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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)

DISCLOSEABLE TRANSACTION

ACQUISITION OF PROPERTY

The Board wishes to announce that on 11 May 2016 after trading hours, the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Preliminary Agreement with the Vendor, pursuant to which the Purchaser agreed to acquire and the Vendor agreed to sell the Property at the consideration of HK\$175 million.

As certain applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Acquisition are above 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

INTRODUCTION

The Board wishes to announce that on 11 May 2016 after trading hours, the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Preliminary Agreement with the Vendor, pursuant to which the Purchaser agreed to acquire and the Vendor agreed to sell the Property at the consideration of HK\$175 million.

THE PRELIMINARY AGREEMENT

Date:

11 May 2016

Parties:

Purchaser : Good Sun Development Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company; and

Vendor : Yuanta Securities (Hong Kong) Company Limited, a company incorporated in Hong Kong with limited liability.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the Vendor is a licensed corporation to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 3 (leveraged foreign exchange trading), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO; and (ii) the Vendor and its holding company, Yuanta Financial Holdings Co Ltd, are Independent Third Parties. Yuanta Financial Holdings Co Ltd is a company listed on the Taiwan Stock Exchange.

Property to be acquired:

The Property is situated at Units 1003 and 1004A, 10th Floor, Tower 1, Admiralty Centre, No. 18 Harcourt Road, Hong Kong. The Property is a commercial property, with a total gross floor area of approximately 8,949 square feet. The Property is currently leased out with rental of HK\$402,705.00 per month (exclusive of rates, management fees and air-conditioning fees and other outgoings) for a term up to 6 February 2017. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the tenant and its ultimate beneficial owner are Independent Third Parties.

Consideration:

The Consideration for the Acquisition is HK\$175 million which shall be paid by the Purchaser to the Vendor as follows:

- (a) an initial deposit of HK\$7 million has been paid upon signing of the Preliminary Agreement;

- (b) a further deposit of HK\$10.5 million shall be paid on or before 31 May 2016; and
- (c) the remaining balance of the Consideration in the sum of HK\$157.5 million shall be paid upon completion which is scheduled to take place on or before 2 August 2016.

The Consideration was agreed between the Vendor and the Purchaser after arm's length negotiations with reference to, amongst other things, the current market value of comparable properties in the proximity of the Property. The Consideration will be financed by the Group's internal resources and/or borrowings.

Formal Agreement:

Pursuant to the terms of the Preliminary Agreement, the Vendor and the Purchaser shall enter into the Formal Agreement on or before 31 May 2016.

Completion:

Completion of the Acquisition shall take place on or before 2 August 2016.

INFORMATION ON THE GROUP

The principal businesses and investments of the Group include travel and entertainment-related business, including provision of technology services platform and related technical support for lottery business in the People's Republic of China and the investment project of Ponte 16, a world-class integrated casino-entertainment resort located in Macau.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Board believes that the value and rental level for office premises in the central business district generally will outperform in the next few years. It is intended that the Property will be held as an investment property for long term capital growth and rental purposes. The Acquisition will enable the Group to generate steady recurring rental income and strengthen income base of the Group and provide capital appreciation potential to the Group.

In view of the above, the Directors are of the view that the terms of the Preliminary Agreement are fair and reasonable and the entering into of the Preliminary Agreement is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As certain applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Acquisition are above 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

DEFINITIONS

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

“Acquisition”	acquisition of the Property by the Purchaser from the Vendor pursuant to the terms and conditions of the Preliminary Agreement
“Board”	board of Directors
“Company”	Success Universe Group Limited (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
“Consideration”	total consideration for the Acquisition, being HK\$175 million
“Director(s)”	director(s) of the Company
“Formal Agreement”	the formal agreement for sale and purchase to be entered into between the Vendor and the Purchaser in relation to the sale and purchase of the Property pursuant to the provisions of the Preliminary Agreement
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	Person(s) or company(ies) who/which is(are) independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“percentage ratios”	has the same meaning ascribed to it under the Listing Rules
“Property”	Units 1003 and 1004A, 10th Floor, Tower 1, Admiralty Centre, No. 18 Harcourt Road, Hong Kong
“Preliminary Agreement”	the preliminary sale and purchase agreement dated 11 May 2016 entered into between the Vendor as vendor and the Purchaser as purchaser in relation to the sale and purchase of the Property
“Purchaser”	Good Sun Development Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“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
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Vendor” Yuanta Securities (Hong Kong) Company Limited, a company incorporated in Hong Kong with limited liability

“%” per cent

By order of the Board
SUCCESS UNIVERSE GROUP LIMITED
Yeung Hoi Sing, Sonny
Chairman

Hong Kong, 11 May 2016

As at the date of this announcement, the Board 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 Ms. Yeung Mo Sheung, Ann, Mr. Chin Wing Lok, Ambrose and Mr. Chong Ming Yu.