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## **ROCKAPETTA HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

### **DISCLOSEABLE TRANSACTIONS AND WINDING-UP PETITION AGAINST RIC TRADING LIMITED**

Reference is made to the announcement of the Company dated 3 October 2002 with respect to two sale and purchase agreements regarding the disposal of 100% interest in RIL and the winding-up petition filed against RIC by Mr. Kwok Chin Wing, the former chairman of the Group, on 8 July 2002.

As mentioned in the announcement of the Company dated 3 October 2002, completion of the transactions under the First Agreement took place on 10 September 2002.

As Ms. Tea, the purchaser under the Second Agreement, waived the condition precedent regarding the issuing of a circular to the shareholders of the Company, completion of the transactions under the Second Agreement took place on 8 October 2002. As a result of the completion of the First Agreement and the Second Agreement, the Company has disposed of all its interest in RIL and RIL's Subsidiaries and Associates, including RIC.

Since RIC is no longer a member of the Group upon the completion, the Directors confirm that the winding-up petition filed against RIC and scheduled to be heard on 9 October 2002 at the High Court of Hong Kong will have no impact on the financial position and operation of the Group.

Reference is made to the announcement of the Company dated 3 October 2002 with respect to two sale and purchase agreements regarding the disposal of 100% interest in RIL and the winding-up petition filed against RIC on 8 July 2002. Capitalized terms used in this announcement have the same meanings as defined in the announcement dated 3 October 2002.

As mentioned in the announcement of the Company dated 3 October 2002, completion of the transactions under the First Agreement took place on 10 September 2002.

Pursuant to the Second Agreement, completion of the transactions thereunder was subject to the Company complying with all relevant requirements under the Listing Rules including without limitation notifying the Stock Exchange of the transactions contemplated by the Second Agreement, publishing an announcement and issuing a circular to the shareholders of the Company. Since both the Company and Ms. Tea intended to complete the transactions under the Second Agreement on or before 8 October 2002, Ms. Tea waived the condition precedent regarding the issuing of the circular to the Shareholders required under the Listing Rules. Except the above condition precedent regarding the circular, all conditions precedent have been fulfilled by 8 October 2002.

Completion of the transactions under the Agreement took place on 8 October 2002. As a result of the completion of the transactions under the First Agreement and the Second Agreement, the Company has disposed of all its interest in RIL and RIL's Subsidiaries and Associates, including RIC.

The purchasers under the First Agreement and the Second Agreement, Mr. Chung and Ms. Tea, are both independent third parties not connected with the directors, chief executives, substantial shareholders, ex-directors, ex-chief executives or ex-substantial shareholders of the Company or any of its subsidiaries or any of their associates prior to the completion of the transactions under the First Agreement and the Second Agreement.

Since RIC is no longer a member of the Group upon completion of the First Agreement and the Second Agreement, the Directors confirm that the winding-up petition filed on 8 July 2002 against RIC by Mr. Kwok Chin Wing, the former chairman of the Group, and scheduled to be heard on 9 October 2002 at the High Court of Hong Kong will have no impact on the financial position and operation of the Group.

By Order of the Board of  
**Rockapetta Holdings Limited**  
Chun Sheung Wai  
Chairman