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**I-CHINA HOLDINGS LIMITED**

**(Provisional Liquidators Appointed)**  
*(Incorporated in Bermuda with limited liability)*

**WAI KEE HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**RESTRUCTURING OF  
I-CHINA HOLDINGS LIMITED  
(PROVISIONAL LIQUIDATORS APPOINTED)  
INVOLVING, INTER ALIA, CAPITAL RESTRUCTURING, DEBT RESTRUCTURING  
INVOLVING CREDITORS' SCHEMES OF ARRANGEMENT UNDER  
SECTION 99 OF THE COMPANIES ACT AND SECTION 166 OF THE COMPANIES  
ORDINANCE, SUBSCRIPTION OF NEW I-CHINA SHARES AND  
I-CHINA PREFERENCE SHARES, INJECTION OF THE INJECTED ASSETS AND  
WHITEWASH WAIVER,  
DELAY IN PUBLICATION OF ANNUAL RESULTS AND DESPATCH OF ANNUAL  
REPORT FOR THE YEAR ENDED 31 MARCH 2003 AND  
PUBLICATION OF INTERIM RESULTS AND DESPATCH OF INTERIM REPORTS  
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2002 AND 2003  
AND  
PROPOSED DISTRIBUTION OF NEW I-CHINA SHARES TO  
WAI KEE SHAREHOLDERS ON THE BASIS OF  
FOURTEEN NEW I-CHINA SHARES FOR EVERY FIVE WAI KEE SHARES  
HELD AS AT THE RECORD DATE**

**Financial Adviser to I-China Holdings Limited  
(Provisional Liquidators Appointed)**



**ASIAN CAPITAL**  
(CORPORATE FINANCE) LIMITED  
**卓亞(企業融資)有限公司**

**Financial Adviser to Wai Kee Holdings Limited**



**華富嘉洛證券融資有限公司  
Quam Capital Limited**

The Provisional Liquidators and the Wai Kee Board are pleased to announce that the Restructuring Agreement in relation to the Proposed Restructuring for I-China was signed on 20 November 2003. The key terms of the Proposed Restructuring are set out in this announcement. The Proposed Restructuring, if successfully implemented, will, amongst other things, result in:

- (a) a restructuring of the share capital of I-China by way of the Capital Restructuring;
- (b) all the Creditors discharging and waiving their claims against I-China pursuant to the Schemes;
- (c) injection of the Injected Assets by Wai Kee to I-China;
- (d) Wai Kee holding a controlling interest in the issued share capital of I-China upon Completion. Wai Kee will apply to the Executive for the Whitewash Waiver; and
- (e) the resumption of trading in the I-China Shares and the commencement of trading in the New I-China Shares upon Completion subject to sufficient public float being restored.

In consideration of the Creditors' agreement to discharge and waive all their claims against I-China (total estimated claims of the Creditors are approximately HK\$545 million as at the date of this announcement, which will be subject to formal adjudication by the Scheme Administrators pursuant to the terms of the Schemes), I-China will pay HK\$22 million in cash and issue and allot 200,000,000 New I-China Shares (representing approximately 3.2% of the issued share capital of I-China upon Completion but before the conversion of the I-China Preference Shares) to the Scheme Administrators for distribution to the Creditors pursuant to the Schemes.

Wai Kee intends to distribute approximately 2,199 million New I-China Shares to the Wai Kee Shareholders upon Completion, on the basis of 14 New I-China Shares for every five Wai Kee Shares held by the Wai Kee Shareholders as at the Record Date, so that **the public float of I-China will be restored to not less than 25% in accordance with the requirements under Rule 8.08 of the Listing Rules before resumption of trading in the New I-China Shares**. A further announcement in relation to this will be made by Wai Kee immediately after the SGM.

AMS Corporate Finance Limited has been appointed as the independent financial adviser to advise the Independent I-China Shareholders in relation to the Proposed Restructuring and the Whitewash Waiver. A document containing, amongst other things, details of the Proposed Restructuring, the Whitewash Waiver, the advice of the independent financial adviser and a notice of the SGM, will be despatched to the I-China Shareholders as soon as practicable in accordance with the provisions of the Listing Rules and the Takeovers Code.

The Stock Exchange informed I-China on 17 February 2003 that I-China had been placed into the third stage of the delisting procedures in accordance with Practice Note 17 of the Listing Rules. I-China, acting through the Provisional Liquidators, submitted the Restructuring Proposal to the Stock Exchange on 11 August 2003. The Restructuring Proposal sets out the principal terms for the Proposed Restructuring. The Restructuring Proposal has been under consideration by the Stock Exchange since then and, following a review hearing by the Listing (Review) Committee on 28 October 2003, the Listing (Review) Committee informed the Provisional Liquidators on 4 November 2003 that they may proceed with the Restructuring Proposal.

Due to limited books and records available to the Provisional Liquidators and I-China's distressed financial position, there was a delay in (i) publication of the annual results and despatch of the annual report for the year ended 31 March 2003, which constitutes a breach of paragraphs 8(1), 8(2), 11(1) and 11(3)(i) of the Listing Agreement and (ii) publication of the interim results and despatch of the interim reports for the six months ended 30 September 2002 and 2003, which constitute a breach of paragraphs 10(1) and 11(6) of the Listing Agreement. The Stock Exchange has reserved its right to take appropriate actions in respect of such breaches.

**The release of this announcement does not indicate that the Proposed Restructuring will be successfully implemented and completed as the conditions precedent to the Restructuring Agreement may not be fulfilled or otherwise waived. Trading in the I-China Shares has been suspended since 15 January 2002 and will remain suspended until Completion and a sufficient public float has been restored. Further announcements will be issued as and when appropriate.**

**Wai Kee Shareholders and potential investors should exercise caution when dealing in the Wai Kee Shares as the Proposed Restructuring may or may not proceed.**

## **(I) THE PROPOSED RESTRUCTURING**

The Provisional Liquidators and the Wai Kee Board are pleased to announce that the Restructuring Agreement in relation to the Proposed Restructuring was signed on 20 November 2003 by, I-China, the Provisional Liquidators, Wai Kee and the Escrow Agent.

The Proposed Restructuring involves, among other things, the Capital Restructuring, the Debt Restructuring, the Subscription, the injection of the Injected Assets and the Whitewash Waiver.

### **(A) The Capital Restructuring**

The existing authorised share capital of I-China is HK\$80,000,000 divided into 8,000,000,000 I-China Shares, of which 508,339,764 I-China Shares are issued and credited as fully paid up. Under the Proposed Restructuring, I-China's share capital will be reorganised as follows:

- (a) the par value of every issued I-China Share will be reduced from HK\$0.01 to HK\$0.0025. The credit of approximately HK\$3,812,548.23 arising from the Capital Reduction will be applied to eliminate the same amount of I-China's accumulated losses of approximately HK\$938 million as at 31 March 2002;
- (b) every four issued I-China Shares reduced pursuant to (a) above will be consolidated into one New I-China Share of HK\$0.01. Accordingly, 508,339,764 issued shares of HK\$0.0025 will be consolidated into 127,084,941 issued New I-China Shares of HK\$0.01 each; and
- (c) the authorised share capital of I-China will be increased from HK\$80,000,000 to HK\$200,000,000 divided into 20,000,000,000 New I-China Shares.

The existing board lot size of the I-China Shares is 2,000 each and the New I-China Shares will be traded in board lots of 20,000 each. Details of the board lot size, trading arrangement and arrangement for any fractions of the New I-China Shares which arise after the Capital Restructuring becoming effective will be set out in the further announcement and the document of I-China to be despatched to the I-China Shareholders in respect of the Proposed Restructuring.

### **(B) The Debt Restructuring**

As at the date of this announcement, based on the books and records of I-China and the Notices of Claim received by the Provisional Liquidators as at 22 November 2003, the estimated indebtedness due by I-China to the Creditors is approximately HK\$545 million, which comprises of borrowings of approximately HK\$521 million due to financial creditors, approximately HK\$9 million due to other creditors, approximately HK\$6 million due to the Petitioning Creditor and approximately HK\$9 million due to the subsidiaries of I-China. As at 31 March 2002, the total indebtedness due by I-China to the Creditors was approximately HK\$515 million. The increase in indebtedness of I-China is mainly due to the increase in the default interest accrued on the outstanding bank borrowings and the claims by two I-China Directors in respect of their employment contracts. This estimated indebtedness is provided for indicative purposes only and the Creditors' claims will be subject to formal adjudication by the Scheme Administrators once the Schemes have been implemented.

The purpose of the Schemes is to discharge and settle all the indebtedness of I-China. Since the I-China Group Companies will be excluded from the I-China Group after Completion pursuant to the terms of the Restructuring Agreement, their respective indebtedness will be excluded from the restructured I-China Group.

Pursuant to the Schemes, in consideration of the Creditors' discharging and waiving all their claims against I-China, the Scheme Administrators will receive the following with an estimated value of HK\$24 million for distribution to the Creditors:

- (a) HK\$22 million in cash from the proceeds of the Subscription to be paid by Wai Kee upon Completion;
- (b) 200,000,000 New I-China Shares of HK\$0.01 each (representing approximately 3.2% of the issued share capital of I-China upon Completion but before the conversion of the I-China Preference Shares); and

- (c) the granting of the Creditors Put Option by Wai Kee to the Creditors and/or the Scheme Administrators to sell all or part of the 200,000,000 New I-China Shares to Wai Kee at a price of HK\$0.01 per New I-China Share exercisable within 90 days after the expiry of two years following Completion. The Creditors Put Option is exercisable by the Creditors at their sole discretion.

The Schemes will become effective and binding on all the Creditors if, among other things, more than 50% in number representing more than 75% in value of the indebtedness of all the Creditors who attend and vote in person or by proxy in the relevant Creditors' meeting or meetings vote in favour of the Schemes.

As detailed in paragraph headed (I)(D) "Group Reorganisation", pursuant to the Proposed Restructuring, all the I-China Group Companies will be transferred to the Provisional Liquidators or Scheme Administrators (or their nominees) at a nominal consideration of HK\$1. The shares of the I-China Group Companies shall be held on trust for the Creditors in accordance with the terms of the Debt Restructuring.

### **(C) The Subscription**

Immediately after the implementation of the Capital Restructuring, Wai Kee shall subscribe and I-China shall allot and issue 5,987,000,000 New I-China Shares at HK\$0.01 each (representing approximately 94.8% of the enlarged issued share capital of I-China before the Distribution, the conversion of the Creditors Put Option and I-China Preference Shares) and 3,000,000,000 I-China Preference Shares of HK\$0.01 each in accordance to the terms of the Restructuring Agreement and the Subscription Agreement and the memorandum of association and bye-laws of I-China.

The total consideration for the Subscription payable by Wai Kee is HK\$89.87 million, which will be satisfied as follows:

- HK\$29.87 million in cash; and
- HK\$60 million by way of the injection of the Injected Assets by Wai Kee into I-China.

The cash consideration of HK\$29.87 million will be financed by the internal resources of Wai Kee. The consideration of the Injected Assets of HK\$60 million, representing a premium of approximately 69% and 5% to the unaudited pro forma combined net tangible assets of the Injected Assets as at 31 December 2002 and 30 June 2003 respectively (as set out in the paragraph headed "(I)(E) Injection of the Injected Assets" below), has been determined after arm's length negotiations between the Provisional Liquidators and Wai Kee with reference to the earning potential and the value of contracts on hand of the Injected Assets at the time of the entering of the Restructuring Proposal.

The aggregate cash proceeds from the Subscription of HK\$29.87 million will be applied as follows:

- HK\$22 million for the cash payment to the Creditors under the Schemes; and
- the balance of HK\$7.87 million for the settlement of the restructuring costs and expenses to be incurred in relation to the implementation of the Proposed Restructuring.

### **(D) Group Reorganisation**

Except for Trinity which operates the car rental business in Hong Kong, all the I-China Group Companies are dormant. Pursuant to the Proposed Restructuring, all the I-China Group Companies will be transferred to the Provisional Liquidators or Scheme Administrators (or their nominees) at a nominal consideration of HK\$1. The shares of the I-China Group Companies shall be held on trust for the Creditors in accordance with the terms of the Debt Restructuring.

Other than the Petition, there is one winding up petition against a subsidiary of I-China, Seapower Trading Company Limited. Since Seapower Trading Company Limited will be excluded from the restructured I-China Group, this claim and the winding up petition will have no impact on the restructured I-China Group. Save as disclosed above, there is no other outstanding winding up petition against the I-China Group and the Injected Assets.

Wai Kee has also been provided with an option, exercisable at its sole discretion before Completion, to transfer the entire issued share capital of Trinity to the Provisional Liquidators or the Scheme Administrators (or their nominees) on trust for the Creditors at the nominal value of HK\$1. The Trinity Option is to allow time for Wai Kee to finalise their future plans for the restructured I-China Group. As at the date of this announcement, Wai Kee has no intention of exercising the Trinity Option. It is the intention of Wai Kee to continue the car rental business as part of the restructured I-China Group subject to the results of its operational review post Completion. The unaudited net liabilities of Trinity as at 31 March 2002 were approximately HK\$3.8 million. Set out below is the unaudited financial performance of Trinity for the two years ended 31 March 2002:

	<b>For the year ended 31 March</b>	
	<b>2001</b>	<b>2002</b>
	<i>HK\$' million</i>	<i>HK\$' million</i>
Turnover	5.6	3.4
Net profit/(loss)	<u>(1.1)</u>	<u>0.1</u>

**(E) Injection of the Injected Assets**

Pursuant to the Restructuring Proposal, Wai Kee will inject the Injected Assets into I-China for a total consideration of HK\$60 million. The Injected Assets represent the entire construction business of Wai Kee, which comprises the Amazing Reward Group and the Zen Pacific Group.

As a result of a group reorganisation of Wai Kee in 2002 to minimise the adverse impact of the arbitration against Zen Pacific Civil (which has now been concluded and the details are set out in the paragraph below), most of the major projects and joint ventures of the Zen Pacific Group were transferred to the Amazing Reward Group and the Amazing Reward Group became the construction flagship of Wai Kee thereafter. The principal activities of the Injected Assets are the undertaking of civil construction projects mainly for the public sector in Hong Kong, the PRC and Taiwan. At present, contracts on hand of the Injected Assets comprise mainly civil engineering projects obtained from the Hong Kong Government and public utilities in Hong Kong and Taiwan. Unlike the Amazing Reward Group which is holding various construction licences issued by the Hong Kong Government and therefore it is able to tender for new projects, the Zen Pacific Group currently does not hold the appropriate construction licenses and therefore will not be able to tender for new projects in the near future. In view of its experience and expertise in the construction industry, the Zen Pacific Group expects to apply for the relevant construction licenses previously held by Zen Pacific Civil and tender for new projects in the medium term. Therefore, the injection of the Zen Pacific Group can provide a clear delineation between the business of the restructured I-China Group and the remaining Wai Kee Group after Completion and a competitive advantage to I-China in tendering for new projects after Completion as Zen Pacific Civil has substantial experience and a long established track record in the construction industry.

As disclosed in the announcement by Wai Kee dated 22 and 25 September 2003 in relation to the Arbitration Settlement, a settlement agreement was entered into between HKHA, Zen Pacific Civil and Wai Kee on 24 September 2003, pursuant to which a sum of HK\$80 million will be paid to HKHA. As the settlement amount was in excess of the aggregate of the provision of HK\$60 million previously made and the net asset worth of the Zen Pacific Group of approximately HK\$10.5 million as at 30 June 2003, Wai Kee has provided a guarantee to HKHA for the performance by Zen Pacific Civil of its obligation under the settlement agreement. Wai Kee has undertaken to I-China that after deducting the settlement amount of HK\$80 million under the Arbitration Settlement the Zen Pacific Group will have a positive net tangible asset value at Completion. It has been agreed between Wai Kee and the Provisional Liquidators that any residual net tangible asset value of the Zen Pacific Group after the Arbitration Settlement at Completion will remain with the Zen Pacific Group.

In light of the settlement with the HKHA and the guarantee and the undertaking provided by Wai Kee, the Zen Pacific Option is now redundant and will not be taken up or implemented. The Zen Pacific Option was originally designed and granted by Wai Kee during the negotiation of the Restructuring Proposal to protect the interests of the restructured I-China Group and I-China Shareholders from any adverse decision of the arbitration if the arbitration was not settled prior to the Completion. The Zen Pacific Option would allow I-China a right to transfer all of its interest in the Zen Pacific Group back to Wai Kee for a nominal value of HK\$1 (the same as the purchase price for the Zen Pacific Group) in the event that on the date which the settlement agreement was

signed, the settlement amount with HKHA, net of the provision made for the award, exceeds the net tangible asset value of the Zen Pacific Group immediately after the Arbitration Settlement. In light of the settlement of the arbitration, the Zen Pacific Option is now no longer relevant to the Proposed Restructuring.

At as the date of this announcement, the Injected Assets have no outstanding litigation save for a claim of HK\$72,000 from a subcontractor.

The unaudited pro forma combined net tangible assets of the Injected Assets were approximately HK\$35.5 million as at 31 December 2002. As at 30 June 2003, the unaudited pro forma combined net tangible assets of the Injected Assets were approximately HK\$57.0 million, comprising the unaudited pro forma combined net tangible assets of the Amazing Reward Group of approximately HK\$46.5 million and the unaudited pro forma combined net tangible assets of the Zen Pacific Group of approximately HK\$10.5 million. Set out below is the unaudited financial performance of the Injected Assets for the two years ended 31 March 2002, the nine months ended 31 December 2002 and the six months ended 30 June 2003:

	<b>For the year ended 31 March</b>		<b>For the nine months ended</b>	<b>For the six months ended</b>
	<b>2001</b>	<b>2002</b>	<b>31 December</b>	<b>30 June</b>
	<i>HK\$' million</i>	<i>HK\$' million</i>	<i>HK\$' million</i>	<i>HK\$' million</i>
Turnover	1,329	1,068	524	392
Net profit/(loss)	<u>(9)</u>	<u>25</u>	<u>5</u>	<u>16</u>

As shown above, turnover of the Injected Assets over the two years ended 31 March 2002 and the nine months ended 31 December 2002 was in decreasing trend as a result of the depressed economy and construction market in Hong Kong. However, the Injected Assets recorded profits for the financial year ended 31 March 2002 and thereafter as the Injected Assets had substantially completed certain major contracts during such periods. Given the budget deficit of the Hong Kong Government, the Wai Kee Directors are of the view that the construction market in Hong Kong may not be able to recover in the short term. However, the Injected Assets will try to capitalise on the Hong Kong Government's new procurement policy for its projects. In addition, in view of the anticipated increased demand in this area as a result of the increasing population of the major cities in the PRC, the Wai Kee Directors believe that the Injected Assets should also focus on the construction works for the environmental sector in the PRC, including sanitary landfill projects which involves the construction of infrastructures to accommodate and process household refuse.

**(F) Sufficiency of working capital for the I-China Group upon Completion**

Wai Kee has agreed to provide financial resources to meet the I-China Group's working capital requirements for its operations prior to and after Completion as follows:

***Interim working capital of the I-China Group before Completion***

Wai Kee will advance up to HK\$10,000 of working capital per month to I-China during the course of the restructuring to continue the I-China Group's existing business, subject to a maximum amount of HK\$60,000. Such advance shall be treated as an interest-free loan from Wai Kee to I-China and will be repayable on demand provided that the I-China Group has sufficient working capital for its on-going operations and repayment.

***Post Completion working capital***

Pursuant to the Restructuring Proposal, Wai Kee anticipates that upon Completion, the restructured I-China Group will have sufficient working capital for its on-going working capital requirements of its operations, including the operations of the Injected Assets and Trinity. In addition, Wai Kee, as a guarantor of the Amazing Reward Group, has made available through a commercial bank a standby interest-bearing banking facility of HK\$35 million to the Amazing Reward Group, which is drawable on the demand of the Amazing Reward Group. The interest rate of such banking facility is in line with the present market rate and was based on arm's lengths negotiation. Further, Wai Kee will advance up to HK\$1 million additional working capital by way of shareholder's loan to meet the working capital requirements of the restructured I-China Group if necessary. Wai Kee will comply with the applicable requirements of Chapter 14 of the Listing Rules after Completion in this regard.

## (II) CONDITIONS PRECEDENT TO THE RESTRUCTURING PROPOSAL

Completion of the Restructuring Proposal will be subject to, amongst others, the fulfillment of the following:

- (a) the Courts sanctioning the Schemes;
- (b) all necessary resolutions being passed by the Independent I-China Shareholders approving:
  - (i) the Subscription and the allocation of New I-China Shares to the Creditors;
  - (ii) the Capital Restructuring;
  - (iii) the appointment of a number of new directors, including independent non-executive directors, to I-China (such number to be agreed between Wai Kee and I-China) and the removal of a number of current directors, including independent non-executive directors, (such number to be agreed between Wai Kee and I-China) conditional only upon Completion taking place;
  - (iv) the removal and appointment of I-China's auditors on Completion as requested by Wai Kee (the accounts of I-China for the financial year ended 31 March 2003 shall be audited by a qualified auditing firm);
  - (v) the granting of the Whitewash Waiver by the Executive in respect of any obligation on Wai Kee and its Concert Parties to make a mandatory general offer in compliance with Rule 26 of the Takeovers Code for all the New I-China Shares after Completion as a result of the Subscription. The Whitewash Waiver, if granted, is subject to the Independent I-China Shareholders' approval by way of poll at the SGM; and
  - (vi) all transactions contemplated under the Restructuring Agreement and the Subscription Agreement;
- (c) either: (i) conditional confirmation from the Stock Exchange that it approves the resumption of trading in the I-China Shares and the commencement of trading in the New I-China Shares; or (ii) confirmation from the Stock Exchange that it approves I-China's draft announcement in respect of, inter alia, the resumption of trading in the I-China Shares and the commencement of trading in the New I-China Shares;
- (d) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New I-China Shares in issue on Completion and to be issued pursuant to the Restructuring Agreement and the Subscription Agreement;
- (e) confirmation that the Executive has granted the Whitewash Waiver to Wai Kee pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code;
- (f) consent of the Bermuda Monetary Authority to the issue of the New I-China Shares, the I-China Preference Shares and the free transferability of the New I-China Shares and the I-China Preference Shares;
- (g) withdrawal of the Petition by the Petitioning Creditor and the discharge of the Provisional Liquidators conditional only on Completion;
- (h) the Subscription Agreement being executed; and
- (i) the Put Option Agreement being executed.

Pursuant to the Restructuring Agreement, none of the above conditions precedent can be waived. If any of the above conditions has not been fulfilled in writing within 180 days of the date of the publication of this announcement or such later date as I-China, the Provisional Liquidators and Wai Kee may agree, in writing, pursuant to the terms of the Restructuring Agreement, the Restructuring Agreement will lapse. **If the Whitewash Waiver is not granted or approved by the majority of Independent I-China Shareholders at the SGM, the Restructuring Agreement will lapse and the Restructuring Proposal will not be implemented.**

The Provisional Liquidators, as at the date of this announcement, are not aware of any I-China Shareholder who is not entitled to vote at the SGM save for Mr. Wong Che Ming, Steve, who is an independent non-executive Wai Kee Director and is presumed to be a Concert Party of Wai Kee under the Takeovers Code. In addition, to the best knowledge of the Provisional Liquidators, no Creditors are currently holding any I-China Shares.

### (III) SHAREHOLDING STRUCTURE OF I-CHINA

The existing shareholding structure and the shareholding structure of I-China upon Completion are set out as follows:

	Existing		Immediately upon Completion but before the Distribution (Note 1)		Immediately upon Completion and after the Distribution (Note 1)		Immediately upon Completion and after the Distribution and full conversion of the Creditors Put Option but before conversion of I-China Preference Shares		Upon full conversion of the Creditors Put Option and full conversion of I-China Preference Shares (Note 2)	
	No. of I-China Shares (million)	%	No. of New I-China Shares (million)	%	No. of New I-China Shares (million)	%	No. of New I-China Shares (million)	%	No. of New I-China Shares (million)	%
Wai Kee	—	—	5,987	94.8	3,788	60.0	3,988	63.2	6,988	75.0
Mr. Zen Wei Peu, Derek (Note 3)	—	—	—	—	495	7.8	495	7.8	495	5.3
Mr. Wong Che Ming, Steve (Note 4)	—	—	—	—	—	—	—	—	—	—
Mr. Choi Sai Leung (Note 5)	127	25.0	—	—	—	—	—	—	—	—

	Existing		Immediately upon Completion but before the Distribution (Note 1)		Immediately upon Completion and after the Distribution (Note 1)		Immediately upon Completion and after the Distribution and full conversion of the Creditors Put Option but before conversion of I-China Preference Shares		Upon full conversion of the Creditors Put Option and full conversion of I-China Preference Shares (Note 2)	
	No. of I-China Shares (million)	%	No. of New I-China Shares (million)	%	No. of New I-China Shares (million)	%	No. of New I-China Shares (million)	%	No. of New I-China Shares (million)	%
Public:										
Creditors	—	—	200	3.2	200	3.2	—	—	—	—
Existing I-China Shareholders (Note 6)	381	75.0	95	1.5	95	1.5	95	1.5	95	1.0
Mr. Choi Sai Leung (Note 5)	—	—	32	0.5	32	0.5	32	0.5	32	0.4
Existing Wai Kee's Shareholders (Note 7)	—	—	—	—	1,704	27.0	1,704	27.0	1,704	18.3
	508	100.0	327	5.2	2,031	32.2	1,831	29.0	1,831	19.7
<b>Total</b>	<b>508</b>	<b>100.0</b>	<b>6,314</b>	<b>100.0</b>	<b>6,314</b>	<b>100.0</b>	<b>6,314</b>	<b>100.0</b>	<b>9,314</b>	<b>100.0</b>



*Notes:*

- (1) Assumes no conversion of the I-China Preference Shares.
- (2) Wai Kee has undertaken to I-China and the Stock Exchange that it will not convert the I-China Preference Shares if such conversion will result in the public float of the enlarged issued share capital of I-China from time to time falling below 25%, or the minimum public float requirement as stipulated under Rule 8.08 of the Listing Rules.
- (3) Mr. Zen Wei Peu, Derek is one of the proposed new I-China Directors and is a shareholder of Wai Kee.
- (4) Mr. Wong Che Ming, Steve is an independent non-executive Wai Kee Director, who currently holds 129,000 I-China Shares, representing approximately 0.025% of the existing issued share capital of I-China and 0.0005% of the issued share capital of I-China immediately upon Completion but before the conversion of I-China Preference Shares.
- (5) Other than Mr. Choi Sai Leung, who was a director of I-China and was declared bankrupt by the High Court of Hong Kong on 3 April 2002, other existing directors of I-China did not hold any I-China Shares based on the information available to date. Upon Completion, Mr. Choi Sai Leung will be holding 31,786,070 New I-China Shares upon Completion.
- (6) The existing I-China Shareholders are classified as “public” post Completion because the existing I-China Shareholders are not connected persons (as defined in the Listing Rules) of I-China post Completion.
- (7) Excludes the shareholding interest of Mr. Zen Wei Peu, Derek.

I-China has no outstanding warrants, convertible securities or other derivatives convertible into I-China Shares. The Provisional Liquidators are not aware of any valid options outstanding. Further information in this regard will be disclosed in the document to be despatched to the I-China Shareholders containing, inter alia, details of the Proposed Restructuring.

#### **(IV) THE WHITEWASH WAIVER**

As at the date of this announcement, Wai Kee and its Concert Parties do not own any shares, warrants, options, convertible securities, derivatives of or interest in I-China except for Mr. Wong Che Ming, Steve, an independent non-executive Wai Kee Director, who owns 129,000 I-China Shares (representing approximately 0.025% of the existing issued share capital of I-China) which were acquired over two years ago. Immediately after Completion but before the Distribution and conversion of the I-China Preference Shares, Wai Kee will be interested in 5,987 million New I-China Shares, representing approximately 94.8% of the enlarged share capital of I-China before the Distribution and the conversion of Creditors Put Option and I-China Preference Shares. Accordingly, pursuant to Rule 26 of the Takeovers Code, Wai Kee will be required to make an unconditional mandatory general offer for all the New I-China Shares (other than those already owned or agreed to be acquired by Wai Kee or its Concert Parties). Wai Kee will apply to the Executive for the Whitewash Waiver which, if granted, will be subject to the approval of the Independent I-China Shareholders by way of poll at the SGM.

Completion is conditional upon, among other things, the granting of the Whitewash Waiver by the Executive and approval of the Independent I-China Shareholders at the SGM.

Pursuant to the Takeovers Code, upon Completion, the shareholding of Wai Kee in I-China will exceed 50%, Wai Kee will be free to acquire additional New I-China Shares thereafter without incurring any further obligations under the Takeovers Code to make a mandatory offer.

Wai Kee and its Concert Parties have not dealt in any shares, warrants, options, convertible securities or derivatives of I-China for the period of six months prior to the date of this announcement.

#### **(V) INFORMATION ON WAI KEE**

Wai Kee is a company incorporated in the Bermuda with limited liability whose shares have been listed on the Stock Exchange since 1992. The Wai Kee Group is principally engaged in construction, quarrying, highway and expressway operations and biotechnology businesses in the Greater China region. The Wai Kee Directors are Messrs. Zen Wei Pao, William, Zen Wei Peu, Derek, Fong Shiu Leung, Keter, Lam Wai Hon, Patrick, Cheng Chi Pang, Leslie, Wong Che Ming, Steve and Wan Siu Kau, Samuel. Messrs. Zen Wei Pao, William and Zen Wei Peu, Derek, the controlling shareholders of Wai Kee, are interested in approximately 364.2 million Wai Kee Shares in aggregate, representing approximately 46.4% of the issued share capital of Wai Kee as at the date of this announcement. Wai Kee and its Concert Parties are not connected persons (as defined in the Listing Rules) or Concert Parties with any of the directors, substantial shareholders or chief executive of I-China.

The audited consolidated turnover of the Wai Kee Group for the year ended 31 March 2002 and the nine months ended 31 December 2002 was approximately HK\$2,072 million and HK\$646 million respectively and the audited consolidated net profits of the Wai Kee Group were approximately HK\$101 million and HK\$87 million respectively for the corresponding periods. For the six months ended 30 June 2003, the unaudited consolidated turnover and net profits of the Wai Kee Group were approximately HK\$451 million and HK\$45 million respectively. The unaudited net tangible asset value of Wai Kee was approximately HK\$1,997 million as at 30 June 2003.

## **(VI) REASONS FOR THE PROPOSED RESTRUCTURING**

I-China had suffered audited consolidated net losses of approximately HK\$261 million and HK\$222 million for the financial years ended 31 March 2001 and 31 March 2002 respectively. As at 31 March 2002, the total audited liabilities of the Group were approximately HK\$667 million, of which approximately HK\$539 million were bank and other borrowings. The consolidated net liabilities of the I-China Group were approximately HK\$498 million as at 31 March 2002. The pro forma net tangible asset value of the restructured I-China Group upon Completion will be included in the document to be despatched to the I-China Shareholders in accordance with the Listing Rules.

Trading in the I-China Shares has been suspended since 15 January 2002. On 5 December 2002, the Provisional Liquidators were appointed to I-China by the Court of First Instance of the High Court of Hong Kong to, amongst other things, protect the assets of I-China and to facilitate a restructuring of I-China. The Petition will be discharged upon successful implementation of the Proposed Restructuring and prior to commencement of trading in the New I-China Shares.

Since their appointment, the Provisional Liquidators have been actively searching for potential investors to facilitate a restructuring of I-China. After taking into account the current financial position of the I-China Group and other alternative restructuring proposals received by I-China, the Provisional Liquidators are of the view that the Restructuring Proposal represents the best option available to I-China, the Creditors and the I-China Shareholders.

If the Proposed Restructuring is successfully implemented, all I-China's indebtedness of approximately HK\$545 million as at the date of this announcement will be discharged and waived pursuant to the Schemes. If I-China is unable to restructure its indebtedness with the Creditors, the Provisional Liquidators believe that there is a strong likelihood that I-China will be wound up. Should I-China be wound up, it is unlikely to be any return to the Creditors and the I-China Shareholders.

## **(VII) FUTURE INTENTIONS OF WAI KEE**

### **(A) Business**

Other than the Injected Assets, Wai Kee has no intention of injecting any assets or business to the I-China Group within 12 months after Completion. It is the intention of Wai Kee that upon Completion, the I-China Group will continue its existing car rental business in Hong Kong. The I-China Group will also serve as the construction flagship of Wai Kee with the geographical focus on Hong Kong, PRC and Taiwan upon Completion. The Wai Kee Group will be engaged in quarrying, infrastructure and biotechnology businesses and will have no construction business upon Completion. Wai Kee will conduct a review of the financial positions and operations of I-China with a view to determining the strategies of the I-China's business activities after Completion. Further, the I-China Group may explore and develop its core businesses and/or similar lines of existing businesses in the interest of the I-China Shareholders.

Save for the reasons as stated in the paragraph headed "(I)(D) Group Reorganisation" above, Wai Kee has no intention of disposing of the remaining assets of the I-China Group after Completion.

### **(B) Directors and management**

The current I-China Board consists of seven directors. However, the powers of these I-China Directors have been suspended since the appointment of the Provisional Liquidators on 5 December 2002. It is the intention of Wai Kee that upon Completion, Mr. Zen Wei Peu, Derek, Mr. Yu Sai Yen and other persons to be nominated by Wai Kee will be appointed as new I-China Directors and all the current I-China Directors, including current independent non-executive I-China Directors, will be removed. The independent non-executive I-China Directors will be appointed before the resumption of trading in the I-China Shares and the commencement of trading in New I-China Shares on the Stock Exchange in compliance with Rule 3.10 of the Listing Rules. Particulars of the proposed I-China Directors will be set out in the document to be despatched to the I-China Shareholders in connection with the Proposed Restructuring.

## **(VIII) MAINTAINING THE LISTING STATUS OF I-CHINA AND THE DISTRIBUTION**

It is the intention of Wai Kee to maintain the listing status of I-China on the Stock Exchange upon Completion. Accordingly, it is intended that Wai Kee will distribute approximately 2,199 million New I-China Shares (representing approximately 1,731.5% of the existing issued share capital of I-China immediately after the I-China Share Consolidation and approximately 34.8% of the enlarged issued share capital of I-China immediately after Completion but before the conversion of I-China Preference Shares) to the Wai Kee Shareholders upon Completion, on the basis of 14 New I-China Shares for every five Wai Kee Shares held by the Wai Kee Shareholders as at the Record Date, so that **the public float of I-China will be restored to not less than 25% in accordance with the requirements under Rule 8.08 of the Listing Rules before resumption of trading of the New I-China Shares.** Further announcement in relation to the details of the Distribution, relevant timetable, despatch of share certificate, odd lot arrangement and the Record Date will be made by Wai Kee immediately after the SGM.

Wai Kee has undertaken to I-China and the Stock Exchange that it will not convert the I-China Preference Shares if such conversion will result in the public float of the enlarged issued share capital of I-China from time to time falling below 25%, or the minimum public float requirement as stipulated under Rule 8.08 of the Listing Rules.

**The Stock Exchange has stated that if less than 25% of the issued New I-China Shares are in public hands following the Completion or if the Stock Exchange believes that:**

- **a false market exists or may exist in the trading of the New I-China Shares; or**
- **there are insufficient New I-China Shares in public hands to maintain an orderly market,**

**it will consider exercising its discretion to suspend trading in the New I-China Shares until a sufficient level of public float is attained.**

**Any acquisitions or disposals of assets by I-China will be subject to the provisions of the Listing Rules. Pursuant to the Listing Rules, the Stock Exchange has the discretion to require I-China to issue a document to I-China Shareholders irrespective of the size of the proposed transactions particular when such proposed transaction represents a departure from the principal activities of the I-China Group following Completion. The Stock Exchange also has the power to aggregate a series of acquisitions or disposals of I-China and any such transactions may result in I-China being treated as if it were a new listing applicant and subject to the requirements for new applicants as set out in the Listing Rules.**

## **(IX) PUBLICATION AND DESPATCH OF FINANCIAL RESULTS**

In the announcement by I-China dated 30 December 2002 the Provisional Liquidators set out the delay in the release of the financial results for the six months ended 30 September 2002. In light of limited books and records available to the Provisional Liquidators, I-China's distressed financial position and the uncertainty of the future prospects of the I-China Group, there was also a delay in (i) publication of the annual results and despatch of the annual report for the year ended 31 March 2003, which constitutes a breach of paragraphs 8(1), 8(2), 11(1) and 11(3)(i) of the Listing Agreement and (ii) the publication of the interim results and despatch of the interim reports for the six months ended 30 September 2002 and 2003, which constitute a breach of paragraphs 10(1) and 11(6) of the Listing Agreement. Since the appointment of the Provisional Liquidators, I-China has had no financial resources to satisfy its statutory and administrative obligations, including an audit. Without the relative certainty afforded by the Restructuring Proposal, it has not been possible for the Provisional Liquidators to justify devoting any financial resources to an audit for I-China as it would not provide any benefit for the Creditors if I-China was wound up. The Stock Exchange has reserved its right to take appropriate actions in respect of such breaches.

Auditors have commenced the audit of the I-China Group for the year ended 31 March 2003. I-China will publish its financial results for the six months ended 30 September 2002 and 30 September 2003 and for the year ended 31 March 2003 prior to the despatch of the document to the I-China Shareholders, and the respective annual report and interim reports shall be despatched to the I-China Shareholders prior to the resumption of trading in the I-China Shares.

## (X) OTHER INFORMATION

I-China will submit an application to the Stock Exchange for the listing of, and permission to deal in, the New I-China Shares in issue and to be issued pursuant to the Proposed Restructuring.

Asian Capital (Corporate Finance) Limited has been appointed as the financial adviser to I-China. Quam Capital Limited has been appointed as the financial adviser to Wai Kee. AMS Corporate Finance Limited has been appointed as the independent financial adviser to advise the Independent I-China Shareholders on the Proposed Restructuring and the Whitewash Waiver. A document containing, amongst other things, details of the Proposed Restructuring, the Whitewash Waiver, the advice of the independent financial adviser and a notice of the SGM, will be despatched to the I-China Shareholders as soon as practicable in accordance with the provisions under the Listing Rules and the Takeovers Code.

The Stock Exchange informed I-China on 17 February 2003 that I-China had been placed into the third stage of the delisting procedures in accordance with Practice Note 17 of the Listing Rules. I-China, acting through the Provisional Liquidators, submitted the Restructuring Proposal to the Stock Exchange on 11 August 2003 which sets out the principal terms for the restructuring of I-China. The Restructuring Proposal has been under consideration by the Stock Exchange since then and, following a review hearing by the Listing (Review) Committee on 28 October 2003, the Listing (Review) Committee informed the Provisional Liquidators on 4 November 2003 that they may proceed with the Restructuring Proposal.

**The release of this announcement does not indicate that the Proposed Restructuring will be successfully implemented and completed as the conditions precedent to the Restructuring Agreement may not be fulfilled or otherwise waived. Trading in the I-China Shares has been suspended since 15 January 2002 and will remain suspended until Completion and a sufficient public float has been restored. Further announcement will be issued as and when appropriate.**

**Wai Kee Shareholders and potential investors should exercise caution when dealing in the Wai Kee Shares as the Proposed Restructuring may or may not proceed.**

## DEFINITIONS

“Amazing Reward Group”	Amazing Reward Group Limited together with its subsidiaries. Amazing Reward Group Limited is a company incorporated with limited liability in the BVI and a wholly-owned subsidiary of Wai Kee;
“Arbitration Settlement”	the settlement of the arbitration against Zen Pacific Civil pursuant to the settlement agreement between HKHA, Zen Pacific Civil and Wai Kee dated 24 September 2003 as disclosed in the announcements of Wai Kee dated 22 and 25 September 2003;
“associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“BVI”	British Virgin Islands;
“Capital Restructuring”	the Capital Reduction, the I-China Share Consolidation and the Increase in Authorised I-China Share Capital;
“Capital Reduction”	the reduction of the nominal value of each issued I-China Share from HK\$0.01 to HK\$0.0025;
“Companies Act”	the Companies Act 1981 of Bermuda;
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong);
“Completion”	the completion of the Restructuring Agreement and the Subscription Agreement;
“Concert Parties”	has the meaning ascribed to the term “parties acting in concert”, including those presumed to be acting in concert, in the Takeovers Code;

“Courts”	the Supreme Court of the Bermuda and the Court of First Instance of the High Court of Hong Kong;
“Creditors”	any person to whom I-China owes a claim other than the preferential creditors of I-China;
“Creditors Put Option”	the put option granted by Wai Kee to the Creditors and/or the Scheme Administrators to sell all or part of the 200,000,000 New I-China Shares at a price of HK\$0.01 per New I-China Shares within 90 days after the expiry of two years following Completion;
“Debt Restructuring”	the proposed restructuring of the indebtedness and liabilities of I-China pursuant to the Proposed Restructuring;
“Distribution”	the proposed distribution of the New I-China Shares to the Wai Kee Shareholders on the basis of 14 New I-China Shares for every five Wai Kee Shares held by Wai Kee Shareholders as at the Record Date;
“Escrow Agent”	RSM Nelson Wheeler Corporate Advisory Services Limited, a company incorporated in Hong Kong, the registered office of which is situated at 7th Floor, Allied Kajima Building, 138 Gloucester Road, Wan Chai, Hong Kong, which will hold the deposit for the proceeds of the Subscription paid by Wai Kee as stakeholder in accordance with the terms of the Restructuring Agreement;
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director;
“HKHA”	Hong Kong Housing Authority;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“I-China”	I-China Holdings Limited (Provisional Liquidators Appointed), a company incorporated in the Bermuda with limited liability, the shares of which are listed on Main Board of the Stock Exchange;
“I-China Board”	the board of I-China Directors;
“I-China Director(s)”	director(s) of I-China;
“I-China Group”	I-China and its subsidiaries;
“I-China Group Companies”	all companies directly or indirectly held by in the I-China Group other than Trinity;
“I-China Preference Share(s)”	preference shares of HK\$0.01 each to be issued by I-China, which are convertible into New I-China Shares at an initial conversion price of HK\$0.01 per New I-China Shares;
“I-China Share(s)”	ordinary share(s) of HK\$0.01 each in the existing issued share capital of I-China;
“I-China Share Consolidation”	consolidation of every four issued I-China Shares into one New I-China Share;
“I-China Shareholders”	holders of the I-China Shares;
“Increase in Authorised I-China Share Capital”	the increase in the authorised share capital of I-China from HK\$80,000,000 to HK\$200,000,000 divided into 20,000,000,000 New I-China Shares;

“Independent I-China Shareholders”	I-China Shareholders who are not involved or have no interest in the Restructuring Agreement, the Subscription Agreement, the Schemes and the Whitewash Waiver, being all I-China Shareholders, save for Mr. Wong Che Ming, Steve, who is an independent non-executive Wai Kee Director and is presumed to be a Concert Party of Wai Kee under the Takeovers Code;
“Injected Assets”	the Amazing Reward Group and the Zen Pacific Group;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“New I-China Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of I-China upon implementation of the Capital Restructuring;
“Petition”	the petition to wind up I-China filed by the Petitioning Creditor on 3 December 2002 in relation to the debts in the amount of around HK\$5.4 million owed by I-China to the Petitioning Creditor;
“Petitioning Creditor”	Seapower Finance Limited (the loans previously owed to Seapower Resources International Limited (Provisional Liquidators Appointed) and Seapower Secretaries Limited have been assigned to Seapower Finance Limited);
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Proposed Restructuring”	the proposed restructuring of I-China involving the Capital Restructuring, the Debt Restructuring, the Subscription, injection of the Injected Assets and the Whitewash Waiver;
“Provisional Liquidators”	Messrs. Cosimo Borrelli and Fan Wai Kuen of RSM Nelson Wheeler Corporate Advisory Services Limited, the joint and several provisional liquidators of I-China;
“Put Option Agreement”	the agreement to be entered into between the Provisional Liquidators and Wai Kee in relation to the Creditors Put Option;
“Record Date”	the record date for determining the entitlement of Wai Kee Shareholders to the Distribution;
“Restructuring Agreement”	the conditional agreement dated 20 November 2003 entered into among I-China, the Provisional Liquidators, Wai Kee and the Escrow Agent;
“Restructuring Proposal”	the non-legally binding proposal dated 11 August 2003, entered into among the Provisional Liquidators, Wai Kee and the Escrow Agent, which sets out amongst other things, the indicative terms of the Proposed Restructuring;
“Schemes”	the proposed schemes of arrangement under section 99 of the Companies Act and section 166 of the Companies Ordinance between I-China and the Creditors to be approved or imposed by the Courts, with or without any modification;
“Scheme Administrators”	such persons appointed pursuant to the terms of the Schemes;
“SFC”	Securities and Futures Commission;
“SGM”	the special general meeting of I-China to be held for the purpose of passing the relevant proposed resolutions for the implementation of the transactions contemplated under the Restructuring Agreement and the Subscription Agreement;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

“Subscription”	the proposed subscription of (i) 5,987,000,000 New I-China Shares at par value of HK\$0.01 each by Wai Kee, representing approximately 94.8% of the issued share capital of I-China upon Completion but before the Distribution and conversion of the I-China Preference Shares, for an aggregate amount of HK\$59.87 million and (ii) 3,000,000,000 I-China Preference Shares of HK\$0.01 each carrying the right to convert into New I-China Shares at an initial conversion price of HK\$0.01 each at HK\$0.01 each;
“Subscription Agreement”	the agreement, in form and substance to be agreed and to be entered into between Wai Kee, I-China, the Provisional Liquidators in connection with the Subscription;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“Trinity”	Trinity Rent A Car Limited, a company incorporated with limited liability under the laws of Hong Kong and a wholly owned subsidiary of I-China;
“Trinity Option”	the option granted by I-China to Wai Kee, exercisable at Wai Kee’s sole discretion before Completion, pursuant to which Wai Kee, has the right to transfer the entire issued share capital of Trinity to the Provisional Liquidators or the Scheme Administrators for a nominal consideration of HK\$1;
“Wai Kee”	Wai Kee Holdings Limited, a company incorporated in Bermuda with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange. It is independent of and not connected with the directors, chief executive or substantial shareholder nor a Concert Party of I-China and its subsidiaries and their respective associates;
“Wai Kee Board”	the board of Wai Kee Directors;
“Wai Kee Directors”	directors of Wai Kee;
“Wai Kee Group”	Wai Kee and its subsidiaries;
“Wai Kee Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of Wai Kee;
“Wai Kee Shareholders”	holders of the Wai Kee Shares;
“Whitewash Waiver”	a waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code from the obligation of Wai Kee and its Concert Parties to make a mandatory general offer for all the New I-China Shares not already owned or agreed to be acquired by them upon Completion;
“Zen Pacific Civil”	Zen Pacific Civil Contractors Limited, a company incorporated with limited liability in Hong Kong and a wholly-owned subsidiary of Zen Pacific Construction Limited;
“Zen Pacific Group”	Zen Pacific Construction Limited, a company incorporated with limited liability in the BVI and a wholly-owned subsidiary of Wai Kee, together with its subsidiaries;
“Zen Pacific Option”	the put option granted by Wai Kee to I-China, which forms part of the Restructuring Agreement, pursuant to which I-China will have a right to transfer all of its interest in the Zen Pacific Group back to Wai Kee for a nominal value of HK\$1 in the event that the settlement amount with HKHA, net of the provision of HK\$60 million previously made for the award, exceeds the net tangible asset value of the Zen Pacific Group immediately after the Arbitration Settlement; and

“HK\$” and “cents”

Hong Kong dollars and cents, the lawful currency of Hong Kong.

For and on behalf of  
**I-CHINA HOLDINGS LIMITED**  
**(Provisional Liquidators Appointed)**  
**Cosimo Borrelli**  
**Fan Wai Kuen**  
*Joint and Several Provisional Liquidators*

By Order of the Board  
**WAI KEE HOLDINGS LIMITED**  
**Zen Wei Peu, Derek**  
*Vice Chairman*

Hong Kong, 18 December 2003

*The Provisional Liquidators jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Wai Kee Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those relating to the Wai Kee Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*Wai Kee and its directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the I-China Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those relating to the I-China Group) have been arrived at after due and careful consideration and 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.