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VANTAGE INTERNATIONAL (HOLDINGS) LIMITED

盈信控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 15)

**CONTINUING CONNECTED TRANSACTION
IN RESPECT OF THE
NEW TENANCY AGREEMENT**

THE NEW TENANCY AGREEMENT

On 29 May 2013, Frason, an indirect wholly-owned subsidiary of the Company, as the Landlord, and Lanon, a connected party of the Company, as the Tenant, entered into the New Tenancy Agreement in respect of the leasing of the Property for a term of three years from 1 June 2013 to 31 May 2016 at a monthly rent of HK\$174,000 (exclusive of rates, air-conditioning charges, management fee and all other outgoings, which shall be borne and paid by the Tenant).

LISTING RULES IMPLICATION

Since the Tenant is a connected party of the Company, the Tenancy Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

Since the annual consideration receivable by Frason under the New Tenancy Agreement for each of the three financial years ending 31 March 2014, 2015 and 2016 is more than HK\$1,000,000 but the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules are all less than 5%, according to Rule 14A.34(1) of the Listing Rules, the New Tenancy Agreement is only subject to the reporting, announcement and annual review requirements but is exempt from the independent Shareholders' approval requirements. Particulars of the continuing connected transaction will be disclosed in the annual reports and financial statements of the Company in accordance with the requirements of Rule 14A.46.

A. INTRODUCTION

On 28 May 2010, Frason, as landlord, had entered into the Current Tenancy Agreement in respect of the leasing of the Property with Lanon, as tenant. The Property is used as the office of Lanon. Particulars of the Current Tenancy Agreement are disclosed in the announcement of the Company dated 28 May 2010. Since the Current Tenancy Agreement will expire on 31 May 2013, on 29 May 2013, Frason, as the Landlord, and Lanon, as the Tenant, entered into the New Tenancy Agreement in respect of the leasing of the Property for a term of three (3) years commencing from 1 June 2013.

B. THE NEW TENANCY AGREEMENT

The principal terms of the New Tenancy Agreement are as follows:

Date : 29 May 2013

Landlord : Frason, which primarily engages in property investment

Tenant : Lanon, which primarily engages in construction, maintenance and civil engineering contract works

The Property : No. 157 Waterloo Road, Kowloon Tong, Kowloon, Hong Kong (the Remaining Portion of New Kowloon Inland Lot No. 914)

Lease Term : 3 years from 1 June 2013 to 31 May 2016

Rental : HK\$174,000 per month (exclusive of rates, air-conditioning charges, management fee and all other outgoings, which shall be borne and paid by the Tenant)

C. REASONS FOR ENTERING INTO THE NEW TENANCY AGREEMENT

The principal activities of the Company are investment holding and the provision of corporate management services. Its subsidiaries are principally engaged in the building construction, building maintenance, civil engineering works, and property investment and property development in Hong Kong.

The principal business activity of Frason is property investment.

Frason has been leasing the Property to Lanon since 1 June 2010. The New Tenancy Agreement is in fact a continuation and renewal of the Current Tenancy Agreement in respect of the Property which will expire on 31 May 2013. Details of the Current Tenancy Agreement have been disclosed in the announcement of the Company dated 28 May 2010.

The rental under the New Tenancy Agreement was determined based on arm's length negotiation, with reference to the rateable value of the Property and comparable property as stated on the demand for rates and Government rent for the Property and comparable property for the quarter from 1 April to 30 June 2013, and with reference to prevailing market conditions. Therefore, the Directors (including the Independent Non-executive Directors) are of the view that the New Tenancy Agreement are on normal commercial terms, and that it was entered into in the ordinary and usual course of business of the Company and in the interests of the Company and its shareholders.

The aggregate annual rental income earned by the Group in respect of the Property for the two years ended 31 March 2012 and 31 March 2013 amounted to HK\$1,704,000.

D. LISTING RULES IMPLICATION

Mr. NGAI is an executive director, Chairman of the Board and the controlling Shareholder of the Company. Mr. NGAI's wife and his son, Mr. WY NGAI, are directors of Lanon. 78% equity interest in Lanon is beneficially owned by Mr. WY NGAI. Accordingly, each of Mr. NGAI, Mr. WY NGAI and Lanon, is a connected person of the Company under Rule 14A.11 of the Listing Rules. Accordingly, the New Tenancy Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

Based on the monthly rental receivable under the Current Tenancy Agreement and the New Tenancy Agreement, it is expected that the annual cap of rental income receivable for each of the four financial years ending 31 March 2014, 2015, 2016 and 2017 will be HK\$2,024,000, HK\$2,088,000, HK\$2,088,000 and HK\$348,000, respectively.

Since the annual consideration receivable by Frason under the New Tenancy Agreement for each of the three financial years ending 31 March 2014, 2015 and 2016 is more than HK\$1,000,000 but the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules are all less than 5%, according to Rule 14A.34(1) of the Listing Rules, the New Tenancy Agreement is only subject to the reporting, announcement and annual review requirements but is exempt from the independent Shareholders' approval requirements. Particulars of the continuing connected transaction will be disclosed in the annual reports and financial statements of the Company in accordance with the requirements of Rule 14A.46.

E. DEFINITIONS

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

“Board”	the board of Directors
“Company”	Vantage International (Holdings) Limited, a company incorporated in the Bermuda with limited liability and whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 15)

“connected person(s)/Party(ies)”	has the same meaning as defined in the Listing Rules
“controlling shareholder”	has the same meaning as defined in the Listing Rules
“Current Tenancy Agreement”	the tenancy agreement dated 28 May 2010 between Frason and Lanon in relation to the lease of the Property for the period from 1 June 2010 to 31 May 2013
“Director(s)”	the director(s) of the Company
“Frason”	Frason Holdings Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Lanon”	Lanon Development Limited, which is a company incorporated in Hong Kong and engaging in construction, maintenance and engineering contract works. 78% equity interest in which is beneficially owned by Mr. WY NGAI, Mr. NGAI’s wife and Mr. WY NGAI are directors of Lanon
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr. NGAI”	Mr. NGAI Chun Hung, an executive Director, the chairman of the Board and the controlling shareholder of the Company
“Mr. WY NGAI”	Mr. NGAI Wing Yin, who is over the age of 18 years, is the son of Mr. NGAI
“New Tenancy Agreement”	the renewed tenancy agreement dated 29 May 2013 between Frason and Lanon in relation to the leasing of the Property for the period from 1 June 2013 to 31 May 2016
“Property”	No. 157 Waterloo Road, Kowloon Tong, Kowloon, Hong Kong (the Remaining Portion of New Kowloon Inland Lot No. 914)

“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	Per cent.

On behalf of the Board of
VANTAGE INTERNATIONAL (HOLDINGS) LIMITED
 LI Chi Pong
Executive Director

Hong Kong, 29 May 2013

As at the date of this announcement, the Directors of the Company comprises:

Executive Directors
 Mr. NGAI Chun Hung
 Mr. YAU Kwok Fai
 Mr. LI Chi Pong

Independent Non-executive Directors
 Prof. KO Jan Ming
 The Hon. IP Kwok Him, *GBS, JP*
 Mr. FUNG Pui Cheung, Eugene