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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Magnificent Estates Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS FOR GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES,
MANDATE TO GRANT OPTIONS AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of Magnificent Estates Limited to be held at 3rd Floor, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Wednesday, 18 June 2014 at 10:00 a.m. is set out on pages 11 to 15 of this circular. A proxy form for use at the annual general meeting is enclosed with this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the annual general meeting in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

28 April 2014

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held on Wednesday, 18 June 2014 at 10:00 a.m., the notice of which is set out on pages 11 to 15 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of the Directors of the Company
“Companies Ordinance”	the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Magnificent Estates Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	22 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Shares”	share(s) of the Company with no par value
“Shareholder(s)”	holder(s) of Shares
“Share Option Scheme”	employees’ share option scheme adopted by the Company on 14 November 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



MAGNIFICENT ESTATES LIMITED
(華大地產投資有限公司)
(Incorporated in Hong Kong with limited liability)
(Stock code: 201)

Executive Directors:

Mr. William CHENG Kai Man (*Chairman*)
Mr. Albert HUI Wing Ho

Non-executive Director:

Mr. Mabel LUI FUNG Mei Yee

Independent Non-Executive Directors:

Mr. Vincent KWOK Chi Sun
Mr. CHAN Kim Fai
Mr. HUI Kin Hing

Registered Office :

3rd Floor
Shun Ho Tower
24-30 Ice House Street
Central
Hong Kong

28 April 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES,
MANDATE TO GRANT OPTIONS AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding (1) the proposed general mandates to buy back Shares and to issue Shares; (2) the grant of mandate to grant options; (3) re-election of retiring Directors; and (4) the notice of the Annual General Meeting.

2. GENERAL MANDATE TO BUY BACK SHARES

An ordinary resolution will be proposed at the Annual General Meeting to give a general and unconditional mandate to the Directors to exercise the powers of the Company to buy back during the Relevant Period (as defined in ordinary resolution no.5(1) set out in the notice of Annual General Meeting) Shares up to a maximum of 10% of the issued Shares of the Company as at the date of passing of ordinary resolution no.5(1).

LETTER FROM THE BOARD

An explanatory statement, as required under the Listing Rules to provide the requisite information regarding the buy-back mandate is set out in Appendix I hereto.

3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 18 June 2013, a general mandate was given to the Directors to issue Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

Therefore, an ordinary resolution will also be proposed at the Annual General Meeting that the Directors be given a general and unconditional mandate to issue during the Relevant Period (as defined in ordinary resolution no.5(2) set out in the notice of Annual General Meeting) Shares representing up to 20 per cent. of the issued share capital of the Company as at the date of the passing of ordinary resolution. Based on 8,947,051,324 Shares that the Company has in issue as at the Latest Practicable Date and assuming no further Shares will be issued or bought back prior to the date of the Annual General Meeting, the Directors will be authorized to issue 1,789,410,264 Shares pursuant to the new general mandate. In addition, subject to the passing of the aforesaid resolutions to buy back Shares and issue Shares, an ordinary resolution (ordinary resolution no.5(3) set out in the notice of Annual General Meeting) will be proposed to extend the issue mandate which would increase the limit of the issue mandate by adding to it the number of Shares bought back under the buy-back mandate.

4. MANDATE TO GRANT OPTIONS

Under section 141 of the Companies Ordinance, directors of a company shall not, without shareholders' prior approval in general meeting or such approval expires at the conclusion of the next annual general meeting after the approval was given, allot new shares or grant rights to subscribe for, or to convert any security into shares in the company. Therefore, the Shareholders' approval given when the Share Option Scheme was adopted will expire at the conclusion of the annual general meeting and the Directors propose to seek the approval of the Shareholders at the Annual General Meeting to grant to the Directors an unconditional mandate to grant share options under the Share Option Scheme (i.e. ordinary resolution no.5(4) set out in the notice of Annual General Meeting).

5. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. William CHENG Kai Man and Mr. Albert HUI Wing Ho; the non-executive Director was Madam Mabel LUI FUNG Mei Yee; and the independent non-executive Directors were Mr. Vincent KWOK Chi Sun, Mr. CHAN Kim Fai and Mr. HUI Kin Hing.

According to Article 116 of the Articles of Association, Mr. William CHENG Kai Man and Mr. HUI Kin Hing shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

Mr. HUI Kin Hing 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. HUI 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. HUI would not affect his exercise of independent judgment and is satisfied that Mr. HUI 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. HUI as independent non-executive Director is in the best interest of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 11 to 15 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and 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 Annual General Meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the Annual General Meeting if so wished.

7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

8. RECOMMENDATION

The Directors believe that the buy-back mandate, the issue mandate, the extension of the issue mandate, the grant of mandate to grant options and re-election of retiring Directors are in the best interest of the Company and its Shareholders as a whole and accordingly the Directors recommend Shareholders to vote in favour of such resolutions to be proposed at the Annual General Meeting.

By Order of the Board
Magnificent Estates Limited

William CHENG Kai Man
Chairman

This Appendix serves as an explanatory statement, as required by Rule 10.06(b) of the Listing Rules, to provide requisite information to Shareholders for their consideration of the proposal to permit the buy-back of Shares up to a maximum of 10% of the issued Shares of the Company as at the date of the passing of ordinary resolution no.5(1).

This appendix also constitutes the memorandum as required under Section 239(2) of the Companies Ordinance.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Source of funds

Buy-backs must be made out of funds which are legally available for such purpose in accordance with the company's constitutional documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(b) Maximum number of shares to be bought back

The shares proposed to be bought back by a company must be fully paid up. A maximum of 10% of the issued shares of a company as at the date of the passing of the relevant resolution approving the buy-back mandate may be bought back on the Stock Exchange.

(c) Shareholders' approval

The Listing Rules provide that all proposed on-market buy-backs of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such buy-backs.

2. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares of the Company comprised 8,947,051,324 Shares.

Subject to the passing of ordinary resolution no.5(1) set out in the notice of Annual General Meeting and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the buy-back mandate to buy back Shares up to the limit of 894,705,132 Shares representing 10% of the issued Shares of the Company as at the Latest Practicable Date which are fully paid-up.

3. REASONS FOR BUY-BACK

The Directors believe that the buy-back mandate affords the Company the flexibility and ability in pursuing the best interests for the Company and its Shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, be beneficial to the Shareholders by enhancing the net asset and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders.

4. FUNDING OF BUY-BACK

In buy-back of Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the laws of Hong Kong (including the Companies Ordinance and the Listing Rules). The Companies Ordinance provides that the payment in respect of a Share buy-back may be made out of the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buy-back. The Directors propose that such buy-backs of Shares would be appropriately financed by the Company's internal resources and/or available banking facilities.

5. IMPACT OF BUY-BACK

There might be material adverse impact on the working capital or gearing levels of the Company (as compared with the position disclosed in the audited accounts contained in the 2013 annual report) in the event that the buy-back mandate was to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the buy-back mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:-

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2013	0.460	0.415
May 2013	0.480	0.420
June 2013	0.420	0.360
July 2013	0.380	0.340
August 2013	0.410	0.350
September 2013	0.390	0.360
October 2013	0.385	0.365
November 2013	0.385	0.370
December 2013	0.435	0.345
January 2014	0.385	0.360
February 2014	0.395	0.350
March 2014	0.385	0.345
April 2014 (up to the Latest Practicable Date)	0.385	0.365

7. UNDERTAKINGS AND DIRECTORS' DEALINGS AND CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to ordinary resolution no.5(1) set out in the notice of Annual General Meeting and in accordance with the Listing Rules, the laws of Hong Kong and the regulations set out in the Articles of Association of the Company.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company under the buy-back mandate if the same is approved by the Shareholders.

No connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the buy-back mandate is approved by the Shareholders.

8. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers to buy back Shares pursuant to the buy-back mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. William CHENG Kai Man was deemed to have interest in 6,360,585,437 Shares (representing approximately 71.09% of the total issued Shares of the Company as at the Latest Practicable Date). In the event that the Directors exercise in full the power to buy back Shares under the buy-back mandate, then (if the present shareholding remains the same) the attributable interests of Mr. William CHENG Kai Man would be increased to approximately 78.99% of the issued Shares of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the power to buy back Shares pursuant to the buy-back mandate to such an extent as to result in the amount of Shares held by the public being reduced to less than 25%.

9. SHARE BUY-BACKS MADE BY THE COMPANY

The Company has not bought back any Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the date of this circular.

Mr. William CHENG Kai Man

Mr. William CHENG Kai Man, Executive Director, aged 52, was appointed as Director of the Company in 1987 and is the chairman of the nomination committee and a member of the remuneration committee of the Company. 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. 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 and a master's degree in structural engineering. He is also a director of a number of subsidiaries of the Company. Save as disclosed above, Mr. William CHENG Kai Man 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. William CHENG Kai Man 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. The Director's fee payable to Mr. William CHENG Kai Man as executive Director is determined by Shareholders in annual general meeting. At the annual general meeting of the Company held on 18 June 2013, it was approved that the Director's fee for the year ended 31 December 2013 be determined by the Board. Mr. William CHENG Kai Man did not receive Director's fee and other emoluments paid to Mr. William CHENG Kai Man for the year ended 31 December 2013 was determined at HK\$7,442,000 with reference to his duties and responsibility with the Company, the Company's performance and current market situation. Save as disclosed above, Mr. William CHENG Kai Man is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. William CHENG Kai Man was deemed to have interest in 6,360,585,437 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclose above, Mr. William CHENG Kai Man has confirmed that there are no other matters relating to his 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. HUI Kin Hing

Mr. HUI Kin Hing, Independent Non-executive Director, aged 46, FCCA, CPA (Practising), was appointed as Director of the Company in 2005 and is a member of the audit 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 master's degree in business administration. He runs an accounting firm of Titus K.H. Hui. He has extensive experience in accounting, corporate finance and financial management. Save as disclosed above, Mr. HUI Kin Hing 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. HUI Kin Hing 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. The Director's fee payable to Mr. HUI Kin Hing as independent non-executive Director is determined by Shareholders in annual general meeting. At the annual general meeting of the Company held on 18 June 2013, it was approved that the Director's fee for the year ended 31 December 2013 be determined by the Board. The Director's fee paid to Mr. HUI Kin Hing for the Company was determined at HK\$33,000 for the year ended 31 December 2013 with reference to his duties and responsibility with the Company, the Company's performance and current market situation. Save as disclosed above, Mr. HUI Kin Hing is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. HUI Kin Hing did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclose above, Mr. HUI Kin Hing has confirmed that there are no other matters relating to his 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.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual 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 Wednesday, the 18 day of June 2014 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements for the year ended 31 December 2013 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. William CHENG Kai Man as Director;
 - (ii) To re-elect Mr. HUI Kin Hing 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. To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:-

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any

NOTICE OF ANNUAL GENERAL MEETING

other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time provided however that the aggregate number of the shares to be bought back pursuant to this Resolution shall not exceed 10% of the aggregate number of the shares of the Company in issue (subject to adjustment in the case of subdivision or consolidation of shares) 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.”

- (2) **“THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to Sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of the Company and to make and grant offers, agreements and 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 shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the directors of the Company during the Relevant Period to make and grant offers, agreements and 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 shares to be allotted after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this

NOTICE OF ANNUAL GENERAL MEETING

resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company or (iii) the exercise of options under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate number of the shares of the Company in issue (subject to adjustment in the case of subdivision or consolidation of shares) at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

- (3) **“THAT** subject to the passing of resolution Nos. 5(1) and 5(2) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with

NOTICE OF ANNUAL GENERAL MEETING

additional shares in the Company pursuant to resolution No. 5(2) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares of the Company bought back by the Company under the authority granted pursuant to the resolution No. 5(1) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate number of the shares of the Company in issue (subject to adjustment in the case of subdivision or consolidation of shares) at the date of the passing of this resolution.”

(4) **“THAT:**

(a) subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the terms and conditions of the employees’ share option scheme adopted by the shareholders of the Company on 14 November 2013 (the **“Share Option Scheme”**), a mandate be and is hereby unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined in paragraph (c) below) all the powers of the Company to grant options to subscribe for shares of the Company and/or to make or grant offers of options under the Share Option Scheme that would or might require shares of the Company to be allotted and/or options to be granted under the Share Option Scheme;

(b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to grant options and/or make offers of options under the Share Option Scheme which would or might require the exercise of such power after the end of the Relevant Period;

(c) for the purpose 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
Company Secretary

Hong Kong, 28 April 2014

NOTICE OF ANNUAL GENERAL MEETING

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 notarially certified copy of such power or authority must be deposited at the Company's Share Registrars, Tricor Tengis Limited, at 22nd Floor, 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. To ascertain shareholders' eligibility to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 11 June 2014 to Wednesday, 18 June 2014, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 10 June 2014.

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 Monday, 30 June 2014 to Friday, 4 July 2014, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 27 June 2014.

4. With regard to item no.3 of this notice, details of retiring Directors of the Company proposed for re-election are set out in Appendix II of the circular to shareholders dated 28 April 2014.
5. Concerning resolution numbered 5(1) above, the Board wishes to state that it has no immediate plans to buy back any existing shares pursuant to the relevant mandate. Approval is being sought from members as a general mandate to be given to the Directors to buy back shares.
6. Concerning resolutions numbered 5(2) and 5(3) above, the Board wishes to state that it has no immediate plans to issue any new shares in the Company. The ordinary resolution is being sought from members as a general mandate in compliance with the Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange.
7. 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.