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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 Success Universe Group 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.

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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)**

**PROPOSALS INVOLVING RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE NEW SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the AGM to be held at Boardroom 8, Lower Lobby, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 14 June 2019 at 2:30 p.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend and/or vote at the AGM in person, please complete and sign 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

30 April 2019

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## DEFINITIONS

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*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 Boardroom 8, Lower Lobby, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 14 June 2019 at 2:30 p.m., notice of which is set out on pages 13 to 16 of this circular
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended, modified or supplemented from time to time)
“close associate(s)”	has the meaning ascribed to it in the Listing Rules
“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
“controlling shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“core connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	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 People’s Republic of China
“Latest Practicable Date”	24 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Choi”	Mr. Choi Kin Pui, Russelle, a non-executive Director
“Ms. Yeung”	Ms. Yeung Mo Sheung, Ann, an independent non-executive Director who has served the Company for more than 9 years
“Nomination Committee”	the nomination committee of the Board

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## DEFINITIONS

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“Notice of the AGM”	the notice of the AGM as set out on pages 13 to 16 of this circular
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the aggregate number of issued Shares as at the date of passing of the ordinary resolution numbered 4(A) set out in the Notice of the AGM
“Retiring Directors”	the Directors who shall retire by rotation at the AGM pursuant to bye-law 87 of the Bye-laws, namely Mr. Choi and Ms. Yeung
“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 proposed general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of issued Shares as at the date of passing of ordinary resolutions numbered 4(B) and (C) set out in the Notice of the AGM
“Shareholder(s)”	holder(s) of Share(s)
“Silver Rich”	Silver Rich Macau Development Limited, a company incorporated in the British Virgin Islands with limited liability and wholly-owned by Mr. Yeung Hoi Sing, Sonny, an executive Director and the Chairman of the Board as well as a controlling shareholder of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“US”	the United States of America
“%”	per cent

References to time and dates in this circular are to Hong Kong time and dates.



**SUCCESS**

**SUCCESS UNIVERSE GROUP LIMITED**

**實德環球有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00487)**

*Executive Directors:*

Mr. Yeung Hoi Sing, Sonny (*Chairman*)

Dr. Ma Ho Man, Hoffman (*Deputy Chairman*)

*Non-executive Director:*

Mr. Choi Kin Pui, Russelle

*Independent non-executive Directors:*

Ms. Yeung Mo Sheung, Ann

Mr. Chin Wing Lok, Ambrose

Mr. Chong Ming Yu

*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

30 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE NEW SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

At the AGM to be held at Boardroom 8, Lower Lobby, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 14 June 2019 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;

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## LETTER FROM THE BOARD

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

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 Retiring Directors proposed to be re-elected at the AGM; the explanatory statement relating to Repurchase Mandate in compliance with the Listing Rules; and the Notice of the 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 87 of the Bye-laws, each Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting. The Directors to retire shall be those who have been longest in office since their last re-election or appointment and shall be eligible for re-election. Mr. Choi Kin Pui, Russelle and Ms. Yeung Mo Sheung, Ann, who were re-elected at the annual general meeting of the Company held on 10 June 2016, shall therefore retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

The Nomination Committee reviewed the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board having due regard to the profiles of all Directors and the Board diversity policy, and considered that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's businesses and no changes to the Board was required.

The Nomination Committee followed the policy for nomination of Directors to consider the re-election of Mr. Choi and Ms. Yeung by considering their respective contribution, experience, knowledge and skills as well as the benefits of diversity they could bring to the Board based on the objective criteria set out in the Board diversity policy, including gender, age, educational background, professional experience, skills, knowledge and/or independence, and also taking into account of the structure, size and composition of the Board which were reviewed by the Nomination Committee as mentioned hereinabove. The Nomination Committee considered that Mr. Choi and Ms. Yeung have extensive experience in different fields and professions which allow them to provide valuable insights and contribute to the diversity of the Board.

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## LETTER FROM THE BOARD

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Ms. Yeung has served the Company as an independent non-executive Director for more than 9 years. She has no financial, business, family or other relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. The Nomination Committee has assessed and reviewed the annual confirmation of independence provided by Ms. Yeung based on the independence guidelines set out in Rule 3.13 of the Listing Rules which came into effect on 1 January 2019 and affirmed that she remained independent. Ms. Yeung has extensive experience and knowledge in legal aspects and in-depth understanding of the Group's operations and businesses. She has given independent guidance to the Board over the years and continues demonstrating a firm commitment to her role. Ms. Yeung exercised judgement in the best interests of the Company when discharging her duties. She is also the sole female member of the Board. The Nomination Committee considered that the long service of Ms. Yeung will not affect her exercise of independent judgement and was satisfied that Ms. Yeung has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and her gender, educational background, professional experience and knowledge can bring contributions to the Board's diversity.

Accordingly, the Board, with the recommendation of the Nomination Committee, proposed that Mr. Choi and Ms. Yeung stand for re-election as Directors at the AGM.

Separate ordinary resolutions will be proposed at the AGM to re-elect each of Mr. Choi and Ms. Yeung as Directors and details of the Retiring Directors proposed to be re-elected at the AGM, which are required to be disclosed under the Listing Rules, 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 5 June 2018 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, there were 4,926,491,196 Shares in issue. 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 492,649,119 Shares.

The Repurchase Mandate will, if granted, continue in effect until 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 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.

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## LETTER FROM THE BOARD

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### 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 5 June 2018 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 additional Shares up to a maximum of 985,298,239 Shares.

The Share Issue Mandate will, if granted, continue in effect until 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 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. AGM

The Notice of the AGM is set out in Appendix III to this circular.

Whether or not you are able to attend and/or vote at the AGM in person, you are requested to complete and sign 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing the proxy shall be deemed to have been revoked.

Pursuant to Rule 13.39(4) of the Listing Rules and bye-law 66 of the Bye-laws, all resolutions to be put to the vote at the AGM shall be decided by way of a poll.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders is required to abstain from voting on any resolutions to be approved at the AGM pursuant to the Listing Rules and/or the Bye-laws.



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## LETTER FROM THE BOARD

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### 6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 11 June 2019 to Friday, 14 June 2019, both days inclusive, during such period no transfer of Shares will be effected.

In order to be eligible to attend and vote at the AGM, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 10 June 2019 for registration.

### 7. RECOMMENDATION

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

Yours faithfully  
For and on behalf of the Board of  
**SUCCESS UNIVERSE GROUP 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 64, joined the Group in 2003. He is a non-executive Director as well as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Choi graduated from St. Pius X High School in 1976. He has over 25 years of management experience in the telecommunication industry in Hong Kong, the US and the PRC. Mr. Choi established Elephant Talk Limited in 1994, a wholly-owned subsidiary of Elephant Talk Communications Inc. (“ETCI”). ETCI was an American corporation whose securities were quoted on the Over-The-Counter Bulletin Board in the US and engaged 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 (now known as Guangdong Ming Ying Financial Leasing Co Limited), a Hong Kong company engaged in the provision of internet access and outsourcing services in the PRC and Hong Kong. Mr. Choi is presently a non-executive independent director of Wealthbridge Acquisition Limited, a company whose securities are listed on the NASDAQ Capital Market in the US.

Mr. Choi has entered into a service contract with the Company for a term of one year and he receives a director’s fee of HK\$144,000 per annum under the service contract. His remuneration is determined by the Board with reference to his responsibilities and prevailing market conditions.

Save for the aforesaid disclosure, as at the Latest Practicable Date, Mr. Choi neither held any directorship in other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years nor had any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. In addition, he did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is neither other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders.

**Ms. Yeung Mo Sheung, Ann**, aged 54, joined the Group in 2004. She is an independent non-executive Director. She is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Ms. Yeung holds a Bachelor degree of Retail Marketing with honours in the United Kingdom and a Diploma in Marketing from The Chartered Institute of Marketing. She pursued her further study on legal course and was awarded a Diploma in Legal Practice in the United Kingdom in 1998. Ms. Yeung has over 20 years of experience in legal field and is presently a consultant of Messrs. Fung & Fung, Solicitors, a legal firm in Hong Kong. She is also an independent non-executive director of Merdeka Financial Services Group Limited and E Lighting Group Holdings Limited, the issued shares of the said companies are listed on the Growth Enterprise Market of the Stock Exchange. Ms. Yeung was an independent non-executive director of Trillion Grand Corporate Company Limited (now known as hmvod Limited), a company whose issued shares are listed on the Growth Enterprise Market of the Stock Exchange.

Ms. Yeung has entered into a service contract with the Company for a term of one year and she receives a director's fee of HK\$144,000 per annum under the service contract. Her remuneration is determined by the Board with reference to her responsibilities and prevailing market conditions.

Save for the aforesaid disclosure, as at the Latest Practicable Date, Ms. Yeung neither held any directorship in other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years nor had any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. In addition, she did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is neither other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) 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, there were 4,926,491,196 Shares in issue. 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 492,649,119 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 the gearing position of the Company as compared with the position disclosed in its most recent published audited financial statements for the year ended 31 December 2018 in the event that the Repurchase Mandate is exercised in full.

**5. CONNECTED PARTIES**

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, 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>
<b>2018</b>		
April	0.280	0.246
May	0.370	0.245
June	0.350	0.265
July	0.295	0.260
August	0.300	0.275
September	0.285	0.265
October	0.285	0.260
November	0.285	0.246
December	0.265	0.222
<b>2019</b>		
January	0.270	0.240
February	0.280	0.244
March	0.290	0.250
April (up to the Latest Practicable Date)	0.285	0.250

**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 close 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 3,523,190,987 Shares, representing approximately 71.52% of the aggregate number of issued Shares. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, provided that (i) the number of Shares in issue remains unchanged from the Latest Practicable Date up to the date of the AGM; (ii) no Shares will be issued during the period when the Repurchase Mandate remains in force; and (iii) the present shareholding held by Silver Rich remains unchanged, the attributable shareholding of Silver Rich will be increased to approximately 79.46% of the then aggregate number of issued Shares. The Directors are not aware of any consequences of any repurchases of Shares pursuant to the Repurchase Mandate that would result in the Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. In any event, the Repurchase Mandate will be exercised only if the number of Shares held by the public would not fall below 25%.



# 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, 14 June 2019 at 2:30 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements for the year ended 31 December 2018 together with the Report of Directors and the Independent Auditors’ Report thereon.
2. (A) To re-elect Mr. Choi Kin Pui, Russelle as Director;  
(B) To re-elect Ms. Yeung Mo Sheung, Ann 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.”

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

Hong Kong, 30 April 2019

*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 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 (as the case may be).
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. 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, 11 June 2019 to Friday, 14 June 2019, 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Monday, 10 June 2019 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 will be despatched to the Members together with this notice.
7. References to time and dates in this notice are to Hong Kong time and dates.