

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.



XPRESS GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code 185)

MAJOR TRANSACTION AND RESUMPTION OF TRADING

The Board would like to announce that on 24 November 2010, CRPL has received the Acceptance Letter confirming the successful tender for the Properties at a price of S\$21,000,000 (approximately HK\$124,530,000) for the purpose of holding or for redevelopment.

As the applicable percentage ratios (as defined in the Listing Rules) in respect of the Acquisition are greater than 25% but less than 100%, the Acquisition constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and consequently are subject to notification, publication and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Written approval of the execution and performance of the Agreement and the transactions thereby contemplated was on 29 November 2010 obtained from a Closely Allied Group of Shareholders who together holding approximately 63.73% of the current issued share capital of the Company. As no shareholders of the Company are required to abstain from voting at a general meeting to approve the Agreement and the transactions thereby contemplated, the written approval of the Closely Allied Group of Shareholders has been accepted under the Listing Rules in lieu of a majority vote at a general meeting of the Company to approve the Agreement and the transactions thereby contemplated.

A circular containing, among others things, details of the Acquisition and other disclosure requirements under the Listing Rules will be dispatched to the Shareholders on or before 25 February 2011.

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended with effect from 9:30 a.m. on 25 November 2010 pending the release of this announcement.

Application has been made to the Stock Exchange for the resumption in trading of the shares of the Company on the Stock Exchange with effect from 9:30 a.m. on 30 November 2010.

INTRODUCTION

The Board would like to announce that on 24 November 2010, CRPL has received the Acceptance Letter confirming the successful tender for the Properties at a price of S\$21,000,000 (approximately HK\$124,530,000) for the purpose of holding or for redevelopment.

The Acquisition

- Date of Agreement: 24 November 2010
- Vendors: 16 individual vendors which are, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, third parties independent of the Company and connected persons of the Company.
- Purchaser: Corporate Residence Pte Ltd, a 90% owned subsidiary of SingXpress and an indirect wholly-owned subsidiary of the Company.
- Properties: 235 Balestier Road, Waldorf Mansions, Singapore 329699.
- Purchase price: S\$21,000,000 (approximately HK\$124,530,000) payable in cash
- Date of completion: The earliest date for completion is 3 months from 24 November 2010 i.e. 23 February 2011 and the latest date for completion is 15 months from 24 November 2010 i.e. 23 February 2012, or such other later date as may be agreed between the parties in writing.
- Condition for completion:
1. The Purchaser is responsible for obtaining the approval of the Land Dealings (Approval) Unit or such other relevant authorities pursuant to the Residential Property Act (Cap. 274) for the purchase of the Properties ("the RPA Approval").
 2. In the event that the RPA Approval is not obtained on or before the date of completion or is not granted by the relevant authorities, or the approval of the shareholders of SingXpress at the extraordinary general meeting of SingXpress is not obtained, the Purchaser shall have the right to designate a Singapore citizen or a Singapore company or other entity which is not disqualified from purchasing the Properties to complete the sale and purchase.

3. The sale and purchase is conditional upon the owners of the Properties obtaining within 12 months from 24 November 2010 i.e. 23 November 2011 or such later date as parties may mutually agree, an Order (from the Strata Titles Board or the High Court of the Republic of Singapore, as the case may be) for the sale of the Properties collectively. In the event that the Order for the sale is not obtained within the said 12 months, the sale and purchase shall be null and void in which event all monies paid by the Purchaser to the Vendors shall be refunded in full to the Purchaser without any interest and neither party shall thereafter have any claim against the other for costs, damages, compensation or otherwise.

The Properties consist of an existing block of 16 residential units covering a total site area of approximately 11,384 square foot.

Financing of the Project

The tender price of S\$21,000,000 (approximately HK\$124,530,000) for the Acquisition was submitted after taking into consideration the recent market transacted prices of similar properties and feasibility study performed by the Group.

The Group may finance the funding requirements for the Acquisition and redevelopment of the Properties by internal resources, corporate banking facilities and project financing or from other sources as deemed appropriate by the Board from time to time. If the Board deems it appropriate to conduct other capital raising exercises to support this project the Company will make a further announcement in due course.

Reasons for the Acquisition

The Group is engaged in property trading and investment, properties development, financial services and securities investments, including corporate finance, consumer finance and hotel operation.

The Directors are optimistic about the property market in Singapore. The Board believes that the Acquisition of the interest in the Properties will further enhance the Group's asset portfolio and strengthen the position of the Group in the property market in Singapore. The Directors consider that the terms of the Acquisition are on normal commercial terms, and are fair and reasonable so far as the Company and the Shareholders are concerned, and that the Acquisition is in the interest of the Company and the Shareholders as a whole.

The Board does not expect the Acquisition to have any significant effect on the earnings and assets and liabilities of the Group.

Information of SingXpress

SingXpress is engaged in securities investments, property development and property trading and investment business. As at the date of this announcement, XCL has interest in 191,108,000 Shares of SingXpress, representing about 51.37% of the existing issued share capital of SingXpress and is accounted for as a subsidiary of the Company.

The Directors consider that the terms of the Agreement are on normal commercial terms, and are fair and reasonable so far as the Company and the Shareholders are concerned, and that the term of the Agreement is in the interest of the Company and the Shareholders as a whole.

GENERAL

As the applicable percentage ratios (as defined in the Listing Rules) in respect of the Acquisition are greater than 25% but less than 100%, the Acquisition constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and consequently are subject to notification, publication and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Written approval of the execution and performance of the Agreement and the transactions thereby contemplated was on 29 November 2010 obtained from a Closely Allied Group of Shareholders who together holding approximately 63.73% of the current issued share capital of the Company. As no shareholders of the Company are required to abstain from voting at a general meeting to approve the Agreement and the transactions thereby contemplated, the written approval of the Closely Allied Group of Shareholders has been accepted under the Listing Rules in lieu of a majority vote at a general meeting of the Company to approve the Agreement and the transactions thereby contemplated.

A circular containing, among others things, details of the Agreement, the transactions as contemplated under the Agreement; and other disclosure requirements under the Listing Rules will be dispatched to the Shareholders on or before 25 February 2011 as the Company expects it would take approximately 3 months for the preparation and finalization of the Circular including, among others, to compile indebtedness statement, working capital statement of the Group and obtain the valuation of the Properties.

RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended with effect from 9:30 a.m. on 25 November 2010 pending the release of this announcement.

Application has been made to the Stock Exchange for the resumption in trading of the shares of the Company on the Stock Exchange with effect from 9:30 a.m. on 30 November 2010.

DEFINITIONS

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

- | | | |
|---------------------|---|--|
| “Acceptance Letter” | : | the acceptance letter dated 24 November 2010 relating to the successful tender for the Acquisition |
| “Acquisition” | : | The successful tender for the acquisition of the Properties by CRPL |

“Agreement”	:	The tender document together with the Acceptance Letter
“associate”	:	has the meaning defined in Chapter 1 of the Listing Rules
“Board”	:	the board of Directors
“Closely Allied Group of Shareholders”	:	<ol style="list-style-type: none"> (1) Prime Star Group Co. Ltd, wholly owned by Ms. Chan Yoke Keow (being a director of the Company), is a beneficiary of 585,800,065 shares (22.18%) of the Company; (2) Mr. Chan Heng Fai (the spouse of Ms. Chan Yoke Keow, being a director of the Company) owns 1,052,075,486 shares (39.84%) of the Company; (3) Ms. Chan Yoke Keow (the spouse of Mr. Chan Heng Fai) owns 45,279,741 shares (1.71%) of the Company.
“Company”	:	Xpress Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“CRPL”	:	Corporate Residence Pte Ltd, a 90% owned subsidiary of SingXpress and an indirect wholly-owned subsidiary of the Company
“Director(s)”	:	the director(s) of the Company
“Group”	:	the Company and its subsidiaries from time to time
“Hong Kong”	:	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	:	Rules Governing the Listing of Securities on the Stock Exchange
“Project”	:	the project of owning and redeveloping the Properties
“Properties”	:	the existing block of 16 residential units located in 235 Balestier Road, Waldorf Mansions, Singapore 329699
“Shareholder(s)”	:	shareholder(s) of the Company
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SingXpress”	:	SingXpress Ltd, an indirect 51.35% owned subsidiary of the Company, the shares of which are listed on the SGX-ST
“Stock Exchange”	:	The Stock Exchange of Hong Kong Limited
“XCL”	:	Xpress Credit Limited, an indirect wholly owned subsidiary of the Company

“HK\$” : Hong Kong dollar(s), the lawful currency of Hong Kong
“S\$” : Singapore dollars, the lawful currency of Singapore
“%” : per cent.

By Order of the Board
Xpress Group Limited
Chan Tong Wan
Managing Director

Hong Kong SAR, 29 November 2010

As at the date of this announcement, the Board comprises of the executive directors Mr. Chan Heng Fai, Mr. Chan Tong Wan, Ms. Chan Yoke Keow and non-executive director Mr. Fong Kwok Jen as well as independent non-executive directors Mr. Wong Dor Luk, Peter, Mr. Joao Paulo Da Roza and Mr. Wong Tat Keung.