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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 23 SEPTEMBER 2022 AND ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM.

The adoption of the Amended and Restated Bye-laws has been approved by the Shareholders by way of a special resolution at the AGM.

References are made to the circular (the “**Circular**”) of Success Dragon International Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting dated 28 July 2022. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

At the annual general meeting held on 23 September 2022 (the “**AGM**”), all proposed resolutions as set out in the Notice were taken by poll. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the total number of issued shares of the Company was 349,519,567 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM. As at the date of the AGM and for the purpose of the AGM, Mr. LIU Shiwei (“**Mr. Liu**”) (being an executive Director), together with his associates and any parties acting in concert with him (including Stone Steps) are interested in 230,214,906 Shares, representing approximately 65.9% of the total issued share capital of the Company. Mr. Liu and Stone Steps have abstained from voting on the ordinary resolution numbered 2(a) approving, among others, the re-election of himself as an executive Director at the AGM.

Save as disclosed above, to the best of Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting in favour of the resolutions at the AGM, and there was no Share entitling the holders thereof to attend and vote only against the resolutions at the AGM. No person had indicated in the Circular of his intention to vote against or to abstain from voting on any of the resolutions at the AGM.

The AGM was chaired by Mr. Liu, an executive Director and the chairman of the Board. The independent non-executive Director, Mr. CHONG Lok Man attended the AGM in person; the executive Directors, Mr. WANG Baozhi and Mr. DING Lei, and the independent non-executive Directors, Mr. DENG Yougao and Ms. WONG Chi Yan attended the AGM by telephone.

The poll results of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (<i>approximate percentage of total number of votes cast</i>)	
		For	Against
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.	219,677,424 (100%)	0 (0%)
2.	(a) To re-elect Mr. LIU Shiwei as executive Director and to authorise the board of Directors (the “ Board ”) to fix his remuneration.	9,837,518 (100%)	0 (0%)
	(b) To re-elect Mr. WANG Baozhi as an executive Director and to authorise the Board to fix his remuneration.	219,677,424 (100%)	0 (0%)
	(c) To re-elect Mr. DENG Yougao as an independent non-executive Director and to authorise the Board to fix his remuneration.	219,677,424 (100%)	0 (0%)
	(d) To re-elect Mr. CHONG Lok Man as an independent non-executive Director and to authorise the Board to fix his remuneration.	219,677,424 (100%)	0 (0%)
3.	To re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.	219,677,500 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes <i>(approximate percentage of total number of votes cast)</i>	
		For	Against
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.	219,677,424 (100%)	0 (0%)
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.	219,677,500 (100%)	0 (0%)
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.	219,677,424 (100%)	0 (0%)
Special Resolution		Number of Votes <i>(approximate percentage of total number of votes cast)</i>	
		For	Against
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.	219,677,424 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of the proposed resolutions numbered 1 to 6, all the resolutions were duly passed as ordinary resolutions by way of poll at the AGM.

As more than 75% of the votes were cast in favour of the proposed resolution numbered 7, resolution numbered 7 was duly passed as special resolution by way of poll at the AGM.

ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS

The adoption of the Amended and Restated Bye-laws has been approved by the Shareholders by way of a special resolution at the AGM. The full text of the Amended and Restated Bye-laws will be published on the websites of the Company and the Stock Exchange.

By order of the Board
Success Dragon International Holdings Limited
LIU Shiwei
Chairman and Executive Director

Hong Kong, 23 September 2022

As at the date of this announcement, the executive directors of the Company are Mr. LIU Shiwei, Mr. WANG Baozhi and Mr. DING Lei; the independent non-executive Directors are Mr. DENG Yougao, Ms. WONG Chi Yan and Mr. CHONG Lok Man.