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

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

**If you have sold or transferred** all your securities in **CHEONG MING INVESTMENTS LIMITED**, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**CHEONG MING INVESTMENTS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1196)**

**DISCLOSEABLE TRANSACTION**

**DISPOSAL OF PROPERTIES**

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30 March, 2007

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## DEFINITIONS

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

“Agreement”	the provisional sale and purchase agreement, dated 7th March, 2007, entered into between the Purchaser and Vendor in respect of the Disposal
“Board”	board of Directors
“Company”	Cheong Ming Investments Limited (stock code: 1196), a company incorporated in Bermuda with limited liability and its shares are listed on the Stock Exchange
“Completion”	completion of the Disposal
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Disposal”	the disposal of the Properties pursuant to the Agreement by the Vendor
“Formal Agreement”	the Formal sale and purchase agreement to be entered into between the Purchaser and Vendor in respect of the Disposal
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	28th March, 2007 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, which, for the purpose of this announcement, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan.
“Properties”	Units 2604 to 2611, Level 26, Metroplaza, Tower II, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong
“Purchaser”	Creative Business Development Limited
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) of the Company

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Capital Asset Management Limited, a wholly owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## LETTER FROM THE BOARD

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### CHEONG MING INVESTMENTS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1196)**

*Directors :*

Lui Chi (*Chairman*)

Lui Shing Ming, Brian (*Managing Director*)

Lui Shing Cheong

Lui Shing Chung, Victor

Lung Wai Kee

Lam Chun Kong\*

Lo Wing Man\*

Ng Lai Man, Carmen\*

*Principal office:*

Unit 2608, Level 26

Metroplaza, Tower II

223 Hing Fong Road

Kwai Fong

New Territories

Hong Kong

\* *Independent non-executive directors*

30th March, 2007

*To the Shareholders*

Dear Sir or Madam,

### DISCLOSEABLE TRANSACTION

### DISPOSAL OF PROPERTIES

#### INTRODUCTION

On 12th March, 2007, the Board announced that on 7th March, 2007, the Vendor entered into the Agreement with the Purchaser in relation to the disposal of the Properties, for an aggregate consideration of HK\$33,579,800.

The Disposal constitutes a discloseable transaction for the Company under Rule 14.06 of the Listing Rules.

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## LETTER FROM THE BOARD

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### THE AGREEMENT

**Date:** 7th March, 2007

**Parties involved:**

Purchaser: Creative Business Development Limited

Vendor: Capital Asset Management Limited, a wholly-owned subsidiary of the Company.

As far as the Directors are aware, the Purchaser is an investment holding company. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Purchaser and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

**Properties to be disposed:**

The Properties are commercial office units situated at units 2604 to 2611, Level 26, Metroplaza, Tower II, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong. The aggregate gross floor area of the Properties is about 8,722 square feet. The Vendor has agreed to dispose the Properties to the Purchaser free from all liens, charges and encumbrances.

**Aggregate consideration and payment terms:**

The aggregate consideration for the Properties is HK\$33,579,800 and payable as follow:

- (i) 5% initial deposit of the aggregate consideration amounted to HK\$1,678,985 was paid by the Purchaser upon the signing of the Agreement on 7th March, 2007.
- (ii) 5% of the aggregate consideration, amounted to HK\$1,678,985 shall be paid by Purchaser upon the signing of the Formal Agreement on or before 21st March, 2007; and
- (iii) the balance of the aggregate consideration, amounted to HK\$30,221,830, shall be paid by the Purchaser upon Completion, on or before 21st May, 2007.

Upon Completion, Cheong Ming Press Factory Ltd, a wholly owned subsidiary of the Company as tenant and the Purchaser as landlord shall enter into a tenancy agreement for the Properties for a fixed term of two years commencing from 21st May 2007 to 20th May 2009 at a monthly rental of HK\$174,440, exclusive of air-conditioning charge, management fee and government rates and rent, with three months rental, air-conditioning charge, management fee and government rates and rent as deposit payable to the Landlord upon signing a formal tenancy agreement. The form of the tenancy agreement shall be prepared by the Purchaser's solicitor and pre-agreed between the Purchaser as landlord and the tenant before completion of assignment. The Vendor shall procure Cheong Ming Press Factory Ltd to sign the said tenancy agreement before completion of assignment.

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## LETTER FROM THE BOARD

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Upon lease expiry, the tenant shall be responsible to yield up the Properties to “bare shell” condition with completed false ceiling system.

The aggregate consideration was arrived at after arm’s length negotiation between the Purchaser and the Vendor and with reference to the Directors’ knowledge in the market value of similar commercial properties in Hong Kong.

### REASONS FOR THE DISPOSAL

The Group is principally engaged in the business of printing and manufacturing of paper products, hangtags and labels, commercial printing, provision of translation services and property holding, with its major manufacturing bases in Shenzhen and Dongguan of the PRC. For better jobs alliance and coordination, the Group has been taking steps relocating part of its back offices to the PRC. In November 2006, five brand new office units in a commercial building namely, Excellence Times Square, situated in Shenzhen were acquired by a wholly-owned subsidiary of the Company for the Group’s own use at an aggregate consideration of approximately RMB22.2 million. Occupation permits for these five office units have been obtained since February 2007 and floor plan designs and renovations are now taking place. It is expected that the offices renovations will be completed and ready for operations in the second quarter of year 2007. Taking into account the recent prevailing good condition of the economy and property market of Hong Kong, the Directors are of the opinion that the Disposal represented a good opportunity to the Group. Further, to sell and lease back the Properties for the next twenty-four months facilitates flexibility and is in line with the long-term development strategy of the Group to relocate part of its back offices to the PRC in stages. The Directors consider that the terms of the Agreement are fair and reasonable and the Disposal is in the interests of the Company and the Shareholders as a whole.

### USE OF PROCEEDS

The Company intends to use the proceeds to pay off the mortgage on the Properties, which is in the amount of HK\$9.8 million as at 9th March 2007 and the remaining balance for general working capital purpose.

### FINANCIAL EFFECTS OF THE DISPOSAL

Based on the book value of the Properties of approximately HK\$18.1 million as at 30th September, 2006, the net gain from the Disposal (after deducting relevant expenses) is approximately HK\$15 million and the total assets and total liabilities of the Group will be increased by approximately HK\$15 million and decreased by HK\$9.8 million respectively. It is also expected that the rental expenses of the Group will be increased by HK\$174,440 per month, exclusive of air-conditioning charge, management fee and government rates and rent, for the next twenty-four months starting from 21 May 2007 as a result of the Disposal and the lease back of the Properties.

### GENERAL

Your attention is drawn to the additional information set out in the appendix to this circular.

Yours faithfully,  
By order of the board of directors of  
**Cheong Ming Investments Limited**  
**Lui Shing Ming, Brian**  
*Managing Director*

## 1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained herein 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. DISCLOSURE OF INTERESTS

### (i) Directors' interests and short positions in the Shares, underlying Shares and debentures of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors in the Shares, underlying Shares and debentures of the Company and 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 they are taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") and which were required to be entered in the register kept by the Company pursuant to Section 352 of the SFO were as follows:

#### *Long position in the Shares*

Name of Directors	Number of Shares held				Total interests as % of the issued share capital
	Personal interests (held as beneficial owner)	Family interests	Other interests	Total interests	
Mr. Lui Chi	–	250,409,029 (Note 1)	250,409,029 (Note 1)	250,409,029	51.38%
Mr. Lui Shing Ming, Brian	4,375,000	–	250,409,029 (Note 2)	254,784,029	52.28%
Mr. Lui Shing Cheong	3,125,000	–	250,409,029 (Note 2)	253,534,029	52.03%
Mr. Lui Shing Chung, Victor	3,125,000	1,250,000 (Note 3)	250,409,029 (Note 2)	254,784,029	52.28%
Mr. Lung Wai Kee	1,250,000	2,500,000 (Note 4)	–	3,750,000	0.77%



*Notes:*

1. Mr. Lui Chi is interested in 250,409,029 Shares by virtue of (i) his being a founder of a discretionary trust, the discretionary objects of which include Messrs. Lui Shing Ming Brian, Lui Shing Chung Victor, Lui Shing Cheong and other family members of Mr. Lui Chi; and (ii) his spouse is also a founder of the discretionary trust.
2. The 250,409,029 Shares are owned by Harmony Link Corporation, a company incorporated in the British Virgin Islands. Approximately 48.4% of the issued share capital of Harmony Link Corporation is held by The Lui Family Company Limited as trustee of The Lui Unit Trust. All units (except 1 unit which is owned by Mr. Lui Shing Ming Brian) of The Lui Unit Trust are held by Trident Trust Company (B.V.I.) Limited (formerly known as “Trident Corporate Services (B.V.I.) Limited”) as trustee of a discretionary trust, the discretionary objects of which have been disclosed in Note (1) above. Mr. Lui Chi and his spouse, Madam Ng Sze Mui are the founders of the discretionary trust. Each of Messrs. Lui Shing Ming Brian, Lui Shing Chung Victor and Lui Shing Cheong further owns approximately as to 24.13%, 14.59% and 12.88% of the issued share capital of Harmony Link Corporation respectively.
3. The 1,250,000 Shares are owned by the spouse of Mr. Lui Shing Chung, Victor.
4. The 2,500,000 Shares are owned by the spouse of Mr. Lung Wai Kee.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests and short positions in the Shares, underlying Shares or debentures of the Company or any associated corporation (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 they are taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors of Listed Companies and which were required to be entered into the register required to be kept under section 352 of the SFO.

(ii) **Interests and short positions of Shareholders discloseable under the SFO**

As at the Latest Practicable Date, the following persons (other than a director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of Shareholders	Long/Short position	Capacity	Number of Shares/ underlying Shares held	Percentage of issued capital
Madam Ng Sze Mui	Long	Founder of a discretionary trust	250,409,029 (Note 1)	51.38%
Madam Ng Shuk Fong, Aman	Long	Beneficial owner and interest of spouse	254,784,029 (Note 2)	52.28%
Harmony Link Corporation	Long	Beneficial owner	250,409,029	51.38%
The Lui Family Company Limited	Long	Trustee	250,409,029 (Note 3)	51.38%
Trident Trust Company (B.V.I.) Limited (formerly known as "Trident Corporate Services (B.V.I.) Limited")	Long	Trustee	250,409,029 (Note 3)	51.38%

*Notes:*

- (1) Interests in these Shares represent interests held by Madam Ng Sze Mui by virtue of her being a founder of a discretionary trust which has interests in 250,409,029 Shares, details of the trust have also been disclosed in Note (1) under section (i) "Directors' interests and short positions in the Shares, underlying Shares and debentures of the Company and its associated corporations" above.
- (2) Interests in these Shares include interests in 1,250,000 Shares both held by Madam Ng Shuk Fong, Aman personally and interests in 253,534,029 Shares through interest of her spouse, Mr. Lui Shing Chung, Victor as disclosed in Note (2) under section (i) "Directors' interest and short positions in the Shares, underlying Shares and debentures of the Company and its associated corporations" above.
- (3) The two references to 250,409,029 Shares relate to the same block of Shares. Each of The Lui Family Company Limited as trustee of The Lui Unit Trust and Trident Trust Company (B.V.I.) Limited (formerly known as "Trident Corporate Services (B.V.I.) Limited") as trustee of a discretionary trust is taken to have a duty of disclosure in relation to the interests of Harmony Link Corporation in the Shares as described in Note (2) under section (i) "Directors' interests and short positions in the Shares, underlying Shares and debentures of the Company and its associated corporations" above.

Save as disclosed above, as at the Latest Practicable Date, the Directors are not aware that there is any party (not being a Director) who, as at the Latest Practicable Date, had any interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, 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 or any options in respect of such Shares.

### **3. LITIGATION**

As at the Latest Practicable Date, there was no litigation or claim of material importance known to the Directors to be pending or threatened against the Company or any of its subsidiaries.

### **4. SERVICE CONTRACT**

As at the Latest Practicable Date, none of the Directors has a service agreement with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### **5. DIRECTORS' INTERESTS IN COMPETING BUSINESSES**

None of the Directors nor their respective associates have engaged in any business that competes or may compete with the business of the Group, or has any other conflict of interests with the Group.

### **6. MISCELLANEOUS**

- (i) The company secretary and qualified accountant of the Company is Mr. Lung Wai Kee, who is an associate member of the Institute of Chartered Accountants in England and Wales, an associate member of the Hong Kong Institute of Certified Public Accountants and an associate member of the Society of Management Accountants of Ontario.
- (ii) The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the head office and principal place of business of the Company in Hong Kong is situated at Unit 2608, Level 26, Metroplaza, Tower II, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong.
- (iii) The Hong Kong branch share registrar and transfer office of the Company is Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (iv) In the event of inconsistency, the English text of this circular shall prevail over the Chinese text thereof.