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## 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 Macau Success Limited (the “**Company**”) will be held at 3:00 p.m. or as soon thereafter as the annual general meeting of the Company held at 2:30 p.m. shall have been concluded or adjourned (whichever is later) on Tuesday, 26 May 2009 at Salon IV, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong 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 provision of additional financial assistance by the Company and its subsidiaries (collectively the “**Group**”) to Pier 16 – Property Development Limited (“**Pier 16 – Property Development**”), a company which is beneficially held as to 49% by an indirect subsidiary of the Company, in the amount of HK\$618.8 million as at 7 May 2009 for the development of Ponte 16, as detailed in the circular of the Company dated 8 May 2009 (the “**Circular**”) issued to its shareholders containing the notice convening this meeting, a copy of the Circular has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification, be and is hereby approved, confirmed and ratified;

\* *For identification purpose only*

- (b) the provision of further financial assistance by the Group to Pier 16 – Property Development up to a maximum amount of HK\$210.7 million mainly to finance the construction cost of and the repayment of the bank loan by Pier 16 – Property Development for the period up to 31 December 2009, as detailed in the Circular, be and is hereby approved; 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 or to give effect to any or all transactions contemplated in this resolution.”

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

Hong Kong, 8 May 2009

*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 attend 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 powers 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 fact.
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 a 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 holding 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 holder 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.

*As at the date of this announcement, the board of directors of the Company comprises two executive directors, namely Mr. Yeung Hoi Sing, Sonny (Chairman) and Mr. Ma Ho Man, Hoffman (Deputy Chairman); 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.*