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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Long Success International (Holdings) Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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 (“GEM”) of the Stock Exchange 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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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)

- (1) PROPOSED REFRESHMENT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE ITS OWN SHARES;  
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;  
(3) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting (the “AGM”) 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 11:00 a.m. on Thursday, 11 August 2011 is set out on pages 16 to 19 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit it to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

*This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and the Company website at [www.long-success.com](http://www.long-success.com).*

\* for identification purpose only

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“AGM”	the annual general 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 11:00 a.m. on Thursday, 11 August 2011;
“2010 AGM”	the annual general meeting of the Company held on 23 August 2010;
“associates”	has the same meaning as ascribed in the GEM Listing Rules;
“Board”	the board of Directors;
“Business Day(s)”	any day on which the Stock Exchange is open for the business of trading in securities;
“Bye-Laws”	the bye-laws of the Company;
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time);
“Company”	Long Success International (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on GEM;
“connected person”	has the same meaning as ascribed in the GEM Listing Rules;
“Director(s)”	director(s) of the Company;
“Employee(s)”	any full time employee, or part time employee with weekly working hours of 10 hours or above, of any member of the Group, including (without limitation) any executive or non-executive director of any member of the Group;
“Existing Issue Mandate”	the general unconditional mandate granted to the Directors by the Shareholders at the 2010 AGM to, inter alia, allot, issue and deal with securities of the Company not exceeding 20% of the aggregate nominal amount of the then issued share capital of the Company as at the date of the 2010 AGM;
“Existing Mandates”	collectively, the Existing Issue Mandate and the Existing Repurchase Mandate;

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## DEFINITIONS

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“Existing Repurchase Mandate”	the general unconditional mandate granted to the Directors by the Shareholders at the 2010 AGM to, inter alia, repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the then issued share capital of the Company as at the date of the 2010 AGM;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of PRC;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Latest Practicable Date”	6 July 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“New Issue Mandate”	the general unconditional mandate proposed to be granted to the Directors by the Shareholders at the AGM to, inter alia, allot, issue and deal with securities of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM;
“New Mandates”	collectively, the New Issue Mandate and New Repurchase Mandate;
“New Repurchase Mandate”	the general unconditional repurchase mandate proposed to be granted to the Directors by the Shareholders at the AGM to, repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM;
“Offer”	the offer of the grant of an Option under the New Scheme;
“Participant(s)”	all Employees, any advisers (professional or otherwise) or consultants, distributors, suppliers, strategic partners, licensors, agents, customers, joint venture partners, service providers to or of any member of the Group whom the Board considers, in its sole discretion, have contributed to the Group from time to time;
“PRC”	the People’s Republic of China;

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## DEFINITIONS

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“Proposed Scheme Refreshment”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme;
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all options granted under the Share Option Scheme and any other share option schemes which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders;
“Share(s)”	share(s) of HK\$0.04 each in the share capital of the Company;
“Share Option Scheme”	the share option scheme approved and adopted by the Shareholders of the Company on 23 August 2010 and came into effect on 24 August 2010;
“Shareholder(s)”	holder(s) of Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	has the same meaning ascribed thereto in the GEM Listing Rules;
“Substantial Shareholders”	shall have the meaning ascribed thereto in the GEM Listing Rules;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Wong Kam Leong (*Chairman*)  
Mr. Hu Dongguang (*Chief Executive Officer*)  
Mr. Wu Bingxiang  
Dr. Guo Wanda

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Independent non-executive Directors:*

Mr. Ng Kwok Chu, Winfield  
Mr. Ng Chau Tung, Robert  
Mr. Tse Ching Leung  
Mr. Wang Qingyi

*Head Office and Principal Place  
of Business:*

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

8 July 2011

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED REFRESHMENT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;  
(3) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating to (i) the New Mandates; (ii) the refreshment of the Scheme Mandate Limit; and (iii) the re-election of Directors in order to enable you to make an informed decision on whether to vote for or against those resolutions.

\* for identification purpose only

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## LETTER FROM THE BOARD

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### 2. THE NEW MANDATES

The Company's Existing Issue Mandate and Existing Repurchase Mandate were previously approved by the Shareholders at the 2010 AGM. The Existing Issue Mandate and the Existing Repurchase Mandate will lapse at the conclusion of the AGM. At the AGM, the following ordinary resolutions, among other matters, will be proposed:

- (i) to grant the New Issue Mandate to the Directors to enable them to allot, issue and otherwise deal with not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution approving the New Issue Mandate at the AGM;
- (ii) to grant the New Repurchase Mandate to the Directors to enable them to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution approving the New Repurchase Mandate at the AGM; and
- (iii) to increase the number of Shares to be allotted, issued and dealt with under the New Issue Mandate by an additional number representing such number of Shares repurchased under the New Repurchase Mandate.

The New Mandates shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors

#### **The New Issue Mandate**

As at the Latest Practicable Date, the issued share capital of the Company had an aggregate of 2,623,945,000 Shares. Subject to the passing of the proposed resolution for the approval of the New Issue Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 524,789,000 Shares, representing 20% of the aggregate nominal amount of issued Shares at the passing of the resolution approving the New Issue Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

In addition, it is further proposed, by way of a separate ordinary resolution that the New Issue Mandate be extended so that the Directors be given a general mandate to issue further Shares in the Company of an aggregate nominal value equal to the aggregate nominal value of the share capital of the Company repurchased under the New Repurchase Mandate.



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## LETTER FROM THE BOARD

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### **The New Repurchase Mandate**

An explanatory statement containing information relating to the New Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the New Repurchase Mandate.

### **3. REFRESHMENT OF SCHEME MANDATE LIMIT**

#### **The Share Option Scheme**

The Company adopted the Share Option Scheme at the 2010 AGM. Pursuant to the GEM Listing Rules and the terms of the Share Option Scheme:

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.

The total number of Shares which may be issued upon exercise of all options granted under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the Shares in issue as at the date of the relevant approval (i.e. the Scheme Mandate Limit).

The total number of Shares issued and to be issued upon exercise of the options granted to each eligible 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.

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.

The existing Scheme Mandate Limit is 151,894,500 Shares, being 10% of the Shares in issue as at the date of the 2010 AGM (which was 1,518,945,000 Shares). As at the Latest Practicable Date, there were 345,900,000 options granted under the Share Option Scheme and any other share option schemes of the Company carrying the right to subscribe for a maximum of 345,900,000 Shares, (representing approximately 13.18% of the issued share capital of the Company), of which 156,449,493 options were exercised and 183,200,507 options remain outstanding, 6,250,000 options were lapsed and no options were cancelled under the Share Option Scheme and any other share option schemes of the Company. On the basis of 2,623,945,000 Shares in issue as at the Latest Practicable Date and assuming there will not be any Shares issued from the Latest Practicable Date to the date of the AGM, the Scheme Mandate Limit shall be renewed to 262,394,500 Shares, representing 10% of the Shares in issue as at the date of the AGM considering the approval of the renewed Scheme Mandate Limit.

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## LETTER FROM THE BOARD

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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 such eligible 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.

The total number of Shares which may be issued upon exercise of (a) the renewed Scheme Mandate Limit of 262,394,500 Shares and (b) all outstanding Options as at the Latest Practicable Date carrying the right to subscribe for 183,200,507 Shares under the Share Option Scheme and any other share option schemes of the Company is 445,595,007 Shares, will represent about 16.98% of the total number of Shares in issue as at the date of the AGM.

### Conditions

As required by the Share Option Scheme and the GEM Listing Rules, an ordinary resolution will be proposed at the AGM to approve the refreshment of the Scheme Mandate Limit.

The adoption of the refreshed Scheme Mandate Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the Proposed Scheme Refreshment at the AGM; and
- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be issued pursuant to the exercise of any options that may be granted under the Share Option Scheme and any other share option schemes of the Company under the refreshed Scheme Mandate Limit not exceeding 10% of the number of Shares in issue as at the date of approval by the Shareholders.

### Application for Listing

An application will be made to the Stock Exchange in respect of the approval referred to in (b) under the paragraph headed “Conditions” above

## 4. RE-ELECTION OF DIRECTORS

In accordance with bye-law 99 of the Bye-Laws, Mr. Wong Kam Leong, Mr. Wu Bingxiang and Mr. Ng Kwok Chu, Winfield will retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Brief biographical details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix III to this circular.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING

The notice of the AGM which contains, inter alia, ordinary resolutions to approve the New Mandates, the adoption of the refreshed Scheme Mandate Limit and the re-election of Directors is set out on pages 16 to 19 of this circular. To the best knowledge of the Directors, none of the Shareholders is required to abstain from voting on the resolutions to be proposed at the AGM.

Whether or not you propose to attend the AGM, you are requested to complete the enclosed form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM. The completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM if you so wish.

### 6. GEM LISTING RULES REQUIREMENT

According to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of a poll.

### 7. RECOMMENDATION

The Directors consider that the proposals for (i) the granting of the New Mandates; (ii) the refreshment of the Scheme Mandate Limit; and (iii) the re-election of Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of  
**Long Success International (Holdings) Limited**  
**Wong Kam Leong**  
*Chairman*

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the New Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practical Date, the issued share capital of the Company comprised 2,623,945,000 Shares of HK\$0.04 each.

Subject to the passing of the resolution in relation to the New Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the New Repurchase Mandate to repurchase a maximum of 262,394,500 Shares on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, representing approximately 10% of the issued share capital of the Company as the date of passing the resolution.

The Shares repurchased by the Company shall, subject to applicable laws, be automatically cancelled upon such repurchase.

### **2. REASONS FOR REPURCHASES**

The Directors believe that the New Repurchase Mandate is in the best interests and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares but consider that the New Repurchase Mandate will provide the Company the flexibility to make such purchase when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share.

### **3. FUNDING OF REPURCHASES**

Repurchase of Shares will be funded out of funds legally available for such purpose and in accordance with the memorandum of the Company and the Bye-Laws, the GEM Listing Rules and the applicable laws of Bermuda.

In the event that the proposed New Repurchase Mandate is exercised in full at any time during the proposed repurchase period, there might be a material adverse impact on the working capital or the gearing positions of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 March 2011). However, the Directors do not propose to exercise the New Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

#### 4. SHARE PRICES

The highest and lowest prices at which Shares have been traded on GEM in each of the past twelve months were as follows:–

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
<b>2010</b>		
July	0.209	0.145
August	0.170	0.140
September	0.155	0.136
October	0.150	0.130
November	0.191	0.139
December	0.188	0.163
<b>2011</b>		
January	0.215	0.162
February	0.225	0.173
March	0.200	0.153
April	0.189	0.147
May	0.165	0.130
June	0.162	0.127
July (up to the Latest Practicable Date)	0.154	0.134

#### 5. CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved at the AGM.

No connected person (as defined in the GEM Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the New Repurchase Mandate is approved.

#### 6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the New Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of the Company and the Bye-Laws and the applicable laws of Bermuda.

## 7. CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, pursuant to the New Repurchase Mandate a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, the register of the Substantial Shareholders maintained by the Company pursuant to Part XV of the SFO showed that the Company has been notified of the following interests, being 5% or more of the Company's issued share capital:

Name	Number of Shares held	Approximate percentage of shareholding (on the basis of 2,623,945,000 Shares in issue)	Approximate percentage of shareholding if the New Repurchase Mandate is exercised in full (on the basis of 2,361,550,500 Shares in issue)
Wide Fine International Limited (Note 1)	248,125,000	9.46%	10.51%
View Good International Limited (Note 2)	406,000,000	15.47%	17.19%
Wong Kam Leong (Note 3)	669,125,000	25.50%	28.33%
Yardley Finance Limited (Note 4)	160,000,000	6.10%	6.78%
Nicky International Limited (Note 5)	216,000,000	8.23%	9.15%
Leung Wa (Note 6)	222,000,000	8.46%	9.40%

*Note 1:* Wide Fine International Limited ("Wide Fine") is the beneficial owner of 248,125,000 Shares. Mr. Wong Kam Leong ("Mr. Wong"), an executive Director of the Company is the sole beneficial owner of Wide Fine and is deemed to be interested in Shares held by Wide Fine.

*Note 2:* View Good International Limited is beneficially and wholly owned by Ms. Tam Sio Wan, the wife of Mr. Wong.

*Note 3:* Mr. Wong is taken to be interested in the Shares as listed in Notes 1 and 2 and also his personal interest of 15,000,000 shares (consisting of 15,000,000 share options conferring rights to subscribe for 15,000,000 Shares).

*Note 4:* Yardley Finance Limited is beneficially and wholly owned by Mr. Chan Kin Sun.

*Note 5:* Nicky International Limited is beneficially and wholly owned by Mr. Chen Jianqiu and Mr. Leung Wa in equal Shares.

*Note 6:* 216,000,000 out of 222,000,000 Shares are attributable to the Shares under Note 5.

In the event that the Directors shall exercise in full the New Repurchase Mandate, the total interests of the above Shareholder would increase to approximately the percentage shown in the last column above and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In any event, the Directors have no present intention to repurchase Shares to such extent which will result in a mandatory general offer required to be made if the proposed repurchase mandate is approved at the AGM. Moreover, the Directors have no intention to exercise the New Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage of 25% as required under the GEM Listing Rules.

**8. NO PURCHASES OF SHARES MADE BY THE COMPANY**

No repurchases of shares have been made by the Company during the six months period prior to the date of the Latest Practicable date whether on the GEM or otherwise.

The biography of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out as follows:

### EXECUTIVE DIRECTORS

#### (1) Mr. Wong Kam Leong

Mr. Wong Kam Leong, aged 47, has been the chairman of the Company since 28 November 2005. Mr. Wong was the chairman of 國家經貿委機關服務局中山銀興(集團)有限公司 (Zhongshan Yinxing (Holdings) Limited, the Internal Service Bureau of the State Economic and Trade Commission), a general manager of 輕工業部北京國輕實業公司 (Beijing National Light Industrial Company limited, the Ministry of Light Industry), the chairman of 中山威力電器集團有限公司 (Zhongshan Weili Electronics Appliances Group Limited) and a director of 中國科技證券有限責任公司 (China Science and Technology Securities Company Limited Liability Company). He has more than 20 years experience in sales and marketing and property trading and development in the PRC. Mr. Wong is responsible for the overall strategic planning, direction and business development of the Company. Mr. Wong is a substantial shareholder of the Company.

Save as disclosed above, Mr. Wong did not hold any directorships in any listed public companies in Hong Kong or overseas in the last three years and he did not hold any other positions with the Company or its subsidiaries as at the Latest Practicable Date.

There is no service contract between the Company and Mr. Wong and he has no fixed term of service with the Company. Mr. Wong is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws of the Company. Mr. Wong is entitled to a director's fee of HK\$360,000 per annum which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wong is deemed to be interested in a total of 654,125,000 Shares, 248,125,000 out of which are held by Wide Fine International Limited (a company wholly and beneficially owned by Mr. Wong), and 406,000,000 out of which are held by View Good International Limited (a company wholly and beneficially owned by Ms. Tam Sio Wan, wife of Mr. Wong) and 15,000,000 underlying Shares attached to the options granted by the Company. Save as disclosed herein, Mr. Wong does not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.



**(2) Mr. Wu Bingxiang**

Mr. Wu Bingxiang, aged 46, has been an executive Director of the Company since 1 September 2009. Mr. Wu is also chairman of Jining Gangning Paper Co. Ltd. in Shandong Province in the PRC, a 51%-owned subsidiary of the Company. From 2000 to 2008, Mr. Wu was a deputy general manager and an executive director of a building materials company in the PRC and has extensive experience in management, merchandising and marketing in the PRC. Mr. Wu is responsible for administrative aspects and business development of the paper manufacturing business of the Group.

Save as disclosed above, Mr. Wu did not hold any directorships in any listed public companies in Hong Kong or overseas in the last three years and she did not hold any other positions with the Company or its subsidiaries as at the Latest Practicable Date.

There is no service contract between the Company and Mr. Wu and he has no fixed term of service with the Company. Mr. Wu is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. Mr. Wu is entitled to a director's fee of HK\$240,000 per annum, which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Mr. Wu does not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company. Mr. Wu is interested in 14,000,000 underlying Shares attached to the options granted by the Company as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

**INDEPENDENT NON-EXECUTIVE DIRECTORS (“INED”)****(3) Mr. Ng Kwok Chu, Winfield**

Mr. Ng Kwok Chu, Winfield, aged 52, has been an INED and a member of audit committee and remuneration committee of the Company since 3 January 2006. Mr. Ng has more than 20 years consumer and commercial finance experiences in the markets of Hong Kong and the PRC. He is an executive director of Sino Prosper State Gold Resources Holdings Limited, a company listed on the Main Board of the Stock Exchange, and an executive director of China Netcom Technology Holdings Limited, a company listed on the GEM of the Stock Exchange.

Save as disclosed above, Mr. Ng did not hold any directorships in any listed public companies in Hong Kong and overseas in the last three years and he did not hold any other positions with the Company or its subsidiaries as at the Latest Practicable Date.

There is no service contract between the Company and Mr. Ng and he has no fixed term of service with the Company. Mr. Ng is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws of the Company. Mr. Ng is entitled to a director's fee of HK\$80,000 per annum which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Mr. Ng does not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company. Mr. Ng is interested in 1,500,000 underlying Shares attached to the options granted by the Company as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Ng that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN THAT** the annual general meeting (“AGM”) 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 Thursday, 11 August 2011 at 11:00 a.m. for the following purposes:

As ordinary business:

1. To receive and consider the audited financial statements and the reports of the directors (“Directors”) and auditor of the Company for the year ended 31 March 2011.
2.
  - (a) to re-elect Mr. Wong Kam Leong as an executive Director of the Company;
  - (b) to re-elect Mr. Wu Bingxiang as an executive Director of the Company;
  - (c) to re-elect Mr. Ng Kwok Chu, Winfield as an independent non-executive Director of the Company; and
  - (d) to authorize the board of Directors to fix their remuneration.
3. To re-appoint Crowe Horwath (HK) CPA Limited as the Company’s auditor and to authorise the board of directors of the Company to fix their remuneration.

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

4. **“THAT,** the general mandates to allot, issue and deal with, and repurchase, shares of the Company granted to the Directors at the annual general meeting of the Company held on 23 August 2010 be and are hereby revoked and replaced by,

**“A. THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”), the exercise by the Directors during the Relevant Period (as defined hereinafter) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options (including warrants) which might require the exercise of such power be and is hereby generally and unconditionally approved;

\* for identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant any offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;
  
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter); (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the Bye-Laws of the Company in force from time to time, shall not exceed the aggregate of:
  - (i) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution; and
  
  - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution);

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
  
- (iii) the passing of an ordinary resolution by shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.

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## NOTICE OF ANNUAL GENERAL MEETING

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“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong.”

**“B. THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased by the Company on the Growth Enterprise Market of the Stock Exchange (“GEM”) or any other stock exchange recognised for this purpose by the SFC and the Stock Exchange under the Hong Kong Code on Share Repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the authority pursuant to paragraph (a) above of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” shall have the same meaning as assigned to it under ordinary resolution 4A(d) of this notice.”

**C. “THAT:**

subject to the passing of the ordinary resolutions 4A and 4B above, the Directors be and are hereby authorised to exercise the authority referred to in paragraph (a) of resolution 4A above in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing limit on the grant of options under the share option scheme adopted by the Company on 23 August 2010 (the “**Scheme**”) be refreshed so that the aggregate nominal amount of share capital of the Company which may be allotted and issued upon exercise of any options to be granted under the Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Scheme or such other share option schemes of the Company), shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) and the Directors be and are hereby authorized to do such act and execute such document to effect the Refreshed Scheme Mandate Limit and to grant options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

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

Hong Kong, 8 July 2011

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HK12  
Bermuda

*Head Office and Principal Place of Business:*

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

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on GEM, all the resolutions to be voted by poll at the AGM.
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, the share registrars of the Company in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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.