



## MACAU SUCCESS LIMITED

澳門實德有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00487)**

### NOTICE OF THE SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of the shareholders of Macau Success Limited (the “Company”) will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 27 June 2008 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT:**

- (a) the entering into of the conditional sale and purchase agreement dated 5 May 2008 (the “S&P Agreement”), a copy of which has been produced to the meeting marked “A” and initialled by the Chairman of the meeting for the purpose of identification, between, inter alia, Star Spangle Corporation (the “Vendor”) as vendor and the Company as purchaser, whereby the Vendor conditionally agreed to sell, and the Company conditionally agreed to purchase, or procure the purchase of, the entire issued share capital of Smart Class Enterprises Limited beneficially owned by the Vendor at a consideration of CAD2,900,000 (equivalent to approximately HK\$22,620,000) (the “Consideration”), upon the terms and subject to the conditions therein contained, be and is hereby approved, confirmed and ratified, and the allotment and issue of 19,500,000 new ordinary shares of HK\$0.01 each in the capital of the Company at an agreed issue price of HK\$1.16 each (the “Consideration Shares”) in full satisfaction of the Consideration by the Company to the Vendor or its nominee, and the performance of all transactions contemplated under the S&P Agreement be and are hereby approved;

\* *For identification purpose only*

- (b) conditional upon completion of the S&P Agreement, the directors of the Company be and are hereby authorised to allot and issue the Consideration Shares as fully paid to the Vendor or its nominee in full satisfaction of the Consideration; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all acts and things and execute and deliver all documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out and to give effect to any or all transactions contemplated under the S&P Agreement.”

By Order of the board of directors of  
**MACAU SUCCESS LIMITED**  
**Chiu Nam Ying, Agnes**  
*Company Secretary*

Hong Kong, 28 May 2008

*Head office and principal place of  
business in Hong Kong:*  
Suite 1601-2 & 8-10, 16th Floor  
Great Eagle Centre  
23 Harbour Road, Wanchai  
Hong Kong

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting of the Company may appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder of the Company who is an individual or a shareholder of the Company which is a corporation shall be entitled to exercise the same power on behalf of the shareholder of the Company which he or they represent as such shareholder of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

3. To be valid, the instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or notarially certified copy of such power or authority, shall be delivered to the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for the holding of the meeting or any adjourned meeting thereof at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or any adjourned meeting thereof, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to have been revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. At the meeting, the chairman thereof will exercise his power under bye-law 66 of the bye-laws of the Company to put the above resolution to the vote of the shareholders of the Company by way of poll.

*Unless otherwise specified in this announcement, translations of CAD into HK\$ are made in this announcement, for illustration only, at the rate of CAD1.00 to HK\$7.80. No representation is made that any amounts in CAD could have been or could be converted at this rate or any other rates or at all.*

*As at the date of this announcement, the board of directors of the Company comprises three executive directors, being Mr. Yeung Hoi Sing, Sonny (Chairman), Mr. Lee Siu Cheung (Deputy Chairman) and Mr. Ma Ho Man, Hoffman; one non-executive director, being Mr. Choi Kin Pui, Russelle; and three independent non-executive directors, being Mr. Luk Ka Yee, Patrick, Mr. Yim Kai Pung and Ms. Yeung Mo Sheung, Ann.*