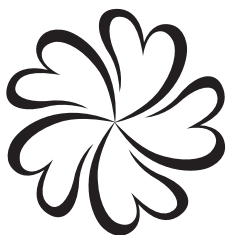


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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**

A notice convening the annual general meeting of the Company to be held at Gloucester Room I, 3/F, The Excelsior Hotel, 281 Gloucester Road, Causeway Bay, Hong Kong at 11:00 a.m. on Friday, 13 December 2013 is set out on pages 12 to 16 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.

30 October 2013

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EXPECTED TIMETABLE

2013

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,
6 December

Closure of register of members of the Company
for the entitlement to attend and vote at the
Annual General Meeting Monday, 9 December
to Friday, 13 December
(both days inclusive)

Record date for determining entitlement to
attend and vote at the Annual General Meeting. Friday, 13 December

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

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

Announcement of the results of the
Annual General Meeting Friday, 13 December

Latest time for lodging transfer of Shares in order
to be entitled to the final dividend 4:30 p.m. on Wednesday,
18 December

Closure of register of members of the Company
for the final dividend Thursday, 19 December
to Friday, 20 December
(both days inclusive)

Record date for determining entitlement to the
final dividend Friday, 20 December

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

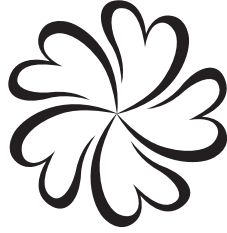
DEFINITIONS

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 convened to be held at Gloucester Room I, 3/F, The Excelsior Hotel, 281 Gloucester Road, Causeway Bay, Hong Kong at 11:00 a.m. on Friday, 13 December 2013, the notice of which is set out on pages 12 to 16 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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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

DEFINITIONS

“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 October 2013, 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
“Prospectus”	the prospectus of the Company dated 10 September 2010
“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)
“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

30 October 2013

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, (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 14 December 2012, the Shareholders approved 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 1,037,892,736. 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 207,578,547.

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.

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, 9 December 2013 to Friday, 13 December 2013 (both dates inclusive) during which period no transfer of Shares may be

LETTER FROM THE BOARD

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, 6 December 2013.

In order to ascertain the entitlement to the final dividend for the year ended 30 June 2013, the register of members of the Company will be closed from Thursday, 19 December 2013 to Friday, 20 December 2013 (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 2013, 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, 18 December 2013.

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. Tang Siu Kun Stephen, Mr. Yan Kam Tong and Prof. Dong Yin Mao 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. 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 12 to 16 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;
- (c) the grant of the Extension Mandate;
- (d) to declare a final dividend for the year ended 30 June 2013; and
- (e) the re-election of Directors.

A copy of the 2013 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 2013, 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

LETTER FROM THE BOARD

instructions printed thereon as soon as possible and in any event at or before 11:00 a.m. on Wednesday, 11 December 2013, 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.

RECOMMENDATION

The Directors consider that the grant of the General Mandate, the Repurchase Mandate, 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 1,037,892,736 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 1,037,892,736 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 103,789,273 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 2013, 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 2012	2.760	2.540
November 2012	3.050	2.670
December 2012	3.100	2.750
January 2013	3.570	2.880
February 2013	3.680	2.960
March 2013	3.330	3.020
April 2013	3.260	2.910
May 2013	4.200	3.110
June 2013	5.050	4.130
July 2013	4.870	4.320
August 2013	5.310	4.280
September 2013	6.100	4.340
October 2013 (up to the Latest Practicable Date)	6.100	6.050

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 217,295,000 Shares, 111,131,788 Shares and 140,185,385 Shares respectively, representing approximately 20.94%, approximately 10.71% and approximately 13.51% 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 23.26%, approximately 11.90% and approximately 15.00% 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 20% 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 20% 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 2013 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 of the Articles and who, being eligible, will offer themselves for re-election.

EXECUTIVE DIRECTORS

Mr. Tang Siu Kun, Stephen

Mr. Tang Siu Kun, Stephen (鄧紹坤), aged 48, a co-founder of the Group, is the Chairman and an executive Director of the Company. He is responsible for the overall strategic planning, financial planning and corporate management of the Group. He is currently a member of both the CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. He is the executive member of China Association of Poverty Alleviation and Development. Mr. Tang has over 10 years experience in corporate management and strategic planning and in the field of healthcare and skincare industry. Mr. Tang holds directorships in certain subsidiaries of the Company.

Mr. Tang 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. Under the service contract, he is entitled to an annual remuneration of RMB871,200, 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. Tang is interested in 111,131,788 Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Tang 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. Yan Kam Tong

Mr. Yan Kam Tong (甄錦棠), aged 49, is an independent non-executive Director of the Company appointed on 6 September 2010. Mr. Yan graduated with a Master of Arts degree in International Accounting from The City University of Hong Kong, and is a member of CPA Australia, the Hong Kong Institute of Certified Public Accountants and a CFA charterholder of the CFA Institute. He is the Chief Financial Officer and Responsible Officer of Quantsmile (HK) Limited, a licensed corporation under the SFO for type 9 (asset management) regulated activities under the SFO. He has over ten years experience in the areas of finance, operation and compliance in various asset management companies licensed under the SFO.

Mr. Yan signed an appointment letter with the Company on 6 September 2010 for an initial term of two years commencing from 1 September 2010 renewable automatically for successive terms of one year, unless terminated by either party by giving prior notice in writing. Mr. Yan is entitled to an annual remuneration of RMB132,000, which was determined by the Board having regard to his past working experience, his expected duties and responsibilities.

As at the Latest Practicable Date, Mr. Yan is interested in 360,000 Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Yan 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.

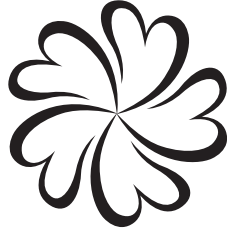
Prof. Dong Yin Mao

Prof. Dong Yin Mao (董銀卯), aged 50, is an independent non-executive Director of the Company appointed on 6 September 2010. He graduated from Beijing Institute of Light Industry (北京輕工業學院) in 1986 with a bachelor's degree in environmental conservation, and later obtained a master's degree in fine chemistry in 1993 with the same institute. He is currently a professor of The Beijing Technology and Business University (北京工商大學). He has published numerous articles concerning the research and development, manufacture and design of cosmetic with publishers specialized in the field, and he has obtained the qualification of researcher (研究師) accredited by the Senior Vocational Title Inspecting Committee of Beijing Municipality (北京市高級專業技術職務評審委員會) in 2002.

Prof. Dong signed an appointment letter with the Company on 6 September 2010 for an initial term of two years commencing from 1 September 2010 renewable automatically for successive terms of one year, unless terminated by either party by giving prior notice in writing. Prof. Dong is entitled to an annual remuneration of RMB132,000, which was determined by the Board having regard to his past working experience, his expected duties and responsibilities.

As at the Latest Practicable Date, Prof. Dong has no Share within the meaning of Part XV of the SFO. Save as disclosed above, Prof. Dong 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.

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 Gloucester Room I, 3/F, The Excelsior Hotel, 281 Gloucester Road, Causeway Bay, Hong Kong at 11:00 a.m. on Friday, 13 December 2013 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 2013;
2. to declare a final dividend for the year ended 30 June 2013;
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

NOTICE OF ANNUAL GENERAL MEETING

- (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;

“**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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

(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, 30 October 2013

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, 9 December 2013 to Friday, 13 December 2013 (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, 6 December 2013.
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.

NOTICE OF ANNUAL GENERAL MEETING

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