



**世界 (集團) 有限公司**  
**WORLD HOUSEWARE (HOLDINGS) LIMITED**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 713)

**DISCLOSEABLE TRANSACTION: DISPOSAL OF A PROPERTY**

The Board announces that on 9 February 2007, the Vendor, Gold Earn (Hong Kong) Limited (金富旺 (香港) 有限公司) a wholly owned subsidiary of the Company had entered into the legally binding Agreement for Sale and Purchase with an independent third party Purchaser, Bo Hai Wen Ke Ji (Shenzhen) Company Limited (博海文科技 (深圳) 有限公司), whereby the Vendor agreed to sell and the Purchaser agreed to purchase the Property at an aggregate consideration of RMB22,197,240 (equivalent to approximately HK\$22,286,386).

The Disposal of the Property constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

The Company will send a circular containing, among other things, the details of the Disposal to the Shareholders as soon as practicable.

**THE AGREEMENT**

**Date**

9 February 2007

**Parties**

- (a) The Vendor; and
- (b) The Purchaser

**Subject matter of the Agreement**

Pursuant to the Agreement entered between the Vendor and the Purchaser, the Vendor agreed to sell and the Purchaser agreed to purchase the Property subject to the following terms:

- (a) Formal Agreement shall be entered into between the Vendor and the Purchaser on the Date of Completion which shall be a date on or before 31 March 2007;
- (b) Vacant possession of the Property shall be given to the Purchaser on the Date of Completion; and
- (c) The Property shall be sold to the Purchaser free from any incumbrances.

**Property**

The Property is situated at 18/F, Jiao Yu Ke Ji Building, Zhu Zi Lin Si Road, Shennan Boulevard, Futian District, Shenzhen City, Guangdong Province, the PRC (中國廣東省深圳市福田區深南大道竹子林四路教育科技大廈第18層). The total saleable floor area of the Property is approximately 1,432.08 square meter. The Property was held for investment purpose and was not in use since its acquisition and is currently vacant. The Property was acquired by the Vendor in April 2004 and the aggregate consideration for the purchase (together with relevant costs amounted to HK\$204,914) was approximately HK\$11,653,326.

**Consideration**

The consideration for the Disposal is RMB22,197,240 (equivalent to approximately HK\$22,286,386) which shall be paid by the Purchaser to the Vendor by cash in the following manner:

- (a) An initial deposit of RMB100,000 (equivalent to approximately HK\$100,402) has been paid to the Vendor prior to the signing of the Agreement;
- (b) A deposit of RMB6,500,000 (equivalent to approximately HK\$6,526,104) has been paid to the Vendor within 2 days after the signing of the Agreement; and
- (c) The remaining balance of RMB15,597,240 (equivalent to approximately HK\$15,659,880) shall be paid on the Date of Completion.

**Default Payment**

- (a) If the Purchaser shall fail to complete the sale and purchase of the Property on the Date of Completion all the deposits paid by the Purchaser shall be forfeited by the Vendor who may resell the Property to other party and the Agreement shall then be treated as null and void and the Vendor shall not make any further claim against the Purchaser. If the Vendor shall fail to complete the Property all deposits shall be returned to the Purchaser together with an equivalent sum equal to the amount of the deposits paid to the Vendor as penalty and the Agreement shall be treated as null and void and the Purchaser shall not make any further claim against the Vendor; OR
- (b) Alternatively, the party which is not in default may at its sole discretion choose not to enforce the default payment as stipulated in (a) above but to demand the defaulting party to pay a sum of RMB3,000,000 (equivalent to approximately HK\$3,012,048) as compensation for failing to complete the sale and purchase of the Property.

The consideration is arrived at after an arm's length negotiation between the Vendor and the Purchaser. The Board (including independent non-executive directors) considers the terms of transaction and the consideration is fair and reasonable and is in the interests of the Group and the Shareholders as a whole by reference to the actual transactions of similar properties with comparable market value at the nearby location in Shenzhen City, Guangdong Province, the PRC. No professional valuation has been made by the Vendor for the purpose of the sale.

**INFORMATION OF THE PURCHASER**

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser and the ultimate beneficial owner of the Purchaser are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

**REASONS FOR THE DISPOSAL**

Given the current favourable property market condition, the Board considers it is the right time to realise the Property and the net proceed derived from the Disposal will improve the liquidity and financial position of the Group.

**USE OF THE PROCEEDS FROM THE DISPOSAL**

The Company intends that the net sale proceeds of approximately HK\$16,381,020 (after deducting relevant PRC taxes of approximately RMB5,374,425 (equivalent to approximately HK\$5,396,009) and other cost to disposal of approximately HK\$509,357) from the Disposal will be used for the repayment of certain scheduled terms loan in the amount of approximately HK\$6,555,000 and the remaining balance in the amount of approximately HK\$9,826,020 will be used for working capital purpose.

Upon completion of the Disposal of the Property, the Company is expected to receive a total sum of RMB22,197,240 (equivalent to approximately HK\$22,286,386) it is estimated that the Company has to pay relevant PRC taxes of approximately RMB5,374,425 (equivalent to approximately HK\$5,396,009) and other cost to disposal of approximately HK\$509,357. Based on the unaudited carrying value of the Property of approximately HK\$12,231,935 as at 31 December 2006 as recorded in the financial statements of the Group together with relevant PRC taxes and other cost to disposal, it is estimated that on the Disposal of the Property the Company is expected to record a gain of approximately HK\$4,149,085 for the year ending 31 December 2007.

According to the audited financial statements of the Vendor for the year ended 31 December 2005 and 31 December 2004, there was no profit/loss recognized in relation to the Disposal of the Property for the respective years. According to the unaudited financial statements of the Vendor for the year ended 31 December 2006, there was no profit/loss recognized in relation to the Disposal of the Property for that year.

**GENERAL**

The Vendor is engaged in property investment in Hong Kong and its place of business is located in Hong Kong.

The Group is principally engaged in the design, manufacture, and marketing of PVC and fabric household products, PVC pipes and fittings and property investment.

The Disposal of the Property constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

The Company will send a circular containing, among other things, the details of the Disposal to the Shareholders as soon as practicable. In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

"Agreement"	the legally binding provisional agreement for sale and purchase (房地產買賣合同) in relation to the sale and purchase of the Property dated 9 February 2007 and entered into between the Vendor and the Purchaser
"Board"	the board of Directors
"Company"	World Houseware (Holdings) Limited, a company incorporated in the Cayman Islands and whose shares are listed on the Stock Exchange
"Date of Completion"	the date on which completion of the Disposal takes place
"Directors"	the directors of the Company from time to time
"Disposal"	the disposal of the Property by the Group pursuant to the Agreement
"Formal Agreement"	the formal agreement for sale and purchase of the Property in Shenzhen City (深圳市房地產買賣合同) which has no difference with the Agreement and the major terms and conditions remain unchanged in relation to the sale and purchase of the Property to be entered into between the Vendor and the Purchaser
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Property"	A Property situated at 18/F, Jiao Yu Ke Ji Building, Zhu Zi Lin Si Road, Shennan Boulevard, Futian District, Shenzhen City, Guangdong Province, the PRC (中國廣東省深圳市福田區深南大道竹子林四路教育科技大廈第18層)
"Purchaser"	Bo Hai Wen Ke Ji (Shenzhen) Company Limited (博海文科技 (深圳) 有限公司), a company incorporated in the PRC, is mainly engaged in property holding, information technology and software development
"Shareholders"	shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Vendor"	Gold Earn (Hong Kong) Limited (金富旺 (香港) 有限公司), a company incorporated in Hong Kong which is a wholly owned subsidiary of the Company

*For the purpose of illustration only and unless otherwise stated, the conversion of HK\$ into RMB is based on the exchange rate of HK\$100 to RMB99.60. Such conversion should be construed as a representation that the amount in question has been, could have been or could be exchanged at such rates.*

By Order of the Board  
**Lee Tat Hing**  
Chairman

Hong Kong, 16 February 2007

As at the date of this announcement, the executive directors of the Company are Mr. Lee Tat Hing, Madam Fung Mei Po, Mr. Lee Chun Sing, Madam Lai Lai Wah, Mr. Lee Pak Tung, Mr. Kwong Bau To, Mr. Choi Kwok Keung Sanvic and Madam Chan Lai Kuen Anita; the non-executive director of the Company is Mr. Cheung Tze Man Edward; the independent non-executive directors of the Company are Mr. Hui Chi Kuen Thomas, Mr. Ho Tak Kay and Mr. Tang King Hung.