

*This announcement is for information purposes only and does not constitute an offer or an invitation by any person to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated 30 June 2011 (the “**Prospectus**”) issued by Prince Frog International Holdings Limited (the “**Company**”) for detailed information about the Company and the Global Offering before deciding whether or not to invest in the shares being offered.*

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*Unless defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.*

# 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)*

### GLOBAL OFFERING

<b>Number of Offer Shares under the Global Offering</b>	<b>: 300,000,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>: 30,000,000 Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	<b>: 270,000,000 Shares, comprising 220,000,000 new Shares and 50,000,000 Sale Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>: HK\$3.76 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal Value</b>	<b>: HK\$0.01 per Share</b>
<b>Stock Code</b>	<b>: 1259</b>

#### Sole Global Coordinator and Sole Bookrunner



#### Joint Sponsors and Joint Lead Managers



Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the shares of the Company (the “Shares”), comprising (a) the Hong Kong Public Offering of initially 30,000,000 Shares (subject to adjustment); (b) the International Offering of initially 270,000,000 Shares (comprising 220,000,000 new Shares and 50,000,000 Sale Shares and subject to adjustment) and (c) any Shares which may be offered in connection with the Over-allotment Option.

In connection with the Global Offering, the Company and the Selling Shareholders are expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Stabilising Manager on behalf of the International Underwriters, pursuant to which the Company may be required to allot and issue and the Selling Shareholders may be required to sell up to an aggregate of 45,000,000 additional shares (in the aggregate representing 15% of the Shares initially being offered under the Global Offering), which will comprise up to 37,500,000 new Shares that may be allotted and issued by our Company and up to 7,500,000 Shares that may be sold by the Selling Shareholders. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company.

Applications for the Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and related application forms.

Applicants who wish the Hong Kong Offer Shares to be allotted in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk). Applicants who wish to have the Hong Kong Offer Shares allotted in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on 30 June 2011 until 12:00 noon on 6 July 2011, from:

any of the following addresses of the Hong Kong Underwriters:

1. CCB International Capital Limited  
34/F, Two Pacific Place  
88 Queensway, Admiralty  
Hong Kong
2. CIMB Securities (HK) Limited  
Units 7706–08, Level 77,  
International Commerce Centre,  
1 Austin Road West, Kowloon,  
Hong Kong
3. First Shanghai Securities Limited  
19th Floor, Wing On House,  
71 Des Voeux Road, Central,  
Hong Kong
4. Cinda International Securities Limited  
45/F, COSCO Tower,  
183 Queen's Road Central  
Hong Kong

or any of the following branches of:

**(a) The Hongkong and Shanghai Banking Corporation Limited**

<b>District</b>	<b>Branch Name</b>	<b>Branch Address</b>
<b>Hong Kong Island</b>	Hong Kong Office Pacific Place Branch	Level 3, 1 Queen's Road Central, Central Shop 401, Pacific Place, 88 Queensway, Admiralty

<b>Kowloon</b>	Kwun Tong Branch	No. 1, Yue Man Square, Kwun Tong
	Telford Gardens Branch	Shop Unit P16, Block G, Telford Plaza I, Kowloon Bay
	Mong Kok Branch	Basement & Upper Ground, 673 Nathan Road, Mong Kok
	Tsim Sha Tsui Branch	Basement & 1/F, 82–84 Nathan Road, Tsim Sha Tsui
	Lai Chi Kok Road Branch	245 Lai Chi Kok Road, Sham Shui Po
<b>New Territories</b>	Shatin Branch	Shop No. 30D, Level 3, Shatin Centre Shopping Arcade, Sha Tin

**(b) China Construction Bank (Asia) Corporation Limited**

<b>District</b>	<b>Branch Name</b>	<b>Branch Address</b>
<b>Hong Kong Island</b>	Central Branch	6 Des Voeux Road Central, Central
	Sheung Wan Des Voeux Road Branch	237 Des Voeux Road Central, Sheung Wan
	Wanchai Hennessy Road Branch	139 Hennessy Road, Wanchai
	North Point Branch	382 King's Road, North Point
<b>Kowloon</b>	Yaumati Branch	556 Nathan Road, Yaumati
	Kwun Tong Hoi Yuen Road Branch	56 Hoi Yuen Road, Kwun Tong
<b>New Territories</b>	Tsuen Wan Branch	282 Sha Tsui Road, Tsuen Wan
	Yuen Long Branch	68 Castle Peak Road, Yuen Long

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 30 June 2011 until 12:00 noon on Wednesday, 6 July 2011 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or from your Stockbroker, who may have such Application Forms and this Prospectus available.

Applicants submitting a **White Form eIPO** through the designated website [www.eipo.com.hk](http://www.eipo.com.hk) of **White Form eIPO** Service Provider may do so from 9:00 a.m. on Thursday, 30 June 2011 until 11:30 a.m. on Wednesday, 6 July 2011 or such later time as described in the section headed “How to Apply for the Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus (24 hours daily, except the last day of application).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 30 June 2011 until 12:00 noon on Wednesday, 6 July 2011.

Please refer to the “Structure of the Global Offering” and “How to Apply for the Hong Kong Offer Shares” sections of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the Offer Price, the indication of the level of interests in the International Offering, the level of application in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, 14 July 2011 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the Company’s website ([www.princefrog.com.cn](http://www.princefrog.com.cn)). Results of allocations and the Hong Kong identity card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Thursday, 14 July 2011. Dealing in the Shares on the Stock Exchange is expected to commence on Friday, 15 July 2011. The Shares will be traded in board lots of 1,000 Shares. The Company will not issue any receipts for sum paid on application or any temporary documents of title.

By order of the Board  
**Prince Frog International Holdings Limited**  
**Mr. Li Zhenhui**  
*Chairman*

Hong Kong, 30 June 2011

*As at the date of this announcement, the executive Directors of the Company are Mr. Li Zhenhui, Mr. Xie Jinling, Mr. Ge Xiaohua, Mr. Huang Xinwen, Ms. Hong Fang, the non-executive Director is Mr. Yang Feng and the independent non-executive Directors of the Company are Mr. Chen Shaojun, Mr. Ren Yunan and Mr. Wong Wai Ming.*

*Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).*