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**MAGNIFICENT ESTATES LIMITED**  
**(華大地產投資有限公司)**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 201)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting of Magnificent Estates Limited (the “**Company**”) will be held at 3rd Floor, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Friday, the 12th day of June 2015 at 9:00 a.m. to consider, if thought fit, pass the following resolution as ordinary resolution of the Company for the following resolution:

**ORDINARY RESOLUTION**

**“THAT**

1. (a) the Sale and Purchase Agreement dated 25 March 2015 entered into between the Company and Shun Ho Technology Holdings Limited (the “**Agreement**”, a copy of which has been produced to this meeting and marked “A” and signed by the chairman of the meeting (the “**Chairman**”) for the purpose of identification) in relation to the Transaction (as defined and described in the circular dated 28 May 2015 despatched to the shareholders of the Company of which the notice convening this meeting forms part, a copy of which has been produced to this meeting and marked “B” and signed by the Chairman for the purpose of identification, the “**Circular**”) and the transactions contemplated thereby be and are hereby approved, confirmed and ratified; and
- (b) the taking of all steps and doing of all things and execution of all documents by the Company and its subsidiaries to implement, give effect to or complete the Agreement and the transactions contemplated thereby, and the making and giving of and agreeing to such variations, amendments, modifications, waivers or extensions of the terms of the Agreement and the transactions contemplated thereby, as the directors of the Company may consider to be necessary, desirable, appropriate or expedient, be and are hereby approved, confirmed and ratified; and

2. upon the recommendation of the board of directors of the Company:
- (a) subject to and conditional upon completion of the Agreement, a special dividend of a total amount which is equal to the product of the closing price of the shares of Shun Ho Technology Holdings Limited (“**SHT Share**”) as stated in The Stock Exchange of Hong Kong Limited’s daily quotation sheets as at the date of completion of the Agreement multiplied by 147,626,347 be declared and the directors of the Company be and they are hereby authorised and directed to cause that dividend to be satisfied not by payment of cash but by a distribution in specie (“**Distribution in Specie**”) of the Entitlement (as defined below) per share to the holders of shares of the Company whose names appear on the register of members of the Company on a date to be fixed and determined by the directors of the Company on the terms and conditions (including but not limited to the treatment of fractional entitlements and payment of cash in lieu in the relevant circumstances) described in the Circular. The Entitlement means the entitlement to 0.0165 SHT Share to be allotted under the Share Entitlement Note (as defined in the Circular), together with all rights under the Share Entitlement Note attributable to such entitlement (including but not limited to any right to receive payment of any amount which is equal to any dividend based on any record date which is on or after the date of the Agreement for which such SHT Shares to be so allotted do not rank due to their being issued after such record date); and
- (b) subject to and conditional upon completion of the Agreement, in addition to the Distribution in Specie, a special cash dividend of HK\$0.03 per share of the Company to the holders of shares of the Company whose names appear on the register of members of the Company on a date to be fixed and determined by the directors of the Company on the terms and conditions described in the Circular be and is hereby declared.”

By Order of the Board

**HUEN Po Wah**  
*Company Secretary*

Hong Kong, 28 May 2015

*Registered office:*  
3rd Floor, Shun Ho Tower  
24-30 Ice House Street  
Central  
Hong Kong

*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, speak and 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 notorially certified copy of such power or authority must be deposited at the Company's Share Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
- (3) 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 10 June 2015.
- (4) Pursuant to the article 79 of the articles of association of the Company, the Chairman of the Board may, with the consent of any general meeting at which a quorum is present, adjourn the meeting, but the Chairman may, with the consent of any general meeting at which a quorum is present, and shall if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

*As at the date of this notice, the Board comprises six Directors, of which two are Executive Directors, namely Mr. William Cheng Kai Man and Mr. Albert Hui Wing Ho and one is Non-executive Director, namely Madam Mabel Lui Fung Mei Yee; and three are Independent Non-executive Directors, namely Mr. Vincent Kwok Chi Sun, Mr. Chan Kim Fai and Mr. Hui Kin Hing.*