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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)**

### **HOLDING ANNOUNCEMENT**

The Company makes this holding announcement to inform the public of the current status of the Company. The Directors wish to announce that the Purchaser has, on 13 October 2011, entered into a sale and purchase agreement with the Vendors relating to the acquisition of the entire issued share capital of the Target Company at a consideration of HK\$780,000,000, to be payable by the Purchaser to the Vendors in cash and by issue of consideration shares and convertible notes of the Company.

The Proposed Acquisition constitutes a very substantial acquisition and connected transaction of the Company under the GEM Listing Rules. As at the date of this announcement, the Company is in the process of preparing the announcement in relation to the Proposed Acquisition and the Directors consider that additional time is required for such purposes.

Trading in the shares of the Company on GEM will remain suspended pending the publication of the announcement in relation to the Proposed Acquisition.

Reference is made to the announcement of Long Success International (Holdings) Limited (the “**Company**”) dated 14 October 2011 in respect of the suspension of trading in shares of the Company on the Growth Enterprise Market operated by the Stock Exchange of Hong Kong Limited (“**GEM**”) with effect from 9:00 a.m. on 14 October 2011 pending the publication of an announcement in relation to a very substantial acquisition and connected transaction of the Company.

The Company makes this holding announcement to inform the public of the current status of the Company. The directors of the Company (the “**Directors**”) wish to announce that a wholly owned subsidiary of the Company (the “**Purchaser**”) has, on 13 October 2011, entered into a sale and purchase agreement (the “**Sale and Purchase Agreement**”) with Wide Fine (Asia) Development Limited (a company beneficially owned by Mr. Wong Kam Leong, a substantial shareholder of the Company and an

executive Director) and Gain Concept Industries Limited (an independent third party of the Company) (collectively, the “**Vendors**”) relating to the acquisition of the entire issued share capital of Fame Shine Holdings Limited (the “**Target Company**”) at a consideration of HK\$780,000,000, to be payable by the Purchaser to the Vendors in cash and by issue of consideration shares and convertible notes of the Company (the “**Proposed Acquisition**”).

The Purchaser, upon the completion of the Proposed Acquisition, will in turn own 80% of the beneficial interest in Henan Sunrise Silicon Technology Development Company Limited (the “**Sunrise Silicon**”) owned by the Star Grace International Limited (the “**Star Grace**”), a wholly owned subsidiary of the Target Company. Subsequently, the Purchaser, in accordance with the post-completion obligation pursuant to the Sale and Purchase Agreement, agreed to procure Star Grace to inject RMB180,000,000 (equivalent to approximately HK\$220,000,000) as registered capital in Sunrise Silicon, such that the Purchaser will ultimately own 90% of the beneficial interest in Sunrise Silicon.

### **Information of Sunrise Silicon**

Sunrise Silicon is a company established under the laws of the PRC on 12 April 2007 with limited liability and is principally engaged in the business of manufacturing metallurgical silicon in the PRC and its operation includes production, sales and development of metallurgical silicon.

Sunrise Silicon is one of the largest silicon production enterprises in PRC with an annual production capacity of 33,000 tonnes per year. Further to the industrial plan strategised by the government of the Luoyang City of Henan Province of the PRC in the “11th five-year-plan”, Sunrise Silicon targets to produce 100,000 tonnes of metallurgical silicon per year.

The Proposed Acquisition constitutes a very substantial acquisition and connected transaction of the Company under the Rules Governing the Listing of the Securities on GEM (the “**GEM Listing Rules**”). As at the date of this announcement, the Company is in the process of preparing the announcement in relation to the Proposed Acquisition and the Directors consider that additional time is required for such purposes. The announcement setting out, among others, details of the Proposed Acquisition in accordance with the GEM Listing Rules will be published as and when appropriate.

Trading in the shares of the Company on GEM will remain suspended pending the publication of the announcement in relation to the Proposed Acquisition.

By Order of the Board  
**Long Success International (Holdings) Limited**  
**Wong Kam Leong**  
*Chairman*

Hong Kong, 26 October 2011

*As at the date hereof, the Board comprises of four executive Directors, namely Mr. Wong Kam Leong, Mr. Hu Dongguang, Mr. Wu Bingxiang and Dr. Guo Wanda and four independent non-executive Directors namely Mr. Ng Kwok Chu, Winfield, Mr. Ng Chau Tung, Robert, Mr. Tse Ching Leung and Mr. Wang Qingyi.*

*This announcement, for which the Directors 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement in this announcement misleading.*

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

*\* for the purpose of identification only*