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VAN SHUNG CHONG HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1001)

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE AND DISCLOSEABLE TRANSACTION — ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF KING CASTLE AND RESUMPTION OF TRADING

SUBSCRIPTION

On 28 July 2009, the Company has entered into six Subscription Agreements with the Subscribers pursuant to which the Subscribers, in aggregate, have conditionally agreed to subscribe and the Company has conditionally agreed to issue 31,600,000 new Shares for a consideration of HK\$15,800,000, equivalent to the Subscription Price of HK\$0.5 per Subscription Share.

The Subscription Shares of 31,600,000 new Shares represent (i) approximately 8.28% of the existing issued share capital of the Company; (ii) approximately 7.65% of the enlarged share capital of the Company immediately upon the Subscription Completion; and (iii) approximately 7.00% of the enlarged share capital of the Company immediately upon the Subscription Completion and Acquisition Completion. The Subscription Shares will be issued under the General Mandate and will rank equally with the existing Shares.

Subscription Completion is conditional upon the Listing Committee of the Stock Exchange agreeing to grant a listing of and permission to deal in the Subscription Shares.

ACQUISITION

On 28 July 2009, CAMP BVI entered into the S&P Agreement with the Vendor pursuant to which CAMP BVI conditionally agreed to acquire, and the Vendor conditionally agreed to sell, the Sale Share at an aggregate consideration of HK\$35,000,000, of which HK\$15,800,000 will be satisfied by the payment in cash and the balance of HK\$19,200,000 will be satisfied by the issue and allotment of 38,400,000 new Shares at the Issue Price.

The Consideration Shares of 38,400,000 new Shares represent (i) approximately 10.07% of the existing issued share capital of the Company; (ii) approximately 9.15% of the enlarged share capital of the Company immediately upon the Acquisition Completion; and (iii) approximately 8.51% of the enlarged share capital of the Company immediately upon the Subscription Completion and the Acquisition Completion. The Consideration Shares will be issued under the General Mandate and will rank equally with the existing Shares.

The Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

As the Acquisition Completion is subject to the fulfillment of a number of conditions, the Acquisition may or may not proceed. Shareholders and potential investors should exercise caution when dealings in the Shares.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:43 a.m. on 28 July 2009 pending the release of this announcement. The Company has applied to the Stock Exchange for the resumption of trading in Shares with effect from 9:30 a.m. on 29 July 2009.

SUBSCRIPTION

The Subscription Agreements

Date: 28 July 2009

Parties: Issuer: the Company
Subscribers

Number of Subscription Shares to be subscribed for:

31,600,000 new Shares, representing (i) approximately 8.28% of the existing issued share capital of the Company; (ii) approximately 7.65% of the enlarged share capital of the Company immediately upon the Subscription Completion; and (iii) approximately 7.00% of the enlarged share capital of the Company immediately upon the Subscription Completion and Acquisition Completion. The aggregate nominal value of the Subscription Shares is HK\$3,160,000.

Subscription Price:

HK\$0.5 per Subscription Share, representing:

- (a) a discount of approximately 16.67% to the closing price of HK\$0.60 per Share quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 18.57% to the average of the closing price quoted on the Stock Exchange for the 5 trading days including the Last Trading Day, being HK\$0.614 per Share; and

- (c) a discount of approximately 22.24% to the average of the closing prices quoted on the Stock Exchange for the 10 trading days including the Last Trading Day, being HK\$0.643 per Share.

The Company will be able to raise gross proceeds of approximately HK\$15,800,000 (equivalent to HK\$0.5 per Subscription Share) and net proceeds of approximately HK\$15,680,000 (equivalent to approximately HK\$0.496 per Subscription Share) from the Subscription. The Subscription Price is determined at arm's length basis and the Directors, including the independent non-executive Directors, consider that the terms of the Subscription Agreements are fair and reasonable and are in the interest of the Company. The aggregate Subscription Price will be paid to the Company upon Subscription Completion.

Mandate to issue the Subscription Shares:

Upon Subscription Completion, the Subscription Shares will be issued under the General Mandate granted to the Directors pursuant to the resolutions of the Shareholders passed at the annual general meeting of the Company held on 4 September 2008. The maximum number of new Shares that can be issued under the General Mandate is 76,285,650 Shares. No part of the General Mandate has been utilized from the date of its granting up to the date of this announcement.

Ranking:

The Subscription Shares, when issued and fully paid, will rank pari passu in all respects with the other Shares in issue or to be issued by the Company on or prior to the time of issue and allotment of the Subscription Shares.

Subscription Condition:

The Subscription is conditional on the granting of a listing of and permission to deal in the Subscription Shares by the Listing Committee of the Stock Exchange (and such permission and listing not subsequently being revoked prior to the delivery of definitive share certificates representing the Subscription Shares).

If the Subscription Condition is not fulfilled on or before 13 August 2009 (or such later date as the Company and the Subscribers may agree), the Subscription Agreements will terminate.

Subscription Completion:

The second business day immediately after the Subscription Condition has been fulfilled provided that it shall not be later than the date falling 14 business days after the date of the Subscription Agreements (or such later date as the Company and the Subscribers may agree).

APPLICATION FOR LISTING

Application will be made by the Company to the Stock Exchange for the grant of listing of and permission to deal in the Subscription Shares.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Company will use the estimated net proceeds of the Subscription of approximately HK\$15,680,000 to finance part of the consideration for the Acquisition. In the event that the Acquisition does not proceed, such net proceeds will be used as general working capital of the

Company. The Directors, including independent non-executive Directors, consider the terms of the Subscription Agreements to be fair and reasonable and are in the best interests of the Company, as far as the Shareholders are concerned.

The Company considers that the Subscription is a preferred method of fund raising as compared with other fund raising exercises.

INFORMATION ON THE SUBSCRIBERS

The Subscribers and their respective ultimate beneficial owners have confirmed that they and their respective associates are third parties independent of the Company and its connected persons. None of the Subscribers will become a substantial shareholder of the Company after the Subscription.

FUND-RAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company has not carried out any fund raising activity through the issue of equity securities or securities which are convertible into equity securities in the preceding 12 months.

ACQUISITION

The S&P Agreement

Date: 28 July 2009

Parties: CAMP BVI; and
the Vendor

Assets to be acquired:

Subject to the Acquisition Conditions, CAMP BVI agreed to acquire, and the Vendor agreed to sell, the Sale Share.

Consideration:

The aggregate consideration for the Acquisition is HK\$35,000,000, of which HK\$15,800,000 will be satisfied by the payment in cash and the balance of HK\$19,200,000 will be satisfied by the issue and allotment of 38,400,000 new Shares at the Issue Price. The payment in cash will be made, and the Consideration Shares will be issued and allotted, on the date of the Acquisition Completion.

The Directors confirm that the consideration for the Acquisition was determined after arm's length negotiations between the Company and the Vendor after taking into account the factors set out in the sections headed "Reasons for the Acquisition" below. The Directors, including the independent non-executive Directors, are of the view that the consideration for the Acquisition is fair and reasonable.

The Company currently intends to finance the cash payment of HK\$15,800,000 by the estimated net proceeds of the Subscription of approximately HK\$15,680,000 and internal resources of the Group. In the event that the Subscription does not proceed, the cash payment will be financed by internal resources of the Group.

Consideration Shares:

The Consideration Shares represent (i) approximately 10.07% of the existing issued share capital of the Company; (ii) approximately 9.15% of the enlarged share capital of the Company immediately upon the Acquisition Completion; and (iii) approximately 8.51% of the enlarged share capital of the Company immediately upon the Subscription Completion and the Acquisition Completion. The Vendor will become one of the substantial shareholders of the Company after the Acquisition Completion under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Consideration Shares, when issued and fully paid, will rank pari passu in all respects with the other Shares in issue or to be issued by the Company on or prior to the time of issue and allotment of the Consideration Shares.

The Issue Price of HK\$0.5 represents:

- (a) a discount of approximately 16.67% to the closing price of HK\$0.60 per Share quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 18.57% to the average of the closing price quoted on the Stock Exchange for the 5 trading days including the Last Trading Day, being HK\$0.614 per Share; and
- (c) a discount of approximately 22.24% to the average of the closing prices quoted on the Stock Exchange for the 10 trading days including the Last Trading Day, being HK\$0.643 per Share.

The Consideration Shares will be issued under the General Mandate and will rank equally with the existing Shares. An application will be made by the Company to the Stock Exchange for the grant of listing of and permission to deal in the Consideration Shares.

Acquisition Conditions:

Acquisition Completion is conditional upon, inter alia:

- (a) the delivery to CAMP BVI of a legal opinion of BVI lawyers (in form and substance satisfactory to CAMP BVI) in relation to King Castle on, inter alia, due incorporation and good standing, due authorization, no governmental or regulatory approvals, filings or restrictions and no conflict with law and constitutional documents;
- (b) the JV Company having been duly incorporated and is validly existing under the laws of Hong Kong;
- (c) the delivery to CAMP BVI of a legal opinion of Hong Kong lawyers (in form and substance satisfactory to CAMP BVI) on, inter alia, due incorporation of the JV Company or, as agreed by CAMP BVI, such other documents proving the due incorporation of the JV Company;
- (d) the Trust Agreement having been terminated, SH Armor having become a WFOE and the SH Armor Equity Interests having been transferred to and registered in the name of King Castle;

- (e) the delivery to CAMP BVI of a legal opinion of PRC lawyers (in form and substance satisfactory to CAMP BVI) on, inter alia, due incorporation and shareholding of SH Armor, the completion of termination of the Trust Agreement, the legal form of SH Armor as WFOE and the transfer of the SH Armor Equity Interests to King Castle, the operation of manufacturing, marketing, sale and process development of armor products as described under the JV Agreement in the PRC, and the use and exploitation of the Technology in the PRC together with all such necessary documents proving the legal form of SH Armor as WFOE and the transfer of the SH Armor Equity Interests to King Castle;
- (f) the execution and delivery of (i) the technology sub-licence agreement (between the JV Partner and the JV Company); (ii) the sales representative assignment (between King Castle and the JV Company); and (iii) the agreement supplemental to the memorandum of understanding entered into between King Castle and 中國安全防範產品行業協會 (China Security & Protection Industry Association*) dated 25 February 2008 (in form and substance satisfactory to CAMP BVI);
- (g) the delivery to CAMP BVI of a legal opinion of U.S. lawyers (in form and substance satisfactory to CAMP BVI) confirming that the relevant sales representative agreement is valid, effective and enforceable in accordance with its terms and conditions;
- (h) the delivery to CAMP BVI of a legal opinion of U.S. lawyers (in form and substance satisfactory to CAMP BVI) on the grant of licences under the relevant technology sub-licence agreement for the use and exploitation of the Technology in the PRC, the validity, registration and ownership of the Patent or, as agreed by CAMP BVI, such other documents proving the registration and ownership of the Patent;
- (i) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Consideration Shares on the Stock Exchange and such approval not subsequently being revoked prior to the Acquisition Completion;
- (j) the fulfillment of all requirements imposed by the Stock Exchange or other relevant regulatory authorities in Hong Kong or elsewhere in connection with the transactions contemplated by the S&P Agreement;
- (k) CAMP BVI being satisfied with the conduct and results of the due diligence;
- (l) the delivery to CAMP BVI of a waiver letter issued by the Vendor to King Castle pursuant to which the Vendor has agreed to waive the shareholders' loan in the amount of HK\$150,000 owing as at the date of Acquisition Completion by King Castle to the Vendor;
- (m) the delivery to CAMP BVI of the Initial Accounts;
- (n) the delivery to CAMP BVI of the Completion Accounts;
- (o) CAMP BVI being satisfied with the assets, liabilities, state, affairs and conditions (financial or otherwise) of King Castle Group (including the financial statements and accounts of King Castle Group) up to and including the Acquisition Completion;
- (p) the Initial Accounts and Completion Accounts, the warranties, representations and undertakings on the part of the Vendor contained in the S&P Agreement remaining true and accurate up to and including the date of Acquisition Completion and not misleading in any respect, and that there is no non-disclosure on the part of the Vendor;

- (q) the obtaining of all consents, licence, approval, authorization, permission, waiver, filings, order or exemption from the Group, the Vendor and King Castle Group, the Stock Exchange, the Securities and Futures Commission and all governmental or regulatory authorities, agencies or bodies and other relevant third parties in Hong Kong or elsewhere (if applicable) which are appropriate, necessary or desirable for the purposes of the Acquisition on terms satisfactory to CAMP BVI and being in force and effect;
- (r) the obtaining of all necessary consents and authorizations under any existing contractual arrangements or documentation which may be required to implement or give effect to the Acquisition on terms satisfactory to CAMP BVI and being in force and effect; and
- (s) the obtaining of all consents, authorizations and waivers which CAMP BVI consider appropriate, necessary or desirable to implement or give effect to the Acquisition on terms satisfactory to CAMP BVI and being in force and effect.

If any of the above conditions are not satisfied or waived by the Company (as the case may be) (conditions (b), (c), (f), (i) and (j) cannot be waived) on or before the expiry date of a 3-month period commencing from the date of the S&P Agreement or such other date as CAMP BVI and the Vendor may agree in writing, CAMP BVI shall have the right to terminate the S&P Agreement.

Acquisition Completion:

Acquisition Completion shall take place on the seventh business day immediately after the date when the Acquisition Conditions are fulfilled or waived (as the case may be) (or such other date as the Company and the Vendor may agree).

INFORMATION ON KING CASTLE

King Castle is an investment holding company incorporated under the laws of BVI with limited liability and is wholly-owned by the Vendor as at the date of this announcement. Through SH Armor and the JV Company, King Castle Group will be engaged in the research and development, sales and marketing, manufacturing and processing of commercial armor products in the PRC, Hong Kong, Macau and Taiwan. To the best of the information, knowledge and belief of the Directors having made all reasonable enquiries, the Vendor and its ultimate beneficial owner are third parties independent of the Company and its connected persons as defined under the Listing Rules.

Financial information on King Castle Group

The unaudited consolidated net liability value of King Castle Group as at 31 December 2008 was approximately HK\$12,699; and the unaudited consolidated net loss before and after tax of King Castle Group for the period from 29 November 2007 (being the date of incorporation of King Castle) to 31 December 2008 was approximately HK\$11,911.

REASONS FOR THE ACQUISITION

The Company is an investment holding company. It has two principal business segments, namely (i) Construction Material Group, which focuses on the distribution and stockholding of construction materials such as steel products, sanitary wares and kitchen cabinets; and (ii) China Advanced Materials Processing, which focuses on the distribution of plastic resins and the operation of coil service centres under VSC-Ryerson China Limited, a joint venture which

is 20% owned by the Group. Such coil service centres comprise of (a) four coil processing centres engaging in the processing of rolled flat steel products; (b) two sheet metal fabrication and manufacturing centres; and (c) one plate fabrication and manufacturing centre.

King Castle Group will be engaged in the research and development, sales and marketing, manufacturing and processing of commercial armor products. It will be able to produce armor products with different mixtures of resin, fabric and plastic. Such armor products are developed as replacement for traditional steel armor products. The Directors believe that the global market for such new armor products is on the rise, not only for body armors but also for armor products applied on vehicles (e.g. funds transportation vehicles), buildings (e.g. stadiums) and infrastructures (e.g. bridges, tunnels, oil and gas pipelines, etc.). Given the above, the Directors also believe that there are huge potential for the civilian use of armor products in the PRC. The Acquisition provides the Group with a business opportunity to expand its business to this specific market and broaden the Group's revenue base. The Group has always been in the business of adding value from trading to value added processing. In the opinion of the Directors, the manufacturing processes of the armor products are very similar to those of its existing rolled flat steel products. With the Group's experience in processing rolled flat steel products, the Directors believe that it will be able to use its expertise in the development and manufacture of armor products in the PRC (of which the Directors believe is a low cost base, not only in terms of purchasing of raw materials, but also in terms of labour costs and infrastructure costs). Following the Acquisition Completion, the Group, through King Castle Group, aims to sell the commercial armor products in the PRC, Hong Kong, Macau and Taiwan.

The Director, including the independent non-executive Directors, are of the view that the terms of the S&P Agreement are fair and reasonable and the Acquisition is in the interest of the Group and the Shareholders as a whole.

EFFECT OF THE SUBSCRIPTION AND THE ACQUISITION ON SHAREHOLDING STRUCTURE

Assuming that there will be no change in the shareholding structure of the Company from the date of this announcement to the dates of Subscription Completion and Acquisition Completion (as the case may be), the shareholding structures of the Company as at (a) the date of this announcement; (b) immediately after the Subscription; (c) immediately after the Acquisition; and (d) immediately after the Subscription and Acquisition, are shown as follows:

	(a)		(b)		(c)		(d)	
	As at the date of this announcement		Immediately after the Subscription		Immediately after the Acquisition		Immediately after the Subscription and Acquisition	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Huge Top Industrial Ltd. (<i>Note</i>)	173,424,000	45.47	173,424,000	41.99	173,424,000	41.31	173,424,000	38.42
Miriam Che Li Yao	2,000,000	0.52	2,000,000	0.48	2,000,000	0.48	2,000,000	0.44
Andrew Cho Fai Yao	1,614,000	0.42	1,614,000	0.39	1,614,000	0.38	1,614,000	0.36
Chow Yei Ching	1,000,000	0.26	1,000,000	0.24	1,000,000	0.24	1,000,000	0.22
Fernando Dong Sai Ming	142,000	0.04	142,000	0.03	142,000	0.03	142,000	0.03
Harold Richard Kahler	66,000	0.02	66,000	0.02	66,000	0.02	66,000	0.01
The Subscribers	—	—	31,600,000	7.65	—	—	31,600,000	7.00
The Vendor	—	—	—	—	38,400,000	9.15	38,400,000	8.51
Public Shareholders	203,182,251	53.27	203,182,251	49.20	203,182,251	48.39	203,182,251	45.01
Total	381,428,251	100.00	413,028,251	100.00	419,828,251	100.00	451,428,251	100.00

Note: As at the date of this announcement, Mr. Andrew Cho Fai Yao (“Mr. Yao”) and Ms. Miriam Che Li Yao (“Ms. Yao”), the sister of Mr. Yao, are the directors of Huge Top Industrial Ltd. (“Huge Top”). Mr. Yao directly holds approximately 11.90% and indirectly through Perfect Capital International Corp. (“Perfect Capital”) holds approximately 42.86% of the issued shares of Huge Top and is entitled to exercise more than one-third of the voting power at general meetings of Huge Top. Mr. Yao owns the entire issued share capital of Perfect Capital. Ms. Yao directly holds approximately 5.95% of the issued shares of Huge Top.

GENERAL

The Subscription Agreement and the S&P Agreement are not conditional upon each other.

The Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

As the Acquisition Completion is subject to the fulfillment of a number of conditions, the Acquisition may or may not proceed. Shareholders and potential investors should exercise caution when dealings in the Shares.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:43 a.m. on 28 July 2009 pending the release of this announcement. The Company has applied to the Stock Exchange for the resumption of trading in Shares with effect from 9:30 a.m. on 29 July 2009.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Acquisition”	the acquisition of the Sale Share by CAMP BVI pursuant to the terms of the S&P Agreement
“Acquisition Completion”	completion of the Acquisition pursuant to the terms of the S&P Agreement
“Acquisition Conditions”	the conditions of the S&P Agreement, details of which are set out in the section headed “Acquisition Conditions” of this announcement
“associate(s)”	having the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“BVI”	British Virgin Islands
“CAMP BVI”	CAMP (B.V.I.) Holdings Limited, a company incorporated under the laws of BVI with limited liability and a wholly-owned subsidiary of the Company
“Company”	Van Shung Chong Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Completion Accounts”	relevant unaudited consolidated balance sheet of King Castle as at 31 August 2009 and the relevant unaudited consolidated profit and loss account of King Castle for the period from 30 June 2009 and ended on 31 August 2009
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration Shares”	38,400,000 new Shares to be issued by the Company to the Vendor pursuant to the S&P Agreement
“Directors”	the directors of the Company
“General Mandate”	the general mandate granted to the Directors in respect of issue of securities of the Company pursuant to the relevant resolution of the Shareholders passed at the annual general meeting of the Company held on 4 September 2008
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Initial Accounts”	unaudited consolidated balance sheet of King Castle and SH Armor as at 30 June 2009 and the unaudited profit and loss account of King Castle and SH Armor for the period from the date of incorporation of King Castle and ended on 30 June 2009
“Issue Price”	HK\$0.5 per Consideration Share
“JV Agreement”	the joint venture agreement to be entered into between the JV Partner and King Castle
“JV Company”	the company to be incorporated under the laws of Hong Kong under the JV Agreement, whose entire issued share capital shall be owned as to 49% by King Castle and 51% by the JV Partner
“JV Partner”	a company incorporated under the laws of Arizona, the U.S. and listed in the Alternative Investment Market of the London Stock Exchange, which is engaged in the development and manufacture of armor materials to serve the military, governmental and commercial sectors globally. To the best of the Directors’ knowledge, information and belief, and after making all reasonable enquiries, the JV Partner is a third party independent of the Company and the connected persons of the Company
“King Castle”	King Castle Holdings Limited, a company incorporated under the laws of BVI with limited liability, the entire issued share capital of which are wholly-owned by the Vendor as at the date of this announcement
“King Castle Group”	King Castle together with SH Armor and the JV Company
“Last Trading Day”	27 July 2009, being the last trading day prior to the date of the Subscription Agreements and the S&P Agreement
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Patent”	the patent as referred to in the JV Agreement
“PRC”	the Peoples’ Republic of China, for the purpose of this announcement, not including Hong Kong, the Macau Special Administrative Region of the PRC, and Taiwan
“S&P Agreement”	the conditional sale and purchase agreement dated 28 July 2009 between CAMP BVI and the Vendor in relation to the Acquisition
“Sale Share”	1 share of US1.00 in the capital of King Castle, representing the entire issued share capital of King Castle
“SH Armor”	上海新盾商貿有限公司 (Shanghai New Armor Co.*), a company incorporated with limited liability under the laws of the PRC, whose equity interests are held by the Trustees as at the date of this announcement

“SH Armor Equity Interests”	the equity interests in the entire registered capital of the SH Amor
“Share(s)”	share(s) of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	the six subscribers of the Subscription Shares under the Subscription Agreements
“Subscription”	the subscription of the Subscription Shares pursuant to the terms of the Subscription Agreements
“Subscription Agreements”	the six subscription agreements dated 28 July 2009 between the Company and the Subscribers respectively
“Subscription Completion”	completion of the Subscription pursuant to the terms of the Subscription Agreements
“Subscription Condition”	the condition of the Subscription Agreements, details of which are set out in the section headed “Subscription Condition” of this announcement
“Subscription Price”	HK\$0.5 per Subscription Share
“Subscription Shares”	31,600,000 new Shares to be issued by the Company to the Subscribers pursuant to the Subscription Agreements
“Technology”	knowledge, expertise and technology of the JV Partner to manufacture and sell armor products as described under the JV Agreement
“Trust Agreement”	the trust agreement dated 18 July 2008 entered into between King Castle as the beneficiary and the Trustees as trustees
“Trustees”	the two PRC residents, each of whom holds 50% of the equity interests of SH Armor under the Trust Agreement in favour of and for King Castle. To the best of the Directors’ knowledge, information and belief, and after making reasonable enquiries, the Trustees are third parties independent of the Company and the connected persons of the Company
“U.S.”	United States of America
“Vendor”	M&M Holdings, Inc., a company incorporated under the laws of Samoa with limited liability, the entire issued share capital of which are wholly-owned by Green Meadow Finance Limited, which in turn is wholly-owned by Ms. Jing-Yea Amy Hsu, the ultimate beneficial owner of King Castle as at the date of this announcement

“WFOE”	wholly foreign owned enterprise
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By order of the Board
Van Shung Chong Holdings Limited
Andrew Cho Fai Yao
Chairman

Hong Kong, 28 July 2009

As at the date of this announcement, the Board comprises Andrew Cho Fai Yao (Chairman), Fernando Sai Ming Dong (being the executive Directors), Chow Yei Ching, Harold Richard Kahler, Kenny King Ching Tam, Xu Lin Bao (being the independent non-executive Directors).

* *For identification purpose only*