
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 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.

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.



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 FOR ISSUE OF NEW SHARES OF THE COMPANY
AND REPURCHASE OF ITS OWN SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 4 to 7 of this circular.

A notice convening the AGM to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 5 June 2013 at 2:30 p.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the AGM 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 AGM or any adjournment thereof. 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 should you so wish.

23 April 2013

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 Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 5 June 2013 at 2:30 p.m., notice of which is set out on pages 13 to 16 of this circular
“Announcements”	the announcements issued by the Company on 18 February 2013 and 28 March 2013 in relation to the Proposed Acquisition
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors or a duly authorised committee of the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended, modified or supplemented from time to time)
“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
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration Shares”	550,546,025 new Shares to be allotted and issued by the Company to Maruhan Corporation upon Option Completion
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Executive Committee”	the executive committee of the Board
“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

DEFINITIONS

“Latest Practicable Date”	18 April 2013, 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. Yeung”	Mr. Yeung Hoi Sing, Sonny, an executive Director and the Chairman as well as a controlling shareholder of the Company
“Ms. Ann Yeung”	Ms. Yeung Mo Sheung, Ann, an independent non-executive Director who has served the Group for more than 9 years
“Nomination Committee”	the nomination committee of the Board
“Notice of the AGM”	the notice of the AGM as set out on pages 13 to 16 of this circular
“Option Completion”	completion of the Proposed Acquisition
“Proposed Acquisition”	the proposed acquisition of the legal and beneficial ownership of Maruhan Corporation’s entire equity interest in World Fortune Limited, an indirect non-wholly owned subsidiary of the Company, and the entire amount of the shareholder’s loans provided by Maruhan Corporation to World Fortune Limited by Golden Sun Profits Limited, an indirect non-wholly owned subsidiary of the Company, or its nominee pursuant to the exercise of an option by Maruhan Corporation, subject to and on terms set out in the Shareholders’ Agreement, and brief particulars of such acquisition are set out in the Announcements
“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 nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution numbered 4(A) set out in the Notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“SGM”	the special general meeting of the Company to be held for the purpose of considering and, if thought fit, approving, among other matters, the Proposed Acquisition
“Shareholders’ Agreement”	the shareholders’ agreement dated 29 October 2007 entered into between Golden Sun Profits Limited, the Company, Maruhan Corporation and World Fortune Limited relating to World Fortune Limited as supplemented by a supplemental agreement dated 10 July 2008
“Shareholder(s)”	holder(s) of Share(s)
“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 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) set out in the Notice of the AGM
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Silver Rich”	Silver Rich Macau Development Limited, a company incorporated in the British Virgin Islands with limited liability and wholly-owned by a discretionary trust, the beneficiaries of which are family members of Mr. Yeung
“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 Hong Kong Code on Takeovers and Mergers
“%”	per cent.



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:

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

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

23 April 2013

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
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the AGM to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 5 June 2013 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;
- (b) ordinary resolution relating to granting of the Repurchase Mandate; and
- (c) ordinary resolutions relating to granting of the Share Issue Mandate.

LETTER FROM THE BOARD

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, Mr. Yeung Hoi Sing, Sonny and Ms. Yeung Mo Sheung, Ann shall retire by rotation and, being eligible, will offer themselves for re-election at the AGM.

On 27 March 2013, the Nomination Committee nominated, and the Board recommended Mr. Yeung and Ms. Ann Yeung to stand for re-election as Directors at the AGM. As a good corporate governance practice, both Mr. Yeung and Ms. Ann Yeung abstained from voting on their nominations at the meeting of the Board.

The Nomination Committee has assessed and reviewed the individual Director's annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules on 21 December 2012, and affirmed that all independent non-executive Directors including, Ms. Ann Yeung, remained independent.

Ms. Ann Yeung has served the Group for more than 9 years. As independent non-executive Director with extensive experience and knowledge in legal aspects and in-depth understanding of the Group's operations and businesses, Ms. Ann Yeung has expressed objective views and given independent guidance to the Board over the years, and she continues demonstrating a firm commitment to her role. The Nomination Committee considers that the long service of Ms. Ann Yeung would not affect her exercise of independent judgement and is satisfied that Ms. Ann Yeung has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. The Board therefore recommends the re-election of Ms. Ann Yeung as an independent non-executive Director.

In compliance with the requirements of code provisions A.4.3 and E.1.1 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, a separate resolution will be proposed at the AGM for the re-election of each retiring Director.

Details of each of the retiring Directors 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 5 June 2012 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.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,064,940,387 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 406,494,038 Shares.

Reference is made to the Announcements. In the event that the Proposed Acquisition is approved by the Shareholders (other than Maruhan Corporation and its associates who are required to abstain from voting under the Listing Rules) at the SGM and the Option Completion takes place prior to the AGM, the issued share capital of the Company will comprise 4,615,486,412 Shares. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares (other than the Consideration 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 461,548,641 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.

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 2012 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 812,988,077 Shares.

In the event that the Proposed Acquisition is approved by the Shareholders (other than Maruhan Corporation and its associates who are required to abstain from voting under the Listing Rules) at the SGM and the Option Completion takes place prior to the AGM, the issued share capital of the Company will comprise 4,615,486,412 Shares. Subject to the passing of the proposed resolution for the approval of the Share Issue Mandate and on the basis that no further Shares (other than the Consideration 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 923,097,282 Shares.

LETTER FROM THE BOARD

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 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. 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 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 AGM or any adjournment thereof. 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 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.

6. 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 best 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. Yeung Hoi Sing, Sonny, aged 58, joined the Group in 2003. He is an executive Director and the Chairman of the Company as well as a director of the subsidiaries of the Company. He is also the chairman of the Nomination Committee and the Executive Committee, and a member of the Remuneration Committee. Mr. Yeung is responsible for the overall corporate planning and business development of the Group. He was a member of the Eighth to Eleventh National Committee of the Chinese People's Political Consultative Conference and has over 29 years of experience in finance industry in Hong Kong. Prior to joining the Group, Mr. Yeung held managerial roles in several financial service sectors such as leveraged foreign exchange trading, and securities and futures brokerage. He is presently the sole beneficial owner of Success Securities Limited, which is a licensed corporation under the SFO as well as a participant of the Stock Exchange, principally engaged in the provision of securities brokerage services. Mr. Yeung has certain private investments in property development businesses in Hong Kong, Macau and Canada. He is also a director of Silver Rich, being a substantial shareholder of the Company. Mr. Yeung is the uncle of Dr. Ma Ho Man, Hoffman, an executive Director and the Deputy Chairman of the Company.

As at the Latest Practicable Date, Mr. Yeung was deemed to have an interest in 2,346,557,462 Shares within the meaning of Part XV of the SFO.

Mr. Yeung has entered into a service contract with the Company without specific term of office, however, he is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. Mr. Yeung is entitled to an annual salary of HK\$12 as well as other benefits in kind, which are medical, accidental and business travel insurances. Save as disclosed above, he is not entitled to any other forms of benefits. Mr. Yeung considered that the level of his salary is currently in the interest of the Company and its Shareholders as a whole, and his remuneration package was approved by the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yeung did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and he did not hold any directorship in other listed companies in Hong Kong or overseas in the last three years. 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.

Ms. Yeung Mo Sheung, Ann, aged 48, joined the Group in 2004. She is an independent non-executive Director as well as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Ms. Ann 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 has been awarded a Diploma in Legal Practice in the United Kingdom in 1998. Ms. Ann Yeung has over 14 years of experience in legal field and is presently a solicitor of Messrs. Wong & Wong, Lawyers, a legal firm in Hong Kong. She is currently an independent non-executive director of Hao Wen Holdings Limited and Merdeka Resources Holdings Limited, the issued shares of both companies are listed on the Growth Enterprise Market of the Stock Exchange.

Ms. Ann 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\$120,000 per annum under the service contract. Her remuneration is determined by the Board with reference to her responsibilities and prevailing market conditions.

As at the Latest Practicable Date, Ms. Ann Yeung 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 4,064,940,387 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 406,494,038 Shares. In the event that the Proposed Acquisition is approved by the Shareholders (other than Maruhan Corporation and its associates who are required to abstain from voting under the Listing Rules) at the SGM and the Option Completion takes place prior to the AGM, the issued share capital of the Company will comprise 4,615,486,412 Shares. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares (other than the Consideration 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 461,548,641 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 2012 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>
2012		
April	0.247	0.201
May	0.225	0.193
June	0.210	0.190
July	0.260	0.192
August	0.207	0.190
September	0.196	0.182
October	0.195	0.171
November	0.195	0.170
December	0.250	0.170
2013		
January	0.232	0.200
February	0.222	0.160
March	0.190	0.165

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 2,346,557,462 Shares, representing approximately 57.73% 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 remains unchanged, the attributable shareholding of Silver Rich will be increased to approximately 64.14%. If the Proposed Acquisition is approved by the Shareholders (other than Maruhan Corporation and its associates who are required to abstain from voting under the Listing Rules) at the SGM and the Option Completion takes place, and assuming that there is no other change in the shareholding structure of the Company, Silver Rich will hold approximately 50.84% of the entire issued share capital of the Company (as enlarged by the issue of the Consideration Shares) and its shareholding in the Company will be increased to approximately 56.49% in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate. 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 Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 5 June 2013 at 2:30 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements for the year ended 31 December 2012 together with the Report of Directors and the Independent Auditors’ Report thereon.
2. (A) To re-elect Mr. Yeung Hoi Sing, Sonny as director of the Company (“Director(s)”);

(B) To re-elect Ms. Yeung Mo Sheung, Ann as Director; and

(C) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board to fix their remuneration.
4. To consider as special business and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (A) “**THAT** the directors of the Company be and are hereby granted an unconditional general mandate to repurchase issued shares in the capital of the Company in accordance with all applicable laws and subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period (as defined in sub-paragraph (c) below);

- (b) the aggregate nominal amount of shares of the Company to be purchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the shares of the Company in issue at the date of passing of this resolution; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”
- (B) **“THAT** the directors of the Company be and are hereby granted an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period (as defined in sub-paragraph (c) below) save that the directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company, otherwise than pursuant to a Rights Issue (as defined in sub-paragraph (c) below), or pursuant to an exercise of subscription rights under any share option scheme adopted by the Company for the grant or issue to the grantees as specified in such scheme of options to subscribe for or rights to acquire shares of the Company, or pursuant to any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company or with the consent of the Company in general meeting, shall not exceed 20 per cent. of the aggregate nominal amount of the shares of the Company in issue at the date of passing of this resolution; and

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (C) “**THAT** the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company pursuant to Ordinary Resolution 4(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares purchased by the Company under the authority granted pursuant to Ordinary Resolution 4(A) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

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

Hong Kong, 23 April 2013

Notes:

1. Any shareholder of the Company (“Member(s)”) entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares 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 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 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. Completion and deposit of an instrument appointing a proxy will not preclude a Member from attending and voting at the Meeting if the Member so wishes and in such event, the instrument appointing a proxy shall be deemed to have been revoked.
5. Details of the retiring Directors proposed to be re-elected at the Meeting and an explanatory statement relating to Repurchase Mandate will be despatched to the Members together with this notice.