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TOMORROW INTERNATIONAL HOLDINGS LIMITED

明日國際集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 00760)

MOU IN RELATION TO THE PROPOSED ACQUISITION OF 85% INTERESTS IN THE GOLD MINES

MOU

On 11 November 2009, Art Ray Investments Limited, a wholly-owned subsidiary of the Company and the Proposed Vendor entered into the MOU in respect of the Proposed Acquisition.

According to the MOU, the Proposed Vendor intends to sell and Art Ray Investments Limited intends to acquire 85% interests in the Gold Mines and, the parties intend to complete the Proposed Acquisition within 3 months after signing of the MOU.

Consideration

The consideration for the Proposed Acquisition shall be 85% of the value of the Gold Mines, which shall be based on the valuation report issued by an independent professional valuer to be approved by Art Ray Investments Limited. The preliminary value of the whole of the Gold Mines is expected to be not less than HK\$10 billion. The consideration may be satisfied by payment of cash, an issue of convertible notes or an issue of Shares, at a price that is the higher of HK\$0.6 per Share and the average closing price of 10 trading days immediately prior to the signing of the definitive agreement.

Binding nature of the MOU

The Proposed Acquisition, if it proceeds, will be subject to various conditions and the entering into of legally binding agreement. The terms set out in the MOU are not binding or definitive and are subject to further negotiations between the parties.

The Proposed Acquisition may or may not proceed. Investors are reminded to exercise caution when dealing in the Shares. Further announcements containing details of the Proposed Acquisition will be made in accordance with all applicable requirements of the Listing Rules as and when appropriate.

INFORMATION ABOUT THE GOLD MINES

The Gold Mines comprise seven gold mines located in Republic of Kazakhstan, having the reserve of approximately 109 tonnes of gold. The Proposed Vendor possesses the mining rights of approximately 80 sq. km. and the exploration rights of approximately 100 sq. km. of the Gold Mines.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	Tomorrow International Holdings Limited, a company incorporated in Bermuda and whose shares are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Gold Mines”	seven gold mines located in Republic of Kazakhstan
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	a third party independent of the Company and its connected persons, and not connected with the Directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or their respective associates for the purposes of the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the memorandum of understanding dated 11 November 2009 between Art Ray Investments Limited and the Proposed Vendor in relation to the Proposed Acquisition
“Proposed Acquisition”	the proposed acquisition of 85% interests in the Gold Mines
“Proposed Vendor”	Assian Eagle Invest Ltd., an Independent Third Party

“Share(s)” the ordinary share(s) of HK\$0.004 each in the issued share capital of the Company

“Stock Exchange” The Stock Exchange of Hong Kong Limited

By order of the Board
Tomorrow International Holdings Limited
Yau Tak Wah, Paul
Chairman

Hong Kong, 11 November 2009

As at the date hereof, the Board comprises Mr. Yau Tak Wah, Paul, Miss Louie Mei Po, Miss Wong Shin Ling, Irene and Miss Liu Yee Nee as Executive Directors and Mr. Ng Wai Hung, Mr. Cheung Chung Leung, Richard and Mr. Wu Wang Li as Independent Non-executive Directors.