



**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 10:30 a.m. on Thursday, 14 November 2013 at 3rd Floor, Best Western Hotel Harbour View, 239 Queen’s Road West, Hong Kong for the following purpose:

To consider and, if thought fit, to pass with or without modification the following as ordinary resolution:

**“THAT:**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the rules of the new employees share option scheme (the “Employees Share Option Scheme”), a copy of which is produced to the meeting and signed by the chairman of the meeting for the purposes of identification, representing an amount up to 10 per cent. of the issued shares of the Company as at the day on which this resolution is passed, with effect from the close of business of the day on which this resolution is passed, the Employees Share Option Scheme be approved and adopted and the directors of the Company be and are hereby authorised to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Employees Share Option Scheme, including without limitation:

- a. to administer the Employees Share Option Scheme under which options will be granted to participants eligible under the Employees Share Option Scheme to subscribe for shares in the Company;
- b. to modify and/or amend the Employees Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Employees Share Option Scheme relating to modification and/or amendment;
- c. to allot and issue from time to time such number of shares in the Company as may be required to be allotted and issued pursuant to the exercise of the options under the Employees Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;

- d. to make application at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for the listing of, and permission to deal in, any shares in the Company which may hereafter from time to time be allotted and issued pursuant to the exercise of the options granted under the Employees Share Option Scheme, and where any such application has been made prior to the date of passing this resolution, the same be approved, confirmed and ratified; and
- e. to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Employees Share Option Scheme.”

By Order of the Board  
**Magnificent Estates Limited**

**William CHENG Kai Man**  
*Chairman*

Hong Kong, dated 30 October 2013

*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 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, 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 Monday, 11 November 2013 to Thursday, 14 November 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, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 November 2013.