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# **SUNNY GLOBAL HOLDINGS LIMITED**

## **新怡環球控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 1094)

### **(1) PRIVATE PLACING OF NON-LISTED 2008 WARRANTS; (2) PRIVATE PLACING OF NON-LISTED 2009 WARRANTS; AND (3) RESUMPTION OF TRADING**

#### **PLACING OF 2008 WARRANTS**

The Directors are pleased to announce that on 3 April 2007, the 2008 Warrant Placing Agreement was entered into between the Company, the First Subscriber and the First Guarantor in relation to a private placing of 48,000,000 2008 Warrants at an issue price of HK\$0.016 per 2008 Warrant.

The 2008 Warrants entitle the First Subscriber to subscribe for 48,000,000 New Shares at an initial 2008 Warrant Exercise Price of HK\$0.134 per New Share for a period of one year commencing from the date of issue of the 2008 Warrants. Each 2008 Warrant carries the right to subscribe for one (1) New Share.

Completion of the 2008 Warrant Placing Agreement is subject to the fulfillment of the conditions stated in the section headed “Conditions of the 2008 Warrant Placing” in this announcement.

It is intended that the net proceeds from the 2008 Warrant Placing of approximately HK\$600,000 will be applied as general working capital of the Group and any additional proceeds from the issue of the New Shares upon the exercise of the subscription rights attaching to the 2008 Warrants in future will be applied as general working capital and as funds for future development of the Group when investment opportunities arise.

The New Shares to be allotted and issued upon the exercise of the subscription rights attaching to the 2008 Warrants will be issued under the General Mandate.

#### **PLACING OF 2009 WARRANTS**

The Directors are pleased to announce that on 3 April 2007, the 2009 Warrant Placing Agreement was entered into between the Company, the Second Subscriber and the Second Guarantor in relation to a private placing of 130,000,000 2009 Warrants at an issue price of HK\$0.016 per 2009 Warrant.

The 2009 Warrants entitle the Second Subscriber to subscribe for 130,000,000 New Shares at an initial 2009 Warrant Exercise Price of HK\$0.156 per New Share for a period of two years commencing from the date of issue of the 2009 Warrants. Each 2009 Warrant carries the right to subscribe for one (1) New Share.

Completion of the 2009 Warrant Placing Agreement is subject to the fulfillment of the conditions stated in the section headed “Conditions of the 2009 Warrant Placing” in this announcement.

It is intended that the net proceeds from the 2009 Warrant Placing of approximately HK\$1,900,000 will be applied as general working capital of the Group and any additional proceeds from the issue of the New Shares upon the exercise of the subscription rights attaching to the 2009 Warrants in future will be applied as general working capital and as funds for future development of the Group when investment opportunities arise.

The New Shares to be allotted and issued upon the exercise of the subscription rights attaching to the 2009 Warrants will be issued under the General Mandate.

Assuming the full exercise of the subscription rights attaching to the 2008 Warrants and the 2009 Warrants, the total funds, including the funds raised by the 2008 Warrant Placing and the 2009 Warrant Placing, to be raised is approximately HK\$29,150,000, net of, among other fees, legal fees, printing expenses and the fees for the application of listing of the New Shares.

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the New Shares which may fall to be allotted and issued upon exercise of the subscription rights attaching to the 2008 Warrants and the 2009 Warrants. No listing of the 2008 Warrants and the 2009 Warrants will be sought on the Stock Exchange or any other stock exchanges.

### **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares was suspended with effect from 9:30 a.m. on 4 April 2007 pending the issue of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 11 April 2007.

### **2008 WARRANT PLACING AGREEMENT**

**Date:** 3 April 2007

**Parties:** (i) Issuer: the Company  
(ii) Subscriber: the First Subscriber  
(iii) Guarantor: the First Guarantor

The terms of the 2008 Warrant Placing Agreement were fixed by the parties on 3 April 2007.

### **Information on the Subscriber**

The First Subscriber is a company incorporated in the British Virgin Islands for investment holding and is wholly and beneficially owned by the First Guarantor. The First Guarantor is a private investor who has been investing in the securities market in Hong Kong for over ten years. The Directors confirm that the First Subscriber and its ultimate beneficial owner, the First Guarantor, are Independent Third Parties.

**Number of Warrants**

48,000,000 2008 Warrants.

**Warrant Issue Price**

HK\$0.016 per 2008 Warrant.

**Exercise Price**

HK\$0.134 per New Share, subject to adjustments for, subdivision or consolidation of shares, rights issues and other dilutive events which may have adverse effects on the rights of the holder of the 2008 Warrants.

The 2008 Warrant Exercise Price represents (i) the closing price of HK\$0.134 per Share as quoted on the Stock Exchange on 3 April 2007, being the last trading day immediately prior to the entering into of the 2008 Warrant Placing Agreement; and (ii) a premium of approximately 0.75% over the average of the closing prices of HK\$0.133 per Share as quoted on the Stock Exchange for the last five trading days up to and including 3 April 2007.

The aggregate of the 2008 Warrant Issue Price and the 2008 Warrant Exercise Price represents (i) a premium of approximately 11.94% over the closing price of HK\$0.134 per Share as quoted on the Stock Exchange on 3 April 2007, being the last trading day before the entering into of the 2008 Warrant Placing Agreement; and (ii) a premium of approximately 12.78% over the average of the closing prices of HK\$0.133 per Share as quoted on the Stock Exchange for the last five trading days up to and including 3 April 2007.

The Board considers that both the Warrant Issue Price and the 2008 Warrant Exercise Price and the aggregate of which are fair and reasonable, which are determined after arm's length negotiations between the Company and the First Subscriber with reference to the recent trading prices of the Shares, and are in the interests of the Company and the Shareholders as a whole. It is expected that the net price of each New Shares to be issued upon the exercise of the rights under the 2008 Warrants, after deducting the necessary related expenses, will be approximately HK\$0.146 per New Share.

**Transferability**

The 2008 Warrants are transferable in integral multiples of 2,000,000 2008 Warrants. In the event of a transfer of the 2008 Warrants to a connected person of the Company (as defined under the Listing Rules), prior approval from the Stock Exchange and the Company will be obtained. The Company undertakes to comply with the relevant Listing Rules and to make necessary announcement(s), where appropriate, if and when the First Subscriber makes any transfer of the 2008 Warrants to other parties requiring disclosure.

**Completion Date**

Completion of the 2008 Warrant Placing Agreement will take place on the third Business Day after the fulfillment of the conditions referred to in the section headed "Conditions of the 2008 Warrant Placing" below.

**Information of the 2008 Warrants**

The 2008 Warrants will be issued to the First Subscriber upon Completion in registered form and constituted by a deed poll. The 2008 Warrants will rank pari passu in all respects among themselves.

Each 2008 Warrant carries the right to subscribe for one (1) New Share at the 2008 Warrant Exercise Price and is issued at the Warrant Issue Price.

The subscription rights attaching to the 2008 Warrants may be exercised at any time during a period of one year commencing from the date of issue of the 2008 Warrants. The New Shares, when fully paid and allotted, will rank pari passu in all respects with the then existing issued Shares of the Company.

A total of 48,000,000 2008 Warrants are proposed to be issued. Upon full exercise of the subscription rights attaching to the 2008 Warrants, a total of 48,000,000 New Shares will be issued, representing (i) approximately 2.46% of the issued share capital of the Company as at the date of this announcement; (ii) approximately 2.40% of the issued share capital of the Company as enlarged by the allotment and issue of the New Shares from the full exercise of the subscription rights attaching to the 2008 Warrants; and (iii) approximately 2.26% of the issued share capital of the Company as enlarged by the allotment and issue of the New Shares from the full exercise of the subscription rights attaching to the 2008 Warrants and the 2009 Warrants.

### **Conditions of the 2008 Warrant Placing**

Completion of the 2008 Warrant Placing Agreement shall be subject to and conditional upon, among other things, the following:

- (1) (if required) the Listing Committee of the Stock Exchange shall have approved the issue of the 2008 Warrants either unconditionally or subject to conditions to which neither the Company nor the First Subscriber shall reasonably object and the satisfaction of such conditions; and
- (2) the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the New Shares to be allotted and issued upon the exercise in full of the subscription rights attaching to the 2008 Warrants.

If the conditions of the 2008 Warrant Placing Agreement are not fulfilled on or before 20 April 2007 (or such later date as may be agreed between the Company and the First Subscriber), the 2008 Warrant Placing Agreement will terminate and cease to have any effect and none of the parties shall have any claim against the other save for any antecedent breaches of the provisions thereof.

### **Voting rights for the holders of the 2008 Warrants**

The holder of the 2008 Warrants will not have any right to attend or vote at any meeting of the Company by virtue of them being holders of the 2008 Warrants. The holder of the 2008 Warrants shall not have the right to participate in any distributions and/or offers of further securities made by the Company.

### **Rights of the holders of the 2008 Warrants on the liquidation of the Company**

If the Company is wound up during the subscription period of the 2008 Warrants, all subscription rights attaching to the 2008 Warrants which have not been exercised shall lapse, save for in the event of a voluntary winding-up, the holders of the 2008 Warrants shall be entitled within six weeks after the passing of such a resolution approving the winding-up to exercise the subscription rights attaching to the 2008 Warrants in accordance with the terms and conditions of the 2008 Warrants.

### **Mandate to issue the New Shares**

The General Mandate was granted to the Directors pursuant to an ordinary resolution of the Company passed at its annual general meeting on 30 March 2007 to allot and issue up to 20% of the aggregate nominal amount of the share capital of the Company in issue on that date, being HK\$38,960,000 and divided into 389,600,000 Shares.

The New Shares to be allotted and issued upon the exercise in full of the subscription rights attaching to the 2008 Warrants will be allotted and issued under the General Mandate. The 48,000,000 New Shares to be allotted and issued upon full exercise of the subscription rights attaching to the 2008 Warrants utilises approximately 12.32% of the General Mandate. The General Mandate has not been previously utilised prior to the 2008 Warrant Placing.

## **2009 WARRANT PLACING AGREEMENT**

**Date:** 3 April 2007

**Parties:** (i) Issuer: the Company  
(ii) Subscriber: the Second Subscriber  
(iii) Guarantor: the Second Guarantor

The terms of the 2009 Warrant Placing Agreement were fixed by the parties on 3 April 2007.

### **Information on the Subscriber**

The Second Subscriber is a company incorporated in the British Virgin Islands for investment holding and is wholly and beneficially owned by the Second Guarantor. The Second Guarantor is a private investor who has worked as a professional engineer in telecommunication industry in both private practice and government sector for over 20 years. The Directors confirm that the Second Subscriber and its ultimate beneficial owner, the Second Guarantor, are Independent Third Parties.

### **Number of Warrants**

130,000,000 2009 Warrants.

### **Warrant Issue Price**

HK\$0.016 per 2009 Warrant.

### **Exercise Price**

HK\$0.156 per New Share, subject to adjustments for, subdivision or consolidation of shares, rights issues and other dilutive events which may have adverse effects on the rights of the holder of the 2009 Warrants.

The 2009 Warrant Exercise Price represents (i) a premium of approximately 16.42% over the closing price of HK\$0.134 per Share as quoted on the Stock Exchange on 3 April 2007, being the last trading day immediately prior to the entering into of the 2009 Warrant Placing Agreement; and (ii) a premium of approximately 17.29% over the average of the closing prices of HK\$0.133 per Share as quoted on the Stock Exchange for the last five trading days up to and including 3 April 2007.

The aggregate of the Warrant Issue Price and the 2009 Warrant Exercise Price represents (i) a premium of approximately 28.36% over the closing price of HK\$0.134 per Share as quoted on the Stock Exchange on 3 April 2007, being the last trading day before the entering into of the 2009 Warrant Placing Agreement; and (ii) a premium of approximately 29.32% over the average of the closing prices of HK\$0.133 per Share as quoted on the Stock Exchange for the last five trading days up to and including 3 April 2007.



The Board considers that both the Warrant Issue Price and 2009 Warrant Exercise Price and the aggregate of which are fair and reasonable, which are determined after arm's length negotiations between the Company and the Second Subscriber with reference to the recent trading prices of the Shares, and are in the interests of the Company and the Shareholders as a whole. It is expected that the net price of each New Shares to be issued upon the exercise of the rights under the 2009 Warrants, after deducting the necessary related expenses, will be approximately HK\$0.170 per New Share.

### **Transferability**

The 2009 Warrants are transferable in integral multiples of 2,500,000 2009 Warrants. In the event of a transfer of the 2009 Warrants to a connected person of the Company (as defined under the Listing Rules), prior approval from the Stock Exchange and the Company will be obtained. The Company undertakes to comply with the relevant Listing Rules and to make necessary announcement(s), where appropriate, if and when the Second Subscriber makes any transfer of the 2009 Warrants to other parties requiring disclosure.

### **Completion Date**

Completion of the 2009 Warrant Placing Agreement will take place on the third Business Day after the fulfillment of the conditions referred to in the section headed "Conditions of the 2009 Warrant Placing" below.

### **Information of the 2009 Warrants**

The 2009 Warrants will be issued to the Second Subscriber upon Completion in registered form and constituted by a deed poll. The 2009 Warrants will rank pari passu in all respects among themselves.

Each 2009 Warrant carries the right to subscribe for one (1) New Share at the 2009 Warrant Exercise Price and is issued at the Warrant Issue Price.

The subscription rights attaching to the 2009 Warrants may be exercised at any time during a period of two years commencing from the date of issue of the 2009 Warrants. The New Shares, when fully paid and allotted, will rank pari passu in all respects with the then existing issued Shares of the Company.

A total of 130,000,000 2009 Warrants are proposed to be issued. Upon full exercise of the subscription rights attaching to the 2009 Warrants, a total of 130,000,000 New Shares will be issued, representing (i) approximately 6.67% of the issued share capital of the Company as at the date of this announcement; (ii) approximately 6.26% of the issued share capital of the Company as enlarged by the allotment and issue of the New Shares from the full exercise of the subscription rights attaching to the 2009 Warrants; and (iii) approximately 6.11% of the issued share capital of the Company as enlarged by the allotment and issue of the New Shares from the full exercise of the subscription rights attaching to the 2008 Warrants and the 2009 Warrants.

### **Conditions of the 2009 Warrant Placing**

Completion shall be subject to and conditional upon, among other things, the following:

- (1) (if required) the Listing Committee of the Stock Exchange shall have approved the issue of the 2009 Warrants either unconditionally or subject to conditions to which neither the Company nor the Second Subscriber shall reasonably object and the satisfaction of such conditions; and
- (2) the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the New Shares to be allotted and issued upon the exercise in full of the subscription rights attaching to the 2009 Warrants.

If the conditions of the 2009 Warrant Placing Agreement are not fulfilled on or before 20 April 2007 (or such later date as may be agreed between the Company and the Second Subscriber), the 2009 Warrant Placing Agreement will terminate and cease to have any effect and none of the parties shall have any claim against the other save for any antecedent breaches of the provisions thereof.

#### **Voting rights for the holders of the 2009 Warrants**

The holder of the 2009 Warrants will not have any right to attend or vote at any meeting of the Company by virtue of them being holders of the 2009 Warrants. The holder of the 2009 Warrants shall not have the right to participate in any distributions and/or offers of further securities made by the Company.

#### **Rights of the holders of the 2009 Warrants on the liquidation of the Company**

If the Company is wound up during the subscription period of the 2009 Warrants, all subscription rights attaching to the 2009 Warrants which have not been exercised shall lapse, save for in the event of a voluntary winding-up, the holders of the 2009 Warrants shall be entitled within six weeks after the passing of such a resolution approving the winding-up to exercise the subscription rights attaching to the 2009 Warrants in accordance with the terms and conditions of the 2009 Warrants.

#### **Mandate to issue the New Shares**

The General Mandate was granted to the Directors pursuant to an ordinary resolution of the Company passed at its annual general meeting on 30 March 2007 to allot and issue up to 20% of the aggregate nominal amount of the share capital of the Company in issue on that date, being HK\$38,960,000 and divided into 389,600,000 Shares.

The New Shares to be allotted and issued upon the exercise in full of the subscription rights attaching to the 2009 Warrants will be allotted and issued under the General Mandate. The 130,000,000 New Shares to be allotted and issued upon full exercise of the subscription rights attaching to the 2009 Warrants utilises approximately 33.37% of the General Mandate. The General Mandate has not been previously utilised prior to the 2009 Warrant Placing.

#### **APPLICATION FOR LISTING**

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the New Shares which may fall to be allotted and issued upon exercise of the subscription rights attaching to the 2008 Warrants and the 2009 Warrants. No listing of the 2008 Warrants and the 2009 Warrants will be sought on the Stock Exchange or any other stock exchanges.

#### **REASONS FOR THE 2008 WARRANT PLACING AND 2009 WARRANT PLACING**

The Group is engaged in the design and trading of a wide range of leisure and athletic footwear. The Group is also engaged in the information technology business including the provision of system integration services, facility management services and information technology infrastructure network development in the PRC and Hong Kong.

The Board has considered other alternative fund raising methods such as debt financing, rights issue or open offers but the Board believes that the 2008 Warrant Placing and the 2009 Warrants Placing are more appropriate means of fund raising for the Company. The 2008 Warrant Placing and the 2009 Warrant Placing are not interest bearing and do not have any immediate dilution effect on the shareholding of the existing Shareholders. In addition to the net proceeds that will be raised upon Completion, further capital will be raised upon the exercise of the subscription rights attaching to the 2008 Warrants and the 2009 Warrants by the holder of such Warrants during the subscription period.

In view of the interests of the First Subscriber and the Second Subscriber in investing in the Group and the immediate inflow of approximately HK\$2,848,000, coupled with the potential inflow of further capital upon the exercise of the subscription rights attaching to the 2008 Warrants and the 2009 Warrants, the Directors are of the view that the 2008 Warrant Placing and the 2009 Warrant Placing provide a good opportunity to strengthen the Company's financial position and in the event the First Subscriber and the Second Subscriber fully exercise its subscription rights under the 2008 Warrant Placing Agreement and the 2009 Warrant Placing Agreement respectively, funds received may cater for future needs for its operation and development. The Board is aware of: (i) the potential dilution effect upon the exercising of the subscription rights attaching to the 2008 Warrants and the 2009 Warrants on the existing Shareholders' interests in the Company; and (ii) the Company still has unutilised proceeds of HK\$14,500,000 from the subscription of Shares in March 2007. Having considered both the advantages and disadvantages of the placing of the 2008 Warrants and the 2009 Warrants, the Board considers that the advantages outweigh the disadvantages. In view of the above, the Board considers that the 2008 Warrant Placing and the 2009 Warrant Placing are justified and on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

The Board considers that the terms of the 2008 Warrant Placing and the 2009 Warrant Placing including the Warrant Issue Price, the 2008 Warrant Exercise Price and the 2009 Warrant Exercise Price have been arrived at after arm's length negotiations between the Company, the First Subscriber and the Second Subscriber and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

It is intended that the net proceeds from the 2008 Warrant Placing and the 2009 Warrant Placing of approximately HK\$2,500,000 will be applied as general working capital of the Group and any additional proceeds from the issue of the New Shares upon the exercise of the subscription rights attaching to the 2008 Warrants and the 2009 Warrants in future will be applied as general working capital and as funds for future development of the Group when investment opportunities arise. As at the date of this announcement, the Company has not identified any specific investment plans. Since the exercise of the subscription rights attaching to the 2008 Warrants and the 2009 Warrants is at the discretion of the holder of the 2008 Warrants and the 2009 Warrants, the Company is not able to ascertain the exact additional proceeds which may be raised from the issue of the New Shares as at the date of this announcement.

Assuming the full exercise of the subscription rights attaching to the 2008 Warrants and the 2009 Warrants, the total funds, including the funds raised by the 2008 Warrant Placing and the 2009 Warrant Placing, to be raised is approximately HK\$29,150,000, net of, among other fees, legal fees, printing expenses and the fees for the application of listing of the New Shares.

There will be no change to the composition of the Board and the principal business engaged by the Group as a result of or in connection with the 2008 Warrant Placing and the 2009 Warrant Placing.

#### **EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE-MONTH PERIOD**

On 16 August 2006, the Company entered into a warrant placing agreement with the Second Subscriber and the Second Guarantor for the subscription of 230,000,000 non-listed warrants at an issue price of HK\$0.01 per warrant and an exercise price of HK\$0.10 per warrant.

It was intended that the net proceeds from the placing of the Previous Warrants be applied as general working capital of the Group and any additional proceeds from the issue of the new Shares upon the exercise of the subscription rights attaching to the Previous Warrants be applied as general working capital and as funds for future development of the Group when investment opportunities arise. The net proceeds of the placing of the Previous Warrants of approximately HK\$2,100,000 and



the net proceeds of the issue of 20,000,000 Shares upon the exercise of the subscription rights attaching to the 20,000,000 Previous Warrants of approximately HK\$2,000,000 have been applied towards the general working capital of the Group.

On 13 March 2007, the Company entered into a subscription agreement with the First Subscriber for the subscription of 50,000,000 Shares at an issue price of HK\$0.10 per Share.

The net proceeds of the said subscription of approximately HK\$4,850,000 will be applied towards the general working capital of the Group.

On 19 March 2007, the Company entered into a subscription agreement with Lucky Rider Investment Limited for the subscription of 70,000,000 Shares at an issue price of HK\$0.14 per Share.

The net proceeds of the said subscription of approximately HK\$9,650,000 will be applied towards the general working capital of the Group.

### CHANGES OF SHAREHOLDING STRUCTURE

As at the date of this announcement, the Company has 1,948,000,000 Shares in issue. The shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the full exercise of the subscription rights attaching to the 2008 Warrants and the 2009 Warrants and before the full exercise of the subscription rights attaching to the Previous Warrants; and (iii) immediately after the full exercise of the subscription rights attaching to the Previous Warrants, the 2008 Warrants and the 2009 Warrants are as follows:

	As at the date of this announcement		Immediately after the full exercise of the subscription rights attaching to the 2008 Warrants and the 2009 Warrants and before the full exercise of the subscription rights attaching to the Previous Warrants		Immediately after the full exercise of the subscription rights attaching to the Previous Warrants, the 2008 Warrants and the 2009 Warrants	
	No. of Shares	Approximate %	No. of Shares	Approximate%	No. of Shares	Approximate%
Info Fortune Holdings Limited (Note 1)	196,792,000	10.10	196,792,000	9.26	196,792,000	8.42
Goldlite International Limited (Note 2)	150,000,000	7.70	150,000,000	7.06	150,000,000	6.42
Wyndham Profit International Limited (Note 2)	75,000,000	3.85	75,000,000	3.53	75,000,000	3.21
Hikari International Limited (Note 2)	75,000,000	3.85	75,000,000	3.53	75,000,000	3.21
Mr. Lam Shu Chung	358,000,000	18.38	358,000,000	16.84	358,000,000	15.33
The First Subscriber (Note 3)	50,000,000	2.57	98,000,000	4.61	98,000,000	4.20
The Second Subscriber (Note 4)	–	–	130,000,000	6.11	340,000,000	14.55
Other public Shareholders	1,043,208,000	53.55	1,043,208,000	49.06	1,043,208,000	44.66
<b>Total:</b>	<b><u>1,948,000,000</u></b>	<b><u>100.00</u></b>	<b><u>2,126,000,000</u></b>	<b><u>100.00</u></b>	<b><u>2,336,000,000</u></b>	<b><u>100.00</u></b>

*Notes:*

1. Info Fortune Holdings Limited is a company wholly-owned by Mr. Lee Man Fa.
2. Lum Lap Kwan, Simon is the sole shareholder of Goldlite International Limited and a 45% shareholder of Hikari International Limited. Wong Wai Wing, Stephanie is the sole shareholder of Wyndham Profit International Limited and a 55% shareholder of Hikari International Limited.
3. Assuming that the First Subscriber does not acquire any further interests in the Shares, the First Subscriber will be a public Shareholder prior to and immediately after the full exercise of the subscription rights attaching to the Previous Warrants, the 2008 Warrants and the 2009 Warrants.
4. The Second Subscriber is interested in 210,000,000 underlying Shares which may be allotted and issued upon the exercise of the 210,000,000 Previous Warrants. For further details in relation to such warrants, please refer to the announcement of the Company dated 22 August 2006.

Assuming that the Second Subscriber does not acquire any further interests in the Shares, the Second Subscriber will be a public Shareholder immediately after the full exercise of the subscription rights attaching to the 2008 Warrants and the 2009 Warrant but before the exercise of any of the subscription rights attaching to the Previous Warrants.

As at the date of this announcement there are 210,000,000 outstanding Previous Warrants. The total number of new Shares to be issued under the Previous Warrants, the 2008 Warrants and the 2009 Warrants are 388,000,000 Shares, representing approximately 19.92% of the existing issued share capital of the Company. Upon the full exercise of the subscription rights attaching to the Previous Warrants, the 2008 Warrants and the 2009 Warrants, the First Subscriber and the Second Subscriber will hold 98,000,000 Shares and 340,000,000 Shares respectively, representing approximately 4.20% and 14.55% respectively of the issued share capital of the Company as enlarged by the allotment and issue of the New Shares from the full exercise of the subscription rights attaching to the Previous Warrants, the 2008 Warrants and the 2009 Warrants.

As at the date of this announcement, save for the Previous Warrants, the 2008 Warrants, the 2009 Warrants and the share options granted under the share option scheme of the Company adopted on 12 June 2002, the Company does not have any outstanding share options, convertible bonds or any other securities convertible into Shares.

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares was suspended with effect from 9:30 a.m. on 4 April 2007 pending the issue of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 11 April 2007.

## **DEFINITIONS**

Terms or expressions used in this announcement shall, unless the context otherwise requires, shall have the meanings ascribed to them below:

“2008 Warrant(s)” 48,000,000 non-listed warrants to be issued by the Company at the Warrant Issue Price, each entitles the holder thereof to subscribe for one New Share at the 2008 Warrant Exercise Price of HK\$0.134 (subject to adjustment) at any time during a period of one year commencing from the date of issue of the 2008 Warrants

“2008 Warrant Exercise Price”	an initial exercise price of HK\$0.134 per New Share (subject to adjustment) at which holder of the 2008 Warrants may subscribe for the New Shares
“2008 Warrant Placing”	a private placing of the 2008 Warrants at the Warrant Issue Price pursuant to the 2008 Warrant Placing Agreement
“2008 Warrant Placing Agreement”	the conditional subscription agreement dated 3 April 2007 and entered into among the Company, the First Subscriber and the First Guarantor in relation to the 2008 Warrant Placing
“2009 Warrant(s)”	130,000,000 non-listed warrants to be issued by the Company at the Warrant Issue Price, each entitles the holder thereof to subscribe for one New Share at the 2009 Warrant Exercise Price of HK\$0.156 (subject to adjustment) at any time during a period of two years commencing from the date of issue of the 2009 Warrants
“2009 Warrant Exercise Price”	an initial exercise price of HK\$0.156 per New Share (subject to adjustment) at which holder of the 2009 Warrants may subscribe for the New Shares
“2009 Warrant Placing”	a private placing of the 2009 Warrants at the Warrant Issue Price pursuant to the 2009 Warrant Placing Agreement
“2009 Warrant Placing Agreement”	the conditional subscription agreement dated 3 April 2007 and entered into among the Company, the Second Subscriber and the Second Guarantor in relation to the 2009 Warrant Placing
“Board”	the board of Directors
“Business Day”	any day (not being a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	Sunny Global Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange
“Completion”	completion of the 2008 Warrant Placing and the 2009 Warrant Placing in accordance with the terms and conditions of the 2008 Warrant Placing Agreement, or as appropriate, the 2009 Warrant Placing Agreement
“Directors”	the directors of the Company
“First Guarantor”	Mr. Luk Kam, the guarantor under the 2008 Warrant Placing Agreement and the legal and beneficial owner of the entire issued share capital of the First Subscriber

“First Subscriber”	Rainbow Bridge Group Limited, a company incorporated in the British Virgin Islands and the subscriber to the 2008 Warrant Placing Agreement
“General Mandate”	the general mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 30 March 2007, pursuant to which a maximum of 389,600,000 new Shares may fall to be allotted and issued as at the date of this announcement
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	a party which is not connected persons (as defined under the Listing Rules) of the Company and is independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	a maximum of 178,000,000 new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attached to the 2008 Warrants and the 2009 Warrants
“PRC”	the People’s Republic of China
“Previous Warrants”	230,000,000 non-listed warrants issued by the Company to the Second Subscriber pursuant to a subscription agreement dated 16 August 2006 and entered into among the Company, the Second Subscriber and the Second Guarantor, at HK\$0.01 per unit of warrant to be issued, each entitles the holder thereof to subscribe for one New Share at the exercise price of HK\$0.10 (subject to adjustment) at any time during a period of eighteen months commencing from the date of issue of the warrants
“Second Guarantor”	Mr. Pun Yan Chak, the guarantor under the 2009 Warrant Placing Agreement and the legal and beneficial owner of the entire issued share capital of the Second Subscriber
“Second Subscriber”	Wellington International Invest Limited, a company incorporated in the British Virgin Islands and the subscriber to the 2009 Warrant Placing Agreement
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Warrant Issue Price”	HK\$0.016 per unit of 2008 Warrant and the 2009 Warrant to be issued pursuant to the 2008 Warrant Placing and the 2009 Warrant Placing
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board  
**Sunny Global Holdings Limited**  
**Too Shu Wing**  
*Chairman*

Hong Kong, 10 April 2007

*As at the date of this announcement, the Board comprise, Mr. Too Shu Wing, Mr. Yan Wa Tat and Mr. Tai King Foon who are the executive Directors, Mr. Lee Man Fa who is the non-executive Director, Mr. Liu Kwok Wah, Mr. Tsui Pak Hang, Mr. Chan Wai Ming, Mr. Tsui Pak Hang who are the independent non-executive Directors.*

*\* For identification purpose only*

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