

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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



CHEUNG WO INTERNATIONAL HOLDINGS LIMITED

長和國際實業集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 00009)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the Placing was completed on 28 February 2013 in accordance with the terms and conditions of the Placing Agreement. A total of 68,640,000 Shares was placed to not less than six Placees, who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK\$0.415 per Placing Share.

Reference is made to the announcement (the “**Announcement**”) of Cheung Wo International Holdings Limited (the “**Company**”) dated 28 January 2013 in relation to the Placing. Unless otherwise stated herein, terms and expressions used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all terms and conditions of the Placing are fulfilled and the completion of the Placing took place on 28 February 2013. An aggregate of 68,640,000 Shares has been successfully placed to not less than 6 Placees, who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK\$0.415 per Placing Share.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners are Independent Third Parties. None of the Placees have become a substantial Shareholder immediately after the Placing. The net proceeds from the

* *For identification purpose only*

Placing, after deducting related placing commissions and other related expenses in connection with the Placing, is approximately HK\$28 million, as disclosed in the Announcement, will be used as the Group's general working capital.

EFFECT OF THE PLACING ON THE SHAREHOLDING STRUCTURE

The 68,640,000 Placing Shares represents approximately 10.00% of the entire issued share capital of the Company of 686,636,798 Shares immediately before the Completion and approximately 9.09% of the then issued share capital of 755,276,798 Shares as enlarged by the Placing.

The table below sets out the shareholding structure of the Company immediately before and after the Completion:

	Immediate before the Completion of the Placing		Immediate after the Completion of the Placing	
	<i>Number of Shares</i>	<i>% (approximately)</i>	<i>Number of Shares</i>	<i>% (approximately)</i>
Substantial Shareholder				
Mr. Cheng Keung Fai and parties acting in concert with him	431,132,580	62.79%	431,132,580	57.08%
Public Shareholders				
Places	–	–	68,640,000	9.09%
Other Shareholders	<u>255,504,218</u>	<u>37.21%</u>	<u>255,504,218</u>	<u>33.83%</u>
Total	<u><u>686,636,798</u></u>	<u><u>100.00%</u></u>	<u><u>755,276,798</u></u>	<u><u>100.00%</u></u>

By order of the Board
Cheung Wo International Holdings Limited
JIN LEI
Chairman

Hong Kong, 28 February 2013

As at the date of this announcement, the Board comprises six Directors. The executive Directors are Mr. Jin Lei (Chairman), Ms. Law Kee, Alice (Chief Executive Officer) and Mr. Hui Wai Lee, Willy; and the independent non-executive Directors are Mr. Tsui Pui Hung, Mr. Tang Ping Sum and Mr. Chu To, Jonathan.