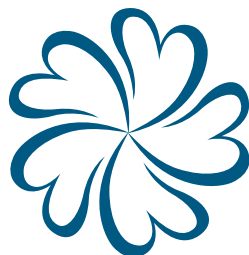


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MAGIC HOLDINGS INTERNATIONAL LIMITED

美即控股國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1633)

**ANNOUNCEMENT PURSUANT TO RULE 3.2 AND RULE 3.7 OF THE
TAKEOVERS CODE AND RULE 13.09 OF THE LISTING RULES AND
INSIDE INFORMATION PROVISIONS UNDER
PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE**

AND

RESUMPTION OF TRADING

This announcement is made pursuant to Rule 3.2 and Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) and Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “**SFO**”).

Reference is also made to the announcement of Magic Holdings International Limited (the “**Company**”) dated 26 July 2013 in respect of trading suspension in the shares of the Company (the “**Shares**”) relating to inside information.

The board of directors of the Company (the “**Board**”) noted recent movement in the price of the Shares. Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Board confirms that, save as disclosed in this announcement, it is not aware of any reasons for the movement in price of the Shares or of any information which must be announced to avoid a false market in securities of the Company or of any inside information that needs to be disclosed under Part XIVA of the SFO.

The Company wishes to announce that it and certain of its shareholders are in discussion with an independent third party (“**Potential Offeror A**”) of a possible transaction, which, if materialised, may lead to an offer (“**Possible Offer A**”) for all the issued Shares. During the course of the negotiation with Potential Offeror A, the Company was approached by another independent third party (“**Potential Offeror B**”, and collectively with Potential Offeror A, the “**Potential Offerors**”) regarding an indicative offer which, if materialised, may lead to an offer for the entire issued Shares by Potential Offeror B (“**Possible Offer B**”, and collectively with Possible Offer A, the “**Possible Offers**”).

No legally binding agreements have been entered into in respect of any of the Possible Offers as at the date of this announcement. The discussions with Potential Offeror A are still in progress, and the Board is awaiting further information from Potential Offeror B regarding the Possible Offer B. The Board has not been notified by any of the Potential Offerors of a firm intention to make an offer. The Possible Offers may or may not proceed.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company comprised 1,037,892,736 Shares in issue as at the date of this announcement. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

The associates of the Company (including shareholders of the Company having interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

There is no assurance that any transaction mentioned in this announcement will materialise or eventually be consummated and the discussions may or may not lead to an offer for the Shares. Shareholders of the Company and public investors are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.

TRADING SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 2:27 p.m. on 26 July 2013 pending the release of this announcement.

Application has been made by the Company for resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 5 August 2013.

On behalf of the Board
Magic Holdings International Limited
Tang Siu Kun Stephen
Chairman

Hong Kong, 2 August 2013

As at the date of this announcement, the Board comprises four executive directors, namely Mr. Tang Siu Kun Stephen (Chairman), 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 Professor Dong Yin Mao, Professor Yang Rude and Mr. Yan Kam Tong.

All the directors of the Company jointly and severally accept fully responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.