

SUCCESS DRAGON INTERNATIONAL HOLDINGS LIMITED

勝龍國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

FORM OF PROXY

Form of Proxy for use at the annual general meeting (“AGM”) of Success Dragon International Holdings Limited (“Company”) 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 Thursday, 14 September 2017, at 3:00 p.m. (and at any adjournment thereof).

I/We¹ _____

of _____

being the registered holder(s) of² _____ shares of HK\$0.01 each (“Share(s)”) in the share capital of the Company, **HEREBY APPOINT**³ _____

of _____

or failing him, the chairman of the meeting (“Chairman”) or anyone so appointed by the Chairman, to act for me/us as my/our proxy at the AGM (or at any adjournment thereof) to consider and, if thought fit, pass the resolutions set out in the notice convening the AGM and at the said meeting to vote for me/us and on my/our behalf in respect of said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ⁴	Against ⁴
1.	To receive and consider the audited consolidated financial statements, the directors’ reports and the auditor’s reports of the Company for the year ended 31 March 2017.		
2.	To re-elect the following directors of the Company (“Directors”):		
	(i) Mr. TAN Teng Hong as executive Director;		
	(ii) Mr. CHUNG Yuk Lun as an independent non-executive Director;		
	(iii) Mr. YONG Peng Tak as an independent non-executive Director;		
	(iv) Mr. ER Kwong Wah as an independent non-executive Director; and		
	(v) Mr. ZHENG Jian Peng as an independent non-executive Director.		
3.	To authorise the board (“Board”) of Directors to fix the Directors’ remuneration.		
4.	To reappoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorize the Board to fix their remuneration.		
5.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the total number of issued shares of the Company as at the date of the passing of the relevant resolution.		
6.	To grant a general and unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the total number of issued shares of the Company as at the date of the passing of the relevant resolution.		
7.	Conditional upon resolutions numbered 5 and 6 being passed, the general and unconditional mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to resolution 5 be extended by the addition thereto of an amount representing the number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 6.		
8.	To refresh the scheme mandate limit under the share option scheme of the Company.		

SPECIAL RESOLUTIONS		For ⁴	Against ⁴
9.	To amend the bye-laws of the Company in the manner as set out in resolution numbered 9 of the notice of the annual general meeting.		
10.	Conditional upon resolution numbered 9 being passed, to adopt the amended and restated bye-laws of the Company in the form produced to the meeting and signed by the chairman of the meeting for identification purposes which consolidating all of the proposed amendments referred to in resolution numbered 9 above.		

* For full contents of the resolutions, please refer to the notice of the annual general meeting of the Company dated 16 August 2017.

Dated: _____

Signature⁵: _____

Note:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING OR ANYONE SO APPOINTED BY THE CHAIRMAN WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST” BESIDE THE RESOLUTION.** If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick (“✓”) in the relevant box. Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution which has been properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or the hand of an officer duly authorised in that behalf.
6. Where they are joint registered holders of any 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.
7. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the office of Tricor Secretaries Limited (“**Hong Kong Share Registrar**”) of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting (i.e. by 3:00 p.m. on Tuesday, 12 September 2017) or adjourned meeting (as the case may be).
8. 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 Friday, 8 September 2017. 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 Friday, 8 September 2017.
9. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.
11. Capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 16 August 2017.
12. All times and dates specified herein refer to Hong Kong local times and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.