



MAGICIAN INDUSTRIES (HOLDINGS) LIMITED

通達工業(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 526)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Magician Industries (Holdings) Limited (通達工業(集團)有限公司) (“**Company**”) will be held at Flat A, 2nd Floor, Yeung Yiu Chung (No.6) Industrial Building, 19 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong on 24 July 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (1) “**THAT** the creation and issue by the Company of the zero-coupon convertible bonds of the Company due 2009 in the aggregate principal sum of up to HK\$26,000,000 (the “**Convertible Bonds**”), convertible into new shares (the “**Shares**”) of HK\$0.10 each in the capital of the Company on the terms and conditions (“**Bond Conditions**”) contained in Schedule 1 to the conditional placing agreement dated 27 June 2007 (“**Placing Agreement**”) (a copy of which has been produced to this Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) between the Company and IBTS Asia (HK) Limited (“**Placing Agent**”) in connection with the offer by the Company by way of private placement of the Convertible Bonds with the maximum principal amount of HK\$26,000,000 to be placed by the Placing Agent on a best effort basis to professional, institutional or private investor(s) procured by or on behalf of the Placing Agent be and is hereby generally and unconditionally approved in all respects.”
- (2) “**THAT** conditional on the passing of resolution numbered (1) above (to the extent of the Convertible Bonds agreed to be placed under the Placing Agreement being approved to be created and issued), the Placing Agreement and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith, be and are hereby generally and unconditionally approved in all respects and that the directors (“**Directors**”) of the Company be and they are hereby generally and unconditionally authorised to issue such corresponding principal amount of the Convertible Bonds on and subject to the respective terms of the Placing Agreement, to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of the Directors, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Placing Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of the Bond Conditions, which are not fundamentally different from those as provided under the Placing Agreement) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

- (3) “**THAT** the Directors of the Company be and they are hereby generally and specifically authorised to allot and issue such number of new Shares (“**Special Mandate**”) as may be required to be allotted and issued upon the exercise of the conversion right attaching to the Convertible Bonds approved to be issued under resolution numbered (1) above (or to the extent necessary) on and subject to the terms and conditions of the Placing Agreement and the Bond Conditions and that the Special Mandate shall be in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 27 September 2006 or such other general or special mandate(s) which may from time to time be granted to the Directors prior to the passing of this Resolution.”

By Order of the Board
MAGICIAN INDUSTRIES (HOLDINGS) LIMITED
Xu Jin
Chairman

Date: 6 July 2007

Registered office:
Clarendon House
Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
Flat A, 2nd Floor
Yeung Yiu Chung (No.6) Industrial Building
19 Cheung Shun Street
Cheung Sha Wan
Kowloon
Hong Kong

Notes:

- 1 A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed herewith.
- 2 To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company’s principal office at Flat A, 2nd Floor, Yeung Yiu Chung (No.6) Industrial Building, 19 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so wish.

As at the date of this notice, the Board comprises Mr Xu Jin (Chairman), being executive Director, Mr Lau Kin Hon being non-executive Director, Mr He Chengying, Mr Chan Man Sum Ivan and Mr Cheung Kiu Cho Vincent being independent non-executive Directors.