

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**MAGICIAN INDUSTRIES (HOLDINGS) LIMITED**

**通達工業(集團)有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 526)

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting of Magician Industries (Holdings) Limited (“**Company**”) will be held at 9:30 a.m. on 20 April 2010 at Flat A, 2nd Floor, Yeung Yiu Chung (No. 6) Industrial Building, 19 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

### **Ordinary Resolutions**

1. “**THAT**

- (a) the conditional sale and purchase agreement dated 14 October 2009 (the “Acquisition Agreement”) entered into between Magician Strategic Limited (a wholly owned subsidiary of the Company) as the buyer and Big-Max Manufacturing Co., Limited (“Big-Max”) as the seller in respect of the Acquisition (as defined and described in the circular of the Company dated 31 March 2010 to the shareholders of the Company (the “Circular”), a copy of which is tabled at the meeting marked “A” and initialed by the chairman of the meeting for identification purpose) at a consideration of HK\$90,000,000 (a copy of which is tabled at the meeting marked “B” and initialed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and is hereby confirmed, approved and ratified;
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and are hereby authorized to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary or desirable in connection with the matters contemplated in and for completion of the Acquisition Agreement.”

\* For identification purpose only

2. **“THAT**

- (a) the share subscription agreement dated 13 October 2009 (the “Share Subscription Agreement”) entered into between the Company and Big-Max in relation to the subscription of 937,500,000 ordinary shares of HK\$0.01 each in the share capital of the Company (“Subscription Shares”) at a subscription price of HK\$0.160 per Subscription Share, a copy of the Share Subscription Agreement is tabled at the meeting and marked “C” and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder be and is hereby confirmed, approved and ratified;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Subscription Shares, the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement be and is hereby approved;
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and are hereby authorized to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary or desirable in connection with the matters contemplated in and for completion of the Share Subscription Agreement.”

3. **“THAT** the waiver of the obligation of Big-Max and the parties acting in concert with it to make a mandatory general offer to the shareholders of the Company to acquire the shares of the Company and all other securities of the Company in issue not already owned or agreed to be acquired by Big-Max and parties acting in concert with it, arising from the issue of the Subscription Shares (as defined in the resolution no. 2 set out in the notice of which this resolution forms part) under the Subscription Agreement (as defined in resolution no. 2 set out in the notice of which this resolution forms part) granted by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers be and is hereby approved.”

4. **“THAT**

- (a) The WFOE Agreements (as defined and described in the Circular), copies of which are tabled at the meeting and marked “D” and initialed by the chairman of the meeting for identification purpose, and the transaction contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) the annual caps (as set out in the Circular, of which this notice forms part) of each of the WFOE Agreements for each of the three periods ending 31 December 2012 be and is hereby approved;

- (c) any one director of the Company be and is hereby authorized on behalf of the Company to do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the WFOE Agreements and the transactions contemplated thereunder.”

By Order of the Board  
**MAGICIAN INDUSTRIES (HOLDINGS) LIMITED**  
**Li Li Xin**  
*Chairman*

Hong Kong, 31 March 2010

*As at the date of this notice, the Board comprises Mr Li Li Xin, being Chairman and non-executive Director, Mr Cheng Jian He being executive Director, Mr Xu Jin and Mr Lau Kin Hon being non-executive Directors, Mr He Chengying, Mr Chan Man Sum Ivan and Mr Cheung Kiu Cho Vincent being independent non-executive Directors.*

*Notes:*

- (1) A shareholder entitled to attend and vote at the meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a shareholder of the Company.
- (2) In the case of joint holders of any share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar, Tricor Secretaries 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. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person should they so wish.
- (4) In order to determine the identity of the shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 April 2010.