

# E-LIFE INTERNATIONAL LIMITED

## 益華國際投資集團有限公司\*

(Incorporated in Bermuda with limited liability)  
(Stock Code : 0370)

### DISCLOSEABLE TRANSACTION AND DISCLOSURE PURSUANT TO RULE 13.13 OF THE LISTING RULES

The Directors would like to announce that on 15 April 2005, the 2nd Supplemental Agreement was entered into between the Company and the Borrower, pursuant to which the maturity date of the outstanding balance of the Loan was further postponed from 18 March 2005 to 18 September 2005 with other terms and conditions of the Agreements remain unchanged.

#### THE AGREEMENTS

Reference is made to the Announcements, in which it has been disclosed that the Agreements have been entered into between the Lender and the Borrower, pursuant to which the Loan in the sum of HK\$14,000,000 has been advanced to the Borrower. The major terms of the Agreements are summarized as follows:

Date of Agreements : 19 April 2004 and 19 November 2004, respectively  
Lender : E-LIFE International Limited  
Borrower : Citibillion Development Limited  
Loan amount : HK\$14,000,000 and unsecured  
Maturity date : 18 March 2005  
Interest rate : Hong Kong prime rate plus 2% per annum

The reason for the Loan advanced to the Borrower was for a short-term investment purpose. The Directors believed that the Loan advanced to the Borrower could generate a higher return to the Shareholders when comparing with the interest earned by making a Hong Kong dollar time deposit with the financial institutions in Hong Kong, and anticipated that it would enhance the returns of the investment of the Company.

The Directors confirmed that the Borrower and its ultimate beneficial owners are not connected persons (as defined in the Listing Rules) of the Company and are independent of and not connected with any director, chief executive or substantial shareholder of the Company or any of its subsidiaries or any associate of any of them.

The principal business of the Company is investment holding. Its subsidiaries are principally engaged in (i) freight forwarding business; (ii) research, development and marketing of gene technology products; and (iii) securities investment. The Group is also exploring the opportunities to further diversify its business into the growing coke related production industry in the People's Republic of China.

The principal business of the Borrower is investment holding. Its subsidiaries are principally engaged in the business of property investment.

#### 2ND SUPPLEMENTAL AGREEMENT

The Directors would like to announce that on 15 April 2005, the 2nd Supplemental Agreement was entered into between the Lender and the Borrower, pursuant to which the maturity date of the outstanding balance of the Loan is further postponed from 18 March 2005 to 18 September 2005 with other terms and conditions of the Agreements remain unchanged.

The entering into of the 2nd Supplemental Agreement by the Company constitutes a discloseable transaction under the Listing Rules and accordingly the Company makes this announcement.

Given that, save and except for the postponement of the maturity date, no change has been made to the Agreements by the 2nd Supplemental Agreement, the Directors consider that the 2nd Supplemental Agreement and the Agreements are of normal commercial terms.

The 2nd Supplemental Agreement was entered into by the Company and the Borrower after arm's length negotiation and the Directors (including independent non-executive Directors) consider the terms of the 2nd Supplemental Agreement are fair and reasonable and are of the view that the entering into of the 2nd Supplemental Agreement is in the interest of the Company and the Shareholders as a whole as (1) the Company could earn interest of a higher rate than fixed deposit for a longer period than anticipated in the Agreements; and (2) it would be immature and inconvenient for the Company to take legal actions to formally demand the full repayment of the Loan at this stage.

On 29 November 2004 (HK\$3 million repaid), 2 December 2004 (HK\$2 million repaid), 12 April 2005 (HK\$2 million repaid) and 15 April 2005 (HK\$3 million repaid) respectively, the Borrower repaid an aggregate of HK\$10,000,000 to the Company of which HK\$9,147,622.43 was Loan principal and HK\$852,377.57 was interest accrued thereon. As at the date of this announcement, the Borrower still owed to the Company a sum of HK\$4,873,809.75, being the outstanding Loan principal together with interest accrued thereon.

After taking into account the partial repayment which has been made by the Borrower and the business nature of the Borrower's subsidiaries which can generate considerable returns to the Borrower (such as rentals and management fees received by such subsidiaries), the Directors consider that, since the risk of default in payment by the Borrower is relatively low, it would be reasonable and rational for the Company to accept the postponement of the maturity date of the outstanding balance of the Loan by entering into the 2nd Supplemental Agreement with the Borrower. The entering into of the 2nd Supplemental Agreement was approved by the Board on 15 April 2005.

#### GENERAL

As at the date of this announcement, the Board comprises nine executive directors, namely Mr. Wang Jian Hua, Mr. Ng Tang, David, Mr. Bao Wen Bin, Mr. Pak Chung, Mr. Ren Zheng, Ms. Ma Jun Li, Ms. Cheung Hoi Ping, Mr. Wang Da Yong and Mr. Zhang Jun and three independent non-executive directors, namely Ms. Chung Kwo Ling, Mr. Sun Yeung Yeung and Mr. Lee Yuen Kwong.

#### DEFINITIONS

The following defined terms are used in this Announcement:

"Agreements"	the loan agreement dated 19 April 2004 as supplemented by the supplemental agreement dated 29 November 2004 entered into between the Lender and the Borrower pursuant to which the Lender agreed to advance the Loan to the Borrower
"Announcements"	the announcements of the Company dated 14 September 2004 and 14 December 2004, respectively in relation to the advancement of the Loan in the sum of HK\$14,000,000 to the Borrower
"Board"	the board of Directors
"Borrower"	Citibillion Development Limited
"Company" or "Lender"	E-LIFE International Limited (益華國際投資集團有限公司*), a company duly incorporated with limited liability in Bermuda, whose Shares are listed and traded on the Stock Exchange
"Directors"	the directors of the Company
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange
"Loan"	a loan in the sum of HK\$14,000,000.00 advanced to the Borrower pursuant to the Agreements
"Share(s)"	share(s) of HK\$0.05 each in the share capital of the Company (or such other nominal value as shall result from a subdivision, consolidation, reclassification or re-structuring of such shares from time to time)
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"2nd Supplemental Agreement"	the 2nd Supplemental Agreement dated 15 April 2005 made between the Borrower and the Lender, in supplement to the Agreements

By Order of the Board of Directors of  
**E-LIFE International Limited**  
**Wang Jian Hua**  
Chairman

\* for identification purposes only

Hong Kong, 3 May 2005