



## MACAU SUCCESS LIMITED

澳門實德有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 487)

**Recommended proposal for  
Macau Success Limited (a company incorporated in Hong Kong with limited liability)  
to become a wholly-owned subsidiary of**

## MACAU SUCCESS LIMITED

澳門實德有限公司\*

(A new holding company incorporated  
in Bermuda with limited liability and the shares of which will be listed on the main board of  
The Stock Exchange of Hong Kong Limited by way of introduction)

**by way of scheme of arrangement**  
(Under section 166 of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong)

*Sponsor and Financial adviser*



大福融資有限公司  
TAI FOOK CAPITAL LIMITED

### DESPATCH OF SCHEME DOCUMENT

#### Despatch of the Scheme Document

The Scheme Document containing, among other things, details of the Scheme and the Capital Reduction, has been despatched to the Shareholders on 27th August, 2004.

**Shareholders should note that the last day of dealings in the Shares is expected to be on Monday, 18th October, 2004 and the latest time for lodging forms of transfer of Shares in order to be entitled to the Newco Shares is expected to be on 4:30 p.m. on Thursday, 21st October, 2004. In addition, the listing of the Shares on the Stock Exchange will be withdrawn at the close of business on Wednesday, 27th October, 2004 and dealings in the Newco Shares is expected to commence on Thursday, 28th October, 2004.**

**Shareholders should read the Scheme Document carefully before taking any action in respect of the Scheme. In case of any doubt as to the Scheme, Shareholders should consult their licensed securities dealers, bank managers, solicitors, professional accountants or other professional advisers.**

Reference is made to the announcement dated 9th March, 2004 issued by the Company (the "Announcement").

#### DESPATCH OF THE SCHEME DOCUMENT

A scheme document (the "Scheme Document") dated 27th August, 2004 containing, among other things, details of the Scheme and the Capital Reduction has been despatched to the Shareholders on 27th August, 2004. Terms used herein shall bear the same respective meanings as those defined in the Scheme Document unless the context requires otherwise.

#### EXPECTED TIMETABLE

The expected timetable for the Proposed Reorganisation is set out as follows:

|   | <i>2004<br/>(Hong Kong time<br/>unless otherwise indicated)</i> |
|---|---|
| Latest time for lodging forms of transfer of Shares to qualify for entitlement to vote at the Court Meeting and the EGM .....   | 4:30 p.m. on Wednesday, 22nd September                          |
| Register of members closed to determine who can vote at the Court Meeting and the EGM .....   | Thursday, 23rd September to Monday, 27th September              |
| Latest time for lodging forms of proxy in respect of:   |   |
| Court Meeting (Notes 1 and 2) .....   | 10:00 a.m. on Saturday, 25th September                          |
| EGM (Notes 1 and 2) .....   | 10:15 a.m. on Saturday, 25th September                          |
| Court Meeting .....   | 10:00 a.m. on Monday, 27th September                            |
| EGM (Note 3) .....  | 10:15 a.m. on Monday, 27th September                            |
| Court hearing of petition to sanction the Scheme and confirm the Capital Reduction .....  | Monday, 18th October  |
| Last day of dealings in the Shares .....  | Monday, 18th October  |
| Dealings in the Shares ceased .....   | 4:00 p.m. on Monday, 18th October                               |
| Announcement of the result of court hearing of petition to sanction the Scheme and confirm the Capital Reduction and the Effective Date to be published on or about ..... | Tuesday, 19th October   |
| Latest time for lodging forms of transfer of Shares in order to be entitled to the Newco Shares .....   | 4:30 p.m. on Thursday, 21st October                             |
| Register of members closed to determine who can be entitled to the Newco Shares .....   | Monday, 25th October to Tuesday, 26th October                   |
| Record Time .....   | 4:00 p.m. on Tuesday, 26th October                              |
| Withdrawal of listing of the Shares .....   | close of business on Wednesday, 27th October                    |
| Despatch of share certificates of the Newco Shares .....  | Wednesday, 27th October   |
| Effective Date (Note 4) .....   | Wednesday, 27th October   |
| Dealings in the Newco Shares commence .....   | 9:30 a.m. on Thursday, 28th October                             |

**Shareholders should note that the above timetable, which is mainly dependent on the availability of the dates for the Court to hear the Scheme and confirm the Capital Reduction, is subject to change. Further announcement(s) will be made as and when appropriate.**

#### Notes:

- The forms of proxy should be returned to the Company's share registrar, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, by the time mentioned above; in the case of the form of proxy for the Court Meeting, it may also be handed to the chairman of the Court Meeting at that meeting. A proxy at the Court Meeting or the EGM need not be a member of the Company.
- Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the relevant meeting if he/she so wishes. In such event, his/her form of proxy will be deemed to have been revoked.
- The EGM will be held at 10:15 a.m. or so soon thereafter as the Court Meeting shall have been concluded or adjourned.
- The Scheme will become effective when it is sanctioned, with or without modification, by the Court and an office copy of the order of the Court is delivered to the Registrar of Companies in Hong Kong for registration, which is expected to take place on Wednesday, 27th October, 2004. If the Scheme shall not have become effective by 31st December, 2004, or such later date as the Court may allow, the Scheme will lapse. The Shareholders will be advised by a press announcement of the exact date upon which the Scheme becomes effective.
- The Capital Reduction will become effective when it is confirmed by the Court and an office copy of the order of the Court and a minute of order approved by the Court containing the particulars required under the Companies Ordinance are delivered to the Registrar of Companies in Hong Kong for registration, which is expected to take place on Monday, 18th October, 2004.

**Shareholders should note that the last day of dealings in the Shares is expected to be on Monday, 18th October, 2004 and the latest time for lodging forms of transfer of Shares in order to be entitled to the Newco Shares is expected to be on 4:30 p.m. on Thursday, 21st October, 2004. In addition, the listing of the Shares on the Stock Exchange will be withdrawn at the close of business on Wednesday, 27th October, 2004 and dealings in the Newco Shares is expected to commence on Thursday, 28th October, 2004.**

**Shareholders should read the Scheme Document carefully before taking any action in respect of the Scheme. In case of any doubt as to the Scheme, Shareholders should consult their licensed securities dealers, bank managers, solicitors, professional accountants or other professional advisers.**

By Order of the Board of  
Macau Success Limited  
Agnes N .Y. Chiu  
Company Secretary

The current Board comprises:

#### Executive Directors:

Mr. Yeung Hoi Sing, Sonny, Mr. Chan William and Mr. Lee Siu Cheung

#### Non-executive Director:

Mr. Choi Kin Pui, Russelle

#### Independent non-executive Directors:

Mr. Luk Ka Yee, Patrick, Mr. Yim Kai Pung and Ms. Yeung Mo Sheung, Ann

Hong Kong, 27th August, 2004

\* for identification purpose only