



泰興光學集團有限公司*

Moulin Global Eyecare Holdings Limited

(Incorporated in Bermuda with limited liability)
(Provisional Liquidators Appointed)
(Stock code: 389)

DISPOSAL OF ASIAN DISTRIBUTION BUSINESS
LISTING RULE 13.09

The Seller, being an indirect wholly-owned subsidiary of the Company, entered into the Agreement on 8 December 2005 with the Purchaser, a company which is managed by Mr. Edward Lau, Mr. Allen Lee and Mr. Ian Lucas all former management employees of the Group, for the purpose of the sale of the Sale Assets for a total consideration of HK\$10,000,000.

The consideration was arrived at after arm's length negotiations between the relevant parties by reference to the realisable value of the Sale Assets and the uncertainty as to the continuity of the licences relied on by the Seller for the purpose of selling branded eyewear products.

Completion of the Transaction was conditional on various conditions set out under the section headed "Conditions" of this announcement. Completion occurred on 22 December 2005.

Having regard to all the circumstances, the Provisional Liquidators consider that the Transaction was in the interests of the Company and is fair and reasonable so far as the Shareholders are concerned.

Part of the consideration (namely HK\$78,298) is to be paid to Martin Far East in consideration of it agreeing to novate certain inter-company debts to the Purchaser. The consideration will ultimately form part of the estate of the relevant Group companies and will be applied by those companies in the ordinary course of their business or winding-up (as applicable).

The Transaction does not constitute a notifiable transaction or connected transaction for the Company under Chapter 14 or 14A of the Listing Rules and disclosure is being made pursuant to the Company's general obligation to keep the public apprised of the position of the Group under Rule 13.09 of the Listing Rules.

Trading in the Company's shares has been suspended since 18 April 2005 and will continue to be suspended until further notice.

Reference is made to the Company's announcement dated 24 June 2005 in which the appointment of the Provisional Liquidators was disclosed.

THE AGREEMENT DATED 8 DECEMBER 2005

- Parties:**
- (1) Seller
 - (2) Purchaser
 - (3) Provisional Liquidators

Sale Assets

- (1) The Company's entire indirect equity interest in the Sale Subsidiaries such that following Completion, the Sale Subsidiaries ceased to be the subsidiaries of the Company.
- (2) The Seller's stock (including the stock held by the Taiwan Branch) on hand.
- (3) The Seller's (excluding the Taiwan Branch) receivables in respect of sales for the period on and from 24 October 2005 and all receivables due to the Taiwan Branch.
- (4) Certain furniture and fittings and plant and equipment situated at the premises of the Seller and its Taiwan Branch.
- (5) Subject to retaining sufficient funds to meet the known creditors of the Taiwan Branch as at Completion and the costs of any subsequent liquidation of the Taiwan Branch, the Seller's cash balance in the bank accounts in Taiwan.

Consideration

The total cash consideration for the Sale Assets was HK\$10,000,000. The Purchaser paid to the Seller HK\$500,000 on 8 December 2005 by way of deposit. The balance of HK\$9,500,000 was paid at Completion. The consideration was arrived at after arm's length negotiation between the relevant parties and after extensive marketing efforts by the Provisional Liquidators and by reference to the realisable value of the Sale Assets and the uncertainty as to the continuity of the licences relied on by the Seller for the purpose of selling branded eyewear products.

The Sale Subsidiaries' business relies heavily on a number of licences held by Group companies to support the sale of branded eyewear products. The potential impact on the value of the assets and the business of the Sale Subsidiaries in the event that licences supporting the distribution of branded stock are terminated was a key factor in the need to complete the sale of the Sale Assets in a timely manner. In the circumstances the Provisional Liquidators determined that the Transaction was in the best interests of the Company and its stakeholders.

In addition to the consideration, at Completion the Purchaser paid to the Seller the sum of approximately HK\$1,453,000 representing costs incurred by the Group in respect of:

- (1) leasing and improvement costs associated with the Premises;
- (2) an amount equal to the deposits paid to third parties on and from 24 October 2005 in respect of the supply of stock by the Seller;
- (3) all employee entitlements paid to the Asian Distribution Businesses' employees between the period 24 October 2005 through Completion;

- (4) costs of delivering stock to customers during the period 24 October 2005 through Completion together with all travel and related expenses incurred by Asian Distribution Businesses' employees during that period.

Conditions

Completion was conditional upon:

- (1) The sanction of the Court. On 13 December 2005 the Court sanctioned the Transaction.
- (2) The execution of a Deed of Novation pursuant to which inter-company debts owed by the following Sale Subsidiaries to Group companies were novated to the Purchaser. Set out below is a summary of the inter-company debts novated to the Purchaser upon Completion:

Debtor: Metzler International (Singapore) Pte. Ltd.

Creditor:	Amount HK\$
Metzler International (Asia) Limited (In Liquidation)	25,226,357
Martin (Far East) Optical Co. Ltd.	813,056

Debtor: Metzler International (Philippines) Inc.

Creditor:	Amount HK\$
Metzler International (Asia) Limited (In Liquidation)	10,532,681

- (3) The completion of the sale to the Purchaser of Victory Epoch's entire issued share capital which in turn owns the entire issued share capital of the Tenant.

Completion occurred on 22 December 2005.

USE OF PROCEEDS

Part of the consideration (namely HK\$78,298) is to be paid to Martin Far East in consideration of it agreeing to novate certain inter-company debts to the Purchaser. The consideration will ultimately form part of the estate of relevant Group companies and will be applied by those companies in the ordinary course of their business or winding-up (as applicable).

REASONS FOR DISPOSAL

The Provisional Liquidators had continued to operate the Asian Distribution Business with the aim of, inter alia, achieving a going concern sale and to preserve the value and realise the debtors and inventory of the Asian Distribution Business. The Asian Distribution Business relies heavily on licences held by Group companies for the distribution of branded products. While the Provisional Liquidators have been in discussions with the major licensors for some time, there is uncertainty as to the continuation of the licensing arrangements as a result of the recent events concerning the Group. In the event that the licences are terminated, the inventory currently on hand would be worth little, if not worthless.

Having regard to these issues it is the Provisional Liquidators' view that the Transaction is in the best interests of the Company and all its stakeholders and that the offer from the Purchaser represents fair market value of the Sale Assets in the prevailing circumstances. It was the Provisional Liquidators' opinion that waiting for the formal appointment of liquidators in respect of the Seller prior to a sale of the Sale Assets would have greatly prejudiced the value of the Sale Assets.

GENERAL

To the best of the knowledge of the Provisional Liquidators, the Purchaser is a special purpose vehicle which is primarily involved in investment activities and is an independent third party, which is not a connected person of the Company (as defined in the Listing Rules). Lau Tak Chuen Edward, a former director of a number of Group companies, is a director and holds 6% of the issued share capital of the Purchaser. The other former management employees and directors of the Purchaser are not connected persons of the Company (as defined in the Listing Rules).

The Transaction does not constitute a notifiable transaction or connected transaction for the Company under Chapter 14 or 14A of the Listing Rules and disclosure is being made pursuant to the Company's general obligation to keep the public apprised of the position of the Group under Rule 13.09 of the Listing Rules.

Prior to the appointment of the Provisional Liquidators, the principal activities of the Group comprised the design, manufacture, distribution and retail of eyewear products to customers worldwide. The Provisional Liquidators are continuing in their endeavours to investigate the Group's assets, liabilities and prospects and to secure buyer(s) for the balance of the Group's assets. In addition, certain of the Group's other distribution businesses continue to operate. A further announcement in relation to the Group's operations and prospects will be made as and when there are further material developments.

As at the date of this announcement, the Chairman (Mr. Ma Bo Kee) and Chief Executive Officer (Mr. Ma Lit Kin, Cary) remain as Directors. The board of the Company comprises:

Executive Directors:

Mr. Ma Bo Kee

Mr. Ma Bo Fung

Mr. Ma Bo Lung

Mr. Ma Lit Kin, Cary

Although the board comprises the above individuals, effective management and control of the Company is now in the hands of the Provisional Liquidators pursuant to the court order of 23 June 2005.

Trading in the Company's shares has been suspended since 18 April 2005 and will continue to be suspended until further notice.

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

“Asian Distribution Business” means the wholesale purchase and distribution of eyewear products business conducted by the Seller and the Sale Subsidiaries;

“Agreement” means the agreement dated 8 December 2005 entered into between the Seller, the Purchaser and the Provisional Liquidators for the sale and purchase of the Sale Assets on and subject to the terms and conditions described therein;

“Company”	means Moulin Global Eyecare Holdings Limited (Provisional Liquidators Appointed), a company incorporated in Bermuda on 18 May 1993 with limited liability, the shares of which are listed on the Stock Exchange;
“Completion”	means completion of the Transaction;
“Court”	means the High Court of Hong Kong, Court of First Instance;
“Directors”	means the directors of the Company;
“Group”	means the Company and its subsidiaries;
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“Martin Far East”	means Martin (Far East) Optical Co. Ltd. an indirect wholly-owned subsidiary of the Company;
“Premises”	the newly leased premises from which the Seller conducts the Asian Distribution Business situate at 3&5 Wang Tai Road, Kowloon, Hong Kong which are leased by the Tenant;
“PRC”	means the Peoples’ Republic of China;
“Provisional Liquidators”	means, jointly and severally, Messrs Desmond Chung Seng Chiong and Roderick John Sutton in their capacity as joint and several provisional liquidators of the Company and the Seller pursuant to orders of the Deputy High Court Judge Poon dated 23 June 2005;
“Purchaser”	means Eternal Sino Investments Limited, a company incorporated in the British Virgin Islands and which is managed by Mr. Edward Lau, Mr. Allen Lee and Mr. Ian Lucas all former management employees of the Group;
“Sale Assets”	means collectively, the sale assets as described above under the heading “Sale Assets”;
“Sale Shares”	means collectively, the shares held by the Seller in each the Sale Subsidiaries;
“Sale Subsidiaries”	means collectively, Metzler International (Singapore) Pte. Ltd, Metzler International (Malaysia) Sdn. Bhd. and Metzler International (Philippines) Inc, all of which were subsidiaries of the Company prior to the Transaction;
“Seller”	Metzler International (Asia) Limited (In Liquidation);
“Shareholders”	means the shareholders of the Company;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;

“Taiwan Branch”	means the registered Taiwan Branch of the Seller;
“Tenant”	means New United Management Limited an indirect wholly-owned subsidiary of the Company incorporated in Hong Kong for the purpose of leasing the Premises;
“Transaction”	means the sale and purchase of the Sale Assets in accordance with the terms and conditions of the Agreement;
“Victory Epoch”	means Victory Epoch Investments Limited an indirect wholly-owned subsidiary of the Company prior to the Transaction incorporated in the British Virgin Islands for the purpose of holding the entire issued share capital of the Tenant; and
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong.

For and on behalf of
Moulin Global Eyecare Holdings Limited
(Provisional Liquidators Appointed)
Roderick John Sutton
Desmond Chung Seng Chiong
Joint and Several Provisional Liquidators

Hong Kong, 22 December 2005

** For identification purpose only*

Please also refer to the published version of this announcement in the China Daily.