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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.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

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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)

PROPOSED SHARE CONSOLIDATION, CAPITAL REDUCTION AND CAPITAL INCREASE

Financial adviser to the Company



**WALLBANCK BROTHERS
Securities (Hong Kong) Limited**

A letter from the Board of the Company is set out on pages 7 to 14 of this circular.

A notice convening a special general meeting of the Company to be held at 11:00 a.m. on Monday, 5 March 2012 at the Function Room of Macau Jockey Club, 1/F China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong is set out on pages 15 to 16 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM 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 for at least 7 days from the date of its posting and the Company website at www.long-success.com.

* For identification purpose only

10 February 2012

CHARACTERISTICS OF GEM

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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DEFINITION

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

“Announcement”	the announcement of the Company dated 27 January 2012 in relation to the proposed Share Consolidation, Capital Reduction and Capital Increase
“associate(s)”	shall have the meaning ascribed to this term under the GEM Listing Rules
“Board”	the board of Directors
“Capital Increase”	the proposed increase of the authorised share capital of the Company from HK\$3,750,000 divided into 375,000,000 New Shares of HK\$0.01 each to HK\$300,000,000 divided into 30,000,000,000 New Shares of HK\$0.01 each
“Capital Reduction”	the proposed (i) reduction of the issued share capital of the Company by cancelling the paid-up capital of the Company to the extent of HK\$0.79 on each of the then issued Consolidated Shares such that the par value of each of the issued Consolidated Shares be reduced from HK\$0.80 to HK\$0.01; and (ii) reduction of the authorised share capital of the Company by reducing the par value of all Consolidated Shares from HK\$0.80 each to HK\$0.01 each resulting in the reduction of the authorised share capital of the Company from HK\$300,000,000 divided into 375,000,000 Consolidated Shares of HK\$0.80 each to HK\$3,750,000 divided into 375,000,000 New Shares of HK\$0.01 each
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Cinda International”	Cinda International Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) under the SFO
“CN Holder(s)”	holder(s) of the Convertible Notes
“Company”	Long Success International (Holdings) Limited, an exempted company incorporated in the Bermuda with limited liability and the issued Shares of which are listed on the GEM (stock code: 8017)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.80 each in the share capital of the Company upon the Share Consolidation becoming effective

DEFINITION

“Convertible Notes”	convertible notes issued by the Company in the aggregate amount of RMB70,000,000 (equivalent to approximately HK\$81,680,280) commencing on 28 December 2011, being the issue date of the convertible notes, of which all amounts are still outstanding
“Director(s)”	director(s) of the Company
“Equity Line of Credit”	the equity line of credit granted by Lyceum Partners LLC to the Company which shall be accessed, at the option of the Company, by the exercise of the option during the commitment period in accordance with the terms of the Equity Line of Credit Agreement
“Equity Line of Credit Agreement”	the agreement entered into between the Company and Lyceum Partners LLC after trading hours on 9 September 2011 in relation to the Equity Line of Credit and the option as amended and supplemented by the first supplemental agreement dated 16 September 2011 and the second supplemental agreement dated 27 September 2011
“Existing Share Certificate(s)”	certificates for the Shares in blue color
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Guangdong Securities”	Guangdong Securities Limited, a licensed corporation to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as defined under the SFO
“Latest Practicable Date”	8 February 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular

DEFINITION

“New Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company upon the Share Consolidation and Capital Reduction becoming effective.
“New Share Certificate(s)”	certificates for the New Shares in green color
“Proposed Acquisition”	the proposed acquisition of the entire issued share capital of Fame Shine Holdings Limited by Xu Sheng Holdings Limited from Wide Fine (Asia) Development Limited and Gain Concept Industries Limited pursuant to the sale and purchase agreement dated 13 October 2011 as supplemented and amended by a supplemental agreement dated 12 December 2011 entered into between Xu Sheng Holdings Limited and Wide Fine (Asia) Development Limited and Gain Concept Industries Limited
“Registrar”	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, Wan Chai, Hong Kong
“SGM”	a special general meeting of the Company to be convened to consider and, if thought fit, passing the special resolution to approve, among other things, the Share Consolidation, the Capital Reduction and the Capital Increase
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company and to the extent applicable, shall include Consolidated Share(s) and New Share(s) upon the Share Consolidation, Capital Reduction and Capital Increase becoming effective
“Share Consolidation”	the consolidation of every twenty (20) issued and unissued Shares of HK\$0.04 each in the share capital of the Company into one Consolidated Share of HK\$0.80
“Share Option Scheme”	the share option schemes of the Company adopted on 23 August 2010
“Shareholders”	the holder(s) of issued Shares, Consolidated Shares or New Shares (as the case may be)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITION

“Warrant(s)”	unlisted warrants of the Company in registered form conferring rights entitling the registered holder(s) thereof to subscribe for up to HK\$22,500,000 in aggregate in cash for 150,000,000 new Shares at the subscription price, being HK\$0.15 (subject to adjustment) to be issued by the Company pursuant to the placing of warrants
“%”	per cent

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

EXPECTED TIMETABLE

Set out below is the proposed timetable for the implementation of the Share Consolidation, Capital Reduction and Capital Increase:

Despatch of the circular regarding the Share Consolidation,
Capital Reduction and Capital Increase Friday, 10 February 2012

Latest date and time to return form of proxy
for the SGM 11:00 a.m., Saturday, 3 March 2012

Date of the SGM 11:00 a.m., Monday, 5 March 2012

Publication of the SGM results announcement Monday, 5 March 2012

The following event is conditional on the fulfillment of the conditions for the implementation of the Share Consolidation, Capital Reduction and Capital Increase, the dates are therefore tentative:

Effective date of the Share Consolidation, Capital
Reduction and Capital Increase 9:00 a.m., Tuesday, 6 March 2012

Commencement of dealings in New Shares 9:00 a.m., Tuesday, 6 March 2012

Original counter for trading in Shares in board lots of
10,000 Shares (in the form of Existing Share Certificates)
temporarily closes 9:00 a.m., Tuesday, 6 March 2012

Temporary counter for trading in New Shares in board
lots of 500 New Shares (in the form of Existing
Share Certificates) opens 9:00 a.m., Tuesday, 6 March 2012

First day of free exchange of Existing Share Certificates
for the New Share Certificates Tuesday, 6 March 2012

Original counter for trading in New Shares in board
lots of 10,000 New Shares (in form of New
Share Certificates) reopens 9:00 a.m., Tuesday, 20 March 2012

Parallel trading in New Shares (in the form of
Existing Share Certificates and New Share
Certificates) commences 9:00 a.m., Tuesday, 20 March 2012

First day of operation of odd lot trading facility Tuesday, 20 March 2012

Temporary counter for trading in board lots of 500
New Shares (in the form of Existing Share
Certificates) closes 4:00 p.m., Thursday, 12 April 2012

EXPECTED TIMETABLE

Parallel trading in New Shares (in the form of Existing Share

Certificates and New Share Certificates) ends 4:00 p.m., Thursday, 12 April 2012

Last day of operation of odd lot trading facility Thursday, 12 April 2012

Last day of free exchange of Existing Share Certificates

for New Share Certificates Monday, 16 April 2012

All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in expected timetable above depends on the results of the SGM and are therefore for indicative purpose only. An announcement will be made regarding any changes to the expected timetable as and when appropriate.

LETTER FROM THE BOARD



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. Wu Shaohong (*Vice 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

10 February 2012

To the Shareholders, and for information only,

holder(s) of the outstanding share options, the CN Holders,

the holder(s) of the outstanding Warrants and the party of the Equity Line of Credit Agreement

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION, CAPITAL REDUCTION AND CAPITAL INCREASE

INTRODUCTION

On 27 January 2012, the Company announced that, among other things,

- (1) the Company proposes to implement the Share Consolidation of every twenty (20) issued and unissued Shares of HK\$0.04 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.80.
- (2) the Company proposes to implement the Capital Reduction involving (i) the reduction of the issued share capital of the Company by cancelling the paid-up capital of the Company to the extent of HK\$0.79 on each of the then issued Consolidated Shares such that the par value of each of the issued Consolidated Shares be reduced from HK\$0.80 to HK\$0.01; and (ii) the

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LETTER FROM THE BOARD

reduction of the authorised share capital of the Company by reducing the par value of all Consolidated Shares from HK\$0.80 each to HK\$0.01 each resulting in the reduction of the authorised share capital of the Company from HK\$300,000,000 divided into 375,000,000 Consolidated Shares of HK\$0.80 each to HK\$3,750,000 divided into 375,000,000 New Shares of HK\$0.01 each.

- (3) the Company proposes to implement the Capital Increase involving the increase of the authorised share capital of the Company from HK\$3,750,000 divided into 375,000,000 New Shares of HK\$0.01 each to HK\$300,000,000 divided into 30,000,000,000 New Shares of HK\$0.01 each.

The purposes of this circular are to provide the Shareholders with information regarding further details about (i) the Share Consolidation, Capital Reduction and Capital Increase; and (ii) the notice of the SGM to be convened to consider and, if thought fit, passing the special resolution to approve, among other things, the Share Consolidation, the Capital Reduction and the Capital Increase.

PROPOSED SHARE CONSOLIDATION

The Company proposes to implement the Share Consolidation of every twenty (20) issued and unissued Shares of HK\$0.04 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.80. The Share Consolidation will become effective upon the fulfillment of the conditions set out in the paragraph headed “Conditions of the Share Consolidation, Capital Reduction and Capital Increase” below.

PROPOSED CAPITAL REDUCTION

Upon the Share Consolidation becoming effective, the Company proposes to implement the Capital Reduction involving (i) the reduction of the issued share capital of the Company by cancelling the paid-up capital of the Company to the extent of HK\$0.79 on each of the then issued Consolidated Shares such that the par value of each of the issued Consolidated Shares be reduced from HK\$0.80 to HK\$0.01; and (ii) the reduction of the authorised share capital of the Company by reducing the par value of all Consolidated Shares from HK\$0.80 each to HK\$0.01 each resulting in the reduction of the authorised share capital of the Company from HK\$300,000,000 divided into 375,000,000 Consolidated Shares of HK\$0.80 each to HK\$3,750,000 divided into 375,000,000 New Shares of HK\$0.01 each.

The Capital Reduction will become effective upon the fulfillment of the conditions set out in the paragraph headed “Conditions of the Share Consolidation, Capital Reduction and Capital Increase” below.

PROPOSED CAPITAL INCREASE

Upon the Share Consolidation and Capital Reduction becoming effective, the Company proposes to implement the Capital Increase involving the increase of the authorised share capital of the Company from HK\$3,750,000 divided into 375,000,000 New Shares of HK\$0.01 each to HK\$300,000,000 divided into 30,000,000,000 New Shares of HK\$0.01 each.

LETTER FROM THE BOARD

The Directors do not have any present intention of issuing any part of the authorised capital of the Company proposed to be increased save and except for (i) the subscription of subscription Shares under general mandate as announced by the Company on 12 January 2012; and (ii) the issue of Shares pursuant to the exercise of the outstanding share options under the Share Option Scheme, the exercise of the conversion rights under the Convertible Notes, the exercise of the subscription rights under the outstanding Warrants and the exercise of the options by the Company under the Equity Line of Credit.

The Capital Increase will become effective upon the fulfillment of the conditions set out in the paragraph headed “Conditions of the Share Consolidation, Capital Reduction and Capital Increase” below.

EFFECT OF THE SHARE CONSOLIDATION, CAPITAL REDUCTION AND CAPITAL INCREASE

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$300,000,000 divided into 7,500,000,000 Shares of HK\$0.04 each, of which 2,623,945,000 Shares have been issued and are fully paid. Upon the Share Consolidation, Capital Reduction and Capital Increase becoming effective, the authorised share capital of the Company will be HK\$300,000,000 divided into 30,000,000,000 New Shares of HK\$0.01 each, of which 131,197,250 whole New Shares of HK\$0.01 each will be in issue (assuming that no further Shares are issued or repurchased by the Company from the Latest Practicable Date to the effective date of the Share Consolidation, Capital Reduction and Capital Increase).

Fractional New Shares will not be allocated to the Shareholders but will be aggregated and, if possible, sold for the benefit of the Company. The New Shares will rank *pari passu* in all respects with each other and the Share Consolidation, Capital Reduction and Capital Increase will not result in any change in the relative rights or proportionate interests of the Shareholders.

On the assumption that no further Shares will be issued or repurchased by the Company after the Latest Practicable Date, the total issued share capital of the Company immediately before the Share Consolidation, Capital Reduction and Capital Increase becoming effective will be approximately HK\$104,957,800.00. A credit amount of approximately HK\$103,645,827.50 will arise as a result of the Capital Reduction. Such credit amount will be transferred to the contributed surplus account of the Company and the necessary amount of credit balance in the contributed surplus account will then be applied by the Directors to set off against the total accumulated losses of the Company. The accumulated losses of the Company were approximately HK\$147,422,000 as shown in the audited financial statements of the Company for the year ended 31 March 2011.

The board lot size for trading of the New Shares on the Stock Exchange will remain unchanged at 10,000 New Shares upon the Share Consolidation, Capital Reduction and Capital Increase becoming effective.

Implementation of the Share Consolidation, Capital Reduction and Capital Increase will not, of itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses. The Directors believe that the Share Consolidation, Capital Reduction and Capital Increase will not have any adverse effect on the financial position of the Company and its subsidiaries and the Directors believe that on the date the Share Consolidation, Capital Reduction and Capital Increase are to be effected, there

LETTER FROM THE BOARD

are no reasonable grounds for believing that the Company is, or after the Share Consolidation, Capital Reduction and Capital Increase would be, unable to pay its liabilities as they become due. No capital will be lost as a result of the Share Consolidation, Capital Reduction and Capital Increase and, except for the expenses involved in relation to the Share Consolidation, Capital Reduction and Capital Increase which is expected to be insignificant in the context of the net asset value of the Company, the net asset value of the Company will remain unchanged before and after the Share Consolidation, Capital Reduction and Capital Increase becoming effective. The Share Consolidation, Capital Reduction and Capital Increase does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid up capital of the Company. The Share Consolidation, Capital Reduction and Capital Increase will not result in any change in the relative rights of the Shareholders.

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date on which the Share Consolidation, Capital Reduction and Capital Increase become effective, the share capital structure of the Company will be as follows:

	As at the Latest Practicable Date	Immediately after the Share Consolidation, Capital Reduction and Capital Increase become effective
Amount of authorised share capital	HK\$300,000,000.00	HK\$300,000,000.00
Par value	HK\$0.04 per Share	HK\$0.01 per New Share
Number of authorised shares	7,500,000,000 Shares	30,000,000,000 New Shares
Amount of issued share capital	HK\$104,957,800.00	HK\$1,311,972.50
Number of issued shares	2,623,945,000 Shares	131,197,250 New Shares
Amount of unissued share capital	HK\$195,042,200.00	HK\$298,688,027.50
Number of unissued shares	4,876,055,000 Shares	29,868,802,750 New Shares

The resulting New Shares of par value of HK\$0.01 each will rank *pari passu* in all respects with each other in accordance with the Company's Bye-Laws.

REASON FOR THE SHARE CONSOLIDATION, CAPITAL REDUCTION AND CAPITAL INCREASE

The proposed Share Consolidation, Capital Reduction and Capital Increase will (i) increase the trading price per board lot and hence reduce the overall transaction and handling costs for dealing in the New Shares; (ii) give greater flexibility to the Company to raise funds through the issue of New Shares in the future; and (iii) eliminate the Company's accumulated loss and hence allow greater flexibility for the Company to pay dividends as and when the Directors consider it appropriate in the future.

LETTER FROM THE BOARD

As such, the Directors (including the independent non-executive Directors) are of the view that the Share Consolidation, Capital Reduction and Capital Increase are in the interests of the Company and the Shareholders as a whole.

At this stage, there can be no assurance that a dividend will be declared or paid in future even if the Share Consolidation, Capital Reduction and Capital Increase become effective.

CONDITIONS OF THE SHARE CONSOLIDATION, CAPITAL REDUCTION AND CAPITAL INCREASE

The Share Consolidation, Capital Reduction and Capital Increase are conditional upon the fulfillment of the following conditions:

- (i) the passing by Shareholders of a special resolution at the SGM by way of poll to approve the Share Consolidation, Capital Reduction and Capital Increase;
- (ii) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares in issue and to be issued upon the Share Consolidation, Capital Reduction and Capital Increase becoming effective;
- (iii) the compliance with the relevant procedures and requirements under Bermuda law (where applicable) and the GEM Listing Rules to effect the Share Consolidation, Capital Reduction and Capital Increase; and
- (iv) the approval of the relevant regulatory authority, if required.

Subject to the fulfillment of the above conditions, it is expected that the Share Consolidation, Capital Reduction and Capital Increase will become effective on the next business day following the date of passing the special resolution to approve the Share Consolidation, Capital Reduction and Capital Increase.

LISTING AND DEALINGS

Application will be made to the GEM Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares arising from the Share Consolidation, Capital Reduction and Capital Increase.

The New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the New Shares on Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

LETTER FROM THE BOARD

No part of the securities of the Company is listed or dealt in on which listing or permission to deal is being or is proposed to be sought on other stock exchanges.

FREE EXCHANGE OF SHARE CERTIFICATES

Subject to the Share Consolidation, Capital Reduction and Capital Increase becoming effective, Shareholders may, from Tuesday, 6 March 2012 to Monday, 16 April 2012 (both dates inclusive), submit Existing Share Certificates for the Shares in board lot of 10,000 Shares, which is blue in color, to 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, Wan Chai, Hong Kong in exchange for the New Share Certificates for the New Shares, at the expense of the Company, which will be green in color. It is expected that the New Share Certificates will be available to the Shareholders for collection within 10 business days from the date of submission for the exchange. Thereafter, Existing Share Certificate for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 or such higher amount as may from time to time be allowed by the Stock Exchange for each Existing Share Certificate of the Shares cancelled or each New Share Certificate to be issued for the New Shares, whichever number of certificates cancelled/issued is higher, payable by the Shareholders to the Registrar of the Company.

Nevertheless, Existing Share Certificate for the Shares will continue to be good evidence of legal title and will be valid for dealings, trading and settlement purpose after the Share Consolidation, Capital Reduction and Capital Increase have become effective and may be exchanged for certificates for the New Shares at any time in accordance with the foregoing.

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares and the proposed change of board lot size, the Company has appointed Cinda International to stand in the market to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the New Shares to make up a full board lot, or to dispose of their holdings of odd lots of the New Shares from Tuesday, 20 March 2012 to Thursday, 12 April 2012 (both days inclusive). Holders of odd lots of the New Shares who wish to take advantage of this facility either to dispose of their odd lots of the New Shares or top up to a full board lot may, directly or through their brokers, contact Mr. Leung Siu Wa of Cinda International at 45/F., COSCO Tower, 183 Queen's Road Central, Hong Kong by phone at (852) 2235-7801 during this period.

Holders of odd lots of the New Shares should note that successful matching of the sale and purchase of odd lots of the New Shares is not guaranteed. Any Shareholders, who is in any doubt about the odd lot matching facility, is recommended to consult his/her/its own professional advisers.

ADJUSTMENT TO SHARE OPTIONS, CONVERTIBLE NOTES, WARRANTS AND OPTIONS UNDER THE EQUITY LINE OF CREDIT (THE "ADJUSTMENTS")

(i) Share Options

As at the Latest Practicable Date, there are outstanding share options to subscribe for 225,200,507 Shares granted pursuant to the Share Option Scheme. The Share Consolidation may lead to adjustment to

LETTER FROM THE BOARD

the exercise price and the number of New Shares which may fall to be issued upon exercise of outstanding options. The Company has appointed Guangdong Securities as the independent financial adviser to review and confirm that the basis of such adjustments to the outstanding share options comply with Chapter 23 of the GEM Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005 and are in accordance with the rules of the Share Option Scheme. Further announcement will be made if any adjustment is required to be made.

(ii) Convertible Notes

As at the Latest Practicable Date, the aggregate number of Shares that may be issued as a result of an exercise of the conversion rights under the Convertible Notes is approximately 816,802,800 Shares. The Share Consolidation may lead to adjustment to the conversion price and the number of New Shares which may fall to be issued upon exercise of the conversion rights attaching to the Convertible Notes, such adjustment to be made in accordance with the terms of the Convertible Notes. Further announcement will be made if any adjustment is required to be made.

(iii) Warrants

As at the Latest Practicable Date, the aggregate number of Shares that may be issued as a result of an exercise of the subscription rights under the outstanding Warrants is 150,000,000 Shares. The Share Consolidation may lead to adjustment to the exercise price and the number of New Shares which may fall to be issued upon exercise of the exercise rights attaching to the Warrants, such adjustment to be made in accordance with the terms of the Warrants. Further announcement will be made if any adjustment is required to be made.

(iv) Options under the Equity Line of Credit

As at the Latest Practicable Date, the aggregate number of Shares that may be issued as a result of an exercise of the options by the Company under the Equity Line of Credit is 1,000,000,000 Shares. The Share Consolidation may lead to adjustment to (i) the threshold price (the minimum subscription price) at which the options may be exercised for the subscription of New Shares; (ii) the subscription condition in relation to the trading price of the New Shares of the Company on the relevant tranche notice date; and (iii) the number of New Shares which may fall to be issued upon exercise of the options under the Equity Line of Credit, such adjustment of which shall be made in accordance with the terms of the Equity Line of Credit Agreement. Further announcement will be made if any adjustment is required to be made.

Save for the aforesaid, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

The Company has appointed Guangdong Securities as the independent financial adviser to certify the adjustments, if any, to the exercise price of the outstanding share options, the conversion price of the Convertible Notes, the subscription price of the outstanding Warrants and the options under the Equity Line of Credit and will inform the holder(s) of the outstanding share options, the CN Holders, the holder(s) of the outstanding Warrants and the party of the Equity Line of Credit Agreement of such adjustments, if any, accordingly.

LETTER FROM THE BOARD

SGM

A notice of the SGM is set out on pages 15 to 16 of this circular. The SGM will be convened at 11:00 a.m. on Monday, 5 March 2012 at the Function Room of Macau Jockey Club, 1/F China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong for the purpose of considering, and if thought fit, the passing of the special resolution approving the Share Consolidation, Capital Reduction and Capital Increase. A special resolution approving the Share, Capital Reduction and Capital Increase will be put forward to the Shareholders at the SGM to vote by poll.

The proposed Share Consolidation, Capital Reduction and Capital Increase are subject to the approval of a special resolution passed by the Shareholders. As none of the Shareholders are interested in the Share Consolidation, Capital Reduction and Capital Increase, no Shareholders are required to abstain from voting at the SGM.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend the SGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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, Wan Chai, Hong Kong as soon as possible but in any event, not later than 48 hours before the time of the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

RECOMMENDATION

The Directors are of the opinion that the Share Consolidation, Capital Reduction and Capital Increase are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Shareholders to vote in favor of the special resolution to be proposed at the SGM.

GENERAL

This circular, 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 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 in this circular misleading.

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

NOTICE OF SGM



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 11:00 a.m. on Monday, 5 March 2012 at the Function Room of Macau Jockey Club, 1/F China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without modifications, the following special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon, (i) the Listing Committee of the Growth Enterprise Market operated by The Stock Exchange of Hong Kong Limited granting or agree to grant the listing of and permission to deal in the New Shares (as defined below); and (ii) compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda (as amended), with effect from 9:00 a.m. on 6 March 2012 (Hong Kong time) or such time or such other date and/or time as the directors of the Company (the “**Directors**”) may determine:

- (a) every twenty shares of par value HK\$0.04 each (the “**Share(s)**”) in the issued and unissued share capital of the Company be consolidated into one share of par value HK\$0.80 (the “**Consolidation Share(s)**”) (the “**Share Consolidation**”);
- (b) the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$0.79 on each of the then issued Consolidated Shares such that the par value of each of the issued Consolidated Shares be reduced from HK\$0.80 to HK\$0.01, and the par value of all Consolidated Shares in the authorised share capital of the Company be reduced from HK\$0.80 each to HK\$0.01 each resulting in the reduction of the authorised share capital of the Company from HK\$300,000,000 divided into 375,000,000 Consolidated Shares of par value HK\$0.80 each to HK\$3,750,000 divided into 375,000,000 shares of par value HK\$0.01 each (the “**New Shares**”) (collectively, the “**Capital Reduction**”);
- (c) the authorised share capital of the Company be increased from HK\$3,750,000 divided into 375,000,000 New Shares of par value HK\$0.01 each to HK\$300,000,000 divided into 30,000,000,000 New Shares of par value HK\$0.01 each (the “**Capital Increase**”);

* For identification purpose only

NOTICE OF SGM

- (d) the total credit amount arising from the Capital Reduction be transferred to the contributed surplus account of the Company and the Directors be and are hereby authorised to apply any credit balance in the contributed surplus account of the Company in accordance with the bye-laws of the Company and all applicable laws (including the application of such credit balance to set off against accumulated losses of the Company); and
- (e) the Directors be and are hereby authorised generally to do all such acts, deeds and things and to sign all documents as they may, in their absolute discretion, deem necessary, desirable or appropriate to give effect and implement the Share Consolidation, the Capital Reduction and the Capital Increase.”

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

Hong Kong, 10 February 2012

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
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 17M 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.