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## **Hembly International Holdings Limited** **恒寶利國際控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*  
(Stock Code: 3989)

### **DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDER**

This announcement is published pursuant to Rule 13.09 of the Listing Rules.

The Company entered into the Sale and Purchase Agreement with Charm Hero as vendor and the Purchaser on 28 May 2007 whereby Charm Hero agreed to sell to the Purchaser 23,608,420 Shares at the price of HK\$82,157,301.60.

The Company is also informed by Charm Hero that it has on 28 May 2007 also entered into the Oral Agreements for the disposal of a further 6,000,000 Shares in aggregate at the total price of HK\$22,380,000.

Following the Disposals, the interests of Charm Hero in the issued share capital of the Company will be reduced from approximately 51.77% to approximately 40.11%.

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The Company entered into an agreement for sale and purchase (the “**Sale and Purchase Agreement**”) with Charm Hero Investments Limited (“**Charm Hero**”) as vendor and a purchaser (the “**Purchaser**”), as purchaser on 28 May 2007 whereby Charm Hero agreed to sell to the Purchaser 23,608,420 Shares, representing approximately 9.30% of the total issued shares of the Company, at the total price of HK\$82,157,301.60 (equivalent to HK\$3.48 per Share). To the best of the knowledge and belief of the directors of the Company, the Purchaser is a third party (“**Independent Third Party**”) independent of and not connected with Charm Hero or any of the directors, chief executive or substantial shareholders of the Company, any of its subsidiaries or any of its and their respective associates (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

The Company is also informed by Charm Hero that it has on 28 May 2007 also entered into several oral agreements (collectively the “**Oral Agreements**”) with several other Independent Third Parties for the disposal of a further 6,000,000 Shares in aggregate, representing approximately 2.36% of the total issued shares of the Company, at the total price of HK\$22,380,000 (equivalent to HK\$3.73 per Share on average).

Following completion of the Sale and Purchase Agreement and the Oral Agreements, which is expected to take place on the second trading day after the date thereof, the interests of Charm Hero in the issued share capital of the Company will be reduced from approximately 51.77% to approximately 40.11%.

By order of the Board of  
**Hembly International Holdings Limited**  
**Ngok Yan Yu**  
*Chairman*

Hong Kong, 28 May 2007

*As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Ngok Yan Yu, Mr. Lam Hon Keung, Keith, Ms. Tang Chui Yi, Janny, Mr. Wong Ming Yeung, Mr. Piva Antonio and Mr. Appella Marcello; one non-executive Director, namely Mr. Je Kin Ming; and three independent non-executive Directors, namely Mr. Lo Ming Chi, Charles, Mr. Pao Ping Wing and Mr. Kwan Hung Sang, Francis.*

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