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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) POLL RESULTS OF THE ANNUAL GENERAL MEETING;

(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS;

(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;

AND

(4) CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The Board is pleased to announce 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 resolutions numbered 2(iv) and 2(v) which were inapplicable to be put for voting at the AGM;
2. all the proposed special resolutions were duly passed by the Shareholders by way of poll at the AGM;
3. Mr. Er retired from office as an independent non-executive Director upon conclusion of the AGM on 14 September 2017;
4. Mr. Zheng retired from office as an independent non-executive Director upon conclusion of the AGM on 14 September 2017;
5. Mr. Chi has been appointed as an independent non-executive Director upon conclusion of the AGM on 14 September 2017; and
6. the composition of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Independent Board Committee has changed upon conclusion of the AGM on 14 September 2017.

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 16 August 2017 relating to, among other matters, as ordinary resolutions, (1) the proposal for receiving and considering the audited consolidated financial statements, the directors’ reports and the auditor’s reports of the Company for the year ended 31 March 2017; (2) the proposal for re-election of Directors, (3) the proposal for authorisation of the Board to fix the Directors’ remuneration; (4) the proposal for reappointment of the auditor; (5) the proposals for General Mandate, Repurchase Mandate and Extension Mandate to issue and repurchase shares; and (6) the proposal for the refreshment of the Scheme Mandate Limit; and as special resolutions, (7) the proposal for the amendment of the bye-laws of the Company; and (8) the proposal for the adoption of the amended and restated bye-laws of the Company after the relevant amendments are approved.

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

Immediately before the convening of the AGM, the Board has received written notices from each of Mr. ER Wong Wah (“**Mr. Er**”) and Mr. ZHENG Jian Peng (“**Mr. Zheng**”) stating that each of them would like to withdraw themselves from the re-election as independent non-executive Directors at the AGM due to his other business engagement. Further details of their retirement are set out in the paragraph headed “Retirement of independent non-executive Directors” in this announcement. As a result, ordinary resolutions numbered 2(iv) and 2(v) were inapplicable to be put for voting at the AGM.

The Board is pleased to announce that all the proposed ordinary resolutions (except ordinary resolutions numbered 2(iv) and 2(v) below) and special resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM.

ORDINARY RESOLUTIONS (Note)		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 2017.	940,841,284 (100%)	0 (0%)
2.	To re-elect the following Directors:		
	(i) Mr. TAN Teng Hong as an executive Director;	940,841,284 (100%)	0 (0%)
	(ii) Mr. CHUNG Yuk Lun as an independent non-executive Director;	940,841,284 (100%)	0 (0%)

ORDINARY RESOLUTIONS (Note)		Number of Shares voted (Approximate %)	
		For	Against
	(iii) Mr. YONG Peng Tak as an independent non-executive Director;	940,841,284 (100%)	0 (0%)
	(iv) Mr. ER Kwong Wah as an independent non-executive Director; and	<i>inapplicable</i>	
	(v) Mr. ZHENG Jian Peng as an independent non-executive Director.	<i>inapplicable</i>	
3.	To authorise the Board to fix the Directors' remuneration.	940,841,284 (100%)	0 (0%)
4.	To reappoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorize the Board to fix their remuneration.	940,841,915 (100%)	0 (0%)
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.	940,841,284 (100%)	0 (0%)
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.	940,841,915 (100%)	0 (0%)
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.	940,841,284 (100%)	0 (0%)
8.	To refresh the scheme mandate limit under the share option scheme of the Company.	940,841,284 (100%)	0 (0%)

SPECIAL RESOLUTIONS <i>(Note)</i>		Number of Shares voted (Approximate %)	
		For	Against
9.	To amend the bye-laws of the Company in the manner as set out in resolution numbered 9 of the AGM Notice.	940,841,284 (100%)	0 (0%)
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.	940,841,284 (100%)	0 (0%)

Note: Please refer to the AGM Notice for full contents of the resolutions.

As at the date of the AGM, the total number of Shares in issue was 2,073,676,547, which was the total number of Shares entitling the Shareholders to attend and vote for or against all the resolutions at the AGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, 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 ordinary resolutions numbered 1 to 8 (excluding resolutions numbered 2(iv) and 2(v)) above as set out in the AGM Notice, they were duly passed as ordinary resolutions of the Company.

As more than 75% of the votes were cast in favour of each of the special resolutions numbered 9 and 10 above as set out in the AGM Notice, they were duly passed as special 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 DIRECTORS

Given that each of Mr. Er and Mr. Zheng withdrew themselves from the re-election as independent non-executive Directors at the AGM, each of Mr. Er and Mr. Zheng retired from their respective offices as an independent non-executive Director upon conclusion of the AGM due to their other business engagement. Each of Mr. Er and Mr. Zheng has confirmed he has no disagreement with the Board and there is no matter concerning their respective retirements that need to be brought to the attention of the Shareholders.

Following the retirement of Mr. Er as an independent non-executive Director, he ceased to be the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and the member of each of the nomination committee (the “**Nomination Committee**”), the audit committee (the “**Audit Committee**”) and the independent board committee (the “**Independent Board Committee**”) of the Company.

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

The Board would like to express its gratitude to Mr. Er and Mr. Zheng for their valuable contribution to the Group during their tenure.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. CHI Dong Eun (“**Mr. Chi**”) has been appointed as an independent non-executive Director immediately after the conclusion of the AGM on 14 September 2017.

Mr. Chi, aged 27, obtained a Bachelor’s degree in Mathematics with Honors from the University of Chicago in 2012. He conducted thorough and recognized 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.

Mr. Chi does not hold any directorship in other listed company in Hong Kong or overseas during the three years preceding the date of this announcement. Mr. Chi 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.

As at the date of this announcement, Mr. Chi is 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 Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Pursuant to the service agreement entered into between the Company and Mr. Chi, Mr. Chi is appointed as an independent non-executive Director with effect from the conclusion of the AGM on 14 September 2017, and will continue thereafter until a notice of termination is served by either party of not less than three months. However, Mr. Chi's appointment is subject to normal retirement and re-election by the Shareholders pursuant to the bye-laws of the Company. Under the service agreement, Mr. Chi shall be entitled to receive a director's emolument of HK\$12,000 per month which was determined by the Board with reference to the recommendation of the Remuneration Committee.

Save as disclosed above, there is no information relating to the appointment of Mr. Chi as an independent non-executive Director that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules nor any matters needed to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to welcome Mr. Chi for joining the Board.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

Following (i) the retirement of Mr. Er and Mr. Zheng as independent non-executive Directors; and (ii) the appointment of Mr. Chi as independent non-executive Director, respectively, with effect from the conclusion of the AGM on 14 September 2017, in addition to the change of composition of the board committees as disclosed in the paragraph headed "Retirement of independent non-executive Directors" above:

1. Mr. Chi has been appointed as the chairman of the Remuneration Committee of the Company and a member each of the Audit committee; Nomination committee and Independent Board Committee;
2. Mr. TAN Teng Hong, an executive Director, the chairman and the chief executive officer of the Company, has been appointed as the chairman of the Nomination Committee; and
3. Mr. CHUNG Yuk Lun, an independent non-executive Director, has been appointed as a member of the Independent Board Committee.

By order of the Board
SUCCESS DRAGON INTERNATIONAL HOLDINGS LIMITED
TAN Ten Hong
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 14 September 2017

As at the date of this announcement and immediately after the conclusion of the AGM, the executive Directors are Mr. TAN Teng Hong and Mr. GOH Hoon Leum; the independent non-executive Directors are Mr. YONG Peng Tak, Mr. CHUNG Yuk Lun and Mr. CHI Dong Eun.