



# Long Success International (Holdings) Limited

## 百齡國際(控股)有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8017)

### NOTICE OF SGM

**NOTICE IS HEREBY GIVEN** that a special general meeting of Long Success International (Holdings) Limited (“Company”) will be held at Pacific Place Conference Centre, 5/F, One Pacific Place, 88 Queensway, Hong Kong on Friday, 4 January 2008 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

### SPECIAL RESOLUTION

1. **“THAT**, subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Adjusted Shares (as defined below) in issue and to be issued, with effect from 7 January 2008:
  - (a) the issued share capital of the Company be reduced by cancelling the issued and paid-up capital of the Company to the extent of HK\$0.09 on each of the shares of HK\$0.10 each (**“Existing Share”** or **“Existing Shares”**) in the share capital of the Company in issue as at the date on which this resolution is passed such that the nominal value of all the issued Existing Shares be reduced from HK\$0.10 to HK\$0.01 each resulting in the reduction of issued share capital from HK\$90,909,000 divided into 909,090,000 Existing Shares of HK\$0.10 each to HK\$9,090,900 divided into 909,090,000 shares of HK\$0.01 each in the share capital of the Company (the **“Capital Reduction”**);
  - (b) upon the Capital Reduction becoming effective, each Existing Share of HK\$0.10 in the authorized but unissued share capital of the Company be sub-divided into ten (10) shares of HK\$0.01 each (the **“Adjusted Shares”**) resulting in an authorized share capital of HK\$100,000,000 divided into 10,000,000,000 Adjusted Shares;
  - (c) the total credit amount arising from the Capital Reduction be transferred to the contributed surplus account of the Company;
  - (d) a sum of HK\$37,715,000 in the contributed surplus account of the Company be applied to set off against the accumulated losses of the Company, which amounted to approximately HK\$37,715,000 as at 31 March 2007; and

\* For identification purposes only

- (e) the directors of the Company be and are hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve, sign and execute any documents which in their absolute discretion consider to be necessary, desirable or expedient to implement and carry into effect this resolution.”

## **ORDINARY RESOLUTIONS**

2. “**THAT**, conditional upon (1) the passing of Resolution Number 1 as set out in this notice and (2) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Warrants (as defined below) and any Adjusted Shares (as defined in Resolution Number 1), which may fall to be issued upon the exercise of the subscription rights attaching to the Warrants, the directors of the Company be and are hereby authorised:
- (a) to create and issue 181,818,000 warrants (“**Warrants**”) carrying rights to subscribe for new Adjusted Shares at the initial exercise price of HK\$0.055 per Adjusted Share (subject to adjustment) which shall be in registered form and shall be exercisable at any time from the date of the issue of the Warrants and end on the date of anniversary thereof (both dates inclusive) on the terms and conditions set out in the warrant instrument (a copy of a draft of which marked “A” is produced to this meeting and signed for the purpose of identification by the Chairman of this meeting) provided that in the case of persons whose registered addresses, as shown in the Company’s register of members on 4 January 2008, are outside Hong Kong and the directors of the Company are of the view that the exclusion of such persons is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place in relation to the issue of the Warrants, the Warrants will not be granted to those persons;
  - (b) to allot and issue new Adjusted Shares upon exercise of the subscription rights attaching to the Warrants or any of them, such new Adjusted Shares shall rank pari passu in all respects with the then existing issued Adjusted Shares;
  - (c) to execute the said warrant instrument, certificates for the Warrants and all other documents, deeds and instruments under hand or, where necessary, under seal of the Company in accordance with the bye-laws of the Company as the directors of the Company consider necessary or expedient to give effect to the warrant instrument and other transactions contemplated in this resolution; and
  - (d) to do all such acts and things as they consider necessary or expedient to give effect to the foregoing arrangements.”

- 3     **“THAT**, subject to and conditional upon (1) the passing of Resolution Number 1 as set out in this notice, (2) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the Offer Shares and Bonus Shares (both as defined below), (3) the filing and registration of all relevant documents with the Registrars of Companies in Hong Kong and Bermuda, (4) Wide Fine International Limited, who has undertaken to the Company to subscribe for 307,500,000 Offer Shares which it is entitled to under the Open Offer (as defined below), taking up and paying for the Offer Shares pursuant to the Underwriting Agreement (as defined below), and (5) the underwriting agreement dated 23 October 2007 made between Sun Hung Kai International Limited and Guotao Junan Securities (Hong Kong) Limited as underwriters and the Company (**“Underwriting Agreement”**), a copy of which marked “B” is produced to this meeting and signed for the purpose of identification by the Chairman of this meeting), becoming unconditional and not being terminated in accordance with its terms, being fulfilled:
- (i)   the issue by way of open offer (**“Open Offer”**) of 909,090,000 new Adjusted Shares of HK\$0.01 each in the capital of the Company (**“Offer Share(s)”**) and by way of bonus issue (**“Bonus Share Issue”**) 909,090,000 new Adjusted Shares of HK\$0.01 each in the capital of the Company credited as fully paid (**“Bonus Share(s)”**) to those shareholders whose names appear on the register of members of the Company on 4 January 2008 (**“Record Date”**) (**“Qualifying Shareholders”**), other than the Excluded Shareholders (as defined in circular dated 28 November 2007 (**“Circular”**) and dispatched to the shareholders of the Company containing the notice convening this meeting, a copy of which has been produced to the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification), in the proportion of one Offer Share for every one Existing Share of the Company held on the Record Date at the subscription price of HK\$0.11 per Offer Share and one Bonus Share for every fully paid Offer Share and on the terms and conditions as set out in the Circular, be and is hereby approved;
  - (ii)  the directors of the Company be and are hereby authorized to allot and issue the Offer Shares and Bonus Shares pursuant to or in connection with the Open Offer and Bonus Share Issue notwithstanding that (a) no Offer Shares shall be offered or issued to the Excluded Shareholders; and (b) to the extent that the Offer shares referred to in (a) above are not taken up as aforesaid, such Offer Shares and any entitlements of the Excluded Shareholders shall be offered for application under forms of application for excess Offer Shares; and
  - (iii) the directors of the Company be and are hereby authorized to make such other exclusions or other arrangements in relation to the Excluded Shareholders as they may deem necessary or expedient and generally to do such things or make such arrangements as they may think fit to give effect to the Open Offer and Bonus Share Issue. ”

4. **“THAT**, the general mandates to allot, issue and deal with, and repurchase, shares of the Company granted to the directors of the Company at the annual general meeting of the Company held on 3 August 2007 be and are hereby revoked and replaced by,

**“A. THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options (including warrants) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors during the Relevant Period to make and grant offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter); (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the Bye-Laws of the Company in force from time to time, shall not exceed the aggregate of:
  - (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this Resolution; and
  - (ii) if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company then nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this Resolution);

and the authority pursuant to paragraph (a) of this Resolution 5A shall be limited accordingly; and

(d) for the purposes of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extend of any restrictions obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

**“B. THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares of the Company which may be purchased by the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the authority pursuant to paragraph (a) above of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” shall have the same meaning as assigned to it under Ordinary Resolution 5A(d) of this notice.”

C. **“THAT:**

subject to the passing of these ordinary resolutions 5A and 5B above, the directors of the Company be and they are hereby authorised to exercise the authority referred to in paragraph (a) of Resolution 5A above in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such Resolution 5A.”

By Order of the board of Directors  
**Long Success International (Holdings) Limited**  
**Wong Kam Leong**  
*Chairman*

Hong Kong, 28 November 2007

*Registered office*  
Canon Court  
22 Victoria Street  
Hamilton HK12  
Bermuda

*Head office and principal place of business*  
Unit 910, 9/F.  
China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not be a member of the Company.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the special general meeting (or any adjournment thereof).
4. As at the date of this notice, the executive Directors are Mr. Wong Kam Leong, Mr. Hui Siu Lun and Ms. Li Jie Yi; and the independent non-executive Directors are Mr. Ng Kwok Chu, Winfield, Mr. Ng Chau Tung, Robert and Mr. Leung Kar Loon, Stanley.