

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



LONGLIFE GROUP HOLDINGS LIMITED

朗力福集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8037)

SALE AND PURCHASE OF SHARES IN THE COMPANY AND RESUMPTION OF TRADING

The Company has been informed that on 18 June 2007, China Medical entered into an agreement with Mr. Yang under which China Medical has agreed to purchase 135,000,000 Shares representing approximately 27.00% of the issued share capital of the Company from Mr. Yang at the consideration of HK\$0.2516 Share.

Pursuant to the completion of the Agreement, the total number of Shares held by Mr. Yang has decreased from 280,500,000 Shares to 145,500,000 Shares, representing a decrease from 56.10% to approximately 29.10% of the issued share capital of the Company (assuming he has not made other acquisitions and/or disposals of Shares in the meantime).

At the request of the Company, the Shares have been suspended from trading on the Stock Exchange from 10:01 a.m. on 18 June 2007, pending the issue of this announcement. Application has been made by the Company for the resumption of trading of the Shares with effect from 9:30 a.m. on 20 June 2007.

SALE AND PURCHASE OF SHARES

The Company has been informed that on 18 June 2007, China Medical entered into an agreement with Mr. Yang under which China Medical has agreed to purchase 135,000,000 Shares representing 27.00% of the issued share capital of the Company from Mr. Yang at the consideration of HK\$0.2516 Share.

As informed by both parties, the Agreement has been executed and completed on 18 June 2007 and China Medical is accordingly interested in an aggregate of 135,000,000 Shares, representing 27.00% of the issued share capital of the Company.

Pursuant to the completion of the Agreement, the total number of Shares held by Mr. Yang has decreased from 280,500,000 Shares to 145,500,000 Shares, representing a decrease from 56.10% to 29.10% of the issued share capital of the Company (assuming he has not made other acquisitions and/or disposals of Shares in the meantime).

The Company has been informed that China Medical is a limited liability company incorporated in British Virgin Islands and is wholly owned by an independent investor, Mr. Zheng Lixin (“Mr. Zheng”). Mr. Zheng has extensive experience in pharmaceutical and consumer product business. In the opinion of the directors, save as being a substantial shareholder upon completion of the above-mentioned purchase of Shares, Mr. Zheng is an independent third party, which is independent to any member of the Group, the directors, the chief executives and the substantial shareholders (as defined in the GEM Listing Rules) of the Company and its subsidiaries and their respective associates. The Group’s principal business is manufacturing and sales of consumer products in the PRC. The board of directors of the Company believes that Mr. Zheng’s experience and industry expertise will contribution to the success of the Group and has extended our invitation to Mr. Zheng to become a member of the board of directors.

Details of the Company’s shareholding structure before and after completion of the Agreement and as at the date hereof:

Name of Shareholders	Immediately before completion of the Agreement		After completion of the Agreement and as at the date hereof ¹	
	<i>Number of Share</i>	<i>Approximate %</i>	<i>Number of Share</i>	<i>Approximate %</i>
Mr. Yang	280,500,000	56.10	145,500,000	29.10
Initial Management Shareholders ²	70,000,000	14.00	70,000,000	14.00
CITIC International Assets Management Limited ³	31,500,000	6.30	31,500,000	6.30
China Medical	0	0	135,000,000	27.00
Public	118,000,000	23.60	118,000,000	23.60
Total	500,000,000	100	500,000,000	100

Notes:

1. Assuming no other acquisitions and/or disposals of Shares in the meantime.

2. As disclosed in the annual report of the Company for the year ended 30 September 2006, details of the shareholdings of the Initial Management Shareholders (collectively, Messrs. Zhang San Lin, Yang Shun Feng, Zhou Sheng Yuan, Li Jin Sen, Yao Feng and Bao Jian Gen) upon completion of the placing of shares, the capitalisation issue and the issue of the conversion shares as detailed in the Group re-organisation set out in the prospectus of the Company dated 1st June, 2004 are as follows:

Name	Number of Shares held	Shareholding
Zhang San Lin (張三林)	25,000,000	5%
Yang Shun Feng (楊順峰)	10,000,000	2%
Zhou Sheng Yuan (周生元)	10,000,000	2%
Li Jin Sen (李錦森)	10,000,000	2%
Yao Feng (姚鋒)	10,000,000	2%
Bao Jian Gen (包建根)	5,000,000	1%

3. CITIC International Assets Management Limited and its shareholders are independent of and not connected with any directors, chief executive, initial management shareholders, or substantial shareholders of the Company, its subsidiaries or any of their respective associates.

RESUMPTION OF TRADING

At the request of the Company, the Shares have been suspended from trading on the Stock Exchange from 10:01 a.m. on 18 June 2007, pending the issue of this announcement. Application has been made by the Company for the resumption of trading of the Shares with effect from 9:30 a.m. on 20 June 2007.

DEFINITION

“Agreement”	the agreement dated 18 June 2007 between China Medical and Mr. Yang under which China Medical has agreed to purchase 135,000,000 Shares representing approximately 27.00% of the issued share capital of the Company from Mr. Yang at the consideration of HK\$0.2516 per Share
“China Medical”	China Medical Device Group Limited, a limited liability company established in British Virgin Islands
“Company”	Longlife Group Holdings Limited, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on GEM

“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Mr. Yang”	Mr. Yang Hong Gen, the founder and former chairman of the Group, is a substantial shareholder of the Company
“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By Order of the Board
Longlife Group Holdings Limited
Mr. Yao Feng
Chairman

Hong Kong, 18 June 2007

As at the date of this announcement, the executive directors of the Company are Mr. Yao Feng, Mr. Zhang San Lin, Mr. Yang Shun Feng and Mr. Sha Hai Bo; the non-executive director of the Company is Mr. Lo Wing Yat, Kelvin and the independent non-executive directors of the Company are Mr. Yu Jie, Mr. Yin Jing Le and Mr. Luk Yu King.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, 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 publication.