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LILANZ 利郎
CHINA LILANG LIMITED
中國利郎有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1234)

**CONTINUING CONNECTED TRANSACTION:
LEASE OF PROPERTY**

On 15 December 2010, Lilang China, a wholly owned subsidiary of the Company, entered into the New Tenancy Agreement with Jinlang Fujian, pursuant to which Lilang China agreed to lease the Premises from Jinlang Fujian for a term commencing from 1 January 2011 and ending on 31 December 2013.

As at the date of this announcement, Jinlang Fujian is wholly owned by the Wang Brothers, who are three of the executive Directors and Controlling Shareholders, and is therefore a connected person of our Company under the Listing Rules. Accordingly, the tenancy arrangement as contemplated under the New Tenancy Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

The annual rent (exclusive of water and electricity charges, gas and steam fees, telephone charges, property maintenance fees and other fees in relation to the use of the Premises) payable by Lilang China under the New Tenancy Agreement will be RMB3,031,092 and the applicable percentage ratios (as prescribed under Chapter 14 of the Listing Rules) will exceed 0.1% but will not exceed 5%. Accordingly, the tenancy arrangement as contemplated under the New Tenancy Agreement will only be subject to the reporting, announcement and annual review requirements but exempt from independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

As disclosed in the Prospectus, the Premises have been leased by the Group under the 2008 Tenancy Agreement and the 2009 Tenancy Agreement for use as its headquarters at Lilang Industrial Park.

Pursuant to the 2008 Tenancy Agreement entered into between Jinlang Fujian as landlord and Lilang China as lessee, Lilang China agreed to lease a piece of land with a site area of approximately 7,418 sq.m. located at Lilang Industrial Park, together with two buildings erected thereon, with an aggregate gross floor area of approximately 17,095.01 sq.m. for a term commencing from 1 March 2008 and ending on 31 December 2010. The leased area has been used by the Group for office, retail outlet and staff dormitory purposes. The quarterly rent payable by Lilang China to Jinlang Fujian under the 2008 Tenancy Agreement was RMB329,750. Such rent was exclusive of water and electricity charges, gas and steam fees, telephone charges, property maintenance fees and other fees in relation to the use of the Premises.

Pursuant to the 2009 Tenancy Agreement entered into between Jinlang Fujian as landlord and Lilang China as lessee, Lilang China agreed to lease a piece of land with a site area of approximately 2,864.66 sq.m. located at Lilang Industrial Park, together with several floors of a building erected thereon, with an aggregate gross floor area of 10,971.56 sq.m., for a term commencing from 1 March 2009 and ending on 31 December 2010. The leased area has been used by the Group as office. The quarterly rent payable by Lilang China to Jinlang Fujian under the 2009 Tenancy Agreement was RMB213,945. Such rent was exclusive of water and electricity charges, gas and steam fees, telephone charges, property maintenance fees and other fees in relation to the use of the Premises.

As the 2008 Tenancy Agreement and 2009 Tenancy Agreement will expire on 31 December 2010 and shall be renewable upon further agreement by the parties (subject to compliance with the Listing Rules), on 15 December 2010, Lilang China entered into the New Tenancy Agreement with Jinlang Fujian for the lease of a substantial part of the aforesaid Premises, with a reduction of approximately 309.33 sq.m. in the aggregate gross floor area.

NEW TENANCY AGREEMENT

Date: 15 December 2010

Parties: Lessee: Lilang China, a wholly-owned subsidiary of the Company

Landlord: Jinlang Fujian, which relationship with the Group is more particularly set out in the paragraph headed “General” below

Premises:

Two parcels of land with an aggregate site area of 10,282.66 sq.m. located at Lilang Industrial Park together with several units and floors of three buildings erected thereon, with an aggregate gross floor area of approximately 27,757.24 sq.m..

Term:

From 1 January 2011 to 31 December 2013 (both days inclusive), which shall be renewable upon further agreement by the parties (subject to compliance with the Listing Rules). Pursuant to the New Tenancy Agreement, Lilang China may terminate the New Tenancy Agreement at any time during the term of the New Tenancy Agreement by serving not less than one month prior written notice to Jinlang Fujian.

Use:

The Premises will be used for office, retail outlet and staff dormitory purposes.

Rent:

Pursuant to the New Tenancy Agreement, the monthly rent is RMB252,591 payable within the first five business days of the relevant calendar month. Such rent is exclusive of water and electricity charges, gas and steam fees, telephone charges, property maintenance fees and other fees in relation to the use of the Premises. The rent was arrived at after arm’s length negotiation between the parties and determined by reference to the market rent of the Premises as indicated by a valuation on the rent of the Premises as at 30 November 2010 obtained from a professional valuer.

The Directors anticipate that the rent payable by Lilang China to Jinlang Fujian under the New Tenancy Agreement will not exceed RMB3,031,092 for each of the three years ending 31 December 2013. The annual caps represent the actual rent payable by Lilang China to Jinlang Fujian pursuant to the New Tenancy Agreement.

Under the 2008 Tenancy Agreement and 2009 Tenancy Agreement, the aggregate rent paid or payable by Lilang China to Jinlang Fujian during the year ended 31 December 2009 amounted to RMB2,032,150 and the aggregate rent anticipated to be payable for the year ending 31 December 2010 is RMB2,174,780.

REASONS FOR THE TRANSACTION

As disclosed in the Prospectus, the Premises have been leased by the Group under the 2008 Tenancy Agreement and the 2009 Tenancy Agreement for use as its headquarters at Lilang Industrial Park. On 15 December 2010, the Group entered into the New Tenancy Agreement as the 2008 Tenancy Agreement and 2009 Tenancy Agreement will expire on 31 December 2010 and it is intended that the Group will continue to use the Premises as its headquarters.

The Directors (including independent non-executive Directors) are of the opinion that:

- (i) the terms (including the rent) of the New Tenancy Agreement are on normal commercial terms that are fair and reasonable;
- (ii) the annual rent payable by the Group under the New Tenancy Agreement is fair and reasonable; and
- (iii) the continuing connected transaction constituted under the New Tenancy Agreement is and will be conducted in the ordinary and usual course of business of the Group and in the interests of the Company and its shareholders as a whole.

GENERAL

The Company is an investment holding company and its subsidiaries are principally engaged in manufacturing and wholesaling of branded menswear and related accessories in the PRC. The lessee under the New Tenancy Agreement is a wholly-owned subsidiary of the Company and is principally engaged in manufacturing and wholesaling of menswear and accessories.

Jinlang Fujian is principally engaged in, among others, investment in real estate. As at the date of this announcement, Jinlang Fujian is wholly owned by the Wang Brothers, who are three of the executive Directors and Controlling Shareholders, and is therefore a connected person of our Company under the Listing Rules. Accordingly, the tenancy arrangement as contemplated under the New Tenancy Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. As the Wang Brothers have a material interest in the tenancy arrangement as contemplated under the New Tenancy Agreement, each of the Wang Brothers had abstained from voting in favour of the Board resolution approving the New Tenancy Agreement.

The annual rent (exclusive of water and electricity charges, gas and steam fees, telephone charges, property maintenance fees and other fees in relation to the use of the Premises) payable by Lilang China under the New Tenancy Agreement will be RMB3,031,092 and the applicable percentage ratios (as prescribed under Chapter 14 of the Listing Rules) will exceed 0.1% but will not exceed 5%. Accordingly, the tenancy arrangement as contemplated under the New Tenancy Agreement will only be subject to the reporting, announcement and annual review requirements but exempt from independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

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

“2008 Tenancy Agreement”	the tenancy agreement dated 26 May 2008 and entered into between Lilang China as lessee and Jinlang Fujian as landlord, details of which are set out in the Prospectus
“2009 Tenancy Agreement”	the tenancy agreement dated 1 March 2009 and entered into between Lilang China as lessee and Jinlang Fujian as landlord, details of which are set out in the Prospectus
“Board”	the board of Directors
“Company”	China Lilang Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	collectively, the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jinlang Fujian”	金郎(福建)投資有限公司 (Jinlang (Fujian) Investments Co., Ltd.), a company established in the PRC and wholly-owned by the Wang Brothers
“Lilang China”	利郎(中國)有限公司 (Lilang (China) Co., Ltd.), a company established in the PRC and a wholly-owned subsidiary of the Company
“Lilang Industrial Park”	Lilang Industrial Park, 200 Changxing Road, Jinjiang City, Fujian Province, the PRC (previously known as Lilang Industrial Park, Nanhuan Road, Qingyang District, Jinjiang City, Fujian Province, the PRC)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Tenancy Agreement”	the tenancy agreement dated 15 December 2010 and entered into between Lilang China as lessee and Jinlang Fujian as landlord for the lease of the Premises
“PRC”	the People’s Republic of China
“Premises”	two parcels of land with an aggregate site area of 10,282.66 sq.m. located at Lilang Industrial Park together with several units and floors of three buildings erected thereon, with an aggregate gross floor area of approximately 27,757.24 sq.m.

“Prospectus”	the prospectus of the Company dated 11 September 2009
“RMB”	Renminbi, the lawful currency of the PRC
“sq.m.”	square metre
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Wang Brothers”	Messrs. Wang Dong Xing, Wang Liang Xing and Wang CongXing, all being executive Directors
“%”	per cent.

By order of the Board
China Lilang Limited
Wang Dong Xing
Chairman

Hong Kong, 15 December 2010

As at the date of this announcement, the executive Directors are Mr. Wang Dong Xing, Mr. Wang Liang Xing, Mr. Wang Cong Xing, Mr. Cai Rong Hua, Mr. Hu Cheng Chu, Mr. Wang Ru Ping, and Mr. Pan Rong Bin; and the independent non-executive Directors are Dr. Lu Hong Te, Mr. Chen Tien Tui and Mr. Nie Xing.