

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.

TIMES Ltd.

時代零售集團有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1832)

DISCLOSEABLE TRANSACTION

COOPERATION AGREEMENT

On 27 May 2009, Nantong Fortune (an indirect wholly-owned subsidiary of the Company) as purchaser and Shanghai Liansen as Vendor entered into the Cooperation Agreement in relation to the acquisition of 100% equity interest in Lianyungang Yixiang at the Total Consideration of approximately RMB130 million.

The Cooperation Agreement constitutes a discloseable transaction of the Company pursuant to Rule 14.06(2) of the Listing Rules as the consideration ratio of the Cooperation Agreement exceeds 5%, but less than 25%.

THE COOPERATION AGREEMENT

Date:

27 May 2009

Parties:

(i) Shanghai Liansen

(ii) Nantong Fortune

Subject matter of Cooperation Agreement:

Pursuant to the Cooperation Agreement, Nantong Fortune has agreed to purchase and Shanghai Liansen has agreed to sell 100% equity interest in Lianyungang Yixiang.

Lianyungang Yixiang holds a parcel of land with a site area of approximately 10,000 square meters at the junction of Chao Yang Xi Road and Yan He Nan Road, Lianyungang City, Jiangsu Province, PRC to be developed into the Hypermarket with an estimated total gross floor area, including basement, of approximately 27,000 to 29,000 square meters. The construction requirements for the Hypermarket are set out in the Cooperation Agreement.

Total Consideration:

Total Consideration of approximately RMB130 million was determined on arm's length negotiation between parties to the Cooperation Agreement with reference to the prevailing real estate market in the PRC, the land and estimated development costs of the Hypermarket and the inherent characteristics of the Hypermarket, including but without limitation its location, size and trading potential. The Total Consideration will be satisfied in cash by internal resources of the Group as follows:

- (1) The amount of RMB30 million to be paid within seven (7) days after the Lianyungang Planning Department has approved the construction of the Hypermarket;
- (2) The amount of approximately RMB6 million to be paid within seven (7) days after the construction of the basement has commenced;
- (3) The amount of approximately RMB10 million to be paid within seven (7) days after the main construction of the basement has been completed;
- (4) The amount of RMB25 million to be paid within seven (7) days after the main construction of the building has been completed;
- (5) The amount of approximately RMB40.5 million to be paid within seven (7) days after the examination of the construction by the relevant authorities has passed; and
- (6) The balance of approximately RMB18.5 million to be paid within seven (7) days after the property ownership certification of the Hypermarket has been issued.

Security:

Shanghai Liansen will pledge 25% of the equity interest in Lianyungang Yixiang to Nantong Fortune before the initial RMB30 million of the Total Consideration is paid by the Group.

Shanghai Liansen will pledge a further 55% of the equity interest in Lianyungang Yixiang to Nantong Fortune when approximately RMB71 million of Total Consideration has been paid by the Group. By then, 80% of Shanghai Liansen's equity interest in Lianyungang Yixiang would have been pledged to Nantong Fortune.

Completion:

Nantong Fortune and Shanghai Liansen will enter into a share transfer agreement of the transfer of 100% equity interest in Lianyungang Yixiang when the examination of the construction of the Hypermarket by the relevant authorities has passed (expected to take place within 8 months of the date of the Cooperation Agreement) and RMB111.5 million of the Total Consideration has been paid by the Group. The relevant registrations and procedures for the share transfer will be completed within thirty (30) days from the date of the share transfer agreement.

REASONS FOR ENTERING INTO THE COOPERATION AGREEMENT

By entering into the Cooperation Agreement, the Group can expand its hypermarket operation at prime location in Lianyungang City, Jiangsu Province, enhance the quality of fixed assets of the Group and sustain the Group's long-term growth objective.

The Directors, including the independent non-executive Directors, believe that the terms of the Cooperation Agreement are fair and reasonable and are in the interests of the Group and the shareholders of the Company as a whole.

INFORMATION OF THE GROUP, SHANGHAI LIANSEN AND LIANYUNGANG YIXIANG

The Group is principally engaged in the operation of hypermarkets and supermarkets in the PRC.

Shanghai Liansen is principally engaged in the property development, property management, industrial investment, investment consultancy services, and import and export trading in the PRC.

Lianyungang Yixiang was established on 16 October 2008 in the PRC and is principally engaged in the leasing of self-owned properties and the property management services in the PRC. According to the audited financial statement of Lianyungang Yixiang prepared in accordance with PRC Accounting Standards, Lianyungang Yixiang recorded a loss before and after taxation and extraordinary items of RMB962 for the period ended 31 December 2008 and had total assets of RMB13 million and net assets of RMB10 million as at 31 December 2008. On 9 April 2009, the paid up registered capital of Lianyungang Yixiang increased to RMB24 million from RMB10 million. It is expected that, upon completion of the Cooperation Agreement, Lianyungang will have no significant asset other than the Hypermarket, and be free of any and all debts and liabilities, except for the debt owed to Nantong Fortune and the retention payment of construction warranty according to the Cooperation Agreement.

GENERAL

The Cooperation Agreement constitutes a discloseable transaction of the Company pursuant to Rule 14.06(2) of the Listing Rules as the consideration ratio of the Cooperation Agreement exceeds 5%, but less than 25%.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the meanings set out below:

“Board”	the board of Directors;
“Company”	Times Ltd., a company incorporated in the Cayman Islands whose shares are listed on the Stock Exchange (stock code: 1832);
“Connected Person”	the meaning ascribed to it in the Listing Rules;
“Cooperation Agreement”	The cooperation agreement between Nantong Fortune as purchaser and Shanghai Liansen as vendor in relation to Lianyungang Yixiang dated 27 May 2009;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;

“Hypermarket”	a hypermarket, with a four-level building and one-level basement, to be constructed in a parcel of land located at the junction of Chao Yang Xi Road and Yan He Nan Road, Lianyungang City, Jiangsu Province, PRC;
“Lianyungang Yixiang”	連雲港益祥置業有限公司 (English Translation: Lianyungang Yixiang Properties Co., Ltd.), a company established under the laws of the PRC;
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Nantong Fortune”	南通富貿置業有限公司 (English Translation: Nantong Fortune Properties Co., Limited), a company established in the PRC and indirectly wholly-owned by the Company;
“PRC”	The People’s Republic of China and for the purpose of this announcement, excluding the Hong Kong Special Administrative Region of the People’s Republic of China, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Shanghai Liansen”	上海蓮森實業(集團)有限公司 (English translation: Shanghai Liansen Industrial (Group) Co., Ltd.), a company established under the laws of the PRC. To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiry, Shanghai Liansen and its ultimate beneficial owner are third parties independent of the Company and Connected Persons of the Company;
“Total Consideration”	the consideration of the Cooperation Agreement of approximately RMB130 million to be settled in cash, of which RMB30 million is for acquiring 100% equity interest in Lianyungang Yixiang and the balance of RMB100 million is an advance to Lianyungang Yixiang;
“RMB”	Renminbi, the lawful currency of the PRC; and
“%”	percent.

By Order of the Board
Times Ltd.
FANG Hung, Kenneth
Chairman

Hong Kong, 27 May 2009

As at the date of this announcement, the executive directors of the Company are Mr Fang Hung, Kenneth, Mr Gao Chunhe, Mr Fang Yan Tak, Douglas and Mr Wong See Leung; and the independent non-executive directors of the Company are Mr Chan Wing Kee, Mr Ting Woo Shou, Kenneth and Mr Lau Yuen Sun, Adrian.

** For identification only*