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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)

**NON-LEGALLY BINDING
MEMORANDUM OF UNDERSTANDING IN RELATION TO THE
POSSIBLE ACQUISITION**

This announcement is made by Long Success International (Holdings) Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to the Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

**MEMORANDUM OF UNDERSTANDING IN RELATION TO THE POSSIBLE
ACQUISITION**

The board (the “**Board**”) of directors of the Company (the “**Directors**”) announces that on 18 November 2014, the Company and an independent third party (the “**Potential Vendor**”) entered into a memorandum of understanding (the “**MOU**”) in relation to the Group’s possible acquisition of a 51% equity interest in a company (the “**Target Company**”) that is principally engaged in the manufacturing and trading of electronic products (the “**Possible Acquisition**”).

To the best of the Directors’ knowledge, information and belief and having made all reasonable enquires, the Potential Vendor and their respective ultimate beneficial owners are not connected persons of the Company and are third parties independent of the Company and its connected persons.

MAJOR TERMS OF THE MOU

Under the MOU, the Potential Vendor and the Company intend, within six months after the date of the MOU (the “**Exclusivity Period**”), enter into a formal and binding agreement (the “**Definitive Agreement**”) in respect of the Possible Acquisition, in form and content acceptable to the Potential Vendor and the Company.

The Potential Vendor have undertaken that during the Exclusivity Period, they will not discuss, negotiate, enter into any written or verbal agreement or understanding with any third party(ies) for the disposal, sale or transfer of the interest in the Target Company.

The Company has the right to conduct the due diligence review on the financial, legal and other affairs of the Target Company during the Exclusivity Period and then determine whether or not to proceed with the signing of the Definitive Agreement in relation to the Possible Acquisition.

Save for the legally binding provisions relating to conduct of confidentiality, exclusivity, due diligence and governing law in the MOU, the MOU is not legally binding on the parties to the MOU in respect of the Possible Acquisition. The Possible Acquisition is subject to the execution and completion of the Definitive Agreement.

In the event that the Possible Acquisition proceeds, it may constitute a very substantial acquisition for the Company under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). The Company will comply with the relevant disclosure and shareholder approval requirements under the GEM Listing Rules as and when appropriate.

The Board wishes to emphasise that as the Possible Acquisition may or may not proceed, shareholders and investors of the Company should exercise caution when dealing in the shares of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company in the event that any binding agreement has been signed or as and when required by the Listing Rules.

SUSPENSION OF TRADING OF SHARES

As at the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 1:23 p.m. on Tuesday, 3 December 2013 and will remain suspended until further notice.

By Order of the Board
Long Success International (Holdings) Limited
Hui Ngai Hon, Edward
Director

Hong Kong, 18 November 2014

** For identification purpose only*

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Kaneko Hiroshi, Mr. Siu Chi Keung and Mr. Hui Ngai Hon, Edward; and three independent non-executive Directors, namely Mr. Yau Paul, Mr. Wong Ka Shing and Ms. Leung Shuk Lan.

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 herein or this announcement misleading.

This announcement will remain at www.hkgem.com 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 website at www.long-success.com.