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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Success Dragon International Holdings Limited (the “**Company**”) will be held at Units 5 & 6, 17/F, Convention Plaza Office Tower, 1 Harbour Road, Wan Chai, Hong Kong on Monday, 7 June 2021 at 2:30 p.m. to consider and, if thought fit, approve, with or without modifications, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon: (i) The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Adjusted Shares (as hereinafter defined) in issue arising from the Capital Reorganisation (as hereinafter defined); and (ii) the compliance with the relevant procedures and requirements under the Companies Act 1981 of Bermuda and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Capital Reorganisation, with effect from the one clear business day after the date on which this resolution is passed by the shareholders of the Company (the “**Shareholders**”):

- (a) every twenty (20) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company (the “**Existing Shares**”) be consolidated into one (1) ordinary share of par value of HK\$0.2 each (the “**Consolidated Shares**”) (the “**Share Consolidation**”);
- (b) immediately following the Share Consolidation, each of the issued Consolidated Shares be and is hereby reduced from par value of HK\$0.2 each to par value of HK\$0.01 each (the “**Issued Adjusted Shares**”) by cancelling the paid-up capital of the Company thereon to the extent of HK\$0.19 on each of the issued Consolidated Shares (the “**Capital Reduction**”);
- (c) immediately following the Capital Reduction, each authorised but unissued Consolidated Share be subdivided into twenty (20) ordinary shares of par value of HK\$0.01 each (together with the Issued Adjusted Shares, the “**Adjusted Shares**”) (the “**Share Subdivision**”, together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”);

- (d) immediately following the Capital Reorganisation, the authorised share capital of the Company shall be HK\$300,000,000 divided into 30,000,000,000 Adjusted Shares of par value of HK\$0.01 each;
- (e) the credits arising from the Capital Reduction be transferred to the contributed surplus account of the Company and the directors of the Company (the “**Directors**”) or a committee thereof be and are hereby authorised to use the amount then standing to the credit of the contributed surplus account of the Company to eliminate or to set off the accumulated losses of the Company and/or to eliminate or to set off the other accumulated losses of the Company which may arise from time to time and/or to pay dividend and/or to make any other distribution out of the contributed surplus account of the Company from time to time without further authorisation from the Shareholders and/or to use the credit in such other manner as may be permitted under the Bye-laws of the Company in effect from time to time and all applicable laws without any further authorisation from the Shareholders and all such actions in relation thereto be and are approved, ratified and confirmed;
- (f) all fractional Adjusted Shares resulting from the Capital Reorganisation will not be issued to holders of the same but all such fractional entitlements of the Adjusted Shares will be aggregated and sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
- (g) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the matters contemplated in this resolution.”

By order of the Board
Success Dragon International Holdings Limited
DING Lei
Chairman, Co-Chief Executive Officer and Executive Director

Hong Kong, 13 May 2021

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong:
Room 903, 9/F., Tower A
New Mandarin Plaza
14 Science Museum Road
Tsim Sha Tsui East
Kowloon
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the SGM 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 “**Registrar**”), Tricor Secretaries Limited at Level 54, Hopewell Centre 183 Queen’s Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the SGM (i.e. by 2:30 p.m. on Saturday, 5 June 2021) or any adjournment thereof.
3. For determining the entitlement of the shareholders of the Company to attend and vote at the SGM, the register of members of the Company will be closed from Wednesday, 2 June 2021 to Monday, 7 June 2021, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 1 June 2021.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any 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 of members of the Company in respect of the joint holding.
6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect any time after 10:00 a.m. on the date of the SGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.successdragonintl.com> and on the website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and venue of the rescheduled meeting.
7. In order to facilitate the prevention and control of the spread of the Coronavirus Disease 2019 (COVID-19) pandemic and to safeguard the health and safety of the Shareholders, the Company encourages Shareholders to consider appointing the chairman of the SGM as his/her proxy to vote on the relevant resolution at the SGM as an alternative to attending the SGM in person.

As at the date of this announcement, the Board comprises, three Executive Directors, namely Mr. DING Lei, Mr. ZHU Tianxiang and Ms. DENG Ganghui; and three Independent Non-Executive Directors, namely Ms. WONG Chi Yan, Mr. DENG Yougao and Mr. CHONG Lok Man.