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**LONG SUCCESS INTERNATIONAL (HOLDINGS) LIMITED**

**百齡國際（控股）有限公司\***

*(incorporated in Bermuda with limited liability)*

(Stock Code: 8017)

**SUBSCRIPTION FOR NEW SHARES  
TO BE ISSUED UNDER THE GENERAL MANDATE**

**SUBSCRIPTION FOR NEW SHARES**

On 24 February 2009 (after trading hours), the Company entered into the Subscription Agreement with the Subscribers pursuant to which the Subscribers conditionally agreed to subscribe for and the Company conditionally agreed to issue the Subscription Shares at the Subscription Price of HK\$0.065 per Subscription Share.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Subscribers and its ultimate beneficial owner (as the case may be) is a third party independent of and not connected with the Company and its connected persons.

The Company will apply to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Subscription Shares.

**A. SUBSCRIPTION FOR NEW SHARES**

**Subscription Agreement dated 24 February 2009**

*Parties*

- (i) the Company; and
- (ii) Mr. Tong Jian and More Rich (Asia) Investment Limited as the Subscribers.

Mr. Tong Jian and Ms. Yang Xin (the sole ultimate beneficial owner of More Rich (Asia) Investment Limited), are social acquaintance of the Directors. They are interested in the business plans of the Company and agreed to subscribe for the Subscription Shares when they understood the Company would like to explore possible fund raising avenues to finance its future plans.

\* *For identification purpose only*

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Subscribers and its ultimate beneficial owner (as the case may be) is a third party independent of and not connected with the Company and its connected persons.

#### *Number of Subscription Shares*

The Subscription Shares, representing approximately 5.91% of the existing issued share capital of the Company of 2,862,750,028 Shares and approximately 5.58% of the issued share capital of the Company of 3,031,982,028 Shares as enlarged by the Subscription Shares.

#### *Subscription Price*

HK\$0.065 per Subscription Share, which was determined on an arm's length basis. The Directors consider the Subscription Price to be fair and reasonable.

The Subscription Price represents:

- (i) a premium of approximately 8.33% to the closing price of HK\$0.06 per Share as stated in the daily quotation sheet of the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 5.86% to the average closing price of approximately HK\$0.0614 per Share as stated in the daily quotation sheet of the Stock Exchange for the last five trading days up to and including the Last Trading Day; and
- (iii) a premium of approximately 8.88% to the average closing price of approximately HK\$0.0597 per Share as stated in the daily quotation sheet of the Stock Exchange for the last 10 trading days up to and including the Last Trading Day.

#### *Allocation of Subscription Shares*

The following table summarises the number of Subscription Shares and the aggregate amount of Subscription Price to be paid by each of the Subscribers:

<b>Name of Subscriber</b>	<b>Number of Subscription Shares</b>	<b>Aggregate amount of Subscription Price</b>
Mr. Tong Jian	92,308,000	6,000,020.00
More Rich (Asia) Investment Limited	76,924,000	5,000,060.00
Total:	<u>169,232,000</u>	<u>11,000,080.00</u>

Each of the Subscribers will pay a sum equivalent to their respective aggregate amount of Subscription Price to the Company as deposit within 5 business days from the signing of the Subscription Agreement and such deposit shall be refunded in full to the Subscribers if the conditions precedent of the Subscription Agreement cannot be satisfied.

### *Ranking of Subscription Shares*

The Subscription Shares, when issued and fully paid, will rank pari passu among themselves and with Shares in issue at the time of issue and allotment of the Subscription Shares.

### *Completion of Subscription*

The Subscription is expected to be completed within two (2) business days from the date of fulfillment of the conditions precedent set out below or such later date as the Company and the Subscribers may agree in writing.

### *Conditions of the Subscription Agreement*

Completion of the Subscription Agreement is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Subscription Shares; and
- (ii) (if required) the Bermuda Monetary Authority granting permission to allot and issue the Subscription Shares.

If the above conditions precedent of the Subscription Agreement are not fulfilled within 20 days from the date of the Subscription Agreement or such later date as the parties to the Subscription Agreement may agree in writing, the Subscription Agreement shall terminate.

### *General Mandate to issue the Subscription Shares*

The Subscription Shares will be issued under the General Mandate. As at the date of this announcement, the General Mandate has never been utilized.

## B. EFFECT OF THE SUBSCRIPTION ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The effect of the Subscription on the shareholding structure of the Company (assuming no exercise of the outstanding options under the share option scheme of the Company) is set out below:

	Before completion of the Subscription		After completion of the Subscription	
	Number of Shares	% (approx.)	Number of Shares	% (approx.)
Wide Fine				
International Limited ( <i>Note 1</i> )	852,500,000	29.78%	852,500,000	28.12%
Yip Wai Ki ( <i>Note 2</i> )	10,000,000	0.35%	10,000,000	0.33%
Tong Jian	54,220,000	1.89%	146,528,000	4.83%
More Rich (Asia) Investment Limited ( <i>Note 3</i> )	0	0%	76,924,000	2.54%
<b>Subtotal</b>				
Public Shareholders	<u>1,946,030,028</u>	<u>67.98%</u>	<u>1,946,030,028</u>	<u>64.18%</u>
<b>Total:</b>	<u><u>2,862,750,028</u></u>	<u><u>100%</u></u>	<u><u>3,031,982,028</u></u>	<u><u>100%</u></u>

*Notes:*

1. The 852,500,000 Shares are beneficially owned by and registered in the name of Wide Fine International Limited (“Wide Fine”), a company incorporated in Hong Kong with limited liability and is wholly-owned by Mr. Wong Kam Leong, a Director.
2. Mr. Yip Wai Ki is a Director.
3. More Rich (Asia) Investment Limited is beneficially wholly-owned by Ms. Yang Xin.

## C. EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any fund raising activities during the 12 months immediately preceding the date of this announcement.

## D. USE OF PROCEEDS AND REASONS FOR THE SUBSCRIPTION

The Group is principally engaged in sales of customised software and related computer equipment; provision of technical support and maintenance services; sharing of profits of a junket representative of a VIP lounge in a casino in Macau and money lending business. In view of the current market conditions, the Directors consider that the Subscription represents a good opportunity to broaden the shareholders’ base and the capital base of the Company. The Directors considered that the terms of the Subscription to be fair and reasonable and in the interest of the Group and the Shareholders as a whole.

The total subscription monies payable by the Subscribers to the Company will be HK\$11,000,080. After deducting the professional fees and other expenses in respect of which the Company is liable for in relation to the Subscription, the maximum net proceeds from the Subscription is estimated to be approximately HK\$10,800,000. The net price of each Subscription Share will be approximately HK\$0.0638. The aggregate nominal value of the Subscription Shares is HK\$1,692,320.

The net proceeds from the Subscription will be used as general working capital to develop and expand the Group's principal business and future business developments.

## **E. DEFINITIONS**

In this announcement, unless otherwise defined, terms used shall have the following meanings:

“Board”	the board of Directors;
“Company”	Long Success International (Holdings) Limited (百齡國際(控股)有限公司)*, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on GEM;
“Directors”	directors of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“General Mandate”	the general unconditional mandate to issue 545,715,444 Shares granted to the Directors at the annual general meeting of the Company held on 30 July 2008;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Last Trading Day”	24 February 2009, being the last full trading day for the Shares immediately before the issue of this announcement;
“PRC”	the People's Republic of China, and for the sole purpose of this announcement excludes Hong Kong, Macau Special Administrative Region and Taiwan;

“Shares”	shares of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscribers”	Mr. Tong Jian and More Rich (Asia) Investment Limited, a company incorporated in Hong Kong with limited liability;
“Subscription”	the subscription of the Subscription Shares by the Subscribers pursuant to the Subscription Agreement;
“Subscription Agreement”	the subscription agreement dated 24 February 2009 entered into between the Subscribers and the Company in relation to the Subscription;
“Subscription Price”	HK\$0.065 per Subscription Share; and
“Subscription Shares”	169,232,000 new Shares.

By order of the board of directors of  
**Long Success International (Holdings) Limited**  
**Wong Kam Leong**  
*Chairman*

Hong Kong, 24 February 2009

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Wong Kam Leong, Ms. Li Jie Yi and Mr. Yip Wai Ki; and three independent non-executive Directors, namely Mr. Ng Kwok Chu, Winfield, Mr. Ng Chau Tung, Robert and Mr. Cheng Tze Kit, Larry.*

*This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:*

- 1. the information contained in this announcement is accurate and complete in all material respects and not misleading;*
- 2. there are no other matters the omission of which would make any statement in this announcement misleading; and*
- 3. all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

**This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting and on the Company’s website at [www.long-success.com](http://www.long-success.com).**