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CHEVALIER INTERNATIONAL HOLDINGS LIMITED

其士國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 25)

INSIDE INFORMATION

This announcement is made by Chevalier International Holdings Limited (the “Company”) pursuant to Rule 13.09(2) of The Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Reference is made to the announcement of the Company dated 17 October 2012 (the “Announcement”) in relation to the Shareholders’ Agreement entered into among Quality King (a wholly-owned subsidiary of the Company), AMICO, HG and CAAM. Capitalised terms used herein have the same meanings as those defined in the Announcement unless otherwise specified.

As disclosed in the Announcement, CAAM, an associated company of the Group, was formed for the purpose of focusing on the business, operation and management of farming and agricultural products in Australia and any other business ancillary thereto. After the formation of CAAM and the entering into of the Shareholders’ Agreement, CAAM has been looking for potential investment targets that are in line with the aforesaid business objectives of CAAM.

The Board is pleased to announce that on 26 February 2013, King Bid Company Pty Limited (“King Bid Co”), which is currently an indirect wholly-owned subsidiary of CAAM, has entered into a share sale deed (the “Sale Deed”) with third parties who are independent of the Company and its connected persons, pursuant to which King Bid Co has conditionally agreed to acquire the entire issued share capital of Moraitis Group Pty Limited (the “Target”) (the “Acquisition”) at consideration of A\$211.25 million (equivalent to approximately HK\$1,682.82 million). CAAM has conditionally agreed that prior to the day of completion of the Sale Deed (which is expected to be 27 March 2013), CAAM shall execute a subscription deed to subscribe for new shares in King Holding Company 1 Pty Limited (“Holdco 1”), the holding company of King Bid Co, representing an approximately 70% equity interest in Holdco 1, for an aggregate cash consideration of A\$67.22 million (equivalent to approximately HK\$535.47 million) including a shareholders loan. All the existing shareholders of the Target (the “Holdco Shareholders”) shall also subscribe for new shares in Holdco 1 representing the remaining 30% equity interest in Holdco 1 and provide shareholders

loans to Holdco 1 (together, the “Subscriptions”). As a result of the Subscriptions, Holdco 1 shall become a 70%-owned subsidiary of CAAM. The principal assets of Holdco 1 shall be its 100% interest in King Bid Co which in turn holds 100% interest in the Target. The Holdco Shareholders are third parties independent of the Company and its connected persons.

In conjunction with the Subscriptions, the Company, CAAM and the Holdco Shareholders shall also enter into a shareholders’ deed (the “Shareholders’ Deed”) to regulate the business, affairs and internal management of Holdco 1. Pursuant to the Shareholders’ Deed, provided that Quality King has exercised its right of conversion of the CAAM Preference Shares and for so long as it controls CAAM, the Company shall unconditionally and irrevocably guarantees the obligations of CAAM under the Shareholders’ Deed if CAAM breaches a material obligation under the Shareholders’ Deed. The parties acknowledge that as at the date hereof, such obligation of the Company has not arisen. The Company shall comply with applicable Listing Rules requirements if Quality King exercises the conversion rights attaching to the CAAM Preference Shares and obtains control of CAAM.

The Target is a leading fruit and vegetable supplier aggregator in Australia and one of the largest suppliers of fresh produce in Australia, recording revenue of over A\$490 million (equivalent to approximately HK\$3,903 million) for the year ended 27 June 2012. The consideration for the Acquisition shall be funded by internal resources and external borrowings of King Bid Co and the Subscription monies shall be funded by internal resources and external borrowings of CAAM.

The Company will make further announcement in compliance with the Listing Rules informing the shareholders and potential investors of the Company if there is any material development in relation to the Acquisition or the Subscription or its investment in CAAM as and when necessary.

Investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Chevalier International Holdings Limited
Chow Yei Ching
Chairman

Hong Kong, 26 February 2013

As at the date of this announcement, the Board comprises Dr. Chow Yei Ching (Chairman), Messrs. Kuok Hoi Sang (Vice Chairman and Managing Director), Tam Kwok Wing (Deputy Managing Director), Chow Vee Tsung, Oscar, Ho Chung Leung, Ma Chi Wing and Miss Lily Chow as executive Directors; Dr. Chow Ming Kuen, Joseph, Messrs. Sun Kai Dah, George, Yang Chuen Liang, Charles and Professor Poon Chung Kwong as independent non-executive Directors; and Dr. Ko Chan Gock, William as non-executive Director.

** for identification purpose only*