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## **Eagle Nice (International) Holdings Limited**

**鷹美（國際）控股有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2368)**

### **RESUMPTION OF TRADING**

Reference is made to the statement made by the Company on 4 October 2004 in relation to the Suspension pending the release of an announcement in relation to a connected transaction of the Company involving the Proposed Variation.

An amendment agreement in relation to the Proposed Variation was proposed to be entered into between, among other parties, the Company and Great Pacific to amend the terms of the Convertible Note including the conversion period which enable the exercise of the conversion rights earlier than the existing conversion period of one month before its third anniversary. However, as the Proposed Variation may lead to the Company being unable to meet the public float requirement under Rule 8.08(1)(a) of the Listing Rules and the Company and Great Pacific require additional time to discuss appropriate arrangement to comply with such requirement, the entering into of the amendment agreement in relation to the Proposed Variation is postponed.

**Shareholders and potential investors of the Company should note that discussions are still in process but no binding agreement has been made and that the Proposed Variation may or may not proceed. Further announcement will be made by the Company as and when appropriate.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

Trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 4 October 2004 at the request of the Company pending release of an announcement in relation to a connected transaction of the Company involving the Proposed Variation. An application has been made by the Company for the resumption of trading of the Shares on the Stock Exchange with effect from 9:30 a.m. on 8 October 2004.

\* For identification purpose only

Reference is made to the statement made by Eagle Nice (International) Holdings Limited (the “Company”) on 4 October 2004 in relation to the suspension (the “Suspension”) of trading in the shares of the Company (the “Shares”) with effect from 9:30 a.m. on 4 October 2004 pending the release of an announcement in relation to a connected transaction of the Company involving a proposed variation (the “Proposed Variation”) of the terms of a convertible note (the “Convertible Note”) issued by the Company to Great Pacific Investments Limited (“Great Pacific”).

An amendment agreement in relation to the Proposed Variation was proposed to be entered into between, among other parties, the Company and Great Pacific to amend the terms of the Convertible Note including the conversion period which enable the exercise of the conversion rights earlier than the existing conversion period of one month before its third anniversary. However, as the Proposed Variation may lead to the Company being unable to meet the public float requirement under Rule 8.08(1)(a) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Company and Great Pacific require additional time to discuss appropriate arrangement to comply with such requirement, the entering into of the amendment agreement in relation to the Proposed Variation is postponed.

The Proposed Variation may lead to an application for a waiver (the “Whitewash Waiver”) to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong from the obligation of Great Pacific and parties acting in concert with it to make a general offer under Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”) for all the issued Shares other than those already owned by them. In such case, the Proposed Variation will not proceed if the Whitewash Waiver is not granted and no general offer obligation under Rule 26 of the Takeovers Code will be resulted.

**Shareholders and potential investors of the Company should note that discussions are still in process but no binding agreement has been made and that the Proposed Variation may or may not proceed. Further announcement will be made by the Company as and when appropriate.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

An application has been made by the Company for the resumption of trading of the Shares on the Stock Exchange with effect from 9:30 a.m. on 8 October 2004.

As at the date hereof, the Board comprises six executive directors, namely, Mr. Chung Yuk Sing, Ms. Tsang Yuk Ni, Mr. Chung Tung Sau, Ms. Tsang Sau Fan, Mr. Edward Ku Yu Sun and Mr. Kuo Tai Yu, one non-executive director, namely, Mr. Ong Chor Wei and three independent non-executive directors, namely, Mr. Chan Cheuk Ho, Mr. Li Chi Chung and Mr. Tony Cheng Yung-Hui.

By Order of the Board of  
**Eagle Nice (International) Holdings Limited**  
**Chung Yuk Sing**  
*Chairman*

Hong Kong, 7 October 2004

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed 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.*

“Please also refer to the published version of this announcement in The Standard.”