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**BEP INTERNATIONAL  
HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 2326)**

**LONG CHANNEL  
INVESTMENTS LIMITED**

*(incorporated in the British Virgin Islands  
with limited liability)*

**JOINT ANNOUNCEMENT**

**(1) Agreement in relation to  
the sale and purchase of shares in BEP International Holdings Limited; and  
(2) Unconditional mandatory cash offer by  
GT Capital Limited  
on behalf of Long Channel Investments Limited  
for all the issued shares in BEP International Holdings Limited  
(other than those shares already owned by  
Long Channel Investments Limited, Mr. Suen Cho Hung, Paul  
and parties acting in concert with any of them)**

**Financial Adviser to the Company**



**Financial Adviser to the Offeror**

**CHANCETON CAPITAL**  
川盟融資有限公司

CHANCETON CAPITAL PARTNERS LIMITED

**SALE AND PURCHASE AGREEMENT**

The Purchaser (as purchaser), the Vendors (as vendors), Mr. Suen (as guarantor of the Purchaser) and Mr. Chan (as guarantor of the Vendors) entered into the Sale and Purchase Agreement on 10 June 2009, pursuant to which the Vendors agreed to sell and the Purchaser agreed to purchase (i) the Sale Shares, being 2,703,000,000 Shares, representing approximately 55.71% of the issued share capital of the Company as at the date of this joint announcement, for a consideration of HK\$9,000,000; and (ii) the Sale Debts, being the aggregate amount of HK\$17,170,260 and RMB4,000,000, for a total consideration of HK\$13,000,000.

The aggregate consideration for the Sale Shares and the Sale Debts of HK\$22,000,000 (equivalent to approximately HK\$0.00814 per Sale Share) was arrived at after arm's length negotiation between the parties to the Sale and Purchase Agreement.

The sale and purchase of the Sale Shares and Sale Debts under the Sale and Purchase Agreement was completed on 24 June 2009.

### **THE UNCONDITIONAL MANDATORY CASH OFFER**

Following the completion of the acquisition of the Sale Shares by the Offeror on 24 June 2009, the Offeror, Mr. Suen and the parties acting in concert with any of them own an aggregate of 2,703,000,000 Shares, representing approximately 55.71% of the issued share capital of the Company as at the date of this joint announcement. Accordingly, the Offeror is required under Rule 26.1 of the Takeovers Code to make an unconditional mandatory cash offer for all the issued Shares not already owned or agreed to be acquired by the Offeror, Mr. Suen or any parties acting in concert with any of them. The principal terms of the Offer are set out under the section headed "The Unconditional Mandatory Cash Offer" below. The Offer will be entirely financed by internal resources of the Offeror. The financial adviser of the Offeror, Chanceton Capital, confirms that it is satisfied that there are sufficient financial resources available to the Offeror for meeting full acceptance of the Offer.

### **GENERAL**

Under Rule 8.2 of the Takeovers Code, an offer document containing, among other things, details of the Offer, together with the form of acceptance and transfer, should be despatched to the Shareholders as soon as practicable, but in any event within 21 days of the date of this joint announcement or such later date(s) as the Executive may approve.

In accordance with the Takeovers Code, the Company is required to despatch to the Shareholders the offeree document containing, amongst other things, the advice from the Independent Board Committee and the independent financial adviser to the Independent Board Committee in relation to the Offer within 14 days of the posting of the offer document, or such later date as the Executive may approve.

The Independent Board Committee, comprising all of the independent non-executive Directors who have no direct or indirect interest in the Offer, will be established to advise the Independent Shareholders in respect of the Offer. An independent financial adviser will be appointed to advise the Independent Board Committee in respect of the Offer.

**Shareholders and investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:30 a.m. on 20 October 2008 and will remain suspended until further notice.

## **BACKGROUND**

Pursuant to the Share Charge, Big Jump has charged a total number of 3,453,000,000 Shares (including the 2,703,000,000 Sale Shares), representing approximately 71.17% of the issued share capital of the Company as at the date of this joint announcement, in favour of the Vendors as security for the facilities granted by the Vendors to Mr. Zhang under a loan agreement between the Vendors as lender and Mr. Zhang as borrower.

Mr. Zhang has defaulted in repaying the loan due to the Vendors, and thus the power of sale conferred upon the Vendors under the Share Charge has become enforceable.

In addition, immediately before Completion, the Sale Debts in the aggregate amount of HK\$17,170,260 and RMB4,000,000 were owed by the Company and other members of the Group to Elite Agent (being one of the Vendors).

The Purchaser (as purchaser), the Vendors (as vendors), Mr. Suen (as guarantor of the Purchaser) and Mr. Chan (as guarantor of the Vendors) entered into the Sale and Purchase Agreement on 10 June 2009, pursuant to which the Vendors agreed to sell and the Purchaser agreed to purchase (i) the Sale Shares, being part of the Shares subject to the Share Charge by the exercise of the Vendors' power of sale under the Share Charge, for a consideration of HK\$9,000,000; and (ii) the Sale Debts, being the aggregate amount of HK\$17,170,260 and RMB4,000,000, for a total consideration of HK\$13,000,000. The sale and purchase of the Sale Shares and Sale Debts under the Sale and Purchase Agreement was completed on 24 June 2009.

## **THE SALE AND PURCHASE OF THE SALE SHARES AND SALE DEBTS**

### **Date:**

10 June 2009

### **Parties:**

**Vendors:** Elite Agent and Longtale, both being independent third parties which are not connected with any of the directors, chief executive, substantial shareholders of the Company or any of their respective subsidiaries, or an associate of any of them. The Vendors were the chargees of the Sale Shares pursuant to the Share Charge, and Elite Agent was the beneficial owner of the Sale Debts.

**Purchaser:** the Offeror, being an independent third party which is not connected with nor acting in concert with any of the directors, chief executive, substantial shareholders of the Company or any of their respective subsidiaries, or an associate of any of them.

**Vendors' Guarantor:** Mr. Chan, the sole shareholder and sole director of each of the Vendors. Mr. Chan has agreed to guarantee the Vendors' complete and punctual performance of all their obligations under the Sale and Purchase Agreement.

Purchaser's Guarantor: Mr. Suen, the ultimate beneficial owner and the sole director of the Purchaser. Mr. Suen has agreed to guarantee the Purchaser's complete and punctual performance of all its obligations under the Sale and Purchase Agreement.

**Sale Shares:**

2,703,000,000 Shares, representing approximately 55.71% of the issued share capital of the Company as at the date of this joint announcement. The Sale Shares were acquired by the Offeror free from any liens, charges, encumbrances, rights of pre-emption and any other third-party rights of any nature and together with all rights attaching to them, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date of the Sale and Purchase Agreement.

**Sale Debts:**

An aggregate amount of HK\$17,170,260 and RMB 4,000,000 (equivalent to approximately HK\$4,520,000 based on the exchange rate of RMB1 = HK\$1.13), which represents the debts owed by the Company or member(s) of the Group to Elite Agent immediately before Completion.

**Consideration:**

The aggregate consideration is HK\$22,000,000, of which HK\$9,000,000 is for the Sale Shares, and HK\$13,000,000 for the Sale Debts. The consideration was arrived at after arm's length negotiation between the parties to the Sale and Purchase Agreement.

The consideration of HK\$22,000,000 is payable by the Purchaser by way of (i) HK\$9,000,000, being the entire consideration for the Sale Shares, in cash upon Completion; (ii) HK\$1,000,000, being part payment of the consideration for the Sale Debts, in cash upon Completion; and (iii) HK\$12,000,000, being the remaining part of the consideration for the Sale Debts, by the Promissory Notes, which are to be secured by a cash deposit of HK\$12,000,000 held by an escrow agent jointly appointed by the Vendors and the Offeror from the date of Completion until the expiry of the Promissory Notes.

**Completion of the Sale and Purchase Agreement:**

The Offeror has waived certain conditions precedent of the Sale and Purchase Agreement and the sale and purchase of the Sale Shares and Sale Debts under the Sale and Purchase Agreement was completed on 24 June 2009.

**THE UNCONDITIONAL MANDATORY CASH OFFER**

Following the completion of the acquisition of the Sale Shares by the Offeror, the Offeror, Mr. Suen and the parties acting in concert with any of them own an aggregate of 2,703,000,000 Shares, representing approximately 55.71% of the issued share capital of the Company as at the date of this joint announcement. Accordingly, the Offeror is required to make the Offer, being an unconditional mandatory cash offer, for all the issued Shares not already owned or agreed to be acquired by the Offeror, Mr. Suen and parties acting in concert with any of them pursuant to Rule 26.1 of the Takeovers Code.

**Principal terms of the Offer:**

The Offeror has appointed Chanceton Capital as its financial adviser in relation to the Offer. The Offeror has also appointed GT Capital, as the agent to make the Offer on its behalf on the following terms and in accordance with Rule 26 of the Takeovers Code.

For every Offer Share . . . . . HK\$0.00814 in cash

**Basis of the Offer:**

The Offer Price of HK\$0.00814 per Share was fixed with reference to and is not less than the aggregate consideration payable under the Sale and Purchase Agreement for the Sale Shares and Sale Debts, which amounted to HK\$22,000,000, divided by the number of Sales Shares. The Offer Price represents:

- (i) a discount of approximately 89.83% to the closing price of HK\$0.0800 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 90.79% to the average of the closing prices of the Shares of HK\$0.0884 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 91.04% to the average of the closing prices of the Shares of HK\$0.0908 per Share as quoted on the Stock Exchange for the ten consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 92.89% to the average of the closing prices of the Shares of approximately HK\$0.1145 per Share as quoted on the Stock Exchange for the thirty consecutive trading days up to and including the Last Trading Day;
- (v) a premium of approximately 53.58% to the audited consolidated net asset value per Share of approximately HK\$0.0053 as at 31 March 2008, calculated based on the Group's audited consolidated net asset value of approximately HK\$25,728,000 as at 31 March 2008, and the issued share capital of 4,852,000,000 Shares as at 31 March 2008.

The unaudited consolidated net deficits of the Group was approximately HK\$0.00834 per Share calculated on the basis of the unaudited consolidated net deficits of the Group attributable to Shareholders of approximately HK\$40,442,000 as at 30 September 2008, being the date to which the latest published unaudited interim financial statements of the Company were made up, and the issued share capital of 4,852,000,000 Shares as at 30 September 2008.

**Highest and lowest Share prices:**

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the six month period preceding the Last Trading Day were HK\$0.38 per Share on 21 April 2008 and HK\$0.08 per Share on 17 October 2008 respectively.

**Value of the Offer:**

As at the date of this joint announcement, save for the 4,852,000,000 Shares in issue, the Company does not have any other Shares, outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

On the basis of the Offer Price of HK\$0.00814 per Offer Share, the entire existing issued share capital of the Company as at the date of this joint announcement, being 4,852,000,000 Shares, is valued at approximately HK\$39.50 million. On the basis that the Offeror, Mr. Suen and parties acting in concert with any of them own 2,703,000,000 Shares following the completion of the acquisition of the Sale Shares, there are 2,149,000,000 Shares subject to the Offer. Accordingly, the Offer is valued at approximately HK\$17.50 million based on the Offer Price.

The Vendors have given an irrevocable undertaking to the Offeror pursuant to which the Vendors had jointly and severally undertaken that they would duly exercise their contractual rights under Share Charge so that Mr. Zhang should be not be able to accept the Offer in connection with the 750,000,000 Shares (which is and will continue to be subject to the Share Charge) during the subsistence of the Share Charge (the “Irrevocable Undertaking”).

**Financial resources available to the Offeror:**

The financial adviser to the Offeror, Chanceton Capital, is satisfied that sufficient financial resources are available to the Offeror to satisfy acceptances in full of the Offer. The Offeror will finance the Offer by internal resources of the Offeror.

**Payment:**

Payment in cash in respect of the acceptances of the Offer will be made as soon as possible but in any event within 10 days of the date on which the relevant documents of title are received by the Offeror to render each such acceptance complete and valid.

**Effect of accepting the Offer:**

By accepting the Offer, Shareholders will sell their Shares free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at the date of the despatch of the offeree document to be issued by the Company, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date of the despatch of the offeree document.

**Stamp duty:**

Seller's ad valorem stamp duty for the Shares arising in connection with acceptances of the Offer will be payable by the relevant Shareholder at the rate of HK\$1 for every HK\$1,000 or part thereof of the consideration payable by the Offeror for such Shareholders' Shares and will be deducted from the cash amount due to such Shareholders under the Offer.

**Other arrangements:**

As at the date of this joint announcement, save for the Sale Shares acquired by the Offeror pursuant to the Sale and Purchase Agreement and the Irrevocable Undertaking, there is no agreement or arrangement to which the Offeror is a party which relate to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or condition to the Offer and there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the shares of the Offeror or the Shares which might be material to the Offer.

**INFORMATION ON THE GROUP**

The Company was incorporated in Bermuda with limited liability and its shares are listed on the Main Board of the Stock Exchange. The Group is principally engaged in the trading of home electrical appliances and electronic components.

The following table is a summary of the Group's audited financial information for the two years ended 31 March 2008 and unaudited financial information for the six months ended 30 September 2008:

	Year ended 31 March		Six months ended
	2007	2008	30 September
	HK\$	HK\$	2008 HK\$
Turnover	385,393,000	345,331,000	73,335,000
Profit/(loss) before taxation	13,847,000	(41,996,000)	(54,554,000)
Profit/(loss) after taxation	13,483,000	(35,956,000)	(55,143,000)
Consolidated net assets/ (Consolidated net deficits)	50,696,000	25,728,000	(40,442,000)

## CHANGE OF SHAREHOLDING STRUCTURE

The following table sets out the shareholding structure of the Company immediately before and after Completion:

	Immediately before Completion		Immediately after Completion	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Big Jump	3,453,000,000 (Note 1)	71.17	750,000,000 (Note 2)	15.46
The Offeror, Mr. Suen and parties acting in concert with any of them	–	–	2,703,000,000	55.71
Public Shareholders	<u>1,399,000,000</u>	<u>28.83</u>	<u>1,399,000,000</u>	<u>28.83</u>
Total	<u>4,852,000,000</u>	<u>100.00</u>	<u>4,852,000,000</u>	<u>100.00</u>

### Notes:

- Pursuant to the Share Charge, Big Jump has charged a total number of 3,453,000,000 Shares (including the 2,703,000,000 Sale Shares), representing approximately 71.17% of the issued share capital of the Company as at the date of this joint announcement, in favour of the Vendors as security for the facilities granted by the Vendors to Mr. Zhang under a loan agreement between the Vendors as lender and Mr. Zhang as borrower. The Vendors were therefore deemed to be interested in 3,453,000,000 Shares under the SFO before Completion. Mr. Zhang has defaulted in repaying the loan due to the Vendors, and thus the power of sale conferred upon the Vendors under the Share Charge has become enforceable. None of the 3,453,000,000 Shares subject to the Share Charge before Completion nor the attached voting rights have been transferred to the Vendors.
- Immediately after Completion, 750,000,000 Shares remain to be subject to the Share Charge, and the Vendors are deemed to be interested in such 750,000,000 Shares under the SFO. The Vendors have given an irrevocable undertaking to the Offeror in which the Vendors had jointly and severally undertaken that they would duly exercise their contractual rights under Share Charge so that Mr. Zhang should not be able to accept the Offer in connection with the 750,000,000 Shares (which is and will continue to be subject to the Share Charge) during the subsistence of the Share Charge.

## INFORMATION ABOUT THE OFFEROR

The Offeror is a company incorporated in the British Virgin Islands with limited liability and is wholly and beneficially owned by Loyal Giant Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, which is in turn wholly and beneficially owned by Mr. Suen. Other than entering into the Sale and Purchase Agreement, the Offeror has not conducted any other business activities since its incorporation. As at the date hereof, Mr. Suen is the sole director of the Offeror and Loyal Giant Holdings Limited. The biographical details of Mr. Suen are set out under the section headed “Proposed Change of Board Composition” below.

Save for the acquisition of the Sale Shares and the Sale Debts by the Offeror, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Offeror and its beneficial owners are Independent Third Parties.

Save for the acquisition of the Sale Shares, the Offeror, Mr. Suen and parties acting in concert with any of them have not (i) dealt in the Shares in the six-month period up to the date of this joint announcement, (ii) entered into any contracts in relation to the outstanding derivatives in respect of securities in the Company, (iii) received an irrevocable commitment to accept the Offer and (iv) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

## **OFFEROR'S INTENTION ON THE GROUP**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended from 9:30 a.m. on 20 October 2008. As detailed in the announcement of the Company dated 2 March 2009, the Stock Exchange issued a letter dated 16 February 2009 informing the Company that, in view of the cessation of the Group's existing principal business and the prolonged suspension of trading in the Shares, the Company has been placed in the first stage of the delisting procedures pursuant to Practice Note 17 to the Listing Rules from the date of suspension. The Stock Exchange has also informed the Company that the Company is required to address certain issues as detailed in the aforesaid announcement, including, but not limited to, the submission of a viable resumption proposal to demonstrate that the Company has a sufficient level of operations or has assets of sufficient value as required under Rule 13.24 of the Listing Rules, before any application for resumption of trading in the Shares can be considered.

It is the intention of the Offeror to hold the Sale Shares as long-term investment. The Offeror also intends to continue the existing business of the Group and, leveraging on the business network and management expertise of the new Directors to be appointed, to explore opportunities to further expand the Group's existing business. It is also the intention of the Offeror to provide financial resources to the Company as and when necessary with an aim to boost the scale of the existing business of the Group which may, in the opinion of the Offeror, benefit from the recent signs of global economy recovery. The Offeror believes that, with the support of the Offeror as mentioned above, the Company will be in a position to submit a viable resumption proposal in near future.

The Offeror will conduct a detailed review of the existing business and operations of the Group with a view to formulating a long term strategy for the Group and explore other business opportunities and consider whether any assets and/or business acquisitions by the Group will be appropriate in order to enhance its growth and future development. In the event that any of such opportunities materializes, further announcement(s) will be made as and when required by the Listing Rules. As at the date of this joint announcement, the Offeror has no detailed plans for acquisition of any specific assets and/or business(es) by the Group, and has not yet identified any specific target of acquisition.

The Offer represents an opportunity for Shareholders to realise their investment in the Shares.

## **PROPOSED CHANGE OF BOARD COMPOSITION**

The Board currently comprises eight Directors, comprising five executive Directors, being Mr. Zhang Xi, Mr. Cai Duan Hong, Ms. Zhang Yu, Mr. Li Hiu Ming and Mr. Poon Hor On; and three independent non-executive Directors, being Mr. Siu Hi Lam, Alick, Mr. Chan Kwong Fat, George and Mr. To Yan Ming, Edmond.

Mr. Zhang Xi, Mr. Cai Duan Hong, Ms. Zhang Yu, being the executive Directors, will resign from the Board with effect from the earliest time as permitted under the Takeovers Code. The Offeror intends to nominate two new Directors to the Board, namely Mr. Suen and Mr. Sue Ka Lok with effect from the earliest time permitted under the Takeovers Code. Any changes to the Board will be made in compliance with the Takeovers Code and the Listing Rules and further announcement(s) will be made accordingly.

The biographical details of the proposed new Directors are set out as follows:

Mr. Suen Cho Hung, Paul, aged 48, holds a Master of Business Administration degree from the University of South Australia. Mr. Suen is an executive director and the Chairman of Poly Development Holdings Limited, a listed company in Hong Kong (Stock Code: 1141). Mr. Suen is also an executive director and the Chairman of China Yunnan Tin Minerals Group Company Limited (Stock Code: 263). Mr. Suen has extensive experience in project investment in various businesses as well as strategic planning and corporate management of business enterprises in Hong Kong and the People's Republic of China.

Mr. Sue Ka Lok, aged 44, graduated from the University of Sydney, Australia with a Bachelor of Economics degree and holds a Master of Science in Finance degree from the City University of Hong Kong. Mr. Sue is an executive director of Poly Development Holdings Limited, a listed company in Hong Kong (Stock Code: 1141). He is also an executive director and the chief executive officer of China Yunnan Tin Minerals Group Company Limited (Stock Code: 263). Mr. Sue is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Chartered Secretaries and a member of the Hong Kong Securities Institute. Mr. Sue has extensive experience in corporate management, finance, accounting and company secretarial practice.

Save as disclosed herein, the Offeror does not intend to introduce any major changes to the existing operating and management structure of the Company, or to the continued employment of employees of the Company, as a result of the Offer.

## **MAINTAINING THE LISTING STATUS OF THE COMPANY**

The Offeror intends to maintain the listing of the Shares on the Stock Exchange after the close of the Offer. The new Directors to be nominated by the Offeror to the Board and the sole director of the Offeror will undertake to the Stock Exchange to take appropriate steps as soon as possible following the close of the Offer to ensure that not less than 25% of the issued Shares will be held by the public.

## **DEALINGS DISCLOSURE**

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

***“Responsibilities of stockbrokers, banks and other intermediaries***

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 (of the Takeovers Code) and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules (of the Takeovers Code). However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved. Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

**GENERAL**

Under Rule 8.2 of the Takeovers Code, an offer document containing, among other things, details of the Offer, together with the form of acceptance and transfer, should be despatched to the Shareholders as soon as practicable, but in any event within 21 days of the date of this joint announcement or such later date(s) as the Executive may approve.

In accordance with the Takeovers Code, the Company is required to despatch to the Shareholders the offeree document, containing, amongst other things, the advice from the Independent Board Committee and the independent financial adviser to the Independent Board Committee, in relation to the Offer within 14 days of the posting of the offer document, or such later date as the Executive may approve.

The Independent Board Committee, comprising all the independent non-executive Directors who have no direct or indirect interest in the Offer, will be established to advise the Independent Shareholders in respect of the Offer. An independent financial adviser will be appointed to advise the Independent Board Committee in respect of the Offer. The appointment of such an independent financial adviser will be approved by the Independent Board Committee and a further announcement will be made by the Company in this regard.

**Shareholders and investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:30 a.m. on 20 October 2008 and will remain suspended until further notice.

## **IMPORTANT NOTE FOR SHAREHOLDERS OUTSIDE HONG KONG**

The Offer will be in respect of securities of a company incorporated in Bermuda and will be subject to the procedure and disclosure requirements of Hong Kong, which may be different from other jurisdictions. The ability of Shareholders outside of Hong Kong to participate in the Offer will also be subject to, and may be limited by, the laws and regulations of their respective jurisdictions.

### **DEFINITIONS**

In this joint announcement, unless the context otherwise requires, the following expressions have the meanings set out below:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“acting in concert”	shall have the meaning ascribed to it in the Takeovers Code
“Big Jump”	Big Jump Investments Limited, a company incorporated in the British Virgin Islands and is wholly owned by Mr. Zhang
“Board”	the board of Directors from time to time
“Chanceton Capital”	Chanceton Capital Partners Limited, a company incorporated in Hong Kong with limited liability and licensed under the SFO to carry out type 6 regulated activity (advising on corporate finance) and the financial adviser to the Offeror in relation to the Offer
“Company”	BEP International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Completion”	the simultaneous completion of the sale and purchase of the Sale Shares and the Sale Debts contemplated under the Sale and Purchase Agreement, which took place on 24 June 2009
“Director(s)”	the director(s) of the Company from time to time
“Elite Agent”	Elite Agent Limited, a company incorporated in the British Virgin Island and is wholly owned by Mr. Chan
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Group”	the Company and its subsidiaries

“GT Capital”	GT Capital Limited, a company incorporated in Hong Kong with limited liability and licensed under the SFO to carry out regulated activities of type 1 (dealing in securities) and type 4 (advising on securities)
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent committee of the Board, comprising all the independent non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Siu Hi Lam, Alick, Mr. Chan Kwong Fat, George and Mr. To Yan Ming, Edmond, which will be established to advise the Independent Shareholders in respect of the Offer
“Independent Shareholder(s)”	Shareholder(s) other than the Offeror, Mr. Suen and parties acting in concert with any of them
“Independent Third Party”	a party who, to the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, is independent of and not connected with any of the Director(s), chief executive(s) or substantial shareholder(s) of the Company or any of its subsidiaries or their respective associate(s)
“Last Trading Day”	Friday, 17 October 2008, being the last full trading day before trading of the Shares was suspended at the request of the Company
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Longtale”	Longtale International Limited, a company incorporated in the British Virgin Island which is wholly owned by Mr. Chan
“Mr. Chan”	Mr. Chan James Chun Hung, the sole shareholder and sole director of each of the Vendors
“Mr. Suen”	Mr. Suen Cho Hung, Paul, the ultimate beneficial owner of the Offeror
“Mr. Zhang”	Mr. Zhang Xi, the Chairman and the executive Director of the Company
“Offer”	the unconditional mandatory cash offer to be made by GT Capital on behalf of the Offeror to acquire all the issued Shares (other than those already owned or acquired by the Offeror, Mr. Suen and parties acting in concert with any of them) at HK\$0.00814 per Offer Share

“Offer Price”	HK\$0.00814 per Offer Share
“Offer Share(s)”	Share(s) not already owned or agreed to be acquired by the Offeror, Mr. Suen and parties acting in concert with any of them
“Offeror” or “Purchaser”	Long Channel Investments Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly and beneficially owned by Loyal Giant Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, which is in turn wholly and beneficially owned by Mr. Suen
“Promissory Notes”	the zero-interest promissory notes in the aggregate principal amount of HK\$12,000,000 issued by the Purchaser to Elite Agent in satisfaction of part of the consideration for the Sale Debts
“Sale and Purchase Agreement”	the agreement entered into on 10 June 2009 between the Offeror, the Vendors, Mr. Chan and Mr. Suen for the sale and purchase of the Sale Shares and the Sale Debts
“Sale Debts”	an aggregate amount of HK\$17,170,260 and RMB 4,000,000 (equivalent to approximately HK\$4,520,000 based on the exchange rate of RMB1 = HK\$1.13) representing the debts owed by the Company or member(s) of the Group to Elite Agent immediately before Completion.
“Sale Shares”	the 2,703,000,000 Shares acquired by the Offeror from the Vendors pursuant to the Sale and Purchase Agreement
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	share(s) of HK\$0.0005 each in the share capital of the Company

“Share Charge”	the charge of shares dated 8 January 2008 and subsequently varied by the deed of variation dated 9 July 2008 entered into between Big Jump as chargor and the Vendors as chargees, by which 3,453,000,000 Shares were charged by Big Jump unto the Vendors to secure all the obligations of Mr. Zhang (being the sole shareholder of Big Jump) to repay the loans and all interests accrued due to the Vendors
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Vendors”	Elite Agent and Longtale
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board  
**BEP International Holdings Limited**  
**Poon Hor On**  
*Executive Director*

By order of the Board  
**Long Channel Investments Limited**  
**Suen Cho Hung, Paul**  
*Sole Director*

Hong Kong, 25 June 2009

*As at the date of this joint announcement, the Board comprises five executive Directors namely Mr. Zhang Xi, Mr. Cai Duan Hong, Ms. Zhang Yu, Mr. Li Hiu Ming and Mr. Poon Hor On and three independent non-executive Directors, namely Mr. Siu Hi Lam, Alick, Mr. Chan Kwong Fat, George and Mr. To Yan Ming, Edmond.*

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Suen Cho Hung, Paul.*

*All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information relating to the Offeror contained in this joint announcement, and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*