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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 Friday, 9 June 2023 at 2:30 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements for the year ended 31 December 2022 together with the Report of Directors and the Independent Auditors’ Report thereon.
2. (A) To re-elect Mr. Ma Ho Man, Hoffman as Director;  
  
(B) To re-elect Mr. Chin Wing Lok, Ambrose as Director; and  
  
(C) To authorise the Board of Directors to fix the Directors’ remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as Auditors 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:**

- (a) the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited, subject to paragraph (b) of this resolution and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined hereinafter) shall not exceed 10 per cent of the aggregate number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is 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 of the Company or any applicable laws to be held; and
  - (iii) the revocation or variation of the authority granted under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(B) **“THAT:**

- (a) subject to paragraph (c) of this resolution and compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company, to make or grant offers, agreements and options which would or might require the exercise of such powers and to grant rights to subscribe for, or to convert any securities into, the shares of the Company be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period (as defined hereinafter);
- (c) the aggregate number 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 pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter); or (ii) an exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares of the Company; or (iii) an exercise of subscription rights under any share option scheme of the Company adopted for the time being; or (iv) any scrip dividend or 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, shall not exceed 20 per cent of the aggregate number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is 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 of the Company or any applicable laws to be held; and
  - (iii) the revocation or variation of the authority granted under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company to the holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions 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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (C) “**THAT** conditional upon the passing of Resolutions 4(A) and 4(B) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution 4(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of shares repurchased by the Company under the authority granted pursuant to Resolution 4(A) set out in the notice convening this meeting.”
5. To consider as special business and, if thought fit, pass the following resolution as a special resolution:

### **SPECIAL RESOLUTION**

“**THAT:**

- (a) the proposed amendments (the “Proposed Amendments”) to the existing bye-laws of the Company (the “Existing Bye-laws”), details of which are set forth in Appendix III to the circular of the Company dated 28 April 2023 (the “Circular”), be and are hereby approved;
- (b) the amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments (the “New Bye-laws”) in the form of the document marked “A” and produced to the Meeting (for the purpose of identification initialled by the chairman of the Meeting), be and is hereby approved and adopted as the bye-laws of the Company in substitution for and to the exclusion of the Existing Bye-laws with immediate effect; and
- (c) any one director of the Company or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements for and on behalf of the Company as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Amendments and the adoption of the New Bye-laws, including without limitation, attending to the necessary registration and/or filings for and on behalf of the Company.”

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

Hong Kong, 28 April 2023

*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/her proxy to attend and vote in his/her stead. 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/her 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/she 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 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 17/F., Far East Finance Centre, 16 Harcourt Road, 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 (as the case may be).
4. Completion and deposit of the form of 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 form of proxy shall be deemed to have been revoked.
5. For the purpose of determining the Members who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 6 June 2023 to Friday, 9 June 2023, both days inclusive, during such period no transfer of shares of the Company will be effected. In order to be eligible to attend and vote at the Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 5 June 2023 for registration.
6. Details of the retiring Directors proposed to be re-elected at the Meeting and an explanatory statement in relation to granting the general mandate to repurchase Shares as well as the details of the Proposed Amendments are contained in Appendix I, Appendix II and Appendix III respectively to the circular of the Company dated 28 April 2023 to be despatched to the Members.
7. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this announcement, the Board of Directors of the Company comprises two executive Directors, namely Mr. Yeung Hoi Sing, Sonny (Chairman) and Mr. 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.*