
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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.



LONG SUCCESS INTERNATIONAL (HOLDINGS) LIMITED

百齡國際（控股）有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8017)

RENEWAL OF SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

A notice convening a special general meeting of Long Success International (Holdings) Limited (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 at 11:30 a.m. on Wednesday, 30 July 2008 is set out on pages 7 to 8 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it to the Company’s branch share registrar, Computershare Hong Kong Investors Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong 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, 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 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.

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.

DEFINITIONS

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

“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company;
“Company”	Long Success International (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the GEM;
“Directors”	directors of the Company;
“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;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	10 July 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Options”	options to subscribe for Shares granted and to be granted under the Share Option Scheme;
“Scheme Mandate Limit”	the limit to be renewed so as to allow the Directors to grant share options entitling holders thereof to subscribe for up to of 10% of the issued share capital of the Company as at the date of the SGM;
“SGM”	the special general meeting of the Company to be held at Function Room of Macau Jockey Club, 1/F China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 30 July 2008 at 11:30 a.m.;
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Share Option Scheme”	the Company’s share option scheme adopted on 21 August 2006;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“subsidiary” has the meaning ascribed thereto in the GEM Listing Rules; 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

Registered Office:

Canon Court

22 Victoria Street

Hamilton HM12

Bermuda

Independent non-executive Directors:

Mr. Ng Kwok Chu, Winfield

Mr. Ng Chau Tung, Robert

Mr. Cheng Tze Kit, Larry

*Head Office and Principal Place
of Business:*

Unit 910, 9/F.

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

11 July 2008

To the Shareholders

Dear Sir or Madam,

RENEWAL OF SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the SGM relating to the proposed renewal of the Scheme Mandate Limit under the Share Option Scheme.

RENEWAL OF SCHEME MANDATE LIMIT

1. The Company adopted the Share Option Scheme at the annual general meeting held on 21 August 2006.

Under the rules of the Share Option Scheme,

- (i) subject to, among others, the paragraphs below, the limit on the number of Shares which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not, exceed 30% of the Shares in issue from time to time;

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LETTER FROM THE BOARD

- (ii) the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of the Group, must not in aggregate, exceed 10% of the Shares in issue as at the date on which dealings in the Shares first commenced on GEM (i.e. the scheme mandate limit);
 - (iii) the total number of Shares issued and to be issued upon exercise of the Options granted to each participant (including both exercised and outstanding Options) in any 12-month period may not exceed 1% of the Shares in issue from time to time; and
 - (iv) the Company may renew the scheme mandate limit at any time subject to Shareholders' approval. However, the scheme mandate limit as renewed must not exceed 10% of the Shares in issue as at the date of the approval of the renewal of the scheme mandate limit. Options previously granted under the Share Option Scheme and other share option schemes of the Company (including those outstanding, cancelled or lapsed in accordance with the Share Option Scheme or other share option schemes of the Company) will not be counted for the purpose of calculating the scheme mandate limit as renewed.
2. The existing Scheme Mandate Limit is 272,857,628 Shares, being 10% of the Shares in issue as at the date of the special general meeting held on 30 April 2008 (which was 2,728,576,280 Shares). As at the Latest Practicable Date, there were 272,800,000 Options granted under the Share Option Scheme carrying the right to subscribe for a maximum of 272,800,000 Shares represent approximately 10% of the issued share capital of the Company, all remain outstanding. No Options were cancelled or lapsed under the Share Option Scheme. On the basis of 2,728,577,220 Shares in issue as at the Latest Practicable Date and assuming there will not be any Share issued from the Latest Practicable Date to the date of the SGM, the Scheme Mandate Limit shall be renewed to 272,857,722 Shares, representing 10% of the Shares in issue as at the date of the SGM considering the approval of the renewed Scheme Mandate Limit.
3. Since the Scheme Mandate Limit is near depletion, the Directors consider that the Company should renew the Scheme Mandate Limit so that the Company will continue to have the flexibility through the Share Option Scheme to provide incentives or rewards to participants for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.
4. The total number of Shares which may be issued upon exercise of (a) the renewed Scheme Mandate Limit of 272,857,722 Shares and (b) all outstanding Options as at the Latest Practicable Date carrying the right to subscribe for 272,800,000 Shares under the Share Option Scheme is 545,657,722 Shares, representing about 20% of the total number of Shares in issue as at the date of the SGM.
5. An ordinary resolution will be proposed at the SGM to approve the renewal of the Scheme Mandate Limit. None of the Shareholders are required to abstain from voting at the SGM.

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6. The renewal of the Scheme Mandate Limit is conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any Shares, representing up to 10% of the total number of Shares in issue as at the date of the SGM, to be issued and allotted upon exercise of the Options under the renewed Scheme Mandate Limit. Application will be made to the Stock Exchange for such approval.

SGM

The notice convening the SGM is set out on pages 7 to 8 of this circular. A form of proxy for the SGM is enclosed herewith. Whether or not you are able to attend the meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it to the Company's branch share registrar, Computershare Hong Kong Investors Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

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 time being entitled to vote at the meeting; or
- (c) by any 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 the Shareholders having the right to vote at the meeting; or
- (d) by any 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.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the proposed renewal of the Scheme Mandate Limit is in the best interests of the Company and the Shareholders and so recommend all Shareholders to vote in favour of the ordinary resolution approving the renewal of Scheme Mandate Limit to be proposed at the SGM.

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

NOTICE OF SPECIAL 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 special general meeting (“SGM”) of the shareholders of Long Success International (Holdings) Limited (the “Company”) will be held at 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 11:30 a.m. for the following purpose:

ORDINARY RESOLUTION

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

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Renewed Scheme Mandate Limit (as defined below), the renewal of the scheme mandate limit under the existing share option scheme of the Company adopted on 21 August 2006 up to a new 10 per cent limit (the “**Renewed Scheme Mandate Limit**”) be approved provided that

- (a) the total number of shares in the share capital of the Company which may be issued upon exercise of options to be granted under such scheme and any other share option schemes of the Company after the date of the passing of this Resolution must not exceed 10 per cent of the number of shares in the share capital of the Company in issue as at the date of passing this Resolution, options granted prior to the date of passing this Resolution under such scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with such scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Renewed Scheme Mandate Limit; and
- (b) any director of the Company be and is hereby authorised to do such act and execute such document to effect the Renewed Scheme Mandate Limit.”

By Order of the Board

Long Success International (Holdings) Limited

Wong Kam Leong

Chairman

Hong Kong, 11 July 2008

* for identification purpose only

NOTICE OF SPECIAL GENERAL MEETING

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 SGM 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 SGM (or any adjournment thereof).
4. As at the date of this notice, the executive Directors are Mr. Wong Kam Leong, Ms. Li Jie Yi and Mr. Yip Wai Ki; and the independent non-executive Directors are Mr. Ng Kwok Chu, Winfield, Mr. Ng Chau Tung, Robert and Mr. Cheng Tze Kit, Larry.