

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Success Universe Group Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS INVOLVING RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES FOR ISSUE OF NEW SHARES OF THE COMPANY
AND REPURCHASE OF ITS OWN SHARES,
PROPOSED AMENDMENTS TO THE BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 4 to 8 of this circular.

A notice convening an annual general meeting of Success Universe Group Limited to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 3 June 2010 at 2:30 p.m. is set out on pages 14 to 22 of this circular.

Whether or not you are able to attend the annual general meeting in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so wish.

30 April 2010

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DEFINITIONS

In this circular, the following expressions have the meanings respectively set out below unless the context requires otherwise:

“AGM” or “Annual General Meeting”	the forthcoming annual general meeting of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 3 June 2010 at 2:30 p.m., notice of which is set out on pages 14 to 22 of this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Auditor”	the auditor for the time being of the Company
“Board”	the board of Directors or a duly authorised committee of the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended, modified or supplemented from time to time)
“Bye-laws Amendments”	the proposed amendments to the Bye-laws as set out in the special resolution in the Notice of AGM on pages 17 to 21 of this circular
“Company”	SUCCESS UNIVERSE GROUP LIMITED 實德環球有限公司 (Stock Code: 00487), a company incorporated in Bermuda with limited liability whose issued Shares are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Committee”	the executive committee of the Board
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	26 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice of AGM as set out on pages 14 to 22 of this circular
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution numbered 4(A) set out in the Notice of AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Issue Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of ordinary resolutions numbered 4(B) and (C) set out in the Notice of AGM
“Shareholder(s)” or “Member(s)”	registered holder(s) of Shares issued and has the same meaning as Member(s) under the Bye-laws
“Silver Rich”	Silver Rich Macau Development Limited, a company incorporated in the British Virgin Islands with limited liability which is wholly-owned by a discretionary trust, the beneficiaries of which are family members of Mr. Yeung Hoi Sing, Sonny, an executive Director and the Chairman of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Takeovers Code”

The Hong Kong Code on Takeovers and Mergers

“%”

per cent.



SUCCESS
SUCCESS UNIVERSE GROUP LIMITED
實德環球有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00487)

Executive Directors:

Mr. Yeung Hoi Sing, Sonny (*Chairman*)
Dr. Ma Ho Man, Hoffman (*Deputy Chairman*)

Non-executive Director:

Mr. Choi Kin Pui, Russelle

Independent non-executive Directors:

Mr. Luk Ka Yee, Patrick
Mr. Yim Kai Pung
Ms. Yeung Mo Sheung, Ann

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Suite 1601-2 & 8-10, 16/F.
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

30 April 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES FOR ISSUE OF NEW SHARES OF THE COMPANY
AND REPURCHASE OF ITS OWN SHARES,
PROPOSED AMENDMENTS TO THE BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the AGM to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 3 June 2010 at 2:30 p.m., the notice of which is contained in this circular, the following resolutions shall be proposed:

- (a) ordinary resolutions relating to re-election of retiring Directors;
- (b) ordinary resolution relating to granting of the Repurchase Mandate;

LETTER FROM THE BOARD

- (c) ordinary resolutions relating to granting of the Share Issue Mandate; and
- (d) special resolution relating to the Bye-laws Amendments.

The purpose of this circular is to provide you with further information to make an informed decision on whether to vote for or against the above proposed resolutions including the details of retiring Directors proposed to be re-elected at the AGM; the explanatory statement relating to Repurchase Mandate in compliance with the Listing Rules; and the Notice of AGM as set out in Appendices I to III to this circular respectively.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 87 of the Bye-laws, Mr. Yeung Hoi Sing, Sonny and Mr. Luk Ka Yee, Patrick shall retire by rotation and, being eligible, will offer themselves for re-election at the AGM.

Details of each of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. REPURCHASE MANDATE

The existing general mandate to repurchase Shares granted to the Directors at the last annual general meeting of the Company held on 26 May 2009 will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution in respect of granting the Repurchase Mandate to the Directors will be proposed.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,438,964,233 Shares. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 243,896,423 Shares.

The Repurchase Mandate will, if granted, continue in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement, as required under the Listing Rules, providing the requisite information regarding the Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. SHARE ISSUE MANDATE

The existing general mandate to allot, issue and deal with additional Shares granted to the Directors at the last annual general meeting of the Company held on 26 May 2009 will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution in respect of granting the Share Issue Mandate to the Directors will be proposed for the purpose of increasing the flexibility for raising capital so as to facilitate expansion plan of the Company when the Directors consider appropriate.

Subject to the passing of the proposed resolution for the approval of the Share Issue Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with additional Shares up to a maximum of 487,792,846 Shares.

The Share Issue Mandate will, if granted, continue in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

In addition, if the Repurchase Mandate is granted, an ordinary resolution will be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

5. PROPOSED BYE-LAWS AMENDMENTS

In order to bring the Bye-laws in line with the recent amendments to the Listing Rules which came into effect on 1 January 2009 as well as to make certain minor and housekeeping amendments to the Bye-laws, the Board proposed to put forward a special resolution to the Shareholders for approval at the AGM for the Bye-laws Amendments.

The principal effects of the proposed Bye-laws Amendments are as follows:

- (a) all resolutions at general meetings of the Company shall be decided by way of a poll;
- (b) an annual general meeting shall be called by notice of not less than 21 clear days or not less than 20 clear business days (whichever is longer) and any special general meeting at which the passing of a special resolution is to be considered shall be called by notice of not less than 21 clear days or not less than 10 clear business days (whichever is longer). All other special general meetings may be called by notice of not less than 14 clear days or not less than 10 clear business days (whichever is longer);

LETTER FROM THE BOARD

- (c) the Company will be permitted to deem consent on the part of a Member to a corporate communication being made available to him solely on the Company's website or the Stock Exchange's website if the procedures set out in the Listing Rules and the Bye-laws are complied with; and
- (d) the Directors shall have the power to fill the vacancy of the Auditor under certain circumstances and fix the remuneration of the Auditor so appointed.

The legal advisers to the Company as to Hong Kong laws and Bermuda laws have confirmed that the proposed Bye-laws Amendments comply with the requirements of the Listing Rules and the applicable laws of Bermuda respectively. The Company confirms that there is nothing unusual about the proposed Bye-laws Amendments for a company listed on the Stock Exchange.

The full text of the special resolution containing such proposed Bye-laws Amendments is set out in the Notice of AGM on pages 17 to 21 of this circular.

6. ANNUAL GENERAL MEETING

The Notice of AGM is set out in Appendix III to this circular. At the AGM, in addition to the ordinary business, resolutions will be proposed to approve the respective proposals as set out above.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the chairman of the AGM will demand a poll for all resolutions to be put to the vote at the AGM pursuant to Bye-law 66 of the Bye-laws.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the proposals regarding the re-election of the retiring Directors, the Repurchase Mandate, the Share Issue Mandate and the Bye-laws Amendments are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board of
SUCCESS UNIVERSE GROUP LIMITED
Yeung Hoi Sing, Sonny
Chairman

The following are the details of the retiring Directors proposed to be re-elected at the AGM:

Mr. Yeung Hoi Sing, Sonny, aged 55, joined the Group in 2003. He is an executive Director and the Chairman of the Company as well as a director of the subsidiaries of the Company. He is also the chairman of the Remuneration Committee and the Executive Committee. Mr. Yeung is responsible for the overall corporate planning and business development of the Group. He has been a member of the National Committee of the Chinese People's Political Consultative Conference, the People's Republic of China since 1993 and has over 26 years of experience in finance industry in Hong Kong. Prior to joining the Group, Mr. Yeung held managerial roles in several financial service sectors such as leveraged foreign exchange trading, and securities and futures brokerage. He is presently the sole beneficial owner of Success Securities Limited, which is a licensed corporation under the SFO as well as a participant of the Stock Exchange, principally engaged in the provision of securities brokerage services. Mr. Yeung has certain private investments in property development businesses in Hong Kong and Canada. He is also a director of Silver Rich, being a controlling shareholder of the Company. Mr. Yeung is an uncle of Dr. Ma Ho Man, Hoffman, an executive Director and the Deputy Chairman of the Company.

As at the Latest Practicable Date, Mr. Yeung was deemed to have an interest in 1,010,953,432 Shares within the meaning of Part XV of the SFO.

Mr. Yeung has not entered into any service contract with the Company and is entitled to an annual salary of HK\$12 as well as other benefits in kind, which are medical, accidental and business travel insurances. Save as disclosed above, he is not entitled to any other forms of benefits. Mr. Yeung considered that the level of his salary is currently in the interest of the Company and its Shareholders as a whole, and his remuneration package was approved by the Remuneration Committee. Mr. Yeung was not appointed for a specific term of office, however, he is subject to retirement by rotation and re-election in accordance with the Bye-laws.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yeung did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and he did not hold any directorship in other listed companies in Hong Kong or overseas in the last three years. There is neither other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders.

Mr. Luk Ka Yee, Patrick, aged 48, joined the Group in 2003. He is an independent non-executive Director as well as a member of the Audit Committee and the Remuneration Committee. Mr. Luk obtained a Law Degree in England in 1986. Throughout his tenure of career, Mr. Luk has been appointed to serve in various senior management positions which involved corporate/legal and property development as well as property management aspects. He is presently the consultant to Pacific Rich Management & Consultants Limited, a company providing property and facilities management in Hong Kong. Mr. Luk did not hold any directorship in other listed companies in Hong Kong or overseas in the last three years.

Mr. Luk has entered into a service contract with the Company for a term of one year and he receives a director's fee of HK\$105,000 per annum under the service contract. His remuneration is determined by the Board with reference to his responsibilities and prevailing market conditions.

As at the Latest Practicable Date, Mr. Luk has neither any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is neither other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with all the information necessary for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions. The Company is empowered by its memorandum of association and the Bye-laws to repurchase its own securities.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,438,964,233 Shares. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 243,896,423 Shares.

3. REASONS FOR REPURCHASES

The Directors believe that it may be to the benefit of the Company and its Shareholders for the Company to repurchase its Shares in certain circumstances. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value and/or earnings per Share. Therefore, the Directors are seeking the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate.

4. FUNDING OF REPURCHASES

Repurchases must be funded out of funds which are legally available for such purpose in accordance with the Company's constitution documents and the applicable laws of Bermuda, being capital paid up on the purchased Shares; or out of the funds of the Company otherwise available for dividend or distribution; or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account. It is envisaged that the funds required for any repurchase would be derived from such sources.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in its most recent published audited financial statements for the year ended 31 December 2009 in the event that the Repurchase Mandate is exercised in full.

5. CONNECTED PARTIES

No connected persons have notified the Company of any present intention to sell Shares to the Company and no such persons have undertaken not to sell any such Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

6. SHARE PRICE

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
April	0.520	0.355
May	0.430	0.365
June	0.460	0.350
July	0.400	0.335
August	0.395	0.340
September	0.380	0.330
October	0.350	0.320
November	0.375	0.315
December	0.340	0.310
2010		
January	0.350	0.320
February	0.350	0.320
March	0.385	0.320

7. SHARE REPURCHASE MADE BY THE COMPANY

No purchases have been made by the Company of its Shares in the six months prior to the Latest Practicable Date.

8. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda, the memorandum of association of the Company and the Bye-laws.

9. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Silver Rich held 1,010,953,432 Shares, representing approximately 41.45% of the entire issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, provided that the present shareholding held by Silver Rich remain unchanged, the attributable shareholding of Silver Rich will be increased to approximately 46.06%. Such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would give rise to this obligation. In any event, the Repurchase Mandate will be exercised only if the number of Shares held by the public would not fall below 25%.

**SUCCESS****SUCCESS UNIVERSE GROUP LIMITED****實德環球有限公司***(Incorporated in Bermuda with limited liability)***(Stock Code: 00487)**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 3 June 2010 at 2:30 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements for the year ended 31 December 2009 together with the Report of Directors and the Independent Auditor's Report thereon.
2. To re-elect retiring Directors and to authorise the Board of Directors to fix the Directors' remuneration.
3. To re-appoint Auditor and to authorise the Board of Directors to fix their remuneration.
4. To consider as special business and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (A) **"THAT** the directors of the Company be and are hereby granted an unconditional general mandate to repurchase issued shares in the capital of the Company in accordance with all applicable laws and subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period (as defined in sub-paragraph (c) below);
 - (b) the aggregate nominal amount of shares of the Company to be purchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the shares of the Company in issue at the date of passing of this resolution; and

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”

- (B) “**THAT** the directors of the Company be and are hereby granted an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period (as defined in sub-paragraph (c) below) save that the directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company, otherwise than pursuant to a Rights Issue (as defined in sub-paragraph (c) below) or pursuant to the grant or exercise of options issued under any share option scheme adopted by the Company for the grant or issue to employees of the Company and/or any of its subsidiaries and/or associated companies of options to subscribe for or rights to acquire shares of the Company, or pursuant to any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the bye-laws of the Company or with the consent of the Company in general meeting, shall not exceed 20 per cent. of the aggregate nominal amount of the shares of the Company in issue at the date of passing of this resolution; and

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (C) “**THAT** the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company pursuant to Ordinary Resolution 4(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares purchased by the Company under the authority granted pursuant to Ordinary Resolution 4(A) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

5. To consider as special business and, if thought fit, pass with or without amendments the following resolution as a special resolution:

SPECIAL RESOLUTION

“THAT the bye-laws of the Company be and are hereby amended in the following manner:

1. **Bye-law 1**

- (i) by inserting the following definition after the definition of “Board” or “Directors” in Bye-law 1:

“business day”	a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of tropical cyclone signal Number 8 or higher is hoisted, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.
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- (ii) by deleting the definition of “Company” in its entirety and inserting in its place the following in substitution therefor:

“Company”	SUCCESS UNIVERSE GROUP LIMITED with its secondary name as 實德環球有限公司.
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2. **Bye-law 2(h)**

by deleting Bye-law 2(h) in its entirety and inserting in its place the following in substitution therefor:

“(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59.”

3. **Bye-law 2(i)**

by deleting Bye-law 2(i) in its entirety and inserting in its place the following in substitution therefor:

“(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59.”

4. **Bye-law 10(a)**

by inserting the word “and” at the end of Bye-law 10(a).

5. **Bye-law 10(b)**

by deleting the punctuation and word “; and” after the words “every such share held by him” and inserting in its place a full stop in substitution therefor in the second line of Bye-law 10(b).

6. **Bye-law 10(c)**

by deleting Bye-law 10(c) in its entirety.

7. **Bye-law 59(1)**

by deleting the preamble paragraph of Bye-law 59(1) and inserting in its place the following in substitution therefor:

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days or not less than twenty (20) clear business days (whichever is longer) and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days or not less than ten (10) clear business days (whichever is longer). All other special general meetings may be called by Notice of not less than fourteen (14) clear days or not less than ten (10) clear business days (whichever is longer) but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:”

8. **Bye-law 66**

by deleting Bye-law 66 in its entirety and inserting in its place the following in substitution therefor:

“66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.”

9. **Bye-law 67**

by deleting Bye-law 67 in its entirety and inserting in its place the following in substitution therefor:

“<intentionally left blank>”.

10. **Bye-law 68**

by deleting Bye-law 68 in its entirety and inserting in its place the following in substitution therefor:

“68. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

11. **Bye-law 69**

by deleting Bye-law 69 in its entirety and inserting in its place the following in substitution therefor:

“<intentionally left blank>”.

12. **Bye-law 70**

by deleting Bye-law 70 in its entirety and inserting in its place the following in substitution therefor:

“<intentionally left blank>”.

13. **Bye-law 73**

by deleting the words and punctuation “whether on a show of hands or on a poll,” after the words and punctuation “In the case of an equality of votes,” in the beginning of the first sentence of Bye-law 73.

14. **Bye-law 75(1)**

by deleting the words and punctuation “whether on a show of hands or on a poll,” after the words and punctuation “incapable of managing their own affairs may vote,” in the third line of Bye-law 75(1).

15. **Bye-law 80**

by deleting the words and punctuations “or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid” after the words “the person named in the instrument proposes to vote” in the seventh line of Bye-law 80; and by deleting the words “or on a poll demanded at a meeting or an adjourned meeting” after the words “except at an adjourned meeting” in the twelfth line of Bye-law 80.

16. **Bye-law 81**

by deleting the words “to demand or join in demanding a poll and” after the words “The instrument of proxy shall be deemed to confer authority” in the fourth line of Bye-law 81.

17. **Bye-law 82**

by deleting the words and punctuation “or the taking of the poll,” in the seventh line of Bye-law 82.

18. **Bye-law 84(2)**

by deleting the words “including the right to vote individually on a show of hands” after the words “class of shares specified in the relevant authorisation” in the second last line of Bye-law 84(2).”

19. **Bye-law 153**

(i) by inserting the words “and at the same time as the notice of annual general meeting” after the words “at least twenty-one (21) days before the date of the general meeting” in the sixth line of Bye-law 153; and

- (ii) by deleting the word “in” between the words “the Company” and “general meeting” and inserting in its place the words “at the annual” in substitution therefor in the seventh line of Bye-law 153.

20. **Bye-law 158**

by deleting the word “The” at the beginning of Bye-law 158 and inserting in its place the words and punctuation “Save in the case of an Auditor appointed pursuant to Bye-law 159, the” in substitution therefor.

21. **Bye-law 159**

by deleting Bye-law 159 in its entirety and inserting in its place the following in substitution therefor:

“159. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall have the power to fill the vacancy and fix the remuneration of the Auditor so appointed.”

22. **Bye-law 162**

by inserting the words and punctuation “or the website of the Designated Stock Exchange,” after the words “the Company’s website” in the sixteenth line of Bye-law 162.

23. **Bye-law 163(b)**

by inserting the words “or the website of the Designated Stock Exchange” after the words “the Company’s website” in the third line of Bye-law 163(b).”

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

Hong Kong, 30 April 2010

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to 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. A proxy need not be a Member.
2. 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 Annual General 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.
3. To be valid, the instrument appointing a proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the office of 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 in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
4. Completion and deposit of an instrument appointing a proxy will not preclude a Member from attending and voting at the Annual General Meeting if the Member so wishes and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Details of the retiring Directors proposed to be re-elected at the Annual General Meeting and an explanatory statement relating to Repurchase Mandate will be despatched to the Members together with this notice.
6. The Bye-laws adopted by the Company are in English language. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the proposed resolution above on the amendments to the Bye-laws is purely a translation for reference only. In the case of any inconsistency between the English and Chinese versions, the English version shall prevail.