

Success Dragon International Holdings Limited

勝龍國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

FORM OF PROXY

Form of Proxy for use at the annual general meeting (“AGM”) of Success Dragon International Holdings Limited (the “Company”) to be held at Units 5 & 6, 17/F, Convention Plaza Office Tower, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 23 September 2022, at 11:00 a.m. (or at any adjournment thereof).

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.01
each (the “Shares”) in the share capital of the Company, **HEREBY APPOINT**³ _____
of _____

or failing him, the chairman of the meeting (“Chairman”) or anyone so appointed by the Chairman, to act for me/us as my/our proxy at the AGM (or at any adjournment thereof) to consider and, if thought fit, pass the resolution set out in the notice convening the AGM and at the said meeting (and at any adjournment thereof) to vote for me/us and on my/our behalf in respect of said resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate box to indicate how you wish your vote to be cast in respect of the resolutions as hereunder indicated (note 4).

ORDINARY RESOLUTIONS		For ⁴	Against ⁴
1.	To receive, consider and adopt the audited consolidated financial statements, the reports of the directors (the “Director(s)”) and auditors of the Company for the year ended 31 March 2022.		
2.	(a) To re-elect Mr. LIU Shiwei as executive Director and to authorise the board of Directors (the “Board”) to fix his remuneration.		
	(b) To re-elect Mr. WANG Baozhi as an executive Director and to authorise the Board to fix his remuneration;		
	(c) To re-elect Mr. DENG Yougao as an independent non-executive Director and to authorise the Board to fix his remuneration.		
	(d) To re-elect Mr. CHONG Lok Man as an independent non-executive Director and to authorise the Board to fix his remuneration.		
3.	To re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.		
4.	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.		
5.	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.		
6.	Conditional upon resolutions numbered 4 and 5 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 4 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 5.		
SPECIAL RESOLUTION		For ⁴	Against ⁴
7.	To approve the proposed amendments to the bye-laws of the Company and the adoption of the amended and restated bye-laws of the Company incorporating and consolidating all the proposed amendments.		

Please refer to the notice of the AGM for full text of the resolution

Dated: _____

Signature⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS LETTERS**. The name of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING OR ANYONE SO APPOINTED BY THE CHAIRMAN WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST” BESIDE THE RESOLUTION.** If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick (“✓”) in the relevant box. Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution which has been properly put to the meeting other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or the hand of an officer duly authorised in that behalf.
6. Where they are joint registered holders of any Share, any one of such persons may vote at the AGM, 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 AGM 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.
7. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the office of Tricor Secretaries Limited (“**Hong Kong Share Registrar**”) of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the AGM (i.e. by 11:00 a.m. on Wednesday, 21 September 2022) or adjourned meeting (as the case may be).
8. A proxy need not be a member of the Company but must attend the AGM in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM if you so wish.
10. Capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 28 July 2022 unless the context otherwise requires.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Secretaries Limited at the above address.