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## **LOGLIFE 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)**

### **CLARIFICATION ANNOUNCEMENT SHAREHOLDINGS OF SUBSTANTIAL SHAREHOLDERS**

Reference is made to the circular of Capital VC Limited (stock code: 2324) (“Capital VC”) dated 28 July 2011 (the “Circular”). The board of directors (the “Board”) of Longlife Group Holdings Limited (the “Company”) announces that on 12 August 2011 it was brought to the notice of the Board by the Executive (as defined under the Codes on Takeovers and Mergers and Share Repurchases (the “Codes”) that as disclosed in the Circular, Capital VC being a substantial shareholder of the Company was as at 25 July 2011 interested in 23.14% of the issued share capital of the Company and Mr. Yau Chung Hong (“Mr. Yau”), an executive director of the Capital VC and a substantial shareholder of the Company, was interested in 7.99% of the issued share capital of the Company.

Under the Takeovers Code, Mr. Yau is presumed to be acting in concert with Capital VC under class 2 of the definition of “Acting in Concert” unless the contrary is established. As Mr. Yau and Capital VC have increased their collective shareholding in the Company to more than 30% as disclosed in the Circular, they would have triggered a mandatory general offer requirement in respect of the Company on or before 25 July 2011 pursuant to Rule 26.1(b) of the Takeovers Code at the highest price that either of them paid in the preceding 6 months.

The Executive inquired with the Board as to what steps the Company would take to discharge any obligation that the Company might have arisen under the Codes.

The Company has since sought clarification from Capital VC and Mr. Yau and requested suspension of trading of shares of the Company pending the release of this clarification announcement.

Mr. Yau and Capital VC have since confirmed with the Board that:

1. the cumulative shareholding of Capital VC and Mr. Yau in the issued shares of the Company was over 30% during the period from 10 June 2011 to 28 July 2011 but such state of affairs was only reckoned by Capital VC and Mr. Yau subsequent to 12 August 2011;
2. at all material times Mr. Yau and Capital VC did not act in concert within the definition of the Takeovers Code; and
3. accordingly, neither Capital VC nor Mr. Yau considers that any obligation for mandatory general offer for the ordinary shares of the Company has arisen in relation to the said shareholding and neither of them contemplates any general offer for the same.

Reference is also made to the announcement of Capital VC dated 17 August 2011.

In the circumstances, the Board does not consider that the Company was or is obliged to take any step under the Takeovers Code as a potential offeree company and that no suspension of trading of shares in the Company is necessary.

The Board will keep a close watch on the movements of its share price and volume, and will make a further announcement or request for suspension of trading of the shares in the Company if and when the Board considers necessary. Investors are reminded to deal in the shares of the Company with caution.

Save as disclosed above, the Board confirms that there are no approaches or negotiations or discussions relating to the acquisition of the shares in the Company which are discloseable under Rule 3.2 of the Takeovers Code, and that it is not aware of any matter discloseable under the general obligation imposed by Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), which is or may be of a price sensitive nature.

Trading in the shares of the Company has been suspended since 16 August 2011. The Company has applied for resumption of trading at 1:30 p.m. on 18 August 2011.

By Order of the Board  
**Longlife Group Holdings Limited**  
**Cheung Hung**  
*Chairman*

Hong Kong, 18 August 2011

*As at the date of this announcement, the executive directors of the Company are Mr. CHEUNG Hung (Chairman), Mr. ZHANG Sanlin, Mr. CHEN Zhongwei, Mr. TIAN Zhenyong and Mr. WANG Zhixin; and the independent non-executive directors of the Company are Mr. CHONG Cha Hwa, Ms. CHAN Wai Yan and Mr. SHAM Chi Keung, William.*

*This announcement, for which the directors of the Company 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 enquires, 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 on the “Latest Company Announcement” page of the GEM Website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven days from the day of its posting and on the website of the Company at [www.irasia.com/listco/hk/longlife](http://www.irasia.com/listco/hk/longlife).*

*All directors of the company jointly and severally accept full responsibility for the accuracy of information contained in the announcement and confirm, having made all reasonable inquires, that to the best of their knowledge, opinions expressed in the announcement have been arrived at after due and careful consideration and there are no other facts not contained in the announcement, the omission of which would make any statement in the announcement misleading.*