



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 Thursday, 23 December 2010.

I/We¹ _____
of _____
being the holder(s) of² _____ shares of HK\$0.04 each in the capital of Long Success International (Holdings) Limited (the "Company") hereby appoint³ _____
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 Thursday, 23 December 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 ⁴	AGAINST ⁴
"1.	<p>THAT:</p> <p>(i) the subscription agreement dated 17 November 2010 (the "Subscription Agreement") and the supplemental agreement dated 3 December 2010 (the "Supplemental Agreement") between the Company and Concept Capital Management Limited (the "Subscriber"), pursuant to which the Subscriber has conditionally agreed to subscribe for the convertible notes in the principal amount of RMB70,000,000 (equivalent to approximately HK\$81,680,280), with the right to convert at the initial conversion price of HK\$0.25 (subject to adjustment and reset) per conversion share (the "Notes"), 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) the issue of the Notes in accordance with the terms and conditions of the Subscription Agreement, the Supplemental Agreement and the terms and conditions of the Notes attached to the Subscription Agreement, the Supplemental Agreement and the transaction thereunder be and are hereby approved, ratified and confirmed;</p> <p>(iii) the issue and allotment of up to 1,187,320,070 new ordinary shares of the at the minimum reset price of HK\$0.1 each (subject to adjustment) which may fall to be issued upon the exercise of the conversion right attached to the Notes be and are hereby approved, ratified and confirmed; and</p> <p>(iv) 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 Subscription Agreement, the Supplemental Agreement and the transactions contemplated thereunder."</p>		
"2.	<p>THAT:</p> <p>the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 divided into 2,500,000,000 ordinary shares of HK\$0.04 each to HK\$300,000,000 divided into 7,500,000,000 ordinary shares of HK\$0.04 each."</p>		

Dated this _____ day of _____ 2010 Signature(s)⁶ _____

Notes:

- Please fill in your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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).
- 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.
- 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.
- 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 17M 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.
- 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.
- 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.
- 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.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

* for identification purpose only