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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)

**PROPOSED SHARE CONSOLIDATION AND
CHANGE OF BOARD LOT SIZE**

The Board proposes to implement the Share Consolidation on the basis that every four (4) issued and unissued Shares of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of HK\$0.04 each. The Board also proposes to change the board lot size for trading in the Shares from 4,000 Shares to 10,000 Consolidated Shares upon the Share Consolidation becoming effective.

The Share Consolidation is subject to the Shareholders' approval at the AGM and no Shareholders are required to abstain from voting on the resolution in relation to the Share Consolidation. A circular containing, amongst other things, further details of the Share Consolidation and the notice of the AGM will be despatched to the Shareholders as soon as practicable.

SHARE CONSOLIDATION AND CHANGE OF BOARD LOT SIZE

The Board proposes to implement the Share Consolidation on the basis that every four (4) issued and unissued Shares of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of HK\$0.04 each. Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

* *for identification purpose only*

The Board also proposes to change the board lot size for trading in the Shares from 4,000 Shares to 10,000 Consolidated Shares upon the Share Consolidation becoming effective.

Based on the latest closing price of HK\$0.05 per Share as quoted on the Stock Exchange on the date of this announcement, the theoretical market value of each new board lot of Consolidated Shares would be HK\$2,000.

Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 each, of which 3,067,780,000 Shares of HK\$0.01 each have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and on the basis that no further Shares will be allotted and issued or repurchased prior thereto, the authorised share capital of the Company shall become HK\$100,000,000 divided into 2,500,000,000 Consolidated Shares of HK\$0.04 each, of which 766,945,000 Consolidated Shares of HK\$0.04 each will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank pari passu in all respects with each other in accordance with the Company's memorandum and bye-laws.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective.

Conditions of the Share Consolidation

The Share Consolidation is conditional on:

- (i) the passing by the Shareholders of an ordinary resolution to approve the Share Consolidation at the AGM; and
- (ii) the Stock Exchange granting the listing of, and the permission to deal in, the Consolidated Shares in issue.

Reasons for the Share Consolidation

The Share Consolidation will increase the nominal value of the Shares. It is expected that the Share Consolidation would bring about a corresponding upward adjustments in the trading price of the Consolidated Shares on the Stock Exchange and the Board believes that it may attract more investors and extend the shareholders base of the Company. The Board therefore believes that the Share Consolidation is in the interests of the Company and its Shareholders as a whole.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares and the proposed change of board lot size, the Company will appoint Cinda International to stand in the market to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot matching arrangement will be stated in the circular to be despatched by the Company to the Shareholders.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is expected to be on 12 August 2009, Shareholders may, on or after 12 August 2009 until 18 September 2009 (both days inclusive) submit share certificates for existing Shares (which are in pink) to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for share certificates of the Consolidated Shares (which are in blue), on the basis of four (4) existing Shares for one (1) Consolidated Share. Thereafter, certificates of existing Shares will remain effective as documents of title but will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) per certificate issued or cancelled, whichever is higher, payable by Shareholders.

Adjustments in relation to Options

As at the date of this announcement, there are outstanding Options entitling the holders thereof to subscribe for up to an aggregate of 361,002,028 Shares. The Share Consolidation may cause adjustments to the exercise price and the number of Consolidated Shares to be issued under the Options. The Company will notify the holders of the Options regarding adjustments to be made (if any) pursuant to the terms of the Share Option Scheme of the Company and the GEM Listing Rules.

Adjustments in relation to the Convertible Note

As the date of this announcement, completion of the subscription for the Convertible Note is yet to take place. If completion of the subscription takes place and the Share Consolidation becomes effective, corresponding adjustments will be made in accordance with the terms of the Convertible Note which is in the principal amount of HK\$15,000,000 convertible into 115,384,615 Shares. The Company will make a further announcement about the adjustments.

Adjustments in relation to the Convertible Bonds

As the date of this announcement, completion of the Acquisition has taken place but the Convertible Bonds are yet to be issued. If the Share Consolidation becomes effective, corresponding adjustments will be made in accordance with the terms of the Convertible Bonds which are in the aggregate principal amount of HK\$40,000,000 convertible into 333,333,333 Shares. The Company will make a further announcement about the adjustments.

Save as disclosed above, the Company has no other outstanding options, warrants or other securities convertible into or giving rights to subscribe for Shares or Consolidated Shares, as the case may be.

Expected Timetable

The expected timetable for implementation of the Share Consolidation and the associated trading arrangements is set out below:

2009

Latest time for lodging forms of proxy for AGM	11:00 a.m. Sunday 9 August
Date of AGM	11:00 a.m. Tuesday 11 August
Effective date of the Share Consolidation	Wednesday, 12 August
Dealings in Consolidated Shares commence	9:30 a.m. Wednesday 12 August
Original counter for trading in Shares in board lots of 4,000 Shares temporarily closes	9:30 a.m. Wednesday 12 August
Temporary counter for trading in Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates in pink) opens	9:30 a.m. Wednesday 12 August

First day for free exchange of existing share certificates in pink for new share certificates in blue Wednesday, 12 August

Original counter for trading in Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates in blue) re-opens 9:30 a.m. Wednesday 26 August

Parallel trading in Consolidated Shares (in the form of new share certificates in blue and existing share certificates in pink) commences 9:30 a.m. Wednesday 26 August

Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares 9:30 a.m. Wednesday 26 August

Temporary counter for trading in Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates in pink) closes 4:00 p.m. Tuesday 15 September

Parallel trading in Consolidated Shares (in the form of new share certificates in blue and existing share certificates in pink) closes 4:00 p.m. Tuesday 15 September

Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares 4:00 p.m. Tuesday 15 September

Last day for free exchange of existing share certificates in pink for new share certificates in blue Friday, 18 September

GENERAL

The Share Consolidation is subject to the Shareholder’s approval at the AGM and no Shareholders are required to abstain from voting on the resolution in relation to the Share Consolidation. A circular containing, amongst other things, further details of the Share Consolidation and the notice of the AGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

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

“Acquisition”	the acquisition of the entire issued capital of Mega Bright Investment Development Limited, details of which are set out in the Company’s circular dated 14 May 2009;
“AGM”	the annual general meeting of the Company to be convened and held on 11 August 2009 for approving, amongst other things, the Share Consolidation;
“Board”	the board of Directors;
“Cinda International”	Cinda International Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Company”	Long Success International (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability and whose Shares are listed on the Stock Exchange;
“Consolidated Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company after the Share Consolidation becoming effective;
“Convertible Bonds”	the convertible bonds in the aggregate principal amount of HK\$40,000,000 to be issued by the Company, in partial settlement of the consideration under the Acquisition, principal terms of which are set out in the circular of the Company dated 14 May 2009;
“Convertible Note”	the convertible note due 2010 in the principal amount of HK\$15,000,000 to be issued by the Company, details and principal terms of which are set out in the announcement of the Company dated 19 June 2009;
“Directors”	directors of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;

“GEM Listing Rules”	Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange;
“Hong Kong”	the Hong Kong Special Administrative Region of PRC;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Option(s)”	share option(s) granted under the Share Option Scheme of the Company;
“PRC”	the People’s Republic of China;
“Share(s)”	the share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Share Consolidation”	the proposed consolidation of every four (4) Shares of HK\$0.01 each into one (1) Consolidated Share of HK\$0.04 each; and
“Share Option Scheme”	the share option scheme adopted by the Company on 21 August 2006.

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

Hong Kong, 3 July 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 collectively and individually accept full responsibility, includes particulars given in compliance with 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 at www.hkgem.com for at least 7 days from the date of its publication and on the Company’s website at www.long-success.com.