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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 Thursday, 20 September 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 resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT:**

- (i) the execution of the convertible bonds placing agreement dated 26 July 2012 (the “**CB Placing Agreement**”, a copy of which is marked “A” and initialed by the chairman of the SGM for identification purpose and tabled at the SGM) between the Company and FT Securities Limited (the “**Placing Agent**”), pursuant to which the Company has conditionally agreed to place and the Placing Agent has conditionally agreed to procure, on a best-effort basis, the CB Placees to subscribe for the convertible bonds of up to an aggregate principal amount of HK\$100,000,000, with the right to convert at the conversion price of HK\$0.08 (subject to adjustments) per conversion share (the “**Convertible Bonds**”), and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (ii) the creation and issuance of the Convertible Bonds by the Company to the Placing Agent in accordance with the terms and conditions of the CB Placing Agreement and the terms and conditions of the Convertible Bonds attached to the CB Placing Agreement and all transactions thereunder be and are hereby approved, ratified and confirmed;

- (iii) the issuance and allotment of up to a maximum number of 1,250,000,000 new ordinary shares of HK\$0.01 each in the Company (“**Conversion Shares**”) at the conversion price of HK\$0.08 each (subject to adjustments) which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Bonds be and are hereby approved; and
- (iv) the directors of the Company (the “**Directors**”) are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivering all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the CB Placing Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the CB Placing Agreement and all transactions contemplated thereunder and are in the interests of the Company.”

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

Hong Kong, 4 September 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 the Growth Enterprise Market of the Stock Exchange, 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 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 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 four executive Directors, namely Mr. Wong Kam Leong, 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 at [www.hkgem.com](http://www.hkgem.com) 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).*

\* For identification purpose only