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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)**

### **HIGH CONCENTRATION OF SHAREHOLDING**

The Board has recently been informed by the Stock Exchange that according to the information it received from the SFC, as at 30 July 2007, Upper Run (the controlling shareholder of the Company) together with other 14 investors held a total of 95.72% of the issued share capital of the Company. This implies that only 4.28% of the issued share capital of the Company was in the hands of other investors.

**The Company makes this announcement to keep the market informed that in view of the high concentration of Shares in the hands of a small number of shareholders of the Company, the price of the Shares could fluctuate substantially even with a small number of Shares traded. Shareholders of the Company and potential investors are reminded to exercise caution when dealing in the Shares.**

This announcement is made at the request of The Stock Exchange of Hong Kong Limited ("Stock Exchange") in respect of the concentration of the shareholding of the Company in the hands of a limited number of shareholders of the Company as at 30 July 2007.

The board of directors ("Board") of Byford International Limited ("Company") has recently been informed by the Stock Exchange that according to the information it received from the Securities and Futures Commission ("SFC"):

*"The SFC noted that in the evening of 29 July 2007, the Company announced, among others, that Upper Run Investments Limited ("Upper Run"), which is wholly and beneficially owned by Ms. Chan Yuen Fan Winky, acquired from (i) the then controlling shareholder of the Company, namely, Pacific Genius Group Limited (an indirectly owned associate of the chairman of the Company, Mr. Wang Lu Yen), and (ii) Mr. Chai Sing Hong and Mr. Md Wira Dani Bin Abdul Daim, a former executive director and a non-executive director of the Company respectively, a total of 149,254,990 shares of the Company (or 74.63% of the issued share capital of the Company) at HK\$0.63 per share ("Share Acquisition"). The Share Acquisition was completed on 20 July 2007 and Upper Run has become the new controlling shareholder of the Company. Upper Run makes a mandatory general offer at HK\$0.68, including a special dividend of HK\$0.05, per share of the Company ("Shares").*

*In the same announcement, the Company announced the sale of various "Baby-Q" and related trademarks to Wonderful World (HK) Limited, another indirectly owned associate of Mr. Wang Lu Yen, for a total consideration of HK\$4.2 million ("Trade Mark Disposal Agreement").*

*The SFC conducted a review of the shareholding distribution of the Company as at the close of business on 30 July 2007. The analysis revealed that Upper Run together with other 14 investors held a total of 191,439,990 Shares (or 95.72% of the issued share capital of the Company) leaving only 8,560,010 Shares (or 4.28% of the issued share capital of the Company) in the hands of other investors. The new controlling shareholder, Upper Run, held 74.63% (or 149,254,990 Shares) of the issued share capital of the Company while the 14 investors together held 21.09% (or 42,185,000 Shares) of the issued share capital of the Company as at the close of business on 30 July 2007.*

*In June and early July 2007, the share price of the Company moved between HK\$0.4 and HK\$0.61 with a daily average turnover of 239,267 Shares (or HK\$123,231). On 16 July 2007, the day immediately before suspension of trading in the Shares pending the release of the announcement in relation to the Share Acquisition and the Trade Mark Disposal Agreement (“Announcement”), the closing price of the Shares surged by 90.38% to HK\$0.99 with a heavy turnover of 11.6 million Shares (or HK\$9.26 million).*

*Trading in the Shares was suspended from 17 July 2007 (Tuesday) to 27 July 2007 (Friday). On 30 July 2007, trading in the Shares resumed upon the release of the Announcement and the closing price of the Shares increased by 384.85% to HK\$4.8 with a turnover of 25.82 million Shares (or HK\$53.09 million). The closing price of the Shares further increased to HK\$5.05 on the following day with a turnover of 2.04 million Shares (or HK\$10.46 million).*

*Share price further increased to HK\$10 on 2 August 2007 before easing to hover at the HK\$7 level in early August 2007 with a daily turnover for the same period of 1.49 million Shares (or HK\$10.08 million).”*

Given the information received from the SFC, the Company makes this announcement to keep the market informed of the circumstances.

The Board wishes to clarify that as the information is provided by the SFC, the Company is not in a position to verify or comment on the accuracy of such information except that Upper Run, the controlling shareholder of the Company, held 74.63% of the issued share capital of the Company as at 30 July 2007. In any event, the Board confirms that, based on the information made available from the Company’s register of members and notices received by the Company pursuant to Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), to the best of its knowledge and belief, it believes that the Company is able to comply with the public float requirement under the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“GEM Listing Rules”).

The Board confirms that save as disclosed in the Announcement, it is not aware of any reasons for the recent increases in the price and turnover of the Shares. The Board also confirms that save as disclosed in the Announcement, there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under Chapters 19 and 20 of the GEM Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by Rule 17.10 of the GEM Listing Rules, which is or may be of a price-sensitive nature.

**In view of the high concentration of Shares in the hands of a small number of shareholders of the Company, the price of the Shares could fluctuate substantially even with a small number of Shares traded. Shareholders of the Company and potential investors are reminded to exercise caution when dealing in the Shares.**

By Order of the Board  
**Norman Janelle**  
Director and Chief Executive Officer

Hong Kong, 22 August 2007

*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 of the Stock Exchange 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.*

*The sole director of Upper Run accepts full responsibility for the accuracy of the information contained in this announcement (other than that in relation to the Company and its subsidiaries) and confirms, having made all reasonable enquires, that to the best of her knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any of the statement in this announcement misleading.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that in relation to Upper Run and parties acting in concert with it) and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any of the statement in this announcement misleading.*

*As of the date of this announcement, the executive directors of the Company are Mr. Wang Lu Yen (Chairman), Mr. Norman Janelle (Chief Executive Officer) and Mr. Lin Jui Hsien, Jacob; the non-executive director of the Company is Mr. Md Wira Dani Bin Abdul Daim; and the independent non-executive directors of the Company are Mr. Chow Chi Kiong, Mr. Yue Kwai Wa, Ken and Mr. Liew Swee Yean, Ivan.*

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

\* For identification purpose only