



MAGICIAN INDUSTRIES (HOLDINGS) LIMITED

通達工業(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 526)

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 Tuesday, 19 February 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

1. “**THAT** subject to compliance with the relevant legal procedures and requirements under Bermuda laws and the Listing Committee of The Hong Kong Stock Exchange Limited granting approval for the listing of, and permission to deal in, the New Shares (as defined below) in issue, with effect from the business day immediately following the day of passing of this resolution:
 - (a) the par value of each issued share of HK\$0.10 (“Share”) in the capital of the Company be reduced to HK\$0.01 by canceling paid-up capital to the extent of HK\$0.09 on each issued Share (“Capital Reduction”);
 - (b) immediately following the Capital Reduction, each authorized but unissued Share in the capital of the Company be subdivided into 10 new shares of HK\$0.01 each (“New Share”) (“Subdivision”);
 - (c) immediately following the Capital Reduction and the Subdivision, the authorised share capital of the Company be reduced from HK\$400,000,000 to HK\$100,000,000 by cancelling 30,000,000,000 unissued New Shares;
 - (d) the entire balance standing to the credit of the share premium account of the Company be cancelled (“Share Premium Cancellation”);
 - (e) the credits arising from the Capital Reduction and the Share Premium Cancellation be transferred to the contributed surplus account of the Company and applied by the directors (“**Directors**”) of the Company in accordance with the bye-laws of the Company and all applicable laws, including towards setting off the accumulated losses of the Company; and
 - (f) the Directors be and are hereby authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

* For identification purpose only

2. “**THAT** subject to the Capital Reduction and the Subdivision (as defined in Resolution 1) becoming effective, the existing bye-law 3(1) of the Company’s bye-laws be deleted in its entirety and substituted by the following:

“3 (1) The share capital of the Company shall be divided into shares of a par value of \$0.01 each or such other amount as the Company may determine from time to time.””

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

Date: 18 January 2008

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| <i>Registered office:</i> | <i>Principal place of business in Hong Kong:</i> |
| Clarendon House | Flat A, 2nd Floor |
| Church Street | Yeung Yiu Chung (No.6) Industrial Building |
| Hamilton HM 11 | 19 Cheung Shun Street |
| Bermuda | 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 one or, if he is the holder of two or more shares, more than one proxy 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 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.