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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)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Success Dragon International Holdings Limited (the “**Company**”) will be held at Unit 3503B-5, 35/F, 148 Electric Road, North Point, Hong Kong on 25 May 2017, Thursday, at 3:30 p.m. or any adjournment thereof, to consider and, if thought fit, to pass, with or without amendments, the resolutions No. 1 to 4 as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the following directors of the Company (the “**Directors**”) be and are hereby re-elected with immediate effect and the board of directors (the “**Board**”) of the Company be authorised to fix the Directors’ remuneration:
 - (i) Ms. LI Xuehua as an executive Director;
 - (ii) Mr. JIANG Dan as an executive Director; and
 - (iii) Dr. JIA Limin as an independent non-executive Director.”
2. “**THAT**:
 - (a) the general mandate granted to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to allot, issue and deal with shares of the Company as approved by the shareholders of the Company at the annual general meeting of the Company held on 29 August 2016 be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);

- (b) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (“**Shares**”) and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined in paragraph (e) below) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (d) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (e) below), or (ii) any share option schemes of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company (“**Bye-laws**”), or (iv) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company, shall not exceed 20% of the number of the shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (e) 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 or any applicable laws of Bermuda to be held; or
 - (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

3. “**THAT:**

- (a) the general mandate granted to the Directors to exercise the powers of the Company to repurchase shares of the Company as approved by the shareholders of the Company at the annual general meeting of the Company held on 29 August 2016 and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);
- (b) subject to paragraph (c) of this resolution, the Directors be and are hereby generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph (d) below) all the powers of the Company to purchase its shares in the share capital of the Company, subject to and in accordance with the applicable laws and regulations of Bermuda, the Bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time;
- (c) the aggregate number of shares which may be purchased pursuant to the approval in paragraph (b) above shall not in aggregate exceed 10% of the number of shares the Company in issue as at the date of passing of this resolution; and
- (d) for the purpose 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 or any applicable laws of Bermuda to be held; or
 - (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

4. “**THAT** conditional upon resolutions numbers 2 and 3 contained in this notice being approved, the aggregate number of the shares of the Company in issue which are to be repurchased by the Company pursuant to and in accordance with resolution number 3 shall be added to the aggregate number of the shares of the Company in issue that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution number 2.”

By order of the Board
Success Dragon International Holdings Limited
Li Xuehua
Chairperson and Executive Director

Hong Kong, 10 May 2017

Registered Office:

Clarendon House 2 Church Street
Hamilton HM 11 Bermuda

Principal Place of Business in Hong Kong:

Unit 3503B-5, 35/F
148 Electric Road North Point
Hong Kong

Notes:

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 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 19 May 2017, Friday. 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 19 May 2017, Friday.
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 joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
6. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.

As at the date of this notice, the executive Directors are Ms. LI Xuehua, Mr. JIANG Dan and Mr. GOH Hoon Leum; the independent non-executive Directors are Mr. YONG Peng Tak, Mr. ER Kwong Wah, Mr. ZHENG Jian Peng and Dr. JIA Limin.