

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

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 the special general meeting (the “**Meeting**” or the “**SGM**”) of Success Dragon International Holdings Limited (the “**Company**”) will be held in a combination of an in-room meeting at Units 5 & 6, 17/F, Convention Plaza Office Tower, 1 Harbour Road, Wan Chai, Hong Kong and a live webcast on Monday, 16 May 2022, at 10:00 a.m. to consider and, if thought fit, pass the following resolutions of the Company. Unless otherwise stated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the company dated 22 April 2022 (the “**Circular**”):

ORDINARY RESOLUTION

1. “**THAT** subject to the passing of the resolution numbered 2 below and the satisfaction of the conditions of the Rights Issue (as defined below):
 - (a) the Underwriting Agreement dated 15 March 2022 (“**Underwriting Agreement**”) signed between the Company and Mr. Liu Shiwei (“**Underwriter**”) (a copy of the Underwriting Agreement marked “A” has been produced to this Meeting and initialled by the chairman of this Meeting for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
 - (b) the issue by way of rights issue (“**Rights Issue**”) of 209,711,740 new ordinary shares of the Company (“**Rights Shares**” and each a “**Right Share**”), on the basis of three (3) Rights Shares for every two (2) ordinary shares held by the shareholders of the Company (“**Shareholders**”) on Thursday, 26 May 2022 (the “**Record Date**”) (or such other date as may be agreed between the Company and the Underwriter for determining entitlements of Shareholders to participate in the Rights Issue), at a subscription price of HK\$0.34 per Rights Share (“**Subscription Price**”) to Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date (“**Qualifying Shareholders**”), save for overseas Shareholders to whom the directors of the Company (“**Directors**”), based on legal opinions to be provided by the legal advisers to the Company, consider it necessary or expedient not to offer the Rights Shares (“**Non-Qualifying Shareholders**”) on account either of the legal restrictions under the laws of the relevant

place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s), and substantially on the terms and conditions set out in the Circular (a copy of the Circular marked “B” has been produced to this Meeting and initialled by the chairman of this Meeting for the purpose of identification) and such other terms and conditions as may be determined by the Directors, be and is hereby approved, confirmed and ratified;

- (c) the placing agreement dated 15 March 2022 (“**Placing Agreement**”) entered into between the Company and I Win Securities Limited (“**Placing Agent**”) in relation to the placing of those Rights Shares that are not successfully sold by the Company (“**Unsubscribed Rights Shares**”) and/or the Rights Share(s) which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form (“**NQS Unsold Rights Shares**”) at the placing price of not less than the Subscription Price on a best effort basis (a copy of the Placing Agreement marked “C” has been produced to this Meeting and initialled by the chairman of this Meeting for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (d) the board of Directors (“**Board**”) or a committee thereof be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue in accordance with the terms set out in the Circular;
- (e) the Board or a committee thereof be and is hereby authorised to make such other exclusions or other arrangements in relation to the Non-Qualifying Shareholders as it may deem necessary or expedient having regard to any restrictions or obligations under the bye-laws of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong, and generally to do such things or make such arrangements as it may think fit to effect the Rights Issue; and
- (f) any one or more Director(s) be and is/are hereby authorised to do all such acts and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Rights Issue, the Underwriting Agreement, the Placing Agreement and any transactions contemplated thereunder.”

SPECIAL RESOLUTION

2. “THAT:

- (a) subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and the satisfaction of any conditions attached to the Whitewash Waiver granted, the waiver pursuant to Note 1 of the Notes on dispensations from Rule 26 of the Code of Takeovers and Mergers (“**Takeovers Code**”) waiving any obligation of the Underwriter to make a mandatory general offer to the Shareholders in respect of the shares of the Company not already owned or agreed to be acquired by the Underwriter and parties acting in concert with it which would arise under Rule 26 of the Takeovers Code as a result of the fulfillment of the underwriting obligations by the Underwriter pursuant to the Underwriting Agreement (“**Whitewash Waiver**”) be and is hereby approved; and
- (b) any one or more Director(s) be and is/are hereby authorised to do all such acts and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with any matters relating to the Whitewash Waiver and the transactions contemplated thereunder.”

On behalf of the Board

DING Lei

*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 22 April 2022

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
Tsim Sha Tsui East
Kowloon
Hong Kong

Notes:

1. In view of the outbreak of the COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement special arrangements and precautionary measures at the SGM, details of which are set out in the section headed “Special Arrangements and Precautionary Measures for the SGM” on pages 8 to 12 of the Circular.

All registered Shareholders will be able to join the Meeting or any adjourned meeting thereof in person or via live webcast. The live webcast can be accessed from any location with access via a computer, tablet or any browser enabled devices. All non-registered Shareholders may consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their Shares are held (as the case may be) for necessary arrangement to attend and vote at the Meeting or any adjourned meeting thereof if they wish. Shareholders should note that no remote voting system is provided at the live webcast.

2. A member of the Company entitled to attend and vote at 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.
3. In order to be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his 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 branch share registrar and transfer office of the Company (the “**Hong Kong Share 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 Meeting (i.e. by 10:00 a.m. on Saturday, 14 May 2022) or any adjournment thereof.
4. For determining the entitlement of the Shareholders to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 10 May 2022 to Monday, 16 May 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Meeting, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Hong Kong Share Registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 6 May 2022.
5. In view of the current COVID-19 situation and the changing government regulations on social distancing measures in Hong Kong, **the Company strongly encourages Shareholders to exercise their right to vote at the Meeting by appointing a proxy, or failing him, the chairman of the Meeting** (who is expected to be an independent non-executive Director) or any independent non-executive Directors as their proxy and to return their forms of proxy by the time specified above, instead of attending the Meeting in person. Shareholders should specifically indicate voting instructions set out in this notice. If no such indication is given, the proxy will vote for or against the resolutions or will abstain as he thinks fit.
6. Completion and return of the form of a proxy shall not preclude a member of the Company from attending and voting at the Meeting or any adjournment thereof.
7. In the case of joint holders of Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

8. 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 Meeting, the meeting will be postponed. The Company will publish an notice 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.
9. Subject to the development of COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further notice on such measures as appropriate.
10. In case of discrepancy between the English version and the Chinese version of this notice of the SGM, the English version shall prevail.

As at the date of this notice, the executive Directors are Mr. DING Lei and Ms. DENG Ganghui; the independent non-executive Directors are Mr. DENG Yougao, Ms. WONG Chi Yan, and Mr. CHONG Lok Man.