



LONG SUCCESS INTERNATIONAL (HOLDINGS) LIMITED

百齡國際（控股）有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8017)

Form of proxy for use by shareholders at the special general meeting (the "Meeting") to be held at 10:30 a.m. on Wednesday, 13 June 2012 at the Function Room of Macau Jockey Club, 1/F China Merchants Tower, Shun Tak Centre, 200 Connaught Road, Central, Hong Kong.

I/We ¹, _____
of _____
being the registered holder(s) of ² _____ shares of HK\$0.01 each in the capital of Long Success International (Holdings) Limited (the "**Company**") HEREBY APPOINT ³ _____
of _____
or failing him/her, the duly appointed chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at 10:30 a.m. on Wednesday, 13 June 2012 at the Function Room of Macau Jockey Club, 1/F China Merchants Tower, Shun Tak Centre, 200 Connaught Road, Central, Hong Kong (or at any adjournment thereof) in respect of the special resolution set out in the notice convening the Meeting (the "Notice") as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	(a) To approve, confirm and ratify the Subscription Agreement# and the transactions contemplated thereunder, concerning the Subscription of the Convertible Bonds in the principal amount of HK\$100,000,000.		
	(b) To approve, confirm and ratify the creation and issue of the Convertible Bonds by the Company to the Subscriber in accordance with the terms and conditions of the Subscription Agreement and the Convertible Bonds.		
	(c) To approve, confirm and ratify the issue and allotment of up to 485,242,666 Conversion Shares pursuant to the terms and conditions of the Subscription Agreement.		
	(d) To authorise the Directors for and on behalf of the Company to do all such acts and things as they may in their discretion consider necessary or desirable to carry out the Subscription Agreement and the transactions contemplated thereunder.		
2.	To approve the grant of a general mandate to the Directors to issue, allot and deal with new Shares of the Company.		

Signature(s) ⁶ _____ Dated _____ day of _____ 2012

Notes:

- Please fill in your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please fill in the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the name of the proxy. If no name is inserted, the chairman of the Meeting will act as your proxy. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- This form of proxy must either be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- If there are joint registered holders of any share(s), any one of such persons may vote at the Meeting, either personally or by proxy in respect of such share(s) as if he/she/it were solely entitled therein, but if more than one of such joint registered holders be present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share(s) shall alone be entitled to vote in respect thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish; and in such event, the appointment of the proxy will be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- # Unless otherwise defined in this proxy form, or the context otherwise requires, capitalised terms and expressions used herein have the respective meanings given to them in the circular of the Company dated 21 May 2012.

* For identification purpose only.