

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange 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 herein or this circular misleading.



LONG SUCCESS INTERNATIONAL (HOLDINGS) LIMITED

百齡國際（控股）有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8017)

**(1) PROPOSAL FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting (the “AGM”) of the Company to be held at the Function Room of Macau Jockey Club, 1/F China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 22 August 2014 (Friday) at 10:30 a.m. is set out on pages 14 to 17 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM 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

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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DEFINITIONS

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

“2013 AGM”	the annual general meeting of the Company held on 9 August 2013;
“AGM”	the annual general meeting of the Company to be held at the Function Room of Macau Jockey Club, 1/F China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong at 10:30 a.m. on Friday, 22 August 2014;
“associates”	has the same meaning as ascribed in the GEM Listing Rules;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company;
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time);
“Company”	Long Success International (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on GEM;
“connected person”	has the same meaning as ascribed in the GEM Listing Rules;
“Director(s)”	director(s) of the Company;
“Existing Issue Mandate”	the general unconditional mandate granted to the Directors by the Shareholders at the 2013 AGM to, inter alia, allot, issue and deal with securities of the Company not exceeding 20% of the aggregate nominal amount of the then issued share capital of the Company as at the date of the 2013 AGM;
“Existing Repurchase Mandate”	the general unconditional mandate granted to the Directors by the Shareholders at the 2013 AGM to, inter alia, repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the then issued share capital of the Company as at the date of 2013 AGM;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of PRC;
“Latest Practicable Date”	24 June 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“New Issue Mandate”	the general unconditional mandate proposed to be granted to the Directors by the Shareholders at the AGM to, inter alia, allot, issue and deal with securities of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM;
“New Mandates”	collectively, the New Issue Mandate and New Repurchase Mandate;
“New Repurchase Mandate”	the general unconditional repurchase mandate proposed to be granted to the Directors by the Shareholders at the AGM to, repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM;
“PRC”	the People’s Republic of China;
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

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. Kaneko Hiroshi (*Chairman*)

Mr. Siu Chi Keung

Mr. Hui Ngai Hon, Edward

Independent non-executive Directors:

Mr. Yau Paul

Mr. Wong Ka Shing

Ms. Leung Shuk Lan

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Head Office and Principal Place
of Business:*

Factory Portion B of Unit 13, 9/F

Vanta Industrial Centre

Nos. 21–33 Tai Lin Pai Road

Kwai Chung, New Territories

Hong Kong

4 July 2014

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSAL FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating to (i) the New Mandates; and (ii) the re-election of Directors in order to enable you to make an informed decision on whether to vote for or against those resolutions.

* For identification purpose only

LETTER FROM THE BOARD

2. THE NEW MANDATES

The Company's Existing Issue Mandate and Existing Repurchase Mandate were previously approved by the Shareholders at the 2013 AGM. The Existing Issue Mandate and the Existing Repurchase Mandate will lapse at the conclusion of the AGM. At the AGM, the following ordinary resolutions, among other matters, will be proposed:

- (i) to grant the New Issue Mandate to the Directors to enable them to allot, issue and otherwise deal with not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution approving the New Issue Mandate at the AGM;
- (ii) to grant the New Repurchase Mandate to the Directors to enable them to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution approving the New Repurchase Mandate at the AGM; and
- (iii) to increase the number of Shares to be allotted, issued and dealt with under the New Issue Mandate by an additional number representing such number of Shares repurchased under the New Repurchase Mandate.

The New Mandates shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

The New Issue Mandate

As at the Latest Practicable Date, the issued share capital of the Company had an aggregate of 1,468,197,250 Shares. Subject to the passing of the proposed resolution for the approval of the New Issue Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 293,639,450 Shares, representing 20% of the aggregate nominal amount of issued Shares at the passing of the resolution approving the New Issue Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

In addition, it is further proposed, by way of a separate ordinary resolution that the New Issue Mandate be extended so that the Directors be given a general mandate to issue further Shares in the Company of an aggregate nominal value equal to the aggregate nominal value of the share capital of the Company repurchased under the New Repurchase Mandate.

LETTER FROM THE BOARD

The New Repurchase Mandate

An explanatory statement containing information relating to the New Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the New Repurchase Mandate.

3. RE-ELECTION OF DIRECTORS

In accordance with bye-law 99 of the Bye-Laws, Mr. Siu Chi Keung, Mr. Hui Ngai Hon, Edward, Mr. Yau Paul, Mr. Wong Ka Shing and Ms. Leung Shuk Lan will retire from office and, being eligible, offer themselves for re-election at the AGM.

Brief biographical details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix III to this circular.

4. ANNUAL GENERAL MEETING

The notice of the AGM which contains, inter alia, ordinary resolutions to approve the New Mandates and the re-election of Directors is set out on pages 14 to 17 of this circular. To the best knowledge of the Directors, none of the Shareholders is required to abstain from voting on the resolutions to be proposed at the AGM.

Whether or not you propose to attend the AGM, you are requested to complete the enclosed form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM. The completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM if you so wish.

5. GEM LISTING RULES REQUIREMENT

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the proposals for (i) the granting of the New Mandates; and (ii) the re-election of Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of
Long Success International (Holdings) Limited
Hui Ngai Hon, Edward
Director

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the New Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practical Date, the issued share capital of the Company comprised 1,468,197,250 Shares of HK\$0.01 each.

Subject to the passing of the resolution in relation to the New Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the New Repurchase Mandate to repurchase a maximum of 146,819,725 Shares on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, representing approximately 10% of the issued share capital of the Company as the date of passing the resolution.

The Shares repurchased by the Company shall, subject to applicable laws, be automatically cancelled upon such repurchase.

2. REASONS FOR REPURCHASES

The Directors believe that the New Repurchase Mandate is in the best interests and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares but consider that the New Repurchase Mandate will provide the Company the flexibility to make such purchase when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share.

3. FUNDING OF REPURCHASES

Repurchase of Shares will be funded out of funds legally available for such purpose and in accordance with the memorandum of the Company and the Bye-Laws, the GEM Listing Rules and the applicable laws of Bermuda.

In the event that the proposed New Repurchase Mandate is exercised in full at any time during the proposed repurchase period, there might be a material adverse impact on the working capital or the gearing positions of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 March 2014). However, the Directors do not propose to exercise the New Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

4. SHARE PRICES

The highest and lowest prices at which Shares have been traded on GEM in each of the past twelve months were as follows:

	Shares	
	Highest	Lowest
	HK\$	HK\$
2013		
July	0.950	0.710
August	0.860	0.780
September	0.850	0.740
October	0.850	0.500
November	0.830	0.590
December (<i>Note 1</i>)	0.650	0.300
2014		
January (<i>Note 1</i>)	—	—
February (<i>Note 1</i>)	—	—
March (<i>Note 1</i>)	—	—
April (<i>Note 1</i>)	—	—
May (<i>Note 1</i>)	—	—
June (up to the Latest Practicable Date) (<i>Note 1</i>)	—	—

Note:

- Trading in the Shares on the Stock Exchange was suspended since 3 December 2013

5. CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved at the AGM.

No connected person (as defined in the GEM Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the New Repurchase Mandate is approved.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the New Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of the Company and the Bye-Laws and the applicable laws of Bermuda.

7. CODE ON TAKEOVERS AND MERGERS

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase its Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase of Shares made under the Repurchase Mandate.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than 25% of the Shares being held by the public.

8. NO PURCHASES OF SHARES MADE BY THE COMPANY

No repurchases of shares have been made by the Company during the six months period prior to the date of the Latest Practicable date whether on the GEM or otherwise.

The biography of the Director who will retire from office at the AGM and being eligible, will offer himself for re-election at the AGM, are set out as follows:

EXECUTIVE DIRECTOR**Mr. Siu Chi Keung**

Mr. Siu Chi Keung (“Mr. Siu”), aged 68, has been appointed as an executive director of the Company on 15 January 2013. Mr. Siu has over 30 years of experience in the manufacturing business, in particular, he also possess expertise in running paper and plastic factories in China.

Mr. Siu has entered into a service contract with the Company for a fixed term of three years commencing on 15 January 2013. His appointment is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the bye-laws of the Company and is subject to termination by inter alia either party giving not less than three month written notice. He is entitled to annual emolument of HK\$360,000 without discretionary bonus, which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Siu did not hold any directorships in any listed public companies in Hong Kong or overseas in the last three years since the Latest Practicable Date. Mr. Siu does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company nor does he have any interests in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Siu that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Hui Ngai Hon, Edward

Mr. Hui Ngai Hon, Edward (“Mr. Hui”), aged 39, has been appointed as an executive director of the Company on 17 September 2013. Mr. Hui holds a Bachelor’s Degree of Art from The University of British Columbia, Canada and a Certificate of Mining Economics issued by the Runge Limited, Australia. Mr. Hui has a wide range of experiences in the industry of stock brokerage, fund broker, asset management, financial projects, land development, mining and resource business. Mr. Hui is currently one of the shareholder and a director of Race Resources Limited and was responsible in numerous inspection, assessment, exploration and exploitation work involving different types of mineral resources (including iron, nickel, tin, copper and gold mines) in different countries including Mongolia, Philippines, the PRC and Indonesia.

Mr. Hui has entered into a service contract with the Company for a fixed term of three years commencing on 17 September 2013. His appointment is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the bye-laws of the Company and is subject to termination by inter alia either party giving not less than three month written notice. He is entitled to annual emolument of HK\$650,000, which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Hui did not hold any directorships in any listed public companies in Hong Kong or overseas in the last three years since the Latest Practicable Date. Mr. Hui does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company nor does he have any interests in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Hui that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yau, Paul

Mr. Yau, Paul (“Mr. Yau”), aged 40, has been appointed as an INED and a member of audit committee and a chairman of nomination committee and remuneration committee of the Company since 17 September 2013. Mr. Yau obtained the Postgraduate Certificate in Laws and Bachelor of Laws from The City University of Hong Kong. He has over 15 years of experience in legal field. He is a qualified solicitor of the High Court of the Hong Kong Special Administrative Region and a member of the Law Society of Hong Kong and currently a consultant of Tam, Pun & Yipp, Solicitors.

Mr. Yau has entered into a letter of appointment with the Company for a fixed term of three years commencing on 17 September 2013. His appointment is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the bye-laws of the Company and is subject to termination by inter alia either party giving not less than three months’ written notice. He is entitled to an annual emolument of HK\$200,000, which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Yau did not hold any directorships in any listed public companies in Hong Kong or overseas in the last three years since the Latest Practicable Date. Mr. Yau does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company nor does he have any interests in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Yau that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Wong Ka Shing

Mr. Wong Ka Shing (“Mr. Wong”), aged 35, has been appointed as an INED and a chairman of audit committee and a member of nomination committee and remuneration committee of the Company on 18 October 2013. Mr. Wong holds a Bachelor of Arts (Hon) degree in Accounting and Finance from The Leeds Metropolitan University. Mr. Wong is a member of The Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Certified Public Accountants. Mr. Wong has accumulated over 12 years of auditing, taxation and financial management related experience from accounting firms and listed group.

Mr. Wong has entered into a letter of appointment with the Company for a fixed term of three years commencing on 18 October 2013. His appointment is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the bye-laws of the Company and is subject to termination by inter alia either party giving not less than three months’ written notice. He is entitled to annual emolument of HK\$200,000, which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Wong did not hold any directorships in any listed public companies in Hong Kong or overseas in the last three years since the Latest Practicable Date. Mr. Wong does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company nor does he have any interests in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Ms. Leung Shuk Lan

Ms. Leung Shuk Lan (“Ms. Leung”), aged 56, has been appointed as an INED and a member of audit committee and remuneration committee of the Company on 18 October 2013. Ms. Leung is one of the founding member of Professional Insurance Brokers Association in 1998 and the Chairman of Professional Insurance Brokers Association from 2008-2011. Ms. Leung is currently the Chief Executive of K U M Insurance Brokers Ltd and Charter Management Company. Ms. Leung has accumulated over 30 years of experience in the Hong Kong Insurance Industry.

Ms. Leung has entered into a letter of appointment the Company for a fixed term of three years commencing on 18 October 2013. Her appointment is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the bye-laws of the Company and is subject to termination by inter alia either party giving not less than three months' written notice. She is entitled to an annual emolument of HK\$200,000, which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Ms. Leung did not hold any directorships in any listed public companies in Hong Kong or overseas in the last three years since the Latest Practicable Date. Ms. Leung does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company nor does he have any interests in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Ms. Leung that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of the shareholders of Long Success International (Holdings) Limited (the “Company”) will be held at the Function Room of Macau Jockey Club, 1/F China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 22 August 2014 (Friday) at 10:30 a.m. for the following purposes:

As ordinary business:

1. To receive and consider the audited financial statements and the reports of the directors (“Directors”) and auditor of the Company for the year ended 31 March 2014.
2.
 - (a) to re-elect Mr. Siu Chi Keung as executive Director;
 - (b) to re-elect Mr. Hui Ngai Hon, Edward as executive Director;
 - (c) to re-elect Mr. Yau Paul as independent non-executive Director;
 - (d) to re-elect Mr. Wong Ka Shing as independent non-executive Director;
 - (e) to re-elect Ms. Leung Shuk Lan an independent non-executive Director; and
 - (f) to authorize the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Crowe Horwath (HK) CPA Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

4. **“THAT**, the general mandates to allot, issue and deal with, and repurchase, shares of the Company granted to the Directors at the annual general meeting of the Company held on 9 August 2013 be and are hereby revoked and replaced by,

“A. THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”), the exercise by the Directors during

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

the Relevant Period (as defined hereinafter) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options (including warrants) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant any offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter); (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the Bye-Laws of the Company in force from time to time, shall not exceed the aggregate of:
 - (i) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution);

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong.”

“B. THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased by the Company on the Growth Enterprise Market of the Stock Exchange (“GEM”) or any other stock exchange recognised for this purpose by the SFC and the Stock Exchange under the Hong Kong Code on Share Repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the authority pursuant to paragraph (a) above of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” shall have the same meaning as assigned to it under ordinary resolution 4A(d) of this notice.”

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“C. THAT:

subject to the passing of the ordinary resolutions 4A and 4B above, the Directors be and are hereby authorised to exercise the authority referred to in paragraph (a) of resolution 4A above in respect of the share capital of the Company referred to in sub- paragraph (ii) of paragraph (c) of such resolution.””

By Order of the Board of
Long Success International (Holdings) Limited
Hui Ngai Hon, Edward
Director

Hong Kong, 4 July 2014

Registered Office:
Canon's Court
22 Victoria Street
Hamilton HK12
Bermuda

*Head Office and Principal Place
of Business:*
Factory Portion B of Unit 13
9/F, Vanta Industrial Centre
Nos. 21–33 Tai Lin Pai Road
Kwai Chung, New Territories
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 AGM.
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, the share registrars of the Company in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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.