



VANTAGE INTERNATIONAL (HOLDINGS) LIMITED
盈信控股有限公司
 (incorporated in Bermuda with limited liability)
 (Stock code: 15)

MAJOR TRANSACTIONS – ACQUISITIONS OF PROPERTIES

On 14 March 2005, Hobol, a wholly-owned subsidiary of the Company, entered into an agreement with Vendor A, an Independent Third Party, to acquire the Tsuen Wan Properties for a consideration of HK\$120,000,000. Also on 14 March 2005, Excelskill, another wholly-owned subsidiary of the Company, entered into an agreement with Vendor B, an Independent Third Party (who to the best of the Directors' knowledge, information and belief having made all reasonable enquiry is independent from and unrelated to Vendor A) to acquire the Causeway Bay Properties for a consideration of HK\$96,000,000.

Each of the acquisitions of the Tsuen Wan Properties and the Causeway Bay Properties constitutes a major transaction under Chapter 14 of the Listing Rules and is subject to the shareholders' approval in accordance with Chapter 14 of the Listing Rules. However, pursuant to Rule 14.44 of the Listing Rules, as no shareholder of the Company has a material interest in these transactions, no shareholder of the Company is required to abstain from voting if the Company were to convene a general meeting for the approval of these transactions. In addition, a written shareholder's approval has been obtained by the Company from Winhale Ltd., a substantial shareholder of the Company who as at the date of this announcement holds 490,934,400 shares in the issued capital of the Company representing 52.18% of the nominal value of the securities giving the right to attend and vote at that meeting to approve these transactions. Therefore no general meeting of the Company will be convened for the purpose of the acquisition of the Tsuen Wan Properties or the Causeway Bay Properties.

A circular containing further details of the acquisitions of the Tsuen Wan Properties and the Causeway Bay Properties will be despatched to the shareholders of the Company as soon as practicable.

At the request of the Company, trading of the shares of the Company has been suspended with effect from 9:30 am on 15 March 2005 pending the publication of this announcement. Application has been made to the Stock Exchange for the resumption of trading of the shares in the Company with effect from 9:30 am on 16 March 2005.

TSUEN WAN AGREEMENT

Date:
14 March 2005

Parties:
Vendor A: Prime Sky Limited, a company incorporated in the British Virgin Islands with limited liability, which together with its ultimate beneficial owner(s), to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, are Independent Third Parties.
To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Vendor A is engaged in property investment.
Purchaser: Hobol, an indirectly wholly-owned subsidiary of the Company

Subject matter:
Hobol has conditionally agreed to purchase, and Vendor A as confirmor has conditionally agreed to sell, the Tsuen Wan Properties.

Information on the Tsuen Wan Properties:
Shops 5 and 6 and Storeroom 3, 1st Floor, Fou Wah Centre, No. 210 Castle Peak Road, Tsuen Wan, New Territories, altogether occupying a total gross floor area of approximately 6,918 square feet.
The Tsuen Wan Properties shall be sold on an "as is" basis and subject to the existing tenancy.

The Tsuen Wan Properties are located near the Tsuen Wan MTR station and currently leased to The Hongkong and Shanghai Banking Corporation Limited for retail purposes at a monthly rent of HK\$412,500 for a term expiring on 16 December 2005. The tenant has the option to renew the tenancy for a further term of three years at the same rent of HK\$412,500 per month. The tenant, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, is an Independent Third Party.

Completion:
On or before 31 May 2005

Consideration:
The consideration is HK\$120,000,000, which was determined by reference to the information available to the Company based on discussions made with several banks about the valuation of the Tsuen Wan Properties and the prevailing market prices of properties located nearby, and was negotiated on an arm's length basis and agreed on normal commercial terms between the parties.

A deposit of HK\$12,000,000 was paid by Hobol to Vendor A upon signing of the Tsuen Wan Agreement. The balance of the consideration in the sum of HK\$108,000,000 shall be paid upon completion on or before 31 May 2005.

The Company plans to finance the acquisition of the Tsuen Wan Properties as to 30% by internal resources of the Company and 70% by bank financing. The Directors consider that, taking into account the banking facilities available to the Group and the internal resources generated from the Group's operations, the Group will have sufficient working capital to complete the acquisition of the Tsuen Wan Properties.

Conditions:
The sale and purchase of the Tsuen Wan Properties is subject to the terms and conditions contained in the preliminary sale and purchase agreement dated 28 January 2005 and signed by White Knight Mortgage Co. Ltd. (which together with its ultimate beneficial owner(s), to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, are Independent Third Parties) as head vendor and Colour Butterfly Ltd. as purchaser and the formal sale and purchase agreement to be signed pursuant to the terms thereof. By a deed of nomination dated 14 March 2005, Colour Butterfly Ltd. (which together with its ultimate beneficial owner(s), to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, are Independent Third Parties) has nominated Vendor A to sign the formal sale and purchase agreement with White Knight Mortgage Co. Ltd.

CAUSEWAY BAY AGREEMENT

Date:
14 March 2005

Parties:
Vendor B: Kung Ming Tak Tong Co., Ltd., a company incorporated in Hong Kong with limited liability, which together with its ultimate beneficial owner(s), to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, are Independent Third Parties.
To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Vendor B is independent from and unrelated to Vendor A, Colour Butterfly Ltd. and White Knight Mortgage Co. Ltd. and is engaged in investment.
Purchaser: Excelskill, an indirectly wholly-owned subsidiary of the Company

Subject matter:
Excelskill has agreed to purchase, and Vendor B has agreed to sell, the Causeway Bay Properties.

Information on the Causeway Bay Properties:
No. 36 Jardine's Bazaar, Causeway Bay, Hong Kong, which comprise a whole block of 3-storey composite building with a total gross floor area of approximately 2,800 square feet, a frontage of approximately 51.8 feet and a site area of approximately 1,134 square feet.

The Causeway Bay Properties shall be sold on an "as is" basis and its vacant possession shall be delivered upon completion.

The Causeway Bay Properties has been vacant since November 2004. Before November 2004, the Causeway Bay Properties had been leased for retail purposes at a monthly rent of HK\$350,000, representing a gross return of approximately 4.375% per annum based on the consideration of HK\$96,000,000 to be paid by Excelskill to acquire the Causeway Bay Properties. The tenant, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, is an Independent Third Party.

Completion:
On or before 10 May 2005

Consideration:
The consideration is HK\$96,000,000, which was determined by reference to the information available to the Company based on discussions made with several banks about the valuation of the Causeway Bay Properties and the prevailing market prices of properties located nearby, and was negotiated on an arm's length basis and agreed on normal commercial terms between the parties.

A deposit of HK\$9,600,000 was paid by Excelskill to Vendor B upon signing of the Causeway Bay Agreement. The balance of the consideration in the sum of HK\$86,400,000 shall be paid upon completion on or before 10 May 2005.

The Company plans to finance the acquisition of the Causeway Bay Properties as to 30% by internal resources of the Company and 70% by bank financing. The Directors consider that, taking into account the banking facilities available to the Group and the internal resources generated from the Group's operations, the Group will have sufficient working capital to complete the acquisition of the Causeway Bay Properties.

Formal agreement:
The formal agreement for sale and purchase of the Causeway Bay Properties will be signed on or before 29 March 2005.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS
The Group is principally engaged in property development and investment, building construction, repair, maintenance, renovation and fitting out, civil engineering and other contract works in Hong Kong.

Since the implementation of the "Individual Visit Scheme" for Mainland tourists, the general economy and, in particular, the retail and property markets in Hong Kong have both recovered substantially. The Directors expect that this upward trend will continue and hold positive views about the prospect of the retail property market.

Based on the existing tenancy, the Tsuen Wan Properties have a total monthly rental income of HK\$412,500, representing a gross return of 4.125% per annum. As the Tsuen Wan Properties are sold subject to and with the benefits of the existing tenancy, they will commence to provide the Group with a new source of satisfactory and steady income immediately following their acquisition.

The Causeway Bay Properties comprise a whole block of building which is currently vacant. The Company intends to lease the Causeway Bay Properties to Independent Third Parties immediately following their acquisition. Taking into account the popularity of Causeway Bay as a shopping area among tourists as well as local residents and the prevailing rental values of similar properties, it is expected that the rental of the Causeway Bay Properties will provide the Company with satisfactory returns. As at the date of this announcement, the Company has not yet commenced to solicit tenants for the Causeway Bay Properties. On the other hand, the Causeway Bay Properties have the potential for redevelopment. Therefore, the Directors consider that the acquisition of the Causeway Bay Properties will enable the Group to enlarge and strengthen its property portfolio with a quality asset.

Based on the above, the Directors consider that the terms of each of the Tsuen Wan Agreement and the Causeway Bay Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

GENERAL
Each of the acquisitions of the Tsuen Wan Properties and the Causeway Bay Properties constitutes a major transaction under Chapter 14 of the Listing Rules and is subject to the shareholders' approval in accordance with Chapter 14 of the Listing Rules. However, pursuant to Rule 14.44 of the Listing Rules, as no shareholder of the Company has a material

interest in this transaction, no shareholder of the Company is required to abstain from voting if the Company were to convene a general meeting for the approval of these transactions. In addition, a written shareholder's approval has been obtained by the Company from Winhale Ltd., a substantial shareholder of the Company who as at the date of this announcement holds 490,934,400 shares in the issued capital of the Company representing 52.18% of the nominal value of the securities giving the right to attend and vote at that meeting to approve these transactions. Therefore, no general meeting of the Company will be convened for the purpose of the acquisition of the Tsuen Wan Properties or the Causeway Bay Properties.

A circular containing further details of the acquisitions of the Tsuen Wan Properties and the Causeway Bay Properties, including, among others, valuation reports from an independent valuer, will be despatched to the shareholders of the Company as soon as practicable.

At the request of the Company, trading of the shares of the Company has been suspended with effect from 9:30 am on 15 March 2005 pending the publication of this announcement. Application has been made to the Stock Exchange for the resumption of trading of the shares in the Company with effect from 9:30 am on 16 March 2005.

DIRECTORS

As at the date of this announcement, the executive Directors comprise Mr Ngai Chun Hung, Mr Yau Kwok Fai, Mr Shek Yu Ming Joseph and Mr Li Chi Pong, and the independent non-executive Directors comprise Professor Ko Jan Ming, Hon. Ip Kwok Him, GBS, JP and Mr Fung Pui-Cheung Eugene.

DEFINITIONS

"Causeway Bay Agreement"	the preliminary sale & purchase agreement relating to the Causeway Bay Properties entered into between Kung Ming Tak Tong Co., Ltd. as vendor and Excelskill as purchaser on 14 March 2005
"Causeway Bay Properties"	No. 36 Jardine's Bazaar, Causeway Bay, Hong Kong
"Company"	Vantage International (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
"Director(s)"	the director(s) of the Company
"Excelskill"	Excelskill Limited, an indirectly wholly-owned subsidiary of the Company, incorporated in Hong Kong with limited liability
"Group"	the Company and its subsidiaries
"Hobol"	Hobol Limited, an indirectly wholly-owned subsidiary of the Company, incorporated in Hong Kong with limited liability
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	independent third party(ies) not connected with any of the Directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules)
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Tsuen Wan Agreement"	the provisional agreement for sub-sale and purchase relating to the Tsuen Wan Properties entered into between Prime Sky Limited as confirmor and Hobol as purchaser on 14 March 2005
"Tsuen Wan Properties"	Shops 5 and 6 and Storeroom 3, 1st Floor, Fou Wah Centre, No. 210 Castle Peak Road, Tsuen Wan, New Territories
"Vendor A"	Prime Sky Limited, the vendor in respect of the Tsuen Wan Properties
"Vendor B"	Kung Ming Tak Tong Co., Ltd., the vendor in respect of the Causeway Bay Properties
"HK\$"	Hong Kong dollar, the lawful currency of Hong Kong

By order of the Board
Vantage International (Holdings) Limited
Yau Kwok Fai
 Chief Executive Officer

Hong Kong, 15 March 2005