

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## Peace Mark (Holdings) Limited

*(Incorporated in Bermuda with limited liability)*

**(Provisional Liquidators Appointed)**

**(Stock code: 304)**

### **ANNOUNCEMENT**

**(I) RESIGNATION OF EXECUTIVE DIRECTOR;**

**(II) CHANGE OF AUDITORS;**

**(III) EXPIRY OF THE EXCLUSIVITY PERIOD;**

**AND**

**(IV) FURTHER ADJOURNMENT OF WINDING UP HEARING**

### **RESIGNATION OF EXECUTIVE DIRECTOR**

The Provisional Liquidators (the “**Provisional Liquidators**”) of Peace Mark (Holdings) Limited (Provisional Liquidators Appointed) (the “**Company**”) announce that Mr. Tsang Kwong Chiu, Kevin (“**Mr. Tsang**”) has tendered his resignation with effect from 25 October 2010 as executive director of the Company due to his lack of power and capacity to act as a director of the Company as a consequence of the appointment of the Provisional Liquidators of the Company.

Mr. Tsang confirmed that he has no claim against the Company and has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (“**Shareholders**”).

## CHANGE OF AUDITORS

The Provisional Liquidators also announce that Chu and Chu Certified Public Accountants (“**Chu and Chu**”) tendered its resignation as auditors of the Company with effect from 27 October 2010. In its resignation letter dated 27 October 2010 (the “**Resignation Letter**”), Chu and Chu mentioned that they consider it would be inappropriate for them to remain as auditors of the Company in view of:

- (i) the Provisional Liquidators’ rejection of their fees quotation for the audit of the consolidated financial statements of the Company and its subsidiaries (the “**Group**”) for the year ended 31 March 2009 (the “**2009 Audit**”) and the Provisional Liquidators’ intention to instruct another firm to take up the 2009 Audit;
- (ii) the Provisional Liquidators’ request for their resignation as stated in the Provisional Liquidators’ reply letter dated 29 September 2010 to Chu and Chu’s audit fee quotation letter dated 6 September 2010 in respect of the 2009 Audit;
- (iii) the tight deadline for the completion of the 2009 Audit as the Company is required to submit a viable resumption proposal to the Stock Exchange of Hong Kong Limited to address various issues including the publishing of all outstanding financial results and addressing any concerns that may be raised by auditors through qualification of their audit reports; and
- (iv) the Provisional Liquidators have yet to provide them the details of the expected timetable and deadline for the completion of the 2009 Audit.

Chu and Chu confirmed in the Resignation Letter that they have not carried out any audit work in connection with the 2009 Audit and apart from the above matters, they are not aware of any other matters in connection with their resignation that need to be brought to the attention of the Shareholders.

In order to fill the vacancy created, the Provisional Liquidators have resolved to appoint Graham H.Y. Chan & Co. Certified Public Accountants (“**Graham Chan**”) as the new auditors of the Company to hold office until the conclusion of the next general meeting subject to the professional clearance between Chu and Chu and Graham Chan.

## **EXPIRY OF THE EXCLUSIVITY PERIOD**

Reference is made to the announcement of the Company dated 5 August 2010 in relation to the new exclusivity agreement (as supplemented by a side letter dated 22 October 2010) (the “**New Exclusivity Agreement**”) entered into amongst the Company, the Provisional Liquidators, Time Fine Limited (the “**Investor**”) and Mr. Fan Rongzhang on 23 July 2010. The Provisional Liquidators announce that the exclusivity period under the New Exclusivity Agreement as extended by the parties for a short period of time (the “**Exclusivity Period**”) expired at 5:00 p.m. on 5 November 2010 pursuant to its terms as no appropriate business ventures to be acquired by the Group to resurrect and/or expand its existing principal business can be identified within the Exclusivity Period. Therefore, the New Exclusivity Agreement has lapsed and became null and void.

## **FURTHER ADJOURNMENT OF WINDING UP HEARING**

At the hearing on 25 October 2010, the High Court of Hong Kong ordered that the hearing of the winding-up petition in respect of the Company be further adjourned to 9 May 2011.

## **SUSPENSION OF TRADING**

Trading in the shares of the Company has been suspended since 9:30 a.m. on 18 August 2008 at the request of the Company and will remain suspended until further notice.

For and on behalf of  
**Peace Mark (Holdings) Limited**  
**(Provisional Liquidators Appointed)**  
**Fok Hei Yu**  
**Roderick John Sutton**  
*Joint and Several Provisional Liquidators*  
*who act without personal liability*

Hong Kong, 12 November 2010

*On the basis of the information available from the previous announcements made by the Company, Mr. Chau Cham Wong, Patrick, Mr. Leung Yung, Mr. Man Kwok Keung and Mr. De Jaillon Hugues Jacques are executive directors of the Company.*