



# 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 ANNUAL GENERAL MEETING

I/We<sup>1</sup> (name) \_\_\_\_\_ of (address) \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of Success Universe Group Limited (the "Company") hereby appoint<sup>3</sup> the Chairman of the Meeting or (name) \_\_\_\_\_ of (address) \_\_\_\_\_

as my/our proxy to attend and vote for me/us on my/our behalf at the annual general meeting of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 5 June 2012 at 2:30 p.m. (the "Meeting") and at any adjournment thereof on each of the undermentioned resolutions as indicated:

ORDINARY RESOLUTIONS		For <sup>4</sup>	Against <sup>4</sup>
1.	To receive and adopt the Audited Financial Statements for the year ended 31 December 2011 together with the Report of Directors and the Independent Auditors' Report thereon.		
2.	(i) To re-elect Mr. Chin Wing Lok, Ambrose as Director.		
	(ii) To re-elect Mr. Choi Kin Pui, Russelle as Director.		
	(iii) To re-elect Mr. Luk Ka Yee, Patrick as Director.		
	(iv) To authorise the Board of Directors to fix the Directors' remuneration.		
3.	To appoint HLB Hodgson Impey Cheng Limited as Auditors and to authorise the Board of Directors to fix their remuneration.		
4.	(A) To grant a general mandate to the Directors to repurchase shares of the Company.		
	(B) To grant a general mandate to the Directors to issue new shares of the Company.		
	(C) To extend the general mandate to issue new shares of the Company under Resolution No. 4(B) by the addition of the number of shares repurchased under Resolution No. 4(A).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012 Signature(s)<sup>5</sup>: \_\_\_\_\_

#### 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. 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 INITIALLED 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 votes 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 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, not less than 48 hours before the time appointed for holding 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 at the Meeting 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 27 April 2012 is set out in the Company's circular dated 27 April 2012 sent out to the Members.