
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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Success Dragon International Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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SUCCESS DRAGON INTERNATIONAL HOLDINGS LIMITED

勝龍國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

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

The notice convening the annual general meeting of Success Dragon International Holdings Limited to be held at Tin Hau Function Room, 6/F, L'hotel Causeway Bay Harbour View Hong Kong, 18 King's Road, Causeway Bay, Hong Kong on Friday, 14 September 2018, at 2:30 p.m. or at any adjournment thereof is set out on pages 17 to 21 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you intend to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at, Level 22, Hopewell Centre 183 Queen's Road East, Hong Kong as soon as possible and in any event no less than 48 hours before the time for holding the annual general meeting (i.e. by 2:30 p.m. on Wednesday, 12 September 2018) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

All times and dates specified herein refer to Hong Kong local times and dates.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

15 August 2018

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Tin Hau Function Room, 6/F, L’hotel Causeway Bay Harbour View Hong Kong, 18 King’s Road, Causeway Bay, Hong Kong on Friday, 14 September 2018 at 2:30 p.m., the notice of which is set out on pages 17 to 21 of this circular, and any adjournment thereof
“Associates”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-law(s)”	the bye-law(s) of the Company, as amended from time to time
“Close associates”	has the same meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Company”	Success Dragon International Holdings Limited, a company incorporated in Bermuda with limited liability and whose securities are listed on the Main Board of the Stock Exchange
“Core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the number of Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with such number of Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED”	Independent non-executive Director

DEFINITIONS

“Latest Practicable Date”	10 August 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares up to a maximum of 10% of the number of issued Shares as at the date of passing the relevant resolution at the AGM
“Share Option(s)”	the share option(s) granted to the participants under the Share Option Scheme to subscribe for the Shares in accordance with the Share Option Scheme
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the same meaning ascribed to it in the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

SUCCESS DRAGON INTERNATIONAL HOLDINGS LIMITED

勝龍國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

Executive Directors:

KWAN Chun Wai Roy

(Chairman and Chief Executive Officer)

DING Lei

Independent Non-executive Directors:

YONG Peng Tak

CHI Dong Eun

DENG Yougao

WONG Chi Yan

CHUNG Yuk Lun

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal Place of Business in

Hong Kong:

Unit 403A, 4/F., Block B

Sea View Estate

4-6 Watson Road

North Point

Hong Kong

15 August 2018

To Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM for the approval of, *inter alia*, the proposed re-election of the retiring Directors, the granting of each of the General Mandate, the Repurchase Mandate and the Extension Mandate.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 14 September 2017 in relation to, *inter alia*, the appointment of Mr. CHI Dong Eun as independent non-executive Director immediately after the conclusion of the annual general meeting of the Company on 14 September 2017. Reference is made to the announcement of the Company dated 29 March 2018 in relation to, *inter alia*, the appointment of: (i) Mr. DING Lei as executive Director of the Company, with effect from 1 April 2018; and (ii) Mr. DENG Yougao as independent non-executive Director with effect from 1 April 2018. Reference is made to the announcement of the Company dated 14 May 2018 in relation to, *inter alia*, the appointment of Ms. WONG Chi Yan as independent non-executive Director of the Company, with effect from 14 May 2018. Reference is also made to the announcement of the Company dated 4 July 2018 in relation to, *inter alia*, the appointment of Mr. KWAN Chun Wai Roy as the chairman, an executive Director and the chief executive officer of the Company, with effect from 3 July 2018. Pursuant to Bye-law 86(2), the Directors shall have power from time to time and at any time to appoint any person as a Director subject to authorisation by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. Any Directors so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting. Accordingly, Mr. KWAN Chun Wai Roy, Mr. DING Lei, Mr. CHI Dong Eun, Mr. DENG Yougao and Ms. WONG Chi Yan will retire as Directors at the AGM and being eligible, will offer themselves for re-election at the AGM.

Pursuant to Bye-law 87, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Also, any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, pursuant to Bye-law 87(1), Mr. YONG Peng Tak, is an independent non-executive Director, will retire as Director at the AGM and being eligible, will offer himself for re-election at the AGM.

The Board has resolved to hold the AGM for the purpose of considering, and if thought fit, passing the ordinary resolution to approve the proposed re-election of the Directors stated hereinabove pursuant to the relevant requirements under Bermuda law and the Bye-laws (pursuant to the notice of the AGM contained in this circular is in compliance with the Bye-laws).

The biographical details of the Directors stated hereinabove are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The following ordinary resolutions, among others, will be proposed at the AGM in order to grant to the Directors the new general and unconditional mandates to exercise the powers of the Company to issue and repurchase Shares:

- (i) An ordinary resolution (resolution No. 5) to grant to the Directors the General Mandate to authorise them to allot, issue and otherwise deal with the Shares up to maximum of 20% of the total number of issued Shares as at the date of passing of such resolution;
- (ii) An ordinary resolution (resolution No. 6) to grant to the Directors the Repurchase Mandate to authorise them to repurchase Shares on the Stock Exchange up to a maximum of 10% of the total number of issued Shares as at the date of passing of such resolution; and
- (iii) Conditional upon the passing of resolutions No. 5 and No. 6 as stated above, an ordinary resolution (resolution No. 7) to grant to the Directors the Extension Mandate to extend the General Mandate by an amount representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate provided that such number of Shares shall not exceed 10% of the total number of issued Shares as the date of passing the resolution granting the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will end on the earliest of (i) the conclusion of the next annual general meeting of the Company following the AGM; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any applicable law to be held; or (iii) when the authority given to the Directors hereunder is revoked or varied by ordinary resolution(s) of Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company.

On the assumption that 2,073,676,547 Shares were in issue as at the Latest Practicable Date and no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to issue a maximum of 414,735,309 Shares under the General Mandate and to repurchase a maximum of 207,367,654 Shares under the Repurchase Mandate.

Shareholders are invited to refer to the notice of AGM for details of the abovementioned ordinary resolutions. An explanatory statement, as required by the Listing Rules containing all information in connection with the Repurchase Mandate which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM, is also set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. AGM

The notice convening the AGM is set out in Appendix III of this circular. A form of proxy for the AGM is enclosed with this circular. If you do not intend to be present at the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event no less than 48 hours before the time appointed for the holding of the AGM (i.e. by 2:30 p.m. on Wednesday, 12 September 2018) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meeting must be taken by poll save as resolution relates purely to a procedural or administrative matter which may be voted on by a show of hands. The Company will announce the results of the poll of the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. RECOMMENDATION

The Directors believe that the ordinary resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

On behalf of the Board
KWAN Chun Wai Roy
Chairman, Executive Director and Chief Executive Officer

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM:

Mr. KWAN Chun Wai Roy (“Mr. Kwan”), aged 42, has been appointed as the chairman of the Company, an executive Director and the chief executive officer of the Company with effect from 3 July 2018. Mr. Kwan is also appointed as an authorised representative of the Company under Rule 3.05 of the Listing Rules on the Stock Exchange and the authorised representative to accept on the Company’s behalf service of process and notices as required under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). He is also a director of ezBlock Financial Technology Company Limited, ezBlock International Holdings Limited and Success Dragon Operations Limited, all those are direct wholly-owned subsidiaries of the Company. Mr. Kwan holds a Bachelor of Science in Computer Science and Economics awarded by University of Michigan, Ann Arbor. He also holds Master of Science in Engineering Economic Systems and Operations Research awarded by Stanford University. Mr. Kwan has extensive experiences in banking, financial and technology sectors and strategic management consultancy experiences in various industries such as pharmaceutical, consumer goods and financial services. Mr. Kwan had held senior positions in various multinational organisations.

Save as disclosed above, Mr. Kwan did not hold any directorship in other listed companies in Hong Kong or overseas in the three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group as at the Latest Practicable Date. Mr. Kwan was not related to any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Kwan was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Pursuant to the employment contract entered into between the Company and Mr. Kwan, Mr. Kwan has been appointed as the chairman of the Company, an executive Director and the chief executive officer of the Company with effect from 3 July 2018 and will continue thereafter until a notice of termination is served by either party. Mr. Kwan’s appointment is however subject to normal retirement and re-election by Shareholders pursuant to the Bye-laws. Under the employment contract, Mr. Kwan is entitled to receive a director’s emolument of HK\$130,000 per month with discretionary bonus which was determined by the Board with reference to the recommendation of the Remuneration Committee of the Company.

Save as disclosed above, there is no other information concerning Mr. Kwan that need to be brought to the attention of the Shareholders or the Stock Exchange or disclosed under Rule 13.51(2) of the Listing Rules.

Mr. DING Lei (“Mr. Ding”), aged 27, has been appointed as an executive Director of the Company since 1 April 2018. Mr. Ding obtained a Master’s degree in Finance from The University of Texas at Dallas in December 2015 and a Bachelor’s degree in English Language and Literature from Luoyang Institute of Technology* in July 2012. Mr. Ding was an investment manager in the fixed income department in Sichuan Trust Co., Ltd.* from January 2016 to September 2017. He is currently a director of Luanchuan Province Luanling Gold Mines Co. Ltd.* and Chifeng Yongfeng Mining Co., Ltd.*. He is also as a supervisor of Shenzhen Munsun Asset Management Company Limited*.

Save as disclosed above, Mr. Ding did not hold any directorship in other listed companies in Hong Kong or overseas in the three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group as at the Latest Practicable Date. Save that Mr. Ding is the nephew of Mr. Liu Shiwei (who is a Substantial Shareholder of the Company), Mr. Ding is not related to any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules on the Stock Exchange) of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Ding was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Pursuant to the service agreement entered into between the Company and Mr. Ding, Mr. Ding shall commence his service as an executive Director from 1 April 2018 and will continue thereafter until a notice of termination of not less than three months is served by either party. Mr. Ding’s appointment is however subject to normal retirement and re-election by the Shareholders pursuant to the bye-laws of the Company. Under the service agreement, Mr. Ding shall be entitled to receive a director’s emolument of HK\$20,000 per month which was determined by the Board with reference to the recommendation of the Remuneration Committee of the Company.

Save as disclosed above, there is no other information concerning Mr. Ding that need to be brought to the attention of the Shareholders or the Stock Exchange or disclosed under Rule 13.51(2) of the Listing Rules.

Mr. YONG Peng Tak (“Mr. Yong”), aged 50, has been appointed as an independent non-executive Director since 8 April 2011. Mr. Yong is currently also an independent non-executive director of Wellcall Holdings Berhad, a company listed on the Bursa Malaysia, the Stock Exchange in Malaysia. Mr. Yong founded and has been the chief executive officer in Fortress Capital Asset Management (M) Sdn Bhd, a licensed and regulated fund management firm, in Malaysia since 2002. Mr. Yong brings to the Group more than 20 years of experience in the areas of corporate finance, financial analysis, and professional portfolio management of investments in both private equities and public equities. Mr. Yong holds a Bachelor’s degree in Accountancy from the National University of Singapore and a Master’s degree in Business Administration from the Imperial College, University of

London. Mr. Yong is also a Chartered Financial Analyst with the CFA Institute in the United States of America and a Fellow Chartered Accountant of the Institute of Singapore Chartered Accountants.

Save as disclosed above, Mr. Yong did not hold any directorship in other listed companies in Hong Kong or overseas in the three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group as at the Latest Practicable Date. Mr. Yong was not related to any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Yong was interested in 1,800,000 Shares, representing approximately 0.09% of the total issued Shares within the meaning of Part XV of the SFO and 1,000,000 of which represented the Share Options granted to him with the right to subscribe for 1,000,000 Shares. Save and except of the above, Mr. Yong was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Pursuant to the service agreement entered into between the Company and Mr. Yong, Mr. Yong has been appointed as an independent non-executive Director since 8 April 2011 and will continue thereafter until a notice of termination is served by either party. Mr. Yong's appointment is however subject to normal retirement and re-election by Shareholders pursuant to the Bye-laws. Under the service agreement, Mr. Yong is entitled to receive a director's emolument of HK\$170,000 per annum which was determined by the Board with reference to the recommendation of the Remuneration Committee of the Company.

Save as disclosed above, there is no other information concerning Mr. Yong that need to be brought to the attention of the Shareholders or the Stock Exchange or disclosed under Rule 13.51(2) of the Listing Rules.

Mr. CHI Dong Eun ("Mr. Chi"), aged 28, has been appointed as an independent non-executive Director upon the conclusion of the AGM on 14 September 2017. He obtained a Bachelor's degree in Mathematics with Honors from the University of Chicago in 2012. He conducted thorough and recognised research in finance, entrepreneurship, and executive management at the Booth School of Business, and participated in several notable studies in conjunction with Stanford's Graduate School of Business and leading private firms in the United States. He is currently a Principal at InsideOut Due Diligence, specializing in research.

Save as disclosed above, Mr. Chi did not hold any directorship in other listed companies in Hong Kong or overseas in the three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group as at the Latest Practicable Date. Mr. Chi was not related to any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Chi was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Pursuant to the service agreement entered into between the Company and Mr. Chi, Mr. Chi has been appointed as an independent non-executive Director since 14 September 2017 and will continue thereafter until a notice of termination is served by either party. Mr. Chi's appointment is however subject to normal retirement and re-election by Shareholders pursuant to the Bye-laws. Under the service agreement, Mr. Chi is entitled to receive a director's emolument of HK\$144,000 per annum which was determined by the Board with reference to the recommendation of the Remuneration Committee of the Company.

Save as disclosed above, there is no other information concerning Mr. Chi that need to be brought to the attention of the Shareholders or the Stock Exchange or disclosed under Rule 13.51(2) of the Listing Rules.

Mr. DENG Yougao (Mr. "Deng") aged 51, has been appointed as an independent non-executive Director since 1 April 2018. He obtained a Master's degree of Economics from Institute of Finance and Economics of Jiangxi* (which is now known as Jiangxi University of Finance and Economics*) in July 1994, and a Bachelor degree in Shipbuilding Engineering from Harbin Shipbuilding Engineering Institute* (which is now known as Harbin Engineering University*) in July 1988. Mr. Deng has numerous experience in different roles in various companies in different industries. He took various roles (including secretary of chief executive officer, secretary of the board of directors, assistant of chief executive officer and assistant manager of financial department) in Shenzhen Hongkai (Group) Company Limited (which is currently known as Tunghsu Azure Renewable Energy Co.,Ltd.) (a company listed on Shenzhen Stock Exchange with stock code: 000040) from August 1994 to October 2014. He is currently a chairman of the board and general manager of Shenzhen City Weishi Chengzhang Investment Management Co., Limited* and an independent non-executive director of Shougang Concord International Enterprises Company Limited which is listed on the Stock Exchange (stock code: 697). He is also as a supervisor of 上海市心意答融訊電子股份有限公司 (listed on the National Equities Exchange and Quotations System, stock code: 836587).

Save as disclosed above, Mr. Deng did not hold any directorship in other listed companies in Hong Kong or overseas in the three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group as at the Latest Practicable Date. Mr. Deng was not related to any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Deng was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Pursuant to the service agreement entered into between the Company and Mr. Deng, Mr. Deng has been appointed as an independent non-executive Director since 1 April 2018 and will continue thereafter until a notice of termination is served by either party. Mr. Deng's appointment is however subject to normal retirement and re-election by Shareholders pursuant to the Bye-laws. Under the service agreement, Mr. Deng is entitled to receive a director's emolument of HK\$240,000 per annum which was determined by the Board with reference to the recommendation of the Remuneration Committee of the Company.

Save as disclosed above, there is no other information concerning Mr. Deng that need to be brought to the attention of the Shareholders or the Stock Exchange or disclosed under Rule 13.51(2) of the Listing Rules.

Ms. WONG Chi Yan ("Ms. Wong"), aged 37, has been appointed as an independent non-executive Director with effect from 14 May 2018. She obtained a Bachelor of Business Administration degree in Accounting awarded by Hong Kong Baptist University and a Master of Laws in International Corporate and Financial Law awarded by The University of Wolverhampton, the United Kingdom. She is an associate member of the Hong Kong Institute of Certified Public Accountants, and an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. Ms. Wong has extensive experiences in auditing, accounting and financing as well as merger and acquisition.

Ms. Wong is currently an executive director and authorised representative of Elegance Optical International Holdings Limited (stock code: 907), a company listed on the Main Board of the Stock Exchange. Ms. Wong is also an independent non-executive director of Tech Pro Technology Development Limited (stock code: 3823) and Huiyin Holdings Group Limited (formerly known as Share Economy Group Limited) (stock code: 1178), and the company secretary and authorised representative of Flyke International Holdings Ltd. (stock code: 1998) and China Properties Investment Holdings Limited (stock code: 736), companies listed on the Main Board of the Stock Exchange.

She was an independent non-executive director of Ding He Mining Holdings Limited (stock code: 705) from January 2018 to July 2018, a company listed on the Main Board of the Stock Exchange. She was an executive director of Cherish Holdings Limited (stock code: 2113) from October 2017 to June 2018, a company listed on the Main Board of the Stock Exchange. She was also an executive director and authorised representative from May 2015 to October 2017 and company secretary from April 2010 to January 2016 of Aurum Pacific (China) Group Limited (stock code: 8148). She was a company secretary of Elegance Optical International Holdings Limited (Stock Code: 907) from March 2017 to September 2017. She was also an executive director, company secretary and authorised representative of PPS International (Holdings) Limited (stock code: 8201) from June 2015 to July 2016, companies listed on the GEM of the Stock Exchange. She was also the executive director of China Taifeng Beddings Holdings Limited (stock code: 873), a company listed on the Main Board of the Stock Exchange from July 2016 to August 2016. She was an independent non-executive director of China Brilliant Global Limited (formerly

known as Prosten Health Holdings Limited) (stock code: 8026) a company listed on the GEM of the Stock Exchange from June 2015 to October 2015 and was also an independent non-executive director of Asia Television Holdings Limited (formerly known as CoProsperity Holdings Limited) (stock code: 707) a company listed on the Main Board of the Stock Exchange from October 2015 to January 2016. She was the company secretary and authorised representative of Fullsun International Holdings Group Co., Limited (formerly known as U-RIGHT International Holdings Limited) (stock code: 627) a company listed on the Main Board of the Stock Exchange from September 2013 to April 2016.

Save as disclosed above, Ms. Wong did not hold any directorship in other listed companies in Hong Kong or overseas in the three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group as at the Latest Practicable Date. Ms. Wong was not related to any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Ms. Wong was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Pursuant to the service agreement entered into between the Company and Ms. Wong, Ms. Wong has been appointed as an independent non-executive Director since 14 May 2018 and will continue thereafter until a notice of termination is served by either party. Ms. Wong's appointment is however subject to normal retirement and re-election by Shareholders pursuant to the Bye-laws. Under the service agreement, Ms. Wong is entitled to receive a director's emolument of HK\$240,000 per annum which was determined by the Board with reference to the recommendation of the Remuneration Committee of the Company.

Save as disclosed above, there is no other information concerning Ms. Wong that need to be brought to the attention of the Shareholders or the Stock Exchange or disclosed under Rule 13.51(2) of the Listing Rules.

** The English translation of the Chinese name is for information only, and should not be regarded as the official English translation of such name. Please refer to the Chinese version of this circular for the Chinese name.*

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors:

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, the Company has on 2,073,676,547 Shares in issue and issued share capital of HK\$20,736,765.47.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on that basis and assuming no further Shares will be issued or repurchased prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to 207,367,654 Shares representing share capital of HK\$2,073,676.54 being repurchased by the Company, representing 10% of the issued Shares of the Company.

REASON FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Companies Act and the applicable laws of Bermuda and the Listing Rules. The repurchase of Shares under the Repurchase Mandate will be financed from the Company's internal resources.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 March 2018 (being the date of its latest published audited consolidated financial statements), in the event that the proposed Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding and up to the Latest Practicable Date were as follows:

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
2017		
August	0.325	0.145
September	0.305	0.215
October	0.275	0.237
November	0.246	0.193
December	0.260	0.185
2018		
January	0.500	0.217
February	0.400	0.320
March	0.420	0.330
April	0.390	0.345
May	0.495	0.365
June	0.420	0.255
July	0.310	0.255
August (up to and including the Latest Practicable Date)	0.285	0.245

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective Close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No Core connected person of the Company 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 Repurchase Mandate is approved by Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchase under the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws of the Company, and the applicable laws of Bermuda.

EFFECT OF THE TAKEOVERS CODE

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

As at the Latest Practicable Date, the register of the Shareholders maintained by the Company pursuant to Section 336 under Part XV of the SFO showed that the Company has been notified of the following interests, being 5% or more of the Company's issued share capital:

Name of Shareholder	Long/Short Position	Number of Shares and underlying shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
LIU Shiwei (<i>Note 1</i>)	Long	612,373,895	29.53%	32.81%
	Short	503,669,620	24.29%	26.99%
Shanghai Limited (<i>Note 2</i>)	Long	503,669,620	24.29%	26.99%
TSANG Ho Kwan (<i>Note 2</i>)	Long	503,669,620	24.29%	26.99%

Notes:

1. LIU Shiwei holds 503,669,620 put option shares, so LIU Shiwei are taken to have a short position of 503,669,620 shares in the Company.
2. Shanghai Limited holds 503,669,620 call option shares. TSANG Ho Kwan is the sole beneficial shareholder of Shanghai Limited. Therefore, TSANG Ho Kwan is deemed to be interested in all the Shares in which Shanghai Limited was interested by virtue of the SFO.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, Mr. LIU Shiwei and Shanghao Limited are beneficially interested in 612,373,895 Shares and 503,669,620 Shares representing approximately 29.53% and 24.29% respectively of the issued share capital of the Company.

Based on such interests in the Shares and in the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the AGM, the interests of Mr. LIU Shiwei and Shanghao Limited will be increased to approximately 32.81% and 26.99% respectively of the total issued share capital of the Company. Mr. LIU Shiwei may become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code as a result.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, cause any Shareholders or group of Shareholders acting in concert to become obliged to make a mandatory offer in accordance with the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25% of the entire issued share capital of the Company.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of share has been made by the Company during the last twelve months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SUCCESS DRAGON INTERNATIONAL HOLDINGS LIMITED**勝龍國際控股有限公司***(Incorporated in Bermuda with limited liability)***(Stock Code: 1182)**

NOTICE IS HEREBY GIVEN that the annual general meeting of Success Dragon International Holdings Limited (the “**Company**”) will be held at Tin Hau Function Room, 6/F, L’hotel Causeway Bay Harbour View Hong Kong, 18 King’s Road, Causeway Bay, Hong Kong on Friday, 14 September 2018, at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements, the directors’ reports and the auditor’s reports of the Company for the year ended 31 March 2018.

To consider and, if thought fit, to pass, with or without amendments, the following resolutions as ordinary resolutions:

2. To re-elect the following directors of the Company (the “**Directors**”):
 - (a) KWAN Chun Wai Roy as an executive Director;
 - (b) DING Lei as an executive Director;
 - (c) YONG Peng Tak as an independent non-executive Director;
 - (d) CHI Dong Eun as an independent non-executive Director;
 - (e) DENG Yougao as an independent non-executive Director; and
 - (f) WONG Chi Yan as an independent non-executive Director.
3. To authorise the board of directors (the “**Board**”) of the Company to fix the Directors’ remuneration.
4. To reappoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.

5. “THAT

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and all other applicable laws, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (the “**Shares**”) in the share capital of the Company and to make or grant offers, agreements and share options, including bonds, warrants, debentures, notes and other securities convertible into Shares, which would or might require the exercise of such powers 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 offers, agreements and share options, including bonds, warrants, debentures, notes and other securities convertible into Shares, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to a share option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of any share option scheme or similar arrangement for the time being adopted for the grant or issue to participants of the Company, its subsidiaries, and its ultimate holding company (if any) which is also listed on the Stock Exchange and its subsidiaries, of shares or right to acquire Shares, shall not exceed 20% of the total number of issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 or any applicable law to be held; and
- (iii) the date of the revocation or variation of such mandate granted under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, share options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors 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 any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

6. “**THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the shares (the “**Shares**”) in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for this purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange and all applicable laws and the requirements as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 or any other applicable law to be held; and
- (iii) the date of revocation or variation of such mandate granted by this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 5 above be and it is hereby extended by the addition thereto of the number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such number of Shares shall not exceed 10% of the total number of issued Shares as at the date of the passing of resolution no.6.”

On behalf of the Board

KWAN Chun Wai Roy

Chairman, executive Director and chief executive officer

Hong Kong, 15 August 2018

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong:

Unit 403A, 4/F.,
Block B, Sea View Estate
4–6 Watson Road
North Point
Hong Kong

Note:

1. A member of the Company entitled to attend and vote at the above meeting (the “**Meeting**”) is entitled to appoint in written form one or, if he is the holder of two or more shares (the “**Shares**”) of the Company, more proxy(ies) to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same, and must be delivered to the office of the Hong Kong share registrar and transfer office of the Company (the “**Hong Kong Share Registrar**”), Tricor Secretaries Limited at Level 22, Hopewell Centre 183 Queen’s Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting (i.e. by 2:30 p.m. on Wednesday, 12 September 2018) or any adjournment thereof.
3. Record date (being the last date of registration of any share transfer given there will be no book closure) for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be the close of business on Monday, 10 September 2018. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 10 September 2018.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. In the case of joint holders of Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. In relation to resolution numbered 5 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares.
7. In relation to resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances, which they deem appropriate for the benefit of the Shareholders.
8. In case of discrepancy between the English version and the Chinese version of the notice of the AGM, the English version shall prevail.

As at the date of this notice, the executive Directors are Mr. KWAN Chun Wai Roy and Mr. DING Lei; the independent non-executive Directors are Mr. YONG Peng Tak, Mr. CHI Dong Eun, Mr. DENG Yougao, Ms. WONG Chi Yan and Mr. CHUNG Yuk Lun.