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Vision Fame International Holding Limited
允升國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1315)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE
AND
INSIDE INFORMATION
AND
RESUMPTION OF TRADING

This announcement is made pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”) and part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The board (the “Board”) of directors (the “Directors”) of Vision Fame International Holding Limited (the “Company”) announces that the Board has been informed by Smart Tactics Group Limited (the “Controlling Shareholder”) that the Controlling Shareholder received an indication of interest from certain other party(ies) (the “Potential Investor(s)”) in relation to the possible transfer of all or part of interest held by the Controlling Shareholder (the “Proposal”). As at the date of this announcement, the Controlling Shareholder holds 225,000,000 ordinary shares of the Company (the “Shares”), representing 75% of the issued share capital of the Company.

The discussion is at preliminary stage and no formal or legally binding agreement has been entered into between the Controlling Shareholder and any party(ies) in relation to the Shares.

The Proposal, if materialised, may or may not result in the Potential Investor(s) being required to make a mandatory offer for all issued shares of the Company (other than those already owned by or agreed to be acquired by the Potential Investor(s) or its concert parties) in accordance with Rule 26.1 of the Takeovers Code.

Shareholders shall be informed of any further development with regard to the Proposal as and when necessary in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Takeovers Code, and on a monthly basis pursuant to Rule 3.7 of the Takeovers Code until an announcement of a firm intention to make an offer or of a decision not to proceed with an offer is made in compliance with the Takeovers Code.

The issued share capital of the Company is HK\$3,000,000, comprising 300,000,000 Shares, as at the date of this announcement. The Company has no other class of securities in issue.

Associates of the Company (including a person who owns or controls 5% or more of the Shares or any person who as a result of any transaction owns or controls 5% or more of the Shares) are reminded to disclose their dealings in the securities of the Company.

There is no assurance that any discussion mentioned in this announcement will either materialize or eventually be consummated, and the discussion may or may not lead to the making of offer for Shares. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

Reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code in accordance with Rule 3.8 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares was halted on The Stock Exchange of Hong Kong Limited with effect from 9:00 a.m. on 11 March 2013 pending the release of this announcement. The Company has applied for resumption of trading of Shares with effect from 9:00 a.m. on 12 March 2013.

By order of the Board
Vision Fame International Holding Limited
Wong Law Fai
Chairman

Hong Kong, 11 March 2013

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Wong Law Fai, Mr. Yip Chi Chong and Mr. So Kwok Lam; and three independent non-executive directors, namely Mr. Lam Siu Lo, Andrew, JP, Mr. Li Ying Ming and Mr. Tam Tak Kei, Raymond.

The Directors jointly and severally accept fully responsibility for accuracy of the 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.