



SUCCESS

SUCCESS UNIVERSE GROUP LIMITED 實德環球有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00487)

PROXY FORM FOR SPECIAL GENERAL MEETING

I/We' (name) _____ of (address) _____,

being the registered holder(s) of² _____ share(s) of HK\$0.01 each in the capital of Success Universe Group Limited (the "Company"), hereby appoint³ the Chairman of the Meeting (as defined below) or (name) _____ of (address) _____

_____ as my/our proxy to attend and vote for me/us on my/our behalf at the special general meeting of the Company to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 3:45 p.m. on Friday, 9 December 2011 (the "Meeting") and at any adjournment thereof on the following resolutions:

| | ORDINARY RESOLUTIONS | For ⁴ | Against ⁴ |
|----|---------------------------------------------------------------------------|------------------|----------------------|
| 1. | To approve the Rights Issue and the transactions contemplated thereunder. | | |
| 2. | To approve the Whitewash Waiver. | | |

Dated this _____ day of _____ 2011

Signature(s)⁵: _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- A shareholder of the Company ("Member") entitled to attend and vote at the 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 at the Meeting. A proxy need not be a Member. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" herein stated and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT**. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK IN THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to complete the box will entitle your proxy to cast his vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or certified copy of such power or authority, must 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 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- 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.
- Completion and deposit of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. If you attend and vote at the Meeting, the authority of your proxy is deemed to have been revoked.
- The notice of the Meeting dated 22 November 2011 is set out in the Company's circular dated 22 November 2011 sent to the Members.