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## **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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting 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 at 11:00 a.m. on Wednesday, 3 June 2009 for the purpose of considering, and if thought fit, passing the following resolutions (with or without modifications) as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

#### **“THAT**

- (i) the Acquisition Agreement (as defined in the circular dated 14 May 2009 despatched to the shareholders of the Company (the “Circular”)), a copy of which has been produced to this meeting marked “A” and signed by the Chairman hereof for the purpose of identification, and all the transactions contemplated thereunder, including but not limited to the issue of convertible bonds (the “Convertible Bonds”) in the principal amount of HK\$40,000,000 in accordance with the terms and conditions of the Convertible Bonds attached to the Acquisition Agreement and the issue and allotment of 333,333,333 new shares of the Company at HK\$0.12 each (subject to adjustments) which may fall to be issued and allotted upon exercise of the conversion right attaching to the Convertible Bonds to the New Vendor and/or his nominee(s) in partial settlement of the consideration under the Acquisition Agreement, and the issue of the Promissory Notes in the amount of HK\$46,500,000 in accordance with the terms and conditions of the Promissory Notes attached to the Acquisition Agreement by the Company to the New Vendor and/or his nominee(s) in partial settlement of the consideration under the Acquisition Agreement, be and are hereby approved, confirmed and ratified; and

\* *for identification purposes only*

- (ii) the directors of the Company be and are hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient to carry and implement the Acquisition Agreement (as defined in the Circular) and all the transactions contemplated thereunder into full effect.”

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

Hong Kong, 14 May 2009

*Notes:*

1. Every member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, the share registrars of the Company in Hong Kong at Rooms 1806–1807, 18th Floor, Hopewell Centre, 183 Queen’s Road Central, Hong Kong not less than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof.
3. A form of proxy for use at the meeting is enclosed. Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
4. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof should they so wish, and in such event, the form of proxy will be deemed to be revoked.
5. Where there are joint registered holders of any share(s) of the Company, any one of such joint holders may attend and vote at the meeting, either in person or by proxy, in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

*As at the date hereof, the executive Directors are Mr. Wong Kam Leong, Miss 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.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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: (i) the information contained in this announcement is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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