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GUSTAVO INTERNATIONAL LIMITED

(Incorporated in the British Virgin Islands with limited liability)

**VOLUNTARY CONDITIONAL CASH OFFERS BY
KINGSTON SECURITIES LIMITED
ON BEHALF OF
GUSTAVO INTERNATIONAL LIMITED
TO ACQUIRE ALL OF THE ISSUED SHARES
IN THE SHARE CAPITAL OF
WO KEE HONG (HOLDINGS) LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED
TO BE ACQUIRED BY
GUSTAVO INTERNATIONAL LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)
AND FOR THE CANCELLATION OF
ALL THE OUTSTANDING SHARE OPTIONS OF
WO KEE HONG (HOLDINGS) LIMITED**

Financial adviser to GUSTAVO INTERNATIONAL LIMITED



KINGSTON CORPORATE FINANCE LTD.

The Offers

The Offeror notified the Company on 8 September 2011 before trading hours that it intended to make the Offers (in compliance with the Takeovers Code) through Kingston Securities (i) to acquire all the Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it at the Offer Price of HK\$0.235 per Offer Share; and (ii) to cancel all outstanding Share Options of the Company at appropriate prices in compliance with Rule 13 of the Takeovers Code.

Based on the published information of the Company available as at the date of this announcement, there are (i) 2,385,128,550 Shares in issue, of which 266,587,500 Shares (representing approximately 11.20% of the entire issued share capital of the Company) are held by the Offeror and parties acting in concert with it; and (ii) a total of 83,140,000 Share Options outstanding.

Kingston Corporate Finance is satisfied that sufficient financial resources are available to the Offeror to satisfy full acceptances of the Offers.

The Offers are subject to the conditions described in the paragraph headed “Conditions of the Offers” below and accordingly the Offers may or may not become unconditional. The Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company.

General

Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the Offer Document containing, amongst other things, the terms and conditions of the Offers and the forms of acceptance and transfer or cancellation, to the Shareholders and the holders of the Share Options within 21 days of the date of this announcement. It is expected that such Offer Document will be issued on or before 6 October 2011.

Further announcement(s) regarding the despatch of the Offer Document will be made by the Offeror in due course.

THE OFFERS

The Offeror notified the Company on 8 September 2011 before trading hours that it intended to make the Offers (in compliance with the Takeovers Code) through Kingston Securities, on and subject to the terms set out in the Offer Document and the forms of acceptance and transfer or cancellation accompanied therewith (i) to acquire all the Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it; and (ii) to cancel all outstanding Share Options of the Company, on the basis as set out below.

Share Offer

For each Offer ShareHK\$0.235 in cash

Based on the published information in respect of the Company available as at the date of this announcement, (i) there are a total of 2,385,128,550 Shares in issue; and (ii) 83,140,000 Share Options outstanding. Save as disclosed above, the Offeror is not aware of any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company as at the date of this announcement.

As at the date of this announcement, the Offeror and parties acting in concert with it hold 266,587,500 Shares, representing approximately 11.20% of the entire issued share capital of the Company. Save for the aforesaid, the Offeror and parties acting in concert with it do not have any other interests in the share capital or voting rights of the Company.

Comparison of value

The Offer Price of HK\$0.235 per Offer Share represents:

- (a) a premium of approximately 3.98% over the closing price of HK\$0.226 per Share as quoted on the Stock Exchange on 7 September 2011, being the Last Trading Day immediately before the date of this announcement;
- (b) a premium of approximately 0.51% over the average closing price of approximately HK\$0.2338 per Share as quoted on the Stock Exchange for the last 5 trading days up to and including the Last Trading Day;
- (c) a premium of approximately 1.95% over the average closing price of approximately HK\$0.2305 per Share as quoted on the Stock Exchange for the last 10 trading days up to and including the Last Trading Day;
- (d) a premium of approximately 109.82% over the Company's audited consolidated net asset per Share of approximately HK\$0.112 based on the Company's audited consolidated net assets of approximately HK\$266,425,000 as at 31 December 2010 and 2,385,128,550 Shares in issue as at the date of this announcement.

Highest and lowest price of Share

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the six-month period preceding the Last Trading Day were HK\$0.2480 per Share on 2 September 2011 and HK\$0.1800 per Share on 18 May 2011, 27 May 2011, 30 May 2011 and 9 August 2011.

Pursuant to Rule 13 of the Takeovers Code, the Offeror is required to make comparable offers for all the outstanding Share Options as part of the Offers.

The Option Offer will be made on the following bases:

The Option Offer

Based on the latest published information of the Company available as at the date of this announcement, there are 83,140,000 Share Options outstanding, which may confer rights to the holders of the Share Options to subscribe for the Shares at the exercise prices of HK\$0.059, HK\$0.150, HK\$0.156, HK\$0.1667, HK\$0.174 and 0.213 per Share Option. As all the exercise prices for the underlying Shares exercisable under the Share Options are below the Offer Price, Kingston Securities, on behalf of the Offeror, will make the Option Offer on the following terms:

For each Share Option with an exercise price of HK\$0.059HK\$0.176 in cash

For each Share Option with an exercise price of HK\$0.150HK\$0.085 in cash

For each Share Option with an exercise price of HK\$0.156HK\$0.079 in cash

For each Share Option with an exercise price of HK\$0.1667HK\$0.0683 in cash

For each Share Option with an exercise price of HK\$0.174HK\$0.061 in cash

For each Share Option with an exercise price of 0.213HK\$0.022 in cash

The offer price of HK\$0.176 for Share Options with an exercise price of HK\$0.059 represents the difference between the exercise price of HK\$0.059 and the Offer Price.

The offer price of HK\$0.085 for Share Options with an exercise price of HK\$0.150 represents the difference between the exercise price of HK\$0.150 and the Offer Price.

The offer price of HK\$0.079 for Share Options with an exercise price of HK\$0.156 represents the difference between the exercise price of HK\$0.156 and the Offer Price.

The offer price of HK\$0.0683 for Share Options with an exercise price of HK\$0.1667 represents the difference between the exercise price of HK\$0.1667 and the Offer Price.

The offer price of HK\$0.061 for Share Options with an exercise price of HK\$0.174 represents the difference between the exercise price of HK\$0.174 and the Offer Price.

The offer price of HK\$0.022 for Share Options with an exercise price of HK\$0.213 represents the difference between the exercise price of HK\$0.213 and the Offer Price.

Following acceptance of the Option Offer, the relevant Share Options together with all rights attaching thereto will be entirely cancelled and renounced.

Conditions of the Offers

The Share Offer is conditional upon:

- (a) valid acceptances having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the Closing Date in respect of the Shares, which together with the Shares already held by the Offeror and parties acting in concert with it, constitute more than 50% of the voting rights of the Company
- (b) subject to Note 2 to Rule 30.1 of the Takeovers Code, there having been no material adverse change in the business, assets, financial or trading position or prospects of the Group taken as a whole since 30 June 2011 (being the date to which the latest published unaudited accounts of the Company were made up); and
- (c) the Shares remaining listed on the Stock Exchange and the current listing of the Shares not having been withdrawn or the trading of the Shares not having been suspended as at the close of the Offers or upon the Offers becoming unconditional, save for temporary suspension of trading as a result of the Offers.

The Offeror reserves the right to waive any of the conditions set out in (b) and (c) above.

The Offers will be made in compliance with the Takeovers Code, which is administered by the Executive. The Option Offer is conditional upon the Share Offer becoming unconditional in all respects.

The Offers may lapse if it does not become unconditional. The Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company.

Total consideration of the Offers

On the basis of 2,385,128,550 Shares in issue as at the date of this announcement and assuming the outstanding 83,140,000 Share Options to be exercised in full, the Share Offer based on the Offer Price values the equity value of the Company at approximately HK\$580,000,000. Assuming that the Share Offer is accepted in full by the holders of the Offer Shares and on the basis that there will be 2,201,681,050 Offer Shares, the total amount of cash required to effect the Share Offer will be approximately HK\$517,400,000.

On the basis of 2,385,128,550 Shares in issue as at the date of this announcement and assuming no Share Options to be exercised, the Share Offer based on the Offer Price values the equity value of the Company at approximately HK\$560,500,000. Assuming that the Share Offer is accepted in full by the holders of the Offer Shares and on the basis that there will be 2,118,541,000 Offer Shares, the total amount of cash required to effect the Share Offer will be approximately HK\$497,900,000.

Financial resources

The maximum cash consideration payable under the Offers, other than the Shares held by the Offeror and parties acting in concert with it, is approximately HK\$517,400,000. Kingston Corporate Finance is satisfied that sufficient financial resources are available to the Offeror to satisfy the full acceptances of the Offers.

INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in the British Virgin Islands on 12 July 2011 with limited liability which is owned as to (i) 80% by Maini Investments Limited, a wholly-owned subsidiary of VMSIG which is in turn wholly-owned by Ms. Mak Siu Hang Viola; and (ii) 20% by Rapid Move, which is wholly-owned by Ms. Tam Yuk Ching Jenny. The principal activity of the Offeror is investment holding.

VMSIG is the holding company of an investment group with businesses covering proprietary investments, asset management, securities brokerage and corporate finance advisory services. Rapid Move is an investment holding company.

As at the date of this announcement, the Offeror and the parties acting in concert with it hold a total of 266,587,500 Shares, representing approximately 11.2% of the entire issued share capital of the Company. Out of the 266,587,000 Shares, 197,000,000 Shares are owned by the Offeror, the remaining 69,587,500 Shares are owned as to 21,000,000 Shares by VMSIG and 48,587,500 Shares by Platinum Century Limited. Platinum Century Limited is wholly-owned by Ms. Tam Yuk Ching Jenny. The Offeror obtained 93,000,000 Shares on 5 September 2011 at a price of HK\$0.22 per

Share and 104,000,000 Shares on 9 September 2011 at an average price of HK\$0.22 per Share. All dealings of the Shares in the last 6 months by the Offeror and parties acting in concert with it were below the highest dealing price of HK\$0.22 per Share. Save as disclosed, the Offeror and parties acting in concert with it do not hold any other Shares or any options, warrants, derivatives or securities convertible into Shares.

There are no outstanding derivatives in respect of securities of the Company that have been entered into by the Offeror and parties acting in concert with it. There are no arrangements (whether by way of option, indemnity or otherwise) in relation to shares of the Offeror or the Company and which might be material to the Offers. There are no agreements or arrangements to which the Offeror is a party which relate to the circumstances in which it may or may not invoke or seek to invoke a precondition or a condition to the Offers.

The Offeror and parties acting in concert with it have not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in respect of securities in the Company.

INFORMATION ON THE COMPANY

The Company is a company incorporated in Bermuda with limited liability, the securities of which are currently listed on the Stock Exchange (stock code: 720). Based on the Company's public information available, the Company is principally engaged in distribution of high-quality, brand-name products including cars and car accessories, motor yachts, helicopters, premium fashion apparels and accessories, air-conditioning and refrigeration products, audio visual equipment and car audio and electronic products serving customers in the Asian region and in particular, Hong Kong, Macau and China.

The financial information of the Company, as extracted from its annual report for the year ended 31 December 2010 and interim report for the six months ended 30 June 2011, are as follows:

	For the six months ended 30 June 2011	For the year ended 31 December 2010	For the year ended 31 December 2009
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Turnover	847,857	1,604,161	1,240,716
Profit/(loss) before tax	6,623	38,519	(150,791)
Profit/(loss) for the year/period	5,001	35,485	(151,190)

As at 31 December
2010
HK\$'000

Total assets	858,797
Total liabilities	592,372
Net assets	266,425

EFFECTS OF ACCEPTING OFFERS

By accepting the Share Offer, the Shareholders will sell their Shares to the Offeror free from all liens, claims, encumbrances and all third party rights and with all rights attached thereto as at the date of this announcement or subsequently becoming attached to them, including the right to receive all dividends and declared, paid or made, if any, on or after the date of this announcement. The making of the Share Offer to a person with a registered address in a jurisdiction outside Hong Kong may be affected by the applicable laws of the relevant jurisdiction. Shareholders with registered addresses in jurisdictions outside Hong Kong should inform themselves about and observe any applicable legal requirements in their own jurisdictions.

By accepting the Option Offer, holders of the Share Options are deemed to have warranted to the Offeror that the Share Options are free from all liens, claims, encumbrances and all third party rights and the Share Options will be cancelled and renounced together with all rights attaching thereto as at the date of this announcement or subsequently becoming attached to them.

Settlement

Settlement of the Offer Consideration and the considerations for the Share Options will be made in cash as soon as possible but in any event within ten days of the date on which (i) the relevant documents of title are received by or on behalf of the Offeror to render each such acceptance complete and valid; and (ii) the Share Offer becomes or is declared unconditional, whichever is later.

Stamp duty

Seller's ad valorem stamp duty payable by the Shareholders who accept the Share Offer and calculated at a rate of 0.1% of (i) the market value of the Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Share Offer, whichever is higher, will be deducted from the amount payable by the Offeror to such person on acceptance of the Share Offer.

No stamp duty is payable in connection with the Option Offer.

REASONS FOR AND BENEFITS OF THE OFFERS AND THE OFFEROR'S INTENTION FOR THE BUSINESS OF THE GROUP

Under the Offers, it is the Offeror's intention to acquire a majority interest in the Company and the Offeror intends to requisite a shareholder meeting after the Offers become unconditional to seek to appoint new directors to the Board.

The Offeror intends to continue the principal business of the Group, and will, following the Offers becoming unconditional, conduct a review on the business operations and financial position of the Group for the purpose of formulating business plans and strategies for the future business development of the Group. Subject to the result of the review and should suitable investment or business opportunities arise, the Offeror may consider expanding the Company's business and/or diversifying the business of the Group into other distribution business with an objective to broaden its income source. Subject to the result of the review, the Offeror has no intention to re-deploy the employees or the assets of the Group other than in its ordinary course of business.

Maintaining the listing status of the Company

The Offeror intends the Company to remain listed on the Stock Exchange after the closing of the Offers.

According to the Listing Rules, if, at the closing of the Offers, less than 25% of the issued Shares are held by the public or if the Stock Exchange believes that: (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, then the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares.

The Offeror take appropriate steps to ensure that sufficient public float exists in the Shares after closing of the Offers.

GENERAL

Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the Offer Document containing, amongst other things, the terms and conditions of the Offers and the forms of acceptance and transfer or cancellation, to the Shareholders and the holders of the Share Options within 21 days of the date of this announcement. It is expected that such Offer Document will be issued on or before 6 October 2011.

Further announcement(s) regarding the despatch of the Offer Document will be made by the Offeror in due course.

Dealings disclosure

In accordance with Rule 3.8 of the Takeovers Code, the associates (including a person who owns or controls 5% or more of any class of relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code)) of the Offeror are reminded to disclose their dealings in the securities of the Company pursuant to Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates (including 5% shareholders under class (6) of the definition of associates under the Takeovers Code) and other persons under Rule 22 (of the Takeovers Code) and that those clients are willing to comply with them.

Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules (of the Takeovers Code). However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

The Offers are subject to the conditions described in the paragraph headed “Conditions of the Offers” below and accordingly the Offers may or may not become unconditional. The Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company.

DEFINITIONS

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

“acting in concert”	has the meaning ascribed to it in the Takeovers Code
“associate”	has the meaning ascribed to it in the Takeover Code or the Listing Rules, as the context may require from time to time
“Board”	the board of directors of the Offeror
“Closing Date”	the date to be stated in the Offer Document as the first closing date of the Offer or any subsequent closing date as may be announced by the Offeror and approved by the Executive
“Company”	Wo Kee Hong (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange (stock code: 720)
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Kingston Corporate Finance”	Kingston Corporate Finance Limited, a corporation licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO and the financial adviser to the Offeror in respect of the Offer
“Kingston Securities”	Kingston Securities Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities) regulated activity under the SFO
“Last Trading Day”	7 September 2011, being the last trading day of the Shares prior to the publication of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Offer Document”	the document to be issued by the Offeror to the Shareholders and the holders of the Share Options in connection with the Offers in accordance with the Takeovers Code containing, amongst other things, information relating to the Offeror, the terms and conditions of the Offers and the forms of acceptance and transfer or cancellation
“Offer Consideration”	the maximum consideration of approximately HK\$517,400,000 (equivalent to HK\$0.235 per Offer Share) payable by the Offeror to the holders of the Offer Shares for each Offer Share accepted under the Share Offer
“Offer Price”	the amount of HK\$0.235 per Offer Share payable by the Offeror to the holders of the Offer Shares for each Offer Share accepted under the Share Offer
“Offer Shares”	all the Shares other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it
“Offeror”	Gustavo International Limited, a company incorporated in the British Virgin Islands with limited liability
“Offers”	the Share Offer and the Option Offer
“Option Offer”	the voluntary conditional cash offer to be made by Kingston Securities on behalf of the Offeror for the cancellation of the Share Options in accordance with the Takeovers Code
“Rapid Move”	Rapid Move International Limited
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	ordinary share(s) of HK\$0.02 each in the issued share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Share Offer”	the voluntary conditional cash offer to be made by Kingston Securities on behalf of the Offeror for the Offer Shares in accordance with the Takeovers Code

“Share Options”	the outstanding options granted under the share option scheme of the Company approved and adopted by the Shareholders at a special general meeting of the Company on 30 May 2002 based on the published information of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“VMSIG”	VMS Investment Group Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board of
the Offeror

Tam Yuk Ching Jenny <i>Director</i>	Ma Suen Yee <i>Director</i>	William Keith Jacobsen <i>Director</i>
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Hong Kong, 15 September 2011

As at the date hereof, the directors of the Offeror are Tam Yuk Ching Jenny, Ma Suen Yee and William Keith Jacobsen.

As at the date hereof, the sole director of VMSIG is Mak Siu Hang Viola.

As at the date hereof, the sole director of Rapid Move is Tam Yuk Ching Jenny.

The directors of the Offeror, directors of VMSIG and Rapid Move, jointly and severally accept full responsibility for the accuracy of 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.

The information relating to the Group and the Shareholders in this announcement has been extracted from or based on the published information of the Company, including its annual report for the year ended 31 December 2010, interim report for the six months ended 30 June 2011, monthly return for the month ended 31 August 2011. The only responsibility accepted jointly and severally by the directors of the Offeror, the directors of VMSIG and Rapid Move, in respect of such information is for the correctness and fairness of its reproduction or presentation.

This announcement is available for viewing on the websites of the Stock Exchange at www.hkexnews.hk.