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## TACK FAT GROUP INTERNATIONAL LIMITED

# 德發集團國際有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 928)

### **ANNOUNCEMENT**

# OTHER AND RESIGNATION OF COMPANY SECRETARY

The Board would like to inform Shareholders of certain recent developments, including the extension of the Option Period from 30 September 2007 up to and including 15 October 2007, relating to Sino Legend and the resignation of Mr. Chu as the Company Secretary with effect from 30 September 2007.

Reference is made to the announcement of Tack Fat Group International Limited (the "Company") dated 27 August 2007.

#### SINO LEGEND LIMITED ("SINO LEGEND")

The board of directors (the "Directors") of the Company (the "Board") is pleased to inform shareholders of the Company ("Shareholders") of the following latest development with respect to Sino Legend.

#### **Option in respect of Sino Legend**

Pursuant to the sale and purchase agreement dated 26 July 2004 (the "Agreement") entered into between Newest Global Limited ("Newest Global"), a wholly-owned subsidiary of the Company, and Lung Investment Holding, LLC ("Lung Investment"), Newest Global, inter alia, agreed to acquire 516,667 preferred shares of Sino Legend (the "Preferred Shares"), representing approximately 43.06% of the voting rights at a general meeting of Sino Legend. Newest Global duly completed the said acquisition and by virtue thereof, is interested in 50.0% of the voting rights at a general meeting of Sino Legend. Reference is made to the Company's announcement and circular dated 30 July 2004 and 18 March 2005 respectively for further details in respect of the said acquisition and the matters set forth hereunder.

Under the Agreement, Lung Investment has also granted to Newest Global an option which entitles Newest Global to require Lung Investment to sell to Newest Global a further 250,000 Preferred Shares (the "Option"), representing approximately 20.8% of the voting rights at a general meeting of Sino Legend, for a total consideration of US\$25.65 million (equivalent to approximately HK\$200.1 million) in respect thereof.

Pursuant to the Agreement, the Option shall only be exercisable by Newest Global at any time during the period commencing from 1 April 2007 up to and including 30 September 2007 (or such later date as may be agreed between Newest Global and Lung Investment) (the "Option Period")

The Board would like to inform Shareholders that on 24 September 2007, Newest Global and Lung Investment entered into a supplemental agreement whereby it was agreed that the Option Period should be extended from 30 September 2007 up to and including 15 October 2007.

#### Profit guarantee in respect of Sino Legend

Under the Agreement, Lung Investment had guaranteed that the aggregate audited consolidated/combined net profits before tax, charges for goodwill, minority interest, and any extraordinary or exceptional items of Sino Legend and its subsidiaries (the "Sino Legend Group") for the period commencing from 21 May 2004 up to and including 31 March 2007 will not be less than US\$108 million (the "Guaranteed Profit").

The Board would like to inform Shareholders that the Company is actively negotiating with Lung Investment with a view to determining the compensation payable by Lung Investment pursuant to the terms of the Guaranteed Profit (the "Compensation") and to reach an agreement with Lung Investment with respect to the Compensation on or before 15 October 2007. Further announcement(s) will be made by the Company as and when required by the Listing Rules.

#### Other negotiations with Sino Legend

Save for the negotiations discussed above, the Board would further like to inform Shareholders that the Company is also negotiating with Lung Investment on the following proposals:

- 1. the sale of 600,000 Preferred Shares, which represent approximately 50% of the voting rights at a general meeting of Sino Legend and the entire equity interest of Sino Legend held by the Company and its subsidiaries (the "Group");
- 2. the purchase of 100% of the Mudd brand in Greater China and a substantial interest in relation to the Mudd brand in South East Asia by the Group; and
- 3. the purchase of the minority interest of the Mudd stores in the PRC by the Group.

In so far as circumstances permit, the Company would like to conclude the above proposals prior to making a decision as to whether the Option, which has now been extended to 15 October 2007, should be exercised. Nevertheless, the Board would like to inform Shareholders that no final terms and conditions with respect to the above proposals have yet been reached at this stage. Further announcement(s) will be made in respect thereof as and when required by the Listing Rules.

#### RESIGNATION

The Board announces that Mr. Chu Kin Wah ("Mr. Chu") has resigned as the company secretary of the Company (the "Company Secretary") with effect from 30 September 2007. Mr. Chu resigned for health reasons and has confirmed that there was no disagreement with the Board, there were no matters which need to be brought to the attention of Shareholders in relation to his resignation and he has no claim against the Company whatsoever, whether in respect of fees, remuneration or compensation for loss of office. The Company is identifying a suitable candidate to fill the position of the Company Secretary and expects that such an appointment will be finalized soon. Further announcement will be made by the Company with respect to the new appointment of Company Secretary.

Hong Kong, 25 September 2007

Yours faithfully,
for and on behalf of
the board of directors of
Tack Fat Group International Limited
Kwok Wing
Chairman

As at the date of this announcement, the executive Directors are Mr. Kwok Wing, Mr. Ho Yik Kin, Norman and Mr. Kwok Kam Chuen and Ms. Kwok Choi Ha, the non-executive Director is Mr. Szeto Chak Wah, Michael, and the independent non-executive Directors are Mr. Leung Yiu Wing, Eric, Mr. Ching Kwok Ho, Samuel, Mr. Lai Man Leung and Mr. Chow Kai Leung, Sandy.