



## MACAU SUCCESS LIMITED

澳門實德有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 487)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of the members of Macau Success Limited (the “Company”) will be held at Conrad Hong Kong, Kennedy Room, Level 7, Pacific Place, 88 Queensway, Hong Kong on Monday, 25 April 2005 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company.

#### ORDINARY RESOLUTION

“**THAT:**—

- (a) the conditional loan agreement dated 7 March 2005 (the “Loan Agreement”) entered into between Joyspirit Investments Limited (the “Lender”), an indirect wholly-owned subsidiary of the Company, as lender and King Seiner Palace Promotor De Jogos, Limitada (the “Borrower”) as borrower, a copy of which has been produced at the meeting marked “A” and signed by the chairman of the meeting for identification, whereby the Lender has agreed to grant a loan facility of HK\$50 million to the Borrower upon the terms and subject to the conditions therein contained, be and is hereby approved, confirmed and ratified and that the transactions contemplated thereunder be and are hereby approved;
- (b) the conditional deed of option dated 7 March 2005 (the “Option Deed”) entered into between the Borrower as grantor and the Lender as grantee, a copy of which has been produced at the meeting marked “B” and signed by the chairman of the meeting for identification, whereby the Borrower has agreed to grant to the Lender an option to require the Borrower to allot and issue to the Lender 20% of the enlarged share capital of the Borrower as at the date of completion of such allotment and issue upon the terms and subject to the conditions therein contained, be and is hereby approved, confirmed and ratified and that the transactions contemplated thereunder be and are hereby approved; and
- (c) the directors of the Company be and are hereby authorised to do such acts and execute such documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Loan Agreement and the Option Deed.”

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

Hong Kong, 7 April 2005

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxy(ies) to attend and, in the event of a poll, 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. Whether or not you intend to attend the meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the office of the Company's branch share registrar in Hong Kong, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

*As at the date of this announcement, the board of directors of the Company comprises 7 directors of which Mr. Yeung Hoi Sing, Sonny, Mr. Chan William and Mr. Lee Siu Cheung are executive directors, Mr. Choi Kin Pui, Russelle is non-executive director and Mr. Luk Ka Yee, Patrick, Mr. Yim Kai Pung and Ms. Yeung Mo Sheung, Ann are independent non-executive directors.*

*\* For identification purpose only*