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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 “**SGM**”) 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 Thursday, 26 April 2018 at 2:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement dated 13 February 2018 (“**Acquisition Agreement**”) entered into among Victory Devotion Limited, a direct wholly-owned subsidiary of the Company, as purchaser (“**Purchaser**”), Active Trade Investments Limited, a company direct wholly and beneficially owned by Mr. Yeung Hoi Sing, Sonny (“**Mr. Yeung**”), the Chairman of the board of directors of the Company (“**Board**”), an executive director of the Company as well as a controlling shareholder of the Company, as vendor (“**Vendor**”) and Mr. Yeung, as guarantor for the Vendor (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification) pursuant to which the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell the entire issued shares of Merchant Charm Limited and Massive Success Global Limited and all amounts owing to the Vendor by these two companies, the terms and conditions thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) the Board be and is hereby generally and unconditionally authorised for and on behalf of the Company to do all such acts and things and to sign all such documents and to take such actions as it considers necessary or expedient or desirable in connection with or to give effect to the Acquisition Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendments, supplement or waivers of matters relating thereto as, in the opinion of the Board, are in the interest of the Company.”

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

Hong Kong, 6 April 2018

Notes:

1. A form of proxy to be used for the SGM is enclosed with the circular dated 6 April 2018 issued by the Company.
2. Any shareholder of the Company (“**Member(s)**”) entitled to attend and vote at the SGM 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 SGM. A proxy need not be a Member but must attend the SGM in person to represent the 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/she or they represent as such Member could exercise.
3. 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 SGM, 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her 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.

5. 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 forty-eight (48) hours before the time appointed for holding the SGM (i.e. not later than 2:30 p.m. on Tuesday, 24 April 2018).
6. Completion and deposit of an instrument appointing a proxy will not preclude a Member from attending and voting in person at the SGM 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.
7. For the purpose of determining the Members who are entitled to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 23 April 2018 to Thursday, 26 April 2018, 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 SGM, 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 Friday, 20 April 2018 for registration.
8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this announcement, the Board 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 Ms. Yeung Mo Sheung, Ann, Mr. Chin Wing Lok, Ambrose and Mr. Chong Ming Yu.