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CHEONG MING INVESTMENTS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1196)

COMPLETION OF THE FULLPOWER REPURCHASE AND DISCLOSEABLE TRANSACTION RELATING TO PROVISION OF THE FULLPOWER LOAN

On 26 April 2013, the Company and Fullpower agreed the settlement plan to complete the Fullpower Repurchase. The salient features of the settlement plan are as set out below.

COMPLETION OF THE FULLPOWER REPURCHASE

The Fullpower Repurchase was completed on 26 April 2013. The total consideration for the Fullpower Repurchase of HK\$65,000,000 has been settled as to (i) the payment of HK\$25,000,000 in cash by Fullpower; and (ii) the remaining balance of the consideration of HK\$40,000,000 was funded by way of a loan to Fullpower. Upon completion of the Fullpower Repurchase, save for the share charge over 16,667 shares in Fullpower, representing approximately 33.33% of the entire issued share capital in Fullpower, the Company has no other interests in the Target Group.

PROVISION OF THE FULLPOWER LOAN

In conjunction with the completion of the Fullpower Repurchase, on 26 April 2013, Fullpower, Peace Broad and Mr. Wong entered into the Fullpower Loan Agreement, pursuant to which Peace Broad agreed to grant the Fullpower Loan of HK\$40,000,000 to Fullpower to facilitate the completion of the Fullpower Repurchase. The Fullpower Loan is interest bearing at the rate of 10% per annum, repayable on 31 December 2013, and secured as more particularly described below.

As the applicable percentage ratios in respect of the provision of the Fullpower Loan are greater than 5% but less than 25%, the entering into of the Fullpower Loan Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is therefore subject to the reporting and announcement requirements under the Listing Rules.

Reference is made to the announcements (the “**Announcements**”) of Cheong Ming Investments Limited (the “**Company**”) dated 30 March 2012, 31 May 2012, 26 June 2012 and 1 August 2012. Capitalised terms used in this announcement shall have their respective meanings in the Announcements unless they are otherwise defined.

BACKGROUND

As referred to in the Announcements, on 30 March 2012, Fullpower had exercised the Vendor Repurchase Option to require the repurchase the Sale Shares, together with the Loan, from the Company at a total consideration of HK\$65,000,000. The completion of the Fullpower Repurchase was originally scheduled on 31 May 2012 and was further extended to 31 July 2012. On 31 July 2012, Fullpower had requested the Company to allow for a further grace period for the completion of the Fullpower Repurchase. On 26 April 2013, the Company and Fullpower agreed the settlement plan to complete the Fullpower Repurchase, which involved the following matters:

- (a) the consideration of HK\$65,000,000 being settled as to (i) the payment of HK\$25,000,000 in cash by Fullpower; and (ii) the remaining balance of the consideration of HK\$40,000,000 to be funded by way of a loan to Fullpower described in paragraph (b) below; and
- (b) Peace Broad Holdings Limited (“**Peace Broad**”), a wholly-owned subsidiary of the Company, Fullpower and Mr. Wong entering into a loan agreement, pursuant to which Peace Broad agreeing to grant to Fullpower a loan of up to HK\$40,000,000 for the purpose of completion of the Fullpower Repurchase. The loan is to mature on 31 December 2013 and bears interest payable quarterly in arrears at the rate of 10% per annum.

Further information on the completion of the Fullpower Repurchase and the entering into a loan agreement between Peace Broad, Fullpower and Mr. Wong are as set out below.

COMPLETION OF THE FULLPOWER REPURCHASE

The Fullpower Repurchase was completed on 26 April 2013. The total consideration for the Fullpower Repurchase of HK\$65,000,000 has been settled as to (i) the payment of HK\$25,000,000 in cash by Fullpower; and (ii) the remaining balance of the consideration of HK\$40,000,000 was funded by way of a loan to Fullpower described in the paragraph headed “Provision of the Fullpower Loan” below. The charge originally created over 25% of the entire issued share capital in the Target held by Fullpower on the signing of the Acquisition Agreement on 26 March 2011 to secure the payment obligations of Fullpower to purchase the Sale Shares has been released upon completion of the Fullpower Repurchase. In addition, the Company’s representative has resigned from each of the board of directors of the Target and HK Good Hope. Upon completion of the Fullpower Repurchase, save for the share charge over 16,667 shares in Fullpower, representing approximately 33.33% of the entire issued share capital in Fullpower, the Company has no other interests in the Target Group.

PROVISION OF THE FULLPOWER LOAN

In conjunction with the completion of the Fullpower Repurchase, on 26 April 2013, Fullpower, Peace Broad and Mr. Wong entered into a loan agreement (the “**Fullpower Loan Agreement**”), pursuant to which Peace Broad agreed to grant a loan payable of HK\$40,000,000 (the “**Fullpower Loan**”) to Fullpower to facilitate the completion of the Fullpower Repurchase. The Fullpower Loan was deemed to be fully drawn down on signing of the Fullpower Loan Agreement and the same amount directed to the payment of the balance of the consideration of the Fullpower Repurchase. Major terms of the Fullpower Loan Agreement are set out below:

Date:	26 April 2013
Lender:	Peace Broad, an investment holding company incorporated in the British Virgin Islands with limited liability and is a wholly-owned subsidiary of the Company
Borrower:	Fullpower
Guarantor:	Mr. Wong, the ultimate beneficial owner of Fullpower
Principal amount:	HK\$40,000,000
Interest rate:	10% per annum. Interest is payable quarterly in arrears
Final repayment date:	31 December 2013
Repayment:	<ul style="list-style-type: none">(i) the principal amount of the Fullpower Loan shall be repaid in full on the final repayment date as mentioned above; and(ii) Fullpower may early repay the partial or whole amount of the Fullpower Loan and the accrued interests at anytime during the term of the Fullpower Loan
Collaterals:	<ul style="list-style-type: none">(i) a share charge by Mr. Wong over 16,667 shares in Fullpower, representing approximately 33.33% of the entire issued share capital in Fullpower held by Mr. Wong; and(ii) a share charge by Fullpower over 28,600,000 shares of the Company held by Fullpower
Personal guarantee:	The personal guarantee given by Mr. Wong in favour of the Company to secure the obligations of Fullpower under the Fullpower Loan Agreement

Fullpower is an investment holding company, which is wholly-owned by Mr. Wong. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Fullpower and Mr. Wong are Independent Third Parties.

REASONS FOR PROVISION OF THE FULLPOWER LOAN

The Company is an investment holding company and its subsidiaries are principally engaged in the business of manufacturing and selling of paper cartons, packaging boxes and children's novelty books, manufacturing and selling of hangtags, labels, shirt paper boards and plastic bags, commercial printing and asset management.

The terms of the Fullpower Loan Agreement were arrived at after arm's length negotiations between the Company, Fullpower and Mr. Wong. The provision of the Fullpower Loan facilitates the completion of the Fullpower Repurchase, such that the Company can immediately receive (after netting off the amount of the Fullpower Loan) HK\$25,000,000 in cash. In view of the above and the fact that the Fullpower Loan is secured by the collaterals provided by Fullpower and Mr. Wong, the Directors consider that the terms of the Fullpower Loan Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios in respect of the provision of the Fullpower Loan are greater than 5% but less than 25%, the entering into of the Fullpower Loan Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is therefore subject to the reporting and announcement requirements under the Listing Rules.

By order of the Board
Cheong Ming Investments Limited
Lui Shing Ming, Brian
Chairman

Hong Kong, 28 April 2013

As at the date of this announcement, the executive Directors of the Company are Mr. Lui Shing Ming, Brian, Mr. Lui Shing Cheong and Mr. Lui Shing Chung, Victor and the independent non-executive Directors are Dr. Lam Chun Kong, Mr. Lo Wing Man and Dr. Ng Lai Man, Carmen.