**

**SUPPLEMENTAL AGREEMENT  
AND  
FURTHER DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement made by the Company on 7 January 2011 in relation to the Acquisition.

**SUPPLEMENTAL AGREEMENT**

Following further negotiations, the Company, the Vendor and the Guarantor have, on 29 June 2011 (after trading hours), entered into a supplemental agreement to vary the terms of the Agreement in respect of the Acquisition, (i) since the Company need additional time to consider the structure of the Target Group with the Vendor, all the parties agreed that the completion of the transaction will be postponed to on or before 31 December 2011, and (ii) an additional HK\$11,400,000 shall be payable in cash by the Company to the Vendor within 14 Business Days from the date of signing of the supplemental agreement as interest-free refundable deposit (the "**Deposit**").

### **FURTHER DELAY IN DESPATCH OF CIRCULAR**

The despatch of the shareholders' circular in relation to the EGM to approve the Acquisition will be further delayed as additional time is required to finalise the circular. It is expected that the circular will be sent to Shareholders no later than on or before 31 December 2011.

**As the Completion remains subject to the fulfilment (or if applicable, waiver) of the Conditions, the Acquisition may or may not proceed. The issue of this announcement does not in any way imply that the Agreement will be implemented or be completed. Shareholders and potential investors should exercise caution when dealing in the Shares.**

Reference is made to the announcement (the "**First Announcement**") of the Company dated 7 January 2011 in relation to the major transaction on the acquisition of the entire issued share capital of Full Smart Asia Limited, the announcement (the "**Second Announcement**") of the Company dated 7 March 2011 in relation to the delay in despatch of the circular (the "**Circular**") containing, among other things, the details of the Acquisition and a notice of the EGM to the Shareholders, and the announcement (the "**Third Announcement**") of the Company dated 31 May 2011 in relation to the further delay in despatch of the Circular in respect of a major transaction. Definitions and terms used in this announcement, unless the context requires otherwise, shall bear the same meanings as defined in the First Announcement.

### **SUPPLEMENTAL AGREEMENT**

Following further negotiations, the Company, the Vendor and the Guarantor have, on 29 June 2011 (after trading hours), entered into a supplemental agreement to vary the terms of the Agreement in respect of the Acquisition, (i) since the Company need additional time to consider the structure of the Target Group with the Vendor, all the parties agreed that the completion of the transaction will be postponed to on or before 31 December 2011, and (ii) an additional HK\$11,400,000 shall be payable in cash by the Company to the Vendor within 14 Business Days from the date of signing of the supplemental agreement as interest-free refundable deposit (the "**Deposit**").

Save as set out above, all other terms of the Agreement remains in full force and effect.

### **FURTHER DELAY IN DESPATCH OF CIRCULAR**

As disclosed in the Third Announcement, the Circular containing further details in respect of, among other things, the Sale and Purchase Agreement and the transactions contemplated thereunder (including the issue of Convertible Bonds and the Conversion Shares in relation thereto), the notice of the EGM and other information as required under the GEM Listing Rules, will be despatched to the Shareholders on or before 30 June 2011. As additional time is required to finalise the content of the Circular (including but not

limited to the accountants' report on the Target Group and the valuation of the Target Group), the despatch of the Circular will be further postponed from 30 June 2011 to on or before 31 December 2011.

By Order of the Board  
**China Trends Holdings Limited**  
**Xiang Xin**  
Chairman

Hong Kong, 29 June 2011

*As at the date of this announcement, the executive Directors are Mr. Xiang Xin, Ms. Lu Yuhe and Mr. Liang Xiaojin ; the non-executive Director is Mr. Chen Banyan and the independent non-executive Directors are Mr. Zhang Zhan Liang, Mr. Kwok Chi Hung and Ms. An Jing.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.*

*This announcement will remain on GEM website on the "Latest Company Announcements" page for at least 7 days from the date of its posting and the Company website at [www.8171.com.hk](http://www.8171.com.hk).*