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## **TACK FAT GROUP INTERNATIONAL LIMITED**

**(Provisional Liquidators Appointed)**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 00928)



**ASIAN CAPITAL**

(CORPORATE FINANCE) LIMITED

卓亞(企業融資)有限公司

**Financial Advisor to the Company and the Underwriter to the Open Offer**

- (i) RESULTS OF THE OPEN OFFER;**
- (ii) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT; AND**
- (iii) DESPATCH OF NEW SHARE CERTIFICATES**

### **RESULTS OF THE OPEN OFFER**

The Board is pleased to announce that the Open Offer became unconditional at 4:30 p.m. on Tuesday, 2 August 2011.

As at 4:00 p.m. on Thursday, 28 July 2011, being the latest time for acceptance of and payment for the Offer Shares, a total of 13 valid acceptances of Offer Shares were received for a total of 3,273,522,351 Offer Shares, representing approximately 21.82% of the total number of 15,001,474,104 Offer Shares offered for subscription under the Open Offer and approximately 21.50% of the total number of issued shares of the Company of 15,222,734,784 Reorganised Shares immediately after completion of the Open Offer.

As the Offer Shares were not fully subscribed for, the 11,727,951,753 Untaken Shares, representing approximately 78.18% of the total number of 15,001,474,104 Offer Shares and approximately 77.04% of the total number of issued shares of the Company of 15,222,734,784 Reorganised Shares immediately after completion of the Open Offer, would be taken up by the Underwriter in accordance with the terms of the Supplemental Underwriting Agreement. In this regard, pursuant to the Sub-underwriting Agreements, the Underwriter has procured six sub-underwriters, each of which is (i) a third party independent of the Company or any of the Directors, chief executive, substantial shareholders of the Company or any of their respective associates; and (ii) not a connected person of the Company and its connected persons, to subscribe for all the 11,727,951,753 Untaken Shares.

## **SHARE CONSOLIDATION AND CHANGE IN BOARD LOT**

As disclosed in the Prospectus, pursuant to Rule 13.64 of the Listing Rules, the Company will implement the Share Consolidation on the basis that every 10 issued and unissued Reorganised Shares of HK\$0.01 each immediately after completion of the Open Offer will be consolidated into one New Share of HK\$0.10 each before the resumption of trading in the New Shares. Fractional New Shares will only arise in respect of the entire shareholding of a holder of the Reorganised Shares regardless of the number of share certificates held by such holder. Fractional New Shares will be disregarded and not issued to the Shareholders.

According to the section headed “Expected timetable” in the Prospectus, the latest time for lodging transfer of the Reorganised Shares, subject to the Share Consolidation, is 4:30 p.m. on Thursday, 4 August 2011. The Share Consolidation will be effective after 5:00 p.m. on Thursday, 4 August 2011.

The board lot size of the New Shares will be changed from 800 Reorganised Shares to 24,000 New Shares with effect immediately after the Share Consolidation becoming effective, i.e. after 5:00 p.m. on Thursday, 4 August 2011.

## **DESPATCH OF NEW SHARE CERTIFICATES**

Subject to completion of the Share Consolidation, the Company will despatch the new share certificates in yellow colour for the New Shares, which include the New Shares consolidated from the Reorganised Shares and the Offer Shares, to the Shareholders at their own risks on Friday, 5 August 2011.

The old share certificates for the Old Shares, which are blue in colour, will become void automatically upon the despatch of the new share certificates.

Subject to the fulfillment of the resumption conditions imposed by the Stock Exchange on the Company dated 26 May 2011, dealings in the New Shares on the Stock Exchange are expected to commence from 9:00 a.m. on Tuesday, 9 August 2011. The Company will issue a further announcement in respect of the fulfillment of such conditions as soon as practicable.

## **ARRANGEMENT ON ODD LOT TRADING**

In order to alleviate the difficulties arising from the existence of odd lots of New Shares, the Company has appointed Goldride Securities Limited to match the purchase and sale of odd lots of the New Shares arising from the Share Consolidation and Change in Board Lot at the relevant market price per New Share for the period from Tuesday, 9 August 2011 to Friday, 12 August 2011 (both days inclusive). Holders of odd lots of the New Shares who wish to take advantage of this arrangement, either to dispose of their odd lots of the New Shares or to top up to a full board lot, may contact Ms. Lonlie Hung or Ms. Crystal Fung of Goldride Securities Limited at 3414-3415, 34/F, Jardine House, 1 Connaught Place, Hong Kong (Tel: 852-2869 9500; Fax: 852-2877 1694) during the aforesaid period. Holders of odd lots of the New Shares should note that matching of the sale and purchase of odd lots of the New Shares is not guaranteed.

Reference is made to the prospectus of the Company dated 14 July 2011 in relation to the Open Offer (the “**Prospectus**”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus, unless the context otherwise requires.

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## CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Provisional Liquidators' knowledge and information, the shareholding structure of the Company immediately before and after completion of the Open Offer and the Share Consolidation is as follows:

Shareholders	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer but before the Share Consolidation		Immediately after completion of the Open Offer and the Share Consolidation	
	<i>No. of Reorganised Shares</i>	<i>Approximate %</i>	<i>No. of Reorganised Shares</i>	<i>Approximate %</i>	<i>No. of New Shares</i>	<i>Approximate %</i>
Tower Victory International Limited ("Tower Victory") (Note 1)	65,280,000	29.5%	2,065,280,000	13.6%	206,528,000	13.6%
<b>Public</b>						
Sub-underwriters (Note 2)	–	–	11,727,951,753	77.0%	1,172,795,175	77.0%
Mr. Derek Fung (Note 3)	43,463,600	19.6%	43,463,600	0.3%	4,346,360	0.3%
Citigroup Inc. ("Citigroup") (Note 4)	31,536,840	14.3%	336,311,400	2.2%	33,631,140	2.2%
Other public Shareholders	80,980,240	36.6%	1,049,728,031	6.9%	104,972,803	6.9%
<b>Total</b>	<b>221,260,680</b>	<b>100.0%</b>	<b>15,222,734,784</b>	<b>100.0%</b>	<b>1,522,273,478</b>	<b>100.0%</b>

### Notes:

1. Tower Victory is wholly owned by Mr. Shen Dong (沈東). Pursuant to the enquiry made by the Provisional Liquidators after the Latest Acceptance Date, Tower Victory confirmed that it had applied for 2,000,000,000 Offer Shares under the Open Offer.
2. To the best information, knowledge and belief of the Company and the Provisional Liquidators, after having made reasonable enquiries, none of the Underwriter, sub-underwriters, the placees procured by the sub-underwriters, and their respective associates holds 10% or more of the enlarged share capital of the Company upon completion of the Open Offer.
3. Pursuant to the enquiry made by the Provisional Liquidators after the Latest Acceptance Date, Mr. Derek Fung confirmed that he had not applied for any Offer Shares under the Open Offer.
4. The holding of 31,536,840 Reorganised Shares immediately before completion of the Open Offer is based on the disclosure of interests notice filed by Citigroup with the Stock Exchange website on 8 February 2011. According to the disclosure of interests notice filed by Citigroup with the Stock Exchange website on 29 July 2011, it held 336,311,400 Reorganised Shares immediately after the relevant event, which should be the subscription of certain Offer Shares by Citigroup. Except for these two notices filed on 8 February 2011 and 29 July 2011, there is no other information available to the Provisional Liquidators to ascertain the shareholding positions of Citigroup.

## **DESPATCH OF NEW SHARE CERTIFICATES**

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**Trading in the Shares has been suspended since 9:30 a.m. on 30 July 2008.**

For and on behalf of  
**TACK FAT GROUP INTERNATIONAL LIMITED**  
*(Provisional Liquidators Appointed)*  
**CHOONG Khuat Leok**  
*Independent Non-Executive Director*

For and on behalf of  
**TACK FAT GROUP INTERNATIONAL LIMITED**  
*(Provisional Liquidators Appointed)*  
**FOK Hei Yu Roderick John Sutton**  
*Joint and Several Provisional Liquidators  
acting as agents without personal liability*

Hong Kong, 3 August 2011

*As at the date of this announcement, the Board comprises (i) one non-executive director, Mr. James McMullen; and (ii) three independent non-executive directors, namely, Mr. Pau Chin Hung, Andy, Mr. Choong Khuat Leok and Mr. Kooi Tock Chian.*