

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of Legend Strategy International Holdings Group Company Limited (the “Company”) dated 30 June 2011.

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



## LEGEND STRATEGY INTERNATIONAL HOLDINGS GROUP COMPANY LIMITED 枋濬國際集團控股有限公司

(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 : 45,000,000 Shares  
Placing Price : HK\$1.2 per Placing Share, excluding brokerage of 1%,  
SFC transaction levy of 0.003% and Stock Exchange  
trading fee of 0.005%  
Nominal Value : HK\$0.01 per Share  
Stock Code : 8160

Sponsor



Sole Bookrunner



SBI E2-CAPITAL (HK) LIMITED

Joint Lead Managers



SBI E2-CAPITAL (HK) LIMITED

Co-lead Manager



SBI E2-CAPITAL FINANCIAL SERVICES LIMITED

- The Placing Price has been agreed at HK\$1.2 per Placing Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing are estimated to be approximately HK\$36.2 million.
- The 45,000,000 Placing Shares offered by the Company under the Placing were moderately over-subscribed. 45,000,000 Shares have been conditionally allocated to a total of 160 selected professional, institutional and other investors.
- The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any directors, chief executive, controlling shareholders, substantial shareholders or significant shareholders of the Company or any associates of any of them within the meaning of the GEM Listing Rules or any nominees of the forgoing and the placees are not acting in concert among any of them within the meaning of the Takeovers Code.
- Immediately after completion of the Placing, the public float of the Company will be approximately 38.7% of the issued share capital of the Company. Not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders at the time of the Listing.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 15 July 2011.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **PLACING PRICE AND USE OF PROCEEDS**

The Placing Price has been agreed at HK\$1.2 per Placing Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing are estimated to be approximately HK\$36.2 million. The net proceeds from the Placing will be applied for such purposes as set forth in the Prospectus.

## **LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING**

The 45,000,000 Placing Shares offered by the Company under the Placing were moderately over-subscribed.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 45,000,000 Placing Shares have been conditionally allocated to a total of 160 selected professional, institutional and other investors. The distribution of the Placing Shares is set forth as below:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Approximate aggregate percentage of the total number of Placing Shares allocated</b>	<b>Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing</b>
Top placee	5,010,000	11.1%	2.8%
Top 5 placees	23,490,000	52.2%	13.1%
Top 10 placees	32,460,000	72.1%	18.0%
Top 25 placees	41,754,000	92.8%	23.2%

<b>Number of Placing Shares allocated</b>	<b>Number of placees</b>
3,000 to 99,000	125
99,001 to 501,000	16
501,001 to 1,002,000	9
1,002,001 to 2,001,000	2
2,001,001 to 5,001,000	7
5,001,001 or above	1

The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any directors, chief executive, controlling shareholders, substantial shareholders or significant shareholders of the Company or any associates of any of them within the meaning of the GEM Listing Rules or any nominees of the forgoing and the placees are not acting in concert among any of them within the meaning of the Takeovers Code.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. 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. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. Immediately after completion of the Placing, the Directors confirm that the public float of the Company will be approximately 38.7% of the issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders at the time of the Listing.

## 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 (i.e. 15 July 2011) 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.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

**No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.**

Share certificates for the Placing Shares to be distributed via CCASS will be deposited into CCASS on or about Thursday, 14 July 2011 for credit to the respective CCASS participant's stock accounts designated by the Joint Lead Managers (for themselves and on behalf of the Co-lead Manager), the placees or their agents, as the case may be. Prospective investors should note that the Joint Lead Managers (for themselves and on behalf of the Co-lead Manager) are entitled to terminate the Placing Agreement by notice in writing to the Company given by either of the Joint Lead Managers (for themselves and on behalf of the Co-lead Manager) at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date upon occurrence of any of the events set forth in the paragraphs under "Grounds for termination" in the section headed "Structure and conditions of the Placing" of the Prospectus. In the event that the Placing Agreement is terminated, an announcement will be published by the Company on the GEM Website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.legendstrategy.com](http://www.legendstrategy.com) accordingly.

## COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 15 July 2011. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the GEM Website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.legendstrategy.com](http://www.legendstrategy.com). The Shares will be traded in board lots of 3,000 Shares each. The stock code for the Shares is 8160.

By order of the Board

**Legend Strategy International Holdings Group Company Limited**

**Fong, Man Kelvin**

*Chairman and executive Director*

Hong Kong, 14 July 2011

*As at the date of this announcement, the executive Directors are Mr. Fong, Man Kelvin and Mr. Wong, William, the non-executive Director is Mr. De Weyer, Daniel Ludovicus Joannes, and the independent non-executive Directors are Dr. Wong, Hak Kun Jerry, Mr. Tam, Kwok Ming Banny and Mr. Tsoi, Wing Sum.*

*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, 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 Announcements” page of the GEM Website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at [www.legendstrategy.com](http://www.legendstrategy.com).*