



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 1st Floor, Best Western Grand Hotel, 23 Austin Avenue, Tsimshatsui, Kowloon on Tuesday, the 18th day of June, 2013 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements for the year ended 31st December, 2012 together with the Report of the Directors and the Independent Auditor’s Report thereon.
2. To declare a final dividend.
3. (a) Each as a separate resolution, to re-elect the following retiring Directors:
 - (i) To re-elect Mr. Albert HUI Wing Ho as Director;
 - (ii) To re-elect Mr. CHAN Kim Fai as Director; and(b) 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, 25th April, 2013

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, at 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 of the Company will be closed from Tuesday, 11th June, 2013 to Tuesday, 18th June, 2013, 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 transfer documents accompanied by the relevant share certificates must be lodged with the 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 Monday, 10th June, 2013.

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, 2nd July, 2013 to Friday, 5th July, 2013, 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 transfer documents accompanied by the relevant share certificates must be lodged with the 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, 28th June, 2013.

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

- (a) Mr. Albert HUI Wing Ho, Executive Director, aged 50, was appointed to the Board in 1990. He is also an 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”). He has over twenty years’ experience in construction, property investment and development and has over ten years’ experience in hotel management. He graduated in the U.K. and holds a bachelor’s degree in civil engineering. He is also a director of a number of subsidiaries of the Company. Save as disclosed above, Mr. Albert HUI Wing Ho 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. Albert HUI Wing Ho 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. Albert HUI Wing Ho as executive Director is determined by shareholders in annual general meeting of the Company. At the annual general meeting of the Company held on 18th June, 2012, it was approved that the Director’s fee for the year ended 31st December, 2012 be determined by the Board. Mr. Albert HUI Wing Ho did not receive Director’s fee and other emoluments paid to Mr. Albert HUI Wing Ho for the year ended 31st December, 2012 was determined at HK\$1,572,000 with reference to his duties and responsibility with the Company, the Company’s performance and current market situation. Save as disclosed above, Mr. Albert HUI Wing Ho 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. Albert HUI Wing Ho 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. CHAN Kim Fai, Independent Non-executive Director, aged 53, *FCCA, CPA (Practising)*, was appointed to the Board in 2004. He is a member of audit committee, remuneration committee and nomination committee of the Company. 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. He holds a bachelor degree in science from The Chinese University of Hong Kong. He has extensive experience in accounting, corporate finance and financial management. He is a partner of Ivan Chan & Co, CPA. Save as disclosed above, Mr. CHAN Kim Fai 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. CHAN Kim Fai 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. CHAN Kim Fai as independent non-executive Director is determined by shareholders in annual general meeting of the Company. At the annual general meeting of the Company held on 18th June, 2012, it was approved that the Director’s fee for the year ended 31st December, 2012 be determined by the Board. The Director’s fee paid to Mr. CHAN Kim Fai for the Company was determined at HK\$33,000 for the year ended 31st December, 2012 with reference to his duties and responsibility with the Company, the Company’s performance and current market situation. Save as disclosed above, Mr. CHAN Kim Fai 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. CHAN Kim Fai 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 disclose above, both Mr. Albert HUI Wing Ho and Mr. CHAN Kim Fai 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 rule 13.51(2) of the Listing Rules.

Mr. CHAN Kim Fai 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. CHAN 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. CHAN would not affect his exercise of independent judgment and is satisfied that Mr. CHAN 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. CHAN 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.