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**PME GROUP LIMITED**

**必美宜集團有限公司\***

(incorporated in the Cayman Islands with limited liability)  
(Stock Code: 379)

## **DISCLOSABLE TRANSACTION DISPOSAL OF LISTED SECURITIES**

Reference is made to the announcement of the Company dated 28 April 2009 in relation to the First Disposal.

The Board announces that on 29 April 2009, Betterment further disposed 30,000,000 ZZNode Shares on the open market at total consideration of HK\$30,000,000 (excluding stamp duty and related expenses), representing HK\$1.00 per Sale Share.

As the applicable percentage ratios for the Second Disposal itself, and the applicable percentage ratios for the First Disposal and Second Disposal in aggregate are more than 5% but less than 25%, the Second Disposal itself, and the First Disposal and Second Disposal in aggregate constituted discloseable transactions on the part of the Company pursuant to Chapter 14 of the Listing Rules.

### **THE FIRST DISPOSAL**

Reference is made to the announcement of the Company dated 28 April 2009 in relation to the First Disposal. On 27 April 2009, Betterment, a subsidiary of the Company, disposed 35,000,000 ZZNode Shares on the open market at total consideration of HK\$34,700,000 (excluding stamp duty and related expenses), representing approximately HK\$0.991 per ZZNode Share.

### **THE SECOND DISPOSAL**

On 29 April 2009, Betterment further disposed 30,000,000 ZZNode Shares on the open market at total consideration of HK\$30,000,000 (excluding stamp duty and related expenses), representing HK\$1.00 per Sale Share.

The total consideration of HK\$30,000,000 (excluding stamp duty and related expenses) will be settled by the counterparties in cash on 4 May 2009, being the second business day immediate after the date of the Second Disposal.

As the Second Disposal was conducted in the open market, the identity of the counterparties of the Second Disposal can not be ascertained.

The Sale Shares represent approximately 7.41% of the total issued shares of ZZNode as at the date of the Second Disposal. The book value of the Sale Shares as at 31 December 2008 was approximately HK\$7,133,000.

## INFORMATION OF ZZNODE

ZZNode is a company incorporated in the Cayman Islands with limited liability which together with its subsidiaries are principally engaged in the provision of operational support system (OSS) software development and integrated services to telecommunications operators in China as well as mobile communication network optimisation services. ZZNode is a company listed on the main board of the Stock Exchange.

As stated in the 2008 Annual Report of ZZNode, ZZNode had an audited net asset value of RMB\$84,778,803 at 31 December 2008. The attributable net loss before and after taxation of the Sale Shares for the year ended 31 December 2008 were approximately RMB2,514,140 and RMB2,448,298 respectively. The attributable net loss before and after taxation of the Sale Shares for the year ended 31 December 2007 were approximately RMB1,494,902 and RMB1,441,777 respectively.

## REASONS FOR THE DISPOSAL

The principal activity of the Company is investment holding. The subsidiaries of the Company are principally engaged in manufacturing and trading of polishing materials and equipments and investment.

The Directors considered that the recent financial crisis and credit crunch in global financial market will inevitably slow down the development of the global economy. Taking into account the low liquidity of the ZZNode Shares traded in the market in recent months and the substantial amount of ZZNode Shares to be disposed of, and the Second Disposal was conducted on the open market, the Directors considered that the terms of the Second Disposal are fair and reasonable and in the interests of the Company and its shareholders as a whole. The Second Disposal represents a good opportunity for the Group to realise the ZZNode Shares and to strengthen the cash position of the Group.

## FINANCIAL EFFECT OF THE SECOND DISPOSAL

Subject to audit, it is presently estimated that the Group will record a gain of approximately of HK\$22,759,000 arising from the Second Disposal as calculated by the net proceeds of approximately HK\$29,892,000 from the Second Disposal less the book value of the Sale Shares of approximately HK\$7,133,000 as at 31 December 2008.

## USE OF PROCEEDS

It is expected that the net proceeds from the Second Disposal of approximately HK\$29,892,000 will be used for general working capital of the Group and to fund any potential investments available to the Group in the future.

## GENERAL

As the applicable percentage ratios for the Second Disposal itself, and the applicable percentage ratios for the First Disposal and Second Disposal in aggregate are more than 5% but less than 25%, the Second Disposal itself, and the First Disposal and Second Disposal in aggregate constituted discloseable transactions on the part of the Company pursuant to Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires.

“Board”   the board of Directors of the Company from time to time

“Betterment”	Betterment Enterprises Limited, a company incorporated in the British Virgin Islands with limited liability and is a subsidiary of the Company
“Company”	PME Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“Directors”	directors of the Company
“First Disposal”	the disposal of 35,000,000 ZZNode Shares by Betterment on 27 April 2009
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Sale Share(s)”	30,000,000 ZZNode Shares, representing approximately 7.41% of the entire issued share capital of ZZNode as at 29 April 2009, which are fully paid up or credited as fully paid and are beneficially owned by Betterment
“Second Disposal”	the disposal of the Sale Shares by Betterment on 29 April 2009
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“ZZNode”	ZZNode Technologies Company Limited, a company incorporated in the Cayman Islands and the issued ZZNode Shares are listed on main board of the Stock Exchange
“ZZNode Share(s)”	share(s) of HK\$0.10 each in the capital of ZZNode
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“RMB”	Renminbi, the lawfully currency of the PRC
“%”	per cent.

On behalf of the Board  
**PME Group Limited**  
**Tin Ka Pak**  
*Executive Director*

Hong Kong, 30 April 2009

*As at the date of this announcement, the Board comprises Mr. Cheng Kwok Woo, Mr. Cheng Kwong Cheong, Ms. Yeung Sau Han Agnes, Ms. Chan Shui Sheung Ivy and Mr. Tin Ka Pak as executive directors; and Mr. Leung Yuen Wing, Mr. Soong Kok Meng and Mr. Chow Fu Kit Edward as independent non-executive directors.*

*\* For identification purpose only*