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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Joint Placing Agents



Quam Securities Company Limited



Hooray Securities Limited

Reference is made to the announcement of the Success Dragon International Holdings Limited (the “**Company**”) dated 24 February 2017 in relation to, inter alia, the placing of up to 337,000,000 new Shares at the Placing Price of HK\$0.57 per Placing Share under the General Mandate (the “**Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING OF NEW SHARES UNDER THE GENERAL MANDATE

The Board is pleased to announce that the completion of the Placing took place on 15 March 2017 and a total of 312,000,000 Placing Shares, representing approximately 92.58% of the maximum number of the Placing Shares, were placed to not less than six Placees at the Placing Price of HK\$0.57 per Placing Share.

To the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiries, each of the Placees and its ultimate beneficial owners (where applicable) are Independent Third Parties and is not acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers) with any connected person of the Company or its subsidiaries. None of the Placees has become a substantial Shareholder (as defined in the Listing Rules) immediately upon completion of the Placing.

The gross proceeds from the Placing of a total of 312,000,000 Placing Shares are HK\$177,840,000, of which (i) approximately HK\$155,000,000 will be utilized to finance the Investment; (ii) approximately HK\$11,530,000 will be utilized to settle the fees and expenses in relation to the Investment and the Placing; and (iii) the balance of the remaining proceeds will be utilized as the general working capital of the Group.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY AS A RESULT OF THE PLACING

The table below set out the shareholding structure of the Company immediately before and immediately after the completion of the Placing:

Shareholders	Immediately before the completion of the Placing		Immediately after the completion of the Placing	
	Number of Shares	Approximately %	Number of Shares	Approximately %
<i>Connected persons</i>				
YONG Khong Yoong Mark (Note 1)	511,140,773	29.03	511,140,773	24.66
GOH Hoon Leum (Note 2)	1,800,000	0.10	1,800,000	0.09
YONG Peng Tak (Note 3)	800,000	0.05	800,000	0.04
<i>Public shareholders</i>				
The Placees	—	—	312,000,000	15.05
Other public Shareholders	<u>1,247,085,774</u>	<u>70.82</u>	<u>1,247,085,774</u>	<u>60.16</u>
Total	<u><u>1,760,826,547</u></u>	<u><u>100.00</u></u>	<u><u>2,072,826,547</u></u>	<u><u>100.00</u></u>

Note:

1. Among the 511,140,773 Shares, (i) 484,583,232 Shares held by Declan Investments Inc, which is beneficially wholly owned by Mr. Yong Khong Yoong Mark, and (ii) 26,557,541 Shares are owned by Mr. Yong Khong Yoong Mark.
2. Among the 1,800,000 Shares, (i) 1,000,000 Shares are owned by Mr. Goh Hoon Leum, an executive Director, and (ii) 800,000 Shares are owned by his spouse.
3. Mr. Yong Peng Tak is an independent non-executive Director.

By order of the Board
Success Dragon International Holdings Limited
LI Xuehua
Chairman and executive Director

Hong Kong, 15 March 2017

As at the date of this announcement, the executive Directors are Ms. LI Xuehua (chairman), 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.