
IMPORTANT

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Long Success International (Holdings) Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee to the bank, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



Long Success International (Holdings) Limited 百齡國際（控股）有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8017)

REFRESHMENT OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Long Success International (Holdings) Limited to be held at the Function Room of Macau Jockey Club, 1/F China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong at 11:00 a.m. on Wednesday, 30 July 2008 is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit it to the branch share registrar, Computershare Hong Kong Investors Services Limited as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication.

* for identification purpose only

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM Website in order to obtain up-to-date information on GEM-listed issuers.

RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2008 SGM”	the special general meeting of the Shareholders held on 30 April 2008;
“Annual General Meeting”	the annual general meeting of the Company to be held at the Function Room of Macau Jockey Club, 1/F China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Wednesday, 30 July 2008 at 11:00 a.m.
“associates”	has the same meaning as ascribed in the GEM Listing Rules;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company;
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time);
“Company”	Long Success International (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the GEM;
“connected person”	has the same meaning as ascribed in the GEM Listing Rules;
“Directors”	directors of the Company;
“Existing Issue Mandate”	the general mandate granted to the Directors by the Shareholders at the 2008 SGM to, inter alia, allot, issue and deal with securities of the Company not exceeding 20% of the then issue share capital of the Company as at the date of the 2008 SGM;
“Existing Mandates”	collectively, the Existing Issue Mandate and the Existing Repurchase Mandate;
“Existing Repurchase Mandate”	the general mandate granted to the Directors by the Shareholders at the 2008 SGM to, inter alia, repurchase Shares up to a maximum of 10% of the then issue share capital of the Company as at the date of the 2008 SGM;
“GEM”	The Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	2 July 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“New Issue Mandate”	the general mandate proposed to be granted to the Directors by the Shareholders at the Annual General Meeting to, inter alia, allot, issue and deal with securities of the Company not exceeding 20% of the issued share capital of the Company as at the date of such meeting;
“New Mandates”	collectively, the New Issue Mandate and New Repurchase Mandate;
“New Repurchase Mandate”	the general mandate proposed to be granted to the Directors by the Shareholders at the Annual General Meeting to, repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of such meeting;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary”	has the meaning ascribed thereto in the GEM Listing Rules;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers;
“Warrants”	the warrants issued to Shareholders whose names appeared on the register of members of the Company on 24 December 2007 pursuant to a bonus warrant issue, details of which were disclosed in the Company’s announcement and circular dated 7 November 2007 and 28 November 2007; and
“HK\$” and “cents”	Hong Kong dollars and cents.

LETTER FROM THE BOARD



Long Success International (Holdings) Limited

百齡國際(控股)有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8017)

Executive Directors:

Mr. Wong Kam Leong

Ms. Li Jie Yi

Mr. Yip Wai Ki

Independent non-executive Directors:

Mr. Ng Kwok Chu, Winfield

Mr. Ng Chau Tung, Robert

Mr. Cheng Tze Kit, Larry

Registered Office:

Canon Court

22 Victoria Street

Hamilton HM12

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

4 July 2008

To the Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the 2008 SGM, the Existing Mandates were given by the Company to the Directors to exercise the powers of the Company to repurchase Shares and to issue Shares. These general mandates shall lapse at the conclusion of the Annual General Meeting. Ordinary resolutions will therefore be proposed at the Annual General Meeting for the grant of the New Mandates.

The purpose of this circular is to provide you with information regarding to the proposed general mandates to issue Shares and to repurchase Shares and the proposed re-election of Directors in order to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the Annual General Meeting.

* for identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, ordinary resolution No. 4B of the notice of the Annual General Meeting will be proposed, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the resolution until the next annual general meeting of the Company or such earlier period as stated in the said ordinary resolution.

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, ordinary resolutions Nos. 4A and 4C of the notice of the Annual General Meeting will be proposed which, if passed, will give the Directors a general mandate to allot and issue Shares with an aggregate nominal value not exceeding 20 per cent of the share capital of the Company at the date of passing the resolution, and to extend such general mandate by the shares repurchased (up to a maximum number of 10 per cent of the share capital of the Company in issue at the date of passing of the resolution) by the Company subsequent to the passing of such resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised of 2,728,577,220 Shares. Subject to the passing of resolution approving the New Mandates and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the New Mandates to allot and issue a maximum of 545,715,444 Shares and to repurchase a maximum of 272,857,722 Shares.

An explanatory statement containing information relating to the New Repurchase Mandate and in compliance with the GEM Listing Rules is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the relevant information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of the New Repurchase Mandate to the Directors.

RE-ELECTION OF DIRECTORS

According to Bye-law 99 of the Bye-laws, Mr. Ng Chau Tung, Robert will retire from office by rotation at the Annual General Meeting and, being eligible, offer himself for re-election.

According to the Bye-law 102 of the Bye-laws, Ms. Li Jie Yi, Mr. Yip Wai Ki and Mr. Cheng Tze Kit, Larry will hold office until the next following general meeting of the Company, therefore they will hold office until the Annual General Meeting and, being eligible, offer themselves for re-election.

Brief biographical details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting which contains, inter alia, ordinary resolutions to approve the New Mandates and the proposed re-election of Directors is set out on pages 14 to 17 of this circular.

LETTER FROM THE BOARD

Whether or not you propose to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the meeting. The completion and return of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting if you so wish.

RIGHT TO DEMAND POLL

Pursuant to Bye-Law 70 of the Bye-Laws, a poll may be demanded in relation to any resolution put to the vote of a general meeting before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll. A poll may be demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy for the use for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

RECOMMENDATION

The Directors believe that the New Mandates and the proposed re-election of Directors are all in the best interests of the Company and its shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed as set out in the notice of the Annual General Meeting.

Yours faithfully,
By Order of the Board
Long Success International (Holdings) Limited
Wong Kam Leong
Chairman

EXPLANATORY STATEMENT

This is an explanatory statement given to all Shareholders relating to the resolution to be proposed at the Annual General Meeting approving the New Repurchase Mandate. It contains all the relevant information required pursuant to Rule 13.08 of the GEM Listing Rules which is set out as follows:

1. REGULATIONS OF THE GEM LISTING RULES**(a) Source of funds**

Any repurchases must be funded out of funds legally available for the purpose and in accordance with the bye-laws of the Company and the applicable laws of Bermuda. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

(b) Connected parties

Under the GEM Listing Rules, a company shall not knowingly repurchase shares from a connected person (as defined under the GEM Listing Rules) and a connected person shall not knowingly sell his shares to the company. As at Latest Practicable Date prior to the printing of this circular and to the best of the knowledge of the Directors who have made all reasonable enquires, none of the Directors or their associates has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the proposed New Repurchase Mandate is approved by Shareholders.

2. SHARE CAPITAL

As at the Latest Practical Date, the issued share capital of the Company comprised 2,728,577,220 Shares of HK\$0.01 each.

Subject to the passing of the resolution in relation to the New Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the New Repurchase Mandate to repurchase a maximum of 272,857,722 Shares equivalent to 10% of the issued share capital of the Company. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

3. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the New Repurchase Mandate will provide the Company the flexibility to make such purchase when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share.

4. FUNDING OF REPURCHASES

Repurchase of Shares will be funded out of funds legally available for such purpose in accordance with the memorandum of the Company and Bye-laws and the applicable laws of Bermuda.

The Company is empowered by its memorandum and Bye-laws to repurchase its Shares. The Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the shares premium of the Company. Under the Bermuda law, the Shares repurchased will remain part of the authorized but unissued share capital.

5. GENERAL

In the event that the proposed repurchase were to be carried out in full at any time during the proposed repurchase period, there could be a material adverse impact on the working capital or the gearing positions of the Group as compared with the position disclosed in the audited financial statements for the year ended 31 March 2008. However, the Directors do not propose to exercise the repurchase of securities to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

6. CONNECTED PERSONS

None of the Directors or, to the best of the knowledge and belief of the Directors having made all reasonable enquires, any of the associates of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Company's shareholders, to sell Shares to the Company. As at the Latest Practicable Date, no connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

7. SHARE PRICES

The highest and lowest prices at which Shares have been traded on GEM in each of the past twelve months were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
July 2007	0.243	0.123
August 2007	0.230	0.137
September 2007	0.187	0.138
October 2007	0.148	0.120
November 2007	0.200	0.130
December 2007	0.260	0.145
January 2008	0.170	0.056
February 2008	0.096	0.052
March 2008	0.085	0.052
April 2008	0.066	0.041
May 2008	0.057	0.042
June 2008	0.050	0.034
July 2008 (up to the Latest Practicable Date)	0.038	0.036

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the New Repurchase Mandate in the proposed resolution and in accordance with the GEM Listing Rules, the memorandum of the Company and the Bye-Laws of the Company and any applicable laws of Bermuda.

9. CODE ON TAKEOVERS AND MERGERS

If as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the register of the substantial Shareholders maintained by the Company pursuant to Part XV of the SFO showed that the Company has been notified of the following interests, being 5% or more of the Company's issued share capital:

Name	Number of Shares held	Approximate percentage of shareholding (on the basis of 2,728,577,220 Shares in issue)	Approximate percentage of shareholding if the New Repurchase Mandate is exercised in full (2,455,719,498 Shares)
Wide Fine International Limited (<i>Note 1</i>)	984,000,000	36.06%	40.06%
Lai Pak Leng (<i>Note 2</i>)	138,400,000	5.07%	5.64%

Notes:

Note 1: As at the Latest Practicable Date, Wide Fine International Limited ("Wide Fine") is the beneficial owner of 922,500,000 Shares and 61,500,000 Warrants. Mr. Wong Kam Leong is the sole beneficial owner of Wide Fine and is deemed to be interested in Shares held by Wide Fine. Mr. Wong Kam Leong is also interested in 27,000,000 options of the Company, exercisable from 9 May 2008 to 8 May 2018 at the exercise price of HK\$0.048.

Note 2: Lai Pak Leng is the nephew of Lai Cho Wai (an ex-director of the Company who resigned on 29 August 2007). He is the beneficial owner of 126,000,000 Shares and 12,400,000 Warrants.

In the event that the Directors shall exercise in full the New Repurchase Mandate, the total interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column above. The interest of Wide Fine International Limited will increase from 36.06% to 40.06%, which would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase Shares to such extent which will result in a mandatory general offer required to be made if the proposed repurchase mandate is approved at the SGM.

Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a repurchase, an exercise of the New Repurchase Mandate whether in whole or in part will not result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the New Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

10. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of shares have been made by the Company during the six months period prior to the date of this circular whether on the Stock Exchange or otherwise.

The biography of the Directors who will retire from office by rotation at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting, are set out as follows:

Mr. Ng Chau Tung, Robert

Mr. Ng, aged 52, has been appointed as an independent non-executive director and a member of audit committee and remuneration committee of the Company since 3 January 2006. Mr. Ng holds a Bachelor of Business Administration from The Chinese University of Hong Kong. He is also the member of the Institute of Financial Accountant (U.K.) and the Registered Financial Planner. Mr. Ng has over 20 years experience in the banking sector. He was also the chairman of the Hong Kong Equipment Leasing Association, and independent non-executive committee member of the Finance House Association and the Hong Kong Deposit Taking Company Association.

Save as disclosed above, Mr. Ng did not hold any directorships in any listed public companies in the last three years and he does not hold any other positions with the Company or other members of the group. There is no service contract between the Company and Mr. Ng and he has no fixed term of service with the Company, and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Ng is entitled to a director's fee of HK\$80,000 per annum, which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Mr. Ng does not have any relationships with any directors, senior management, substantial or controlling shareholder of the Company nor does he have any interests in the shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the Latest Practicable Date.

Save as disclosed above, Mr. Ng is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Ms. Li Jie Yi

Ms. Li has been appointed as an executive director of the Company since 15 November 2007. Ms. Li, aged 41, has developed considerable experience in the gaming industry in Macau for nearly 15 years, in particular, in relation to the financial control and management of VIP Lounges in casinos.

Ms. Li did not hold any directorships in any listed public companies in the last three years and does not hold any other positions with the Company or other members of the Company's group.

Apart from being a sister-in-law of Mr. Wong Kam Leong, an executive director of the Company, Ms. Li does not have any other relationship with any director, senior management, substantial or controlling shareholder of the Company nor any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as at the Latest Practicable Date.

There is no service contract between the Company and Ms. Li and she has no fixed term of service with the Company and is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company. Ms. Li is entitled to a director's fee of HK\$20,000 per month which was determined by the Board with reference to her duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Ms. Li is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Yip Wai Ki

Mr. Yip has been appointed as an executive director and authorised representative of the Company since 30 June 2008. Mr. Yip, aged 52, is director of companies engaging in real estate development, trading and financial investment. He has over 20 years experience in the real estate development in Hong Kong and PRC and has extensive experience in trading in Hong Kong and PRC.

Mr. Yip did not hold any directorships in any listed public companies in the last three years and he does not hold any other positions with the Company or other members of the group. There is no service contract between the Company and Mr. Yip and he has no fixed term of service with the Company, and is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company. Mr. Yip is entitled to a director's fee of HK\$10,000 per month, which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Mr. Yip does not have any relationships with any directors, senior management, substantial or controlling shareholder of the Company nor does he have any interests in the shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the Latest Practicable Date.

Save as disclosed above, Mr. Yip is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Cheng Tze Kit, Larry

Mr. Cheng has been appointed as an independent non-executive director and a member of the Remuneration Committee and the Audit Committee since 30 June 2008. Mr. Cheng, aged 51, is a Chartered Engineer, a member of the Institution of Mechanical Engineers, a member of the Institution of Engineering and Technology and a member of the Chartered Institution of Building Services Engineers. He has over 20 years of experience in real estate development and mergers and acquisitions in Hong Kong, Canada and China. He was an executive director of Anex International Holdings Limited (stock code: 723) a company listed on the Main Board of the Stock Exchange, for the period from August 2006 to August 2007.

Save as disclosed, Mr. Cheng did not hold any directorships in any listed public companies in the last three years and he does not hold any other positions with the Company or other members of the group. There is no service contract between the Company and Mr. Cheng and he has no fixed term of service with the Company, and is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Cheng is entitled to a director's fee of HK\$80,000 per annum, which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Mr. Cheng does not have any relationships with any directors, senior management, substantial or controlling shareholder of the Company nor does he have any interests in the shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the Latest Practicable Date.

Save as disclosed above, there is no matter in relation to the re-elections of all retiring Directors that need to be brought to the attention of the Stock Exchange or to the Shareholders.

Save as disclosed above, Mr. Cheng is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of the shareholders of Long Success International (Holdings) Limited (the “Company”) will be held at the Function Room of Macau Jockey Club, 1/F China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Wednesday, 30 July 2008 at 11:00 a.m. for the following purposes:

AS ORDINARY BUSINESS:

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditors for the year ended 31 March 2008;
2. To re-elect the directors of the Company and to authorize the board of directors to fix the remuneration of the directors of the Company;
3. To re-appoint auditors and to authorize the board of directors to fix auditors’ remuneration;

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

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 special general meeting of the Company held on 30 April 2008 be and is 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;

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

(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 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.

NOTICE OF ANNUAL GENERAL MEETING

“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 4A(d) of this notice.”

NOTICE OF ANNUAL GENERAL MEETING

“C. “THAT:

subject to the passing of this ordinary resolutions 4A and 4B above, the directors of the Company be and they are hereby authorised to exercise the authority referred to in paragraph (a) of Resolution 4A above in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such Resolution.”

By Order of the Board
Long Success International (Holdings) Limited
Wong Kam Leong
Chairman

Hong Kong, 4 July 2008

Registered Office:
Canon Court
22 Victoria Street
Hamilton HM12
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 AGM 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 AGM (or any adjournment thereof).
4. As at the date of this notice, the executive Directors are Mr. Wong Kam Leong, Mr. Yip Wai Ki and Ms. Li Jie Yi; and the independent non-executive Directors are Mr. Ng Kwok Chu, Winfield, Mr. Ng Chau Tung, Robert, and Mr. Cheng Tze Kit, Larry.