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**Theme**

**GOLDEN BRIGHT ENERGY LIMITED**  
*(Incorporated in the British Virgin Islands with limited liability)*

**THEME INTERNATIONAL HOLDINGS LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 990)**

## **JOINT ANNOUNCEMENT**

### **CLOSING OF UNCONDITIONAL MANDATORY CASH OFFER BY**



**博大資本國際有限公司**  
Partners Capital International Limited

**ON BEHALF OF GOLDEN BRIGHT ENERGY LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES OF  
THEME INTERNATIONAL HOLDINGS LIMITED  
(OTHER THAN THOSE SHARES ALREADY OWNED OR AGREED TO BE  
ACQUIRED BY GOLDEN BRIGHT ENERGY LIMITED AND PARTIES  
ACTING IN CONCERT WITH IT)**

**AND**

**RESIGNATION OF DIRECTORS AND CHANGE OF COMPANY SECRETARY  
AND MEMBERS OF THE AUDIT AND REMUNERATION COMMITTEES**

**AND**

**CHANGE OF PRINCIPAL PLACE OF BUSINESS AND WEBSITE**

**Financial adviser to**

**Golden Bright Energy Limited**

 **博大資本國際有限公司**  
Partners Capital International Limited

**Financial adviser to**

**Theme International Holdings Limited**

 **taifook**  
TAIFOOK CAPITAL LIMITED

The General Offer closed on 25 November 2009. Valid acceptances in respect of a total of 39,370 Shares (representing approximately 0.0044% of the issued share capital of the Company) were received under the General Offer. Upon the close of the General Offer and as at the date of this announcement, the Offeror and parties acting in concert with it own an aggregate of 567,278,024 Shares, representing approximately 63.28% of the issued capital of the Company.

As at the date of this announcement, there are 329,176,935 Shares in the hands of the public, representing about 36.72% of the issued share capital of the Company. Accordingly, the minimum public float requirement of 25% under Rule 8.08(1)(a) of the Listing Rules is satisfied.

The Board also announces that due to other commitments, (i) Mr. Lam Foo Wah will resign as executive Director and Chairman & Chief Executive Officer of the Company, (ii) Ms. So Siu Hang, Patricia will resign as executive Director and (iii) Mr. Mak Kam Sing will resign as the independent non-executive Director, the Chairman of the remuneration committee and member of the audit committee; (iv) Mr. Leung Hok Lim will resign as the independent non-executive Director and members of the audit and remuneration committees; (v) Mr. Wong Shiu Hoi, Peter will resign as the independent non-executive Directors, the Chairman of the audit committee and member of the remuneration committee; and (vi) Ms. Chan Wai Wei, Cynthia will resign as the company secretary of the Company. All such resignations will take effect from 26 November 2009. Each of the above Directors has confirmed that he/she has no disagreement with the Board and there are no matters relating to his/her resignation that need to be brought to the attention of the Shareholders.

With effective from 26 November 2009, (a) Mr. Wong Lik Ping, an executive Director, will be appointed as Chairman of the Company; (b) Mr. Ma Chi Shing, an executive Director, will be appointed as the company secretary of the Company; (c) Mr. To Yan Ming Edmond, an independent non-executive Director, will be appointed as the Chairman of the audit committee and Chairman of the remuneration committee; and (d) Mr. Kee Wah Sze and Mr. Chan Pat Lam, both being independent non-executive Directors, will be appointed as members of the audit and remuneration committees.

The Board further announces that (i) the principal place of business of the Company will be changed to 12th Floor, Kwan Chart Tower, 6 Tonnochy Road, Wan Chai, Hong Kong, and (ii) the website of the Company will be changed to [www.990.com.hk](http://www.990.com.hk) with effect from 26 November 2009.

Reference is made to the joint announcements dated 18 August 2009 and 28 October 2009 jointly issued by Theme International Holdings Limited (the “Company”), High Fashion International Limited and Golden Bright Energy Limited (the “Offeror”); the joint announcement dated 4 November 2009 and the composite offer and response document (the “Composite Document”) dated 4 November 2009 issued by the Company and the Offeror. Unless otherwise defined herein, terms defined in the Composite Document shall have the same meanings when used in this announcement.

## **CLOSE OF THE GENERAL OFFER AND ACCEPTANCE LEVEL**

The General Offer closed on 25 November 2009. The latest time for acceptance of the General Offer as set out in the Composite Document is 4:00 p.m. on 25 November 2009. The General Offer has not been revised or extended.

Valid acceptances in respect of a total of 39,370 Shares (representing approximately 0.0044% of the issued capital of the Company) were received under the General Offer. Together with the 567,238,654 Shares (representing approximately 63.28% of the issued capital of the Company) already owned by the Offeror and the parties acting in concert with it before the commencement of the General Offer, the Offeror and the parties acting in concert with it are interested in 567,278,024 Shares (representing approximately 63.28% of the issued capital of the Company) upon the close of the General Offer and as at the date of this announcement.

The Offeror and the parties acting in concert with it have not dealt in value of the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) or borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) during the offer period as defined under the Takeovers Code.

As at the date of this announcement, there are 329,176,935 Shares in the hands of the public, representing about 36.72% of the issued share capital of the Company. Accordingly, the minimum public float requirement of 25% under Rule 8.08(1)(a) of the Listing Rules is satisfied.

## **SETTLEMENT**

Remittances in respect of valid acceptances of the General Offer have been posted or will be posted (as the case may be) to the relevant Independent Shareholders by ordinary post at their own risk as soon as possible but in any event within ten days from the date of receipt by the Registrar of all relevant documents to render such acceptances complete and valid in accordance with the Takeovers Code.

## **RESIGNATION OF DIRECTORS AND CHANGE OF COMPANY SECRETARY AND MEMBERS OF THE AUDIT AND REMUNERATION COMMITTEES**

The Board also announces that due to other commitments, (i) Mr. Lam Foo Wah will resign as executive Director and Chairman & Chief Executive Officer of the Company, (ii) Ms. So Siu Hang, Patricia will resign as executive Director and (iii) Mr. Mak Kam Sing will resign as the independent non-executive Director, the Chairman of the remuneration committee and member of the remuneration committee; (iv) Mr. Leung Hok Lim will resign as the independent non-executive Director and members of the audit and remuneration committees; (v) Mr. Wong Shiu Hoi, Peter will resign as the independent non-executive Director, the Chairman of the audit committee and member of the remuneration committee; and (vi) Ms. Chan Wai Wei, Cynthia will resign as the company secretary of the Company. Each of the above Directors has confirmed that he/she has no disagreement with the Board and there are no matters relating to his/her resignation that need to be brought to the attention of the Shareholders.

With effective from 26 November 2009, (a) Mr. Wong Lik Ping, an executive Director, will be appointed as Chairman of the Company; (b) Mr. Ma Chi Shing (“Mr. Ma”), an executive Director, will be appointed as the company secretary of the Company; and (c) Mr. To Yan Ming Edmond, an independent non-executive Director, will be appointed as the Chairman of the audit committee and Chairman of the remuneration committee; and (d) Mr. Kee Wah Sze and Mr. Chan Pat Lam, both being independent non-executive directors, will be appointed as members of the audit and remuneration committees.

Mr. Ma is a fellow member of Hong Kong Institute of Certified Public Accountants (HKICPA) and The Association of Chartered Certified Accountants (ACCA) and a member of the Institute of Chartered Accountants in England & Wales (ICAEW).

The Board would like to thank the above Directors and company secretary of the Company for their valuable contribution to the Company in the past.

## CHANGE OF PRINCIPAL PLACE OF BUSINESS AND WEBSITE

The Board further announces that (i) the principal place of business of the Company will be changed to 12th Floor, Kwan Chart Tower, 6 Tonnochy Road, Wan Chai, Hong Kong and (ii) the website of the Company will be changed to [www.990.com.hk](http://www.990.com.hk) with effect from 26 November 2009.

By order of the board of director of  
**Golden Bright Energy Limited**  
**Wong Lik Ping**  
*Director*

By order of the board of directors of  
**Theme International Holdings Limited**  
**Lam Foo Wah**  
*Chairman and Chief Executive Officer*

Hong Kong, 25 November 2009

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Offeror) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed (other than that expressed by the Offeror) in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed (other than those expressed by the Group) in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the Board comprises (1) executive directors: Mr. Lam Foo Wah, Ms. So Siu Hang, Patricia, Mr. Wong Lik Ping and Mr. Ma Chi Shing; and (2) the independent non-executive directors: Mr. Mak Kam Sing, Mr. Wong Shiu Hoi, Peter, Mr. Leung Hok Lim, Mr. Kee Wah Sze, Mr. Chan Pat Lam and Mr. To Yan Ming Edmond.*

*As at the date hereof, the sole director of the Offeror is Mr. Wong Lik Ping.*