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BYFORD INTERNATIONAL LIMITED

百富國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8272)

MEMORANDUM OF UNDERSTANDING

The Board is pleased to announce that, after the close of trading hours on 19 August 2009, the Proposed Investor and NSAL entered into a Memorandum, under which, it is proposed that the Proposed Investor intends to invest in NSAL for the Proposed Project.

This announcement is made pursuant to rule 17.10 of the GEM Listing Rules. The Company will comply with the applicable provisions of the GEM Listing Rules in relation to the Proposed Project. Further announcement(s) will be made by the Company when the parties sign the Formal Agreement or decides to terminate the Memorandum or when there is material development on the Proposed Project.

The Board wishes to emphasize that no binding agreement in relation to the Proposed Project has been entered into as at the date of this announcement. As the Proposed Project may or may not be entered into, Shareholders and investors are urged to exercise caution when dealing in the securities of the Company.

THE MEMORANDUM OF UNDERSTANDING

Background

After the close of trading hours on 19 August 2009, the Proposed Investor and NSAL entered into a Memorandum, under which, it is proposed that the Proposed Investor intends to invest in NSAL for the Proposed Project.

As such, insofar as the Proposed Project is concerned, the Memorandum is not intended to be legally binding and the said Proposed Project has yet to be negotiated or finalized.

* *for identification purpose only*

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of NSAL and its ultimate beneficial owner(s) is Independent Third Party.

Other than the provisions relating to exclusivity, confidentiality and governing laws of the Memorandum, the Memorandum are not legally binding.

The Board wishes to emphasize that no binding agreement in relation to the Proposed Project has been entered into as at the date of this announcement. As the Proposed Project may or may not be entered into, Shareholders and investors are urged to exercise caution when dealing in the securities of the Company.

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Reasons for the Proposed Project

The Group is principally engaged in brand management and licensing business, sales of apparel products and trading. Upon completion of the very substantial disposal (details of which are disclosed in the circular of the Company dated 7 August 2009), the Company will still continue its existing brand management, licensing and garment sourcing related business while resources of the Group will also be reallocated to other business operations or development of the Group. While keeping abreast with the core businesses, the Directors have been actively in seeking investment opportunities and identifying new sectors of business to expand the portfolio of the Group and hence the Company has decided to enter into the Memorandum with NSAL to explore the market of energy in order to seek for more business opportunities and to maximize the return to the Company and the Shareholders in the long run.

Exclusivity

NSAL undertakes that its directors, officers, employees, representatives and agents will not, directly or indirectly, for a period of 120 calendar days from the date of the Memorandum, (i) solicit, initiate, commence, conduct or encourage inquiries or offers from; or (ii) initiate, commence, carry out, maintain or continue negotiations or discussions with or furnish any information to; or (iii) enter into any agreements or statement or letter or memorandum of intent or understanding with, any person or entity other than the Proposed Investor with respect to the Proposed Project.

DEFINITIONS

Terms or expressions used in this announcement shall, unless the context otherwise requires, have the meanings ascribed to them below:

“Board”	the board of Directors
“Company”	Byford International Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM of the Stock Exchange
“Director(s)”	the director(s) of Company
“Formal Agreement”	relating to implement the Proposed Project
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	a party who is (i) not a connected person of the Company and (ii) independent of and not connected with any of the directors, chief executive and substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates
“Memorandum”	memorandum of understanding dated 19 August 2009 entered into between the Proposed Investor and NSAL
“NSAL”	New Success Asia Limited, a company incorporated in the British Virgin Islands with limited liability
“Projects”	NSAL entered into an exclusive option agreement with 海南利津投資有限公司 in relation to an investment in an energy and natural resources related business
“Proposed Investor”	Elite Spring Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company

“Proposed Project”	making equity investment, setting up joint venture, financing and/or providing technical assistance in the Projects
“Shareholders”	holders of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Byford International Limited
Chan Lai Kwan Rainbow
Chief Executive Officer & Executive Director

Hong Kong, 19 August 2009

As at the date of this announcement, Ms. Chan Lai Kwan Rainbow, Ms. Wong Yuet May Jeremy, Mr. Chan Fu Kei and Mr. Woo Hing Keung Lawrence are executive Directors; and Mr. Chan Tak Yan, Mr. Chiu Kwok Wing Benedict and Mr. Orr Joseph Wai Shing are independent non-executive Directors.

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: (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.donaldbyford.com.