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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)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 5 MARCH 2012**

AND

**ADJUSTMENTS OF SHARE OPTIONS, CONVERTIBLE NOTES,
WARRANTS AND OPTIONS UNDER THE EQUITY LINE OF CREDIT**

The Board is pleased to announce that the special resolution as set out in the Notice dated 10 February 2012 in relation to the Share Consolidation, Capital Reduction and Capital Increase was duly passed by way of poll by the Shareholders at the SGM held on 5 March 2012.

As a result of the Share Consolidation, Capital Reduction and Capital Increase, adjustments will be made to (i) the exercise price and the number of New Shares which may fall to be issued upon exercise of outstanding share options in accordance with Chapter 23 of the GEM Listing Rules, the supplementary guidance issued by the Stock Exchange on 5 September 2005 and the Share Option Scheme; (ii) 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 in accordance with the terms of the Convertible Notes; (iii) 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 in accordance with the terms of the Warrants; and (iv) the threshold price, the exercisable price, the subscription condition and the number of New Shares which may fall to be issued upon exercise of the options under the Equity Line of Credit in accordance with the terms of the Equity Line of Credit Agreement. Details of the adjustments are set out in this announcement. The adjustments will become effective on 6 March 2012.

Guangdong Securities Limited, the independent financial adviser of the Company, has certified that the adjustments are in accordance with Chapter 23 of the GEM Listing Rules, the supplementary guidance issued by the Stock Exchange on 5 September 2005, the Share Option Scheme, and the terms of the Convertible Notes, Warrants and Equity Line of Credit Agreement.

References are made to the circular (the “**Circular**”) of Long Success International (Holdings) Limited (the “**Company**”) and the notice (the “**Notice**”) of the SGM dated 10 February 2012. Unless otherwise specified, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular and the Notice.

POLL RESULTS OF THE SGM

The SGM was held on 5 March 2012 to consider the special resolution as set out in the Notice. The Board is pleased to announce that the special resolution as set out in the Notice was duly passed by way of poll by the Shareholders at the SGM held on 5 March 2012 and the poll results are set out as follows:

Special Resolution <i>(Note)</i>	For	Against
To approve among others, the Share Consolidation, Capital Reduction and Capital Increase.	830,570,075 (100%)	0 (0%)

Note: The description of the resolution is by way of summary only. Please refer to the Circular and Notice for the definitions of the capitalised terms and full text of the resolution.

As at the date of the SGM, the aggregate number of Shares in issue was 3,143,945,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolution at the SGM. There was no Shareholder who had to abstain from voting at the SGM and there were no Shares entitling the Shareholders to vote only against the resolution at the SGM.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer to monitor the vote-taking at the SGM.

As more than 75% of the votes were cast in favor of the resolution proposed at the SGM, the resolution was duly passed as a special resolution of the Company.

The Board is pleased to announce that the Share Consolidation, Capital Reduction and Capital Increase shall become effective on 6 March 2012.

ADJUSTMENT OF SHARE OPTIONS

Immediately prior to the Share Consolidation, Capital Reduction and Capital Increase becoming effective, there were outstanding options granted under the Share Option Scheme to subscribe for 225,200,507 Shares. As a result of the Share Consolidation, Capital Reduction and Capital Increase and in accordance with Chapter 23 of the GEM Listing Rules, the supplementary guidance issued by the Stock Exchange on 5 September 2005 and the Share Option Scheme, the exercise price and the number of New Shares to be issued upon exercise of the outstanding share options shall be adjusted as follows:

Date of grant	Exercise period	Immediately prior to the Share Consolidation, Capital Reduction and Capital Increase becoming effective		Immediately after the Share Consolidation, Capital Reduction and Capital Increase becoming effective	
		Exercise price per outstanding share option	Number of Shares to be issued upon exercise of the share option	Adjusted exercise price per outstanding share option	Number of New Shares to be issued upon exercise of the share option
20 February 2008	20 February 2008 to 19 February 2018	HK\$0.2440	4,000,000	HK\$4.8800	200,000
22 February 2008	22 February 2008 to 21 February 2018	HK\$0.2480	500,000	HK\$4.9600	25,000
02 May 2008	02 May 2008 to 01 May 2018	HK\$0.1960	5,000,000	HK\$3.9200	250,000
09 May 2008	09 May 2008 to 08 May 2018	HK\$0.1920	31,750,507	HK\$3.8400	1,587,525
17 September 2008	17 September 2008 to 16 September 2018	HK\$0.2024	13,500,000	HK\$4.0480	675,000
31 December 2008	31 December 2008 to 30 December 2018	HK\$0.1400	6,500,000	HK\$2.8000	325,000
18 May 2009	18 May 2009 to 17 May 2019	HK\$0.1680	1,500,000	HK\$3.3600	75,000
01 September 2009	01 September 2009 to 31 August 2019	HK\$0.1600	18,400,000	HK\$3.2000	920,000
30 March 2010	30 March 2010 to 29 March 2020	HK\$0.2860	21,000,000	HK\$5.7200	1,050,000
15 November 2010	15 November 2010 to 14 November 2020	HK\$0.1660	61,050,000	HK\$3.3200	3,052,500
10 January 2011	10 January 2011 to 09 January 2021	HK\$0.1750	20,000,000	HK\$3.5000	1,000,000
12 July 2011	12 July 2011 to 11 July 2021	HK\$0.1500	42,000,000	HK\$3.0000	2,100,000

The adjustments will become effective on 6 March 2012. Guangdong Securities Limited, the independent financial adviser of the Company has certified that the said adjustments comply with Chapter 23 of the GEM Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005 and in accordance with the Share Option Scheme.

ADJUSTMENT OF CONVERTIBLE NOTES

Immediately prior to the Share Consolidation, Capital Reduction and Capital Increase becoming effective, there were outstanding principle amount of HK\$81,680,280 under the Convertible Notes. As a result of the Share Consolidation, Capital Reduction and Capital Increase and in accordance with the terms of the Convertible Notes, the conversion price and the number of New Shares to be issued upon exercise of the conversion rights attaching to the Convertible Notes shall be adjusted as follows:

Immediately prior to the Share Consolidation, Capital Reduction and Capital Increase becoming effective		Immediately after the Share Consolidation, Capital Reduction and Capital Increase becoming effective	
Conversion price of the Convertible Notes	No. of Shares to be issued upon exercise of the conversion rights attaching to the Convertible Notes	Adjusted conversion price of the Convertible Notes	No. of New Shares to be issued upon exercise of the conversion rights attaching to the Convertible Notes
HK\$0.10	816,802,800	HK\$2.00	40,840,140

The adjustments will become effective on 6 March 2012. Guangdong Securities Limited, the independent financial advisor of the Company has certified that the said adjustments are in accordance with the terms of the Convertible Notes.

ADJUSTMENT OF WARRANTS

Immediately prior to the Share Consolidation, Capital Reduction and Capital Increase becoming effective, there were outstanding Warrants containing the subscription rights to subscribe for 150,000,000 Shares. As a result of the Share Consolidation, Capital Reduction and Capital Increase and in accordance with the terms of the Warrants, exercise price and number of New Shares to be issued upon exercise of the Warrants shall be adjusted as follows:

Immediately prior to the Share Consolidation, Capital Reduction and Capital Increase becoming effective		Immediately after the Share Consolidation, Capital Reduction and Capital Increase becoming effective	
Exercise price per Warrants	No. of Shares to be allotted and issued upon exercise of the subscription rights attaching to the Warrants	Adjusted exercise price per Warrants	No. of New Shares to be allotted and issued upon exercise of the subscription rights attaching to the Warrants
HK\$0.15	150,000,000	HK\$3.00	7,500,000

The adjustments will become effective on 6 March 2012. Guangdong Securities Limited, the independent financial advisor of the Company has certified that the said adjustments are in accordance with the terms of the Warrants.

ADJUSTMENT OF OPTIONS UNDER EQUITY LINE OF CREDIT

Immediately prior to the Share Consolidation, Capital Reduction and Capital Increase becoming effective, 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. As a result of the Share Consolidation, Capital Reduction and Capital Increase and in accordance with the terms of the Equity Line of Credit Agreement, (i) the threshold price (the minimum subscription price) at which the options may be exercised for the subscription of New Shares; (ii) the exercisable price in relation to the trading price of the New Shares of the Company on the relevant tranche notice date (iii) the subscription condition in relation to the trading price of the New Shares of the Company on the relevant tranche notice date; and (iv) the number of New Shares which may fall to be issued upon exercise of the options under the Equity Line of Credit shall be as follows:

Immediately prior to the Share Consolidation, Capital Reduction and Capital Increase becoming effective				Immediately after the Share Consolidation, Capital Reduction and Capital Increase becoming effective			
Threshold price of the option under Equity Line of Credit	Exercisable price of the option under Equity Line of Credit	Conditional price of the option under Equity Line of Credit	No. of Shares to be issued upon exercise of the options under Equity Line of Credit	Adjusted threshold price of the option under Equity Line of Credit	Adjusted Exercisable price of the option under Equity Line of Credit	Adjusted conditional price of the option under Equity Line of Credit	No. of New Shares to be issued upon exercise of the options under Equity Line of Credit
HK\$0.175	HK\$0.25	HK\$0.25	1,000,000,000	HK\$3.50	HK\$5.00	HK\$5.00	50,000,000

The adjustments will become effective on 6 March 2012. Guangdong Securities Limited, the independent financial advisor of the Company has certified that the said adjustments are in accordance with the terms of the Equity Line of Credit Agreement.

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

Hong Kong, 5 March 2012

As at the date hereof, the Board comprises of 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 in this announcement misleading.

This announcement 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 on the Company website at www.long-success.com.

** For identification purpose only*