
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Macau Success Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



MACAU SUCCESS LIMITED

澳門實德有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00487)

**PROPOSALS INVOLVING RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES FOR ISSUE OF NEW SHARES OF THE COMPANY
AND REPURCHASE OF ITS OWN SHARES,
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening an annual general meeting of Macau Success Limited to be held at Salon IV, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 26 May 2009 at 2:30 p.m. is set out on pages 12 to 15 of this circular.

Whether or not you are able to attend the annual general meeting in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so wish.

24 April 2009

* *For identification purpose only*

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Proposed Re-election of Retiring Directors	4
3. Repurchase Mandate	4
4. Share Issue Mandate	5
5. Proposed Change of Company Name	5
6. Annual General Meeting	6
7. Recommendation	6
 Appendix I – Details of Retiring Directors Proposed to be Re-elected at the AGM	
	7
 Appendix II – Explanatory Statement Relating to Repurchase Mandate	
	9
 Appendix III – Notice of AGM	
	12

DEFINITIONS

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

“AGM”	the forthcoming annual general meeting of the Company to be held at Salon IV, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 26 May 2009 at 2:30 p.m.
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Auditors”	the auditors of the Company
“Board”	the board of Directors or a duly authorized committee of the board of Directors
“Bye-laws”	the new Bye-laws of the Company as adopted and amended by special resolutions passed on 20 August 2004 and 28 February 2006 respectively
“Change of Company Name”	the proposed change of the English name of the Company from “Macau Success Limited” to “SUCCESS UNIVERSE GROUP LIMITED” and the adoption by the Company of the new Chinese name “實德環球有限公司” as its secondary name
“Company”	Macau Success 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
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 April 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of ordinary resolution numbered 4(A) at the AGM
“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
“Share Issue Mandate”	the general and unconditional mandate to be granted to the Directors to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of ordinary resolutions numbered 4(B) and (C) at the AGM
“Shareholder(s)” or “Member(s)”	registered holder(s) of Shares issued and has the same meaning as Member(s) under the Bye-laws
“Silver Rich”	Silver Rich Macau Development Limited, a company incorporated in the British Virgin Islands with limited liability which is wholly-owned by a discretionary trust, the beneficiaries of which are family members of Mr. Yeung Hoi Sing, Sonny, an executive Director and the Chairman of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“US”	the United States of America
“%”	per cent.

LETTER FROM THE BOARD



MACAU SUCCESS LIMITED

澳門實德有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00487)

Executive Directors:

Mr. Yeung Hoi Sing, Sonny (*Chairman*)
Mr. Ma Ho Man, Hoffman (*Deputy Chairman*)

Non-executive Director:

Mr. Choi Kin Pui, Russelle

Independent non-executive Directors:

Mr. Luk Ka Yee, Patrick
Mr. Yim Kai Pung
Ms. Yeung Mo Sheung, Ann

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Suite 1601-2 & 8-10, 16/F.
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

24 April 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES FOR ISSUE OF NEW SHARES OF THE COMPANY
AND REPURCHASE OF ITS OWN SHARES,
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the AGM to be held at Salon IV, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 26 May 2009 at 2:30 p.m., the notice of which is contained in this circular, the following resolutions shall be proposed:

- (a) ordinary resolutions relating to re-election of retiring Directors;

* For identification purpose only

LETTER FROM THE BOARD

- (b) ordinary resolution relating to granting of the Repurchase Mandate;
- (c) ordinary resolutions relating to granting of the Share Issue Mandate; and
- (d) special resolution relating to the Change of Company Name.

The purpose of this circular is to provide you with further information to make an informed decision on whether to vote for or against the above proposed resolutions including the details of the retiring Directors for re-election; information regarding the proposed Change of Company Name; the explanatory statement regarding the Repurchase Mandate in compliance with the Listing Rules; and the notice of AGM as set out in Appendices I to III to this circular respectively.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-law no. 87 of the Bye-laws, Mr. Choi Kin Pui, Russelle and Mr. Yim Kai Pung shall retire by rotation and, being eligible, will offer themselves for re-election at the AGM.

Details of each of the retiring Directors as proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. REPURCHASE MANDATE

The existing general mandate to repurchase Shares granted to the Directors at the last annual general meeting of the Company held on 28 February 2008 will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution in respect of granting the Repurchase Mandate to the Directors will be proposed.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,438,964,233 Shares. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 243,896,423 Shares.

The Repurchase Mandate will, if granted, continue in effect until 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 or any applicable laws to be held; and (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement, as required under the Listing Rules, providing the requisite information regarding the Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. SHARE ISSUE MANDATE

The existing general mandate to allot, issue and deal with additional Shares granted to the Directors at the last annual general meeting of the Company held on 28 February 2008 will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution in respect of granting the Share Issue Mandate to the Directors will be proposed for the purpose of increasing the flexibility for raising capital so as to facilitate expansion plan of the Company when the Directors consider appropriate.

Subject to the passing of the proposed resolution for the approval of the Share Issue Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with new Shares up to a maximum of 487,792,846 Shares.

The Share Issue Mandate will, if granted, continue in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

In addition, if the Repurchase Mandate is granted, an ordinary resolution will be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

5. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Macau Success Limited” to “SUCCESS UNIVERSE GROUP LIMITED” and adopt the new Chinese name “實德環球有限公司” as the Company’s secondary name. Upon the Change of Company Name becoming effective, the Company will cease to use the Chinese name “澳門實德有限公司” which has been used for identification purpose only. Upon the Change of Company Name becoming effective, the Board will resolve to adopt a new logo of the Company (the “Adoption of New Company Logo”), the details of which was set out in the announcement of the Company dated 16 April 2009.

The Board considers that the Change of Company Name will benefit the Company’s future business development as the proposed new English and Chinese names of the Company provide a better reflection of the Company’s principal places of business that include North America, South China Sea, Hong Kong and Macau which is in the interests of the Company and the Shareholders as a whole.

The Change of Company Name will be subject to (i) the passing of a special resolution by the Shareholders at the AGM to approve, among others, the Change of Company Name and (ii) the issue of the relevant certificate of incorporation on change of name by the Registrar of Companies in Bermuda to the Company confirming the effective date of the Change of Company Name. The Company will make further announcement to inform the Shareholders as to when the Change of Company Name becomes effective and on the change of the stock short name of the Company.

LETTER FROM THE BOARD

The Change of Company Name and the Adoption of New Company Logo will not affect any of the rights of the Shareholders. All existing certificates for Shares in issue bearing the existing name and existing logo of the Company will, after the Change of Company Name and the Adoption of New Company Logo becoming effective, continue to be effective and as documents of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of existing Share certificates for new Share certificates as a result of the Change of Company Name and the Adoption of New Company Logo. Once the Change of Company Name and the Adoption of New Company Logo become effective, any issue of Share certificates thereafter will be issued with the new English and Chinese names and new logo of the Company.

6. ANNUAL GENERAL MEETING

Notice of AGM is set out in Appendix III to this circular. At the AGM, in addition to the ordinary business, resolutions will be proposed to approve the respective proposals as set out above.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all the resolutions to be proposed at the AGM will be put to vote by way of a poll.

7. RECOMMENDATION

The Directors consider that the proposals regarding the re-election of the retiring Directors, the Repurchase Mandate, the Share Issue Mandate and the Change of Company Name are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board of
MACAU SUCCESS LIMITED
Yeung Hoi Sing, Sonny
Chairman

The following are the details of the retiring Directors proposed to be re-elected at the AGM:

Mr. Choi Kin Pui, Russelle, aged 54, joined the Group in 2003. He is a non-executive Director and a member of the Audit Committee and the Remuneration Committee. Mr. Choi graduated from St. Pius X High School in 1976. He has over 15 years of management experience in the telecommunication industry in Hong Kong and the US. Mr. Choi established Elephant Talk Limited in 1994, a wholly-owned subsidiary of an American corporation, Elephant Talk Communications Inc. (“ETCI”), whose securities are quoted on the Over-The-Counter Bulletin Board in the US and engages in the provision of telecommunications services in Hong Kong and the US. Mr. Choi was a director of ETCI from 2002 to 2008 as well as the president and the chief executive officer of ETCI from 2002 to 2006 and was responsible for the planning of the overall strategy of ETCI. He also served as the chairman of ET Network Services Limited, a company incorporated in Hong Kong with limited liability and engages in the provision of internet access and outsourcing services in the PRC and Hong Kong. Mr. Choi is presently an executive director of Mintel Inc., a licensed carrier in the PRC.

Mr. Choi has entered into a service contract with the Company for a term of period from 30 March 2009 to 31 December 2009 and he receives a director’s fee of approximately HK\$79,685 for the period of appointment under the service contract. His remuneration is determined by the Board with reference to his responsibilities and prevailing market conditions.

As at the Latest Practicable Date, Mr. Choi has neither any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is neither other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders.

Mr. Yim Kai Pung, aged 44, joined the Group in 2004. He is an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee. Mr. Yim holds a Bachelor degree of Accountancy with honours from City University of Hong Kong in 1993 and is an associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants of the United Kingdom. He has over 18 years of experience in auditing, taxation and provision of finance consultancy services for companies in Hong Kong and the PRC. Mr. Yim is presently a sole proprietor of David Yim & Co., Certified Public Accountants. He is currently an executive director of Sanyuan Group Limited, a company listed on the Main Board of the Stock Exchange, and was an independent non-executive director of Magician Industries (Holdings) Limited, a company listed on the Main Board of the Stock Exchange, and an executive director of Tiger Tech Holdings Limited (now known as Heng Xin China Holdings Limited), a company listed on the Growth Enterprise Market of the Stock Exchange.

Mr. Yim has entered into a service contract with the Company for a term of period from 30 March 2009 to 31 December 2009 and he receives a director’s fee of approximately HK\$79,685 for the period of appointment under the service contract. His remuneration is determined by the Board with reference to his responsibilities and prevailing market conditions.

As at the Latest Practicable Date, Mr. Yim has neither any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is neither other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with all the information necessary for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions. The Company is empowered by its memorandum of association and the Bye-laws to repurchase its own securities.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,438,964,233 Shares. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 243,896,423 Shares.

3. REASONS FOR REPURCHASES

The Directors believe that it may be to the benefit of the Company and its Shareholders for the Company to repurchase its Shares in certain circumstances. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value and/or earnings per Share. Therefore, the Directors are seeking the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate.

4. FUNDING OF REPURCHASES

Repurchases must be funded out of funds which are legally available for such purpose in accordance with the Company's constitution documents and the applicable laws of Bermuda, being capital paid up on the purchased Shares; or out of the funds of the Company otherwise available for dividend or distribution; or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account. It is envisaged that the funds required for any repurchase would be derived from such sources.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in its most recent published audited financial statements for the fifteen months ended 31 December 2008 in the event that the Repurchase Mandate is exercised in full.

5. CONNECTED PARTIES

No connected persons have notified the Company of any present intention to sell Shares to the Company and no such persons have undertaken not to sell any such Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

6. SHARE PRICE

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
April	1.12	0.98
May	1.40	1.08
June	1.23	1.08
July	1.20	1.01
August	1.12	0.88
September	0.93	0.60
October	0.62	0.26
November	0.53	0.31
December	0.59	0.275
2009		
January	0.70	0.42
February	0.53	0.405
March	0.50	0.45

7. SHARE REPURCHASE MADE BY THE COMPANY

No purchases have been made by the Company of its Shares in the six months prior to the Latest Practicable Date.

8. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda, the memorandum of association of the Company and the Bye-laws.

9. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Silver Rich held 1,010,953,432 Shares, representing approximately 41.45% of the entire issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, provided that the present shareholding held by Silver Rich remain unchanged, the attributable shareholding of Silver Rich will be increased to approximately 46.06%. Such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would give rise to this obligation. In any event, the Repurchase Mandate will be exercised only if the number of Shares held by the public would not fall below 25%.

**MACAU SUCCESS LIMITED****澳門實德有限公司****(Incorporated in Bermuda with limited liability)***(Stock Code: 00487)**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Salon IV, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 26 May 2009 at 2:30 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements for the fifteen months ended 31 December 2008 together with the Reports of Directors and Auditors thereon.
2. To re-elect retiring Directors and to authorize the Board of Directors to fix the Directors' remuneration.
3. To re-appoint Auditors and to authorize 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** 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

* *For identification purpose only*

- (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 the grant or exercise of options issued under any share option scheme adopted by the Company for the grant or issue to employees of the Company and/or any of its subsidiaries and/or associated companies 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 pursuant to the bye-laws of the Company or with the consent of the Company in general meeting, shall not exceed 20% 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 resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** the name of the Company be changed from “Macau Success Limited” to “SUCCESS UNIVERSE GROUP LIMITED” and the Chinese name “實德環球有限公司” be adopted and registered in Bermuda as the secondary name of the Company, and **THAT** the directors of the Company be and are hereby authorized to do all such acts and things and execute all documents they consider necessary or expedient to effect the aforesaid change of English name and the adoption of secondary name of the Company.”

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

Hong Kong, 24 April 2009

Notes:

1. A Member entitled to attend and vote at the AGM 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.
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 AGM 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 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 in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time fixed for the AGM or any adjournment thereof.
4. Completion and deposit of an instrument appointing a proxy will not preclude a Member from attending and voting at the AGM if the Member so wishes and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Details of the retiring Directors proposed to be re-elected at the AGM and an explanatory statement relating to Repurchase Mandate will be despatched to the Members together with this notice.