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SUCCESS

SUCCESS UNIVERSE GROUP LIMITED
實德環球有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00487)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Success Universe Group Limited (the “**Company**”) will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 5 June 2012 at 3:00 p.m. (or immediately after the annual general meeting of the Company which is to be held at 2:30 p.m. on the same day shall have been concluded or adjourned (whichever is later)) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:–

ORDINARY RESOLUTION

“**THAT:**–

- (a) the provision of further financial assistance by way of the 2012 Financial Assistance (as defined in sub-paragraph (c) below) in the sum of approximately HK\$1,756 million by the Company and its subsidiaries to Pier 16 – Property Development Limited (“**Pier 16 – Property Development**”), a company which is beneficially held as to 49% by an indirect non-wholly owned subsidiary of the Company, for the development of Ponte 16, as detailed in the circular of the Company dated 18 May 2012 (the “**Circular**”) despatched to the shareholders of the Company containing the notice convening this meeting, a copy of the Circular has been produced to this meeting marked “**A**” and signed by the Chairman of this meeting for the purpose of identification, be and is hereby approved;

- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all acts and things and execute and deliver all documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated in this resolution; and
- (c) for the purpose of this resolution,

“**2012 Financial Assistance**” means the documents to be executed to secure all or part of the liabilities due or owing to the finance parties under or in connection with the facility agreement dated 17 April 2012 (the “**Facility Agreement**”) in favour of the security agent for the finance parties under the term loan facilities in the aggregate amounts of HK\$1,900 million and RMB400 million which include the repayment guarantee for 49% of Pier 16 – Property Development’s total indebtedness under the Facility Agreement to be given by the Company, the unconditional and irrevocable completion undertaking to be given by, among others, the Company, the unconditional and irrevocable funding undertaking to be given by, among others, the Company, the legally notarized livrança (promissory note) for HK\$2,400 million to be given by Pier 16 – Property Development and endorsed by, among others, the Company for a sum of not exceeding HK\$1,176 million, the share pledge over all the shares in Pier 16 – Property Development to be given by, among others, World Fortune Limited and the subordination agreement to be entered into by, among others, World Fortune Limited, and the transactions contemplated thereunder.”

By Order of the Board of Directors of
SUCCESS UNIVERSE GROUP LIMITED
Chiu Nam Ying, Agnes
Company Secretary

Hong Kong, 18 May 2012

Notes:

1. *A proxy form to be used for the Meeting is enclosed with the circular dated 18 May 2012 issued by the Company.*
2. *Any shareholder of the Company (“Member”) entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same power on behalf of the Member which he or they represent as such Member could exercise.*
3. *The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.*
4. *To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for the holding of the Meeting or any adjournment thereof at which the person named in the instrument proposes to vote.*
5. *Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to have been revoked.*
6. *Where there are joint holders of any share of the Company, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the 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.*
7. *The above ordinary resolution will be put to vote at the Meeting by way of poll.*

As at the date of this announcement, the board of directors of the Company comprises two executive directors, namely Mr. Yeung Hoi Sing, Sonny (Chairman) and Dr. Ma Ho Man, Hoffman (Deputy Chairman); one non-executive director, namely Mr. Choi Kin Pui, Russelle; and three independent non-executive directors, namely Mr. Luk Ka Yee, Patrick, Ms. Yeung Mo Sheung, Ann and Mr. Chin Wing Lok, Ambrose.