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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Pearl Oriental Innovation Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed dealer, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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東方明珠創業有限公司\*  
**Pearl Oriental Innovation Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 632)**

**MAJOR TRANSACTION**  
**DISPOSAL OF 60% EQUITY INTEREST IN A SUBSIDIARY**

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\* For identification purpose only

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## DEFINITIONS

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“Agreement”	the sale and purchase agreement dated 22 January 2009 between the Vendor and the Purchaser in respect of the sale and purchase of the Sale Shares
“Business Day”	Any day (other than Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“Company”	Pearl Oriental Innovation Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange
“Completion”	The completion of the sale and purchase of the Sale Shares under the Agreement
“Completion Date”	the third Business Day after all conditions of the Disposal have been satisfied, which shall not be later than 28 February 2009 or such other date as mutually agreed by the Vendor and the Purchaser in writing
“Director(s)”	Director(s) of the Company
“Disposal”	The Vendor’s disposal of the Sale Shares to the Purchaser pursuant to this Agreement
“Group”	The Company and its subsidiaries
“GZPO”	Guangzhou Pearl Oriental Logistics Limited, a wholly owned subsidiary of POEHL, incorporated in the PRC
“HK Dollar(s)” “HK\$”	the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	Any person or company and their respective ultimate beneficial owner(s) which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons (as defined in the Listing Rules)
“Latest Practicable Date”	25 February 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“POEHL”	Pearl Oriental Express Holdings Limited, a company incorporated in Hong Kong and its subsidiaries including GZPO, engaged in the logistic business within the PRC
“PRC”	The People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Shares”	Sixty per cent (60%) of the equity interest in POEHL to be sold by the Vendor to the Purchaser pursuant to the Agreement, being the whole of the Vendor’s equity interest in POEHL
“Shares”	The ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“subsidiary”	Has the meaning ascribed to it under the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	Per cent

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## LETTER FROM THE BOARD

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# 東方明珠創業有限公司\*

## Pearl Oriental Innovation Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 632)

*Executive directors:*

Wong Yuk Kwan (alias: Wong Kwan)  
Cheung Kwok Yu  
Zhou Li Yang  
Zheng Yingsheng  
Johnny Yuen

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Independent non-executive directors:*

Dong Zhixiong  
Fung Hing Chiu, Cyril  
Lam Ka Wai, Graham

*Head office and principal place of  
business in Hong Kong:*

Suite 1908, 19th Floor  
9 Queen's Road Central  
Hong Kong

27 February 2009

*To the Shareholders*

Dear Sirs,

### MAJOR TRANSACTION

### DISPOSAL OF 60% EQUITY INTEREST IN A SUBSIDIARY

#### INTRODUCTION

Reference is made to the announcement of the Company dated 23 January 2009 in which the Board announced that the Agreement has been entered into between Sunny Villa Investments Limited and the Vendor, a wholly owned subsidiary of the Company, in relation to the Disposal of 60% equity interest of the Pearl Oriental Express Holdings Limited ("POEHL") for a total consideration of HK\$3,000,000.

#### THE SALE AND PURCHASE AGREEMENT

**Date:** 22 January 2009

**Parties:**

(1) Vendor:	Pearl Oriental Logistics Holdings Limited, a wholly owned subsidiary of the Company
(2) Purchaser:	Sunny Villa Investments Limited

The Directors confirm that, to the best of their knowledge, information and belief having made all reasonable enquiries, the Purchaser is an Independent Third Party.

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## LETTER FROM THE BOARD

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The Company has no relationship with the Purchaser and its ultimate beneficial owner(s) and has not been involved in any previous transaction with the Purchaser and its ultimate beneficial owner(s) which would otherwise require aggregation with the Disposal pursuant to Rule 14.22 of the Listing Rules.

### Assets to be disposed

Pursuant to the Sale and Purchase Agreement, the Purchaser has agreed to acquire and the Vendor has agreed to sell the Sale Shares, representing 60% of the entire equity interest of POEHL.

POEHL was incorporated in Hong Kong and its sole principal business is providing logistic services in the PRC through its wholly owned subsidiary, GZPO which was incorporated in the PRC.

Based on the unaudited consolidated financial statements of POEHL for the year ended 31 December 2007 and 31 December 2008, the unaudited consolidated net loss before and after taxation of POEHL for the year ended 31 December 2007 were approximately RMB1,580,000 and RMB1,580,000 respectively, and for the year ended 31 December 2008 were approximately RMB11,061,000 and RMB11,061,000 respectively. The unaudited consolidated net liabilities of POEHL as at 31 December 2008 was approximately RMB10,457,000.

### Consideration

The Consideration for the Sale Shares shall be the sum of HK\$3,000,000 in cash.

The Consideration for the Sale Shares shall be satisfied by the Purchaser in the following manner:

- (a) on the date upon signing of this Agreement, the Purchaser shall pay to the Vendor an initial non-refundable deposit in the sum of HK\$1,500,000; and
- (b) on or before 31 March 2009, the Purchaser shall pay to the Vendor the further payment of HK\$1,500,000.

The Consideration was determined at arms length negotiation between Vendor and Purchaser. As it is difficult to seek a buyer for POEHL, the Company has to accept a less satisfactory consideration for such disposal. Please refer to paragraph under the heading “Reasons for the Disposal” for more details.

As such, the Directors consider that the terms and conditions of the Disposal to be fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### Conditions

Completion shall be conditional upon and subject to:

- (a) the Purchaser having completed the due diligence exercise on POEHL which has to be completed on or before 14 February 2009 in any event;
- (b) the other existing shareholders holding 40% of the equity interest in POEHL undertaking not to exercise their first right of refusal in relation to the Sale Shares;
- (c) the Vendor having delivered to the Purchaser a duly executed legally enforceable deed of wavier in respect of giving waiver (the “Waiver”) of a shareholders’ loan of approximately HK\$13,558,000 in full owing from POEHL and GZPO to the Group and also agreeing to the issue of convertible bonds (the “Convertible Bonds”) of HK\$9,000,000 by POEHL with a maturity of 2 years from the Completion Date and which is convertible into 20% of the enlarged capital of GZPO, POEHL or any of their holding companies (as the case may be) at the Vendor’s sole discretion, on a fully diluted basis as the consideration of giving the Wavier to POEHL and GZPO;
- (d) the board of directors of the Vendor approving the Agreement and the Disposal; and
- (e) the Company having complied with all statutory requirements and such other requirements as may be imposed under the Listing Rules.

In the event that the conditions not being fulfilled or waived on or before the Completion Date, all obligations and liabilities of the parties hereunder will forthwith cease and determine and no party will have any claim against the other in respect thereof or the Disposal contemplated hereunder.

### Other terms

Upon Completion, the Purchaser shall deliver to the Vendor the Convertible Bonds issued by POEHL of a principal sum of HK\$9,000,000 with a maturity of 2 years from the Completion Date and which is convertible into 20% of the enlarged capital of GZPO, POEHL or any of their holding companies (as the case may be) at the Vendor’s sole discretion, on a fully diluted basis.

### Completion

Completion shall take place on the third Business Day after all conditions as set out above have been satisfied, which shall not be later than 28 February 2009 or such other date as mutually agreed by the Vendor and the Purchaser in writing.

### INFORMATION ON THE GROUP

The principle activity of the Company is an investment holding company. It is principally engaged in the logistics, energy and recycling business.

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## LETTER FROM THE BOARD

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### INFORMATION ON THE PURCHASER

To the best knowledge of the Company, Sunny Villa Investments Limited is an investment company incorporated in Hong Kong with limited liabilities.

To the best knowledge of the Directors and having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner and their respective associates do not hold any shareholding interests in and do not have any relationship with the Company or any of its associates, and are third parties independent of the Company and connected persons of the Company.

### INFORMATION ON THE POEHL

Pearl Oriental Express Holdings Limited is an investment holding company incorporated in Hong Kong with limited liabilities. It is principally engaged in providing logistics services in the PRC.

The assets of POEHL and GZPO was acquired by the Group through its subsidiary on 27 February 2005 at a total consideration by means of capital injection of RMB7,500,000.

### FINANCIAL EFFECT OF THE DISPOSAL

Upon completion of the Disposal, the financial results of POEHL will be no longer consolidated into the Company's financial statements. The Company's assets and liabilities will decrease whilst its loss will decrease as a result of not consolidated the financial statement of POEHL.

Based on the Consideration of HK\$3,000,000 and taking into account of the Waiver, it is estimated that the loss on Disposal is approximately HK\$9,058,000, and there is an excess of approximately HK\$14,797,000 in respect of the Consideration over the negative net book value of POEHL.

### REASONS FOR THE DISPOSAL

The Board believes that it will be in the interest of the Group to concentrate its effort in the energy and natural resources sectors, and the further investment in POEHL and GZPO will be very substantial before they can become profitable businesses. The Board also believes the Convertible Bonds may provide to the Group with an opportunity to share the capital gain (if any) should the business of POEHL and GZPO can turnaround in the future.

The Directors consider that the Consideration is reasonable and the Disposal represents a good opportunity for the Group to realize POEHL and to strengthen the financial position of the Group. Taking into account GZPO's continued losses suffered in the past, the Board is of the view that the terms and conditions of the Disposal are fair and reasonable and the Disposal is in the interests of the Company and the Shareholders as a whole.

The estimated net proceeds receivable by the Group for the Disposal will be in the amount of approximately HK\$3,000,000. The Directors intend to utilize the net proceeds from the Disposal as general working capital and as funds for future development of the Group.



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## LETTER FROM THE BOARD

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After the Disposal, POEHL will cease to be a subsidiary of the Company.

### GENERAL

The Disposal constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the approval of the Shareholders. As no Shareholder has a material interest in the Disposal which is different from other Shareholders, no Shareholder is required to abstain from voting on the Disposal. Orient Day Developments Limited together with Mr. Wong Kwan, which are beneficially interested in 261,759,800 Shares in aggregate (representing approximately 56.32% of the issued share capital of the Company as at the date hereof), gave written consent to the Disposal on 23 January 2009. The written consent from Orient Day Developments Limited is accepted in lieu of holding a general meeting to approve the Disposal pursuant to Rule 14.44 of the Listing Rules.

Orient Day Developments Limited, is a company wholly-owned by Mr. Wong Kwan.

Yours faithfully,  
For and on behalf of the Board  
**Pearl Oriental Innovation Limited**  
**Cheung Kwok Yu**  
*Executive Director and Company Secretary*

**1. RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

**2. SHARE CAPITAL**

The authorised and issued share capital of the Company as at the Latest Practicable Date was as follows:

Authorised:	HK\$
200,000,000,000 Shares of HK\$0.1 each	20,000,000,000
Issued and fully paid:	HK\$
464,737,960 Shares of HK\$0.1 each	46,473,796

**3. DISCLOSURE OF INTERESTS**

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were deemed or taken to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be recorded in the register therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules were as follows:

**LONG POSITIONS****(a) ORDINARY SHARES OF HK\$0.10 EACH OF THE COMPANY**

Name of directors	Number of Shares held in the Capacity of				Percentage of the issued share capital of the Company
	Beneficial Owner	Family interest	Held by controlled corporation	Total number of shares held	
Wong Kwan ( <i>Note</i> )	180,000	—	261,579,800	261,759,800	56.32%
Johnny Yuen	640,000	—	—	640,000	0.14%

*Note:* These Shares were held by Orient Day Developments Limited, which is wholly-owned by Mr. Wong Kwan.

Save as disclosed above, none of the directors, chief executive nor their associates had any interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which were required to be notified to the company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, including interests and short position which the Directors and chief executive were deemed or taken to have under such provisions of SFO, or which were required, pursuant to section 352 of the SFO, to be recorded in the register therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for securities Transactions by Directors of Listed Companies contained in the Listing Rules.

#### 4. SUBSTANTIAL SHAREHOLDERS' INTERESTS

The register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that, as at the Latest Practicable Date, other than the interests disclosed above in respect of certain directors, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company:

Name of substantial shareholder	Capacity	Number of issued ordinary shares held	Percentage of issued share capital of the Company
Orient Day Developments Limited ("Orient Day") ( <i>Note</i> )	Beneficial owner	261,759,800	56.32%

*Note:* Orient Day Developments Limited is wholly owned by Mr. Wong Kwan.

Save as disclosed above, the Directors and chief executive of the company are not aware of any person (other than a Director or chief executive of the Company) who as at the Latest Practicable Date had interests and/or short position in the shares and underlying shares of the Company which would full to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO or was expected, directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

#### 5. LITIGATIONS

These litigations of the Group mentioned below have no material impact to the Disposal.

- a) The Group had three pending litigation claims from the ex-directors of a disposed subsidiary Dransfield Holdings Limited ("DHL") who claim against the Group for a total sum of not less than HK\$11.4 million. As disclosed in the Company's announcement dated 23 August 2005, the Company's interests in DHL was disposed of on 23 July 2005. It was alleged in these claims that by disposing of all its shares in DHL, the Company was evading liabilities and denying these claimants' benefits of the debts owned by DHL. Trial of one of these claims has been held in January 2009 and the Group and its legal representative are unable to ascertain the possible effects of the claims as at the Latest Practicable Date.

- b) It is a term and condition in the Subscription Agreements entered into by, inter alios, the Company and DiChain Holdings Limited (“DiChain Holdings”), being a former majority shareholder of the Company, on 22 February 2006 and an obligation (the “Obligation”) for DiChain Holdings to pledge one billion Shares (or 20,000,000 Consolidated Shares of HK\$0.50 each) upon completion of the Subscription Agreements, as collateral to compensate the Company of any economic loss (if any) arising from any breach of warranties (if any) provided by DiChain Holdings under the Subscription Agreements. As DiChain Holdings has not yet performed the Obligations under the Subscription Agreements, the Company issued a writ of summons against DiChain Holdings on 31 October 2006, inter alia, in respect of the breach of warranties given by DiChain Holdings under the Subscription Agreements. The Company obtained a summary judgment against DiChain Holdings on 13 December 2007 in respect of its nonperformance of obligations and breach of warranties under the Subscription Agreements. On 7 January 2008, China Minsheng Banking Corporation Limited (Shenzhen Branch) (“Minsheng Bank”) applied to the court to join as the intervener of this case and has applied to the court for appeal, and Minsheng Bank obtained an order on 15 April 2008 that the appeal against the summary judgment entered by the Company on 13 December 2007 be allowed. The Company has obtained legal advice to further appeal after reviewing the judgment from the court and may consider to petition to the court for a winding order of DiChain Holdings in order to protect the interests of the Company.
- c) As announced by the Company on 12 August 2008, on 7 August 2008, Zhang Jingyuan (formerly know as Zhang Genyu (“Zhang”)) issued and served a writ (“the Writ”) in the High Court of Hong Kong against, inter alios, the Company, Champion Merry Investment Limited (“Champion”), a subsidiary of the Company and Mr. Wong Kwan, Chairman, Chief executive, executive director and also a majority beneficial shareholder of the Company, in which Zhang claimed, inter alios, against the Company and Champion for damages for alleged breaches of a Joint Venture Agreement dated 15 July 2006 (the “Joint Venture Agreement”), and Zhang also applied for an order that the Joint Venture Agreement and the Deed of Charge dated on 25 October 2006 in favour of the Company in respect of all of Zhang’s shares in China Coal Energy Holdings Limited (“China Coal”) be rescinded.

After considering opinion from the Company’s legal advisors, the Company is of the view that all the claims in the Writ are of no substance and groundless, and the Board will strongly defend and has confidence to defeat such claims.

As disclosed in the Company’s announcement dated 12 August 2008, with a view to protect the interests of the Company and its shareholders as a whole, the Company issued a statement of claim on 12 August 2008 in the High Court of Hong Kong against Zhang, including without limitation, the shortfall of dividend from China Coal of HK\$40,000,000, damages for breaches of the Joint Venture Agreement and other relief.

In the Latest Practicable Date, the litigations in 5(b) and 5(c) above are still pending and the Group and its legal representative are unable to ascertain the possible effects of the claims.

**6. INDEBTEDNESS STATEMENT**

As at the close of business as at 31 December 2008, being the latest practicable date prior to the printing of this circular for the purpose of this indebtedness statement, the Group had a secured bank loan approximately HK\$60 million. The secured bank loans of the Group as at 31 December 2008 are secured by:

- a) At 31 December 2008, the Group's leasehold land and buildings situated in Shenzhen, with an aggregate carrying value of RMB94,610,000 (approximately HK\$106,739,000 (based on the exchange rate of HK\$1 = RMB0.8864)) were pledged to a bank to secure a loan facility granted to the Group. Corporate guarantees for the secured bank loan were given by the Company and a subsidiary of the Company.

In addition, the Group owed a shareholder's loan to Orient Day in the sum of approximately HK\$25,000,000 as at 31 December 2008. Orient Day is a company incorporated in the British Virgin Islands and is wholly owned by Mr. Wong Kwan. The loan due to Orient Day is unsecured, bears interest at Prime Rate as quoted by HSBC and repayable at the end of each calendar month commencing from one year after the drawdown date.

Save as disclosed, the pending litigation as disclosed in "5(a)" in this Appendix and apart from intra-group liabilities and normal accounts payable in the ordinary course of business of the Group, none of the members of the Group had, at the close of business on 31 December 2008, any outstanding mortgages, charges, debenture, loan capital issued and outstanding or agreed to be issued, bank loan and overdraft or other similar indebtedness or hire purchase commitments, liabilities under any guarantee or other material contingent liabilities.

**7. MATERIAL ADVERSE CHANGES**

The Directors are of the opinion that there has not been any material adverse change in the financial or trading position of the Group since 31 December 2007, being the date to which the latest published audited accounts of the Group were made up. In line with the worldwide economic slowdown however it is possible that its financial or trading position may deteriorate in the future, in which case the Company will make further disclosure pursuant to the Listing Rules if necessary.

**8. WORKING CAPITAL**

Taken into account the existing facilities available and the fact that the immediate holding company of the Company has undertaken to provide such financial assistance when necessary to maintain the Company as a going concern and not to call upon the Company to repay any part of the advances made by it to the Company, the Directors are of the opinion that the Group has sufficient working capital for its present requirements and for at least the next 12 months from the date of this circular.

**9. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had entered, or was proposing to enter, into any service contract with any member of the Group (excluding contracts expiring or determinable by such member of the Group within one year without payment of compensation (other than statutory compensation)).

**10. DIRECTOR'S INTERESTS IN THE COMPANY AND ITS SUBSIDIARIES' ASSETS OR CONTRACTS**

As at the Latest Practicable Date, none of the Directors of the Company had any interest in any assets which have been since 31 December 2007 (being the date to which the latest published audited accounts of the Company were made up) acquired or disposed of by or leased to the Company and its subsidiaries, or were proposed to be acquired or disposed of by or leased to the Company and its subsidiaries.

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which was significant in relation to the business of the Company.

**11. COMPETING INTEREST**

As at the Latest Practicable Date, none of the Directors or their respective associates had any business or interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

**12. MATERIAL CONTRACTS**

The following are contracts (not being contracts entered into in the ordinary course of business) entered into by members of the Group within the two years immediately preceding the date of this circular are or may be material:

- (a) The joint venture agreement dated 26 February 2007 entered into between the Company and CITIC Merchant Co Ltd, pursuant to which the Company agreed to contribute HK\$60 million to form a 60:40 joint venture with CITIC Merchant Co Ltd for the development of oil exploitation business. The joint venture agreement was disapproved by the Shareholders at the special general meeting held on 16 April 2007;
- (b) The subscription agreement dated 15 March 2007 entered into between the Company and Orient Day, pursuant to which Orient Day conditionally agreed to subscribe for an aggregate of 29,500,000 top-up subscription Shares at a price of HK\$2.59 per top-up subscription Share;
- (c) The loan agreement dated 1 April 2007 entered into between Pearl Oriental Logistics Holdings Limited, an indirect subsidiary of the Company and Guangzhou Pearl Oriental Logistics Limited, pursuant to which, Pearl Oriental Logistics Holdings Limited agreed to lend HK\$8,000,000 to Guangzhou Pearl Oriental Logistics Limited for two years with interest at the rate of 6% per annum;

- (d) The term loan facility agreement dated to 10 September 2007 entered into between Pearl Oriental Warehouse (Shenzhen) Limited, an indirect wholly-owned subsidiary of the Company, and Hang Seng Bank (China) Limited, Shenzhen Branch in relation to the granting of credit facilities of up to RMB60 million by Hang Seng Bank (China) Limited to Pearl Oriental Warehouse (Shenzhen) Limited with maturity of seven years and an interest rate of 105% of the RMB benchmark lending rate for loans with maturity over 5 years announced by the People's Bank of China;
- (e) A share subscription agreement dated 31 December 2007 entered into between the Company and Orient Day pursuant to which Orient Day would subscribe for 77,456,000 new ordinary Shares at a subscription price of \$1 per Share;
- (f) The Company entered into a loan facilities agreement with Orient Day Developments Limited ("Orient Day") on 5 September 2008 in relation to the grant of a loan facility of not exceeding \$25,000,000. Orient Day is a company incorporated in the British Virgin Islands and is wholly owned by Mr. Wong Kwan. The loan due to Orient Day is unsecured, bears interest at Prime Rate as quoted by HSBC and repayable at the end of each calendar month commencing from one year after the drawdown date;
- (g) A sale and purchase agreement dated 5 November 2008 entered into between Allfair Limited, a wholly-owned subsidiary of the Company, and Grand Ascend Investments Limited in relation to the acquisition by the Group of the 30% equity interest in Euro Resources China Limited for a total consideration of HK\$9,800,000; and
- (h) The Agreement.

### **13. MISCELLANEOUS**

- (a) The company secretary of the Company is Mr. Cheung Kwok Yu, who is a professional accountant in Hong Kong and is also qualified as a solicitor in Hong Kong.
- (b) The principal share registrar and transfer office of the Company is Codan Services Limited whose address is 2 Church Street, Hamilton HM11, Bermuda.
- (c) The branch share registrar and transfer office of the Company in Hong Kong is Tricor Tengis Limited whose address is 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (d) The English text of this circular shall prevail over the Chinese text in case of any inconsistency.

**14. DOCUMENTS FOR INSPECTION**

Copies of the following documents will be available for inspection during normal business hours from Monday to Friday (other than public holidays) at Suite 1908, 19th floor, 9 Queen's Road Central, Hong Kong from the date of this circular up to and including 20 March 2009:

- (a) the memorandum of association and the Bye-laws of the Company;
- (b) the Agreement;
- (c) a copy of each circular issued pursuant to the requirements set out in Chapter 14 and/or 14A which has been issued since the date of the latest published audited accounts;
- (d) the annual reports of the Group for the two years/period ended 31 March 2007 and 31 December 2007; and
- (e) any material contracts referred to in this Appendix 1.