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## **EVERGREEN INTERNATIONAL HOLDINGS LIMITED**

**長興國際（集團）控股有限公司**

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

**(Stock Code: 238)**

### **MAJOR TRANSACTION IN RELATION TO ACQUISITION OF PROPERTY**

The Board is pleased to announce that on 19 February 2013, Evergreen Guangdong, an indirect wholly-owned subsidiary of the Company, as the purchaser entered into a series of Pre-Sale Agreements with Guangzhou Hongsheng as the seller, pursuant to which Evergreen Guangdong agreed to purchase and Guangzhou Hongsheng agreed to sell the Property, by way of pre-sale prior to the completion of the construction of the Building, for a Consideration of approximately RMB87,500,780 (equivalent to approximately HK\$108,615,000).

The Transaction, when aggregated with the Prior Transaction pursuant to Rule 14.22 of the Listing Rules, constitutes a major transaction for the Company on the basis that, upon such aggregation, the relevant percentage ratio calculated under Rule 14.07 of the Listing Rules is more than 25% but less than 100%.

As no Shareholder is required to abstain from voting if the Company were to convene a general meeting for approving the Transaction, the Company has obtained a written approval of the Transaction from Pacific Success Holdings Limited (which, as at the date of this announcement, held 575,022,086 Shares, representing approximately 60.60% of the issued share capital of the Company) pursuant to Rule 14.44 of the Listing Rules. Accordingly, the Company is not required to and will not convene a general meeting for approving the Transaction.

A circular, containing (i) details of the Transaction; (ii) the financial information of the Group; (iii) a valuation report on the Property; and (iv) other information required under the Listing Rules in respect of the Transaction, is expected to be despatched to the Shareholders on or before 12 March 2013.

The Board is pleased to announce that on 19 February 2013, Evergreen Guangdong, an indirect wholly-owned subsidiary of the Company, as the purchaser entered into a series of Pre-Sale Agreements with Guangzhou Hongsheng as the seller, pursuant to which Evergreen Guangdong agreed to purchase and Guangzhou Hongsheng agreed to sell the Property, by way of pre-sale prior to the completion of the construction of the Building, for a Consideration of approximately RMB87,500,780 (equivalent to approximately HK\$108,615,000).

## **PRE-SALE AGREEMENTS**

**Date** : 19 February 2013

**Parties** : Evergreen Guangdong (Purchaser)

Guangzhou Hongsheng (Seller)

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as at the date of this announcement, Guangzhou Hongsheng and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

## **Property**

Offices on the 21st floor of One Bravo, 1 Jinsui Road, Tianhe District, Guangzhou City, Guangdong Province, PRC (中國廣東省廣州市天河區金穗路1號邦華環球廣場21樓寫字樓) (with a total gross area of 2,136.1 square metres).

Currently, the Building is still under construction by Guangzhou Hongsheng. Construction of the Building is expected to complete by August 2013.

The Property is designated for commercial use and will be used by the Group as its headquarters, design centre and showroom for the Group's products.

## **Consideration and Payment Terms**

Under the Pre-Sale Agreements, Evergreen Guangdong agreed to purchase from Guangzhou Hongsheng and Guangzhou Hongsheng agreed to sell to Evergreen Guangdong the Property, by way of pre-sale prior to the completion of the construction of the Building, for the Consideration of approximately RMB87,500,780 (equivalent to approximately HK\$108,615,000). The Consideration was arrived at after arm's length negotiation between Guangzhou Hongsheng and Evergreen Guangdong with reference to the selling prices of neighbouring properties which are located in brand new buildings similar to the Property. The Consideration shall be satisfied by the internal resources of the Group.

Evergreen Guangdong will pay the total Consideration before 5 March 2013 into a designated bank account monitored by the Bureau of Land Resources and Housing Management of Guangzhou Municipality\* (廣州市國土資源和房屋管理局). The Consideration can only be used by Guangzhou Hongsheng for certain restricted purposes

prior to completion of the construction of the Property pursuant to the Administrative Regulations for the Pre-Sale of Commercial Buildings of the Guangdong Province (廣東省商品房預售管理條例).

The Directors, having taken into account the convenient location of the Property, the brand new development of the Property, and the proximity of the Property to other office space of the Company in the Building, consider that the purchase of the Property at the Consideration is in the interests of the Company and its Shareholders as a whole.

## **Closing and Registration**

### *Advance Notice Registration*

Guangzhou Hongsheng shall attend to the filing and advance notice registration of the Pre-Sale Agreements on behalf of Evergreen Guangdong within 30 days from the date of signing of the Pre-Sale Agreements.

### *Closing*

Closing of the acquisition of the Property shall take place on or before 30 August 2013. Guangzhou Hongsheng shall issue a notice of delivery of the Property to Evergreen Guangdong, which shall inspect the Property within 7 days from the receipt of such notice (the “**Inspection Period**”). Evergreen Guangdong shall raise requisitions in writing, if any, within 3 days from the last day of the Inspection Period or otherwise shall be deemed to have agreed to the delivery of the Property. Guangzhou Hongsheng shall reply in writing and deal with the requisitions within 15 days from the date of the requisitions raised by Evergreen Guangdong or otherwise shall be deemed not to have delivered the Property. In that case, Guangzhou Hongsheng shall pay a default penalty equivalent to 0.05% of the consideration for that part of the Property per day to Evergreen Guangdong, but the Pre-Sale Agreements shall not be terminated by Evergreen Guangdong.

As the Building is a new development, the Property is not currently being used by any occupant and Guangzhou Hongsheng will deliver vacant possession of the Property at Closing. There is also no financial information relating to the profits and losses attributable to the Property as the Building is a new development.

## **Post-Closing Registration**

Guangzhou Hongsheng shall process the registration of property rights of the Property with the relevant governmental authority for Evergreen Guangdong and shall deliver the certificate of such registration to Evergreen Guangdong within 300 working days from the day of Closing, otherwise Guangzhou Hongsheng shall pay a default penalty equivalent to 0.05% of the consideration for that part of the Property per day to Evergreen Guangdong, but the Pre-Sale Agreements shall not be terminated by Evergreen Guangdong.

## **REASONS FOR AND BENEFITS OF THE PRE-SALE AGREEMENTS**

The Group is one of the leading menswear enterprises and brand operators in the PRC, owning and managing two brands, *V.E. DELURE* and *TESTATIN*, covering the middle-upper to high-end segments of the menswear market. The principal activities of the Group are the manufacturing and trading of the menswear clothing and clothing accessories.

Guangzhou Hongsheng is principally engaged in real estate development business in the PRC.

As disclosed in the announcement of the Company dated 2 November 2012, the Group entered into the Prior Transaction on 2 November 2012 to acquire offices on the 18th to 20th floors of the Building (together with 10 car parking spaces) for the consideration of approximately RMB241,925,320 (equivalent to approximately HK\$300,302,000) as its headquarters, design centre and showroom to accommodate its expanding business operation. The Property provides extra space required for the Group's business expansion. Further, the proximity of the Property with other office space of the Group in the Building allows the Group to enjoy operational efficiency among various parts of its headquarters.

The Directors consider that the Transaction is on normal commercial terms and the terms of the Pre-Sale Agreements are fair and reasonable, and are in the interests of the Company and its Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

The Transaction, when aggregated with the Prior Transaction pursuant to Rule 14.22 of the Listing Rules, constitutes a major transaction for the Company on the basis that, upon such aggregation, the relevant percentage ratio calculated under Rule 14.07 of the Listing Rules exceeds 25% but less than 100%.

As no Shareholder is required to abstain from voting if the Company were to convene a general meeting for approving the Transaction, the Company has obtained a written approval of the Transaction from Pacific Success Holdings Limited (which, as at the date of this announcement, held 575,022,086 Shares, representing approximately 60.60% of the issued share capital of the Company) pursuant to Rule 14.44 of the Listing Rules. Accordingly, the Company is not required to and will not convene a general meeting for approving the Transaction.

## **DESPATCH OF CIRCULAR**

A circular, containing (i) details of the Transaction; (ii) the financial information of the Group; (iii) a valuation report on the Property; and (iv) other information required under the Listing Rules in respect of the Transaction, is expected to be despatched to the Shareholders on or before 12 March 2013.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors;
“Building”	the building at which the Property will be located, being One Bravo, 1 Jinsui Road, Tianhe District, Guangzhou City, Guangdong Province, PRC (中國廣東省廣州市天河區金穗路1號邦華環球廣場);
“Closing”	the closing of the sale and purchase of the Property in accordance with the Pre-Sale Agreements;
“Company”	Evergreen International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange;
“connected person”	shall have the same meaning as defined in the Listing Rules;
“Consideration”	approximately RMB87,500,780 (equivalent to approximately HK\$108,615,000), being the total price for purchasing the Property from Guangzhou Hongsheng pursuant to the terms of the Pre-Sale Agreements;
“Directors”	the directors of the Company from time to time;
“Evergreen Guangdong”	長興(廣東)服飾有限公司 (Guangdong Evergreen Garment Co., Ltd.*), a wholly foreign-owned enterprise established in the PRC and an indirect wholly-owned subsidiary of the Company;
“Group”	the Company and its subsidiaries;
“Guangzhou Hongsheng”	廣州宏昇房地產實業有限公司 (Guangzhou Hongsheng Real Estate Enterprise Co., Ltd.*), a company established in the PRC with limited liability;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan;

“Pre-Sale Agreements”	the pre-sale agreements dated 19 February 2013 entered into between the Guangzhou Hongsheng as seller and Evergreen Guangdong as purchaser in relation to the sale by Guangzhou Hongsheng and the purchase by Evergreen Guangdong of the Property by way of pre-sale prior to the completion of the construction of the Building;
“Prior Transaction”	the acquisition of offices on the 18th to 20th floors of the Building (with a total gross area of 5,714.92 square metres), together with 10 car parking spaces pursuant to the series of pre-sale agreements dated 2 November 2012 entered into between Guangzhou Hongsheng as seller and Evergreen Guangdong as purchaser;
“Property”	offices on the 21st floor of the Building (with a total gross area of 2,136.1 square metres);
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	(an) ordinary share(s) of HK\$0.001 each (or such other amount as such ordinary share(s) may be divided or consolidated or converted into) in the share capital of the Company;
“Shareholder(s)”	the registered holder(s) of (an) issued Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Transaction”	the transaction contemplated under the Pre-Sale Agreements; and
“%”	per cent.

\* denotes an English translation of a Chinese name and is for identification purposes only. If there is any inconsistency between the Chinese name and the English translation, the Chinese name shall prevail.

*For ease of reference, the exchange rate between Renminbi and Hong Kong dollars provided in this announcement is RMB1.00=HK\$1.2413. The provision of such exchange rate does not mean that Hong Kong dollars could be converted into Renminbi, or vice versa, based on such exchange rate.*

By order of the Board  
**Evergreen International Holdings Limited**  
**CHAN Yuk Ming**  
*Chairman*

Hong Kong, 19 February 2013

*As at the date of this announcement, the Board comprises Mr. CHAN Yuk Ming, Mr. CHEN Yunan and Mr. CHEN Minwen as the executive Directors and Mr. FONG Wo, Felix, Mr. KWOK Chi Sun, Vincent and Mr. CHENG King Hoi, Andrew as the independent non-executive Directors.*