

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.



SUNDART INTERNATIONAL HOLDINGS LIMITED

承達國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2288)

FURTHER ANNOUNCEMENT ON MAJOR TRANSACTION ON THE ACQUISITION OF PROPERTY

Reference is made to the announcement of the Company dated 1 June 2010 in respect of the Acquisition (the “announcement”). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings given to them in the Announcement.

As disclosed in the Announcement, in respect of the Acquisition, the applicable percentage ratios, where appropriate, calculated by reference to Rule 14.07 of the Listing Rules, are 25% or more but less than 100%. Accordingly, the Acquisition constitutes a major transaction for the Company under Rule 14.06(3) of the Listing Rules and is therefore subject to the announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

Since no Shareholders or any of their associates (within the meaning of the Listing Rules) are required to abstain from voting if a general meeting is to be convened for the approval of the Acquisition, written shareholders’ approval may be accepted for the Acquisition in lieu of holding a general meeting of the Company pursuant to Rule 14.44 of the Listing Rules. As at the date of this announcement, Mr. Chan William (“Mr. Chan”), chairman and executive director of the Company, through Tiger Crown Limited (“Tiger Crown”) and Mr. Li Chu Kwan (“Mr. Li”) and Ms. Li Wing Yin (“Ms. Li”) through Scenemay Holdings Limited (“Scenemay Holdings”) are regarded as a group of controlling shareholders acting in concert to exercise their voting rights in the Company, pursuant to the provisions of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”), each of them is deemed to be interested in the 194,208,000 Shares beneficially or deemed to be owned by each other. Tiger Crown, Scenemay Holdings, Mr. Chan, Mr. Li and Ms. Li together are therefore interested in a total of 40.46% of the issued share capital of the Company. Mr. Leung Kai Ming (“Mr. Leung”), Mr. Ng Tak Kwan (“Mr. Ng”) and Mr. Wong Kim Hung, Patrick (“Mr. Wong”) are executive Directors who have no interest in the Acquisition other than their respective interests as Shareholders holding 34,272,000 Shares, 84,000,000 Shares and 23,520,000 Shares respectively. As Tiger Crown, Scenemay Holdings, Mr. Leung, Mr. Ng and Mr. Wong have formed the closely allied group of the Shareholders, who collectively hold an aggregate of 336,000,000 Shares (representing approximately 70% of the issued share capital of the Company), and have given their written approval of the Acquisition, accordingly no extraordinary general meeting of the Company will be convened for the purpose of approving the Acquisition.

A circular containing, among others, details of the Acquisition and a valuation report in relation to the Property will be despatched to the Shareholders on or before 9 July 2010.

Reference is made to the Announcement.

As disclosed in the Announcement, in respect of the Acquisition, the applicable percentage ratios, where appropriate, calculated by reference to Rule 14.07 of the Listing Rules, are 25% or more but less than 100%. Accordingly, the Acquisition constitutes a major transaction for the Company under Rule 14.06(3) of the Listing Rules and is therefore subject to the announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules. Under Rule 14.44 of the Listing Rules, Shareholders' approval for the purchase of the Property may be obtained by written Shareholders' approval without the need of convening a general meeting if (i) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Acquisition; and (ii) written approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% in nominal value of the issued share capital of the Company giving the right to attend and vote at general meetings to approve the Acquisition.

Since no Shareholders or any of their associates (within the meaning of the Listing Rules) are required to abstain from voting if a general meeting is to be convened for the approval of the Acquisition, written shareholders' approval may be accepted for the Acquisition in lieu of holding a general meeting of the Company pursuant to Rule 14.44 of the Listing Rules. As at the date of this announcement, Mr. Chan, chairman and executive director of the Company, through Tiger Crown and Mr. Li and Ms. Li through Scenemay Holdings are regarded as a group of controlling shareholders acting in concert to exercise their voting rights in the Company, pursuant to the provisions of the SFO, each of them is deemed to be interested in the 194,208,000 Shares beneficially or deemed to be owned by each other. Tiger Crown, Scenemay Holdings, Mr. Chan, Mr. Li and Ms. Li together are therefore interested in a total of 40.46% of the issued share capital of the Company. Mr. Leung, Mr. Ng and Mr. Wong are executive Directors who have no interest in the Acquisition other than their respective interests as Shareholders holding 34,272,000 Shares, 84,000,000 Shares and 23,520,000 Shares respectively. As Tiger Crown, Scenemay Holdings, Mr. Leung, Mr. Ng and Mr. Wong have formed the closely allied group of the Shareholders, who collectively hold an aggregate of 336,000,000 Shares (representing approximately 70% of the issued share capital of the Company), and have given their written approval of the Acquisition, accordingly no extraordinary general meeting of the Company will be convened for the purpose of approving the Acquisition.

A circular containing, among others, details of the Acquisition and a valuation report in relation to the Property will be despatched to the Shareholders on or before 9 July 2010 as time is required for the professional parties to prepare their reports and opinions in relation to the Acquisition.

By Order of the Board
Sundart International Holdings Limited
承達國際控股有限公司
Chan William
Chairman

Hong Kong, 10 June 2010

As at the date of this announcement, the Board comprises Mr. Chan William (Chairman), Mr. Ng Tak Kwan (Chief Executive Officer), Mr. Leung Kai Ming, Mr. Wong Kim Hung, Patrick and Mr. Yip Chun Kwok as Executive Directors and Mr. To King Yan, Adam, Mr. Wong Hoi Ki and Mr. Ho Kwok Wah, George as Independent Non-Executive Directors.