



MACAU SUCCESS LIMITED

澳門實德有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0487)

NOTICE OF 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 Thursday, 15 February 2007 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**–

- (a) the entering into of the conditional agreement for sale and purchase dated 30 November 2006 (the “S&P Agreement”, which expression includes any amendment or supplement thereto), 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 Joy Idea Investments Limited (the “Vendor”) as vendor and World Fortune Limited (the “Purchaser”), an indirect wholly-owned subsidiary of the Company, as purchaser, whereby the Vendor has agreed to sell, and the Purchaser has agreed to purchase, 12.25% of the entire issued share capital of, and the related shareholder loan to, Ponte 16 – Desenvolvimento Predial, S.A. (whose name in English is “Pier 16 – Property Development Limited”) (“Ponte 16”), beneficially owned by the Vendor at an aggregate consideration of HK\$200,000,000 (the “Consideration”), upon the terms and subject to the conditions therein contained, be and is hereby approved, confirmed and ratified and all transactions contemplated under the S&P Agreement be and are hereby approved;

- (b) conditional upon completion of the S&P Agreement, the directors of the Company be and are hereby authorised to allot and issue 60,000,000 shares of HK\$0.01 each in the share capital of the Company as fully paid at an agreed issued price of HK\$0.80 per share to the Vendor or its nominee in partial settlement of the Consideration;
- (c) the provision of additional shareholder's loan by the Purchaser to Ponte 16 as a result of completion of the S&P Agreement be and is hereby approved; and
- (d) 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 or to give effect to any or all transactions contemplated under the S&P Agreement and the provision of additional shareholder's loan by the Purchaser to Ponte 16."

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

Hong Kong, 29 January 2007

*Head office and principal place of
business in Hong Kong:*
Units 1002-05A, 10th Floor
West Tower, Shun Tak Centre
200 Connaught Road Central
Hong Kong

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

Notes:

1. A shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxy(ies) to attend and vote in his/her stead. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent him/her.
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, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting concerned and, in such event, his/her form of proxy shall be deemed to have been revoked.
4. In the case of joint holders of any share of the Company, any one of such joint 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 joint 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 shareholder in whose name any share of the Company stands shall for this purpose be deemed joint holders thereof.
5. At the meeting, the chairman thereof will exercise his power under bye-law no. 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 a poll.

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

** For identification purpose only*

*Please also refer to the published version of this announcement in
The Standard and Hong Kong Economic Times.*