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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)

DESPATCH OF CIRCULAR IN RELATION TO (I) PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE; (II) CONNECTED TRANSACTION IN RELATION TO THE UNDERWRITING AGREEMENT; (III) APPLICATION FOR WHITEWASH WAIVER; AND (IV) NOTICE OF SPECIAL GENERAL MEETING

Reference is made to (i) the announcement of Success Dragon International Holdings Limited (the “**Company**”) dated 15 March 2022 (the “**Announcement**”) in relation to, among other things, the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Whitewash Waiver (collectively, the “**Transactions**”); (ii) the announcement of the Company dated 4 April 2022 in relation to, among other things, delay in despatch of the Circular; and (iii) the announcement of the Company dated 8 April 2022 in relation to the revised expected timetable regarding the Transactions. Capitalised terms used herein shall have the same meanings as defined in the Announcement unless the context otherwise requires.

The Circular containing, among other things (i) further details of the Transactions; (ii) a letter of recommendations from the Independent Board Committee in respect of the Transactions; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in regard to the Transactions; (iv) other information required under the Listing Rules and the Takeovers Code; and (v) a notice convening the SGM, has been despatched to the Shareholders on 22 April 2022.

The SGM will be conducted 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. Please refer to the section headed “Special arrangements and the precautionary measures for the SGM” in the Circular for details.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among other things, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the section headed “Termination of the Underwriting Agreement” in the Circular). Accordingly, the Rights Issue may or may not proceed.

The Shares are expected to be dealt in on an ex-rights basis from Wednesday, 18 May 2022. Dealings in the Rights Shares in nil-paid form are expected to take place from Tuesday, 31 May 2022 to Wednesday, 8 June 2022.

Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or the Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

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

Hong Kong, 22 April 2022

As at the date of this announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.