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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: ACQUISITION OF PROPERTIES

Pursuant to the announcement of the Board on 8 September 2004 regarding the acquisition of the Properties by a wholly-owned subsidiary of the Company at Futian District, Shenzhen, Guangdong, the PRC as dormitory for its staff and management of the Group, the Board further announces that the agreement for sale and purchase of the Properties (購房認購書) and the formal Agreement for Sale and Purchase of the Properties (房地產買賣合同) had been entered into between the Purchaser and the Vendor at the same time on 9 December 2004 and the remaining balance of the consideration had also been paid to the Vendor to acquire the Properties at an aggregate consideration of RMB 10,089,580.50 (equivalent to approximately HK\$9,518,472).

The Acquisition of the Properties constitutes a discloseable transaction of the Company under the Listing Rules. Accordingly, the Acquisition is subject to disclosure requirements as set out in Chapter 14 of the Listing Rules.

The Company will send a circular containing details of the Acquisition to its shareholders as soon as practicable.

Reference is made to the discloseable transaction announcement of the Company dated 8 September 2004 regarding the acquisition agreement (購房協議書) for the sale and purchase of the Properties dated 3 September 2004 and entered into between the Vendor and the Purchaser, a wholly-owned subsidiary of the Company, to acquire the Properties as dormitory for its staff and management of the Group. In the announcement, the Company had indicated that a circular containing details of the acquisition of the Properties will send to its shareholders after the signing of the agreement for the sale and purchase of the Properties (購房認購書). As the agreement for the sale and purchase of the Properties (購房認購書) and the formal Agreement for Sale and Purchase of the Properties (房地產買賣合同) had been entered into by the Vendor and the Purchaser at the same time on 9 December 2004, a circular containing details of the acquisition of the Properties will be dispatched to its shareholders within 21 days after publication of this announcement under Chapter 14 of the Listing Rules.

The following is the details information of the acquisition agreement (購房協議書):

THE AGREEMENT

Date

3 September 2004

Parties

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

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

Subject matter of the Agreement

Pursuant to the Agreement, the Vendor agreed to sell and the Purchaser agreed to purchase the Properties subject to the following terms:

- (a) The Vendor and the Purchaser shall enter into an agreement for the sale and purchase of the Properties (購房認購書) after obtaining the pre-sale permit (預售許可証); and
- (b) The Vendor and the Purchaser shall enter into a formal Agreement for Sale and Purchase of the Properties (房地產買賣合同) upon the payment of the remaining balance of the consideration.

Properties

The properties are uncompleted residential building and are still in the stage of construction which are expected to be completed in or around June 2005. The total saleable area of the Properties is approximately 1,511.07 square meters.

Consideration

The consideration for the Acquisition is RMB10,089,580.50 (equivalent to approximately HK\$9,518,472) which shall be paid by the Purchaser to the Vendor in the following manner:

- (a) A deposit of RMB280,000 (equivalent to approximately HK\$264,151) has been paid on 3 September 2004 by the Purchaser; and
- (b) The remaining balance of RMB9,809,580.50 (equivalent to approximately HK\$9,254,321) had also been paid on 9 December 2004 after the issuance of formal notice of completion and signing of formal Agreement for Sale and Purchase by the Vendor.

The consideration is arrived at after an arm's length negotiation between the Vendor and the Purchaser. Given the prevailing market condition, the Board considers the terms of the Agreement are fair and reasonable by reference to the comparable market value of similar properties at the nearby location in Shenzhen City, Guangdong, the PRC, and in the interests of the Group and its shareholders as a whole. The consideration had been fully funded by internal resources of the Group.

INFORMATION OF THE VENDOR

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor is a company incorporated in the PRC and whose principal business activity is real estate development.

REASONS FOR THE ACQUISITION

The Purchaser is engaged in the manufacturing of household products and its place of business is located in Longgang District, Shenzhen, Guangdong, the PRC. The Properties will be provided to its staff, management and the management of the Group as dormitory.

The Directors considered that the Acquisition will benefit the Group as it will not only save the Group's housing allowance and hotel expenses, but also will enable the Group to attract and retain high-quality management and staff by the provision of comfortable and stable living condition for them.

GENERAL

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

The Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the announcement requirements under Chapter 14 of the Listing Rules.

A circular containing details of the Acquisition will be dispatched to the shareholders of the Company as soon as practicable.

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“Acquisition”	the acquisition of the Properties by the Group pursuant to the Agreement
“Agreement”	the acquisition agreement (“購房協議書” which is similar to a letter of intent) in relation to sale and purchase of the Properties dated 3 September 2004 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
“Directors”	the directors of the Company from time to time
“Group”	The Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Properties”	Flats A-D, 9/F., Tower 5; Flats A-C, 9/F., Tower 6; Flats A-C, 9/F., Tower 7; and Flats A-D, 9/F., Tower 8, of Kingon Beautiful Garden (金眾 • 香詩美林花園), Zhu Lin Si Road, Futian District, Shenzhen, Guangdong, the PRC
“Purchaser”	World Plastic Mat (Baoan) Company Limited, a wholly foreign owned enterprise established in the PRC which is a wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Shenzhen Kingon Real Estate Company Limited (深圳市金眾房地產有限公司), a company incorporated in the PRC
“RMB”	Renminbi, the lawful currency of the PRC

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 RMB106. 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 and Managing Director

Hong Kong, 15 December 2004

As at the date of this announcement, the executive directors of the Company are Mr. Lee Tat Hing, Ms. Fung Mei Po, Mr. Lee Chun Sing, Ms. Lai Lai Wah, Mr. Wat Kwing Cheung and Mr. Lee Pak Tung; the non-executive director of the Company is Mr. Cheung Tze Man, Edward; the independent non-executive directors of the Company are Mr. Wong Kong Chi, Mr. Hui Chi Kuen, Thomas and Mr. Ho Tak Kay.

Please also refer to the published version of this announcement in the China Daily.