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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual 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 Thursday, 5 June 2014 at 2:30 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements for the year ended 31 December 2013 together with the Report of Directors and the Independent Auditors’ Report thereon.
2. (A) To re-elect Dr. Ma Ho Man, Hoffman as director of the Company (“Director(s)”);

(B) To re-elect Mr. Choi Kin Pui, Russelle as Director; and

(C) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board 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 an exercise of subscription rights under any share option scheme adopted by the Company for the grant or issue to the grantees as specified in such scheme 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 in accordance with 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 the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT**

- (i) conditional upon The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares of the Company (“Shares”) falling to be issued pursuant to the exercise of any options granted under the share option scheme (the “New Share Option Scheme”) as referred to in the circular of the Company dated 30 April 2014 despatched to the shareholders of the Company containing the notice convening this meeting, the terms of which are set out in the document marked “A” produced to this meeting and, for purpose of identification, signed by the Chairman of this meeting, the terms of the New Share Option Scheme be and are hereby approved and adopted and that the directors of the Company be and are hereby authorised to grant the options thereunder and to allot and issue Shares pursuant to the exercise of any options granted thereunder and take all such steps as they may consider necessary or desirable to implement the New Share Option Scheme; and
- (ii) the aggregate nominal amount of share capital to be allotted and issued pursuant to sub-paragraph (i) above, together with any issue of Shares upon exercise of any options granted under any other share option scheme(s) of the Company as may from time to time be adopted by the Company, shall not exceed 10 per cent. of the Shares in issue as at the date of passing of this resolution.”

- (B) “**THAT** with effect from the date of the New Share Option Scheme (as defined in the Ordinary Resolution 5(A) set out in the notice convening this meeting) becoming unconditional and coming into effect, the existing share option scheme (the “Existing Share Option Scheme”) adopted by the Company pursuant to a resolution passed by the then shareholder of the Company on 20 August 2004 be cancelled and terminated and shall cease to have any further effect save and except that the Existing Share Option Scheme will remain in force to the extent necessary to give effect to the exercise of the options granted thereunder prior to the termination thereof.”

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

Hong Kong, 30 April 2014

Notes:

1. Any shareholder of the Company (“Member(s)”) 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 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.
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 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. Completion and deposit of an instrument appointing a proxy will not preclude a Member from attending and voting in person at the Meeting or any adjournment thereof if the Member so wishes and in such event, the instrument appointing a proxy shall be deemed to have been revoked.
5. Details of the retiring Directors proposed to be re-elected at the Meeting, an explanatory statement in relation to granting the general mandate to repurchase Shares and a summary of the principal terms of the New Share Option Scheme (as defined in the Ordinary Resolution 5(A) set out in this notice) are contained in the circular dated 30 April 2014 to be despatched to the Members.

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 Mr. Luk Ka Yee, Patrick, Ms. Yeung Mo Sheung, Ann and Mr. Chin Wing Lok, Ambrose.