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## **LONG SUCCESS INTERNATIONAL (HOLDINGS) LIMITED**

**百齡國際（控股）有限公司\***

*(incorporated in Bermuda with limited liability)*

(Stock Code: 8017)

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (“SGM”) of the shareholders of Long Success International (Holdings) Limited (the “**Company**”) will be held at 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**”);

\* for identification purpose only

- (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**”);
- (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.

*As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Wong Kam Leong, Mr. Wu Shaohong, Mr. Hu Dongguang, Mr. Wu Bingxiang and Dr Guo Wanda; and four independent non-executive Directors, namely Mr. Ng Kwok Chu, Winfield, Mr. Ng Chau Tung, Robert, Mr. Tse Ching Leung and Mr. Wang Qingyi.*

*This announcement, 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 announcement 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 announcement misleading.*

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