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Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 29 September 2009 (the “Prospectus”) issued by Jiangchen International Holdings Limited (the “Company”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

江 晨 國 際 控 股 有 限 公 司
Jiangchen International Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

**LISTING ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING**

Number of Placing Shares	:	111,000,000 Shares, comprising 74,000,000 New Shares and 37,000,000 Sale Shares
Placing Price	:	HK\$0.30 per Placing Share, plus brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%
Nominal Value	:	HK\$0.01 each
Board Lot	:	8,000 Shares
Stock Code	:	08305

Sponsor and Lead Manager



Evolution Watterson Securities Limited

- The 111,000,000 Shares under the Placing were moderately over-subscribed.
- 111,000,000 Shares have been conditionally allocated to a total of 127 selected professional, institutional and other investors.
- The Directors confirm that all placees under the Placing are independent of and not connected with any of the Directors, chief executive, Controlling Shareholders or Substantial Shareholders of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.

- Immediately after completion of the Placing, the public float of the Company will be 30% of the enlarged issued share capital of the Company.
- Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Thursday, 8 October 2009.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

NET PROCEEDS

Based on the Placing Price of HK\$0.30 per Placing Share, the net proceeds to be received by the Company from the Placing are estimated to be approximately HK\$15.0 million.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The Placing was moderately over-subscribed for the 111,000,000 Shares under the Placing.

RESULTS OF ALLOCATION

Pursuant to the Placing, 111,000,000 Shares have been conditionally allocated to a total of 127 selected professional, institutional and other investors. The distribution of the Placing Shares is set out as below:

	Aggregate number of Placing Shares allocated	Approximate percentage of the total number of Placing Shares allocated (i.e. 111,000,000 Placing Shares)	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue (i.e. 370,000,000 Shares)
Top placees (note)	36,800,000	33.2%	9.9%
Top 5 placees	87,720,000	79.0%	23.7%
Top 10 placees	108,992,000	98.2%	29.5%
Top 25 placees	109,368,000	98.5%	29.6%

Note: There were two top placees, each of whom was conditionally allocated 18,400,000 Placing Shares under the Placing.

Number of Placing Shares Allocated	Number of places
8,000 to 16,000	107
16,001 to 40,000	9
40,001 to 1,000,000	4
1,000,001 to 10,000,000	1
Above 10,000,000	6
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Total	127
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The Directors confirm that all places under the Placing are independent of and not connected with any of the Directors, chief executive, Controlling Shareholders or Substantial Shareholders of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Immediately after completion of the Placing, the public float of the Company will be 30% of the enlarged issued share capital of the Company.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on Wednesday, 7 October 2009 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriters, the places or their agents (as the case may be). Prospective investors should note that the Lead Manager (on behalf of the Underwriters) is entitled to terminate the Placing and the Underwriting Agreement by notice in writing to the Company at any time prior to 8:00 a.m. on the Listing Date upon occurrence of any of the events set forth under the paragraph

headed “Grounds for Termination” in the section headed “Underwriting” of the Prospectus at any time prior to 8:00 a.m. on the Listing Date. In the event that the Placing and the Underwriting Agreement are terminated, an announcement will be published by the Company on the GEM website and the Company’s website at <http://www.jcholding.hk> accordingly.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Thursday, 8 October 2009. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the GEM website and the Company’s website at <http://www.jcholding.hk>. The Shares will be traded in board lots of 8,000 Shares each.

By order of the Board
Jiangchen International Holdings Limited
Cai Shuiyong
Chairman and Executive Director

Hong Kong, 7 October 2009

Executive Directors:

Mr. Cai Shuiyong
Mr. Cai Shuiping

Independent non-executive Directors:

Mr. Lin Anqing
Ms. Lin Peifen
Mr. Liu Jianlin

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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 <http://www.hkgem.com> for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at <http://www.jcholding.hk>.