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## **LONG SUCCESS INTERNATIONAL (HOLDINGS) LIMITED**

**百齡國際(控股)有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 8017)**

### **(A) DECISION OF THE GEM LISTING COMMITTEE — CANCELLATION OF LISTING; (B) APPLICATION FOR A REVIEW IN RELATION TO THE DELISTING OF THE SHARES ; AND (C) NO APPLICATION FOR THE WHITEWASH WAIVER**

References are made to the announcements of the Company dated (i) 17 June 2015 (the “**Transactions Announcement**”) in relation to, among other things, the Capital Reorganisation, the Acquisition, the Open Offer and the application for the Whitewash Waiver (collectively, the “**Transactions**”); (ii) 8 July 2015 in relation to extension of time in despatch of the circular in respect of the Transactions (the “**Circular**”); (iii) 9 November 2015 and 19 November 2015 in relation to, among other things, update on the status of the Resumption Proposal; and (iv) 31 December 2015 in relation to further extension of time in despatch of the Circular. Unless the context requires otherwise, the capitalised terms used in this announcement shall have the same meanings as those defined in the Transactions Announcement.

#### **CANCELLATION OF LISTING**

The Company announced on 19 November 2015 that the Stock Exchange has agreed to grant a further extension to 29 January 2016 (the “**Submission Deadline**”) for the Company to submit the new listing application (the “**New Listing Application**”) relating to the Resumption Proposal (but not any other proposal) under the GEM listing Rules.

During the course of due diligence by the sponsor (the “**Sponsor**”) and the other professional parties engaged by the Company for the New Listing Application (together with the Sponsor, the “**New Listing Advisers**”), the New Listing Advisers have identified certain fundamental uncertainties concerning the Target Group which have made the Sponsor unable to satisfy itself of the suitability for listing of the Target Group in order to make the New Listing Application before the Submission Deadline. The Sponsor has therefore decided to cease to act for the Company as the sponsor in respect of the New Listing Application.

\* *For identification purpose only*

Given the fundamental uncertainties surrounding various circumstances of the Target Group, there being no immediately viable solution to resolve those uncertainties and having considered the opinions and advices of the New Listing Advisers, the Company has come to a view that it is not able to submit the New Listing Application based on the acquisition of the Target Group.

In order for the Company to satisfy the requirement of sufficient level of operations and assets under Rule 17.26 of the GEM Listing Rules and to seek growth by acquisition of sustainable operations or assets that will satisfy the new listing requirements as stipulated under Chapter 11 of the GEM Listing Rules, on 21 January 2016, the Company applied to the Stock Exchange for a six-month grace period for submission of a new viable resumption proposal.

On 29 January 2016, the Company received a letter from the Stock Exchange (the “**Letter**”) stating that the GEM Listing Committee considered that it is inappropriate to grant further extension for the Company to submit a new resumption proposal and decided to cancel the Company’s listing as it failed to submit the New Listing Application by the Submission Deadline. The Stock Exchange also indicated in the Letter that the last day of listing of the Shares will be 17 February 2016 and the listing of the Shares will be cancelled with effect from 9:00 a.m. on 18 February 2016.

Shareholders who have queries about the implication of the delisting of the Shares are advised to seek appropriate professional advice.

#### **APPLICATION FOR A REVIEW IN RELATION TO THE DELISTING OF THE SHARES**

Under Chapter 4 of the GEM Listing Rules, where the GEM Listing Committee decides to cancel the listing of a listed issuer, the listed issuer shall have the right to have that decision referred to the GEM Listing (Review) Committee for review.

In light of this, the Company has filed an application for a review by the GEM Listing (Review) Committee in relation to the delisting of the Shares.

Further announcement will be made by the Company on the development of this matter as and when appropriate in accordance with the GEM Listing Rules.

#### **NO APPLICATION FOR WHITEWASH WAIVER BY THE VENDORS**

In view of the circumstances described above, the conditions precedent of the Acquisition will not be capable of being fulfilled and accordingly, the Acquisition will not proceed. Accordingly, there will no longer be an obligation under Rule 26 of the Takeovers Code on the Vendors to make a mandatory general offer for all the securities of the Company not already owned or agreed to be acquired by the Concert Group upon Acquisition Completion and the Whitewash Waiver will no longer be necessary. Therefore, no application for the Whitewash Waiver will be made by the Vendors.

## CONTINUED SUSPENSION OF TRADING IN THE SHARES

Trading in the Shares has been suspended since 3 December 2013 and will remain suspended until further notice.

By Order of the Board  
**Long Success International (Holdings) Limited**  
**Hui Ngai Hon, Edward**  
*Director*

Hong Kong, 12 February 2016

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Kaneko Hiroshi and Mr. Hui Ngai Hon, Edward; and three independent non-executive Directors, namely Mr. Yau Paul, Mr. Wong Ka Shing and Ms. Leung Shuk Lan.*

*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.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquiries, 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 statement in this announcement misleading.*

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