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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 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 Boardroom 8, Lower Lobby, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 15 May 2013 at 12:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

“**THAT**:–

- (a) the proposed acquisition (the “**Proposed Acquisition**”) of the legal and beneficial ownership of the entire equity interest of Maruhan Corporation (“**Maruhan**”) in World Fortune Limited (“**World Fortune**”), an indirect non-wholly owned subsidiary of the Company, and the entire amount of the shareholder’s loans provided by Maruhan to World Fortune as at completion of the Proposed Acquisition (“**Completion**”) by Golden Sun Profits Limited (“**Golden Sun**”), an indirect non-wholly owned subsidiary of the Company, from Maruhan at the total consideration of HK\$219,117,318 (the “**Consideration**”), which would be satisfied as to HK\$109,558,659 by cash and as to HK\$109,558,659 by way of allotment and issue of 550,546,025 ordinary shares

of HK\$0.01 each of the Company (“**Shares**”) upon Completion, pursuant to and in accordance with the terms of the shareholders’ agreement dated 29 October 2007 as supplemented by a supplemental agreement dated 10 July 2008 entered into between Golden Sun, the Company, Maruhan and World Fortune and a confirmation letter dated 28 March 2013 signed between Golden Sun and Maruhan, be and is hereby approved and confirmed;

- (b) the allotment and issue of 550,546,025 Shares in partial settlement of the Consideration be and is hereby approved; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all acts, deeds and things (including, but without limitation, to allot and issue 550,546,025 Shares in partial settlement of the Consideration) and to sign and execute all documents as he/she may, at his/her absolute discretion, deem necessary, desirable or expedient to implement or to give effect to the Proposed Acquisition and any or all transactions contemplated in this resolution.”

By Order of the Board of  
**Success Universe Group Limited**  
**Chiu Nam Ying, Agnes**  
*Company Secretary*

Hong Kong, 29 April 2013

*Notes:*

1. *A proxy form to be used for the Meeting is enclosed with the circular dated 29 April 2013 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 of the Company (“**Share(s)**”) may appoint more than one proxy to attend and vote on his behalf at the Meeting. A proxy need not be a Member but must attend the Meeting in person to represent the 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, 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.*