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PRINCE FROG INTERNATIONAL HOLDINGS LIMITED

青蛙王子國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1259)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors (the “**Board**”) of Prince Frog International Holdings Limited (the “**Company**”) hereby announces that on 21 June 2012 (the “**Date of Grant**”), 9,394,000 share options (the “**Share Options**”) to subscribe for the ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Share(s)**”) were granted by the Company, subject to acceptance of the grantees (the “**Grantees**”), under the share option scheme adopted by the Company on 22 June 2011.

Of the total 9,394,000 Share Options, 3,860,000 Share Options were granted to the directors and the substantial shareholders of the Company with details as follows:

Name of directors/ substantial shareholders	Position	Number of the Share Options granted
Mr. Li Zhenhui	Executive director, chairman, chief executive officer and substantial shareholder	360,000
Mr. Xie Jinling	Executive director, vice general manager and substantial shareholder	800,000
Mr. Ge Xiaohua	Executive director and vice general manager	800,000
Mr. Huang Xinwen	Executive director and vice general manager	800,000
Ms. Hong Fang	Executive director, chief financial officer, vice general manager and company secretary	800,000
Mr. Chen Shaojun	Independent non-executive director	100,000
Mr. Ren Yunan	Independent non-executive director	100,000
Mr. Wong Wai Ming	Independent non-executive director	100,000

Details of the grant of the Share Options are as follows:

Date of grant	: 21 June 2012
Exercise price of the Share Options granted	: HK\$2.94 to subscribe for one Share
Number of the Share Options granted	: 9,394,000 Share Options
Closing price of the Shares on the Date of Grant	: HK\$2.94 per Share
Validity period of the Share Options	: From 21 June 2012 to 20 June 2022
Consideration for the grant	: HK\$1.00

Each Share Option shall entitle the holder of the Share Option to subscribe for one Share upon exercise of such Share Option at an exercise price of HK\$2.94 per Share, which represents the highest of (1) the nominal value of a Share; (2) the closing price of HK\$2.94 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant; and (3) the average closing price of HK\$2.862 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant.

The Share Options granted shall vest in the proposed Grantees in accordance with the timetable below (for this purpose, the date or each such date on which the Share Options are to vest being hereinafter referred to as a “**Vesting Date**”):

Vesting Date	Percentage of the Share Options to vest
First anniversary of the Date of Grant	40% of the total number of the Share Options granted
Second anniversary of the Date of Grant	30% of the total number of the Share Options granted
Third anniversary of the Date of Grant	30% of the total number of the Share Options granted

The grant of the Share Options to the directors and the substantial shareholders of the Company has been approved by the independent non-executive directors of the Company. Each of the Grantees who is a director of the Company has abstained from voting so far as the resolution for the approval of the grant of the Share Options to each of them was concerned. Save as disclosed, none of the Grantees is a director, chief executive or substantial shareholder of the Company, or their respective associates (as defined in the Listing Rules).

By Order of the Board
Prince Frog International Holdings Limited
Chairman
Li Zhenhui

Zhangzhou, PRC
21 June 2012

As at the date of this announcement, the Board comprises (i) five executive directors, namely Mr. Li Zhenhui, Mr. Xie Jinling, Mr. Ge Xiaohua, Mr. Huang Xinwen and Ms. Hong Fang; and (ii) three independent non-executive directors, namely Mr. Chen Shaojun, Mr. Ren Yunan and Mr. Wong Wai Ming.