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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 (“SGM”) 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 Friday, 19 November 2010 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

“1. THAT:

- (i) the subscription agreement dated 14 October 2010 between the Company and Win Right Holdings Limited (“Win Right”) (the “**WR Agreement**”) 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 “**WR Subscription Shares**”) 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;
- (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 “**Directors**”) 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

- (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.”

“2. THAT:

- (i) the subscription agreement dated 14 October 2010 between the Company and View Good International Limited (“**View Good**”) as supplemented by a supplemental agreement dated 20 October 2010 (together, the “**VG Agreement**”), 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 “**VG Subscription Shares**”) 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;
- (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 “**Directors**”) 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
- (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.”

“3. THAT:

- (i) the subscription agreement (“**Chan’s Agreement**”) dated 14 October 2010 between the Company and Mr. Chan Sheung Wai (“**Mr. Chan**”) 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 (“**Chan’s Subscription Shares**”) 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;

- (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 "**Directors**") 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
- (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."

"4. THAT:

- (i) the subscription agreement ("**Keung's Agreement**") dated 14 October 2010 between the Company and Mr. Keung Kam Wing, Vincent ("**Mr. Keung**") 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 ("**Keung's Subscription Shares**") 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;
- (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 "**Directors**") 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
- (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."

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

Hong Kong, 3 November 2010

Registered Office:

Canon Court
22 Victoria Street
Hamilton HM12
Bermuda

Head Office and Principal Place of Business:

26/F, EIB Centre,
40-44 Bonham Strand,
Sheung Wan,
Hong Kong

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on GEM, all the resolutions to be voted by poll at the SGM.
2. Every member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a member of the Company.
3. 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, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof.
4. 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.
5. 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.
6. 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/it 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(s) shall alone be entitled to vote in respect thereof.

As at the date of this notice, the Board comprises four executive Directors, namely Mr. Wong Kam Leong, Mr. Hu Dongguang, Mr. Wu Bing Xiang and Dr. Guo Wanda; one non-executive Directors, namely Mr. Zhang Chi; and four independent non-executive Directors, namely Mr. Ng Kwok Chu, Winfield, Mr. Ng Chau Tung, Robert, Mr. Tse Ching Leung and Mr. Wang Qingyi.

* for identification purpose only