



# LONG SUCCESS INTERNATIONAL (HOLDINGS) LIMITED

## 百齡國際 (控股) 有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 8017)

Form of proxy for use by shareholders at the special general meeting (the "Meeting") to be convened at the Function Room of Macau Jockey Club, 1/F China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong at 10:30 a.m. on Friday, 19 November 2010.

I/We/ \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ shares of HK\$0.04 each in the capital of Long Success International (Holdings) Limited (the "Company") hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the duly appointed chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the 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 at 10:30 a.m. on Friday, 19 November 2010 (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR'	AGAINST'
1.	<p><b>"THAT:</b></p> <p>(i) the subscription agreement dated 14 October 2010 between the Company and Win Right Holdings Limited ("Win Right") (the "<b>WR Agreement</b>") pursuant to which Win Right has conditionally agreed to subscribe for and the Company has conditionally agreed to issue 422,000,000 new shares of HK\$0.04 each (the "<b>WR Subscription Shares</b>") in the share capital of the Company at a price of HK\$0.145 per subscription share (a copy of which has been produced to this meeting marked "A" and initialed by the Chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(ii) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in the WR Subscription Shares, the directors of the Company (the "<b>Directors</b>") be and are hereby authorized to issue and allot the WR Subscription Shares pursuant to and in accordance with the terms and conditions of the WR Agreement; and</p> <p>(iii) any one or more of the Directors be and is/are hereby authorized to do all other acts and things and execute all documents which he/she/they consider(s) necessary or expedient for the implementation of and giving effect to the WR Agreement and the transactions contemplated thereunder."</p>		
2.	<p><b>"THAT:</b></p> <p>(i) the subscription agreement dated 14 October 2010 between the Company and View Good International Limited ("<b>View Good</b>") as supplemented by a supplemental agreement dated 20 October 2010 (together, the "<b>VG Agreement</b>"), pursuant to which View Good has conditionally agreed to subscribe for and the Company has conditionally agreed to issue 406,000,000 new shares of HK\$0.04 each (the "<b>VG Subscription Shares</b>") in the share capital of the Company at a price of HK\$0.145 per subscription share (a copy of which has been produced to this meeting marked "B" and initialed by the Chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(ii) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in the VG Subscription Shares, the directors of the Company (the "<b>Directors</b>") be and are hereby authorized to issue and allot the VG Subscription Shares pursuant to and in accordance with the terms and conditions of the VG Agreement; and</p> <p>(iii) any one or more of the Directors be and is/are hereby authorized to do all other acts and things and execute all documents which he/she/they consider(s) necessary or expedient for the implementation of and giving effect to the VG Agreement and the transactions contemplated thereunder."</p>		
3.	<p><b>"THAT:</b></p> <p>(i) the subscription agreement ("<b>Chan's Agreement</b>") dated 14 October 2010 between the Company and Mr. Chan Sheung Wai ("<b>Mr. Chan</b>") pursuant to which Mr. Chan has conditionally agreed to subscribe for and the Company has conditionally agreed to issue 5,000,000 new shares of HK\$0.04 each ("<b>Chan's Subscription Shares</b>") in the share capital of the Company at a price of HK\$0.145 per subscription share (a copy of which has been produced to this meeting marked "C" and initialed by the Chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(ii) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in Chan's Subscription Shares, the directors of the Company (the "<b>Directors</b>") be and are hereby authorized to issue and allot Chan's Subscription Shares pursuant to and in accordance with the terms and conditions of Chan's Agreement; and</p> <p>(iii) any one or more of the Directors be and is/are hereby authorized to do all other acts and things and execute all documents which he/she/they consider(s) necessary or expedient for the implementation of and giving effect to Chan's Agreement and the transactions contemplated thereunder."</p>		
4.	<p><b>"THAT:</b></p> <p>(i) the subscription agreement ("<b>Keung's Agreement</b>") dated 14 October 2010 between the Company and Mr. Keung Kam Wing, Vincent ("<b>Mr. Keung</b>") respectively pursuant to which Mr. Keung has conditionally agreed to subscribe for and the Company has conditionally agreed to issue 20,000,000 new shares of HK\$0.04 each ("<b>Keung's Subscription Shares</b>") in the share capital of the Company at a price of HK\$0.145 per subscription share (a copy of which has been produced to this meeting marked "D" and initialed by the Chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(ii) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in Keung's Subscription Shares, the directors of the Company (the "<b>Directors</b>") be and are hereby authorized to issue and allot Keung's Subscription Shares pursuant to and in accordance with the terms and conditions of Keung's Agreement; and</p> <p>(iii) any one or more of the Directors be and is/are hereby authorized to do all other acts and things and execute all documents which he/she/they consider(s) necessary or expedient for the implementation of and giving effect to Keung's Agreement and the transactions contemplated thereunder."</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2010

Signature(s) \_\_\_\_\_

\* for identification purpose only

*Notes:*

1. Please fill in your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please fill in the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name of the proxy. If no name is inserted, the chairman of the Meeting will act as your proxy. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. To be valid, this 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 in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
6. This form of proxy must either be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. If there are joint registered holders of any share(s), any one of such persons may vote at the Meeting, either personally or by proxy in respect of such share(s) as if he/she/it were solely entitled therein, but if more than one of such joint holders be present at the 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(s) shall alone be entitled to vote in respect thereof.
8. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish; and in such event, the appointment of the proxy will be deemed to be revoked.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**