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TEXWINCA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(the “Company”)

PLACEMENT BY MAJOR SHAREHOLDER

The Major Shareholder entered into an agreement to place a total of 66,000,000 shares of the Company to independent investors on 27th May, 2003.

This announcement is made pursuant to paragraph 2 of the Listing Agreement.

The Company was informed by Giant Wizard Corporation (the “Major Shareholder”) in the evening of 27th May, 2003 that it entered into an agreement on that day to place a total of 66,000,000 shares of the Company (representing about 4.98% of the existing issued share capital of the Company) to investors through CLSA Limited at HK\$5.90 per share (the “Placing”). Completion will take place on 30th May, 2003.

The investors under the Placing are independent parties not connected with any directors, chief executive and substantial shareholders of the Company, its subsidiaries or their respective associates. The Placing price represents a discount of approximately 9.92% and 8.53% to the opening and closing prices per share of the Company quoted on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 27th May, 2003 respectively.

A discretionary trust the beneficiaries of which include the family members of Mr. Poon Bun Chak, the Chairman of the Company (the “Chairman”), has a 87.51% interest in the Major Shareholder. The balance of the interests in the Major Shareholder is held by the Chairman, Mr. Poon Kei Chak, Mr. Poon Kwan Chak (both are directors of the Company) and a former employee of the Company as to 2.75%, 8.30%, 1.35% and 0.09% respectively. The shareholding of the Chairman and his associates (including the Major Shareholder) before and immediately after the Placing is as follows:

Before Placing		After Placing	
No. of shares held	%	No. of shares held	%
769,720,104	58.13	703,720,104	53.15

The Company is not aware of any investor under the Placing who will become a substantial shareholder (as defined under the Rules Governing the Listing of Securities on the Stock Exchange) on completion of the Placing.

By order of the Board
Ting Kit Chung
Director

Hong Kong, 28th May, 2003

*Please also refer to the published version of this announcement in
The Standard and Sing Tao Daily.*