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TACK FAT GROUP INTERNATIONAL LIMITED

(Provisional Liquidators Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00928)



(1) CONDITIONS FOR RESUMPTION OF TRADING OF THE SHARES; (2) SUPPLEMENTAL DEED TO THE SETTLEMENT DEED; AND (3) FURTHER ADJOURNMENT OF WINDING-UP HEARING

Financial Advisor to the Company



ASIAN CAPITAL
(CORPORATE FINANCE) LIMITED
卓亞(企業融資)有限公司

CONDITIONS FOR RESUMPTION OF TRADING OF THE SHARES

Reference is made to the announcement of the Company dated 31 March 2009 in relation to, among other matters, conditions for resumption of trading of the Shares. Terms used herein shall have the same meanings as those used in the above announcement, unless the context requires otherwise.

On 20 July 2009, the Company submitted a resumption proposal (the “**Resumption Proposal**”) to the Stock Exchange. The Provisional Liquidators are now pleased to announce that the Company was informed by the Stock Exchange in a letter dated 9 April 2010 that trading in the Shares will be resumed if the Company fulfils the following conditions by 8 October 2010:

- (1) complete the open offer, subscription of convertible bonds and all other transactions in the Resumption Proposal;
- (2) publish a circular containing (i) detailed disclosure of the Resumption Proposal comparable to prospectus standard; (ii) profit forecast for each of the two years ending 31 March 2012 which should be prepared by the Directors (including proposed Directors) after due and careful enquiry; and (iii) pro forma balance sheet upon completion of the Resumption Proposal;

- (3) provide comfort letter from the auditors or the financial advisor relating to working capital sufficiency for the next 12 months from the latest practicable date before expected resumption date; and
- (4) undertake to (i) appoint an independent professional advisor to conduct follow-up reviews on the internal control procedures within 6 months from resumption date; and (ii) disclose the review results in subsequent financial reports.

The Stock Exchange may modify the resumption conditions if the Company's situation changes.

The Company, the Provisional Liquidators and the Investor are now taking appropriate steps to implement the transactions contemplated in the Resumption Proposal and fulfil the above conditions as set out by the Stock Exchange. A restructuring agreement incorporating the essential elements of the Resumption Proposal is being prepared and an announcement will be made in that respect in due course.

SUPPLEMENTAL DEED TO THE SETTLEMENT DEED

Reference is made to the announcement of the Company dated 6 April 2009 in relation to the Settlement Deed. Terms used herein shall have the same meanings as those used in the above announcement, unless the context requires otherwise.

On 9 April 2010, the Company, the Provisional Liquidators, Forefront, Merrier, Hansom and the Investor entered into the supplemental deed to the Settlement Deed pursuant to which Forefront and Hansom agreed to extend the period of not exercising their respective share charge over the Ever Century Shares from 12 months to 24 months from the date of the Settlement Deed (i.e. 3 April 2009). Save as disclosed herein, all other terms of the Settlement Deed remain in full force and effect.

FURTHER ADJOURNMENT OF HEARING OF THE PETITION

The adjourned hearing of the petition to the High Court of Hong Kong Special Administrative Region (the "**High Court**") for the winding up of the Company was scheduled on 14 April 2010. By an order of the High Court dated 13 April 2010, the hearing was further adjourned to 14 July 2010.

Trading in the Shares on the Stock Exchange has been suspended at the request of the Company since 9:30 a.m. on 30 July 2008 and will remain suspended until further notice.

The release of this announcement does not necessarily indicate the Shares will be resumed for trading. The transactions contemplated in the Resumption Proposal are subject to the parties entering into a number of agreements, and therefore may or may not materialise. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

For and on Behalf of
TACK FAT GROUP INTERNATIONAL LIMITED
(Provisional Liquidators Appointed)
Fok Hei Yu
Roderick John Sutton
Joint and Several Provisional Liquidators
acting as agents without personal liability

Hong Kong, 14 April 2010

As at the date of this announcement, the Board comprises one non-executive Director, Mr. James D McMullen; and three independent non-executive Directors, Mr. Pau Chin Hung, Andy, Mr. Choong Khuat Leok, Mr. Kooi Tock Chian.