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**SUCCESS DRAGON
INTERNATIONAL HOLDINGS LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(4) CHANGE OF COMPOSITION OF THE BOARD COMMITTEES.**

The Board announces that:

1. all the proposed ordinary resolutions were duly passed by the Shareholders by way of poll at the AGM, save and except the proposed ordinary resolution numbered 3 which was inapplicable to be put for voting at the AGM;
2. Mr. Leung retired from office as an independent non-executive Director upon conclusion of the AGM on 29 August 2016;
3. Mr. Zheng has been appointed as an independent non-executive Director upon conclusion of the AGM on 29 August 2016; and
4. the composition of the Audit Committee, the Nomination Committee, the Remuneration Committee, the Executive Committee and the Independent Board Committee has changed upon conclusion of the AGM on 29 August 2016.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

References are made to the notice (the “**AGM Notice**”) of annual general meeting (“**AGM**”) of Success Dragon International Holdings Limited (the “**Company**”) and the circular (the “**AGM Circular**”) of the Company dated 15 July 2016 relating to, among other matters, (1) the proposed re-election of Directors, (2) the proposed appointment of an independent non-executive director, (3) the proposed change of auditor and (4) the proposals for General Mandate to issue and repurchase shares.

Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the AGM Circular.

The Board is pleased to announce that all the proposed ordinary resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM, save and except the proposed ordinary resolution numbered 3 below which was inapplicable to be put for voting at the AGM as the Company has received a notice from Mr. MA Wing Yun Bryan stating that he could not take up the position of independent non-executive Director of the Company since he is unable to spend sufficient time and attention to the Company’s affairs due to his personal issues.

The poll results in respect of the ordinary resolutions proposed at the AGM were as follows:

Ordinary resolutions (Note 1)	Number of Shares Voted (Approximate %)	
	For	Against
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 2016.	600,635,721 (100%)	0 (0%)
2. To re-elect the following Directors:		
(i) Mr. Goh Hoon Leum as an executive Director; and	600,635,721 (100%)	0 (0%)
(ii) Mr. Er Kwong Wah as an independent non-executive Director.	600,635,721 (100%)	0 (0%)
3. To appoint Mr. Ma Wing Yun Bryan as an independent non-executive Director.	Not applicable	
4. To authorise the Board to fix the Directors' remuneration.	600,635,721 (100%)	0 (0%)
5. To appoint Messrs. Deloitte Touche Tohmatsu as the new auditor of the Company and to authorize the Board to fix their remuneration.	600,635,721 (100%)	0 (0%)
6. 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 as at the date of the passing of the relevant resolution.	600,635,721 (100%)	0 (0%)

7. 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 as at the date of the passing of the relevant resolution.	600,635,721 (100%)	0 (0%)
8. Conditional upon resolutions 6 and 7 being passed, the general and unconditional mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution 6 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 7.	600,635,721 (100%)	0 (0%)

Note 1: Please refer to the full text of the ordinary resolutions as set out in the AGM Notice for details.

As at the date of the AGM, the total number of Shares in issue was 1,687,293,214, which was the total number of Shares entitling the Shareholders to attend and vote for or against all the resolutions at the AGM.

A total of 600,635,721 shares were held by Shareholders who attended, either in person or by proxy, and voted for or against all the resolutions at the AGM.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholders or their associates were required under the Listing Rules to abstain from voting on the resolutions at the AGM.

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 8 (excluding no. 3) above as set out in the AGM Notice, they were duly passed as ordinary resolutions of the Company.

Tricor Secretaries Limited, the Company's branch share registrar in Hong Kong, was appointed to act as the scrutineer for the vote-taking at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference was made to the AGM Circular relating to, among others, the retirement of Mr. Leung Po Hon (“**Mr. Leung**”) at the AGM. Mr. Leung did not offer himself for re-election at the AGM due to his other business engagement and therefore he retired from office as an independent non-executive Director upon conclusion of the AGM. Mr. Leung has confirmed he has no disagreement with the Board and there are no any matters concerning his retirement that need to be brought to the attention of the Shareholders. Following the retirement of Mr. Leung as an independent non-executive Director, he ceased to be the chairman of the audit committee (the “**Audit Committee**”) and the member of each of the nomination committee (the

“**Nomination Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the independent board committee (the “**Independent Board Committee**”) of the Company. Please refer to the paragraph headed “Change of composition of the board committees” for the composition of the board committees after retirement of Mr. Leung.

The Board would like to express its gratitude to Mr. Leung for his valuable contribution to the Group during his tenure.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Zheng Jian Peng (“**Mr. Zheng**”) has been appointed as an independent non-executive Director immediately after the conclusion of the AGM on 29 August 2016.

Mr. Zheng Jian Peng, aged 33, holds a Master of Law in International Economic Law degree from the Chinese University of Hong Kong and a Bachelor of Business Administration degree in Accounting from the Open University of Hong Kong. He is currently studying a Doctorate degree in Business Administration at the Hong Kong Polytechnic University. Mr. Zheng is a member of the Institute of Chartered Accountants in England and Wales and a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Zheng has auditing experience in two international accounting firms and directorship experience in several listed companies. Mr. Zheng was the financial controller of China Fortune Investments (Holding) Limited (formerly known as China Public Healthcare (Holding) Limited) (Stock Code: 8116) (a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)) for the period from 1 March 2010 to 31 March 2012. Mr. Zheng was an executive director and the chief executive officer of a PRC based property developing company for the period from April 2012 to October 2014. From January 2014 to April 2014 and from April 2014 to October 2014, Mr. Zheng was a non-executive director and executive director of Sing Pao Media Enterprises Limited (“**Sing Pao**”) (Stock Code: 8010) (a company incorporated in the Cayman Islands with limited liability whose issued shares were formerly listed on the Stock Exchange) respectively. From October 2014 to June 2016, Mr. Zheng was an executive director of Global Strategic Group Limited (Stock Code: 8007) (a company listed on the Stock Exchange).

Based on the latest published information of Sing Pao, Sing Pao and its subsidiaries were principally engaged in the publication of newspapers, magazines and books; and provisions of advertising and promotion services, internet content provision and advertising. Sing Pao had been placed into liquidation by an order of the High Court of the Hong Kong Special Administrative Region on 12 August 2015, which was within 12 months after Mr. Zheng’s ceasing to act as a director of Sing Pao (the “**Sing Pao Liquidation**”). All the Directors, including Mr. Zheng have no information on the Sing Pao Liquidation other than the information published by Sing Pao.

Mr. Zheng is currently an executive director of China Oil Gangran Energy Group Holdings Limited (Stock Code: 8132) (a company listed on the Stock Exchange). Save as disclosed above, Mr. Zheng did not hold any directorships in other listed companies in Hong Kong or overseas in the three years preceding the date of this announcement.

Mr. Zheng is not related to any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company as at the date of this announcement.

Mr. Zheng does not have any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Mr. Zheng has been appointed by the Board as an independent non-executive Director upon the conclusion of the AGM on 29 August 2016 and will continue thereafter until a notice of termination is served by either party of not less than three months. Mr. Zheng's appointment is however subject to normal retirement and re-election by Shareholders pursuant to the Bye-laws. Mr. Zheng shall receive director's fee of HK\$120,000 per annum.

There is no further information which is disclosable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

The Board would like to welcome Mr. Zheng for joining the Board.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

Following the retirement of Mr. Leung as an independent non-executive Director, he ceased to be the chairman of the Audit Committee and the member of each of the Nomination Committee, the Remuneration Committee and the Independent Board Committee.

With effect from the conclusion of the AGM on 29 August 2016, Mr. Yong Peng Tak has been appointed as the chairman of the Audit Committee in replacement of Mr. Leung.

With effect from the conclusion of the AGM on 29 August 2016, Mr. Zheng will be appointed as the member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Independent Board Committee.

By order of the Board
Success Dragon International Holdings Limited
Carlos Luis SALAS PORRAS
Chairman

Hong Kong, 29 August 2016

As at the date of this announcement, the executive directors of the Company are Mr. Carlos Luis SALAS PORRAS and Mr. GOH Hoon Leum; the independent non-executive directors are Mr. YONG Peng Tak, Mr. ER Kwong Wah and Mr. ZHENG Jian Peng.