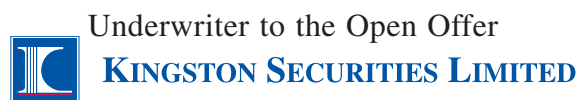
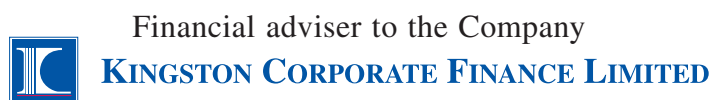


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**PROPOSED OPEN OFFER OF NEW SHARES TO QUALIFYING SHAREHOLDERS  
ON THE BASIS OF FOUR OFFER SHARES  
FOR EVERY SHARE HELD ON THE RECORD DATE**



**PROPOSED OPEN OFFER**

The Board proposes to raise approximately HK\$63.6 million, before expenses, by way of the Open Offer of 635,610,848 Offer Shares at a subscription price of HK\$0.10 per Offer Share. The Company will offer for subscription of 635,610,848 Offer Shares in the proportion of four Offer Shares for every Share held by the Qualifying Shareholders on the Record Date. The Open Offer is not available to the Excluded Shareholders.

Pursuant to the Underwriting Agreement, the Underwriter has conditionally agreed to subscribe or procure subscribers for the Underwritten Shares. Accordingly, the Open Offer is fully underwritten.

The estimated net proceeds of the Open Offer will be approximately HK\$61.0 million which will be used for general working capital purposes as well as for future business development.

## **WARNING OF THE RISKS OF DEALINGS IN THE SHARES**

**The Open Offer is conditional upon, inter alia, the fulfillment of the conditions set out below under the sub-section headed “Conditions of the Open Offer” in the section headed “Underwriting arrangements” below. In addition, the Underwriter is entitled under the Underwriting Agreement to terminate the Underwriting Agreement on the occurrence of certain events as more particularly described under the sub-section headed “Termination of the Underwriting Agreement” in the section headed “Underwriting arrangements” below. The Open Offer is also subject to the Underwriter not terminating the Underwriting Agreement. Accordingly, the Open Offer may or may not proceed.**

**Any dealing in the Shares from the date of this announcement up to the date on which all the conditions of the Open Offer are fulfilled will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares are advised to consult their own professional advisers.**

**Shareholders should note that, based on the expected timetable, the Shares will be dealt with on an ex-entitlement basis from Friday, 29 May 2009 and that dealing in the Shares will take place even though the conditions to which the Open Offer is subject remained unfulfilled.**

To qualify for the Open Offer, any transfer of Shares must be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on Monday, 1 June 2009.

### **GENERAL**

As the Open Offer will increase the issued share capital of the Company by more than 50%, pursuant to Rule 7.24(5) of the Listing Rules, the Open Offer must be made conditional on approval by Independent Shareholders at the SGM and any controlling shareholders (as defined in the Listing Rules) and their associates shall abstain from voting in favour of the relevant resolution relating to the Open Offer. As at the date of this announcement, Lucky Tune, who held 63,891,160 Shares representing approximately 40.21% of the entire issued share capital of the Company, is the controlling shareholder of the Company and therefore, Lucky Tune, together with its associates, shall abstain from voting on the relevant resolution to approve the Open Offer at the SGM.

An Independent Board Committee has been formed to advise the Independent Shareholders in respect of the Open Offer. An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Open Offer.

A circular containing, among other things, details of the Open Offer, the recommendation from the Independent Board Committee, the advice of the independent financial adviser on the Open Offer and a notice convening the SGM, will be despatched to the Shareholders as soon as practicable.

## **PROPOSED OPEN OFFER**

### **Issue statistics**

Basis of the Open Offer	:	Four Offer Shares for every Share held on the Record Date
Number of Shares in issue as at the date of this announcement	:	158,902,712 Shares
Number of Offer Shares	:	635,610,848 Offer Shares
Subscription price	:	HK\$0.10 per Offer Share
Enlarged issued share capital immediately upon completion of the Open Offer	:	794,513,560 Shares

As at the date of this announcement, there were no outstanding options, warrants, derivatives or convertible securities which may confer any right to the holder thereof to subscribe for, convert or exchange into new Shares.

Pursuant to the Underwriting Agreement, the Company has undertaken that it shall not, without the prior consent of the Underwriter, issue any Shares or issue or grant any share options or other securities convertible into, exchangeable for or which carry rights to acquire Shares (other than the Offer Shares) from the date of the Underwriting Agreement until after the Latest Acceptance Time, being at 4:00 p.m. on Friday, 19 June 2009.

### **Qualifying Shareholders**

The Open Offer is only available to the Qualifying Shareholder. To qualify for the Open Offer, a Shareholder must be registered as a member of the Company at the close of business on the Record Date and not be an Excluded Shareholder.

In order to be registered as members of the Company at the close of business on the Record Date, Shareholders must lodge any transfers of Shares (together with the relevant share certificates) with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Monday, 1 June 2009.

### **Book closure period**

The register of members of the Company will close from Tuesday, 2 June 2009 to Thursday, 4 June 2009 (both dates inclusive). No transfer of Shares will be registered during this book closure period.

The Company will send the Prospectus Documents to the Qualifying Shareholders only. For the Excluded Shareholders, the Company will send the Prospectus to them for their information only.

### **No transfer of nil-paid entitlements and no application for excess Offer Shares**

The invitation to apply for Offer Shares will not be transferable and there will be no trading in nil-paid entitlements on the Stock Exchange.

There is no arrangement for application of Offer Shares by Qualifying Shareholders in excess of their entitlements. Considering that each Qualifying Shareholder will be given an equal and fair opportunity to participate in the Company's future development by subscribing for his/her/its proportionate entitlement under the Open Offer, if application for excess Offer Shares is arranged, the Company will be required to put in additional effort and costs to administer the excess application procedures, which is not cost-effective from the viewpoint of the Company. Any Offer Shares not taken up by the Qualifying Shareholders will be taken up by the Underwriter.

### **Subscription price**

The subscription price for the Offer Shares is HK\$0.10 per Offer Share, payable in cash in full upon application. The subscription price represents:

- (i) a discount of approximately 86.11% to the closing price per Share of HK\$0.720 as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 86.23% to the average of the closing prices per Share of HK\$0.726 for the last 5 trading days as quoted on the Stock Exchange up to and including the Last Trading Day;
- (iii) a discount of approximately 87.08% to the average of the closing prices per Share of HK\$0.774 for the last 10 trading days as quoted on the Stock Exchange up to and including the Last Trading Day; and
- (iv) a discount of approximately 55.36% to the theoretical ex-entitlement price of HK\$0.224 per Share calculated based on the closing price per Share as quoted on the Stock Exchange on the Last Trading Day.

The subscription price for the Offer Shares was determined after arm's length negotiations between the Company and the Underwriter with reference to the prevailing market conditions. As the Offer Shares are offered to all Qualifying Shareholders, the Directors would like to set the subscription price at a level that would attract the Qualifying Shareholders to participate in the Open Offer. The Directors (including the independent non-executive Directors) consider that the terms of the Open Offer, including the subscription price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Status of the Offer Shares**

The Offer Shares, when allotted, issued and fully paid, will rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Offer Shares. Holders of the Offer Shares, when allotted, issued and fully paid, will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Offer Shares. Dealings in the Offer Shares will be subject to payment of stamp duty in Hong Kong.

## **Certificates of the Offer Shares**

Subject to the conditions of the Open Offer being fulfilled, share certificates for all fully-paid Offer Shares are expected to be posted by Friday, 26 June 2009 to those Shareholders who have validly applied and paid for the Offer Shares at their own risk.

## **Application for listing of the Offer Shares**

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the fully paid Offer Shares. Dealings in the Offer Shares on the Stock Exchange will be subject to the payment of stamp duty in Hong Kong, Stock Exchange trading fees, SFC transaction levy and other applicable fees and charges in Hong Kong.

## **Fractional entitlements**

No fractional entitlements or allotments are expected to arise as a result of the Open Offer.

## **Rights of Excluded Shareholders**

The Company will comply with Rule 13.36(2)(a) of the Listing Rules and make enquiries regarding the feasibility of extending the offer of the Offer Shares to the Overseas Shareholders. If based on the legal opinion provided by the legal advisers to the Company, the Directors consider that it is necessary or expedient not to offer the Offer Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the places of their registered addresses or the applicable requirements of the relevant regulatory bodies or stock exchanges in those places outside Hong Kong, the Directors will exercise their discretion given to them under the bye-laws of the Company to exclude such Overseas Shareholders from the Open Offer. The basis for excluding the Excluded Shareholders, if any, from the Open Offer will be set out in the Prospectus. If the Overseas Shareholders are excluded, the Company will send the Prospectus to them for information only but the Company will not send any Application Form to the Excluded Shareholders. However, so long as the Excluded Shareholders are Independent Shareholders, they are entitled to attend and vote at the SGM. The Offer Shares which would otherwise be allotted to the Excluded Shareholders under the Open Offer will be taken up by the Underwriter.

## **Reasons for the Open Offer and use of proceeds**

The Company was incorporated in Bermuda with limited liability. The principal business activities are design, manufacture and sale of toys.

Due to the global economic downturn resulting from the United States sub-prime mortgage crisis and the global credit crunch which significantly weakened demand, the Group has been facing a difficult operating environment in 2008. For the year ended 31 December 2008, the Group recorded a loss attributable to the Shareholders of approximately HK\$55.7 million.

The Directors are of the view that the Open Offer would strengthen the financial position of the Group and enable the Group to expand its capital base. In addition, the Open Offer allows the Qualifying Shareholders to maintain their respective proportional shareholdings in the Company and participate in the future growth and development of the Company. The Directors (including the independent non-executive Directors) believe that the Open Offer is in the interests of the Company and the Shareholders as a whole.

The estimated net proceeds of the Open Offer is approximately HK\$61.0 million. The Board intends to apply the net proceeds for general working capital purposes as well as for future business development.

## **UNDERWRITING ARRANGEMENTS**

### **Underwriting Agreement**

Date	:	27 April 2009
Underwriter	:	Kingston Securities Limited
Number of Offer Shares underwritten	:	635,610,848 Offer Shares
Commission	:	2.5% of the aggregate subscription price of the Underwritten Shares

Pursuant to the Underwriting Agreement, the Underwriter has conditionally agreed to subscribe or procure subscription for the Offer Shares which have not been taken up. Accordingly, the Open Offer is fully underwritten. The Directors are of the opinion that the terms of the Underwriting Agreement and the amount of commission given to the Underwriter are fair as compared to the market practice and commercially reasonable as agreed between the Company and the Underwriter.

As at the date of this announcement, the Underwriter did not hold any Shares. Lucky Tune, a controlling Shareholder who is owned by Mr. Tsui Ming, a non-executive Director, has charged 63,891,160 Shares with Kingston Finance Limited, an associate of the Underwriter, as security for the loan provided by Kingston Finance Limited. To the best of the Directors' knowledge and information, save as disclosed above, the Underwriter and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

### **Conditions of the Open Offer**

The Open Offer is conditional on, among other things, each of the following conditions being fulfilled:

- (i) the Company despatching the Circular to the Shareholders containing, among other matters, details of the Open Offer together with proxy form and notice of SGM;
- (ii) the passing of a resolution by the Independent Shareholders at the SGM to approve the Open Offer;
- (iii) the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in all the Offer Shares (in their fully-paid forms);
- (iv) the filing and registration of all documents relating to the Open Offer, which are required to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the Companies Ordinance;
- (v) the filing of the Prospectus Documents with the Registrar of Companies in Bermuda;
- (vi) the posting of the Prospectus Documents to Qualifying Shareholders by the Prospectus Posting Date;
- (vii) the Bermuda Monetary Authority granting consent to (if required) the issue of the Offer Shares; and
- (viii) compliance with and performance of all the undertakings and obligations of the Company under the Underwriting Agreement.

Neither of the Company nor the Underwriter may waive the conditions (i) to (vii) above. The Underwriter may waive the condition (viii) in whole or in part by written notice to the Company.

If the above conditions are not satisfied and/or waived in whole or in part by the Underwriter by the Latest Acceptance Time or such later date or dates as the Underwriter may agree with the Company in writing, the Underwriting Agreement shall terminate and no party will have any claim against any other party for costs, damages, compensation or otherwise (save in respect of any reasonable legal fees or other reasonably out-of-pocket expenses, if any, of the Underwriter, or the indemnity given to the Underwriter and any rights or obligations which may accrue under the Underwriting Agreement prior to such termination).

### **Termination of the Underwriting Agreement**

The Underwriter shall be entitled by notice in writing to the Company, served prior to 4:00 p.m. on 23 June 2009, to terminate the Underwriting Agreement if, prior to such time:

- (1) in the absolute opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
  - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the absolute opinion of the Underwriter, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof), of a political, military, financial, economic or other nature (whether or not ejusdem generic with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - (c) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
  - (d) the imposition of any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise; or
  - (e) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of this announcement, the Circular and the related proxy form or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or



- (2) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions for the purpose of this paragraph includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the absolute opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) the Circular or the Prospectus in connection with the Open Offer when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which may in the absolute opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a prudent investor not to apply for its assured entitlements of Offer Shares under the Open Offer.

**If the Underwriter gives a notice of termination to the Company in accordance with the terms of the Underwriting Agreement, all obligations of the Underwriter under the Underwriting Agreement shall cease and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement provided that the Company shall remain liable to pay to the Underwriter any reasonable legal fees and other reasonable out-of-pocket expenses incurred by the Underwriter, except that the 2.5% underwriting fee described above shall not be payable to the Underwriter if the Underwriting Agreement does not become unconditional or if it is terminated by the Underwriter pursuant to the Underwriting Agreement. If the Underwriter exercises its right to terminate the Underwriting Agreement, the Open Offer will not proceed.**

#### **WARNING OF THE RISKS OF DEALING IN THE SHARES**

**The Open Offer is conditional upon, among other things, the fulfillment of the conditions set out below under the sub-section headed “Conditions of the Open Offer” in the section headed “Underwriting arrangements” above. In addition, the Underwriter is entitled under the Underwriting Agreement to terminate the Underwriting Agreement on the occurrence of certain events as described under the sub-section headed “Termination of the Underwriting Agreement” in the section headed “Underwriting arrangements” above. Accordingly, the Open Offer may or may not proceed.**

**Any dealing in the Shares from the date of this announcement up to the date on which all the conditions of the Open Offer are fulfilled will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares are advised to consult their own professional advisers.**

Shareholders should note that, based on the expected timetable, the Shares will be dealt in on an ex-entitlement basis commencing from Friday, 29 May 2009 and that dealing in Shares will take place even though the conditions under the Underwriting Agreement remain unfulfilled. Any Shareholder or other person dealing in the Shares from the date of this announcement up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be at 4:00 p.m. on Tuesday, 23 June 2009) will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed.

## PREVIOUS FUND-RAISING EXERCISES OF THE COMPANY

The table below sets out the equity fund-raising activity of the Company in the past 12 months immediately preceding the date of this announcement.

Nature of transaction	Date of agreement	Date of initial announcement	Net proceeds	Intended use of net proceeds as announced	Actual use of net proceeds
Subscription of 66,000,000 new Shares	23 May 2008	26 May 2008	Approximately HK\$34.0 million	Construction of phase II of Heyuan factory and general working capital	Substantially utilized as intended

## CHANGES IN SHAREHOLDING STRUCTURE

The existing shareholding structure of the Company as at the date of this announcement and the shareholding structure of the Company immediately upon completion of the Open Offer are set out below for illustration purpose only:

Shareholders	As at the date of this announcement		Immediately upon completion of the Open Offer			
	Number of Shares	Approximate %	Assuming all Qualifying Shareholders take up the Offer Shares in full		Assuming no Qualifying Shareholder takes up the Offer Shares	
			Number of Shares	Approximate %	Number of Shares	Approximate %
Lucky Tune (Note)	63,891,160	40.21	319,455,800	40.21	63,891,160	8.04
Public Shareholders	95,011,552	59.79	475,057,760	59.79	95,011,552	11.96
The Underwriter	–	0.00	–	0.00	635,610,848	80.00
Total	<u>158,902,712</u>	<u>100.00</u>	<u>794,513,560</u>	<u>100.00</u>	<u>794,513,560</u>	<u>100.00</u>

Note: Lucky Tune is wholly owned by Mr. Tsui Ming, a non-executive Director.

In the event of the Underwriter being called upon to subscribe for or procure subscribers of any of the Underwritten Shares:

- (1) the Underwriter shall not subscribe, for its own account, for such number of the Underwritten Shares not taken up which will result in the shareholding of it and parties acting in concert (within the meaning of the Takeovers Code) with it in the Company to exceed 30% of the then issued share capital of the Company; and
- (2) the Underwriter shall ensure that none of the subscribers of the Underwritten Shares will become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of such subscription.

### **EXPECTED TIMETABLE FOR THE OPEN OFFER**

The expected timetable for the Open Offer is set out below:

**2009**

Despatch of the Circular to the Shareholders . . . . .	Tuesday, 19 May 2009
Last day of dealings in the Shares on a cum-entitlement basis . . . . .	Wednesday, 27 May 2009
Commencement of dealings in the Shares on an ex-entitlement basis . . . . .	Friday, 29 May 2009
Latest time for lodging transfer of the Shares in order to be qualified for the Open Offer . . . . .	4:30 p.m. on Monday, 1 June 2009
Register of members closes . . . . .	From Tuesday, 2 June 2009 to Thursday, 4 June 2009
Record Date . . . . .	Thursday, 4 June 2009
SGM . . . . .	Thursday, 4 June 2009
Announcement of the results of the SGM . . . . .	Thursday, 4 June 2009
Register of members re-opens . . . . .	Friday, 5 June 2009
Despatch of the Prospectus Documents . . . . .	Friday, 5 June 2009
Latest Acceptance Time . . . . .	4:00 p.m. on Friday, 19 June 2009

Underwriting Agreement becomes unconditional . . . . . 4:00 p.m. on Tuesday,  
23 June 2009

Announcement of results of the Open Offer . . . . . Thursday, 25 June 2009

Certificates for the Offer Shares expected to be  
despatched on or before. . . . . Friday, 26 June 2009

Dealings in fully-paid Offer Shares expected to commence . . . . . Tuesday, 30 June 2009

All times stated above are Hong Kong times. Dates stated in the timetable are for indicative purpose only and may be extended or varied. Any changes to the expected timetable for the Open Offer will be announced as and when appropriate.

## **GENERAL INFORMATION AND LISTING RULES IMPLICATIONS**

As the Open Offer will increase the issued share capital of the Company by more than 50%, pursuant to Rule 7.24(5) of the Listing Rules, the Open Offer must be made conditional on approval by Independent Shareholders at the SGM and any controlling Shareholders and their associates shall abstain from voting in favour of the relevant resolution relating to the Open Offer. As at the date of this announcement, Lucky Tune, who held 63,891,160 Shares representing approximately 40.21% of the entire issued share capital of the Company, is the controlling Shareholder of the Company and therefore, Lucky Tune and its associates shall abstain from voting on the relevant resolutions to approve the Open Offer at the SGM.

An Independent Board Committee has been formed to advise the Independent Shareholders in respect of the Open Offer. An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Open Offer.

A circular containing, among other things, details of the Open Offer, the recommendation from the Independent Board Committee, the advice of the independent financial adviser on the Open Offer and a notice convening the SGM, will be despatched to the Shareholders as soon as practicable.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Application Form(s)”                      the application form(s) to be issued in connection with the Open Offer

“associate(s)”                                has the same meaning ascribed thereto in the Listing Rules

“Board”                                        the board of Directors

“Circular”	the circular to be despatched to the Shareholders by the Company relating to, among other things, the Open Offer
“Company”	RBI Holdings Limited (stock code: 566), a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Director(s)”	director(s) of the Company
“Excluded Shareholder(s)”	Overseas Shareholder(s), whom the Directors, based on legal opinions provided by the legal advisers, consider it necessary or expedient not to offer the Open Offer to such Shareholders on account either of the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory bodies or stock exchanges in those places
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent board committee of the Board comprised of all the independent non-executive Directors, namely Mr. Kwong Kwan Ming, Mr. Wu Tak Lung, Mr. Leung Chi Kin and Mr. Chow King Lok, formed for advising the Independent Shareholders in relation to the Open Offer
“Independent Shareholders”	Shareholders other than the controlling shareholder (as defined in the Listing Rules) of the Company and its associates
“Last Trading Day”	27 April 2009, being the date of the Underwriting Agreement, which is a Stock Exchange trading day
“Latest Acceptance Time”	4:00 p.m. on Friday, 19 June 2009, or such other date and/or time as the Underwriter and the Company may agree, being the latest time for acceptance of, and payment for, the Offer Shares
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Lucky Tune”	Lucky Tune Global Limited, a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. Tsui Ming, a non-executive Director

“Offer Shares”	635,610,848 new Shares to be issued and allotted under the Open Offer
“Open Offer”	the proposed offer for subscription of the Offer Shares at a price of HK\$0.10 per Offer Share by the Company to the Qualifying Shareholders on the basis of four Offer Shares for every Share held on the Record Date
“Overseas Shareholders”	Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date and whose addresses as shown on such register are outside Hong Kong
“PRC”	the People’s Republic of China
“Prospectus”	the prospectus to be issued to the Shareholders containing details of the Open Offer
“Prospectus Documents”	the Prospectus and the Application Form(s)
“Prospectus Posting Date”	the date of posting the Prospectus Documents to Qualifying Shareholders and the Prospectus to Excluded Shareholders for their information only
“Qualifying Shareholders”	Shareholders, other than the Excluded Shareholders, whose names appear on the register of members of the Company at the close of business on the Record Date
“Record Date”	Thursday, 4 June 2009, being the date by reference to which entitlements to the Open Offer are to be determined
“SGM”	the special general meeting of the Company to be convened to consider the Open Offer
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

“Underwriter”	Kingston Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Underwriting Agreement”	the underwriting agreement dated 27 April 2009 entered into between the Company and the Underwriter in relation to the Open Offer
“Underwritten Shares”	being 635,610,848 Offer Shares, representing the total number of Offer Shares to be issued pursuant to the Open Offer
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%” or “per cent.”	percentage or per centum

On behalf of the Board  
**Chau Kai Man**  
*Chairman*

Hong Kong, 27 April 2009

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

*Executive Directors:*

Mr. Chau Kai Man  
Mr. Lee Kin Fai

*Non-executive Director:*

Mr. Tsui Ming

*Independent Non-executive Directors:*

Mr. Kwong Kwan Ming  
Mr. Wu Tak Lung  
Mr. Leung Chi Kin  
Mr. Chow King Lok