

STELUX Holdings International Limited

寶光實業(國際)有限公司*

website: <http://www.irasia.com/listco/hk/stelux>
(Incorporated in Bermuda with limited liability)

(Stock Code: 84)

CONNECTED TRANSACTION AND VERY SUBSTANTIAL DISPOSAL DISPOSAL OF PROPERTY

AND
SPECIAL DIVIDEND

AND
CONTINUING CONNECTED TRANSACTIONS
FOLLOWING THE DISPOSAL

AND
CHANGES IN EXISTING CONTINUING CONNECTED TRANSACTIONS FOLLOWING THE DISPOSAL
AND
RESUMPTION OF TRADING

(1) THE DISPOSAL

The Board is pleased to announce that the Agreement was entered into between the Company and Yee Hing on 20 December 2005, pursuant to which the Company has agreed to dispose of the Property to Yee Hing for a cash consideration of HK\$820,000,000 (the "Disposal") through the disposal of the entire issued share capital of Stelux (BVI) following a group reorganisation of the Company. Following the completion of such group reorganisation of the Company and immediately prior to the completion of the Agreement, the sole asset of Stelux (BVI) will be the entire issued share capital of SHL and SHL, which is the current registered owner of 100% interest in the Property, will in turn own 100% interest in the Property as its sole asset.

Approximately HK\$320,000,000 of the proceeds of the Disposal will be used to repay the outstanding mortgage loans in relation to the Property. Subject to completion of the Agreement, the Board has resolved to recommend distribution of a special dividend of approximately HK\$475,700,000 (HK\$0.50 per Share) to Shareholders.

The Directors believe that the divestment of non-core assets by the Company would enhance the shareholders' value of the Company as the core business of the Group is retail and trading of watches and optical products and the return of sale proceeds of the Disposal to Shareholders after repayment of the related mortgage loans would benefit the Shareholders.

The Disposal constitutes a connected transaction and a very substantial disposal for the Company under the Listing Rules. Therefore it is subject to the approval of Independent Shareholders at the SGM by poll under Chapter 14 and Chapter 14A of the Listing Rules.

A circular containing information regarding, amongst other matters, details of the Disposal and the special dividend as recommended by the Board, will be despatched to the Shareholders as soon as practicable. Yee Hing and its associates (as defined in the Listing Rules) will abstain from voting at the SGM.

(2) CONTINUING CONNECTED TRANSACTIONS FOLLOWING THE DISPOSAL

The Company has been using a portion of the office premises and some carparking spaces at the Property since 1998. Upon completion of the Agreement, the Company intends to rent the said office premises and carparking spaces from SHL for an annual aggregate sum of HK\$4,103,000 excluding management fee, rates and government rent.

Upon completion of the Agreement, SPAL, a wholly-owned subsidiary of the Company will enter into a management and property agency liaison services agreement with SHL, pursuant to which SPAL will agree to provide, inter alia, contract administration, property agency liaison and tenancy management services with respect to Stelux House for an annual consideration of at least HK\$2,040,000.

The renting of the said office premises and carparking spaces above and the transactions contemplated under the above management and property agency liaison services agreement constitute continuing connected transactions for the Company and will be each subject to reporting and announcement requirements as set out in Rules 14A.45 to 14A.47 of the Listing Rules and exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

(3) CHANGES IN EXISTING CONTINUING CONNECTED TRANSACTIONS FOLLOWING THE DISPOSAL

Before completion of the Agreement, a portion of the office premises and carparking spaces at the Property has been rented to IOM and Yee Hing by the Company for an annual aggregate sum of approximately HK\$1,619,832. Such tenancies are currently classified as continuing connected transactions for the Company. Since the Property will be sold subject to existing tenancies, the Company will no longer have any interest in such tenancies upon completion of the Agreement, and accordingly, these tenancies will no longer constitute continuing connected transactions for the Company.

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 2:30p.m. on 20 December 2005, pending issue of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange from 9:30a.m. on 21 December 2005.

(1) THE DISPOSAL

THE AGREEMENT

Date: 20 December 2005

Parties: (1) Yee Hing, as purchaser under the Agreement; and
(2) the Company, as vendor under the Agreement

Summary

Pursuant to the Agreement, the Company will dispose of the Property to Yee Hing at a cash consideration of HK\$820,000,000 (the "Disposal") through the disposal of the entire issued share capital of Stelux (BVI) following a group reorganisation of the Company (the "Reorganisation"). Following the completion of the Reorganisation and immediately prior to the completion of the Agreement (the "Completion"), the sole asset of Stelux (BVI) will be the entire issued share capital of SHL and SHL, which is the current registered owner of 100% interest in the Property, will in turn own 100% interest in the Property as its sole asset. The consideration was reached after arm's length negotiations between the parties with reference to the valuation of the Property of HK\$800,000,000 made by independent property valuers as at 30 September 2005 and a preliminary updated valuation of the Property made by independent property valuers close to the date of this announcement of approximately HK\$820,000,000. An updated valuation report of the Property as of a date not earlier than 10 December 2005 will be included in the shareholders' circular with respect to the Disposal to be despatched to the Shareholders. Under the Agreement, an initial deposit of HK\$10,000,000 was paid in cash by Yee Hing on 20 December 2005 and the balance of the consideration of HK\$810,000,000 will be payable in cash upon Completion. Completion is expected to take place on or before 31 March 2006.

The Property will be sold subject to existing tenancies. Rental deposits under the existing tenancies of the Property as of the date of Completion will be deducted from the balance of the consideration for the Disposal payable upon Completion. As at the date of this announcement, the rental deposits under the existing tenancies of the Property amounted to approximately HK\$7,900,000.

Approximately HK\$320,000,000 of the proceeds of the Disposal will be used to repay the outstanding mortgage loans in relation to the Property. Subject to Completion, the Board has resolved to recommend distribution of a special dividend of approximately HK\$475,700,000 (HK\$0.50 per Share) to Shareholders. After repayment of the outstanding mortgage loans in relation to the Property, the distribution of the special dividend and the deduction of the rental deposits under the existing tenancies of the Property as of the date of Completion, the balance of the proceeds of the Disposal of approximately HK\$16,400,000 will be used for general working capital purposes including the payment of expenses in relation to the Disposal such as legal fees, valuation fees and other professional fees of approximately HK\$6,000,000 in aggregate.

Following the Disposal, both Stelux (BVI) and SHL will cease to be the subsidiaries of the Company and their company names will be changed such that "Stelux" will not be used.

Assets to be disposed of

The Property comprises the building known as Stelux House located at 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong and a parcel of ground situate, lying and being at Hong Kong and registered in the Land Registry as LOT NO. 4790 with a registered site area of approximately 2,098 square meters (22,580 square feet).

Stelux House was built in 1998, it comprises a 26-storey office building with retail shops on the ground floor and mezzanine floor and loading and unloading facilities and 114 carparking spaces on three basement levels. The total lettable gross floor area of Stelux House is approximately 30,547 square meters (328,809 square feet).

Completion

Completion is conditional upon the fulfillment of, amongst others, the following conditions on or before the expected completion date of 31 March 2006:

- the transactions contemplated under the Agreement having been approved by Independent Shareholders at the SGM by poll;
- financing to fund the Disposal having been obtained by Yee Hing;
- the Reorganisation, including the obtaining of all requisite third party consents, having been completed;
- a special dividend to Shareholders of HK\$0.50 per Share having been approved by Independent Shareholders at the SGM by poll; and
- a good title to the Property having been showed and proved, and all title deeds and documents of the Property having been delivered to Yee Hing within 14 days from the date of this announcement.

If any of the abovementioned conditions is not fulfilled or waived on or before 31 March 2006 or such later date as the Company and Yee Hing may agree, the Agreement shall cease to have effect and none of

the parties thereto shall have any claim against the other save for the deposit of HK\$10,000,000, which will be refunded to Yee Hing with interest, and certain clauses in the Agreement survive cessation.

EXPECTED GAIN ON THE DISPOSAL BY THE GROUP

According to the audited accounts of the Group, the book value of the Property was approximately HK\$743,385,000 as at 31 March 2005. The book value of the Property was approximately HK\$779,169,000 as at 30 September 2005 after taking into account of the valuation conducted by Jones Lang Lasalle, independent property valuers, on the Property. Accordingly, the Disposal at a consideration of HK\$820,000,000 will give rise to a gain of approximately HK\$40,831,000 (subject to audit) for the Group based on its book value as at 30 September 2005. The deferred tax liabilities of the Group in relation to the holding of properties will also be reduced by approximately HK\$54,590,000 as at 30 September 2005 following the Disposal.

EFFECT OF THE DISPOSAL ON THE OPERATION OF THE GROUP

The Directors consider that the cash flow and operating results (before the surplus or deficit on revaluation of the Property) generated from the Property were not significant to the Group. Although the Group will not generate rental income from the Property following the Disposal, the Group will be able to save on operating expenses in relation to the Property and interest expenses with respect to the mortgage loans in relation to the Property which will be repaid after the Disposal. The Group's debt gearing position would also be improved as a result of the Disposal.

The Directors believe that following the Disposal, the cash flow position of the Group will continue to be satisfactory and will not be adversely affected by the loss of rental income from the Property. The Disposal will have no material adverse effect on the overall business operations of the Group. Accordingly and as required under Rule 13.24 of the Listing Rules, the Directors confirm that following the Disposal the Company will continue to have sufficient operations.

Before the completion of the Reorganisation, Stelux (BVI) is holding other assets and liabilities in addition to the Property. As such, the current financial information of Stelux (BVI) is not relevant in the context of the Disposal. The gross rental income, and profit before and after taxation in respect of the Property for the two years ended 31 March 2005 were extracted from the unaudited management accounts of the Group (subject to review by reporting accountants of the Company) and set out as follows:

	For the year ended 31 March	
	2005	2004
	HK\$'000	HK\$'000
Gross rental income	22,566	30,308
Profit before surplus on revaluation of the Property and taxation	3,446	6,848
Surplus on revaluation of the Property	145,600	27,300
Profit after surplus on revaluation of the Property and before taxation	149,046	34,148
Profit after taxation and after surplus on revaluation of the Property	123,971	27,225

REASONS FOR AND BENEFITS OF ENTERING INTO THE AGREEMENT

The Group is principally engaged in the business of retailing and wholesaling of watches and optical products, and property investment. One of the strategies of the Group has been to focus on its strengths, the watch and optical businesses. To this end, the Company has acquired a majority interest in each of the Thong Sia Companies as announced on 10 August 2005, expanding the business into wholesaling of watches, clocks and optical products in Asia. The divestment of non-core assets such as the Property is a step taken by the Company in line with its existing business strategies. Through the Disposal, the Directors believe that the future operating results of the Group will no longer be directly affected by fluctuations in the property market.

According to the valuations conducted by Jones Lang Lasalle, independent property valuers, the Property was valued at HK\$760,000,000 as at 31 March 2005 and HK\$800,000,000 as at 30 September 2005. Based on a preliminary updated valuation of the Property made by independent property valuers close to the date of this announcement, the Property was valued at approximately HK\$820,000,000.

With the recent upturn in Hong Kong's property market in the past some 12 months, the Directors consider it a good opportunity for the Group to dispose of the Property at a profit.

The Directors believe that the divestment of non-core assets by the Company would enhance the shareholders' value of the Company as the core business of the Group is retail and trading in nature i.e. the profitability of the Group is not directly related to the asset size of the Group and the return of sale proceeds of the Disposal to Shareholders after repayment of the related mortgage loans will benefit the Shareholders.

As the mortgage loans in relation to the Property will be repaid after the Disposal, the Group will be able to save on interest expenses especially given the recent interest rate hike. The Group's debt gearing position would also be improved as a result of the Disposal.

The Directors are of the view that the Disposal is in the interests of the Company and the Shareholders as a whole, and the terms of the Agreement are fair and reasonable and on normal commercial terms.

CONNECTED TRANSACTION AND VERY SUBSTANTIAL DISPOSAL

Yee Hing, with a direct equity interest of approximately 44% in the Company, is the controlling shareholder (as defined in the Listing Rules) of the Company and therefore a connected person of the Group for the purpose of the Listing Rules. Based on the applicable size tests performed regarding the Disposal, the relevant percentage ratio under Rule 14.07 of the Listing Rules exceeds 75%. Accordingly, the Disposal constitutes a connected transaction and a very substantial disposal for the Company under the Listing Rules and will be subject to the approval of the Independent Shareholders at the SGM by poll under Chapter 14 and Chapter 14A of the Listing Rules.

(2) CONTINUING CONNECTED TRANSACTIONS FOLLOWING THE DISPOSAL

RENTAL OF THE COMPANY'S EXISTING OFFICE PREMISES AND CARPARKING SPACES AT THE PROPERTY FROM SHL

The Group has been using a portion of the office premises and some carparking spaces (the "Office Premises" as defined below) at the Property since 1998. The Directors consider it to be in the interests of the Company and the Shareholders as a whole for the Company to rent back the Office Premises from SHL after Completion as long as rental rates and other rental terms are in line with market rates and relocation costs could be avoided.

Upon Completion, a wholly-owned subsidiary of the Company, as tenant, will enter into tenancy agreements (the "Tenancy Agreements") with SHL as landlord in respect of the renting of the Office Premises. Details of the major terms of the Tenancy Agreements are as follows:

Parties:	SHL as landlord and a wholly-owned subsidiary of the Company as tenant
Premises rented:	2,819 square meters (30,704 square feet) office premises located on the 27th floor, the 28th floor (portion) and the 5th floor (portion) and 12 carparking spaces located on basements 1 and 3 of the Property (collectively the "Office Premises")
Duration of tenancy:	from the date of Completion up to 31 March 2008 (inclusive), if Completion takes place before 31 March 2006, or up to 31 March 2009 (inclusive) in the event that Completion takes place on or after 31 March 2006, and in both cases with an option to renew for a further term of three years at the then prevailing open market rent
Rent:	HK\$373,000 (exclusive of management fee, rates and government rent) per calendar month payable in advance on the first day of each calendar month, there will be a rent-free period of one month per year during the duration of the Tenancy Agreements

The monthly rent excluding management fee, rates and government rent was determined by reference to those payable by other tenants of the Property and the size of the office premises and number of carparking spaces. The rent payable by the Company is in line with prevailing market rent based on an independent valuation by Jones Lang Lasalle made on 12 December 2005. Accordingly, the Company proposes to set the aggregate annual cap amount for the transactions contemplated under the Tenancy Agreements for each of the three financial years ending 31 March 2008 or 31 March 2009 (as the case may be) at HK\$4,500,000. The Directors consider that the terms of the Tenancy Agreements are fair and reasonable and are on normal commercial terms and the Tenancy Agreements are in the interests of the Company and the Shareholders as a whole.

Upon Completion, SHL will be owned as to 100% by Yee Hing. Accordingly, SHL will be a connected person (as defined in the Listing Rules) of the Group upon Completion by virtue of the fact that it is an associate of Yee Hing which is a connected person (as defined in the Listing Rules) of the Group. The aggregate annual cap amount for the transactions contemplated under the Tenancy Agreements of HK\$4,500,000 represents less than 2.5% of the applicable percentage ratios under Rule 14.07 of the Listing Rules. As such, the transactions contemplated under the Tenancy Agreements will be classified as continuing connected transactions for the Company and (according to Rule 14A.34 of the Listing Rules) will be subject to reporting and announcement requirements as set out in Rules 14A.45 to 14A.47 of the Listing Rules and exempt from independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

PROVISION OF MANAGEMENT AND PROPERTY AGENCY LIAISON SERVICES TO SHL

As of the date of this announcement, SPAL, a wholly-owned subsidiary of the Company, is responsible for, amongst other matters, the overall administration and management of the Property. Upon Completion, SPAL will enter into a management and property agency liaison services agreement (the "Services Agreement") with SHL, pursuant to which SPAL will continue to provide the Services (as defined below). Details of the major terms of the Services Agreement are as follows:

Parties:	(1) SHL as the owner of the Property (upon Completion); and (2) SPAL, a wholly-owned subsidiary of the Company, as the provider of the Services
Fee payment:	HK\$170,000 per calendar month (in the first year during the duration of the Services Agreement) payable in advance on the first day of each calendar month

Subject matter

SPAL has been providing the Services to SHL since 1998 and has accumulated the relevant knowledge and experience. Yee Hing has requested SPAL to continue to manage the Property upon Completion so as to maintain continuity and the quality of service. Accordingly, as part of the negotiation between Yee Hing and the Company regarding the Disposal, the Company has agreed to continue to provide the Services on behalf of Yee Hing following the Disposal.

The main services (the "Services") to be provided by SPAL to SHL following the Disposal include:

- Contract administration with respect to contracts entered into between SHL and third parties from time to time;
- Property agency liaison and tenancy management;
- Management of the property manager of Stelux House; and
- Other miscellaneous administrative services

Duration

The Services Agreement shall become effective immediately upon Completion and for a period up to 31 March 2008 (inclusive), if Completion takes place before 31 March 2006, or up to 31 March 2009 (inclusive) in the event that Completion takes place on or after 31 March 2006.

Basis for determining the annual fee regarding the Services Agreement

The annual fee for the first year under the Services Agreement is based on the total annual costs of approximately HK\$2,000,000 to be incurred by the Company in providing the Services. SHL and SPAL shall negotiate and agree in good faith to increase the annual fee by not more than 10% each year with reference to the actual increase in costs (including but not limited to related staff salaries) incurred by the Company with respect to the Services. In this connection, the Company proposes to set the annual cap amount for the transactions contemplated under the Services Agreement at HK\$2,100,000, HK\$2,300,000 and HK\$2,500,000 for each of the three financial years ending 31 March 2008 or 31 March 2009 (as the case may be).

In order to facilitate the transactions contemplated under the Agreement, the Directors consider it to be in the interests of the Company and the Shareholders as a whole for the Company to continue to provide the Services following the Disposal. The Directors are further of the view that the Services Agreement is in the interests of the Company and the Shareholders as a whole, and the terms of the Services Agreement are fair and reasonable and on normal commercial terms.

Continuing connected transaction

SHL will be a connected person (as defined in the Listing Rules) of the Group upon Completion and the annual cap amounts for the transactions contemplated under the Services Agreement of HK\$2,100,000, HK\$2,300,000 and HK\$2,500,000 for each of the three financial years during the duration of the Services Agreement represent less than 2.5% of the applicable percentage ratios under Rule 14.07 of the Listing Rules. As such, the transactions contemplated under the Services Agreement will be classified as continuing connected transactions for the Company and (according to Rule 14A.34 of the Listing Rules) will be subject to reporting and announcement requirements as set out in Rules 14A.45 to 14A.47 of the Listing Rules and exempt from independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

(3) CHANGES IN THE EXISTING CONTINUING CONNECTED TRANSACTIONS FOLLOWING THE DISPOSAL

RENTING OF OFFICE PREMISES AND CARPARKS TO CONNECTED PERSONS

As of the date of this announcement, the Company is renting a portion of the office premises and some carparking spaces at the Property to IOM and Yee Hing for an aggregate monthly rental of HK\$134,986 (representing approximately an aggregate annual sum of HK\$1,619,832) and the said tenancies are currently classified as continuing connected transactions for the Company (Please refer to the announcement made by the Company dated 9 August 2004 for more details). Since the Property will be sold subject to existing tenancies, the Company will no longer have any interest in the said tenancies upon Completion and therefore the said existing continuing connected transactions of the Company will no longer apply.

(4) INDEPENDENT SHAREHOLDERS' APPROVAL AND DESPATCH OF CIRCULAR

The Independent Board Committee, comprising Mr Kwong Yiu Chung, Mr Wu Chun Sang and Dr Lawrence Wu Chi Man, has been formed by the Board to advise the Independent Shareholders in respect of the transactions contemplated under the Agreement. An independent financial adviser will be appointed to advise the Independent Board Committee and Independent Shareholders in respect of the transactions contemplated under the Agreement.

A circular containing information regarding, amongst other matters, details of the Disposal and special dividend as recommended by the Board, the advice from the Independent Board Committee to the Independent Shareholders, the advice of the independent financial adviser in connection with the transactions contemplated under the Agreement and the notice of the SGM will be despatched to Shareholders as soon as practical. Yee Hing and its associates (as defined in the Listing Rules) will abstain from voting at the SGM.

GENERAL

The Group is principally engaged in the business of retailing and wholesaling of watches and optical products, and property investment.

Stelux (BVI) is principally engaged in investment holding.

SHL is principally engaged in investment holding and property investment.

SPAL is principally engaged in property agency and management.

Yee Hing is principally engaged in investment holding.

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 2:30p.m. on 20 December 2005, pending issue of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange from 9:30a.m. on 21 December 2005.

DEFINITIONS

"Agreement"	the sale and purchase agreement dated 20 December 2005 entered into between the Company and Yee Hing, pursuant to which the Company has agreed to dispose of the Property for a cash consideration of HK\$820,000,000 through the disposal of the entire issued share capital of Stelux (BVI) following a group reorganisation. Following the completion of such group reorganisation and immediately prior to the completion of the Agreement, the sole asset of Stelux (BVI) will be the entire issued share capital of SHL and SHL, which is the current registered owner of 100% interest in the Property, will in turn own 100% interest in the Property as its sole asset
"associate"	has the meaning as given to it in the Listing Rules
"Board"	The board of Directors
"Company"	STELUX Holdings International Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
"Directors"	the directors (including the independent non-executive directors) of the Company
"Estate"	the estate of Mr Wong Chue Meng, which holds approximately 70% of the issued share capital of the Company (through various holding companies including Yee Hing which is directly interested in approximately 44% of the issued share capital of the Company) as at the date hereof
"Group"	the Company and its subsidiaries
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Independent Board Committee"	the independent board committee of the Company comprising Mr Kwong Yiu Chung, Mr Wu Chun Sang and Dr Lawrence Wu Chi Man, which has been formed by the Board to advise the Independent Shareholders in respect of the transactions contemplated under the Agreement
"Independent Shareholders"	the Shareholders other than Yee Hing and its associates (as defined in the Listing Rules)
"IOM"	International Optical Manufacturing Company Limited, a company incorporated in Hong Kong with limited liability, which is owned as to 60% by Yee Hing and as to 40% by a company controlled as to 38% by the Estate
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
"Property"	the piece or parcel of land registered in the Land Registry as New Kowloon Inland LOT NO.4790 together with the messuages erections and buildings thereon now known as "Stelux House" at 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong
"SGM"	a special general meeting of the Company to be convened to approve the Agreement and the transactions contemplated thereunder
"Stelux (BVI)"	Stelux Holdings International (BVI) Limited, a company incorporated in British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company, is an intermediate holding company of the Group and the entire asset of Stelux (BVI) is a 100% equity shareholding in SHL
"SHL"	Stelux Holdings Limited, a company incorporated under the laws of Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company, is an intermediate holding company of the Group
"Shares"	shares of par value of HK\$0.10 each in the issued share capital of the Company
"Shareholders"	holders of the Shares
"SPAL"	Stelux Property Agency Limited, a company incorporated under the laws of Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Thong Sia Companies"	Thong Sia Company (Singapore) Pte Limited, Thong Sia Watch Company Limited and Thong Sia Sdn Bhd, details of which were set out in the announcement of the Company dated 10 August 2005
"Yee Hing"	Yee Hing Company Limited, a company incorporated under the laws of Hong Kong with limited liability, and the substantial shareholder (as defined in the Listing Rules) of the Company. Yee Hing is directly interested in approximately 44% of the issued share capital of the Company
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	Percentage

By order of the Board
Caroline Chong
Company Secretary

Hong Kong, 20 December 2005

Directors of the Company as at the date hereof:

Executive Directors:

Wong Chong Po (*Chairman*), Chumphol Kanjanapas (*alias Joseph C.C. Wong*) (*Vice Chairman and Chief Executive Officer*), Anthony Chu Kai Wah, Stan Lee Shu Chung and Wong Yuk Woon

Non-executive Directors:

Sakorn Kanjanapas, Kwong Yiu Chung (*independent*), Wu Chun Sang (*independent*) and Lawrence Wu Chi Man (*independent – appointed on 28th October 2005*)

*Please also refer to the published version of this announcement in
The Standard and Hong Kong Economic Times.*