



# SUCCESS

## SUCCESS UNIVERSE GROUP LIMITED

### 實德環球有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00487)**

#### **Procedures for Shareholders to Propose a Person for Election as a Director**

Bye-law 88 of the bye-laws (the “Bye-laws”) of Success Universe Group Limited (the “Company”) provides that:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such Notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the Notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the Notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

For the purpose of the Bye-laws:

- (i) “Director(s)” means the director(s) from time to time of the Company;
- (ii) “Member(s)” means duly registered holder(s) from time to time of the shares in the capital of the Company;
- (iii) “Notice(s)” means written notice(s) unless otherwise specifically stated and as further defined in the Bye-laws; and
- (iv) “Registration Office” means, in respect of any class of share capital such place as the board of Directors (the “Board”) may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.

Accordingly, if a shareholder of the Company (“Shareholder(s)”) wishes to nominate a person to stand for election as a director of the Company (“Director(s)”), the following documents must be validly served at the Company’s head office and principal place of business in Hong Kong at Units 1003-04A, 10/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong or at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, including:

- (i) his/her notice of intention to propose a resolution at any general meeting; and
- (ii) a notice signed by the nominated candidate of the candidate's willingness to be elected together with:
  - (A) that candidate's information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and such other information, as set out in the section headed "Required information of the candidate(s) nominated by Shareholders" hereinbelow; and
  - (B) the candidate's written consent to the publication of his/her personal data.

### **Required information of the candidate(s) nominated by Shareholders**

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

- (a) full name (including any former name(s) and alias(es)) and age;
- (b) positions held with the Company and its subsidiaries (if any);
- (c) experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company (if any);
- (f) relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (i) contact details.

Revised on 21 June 2023

*Note: In the event of any inconsistency, the English text of this document shall prevail over the Chinese text thereof.*