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**SUCCESS**

**SUCCESS UNIVERSE GROUP LIMITED**  
**實德環球有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00487)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Success Universe Group Limited (the “**Company**”) will be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 3:45 p.m. on Friday, 9 December 2011 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT** subject to and conditional upon (i) the passing of the ordinary resolution numbered 2 as set out in the notice convening this meeting; (ii) the fulfilment or waiver (as applicable) of the conditions set out in the underwriting agreement dated 19 October 2011 (the “**Underwriting Agreement**”) made between the Company and Silver Rich Macau Development Limited (“**Silver Rich**”), a copy of which has been produced to this meeting marked “**A**” and signed by the Chairman of this meeting for the purpose of identification; and (iii) the Underwriting Agreement not being terminated in accordance with its terms:–
  - (a) the issue by way of rights (the “**Rights Issue**”) of 1,625,976,154 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Rights Share(s)**”) to the shareholders of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company at the close of business on Tuesday, 20 December 2011 (or such other date as may be agreed in writing between Silver Rich and the Company) (the “**Record Date**”) other than those Shareholders (the

“**Excluded Shareholders**”) whose registered addresses as shown on the register of members of the Company are outside Hong Kong and whom the directors of the Company (the “**Director(s)**”), after making relevant enquiries, consider it is necessary or expedient not to offer the Rights Shares to them on account either of the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory bodies or stock exchanges in those places, in the proportion of two Rights Shares for every three existing shares of the Company then held on the Record Date at the subscription price of HK\$0.19 per Rights Share and otherwise on the terms and conditions as set out in the circular of the Company dated 22 November 2011 (the “**Circular**”) despatched to the Shareholders containing the notice convening this meeting, a copy of the Circular has been produced to this meeting marked “**B**” and signed by the Chairman of this meeting for the purpose of identification, be and is hereby approved;

- (b) any one Director be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Shareholders and, in particular, any one Director be and is hereby authorised to make such exclusions or other arrangements in relation to the Excluded Shareholders and/or fractional entitlements as he/she may, at his/her absolute discretion, deem necessary, desirable or expedient;
- (c) the arrangement for application by the Shareholders (other than the Excluded Shareholders) for the Rights Shares in excess of their entitlements under the Rights Issue be and is hereby approved, confirmed and ratified;
- (d) the performance of all transactions contemplated under the Rights Issue be and is hereby approved, confirmed and ratified; and
- (e) any one Director be and is hereby authorised to do all acts, deeds and things and to sign and execute all documents as he/she may, at his/her absolute discretion, deem necessary, desirable or expedient to carry out or to give effect to the Rights Issue and any or all transactions contemplated in this resolution.”

2. **“THAT** the waiver (the **“Whitewash Waiver”**) granted or to be granted by the executive director (the **“Executive Director”**) of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any delegate of the Executive Director to Silver Rich Macau Development Limited (**“Silver Rich”**) pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the **“Takeovers Code”**) in respect of the obligation on the part of Silver Rich to make a mandatory general offer for all the issued shares of the Company other than those already owned or agreed to be acquired by Silver Rich, the family members of Mr. Yeung Hoi Sing, Sonny (the Chairman and an executive director of the Company) and the parties acting in concert with any of them under Rule 26 of the Takeovers Code, as a result of the subscription of the SR Shares (as defined in the Underwriting Agreement, which term is defined in the ordinary resolution numbered 1 set out in the notice convening this meeting of which this resolution forms part (the **“Notice”**)) and the excess Rights Shares (as defined in the ordinary resolution numbered 1 set out in the Notice) allocated to Silver Rich under the excess application made by Silver Rich or the taking up of the Underwritten Shares (as defined in the Underwriting Agreement) pursuant to the terms of the Underwriting Agreement be and is hereby approved and **THAT** any one director of the Company be and is hereby authorised to do all acts, deeds and things and to sign and execute all documents as he/she may, at his/her absolute discretion, deem necessary, desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Whitewash Waiver.”

By order of the board of directors of  
**SUCCESS UNIVERSE GROUP LIMITED**  
**Chiu Nam Ying, Agnes**  
*Company Secretary*

Hong Kong, 22 November 2011

*Notes:*

1. A proxy form to be used for the Meeting is enclosed with the circular dated 22 November 2011 issued by the Company.
2. Any shareholder of the Company (**“Member”**) entitled to attend and vote at the Meeting may 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 at the Meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same power on behalf of the Member which he or they represent as such Member could exercise.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
4. To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to 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 not less than forty-eight (48) hours before the time appointed for the holding of the Meeting or any adjournment thereof at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to have been revoked.
6. Where there are joint holders of any share of the Company, 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.
7. The above ordinary resolutions will be put to vote at the Meeting by way of poll.

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