



MAGNIFICENT ESTATES LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 201)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Magnificent Estates Limited (the “Company”) will be held at 5th Floor, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Monday, the 18th day of June 2012 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements for the year ended 31st December, 2011 together with the Report of the Directors and the Independent Auditor’s Report thereon.
2. To declare a final dividend.
3. (1) To re-elect Madam Mabel LUI FUNG Mei Yee as Director;
(2) To re-elect Mr. Vincent KWOK Chi Sun as Director; and
(3) to authorise the Board to fix the remuneration of the Directors.
4. To re-appoint Auditor and to authorise the Board to fix their remuneration.
5. As special business to consider and, if thought fit, pass with or without modifications, the following resolution as an Ordinary Resolution:–

ORDINARY RESOLUTION

“THAT:

- (a) a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company, and to make or grant offers, agreements or options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers either during or after the expiry of the Relevant Period, provided that the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to this Resolution (otherwise than as scrip dividends pursuant to the articles of association of the Company from time to time or pursuant to a rights issue

or pursuant to the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company or pursuant to any share option scheme), shall not exceed twenty per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution; and

(b) for the purposes 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 law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

By Order of the Board

HUEN Po Wah
Secretary

Hong Kong, 27th April, 2012

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him and a proxy so appointed shall also have the same rights as the member to speak at the meeting. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Share Registrars, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
3. To ascertain shareholders' eligibility to attend and vote at the meeting, the register of members will be closed from Tuesday, 12th June, 2012 to Monday, 18th June, 2012, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 11th June, 2012.

Subject to the approval of the shareholders at the meeting for the proposed final dividend, the register of members of the Company will be closed from Tuesday, 3rd July 2012 and Friday, 6th July, 2012, both dates inclusive, during which period no transfer of shares of the Company will be registered, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with Company's Share Registrars, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 29th June, 2012.

4. With regard to item no.3(1) and 3(2) of this notice, details of retiring Directors proposed for re-election are set out below:

(a) Madam Mabel LUI FUNG Mei Yee, Non-executive Director, aged 60, Solicitor and Notary Public, was appointed to the Board in 1999. She is also a non-executive director of Shun Ho Technology Holdings Limited, the immediate holding company of the Company and Shun Ho Resources Holdings Limited, the intermediate holding company of the Company. Shares of both companies are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). She is a partner of DLA Piper. Save as disclosed above, Madam Mabel LUI FUNG Mei Yee did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Company's group.

There is no service contract between Madam Mabel LUI FUNG Mei Yee and the Company. She has no fixed term of service with the Company and will be subject to the rotational retirement and re-election requirements at annual general meetings pursuant to the Articles of Association of the Company. The Director's fee payable to Madam Mabel LUI FUNG Mei Yee as non-executive Director is determined by shareholders in general meeting. At the annual general meeting of the Company held on 24th June, 2011, it was approved that the Director's fee for the year ended 31st December, 2011 be determined by the Board. The Director's fee paid to Madam Mabel LUI FUNG Mei Yee for the Company was determined at HK\$17,000 for the year ended 31st December, 2011 with reference to her duties and responsibility with the Company, the Company's performance and current market situation. Save as disclosed above, Madam Mabel LUI FUNG Mei Yee is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this notice, Madam Mabel LUI FUNG Mei Yee did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

(b) Mr. Vincent KWOK Chi Sun, Independent Non-executive Director, aged 49, ACA (Aust), CPA (Practising), was appointed to the Board in 1999. He is also an independent non-executive director of Shun Ho Technology Holdings Limited, the immediate holding company of the Company and Shun Ho Resources Holdings Limited, the intermediate holding company of the Company. Shares of both companies are listed on the Stock Exchange. Mr. Vincent KWOK Chi Sun is a partner of Vincent Kwok & Co. Currently, Mr. Vincent KWOK Chi Sun holds the directorship in other listed public companies, namely China Digital Licensing (Group) Limited (stock code: 8175), Palmpay China (Holdings) Limited (stock code: 8047), Emperor Capital Group Limited (stock code: 717) and Evergreen International Holdings Limited (stock code: 238). Save as disclosed above, Mr. Vincent KWOK Chi Sun did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Company's group.

There is no service contract between Mr. Vincent KWOK Chi Sun and the Company. He has no fixed term of service with the Company and will be subject to the rotational retirement and re-election requirements at annual general meetings pursuant to the Articles of Association of the Company. The Director's fee payable to Mr. Vincent KWOK Chi Sun as an independent non-executive Director is determined by shareholders in general meeting. At the annual general meeting of the Company held on 24th June, 2011, it was approved that the Director's fee for the year ended 31st December, 2011 be determined by the Board.

The Director's fee paid to Mr. Vincent KWOK Chi Sun for the Company was determined at HK\$33,000 for the year ended 31st December, 2011 with reference to his duties and responsibility with the Company, the Company's performance and current market situation. Save as disclosed above, Mr. Vincent KWOK Chi Sun is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the date of this notice, Mr. Vincent KWOK Chi Sun did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, both Madam Mabel LUI FUNG Mei Yee and Mr. Vincent KWOK Chi Sun have confirmed that there are no other matters relating to their re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

Mr. Vincent KWOK Chi Sun has served as independent non-executive Director more than 9 years and his re-election will be subject to a separate resolution to be approved by the shareholders. As independent non-executive Director with in-depth understanding of the Company's operations and business and with professional qualifications, Mr. KWOK has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating a firm commitment to his role. The Board considers that the long service of Mr. KWOK would not affect his exercise of independent judgment and is satisfied that Mr. KWOK has the required character, integrity and experience to continue fulfilling the role of independent non-executive Director. The Board also considers the re-election of Mr. KWOK as independent non-executive Director is in the best interest of the Company and its shareholders as a whole.

5. With regard to item no.5 of this notice, approval is being sought from the shareholders for the grant to the Directors a general mandate to allot and issue shares.
6. As at the date of this notice, the executive Directors of the Company are Mr. William CHENG Kai Man and Mr. Albert HUI Wing Ho; the non-executive Director of the Company is Madam Mabel LUI FUNG Mei Yee; and the independent non-executive Directors of the Company are Mr. Vincent KWOK Chi Sun, Mr. CHAN Kim Fai and Mr. HUI Kin Hing.