

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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 of Success Universe Group Limited (the “Company”) will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 3 June 2010 at 2:30 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements for the year ended 31 December 2009 together with the Report of Directors and the Independent Auditor’s Report thereon.
2. To re-elect retiring Directors and to authorise the Board of Directors to fix the Directors’ remuneration.
3. To re-appoint Auditor 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** 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 subparagraph (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 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 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 with or without amendments the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** the bye-laws of the Company be and are hereby amended in the following manner:

1. Bye-law 1

- (i) by inserting the following definition after the definition of “Board” or “Directors” in Bye-law 1:

“business day”	a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of tropical cyclone signal Number 8 or higher is hoisted, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.
----------------	---

- (ii) by deleting the definition of “Company” in its entirety and inserting in its place the following in substitution therefor:

“Company” SUCCESS UNIVERSE GROUP LIMITED with its secondary name as 實德環球有限公司.

2. Bye-law 2(h)

by deleting Bye-law 2(h) in its entirety and inserting in its place the following in substitution therefor:

“(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59.”

3. Bye-law 2(i)

by deleting Bye-law 2(i) in its entirety and inserting in its place the following in substitution therefor:

“(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59.”

4. Bye-law 10(a)

by inserting the word “and” at the end of Bye-law 10(a).

5. Bye-law 10(b)

by deleting the punctuation and word “; and” after the words “every such share held by him” and inserting in its place a full stop in substitution therefor in the second line of Bye-law 10(b).

6. Bye-law 10(c)

by deleting Bye-law 10(c) in its entirety.

7. **Bye-law 59(1)**

by deleting the preamble paragraph of Bye-law 59(1) and inserting in its place the following in substitution therefor:

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days or not less than twenty (20) clear business days (whichever is longer) and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days or not less than ten (10) clear business days (whichever is longer). All other special general meetings may be called by Notice of not less than fourteen (14) clear days or not less than ten (10) clear business days (whichever is longer) but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:”

8. **Bye-law 66**

by deleting Bye-law 66 in its entirety and inserting in its place the following in substitution therefor:

“66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.”

9. **Bye-law 67**

by deleting Bye-law 67 in its entirety and inserting in its place the following in substitution therefor:

“<intentionally left blank>”.

10. **Bye-law 68**

by deleting Bye-law 68 in its entirety and inserting in its place the following in substitution therefor:

“68. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

11. **Bye-law 69**

by deleting Bye-law 69 in its entirety and inserting in its place the following in substitution therefor:

“<intentionally left blank>”.

12. **Bye-law 70**

by deleting Bye-law 70 in its entirety and inserting in its place the following in substitution therefor:

“<intentionally left blank>”.

13. **Bye-law 73**

by deleting the words and punctuation “whether on a show of hands or on a poll,” after the words and punctuation “In the case of an equality of votes,” in the beginning of the first sentence of Bye-law 73.

14. **Bye-law 75(1)**

by deleting the words and punctuation “whether on a show of hands or on a poll,” after the words and punctuation “incapable of managing their own affairs may vote,” in the third line of Bye-law 75(1).

15. **Bye-law 80**

by deleting the words and punctuations “or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid” after the words “the person named in the instrument proposes to vote” in the seventh line of Bye-law 80; and by deleting the words “or on a poll demanded at a meeting or an adjourned meeting” after the words “except at an adjourned meeting” in the twelfth line of Bye-law 80.

16. **Bye-law 81**

by deleting the words “to demand or join in demanding a poll and” after the words “The instrument of proxy shall be deemed to confer authority” in the fourth line of Bye-law 81.

17. **Bye-law 82**

by deleting the words and punctuation “or the taking of the poll,” in the seventh line of Bye-law 82.

18. **Bye-law 84(2)**

by deleting the words “including the right to vote individually on a show of hands” after the words “class of shares specified in the relevant authorisation” in the second last line of Bye-law 84(2).

19. **Bye-law 153**

- (i) by inserting the words “and at the same time as the notice of annual general meeting” after the words “at least twenty-one (21) days before the date of the general meeting” in the sixth line of Bye-law 153; and
- (ii) by deleting the word “in” between the words “the Company” and “general meeting” and inserting in its place the words “at the annual” in substitution therefor in the seventh line of Bye-law 153.

20. **Bye-law 158**

by deleting the word “The” at the beginning of Bye-law 158 and inserting in its place the words and punctuation “Save in the case of an Auditor appointed pursuant to Bye-law 159, the” in substitution therefor.

21. **Bye-law 159**

by deleting Bye-law 159 in its entirety and inserting in its place the following in substitution therefor:

“159. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall have the power to fill the vacancy and fix the remuneration of the Auditor so appointed.”

22. **Bye-law 162**

by inserting the words and punctuation “or the website of the Designated Stock Exchange,” after the words “the Company’s website” in the sixteenth line of Bye-law 162.

23. **Bye-law 163(b)**

by inserting the words “or the website of the Designated Stock Exchange” after the words “the Company’s website” in the third line of Bye-law 163(b).”

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

Hong Kong, 30 April 2010

Notes:

1. A member entitled to attend and vote at this 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 may appoint more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
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 this 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 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 appointed for holding this meeting or any adjournment thereof.
4. Completion and deposit of an instrument appointing a proxy will not preclude a member from attending and voting at this meeting 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 this meeting and an explanatory statement in relation to granting the general mandate to repurchase shares are contained in the circular dated 30 April 2010 to be despatched to the members of the Company.
6. The bye-laws adopted by the Company are in English language. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the proposed resolution above on the amendments to the bye-laws of the Company is purely a translation for reference only. In the case of any inconsistency between the English and Chinese versions, the English version shall prevail.

As at the date of this announcement, the Board of Directors 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, Mr. Yim Kai Pung and Ms. Yeung Mo Sheung, Ann.