

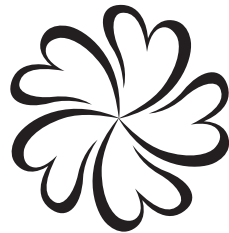
**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**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, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Magic Holdings International Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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MAGIC HOLDINGS INTERNATIONAL LIMITED  
美即控股國際有限公司  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 1633)**

**GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 14 December 2012 is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the meeting to the office of the Company’s branch registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

26 October 2012

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## EXPECTED TIMETABLE

2012

Latest time for lodging transfer of Shares in order  
to be entitled to attend and vote at the  
Annual General Meeting . . . . . 4:30 p.m. on Friday,  
7 December

Closure of register of members of the Company  
for the entitlement to attend and vote at the  
Annual General Meeting . . . . . Monday, 10 December  
to Friday, 14 December  
(both days inclusive)

Latest time for lodging forms of proxy for the  
Annual General Meeting . . . . . 11:00 a.m. on Wednesday,  
12 December

Record date for determining entitlement to attend  
and vote at the Annual General Meeting . . . . . Friday, 14 December

Annual General Meeting . . . . . 11:00 a.m. on Friday,  
14 December

Announcement of the results of the  
Annual General Meeting . . . . . Friday, 14 December

Closure of register of members of the Company  
for the final dividend . . . . . Thursday, 20 December  
to Friday, 21 December  
(both days inclusive)

Record date for determining entitlement to the  
final dividend . . . . . Friday, 21 December

*Note:* All times in this circular refer to Hong Kong time.

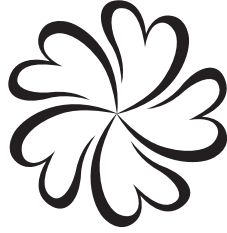
## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 14 December 2012, the notice of which is set out on pages 15 to 19 of this circular, and any adjournment thereof
“Articles”	the articles of association of the Company, as amended from time to time and “Article” shall mean an Article of the Articles
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Magic Holdings International Limited, a company incorporated in the Cayman Islands on 9 February 2010 under the Companies Law with limited liability and 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
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution as set out in resolution numbered 5(A) in the notice convening the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“Latest Practicable Date”	18 October 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital in issue as at the date of passing the relevant resolution as set out in resolution numbered 5(B) in the notice convening the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Share Option Scheme”	the share option scheme adopted pursuant to a resolution passed by shareholders of the Company on 6 September 2010
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



MAGIC HOLDINGS INTERNATIONAL LIMITED

美即控股國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1633)

*Executive Directors:*

Mr. Tang Siu Kun Stephen  
Mr. She Yu Yuan  
Mr. Luo Yao Wen  
Mr. Cheng Wing Hong

*Non-executive Directors:*

Mr. Sun Yan  
Mr. Chen Dar Cin

*Independent non-executive Directors:*

Prof. Dong Yin Mao  
Prof. Yang Rude  
Mr. Yan Kam Tong

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal place of*

*business in Hong Kong:*  
Room 802, Sino Plaza  
255–257 Gloucester Road  
Causeway Bay, Hong Kong

26 October 2012

*To the Shareholders*

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. At the Annual General Meeting, resolutions relating to, among other matters, (i) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate and (ii) the re-election of Directors will be proposed.

## LETTER FROM THE BOARD

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

In the annual general meeting of the Company held on 16 December 2011, the Shareholders approved, among others, the grant of (a) a general unconditional mandate to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding the sum of 20% of the nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution; (b) a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total nominal value of not more than 10% of the total nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the Shareholders will be asked to consider and, if thought fit, to approve the grant of the General Mandate to enable the Directors to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the Shares in issue as at the date of the passing of the resolution. As at the Latest Practicable Date, the number of Shares in issue was 1,009,602,736. Subject to the passing of the relevant resolution, the maximum number of new Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of Annual General Meeting) to be issued under the proposed General Mandate is 201,920,547.

Ordinary resolutions will also be proposed at the Annual General Meeting for the grant of the Repurchase Mandate to enable the Directors to exercise all the powers of the Company to repurchase Shares on the Stock Exchange with a total nominal value of not more than 10% of the total nominal amount of the Shares in issue as at the date of the passing of the resolution and to extend the General Mandate to cover Shares repurchased by the Company.

The General Mandate and the Repurchase Mandate will expire: (a) at the end of the Company's next annual general meeting following the Annual General Meeting; (b) at the end of the period within which the Company is required by law or the Articles to hold its next annual general meeting; or (c) when varied or revoked by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company, whichever is the earliest.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme.

An explanatory statement containing information necessary to enable the Shareholders to make an informed decision on the proposed resolution for the grant of the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlement to attend and vote in the Annual General Meeting, the register of members of the Company will be closed from Monday, 10 December 2012 to Friday, 14 December 2012 (both dates inclusive) during which period no transfer of Shares may be effected. In order to qualify for entitlement to attend and vote in the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, for registration no later than 4:30 p.m. on Friday, 7 December 2012.

In order to ascertain the entitlement to the final dividend for the year ended 30 June 2012, the register of members of the Company will be closed from Thursday, 20 December 2012 to Friday, 21 December 2012 (both dates inclusive) during which period no transfer of Shares may be effected. Shareholders are reminded that in order to qualify for the final dividend for the year ended 30 June 2012, all transfers of Shares accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, for registration no later than 4:30 p.m. on Wednesday, 19 December 2012.

### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises four executive Directors, namely Mr. Tang Siu Kun Stephen, Mr. She Yu Yuan, Mr. Luo Yao Wen and Mr. Cheng Wing Hong, two non-executive Directors, namely Mr. Sun Yan and Mr. Chen Dar Cin, and three independent non-executive Directors, namely, Prof. Dong Yin Mao, Prof. Yang Rude and Mr. Yan Kam Tong.

Pursuant to Article 105 of the Articles, each of Mr. She Yu Yuan, Mr. Luo Yao Wen and Mr. Sun Yan shall retire from office by rotation at the Annual General Meeting and, being eligible, will offer himself for re-election at the Annual General Meeting.

Each of Mr. Chen Dar Cin and Mr. Cheng Wing Hong was appointed by the Board as an additional Director pursuant to Article 109 of the Articles on 1 July 2012. Each of them shall hold office only until the next following general meeting and shall then be eligible and will offer himself for re-election at the Annual General Meeting.

Particulars of the Directors who offer himself for re-election are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

Set out on pages 15 to 19 of this circular is a notice convening the Annual General Meeting at which, among other proposed resolutions, ordinary resolutions will be proposed to approve the following:

- (a) the grant of the General Mandate;
- (b) the grant of the Repurchase Mandate;



## **LETTER FROM THE BOARD**

- (c) the grant of the Extension Mandate;
- (d) to declare a final dividend for the year ended 30 June 2012; and
- (e) the re-election of Directors.

A copy of the 2012 annual report including, among other things, copies of the reports of the Directors, the reports of the auditors of the Company and the audited and consolidated financial statements of the Company for the year ended 30 June 2012, are despatched to the Shareholders together with this circular.

You will find enclosed a form of proxy for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event at or before 11:00 a.m. on Wednesday, 12 December 2012, being not less than 48 hours before the time of the Annual General Meeting to the office of the Company's branch registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

### **VOTING ON POLL AT THE ANNUAL GENERAL MEETING**

Pursuant to Article 72 of the Articles and Rule 13.39(4) of the Listing Rules, a resolution put to the vote of any general meeting shall be decided by way of a poll. Therefore, all the resolutions put to the vote at the Annual General Meeting will be taken by way of poll. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting.

After the conclusion of the Annual General Meeting, the poll results will be published on the respective websites of the Stock Exchange and the Company.

### **RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors are in the best interests of the Company and its Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions set out in the notice of the Annual General Meeting.

Yours faithfully,  
By the order of the Board  
**Tang Siu Kun, Stephen**  
*Chairman*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Main Board of the Stock Exchange to repurchase their shares on the Main Board of the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such a company must be fully paid up and all repurchase of shares by such a company must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by specific approval of a specific transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 1,009,602,736 Shares in issue.

Subject to the passing of the resolution for the grant of the Repurchase Mandate (resolution numbered 5(B) as set out in the notice convening the Annual General Meeting contained in this circular), and on the basis of 1,009,602,736 Shares in issue and assuming that no new Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 100,960,273 Shares, representing 10% of the Shares in issue at the date of the Annual General Meeting.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

## **4. FUNDING OF REPURCHASES**

Repurchases must be paid out of funds legally available for the purpose and in accordance with the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Cayman Islands law, any repurchases by the Company may only be made out of profits of the company or out of the proceeds of a fresh issue of shares made for the purpose or, if authorised by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital.

## 5. IMPACT OF REPURCHASES

On the basis of the current financial position of the Company and taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 30 June 2012, being the date to which the last audited accounts of the Company were made up. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company 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 been traded on the Stock Exchange in each of the 12 calendar months immediately preceding the Latest Practicable Date are as follows:

Share Price (per Share)	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
October 2011	3.16	2.19
November 2011	3.04	2.50
December 2011	3.60	2.56
January 2012	3.26	2.80
February 2012	3.53	2.93
March 2012	3.54	2.70
April 2012	3.15	2.52
May 2012	3.08	2.33
June 2012	3.00	2.64
July 2012	2.94	2.54
August 2012	2.90	2.55
September 2012	2.76	2.54
October 2012 (up to the Latest Practicable Date)	3.05	2.67

## 7. EFFECT OF HONG KONG CODE ON TAKEOVERS AND MERGERS AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Hong Kong Code on Takeovers and Mergers ("**Takeovers Code**"). As a result, a shareholder or a group of shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as is known to the Directors, Baring Private Equity Asia V Holding (1) Limited (“**Baring**”), Mr. Tang Siu Kun Stephen (“**Mr. Tang**”) (an executive Director) and Mr. She Yu Yuan (“**Mr. She**”) (an executive Director), together with his spouse, beneficially held 207,105,000 Shares, 95,689,119 Shares and 125,326,906 Shares respectively, representing approximately 20.51%, approximately 9.48% and approximately 12.41% respectively of the entire issued share capital of the Company. Assuming that there will be no change in the issued share capital of the Company and each of Baring, Mr. Tang and Mr. She does not dispose of its/his Shares nor acquire additional Shares prior to any repurchase of Shares of the Company and if the Repurchase Mandate were exercised in full, the percentage shareholding of Baring, Mr. Tang and Mr. She (together with his spouse) would be increased to approximately 22.79%, approximately 10.53% and approximately 13.79% respectively of the then issued share capital of the Company. In such circumstances, each of Baring, Mr. Tang and Mr. She and his spouse would not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there will be no change in the issued share capital of the Company and the number of Shares held by the public prior to the repurchase of Shares of the Company, and if the Repurchase Mandate were exercised in full, the percentage shareholding of the public would not be less than 25% of the issued share capital of the Company. As such, the exercise of the Repurchase Mandate in full would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. It is, moreover, not the intention of the Directors to exercise the Repurchase Mandate to such an extent as would, in the circumstances, result in less than 25% of the issued share capital of the Company being held by the public.

## **8. SHARES REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the year ended 30 June 2012 and up to the Latest Practicable Date.

## **9. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No connected person (as defined under the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

The following sets out the respective details of the Directors, the office of whom will end at the Annual General Meeting pursuant to Article 105 and 109 of the Articles and who, being eligible, will offer themselves for re-election.

## EXECUTIVE DIRECTORS

### Mr. She Yu Yuan

**Mr. She Yu Yuan (余雨原) (formerly known as She Dan Dan (余丹丹) and She Jing Yang (余勁揚)),** aged 40, a co-founder of the Group, is the general manager and an executive Director of the Company appointed on 6 September 2010. He is responsible for overseeing the operations of the business of the Group. Mr. She graduated from South China University of Technology (華南理工大學) with a diploma in food engineering. He has over 10 years market and corporate management experience and possesses a strong market sense, strategic sight and innovative mind. Mr. She joined the Group in 2005 when the Group was founded. Mr. She holds directorships in certain subsidiaries of the Company.

Mr. She has entered into a service contract with the Company for an initial term of three years commencing from 1 September 2010, which is automatically renewable for successive terms of one year upon expiry of the then current term, until terminated by not less than three months' notice in writing served by either party on the other. He is entitled to an annual remuneration of RMB1,496,000, which was determined by the Board having regard to his past working experience, his expected duties and responsibilities and the results of the Group. In addition, he is also entitled to a discretionary management bonus provided that the aggregate amount of the bonuses payable to all executive Directors for any financial year of the Company may not exceed 10% of the audited combined or consolidated audited net profit of the Group (after taxation and minority interests and payment of such bonuses but before extraordinary or exceptional items) in respect of that financial year of the Company.

As at the Latest Practicable Date, Mr. She is interested in 125,326,906 Shares within the meaning of Part XV of the SFO. Mr. She is the spouse of Ms. Wu Xiao Qing, the manager of marketing and promotion department of the Group. Save as disclosed above, Mr. She did not hold any other directorship in listed companies during the past three years preceding the Latest Practicable Date and has not previously held any positions with the Company or its subsidiaries. Save as disclosed above, he did not have any relationship with any of the Directors, senior management and substantial shareholders of the Company.

### Mr. Luo Yao Wen

**Mr. Luo Yao Wen (駱耀文),** aged 55, a co-founder of the Group, is the deputy general manager and an executive Director of the Company appointed on 6 September 2010. He is responsible for overseeing the production and research and development of the Group. Prior to joining the Group, he was the general manager of 廣州夏娃化妝品有限公司 (Guangzhou Eve Cosmetics Company Limited) and 廣州奧柏化妝品廠 (Guangzhou Oubo Cosmetics Laboratory) from 1993 to 1997 and from 1997 to 2003 respectively. Mr. Luo has over 10 years experience in production and research and development of the cosmetics industry. He joined the Group in 2005 when the Group was founded and is the deputy general manager of

Magic Holdings Group Limited. Mr. Luo holds directorships in certain subsidiaries of the Company. He is the spouse of Ms. Wen Yan Juan, the head of the production department of the Group.

Mr. Luo has entered into a service contract with the Company for an initial term of three years commencing from 1 September 2010, which is automatically renewable for successive terms of one year upon expiry of the then current term, until terminated by not less than three months' notice in writing served by either party on the other. He is entitled to an annual remuneration of RMB1,188,000, which was determined by the Board having regard to his past working experience, his expected duties and responsibilities and the results of the Group. In addition, he is also entitled to a discretionary management bonus provided that the aggregate amount of the bonuses payable to all executive Directors for any financial year of the Company may not exceed 10% of the audited combined or consolidated audited net profit of the Group (after taxation and minority interests and payment of such bonuses but before extraordinary or exceptional items) in respect of that financial year of the Company.

As at the Latest Practicable Date, Mr. Luo is interested in 39,857,010 Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Luo did not hold any other directorship in listed companies during the past three years preceding the Latest Practicable Date and has not previously held any positions with the Company or its subsidiaries. Save as disclosed above, he did not have any relationship with any of the Directors, senior management and substantial shareholders of the Company.

### **Mr. Cheng Wing Hong**

**Mr. Cheng Wing Hong (鄭永康)**, aged 38, is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheng holds a master degree in Practising Accounting from the Monash University and a bachelor degree in Finance and International Business from the University of Hawaii at Manoa. Mr. Cheng has over 15 years of experience in company secretarial work, auditing, accounting, and financial management. Mr. Cheng has joined the Group as company secretary of the Company since May 2011. Mr. Cheng has been appointed as executive Director with effect from 1 July 2012 and remains as the Company Secretary of the Company.

Mr. Cheng has entered into a service contract with the Company for an initial term of 3 years commencing from 1 July 2012, which is automatically renewable for successive terms of one year upon expiry of the then current term, until terminated by not less than three months' notice in writing served by either party on the other. He is entitled to an annual remuneration of HK\$960,000, which was by the Board having regard to his past working experience, his expected duties and responsibilities and the results of the Group. In addition, he is also entitled to a discretionary bonus to be determined by the Board.

As at the Latest Practicable Date, Mr. Cheng is interested in share options to subscribe for 600,000 Shares within the meaning of Part XV of the SFO. He was the company secretary and an executive director of TLT Lottotainment Group Limited for a period from 30 June 2006 to 11 February 2011 and from 14 February 2008 to 11 February 2011 respectively. Save as disclosed above, Mr. Cheng did not hold any other directorship in listed companies during the

past three years preceding the Latest Practicable Date and has not previously held any positions with the Company or its subsidiaries. Save as disclosed above, he did not have any relationship with any of the Directors, senior management and substantial shareholders of the Company.

## NON-EXECUTIVE DIRECTORS

### Mr. Chen Dar Cin

**Mr. Chen Dar Cin** (陳達信), aged 46, has 22 years of experience in the private equity and banking industries in Asia and the United States, and is currently a managing director of Baring Private Equity Asia Limited. Prior to joining Baring Private Equity Asia Limited in 2002, Mr. Chen served as an associate director at Prudential Asset Management Asia Limited in Hong Kong and prior to that worked for Bank of America in the United States and Hong Kong. His last position with Bank of America was Principal of Project Finance. Mr. Chen received a Bachelor of Arts in Economics from the University of California Berkeley in 1990. Mr. Chen has been appointed as a non-executive Director with effect from 1 July 2012.

Mr. Chen has entered into a service contract with the Company for an initial term of 2 years commencing from 1 July 2012, which is automatically renewable for successive terms of one year upon expiry of the then current term, until terminated by not less than three months' notice in writing served by either party on the other. He is not entitled to any remuneration.

As at the Latest Practicable Date, Baring Private Equity Asia Limited is an affiliate of Baring Private Equity Asia V Holding (1) Limited, which is interested in approximately 20.51% of the issued share capital of the Company within the meaning of Part XV of the SFO. Mr. Chen was a director of Yingde Gases Group Company Limited from 15 July 2008 to 20 May 2010. Save as disclosed above, Mr. Chen did not hold any other directorship in listed companies during the past three years preceding the Latest Practicable Date and has not previously held any positions with the Company or its subsidiaries. Save as disclosed above, he did not have any relationship with any of the Directors, senior management and substantial shareholders of the Company.

### Mr. Sun Yan

**Mr. Sun Yan** (孫焱), aged 50, was appointed as a non-executive director of the Company on 27 October 2010. He obtained a Bachelor degree in Economics and Business Administration from 上海財經大學 (Shanghai University of Finance and Economics). He has over 20 years of experience in financing and investing in real estate projects. He worked for 中華人民共和國國家建設與環境保護部 (the Ministry of Housing and Urban-Rural Development of the People's Republic of China) and 中國農村信託投資公司 (China Rural Trust and Investment Corporation) respectively. Mr. Sun has various experience in corporate governance. From January to September 2009, Mr. Sun served as an executive director of China Grand Forestry Green Resources Group Limited (stock code: 00910) whose shares were listed on the Main Board of the Stock Exchange. Currently, Mr. Sun is a director of Atlantis China Star Fund Limited, a shareholder of the Company.

Mr. Sun has entered into a service contract with the Company for an initial term of 2 years commencing from 27 October 2010, which is automatically renewable for successive terms of one year upon expiry of the then current term, until terminated by not less than three

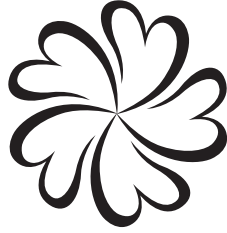


months' notice in writing served by either party on the other. He is entitled to an annual remuneration of RMB120,000, which was determined by the Board having regard to his past working experience, his expected duties and responsibilities and the results of the Group.

As at the Latest Practicable Date, Mr. Sun is interested in share options to subscribe for 360,000 Shares within the meaning of Part XV of the SFO. Save as disclosed above, he did not have any relationship with any of the Directors, senior management and substantial shareholders of the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the Directors and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING



MAGIC HOLDINGS INTERNATIONAL LIMITED

美即控股國際有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1633)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Magic Holdings International Limited (“**Company**”) will be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 14 December 2012 to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements and the reports of the directors (the “**Directors**”) of the Company and the auditors of the Company for the year ended 30 June 2012;
2. to declare a final dividend for the year ended 30 June 2012;
3. to re-elect the retiring Directors, each as a separate resolution, and to authorise the board (the “**Board**”) of Directors to fix their remuneration;
4. to re-appoint the auditors of the Company and to authorise the Board to fix their remuneration; and
5. to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

### ORDINARY RESOLUTIONS

(A) “**THAT**:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares (“**Shares**”) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which may require the exercise of such powers after the expiry of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of options granted under any share option scheme or similar arrangement adopted from time to time by the Company; or (iii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Companies Law**”) or any other applicable law of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

## NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to shareholders of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors 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 recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong, or the expense or delay that may be incurred in the determination of any such restrictions or obligations).”

(B) “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for this purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the authority granted pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 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 the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 the articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional on the passing of resolutions numbered 5(A) and 5(B) above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 5(A) above be and is hereby extended by the addition to the aggregate nominal amount of the Shares which may be allotted, issued or dealt with by the Directors pursuant to or in accordance with such mandate of an amount representing the aggregate nominal amount of the Shares in the capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5(B) above.”

By order of the Board of Directors of  
**Magic Holdings International Limited**  
**Tang Siu Kun, Stephen**  
*Chairman*

Hong Kong, 26 October 2012

*Principal place of business in Hong Kong:*

Room 802, Sino Plaza  
255–257 Gloucester Road  
Causeway Bay, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his/her stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s Hong Kong branch registrar, Tricor Investor Services Limited (“**Branch Registrar**”) at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. For the purpose of determining entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 10 December 2012 to Friday, 14 December 2012 (both dates inclusive) during which period no transfer of shares (“**Shares**”) of the Company will be registered. In order to qualify for the attendance of the meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar by no later than 4:30 p.m. on Friday, 7 December 2012.
4. In relation to the proposed resolution numbered 5(B) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase the securities of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular despatched to the shareholders of the Company on the date hereof.

<b>NOTICE OF ANNUAL GENERAL MEETING</b>
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As at the date hereof, the board of Directors comprises the following members:

*Executive Directors*

Mr. Tang Siu Kun Stephen  
Mr. She Yu Yuan  
Mr. Luo Yao Wen  
Mr. Cheng Wing Hong

*Non-executive Directors*

Mr. Sun Yan  
Mr. Chen Dar Cin

*Independent non-executive Directors*

Prof. Dong Yin Mao  
Prof. Yang Rude  
Mr. Yan Kam Tong