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**IMAGI INTERNATIONAL HOLDINGS LIMITED**  
**意馬國際控股有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(stock code: 585)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “SGM”) of Imagi International Holdings Limited (the “Company”) will be held at Salon 5, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 29 August 2011, Monday, at 3:30 p.m. or any adjournment thereof (as the case may be) for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution of the Company:

**SPECIAL RESOLUTION**

“**THAT:**

- (a) conditional upon the satisfaction of the requirements as set out in section 46(2) of the Companies Act 1981 of Bermuda and with effect from the business day (not being a Saturday) immediately after the passing of this resolution (the “**Effective Date**”), the entire amounts standing to the credit of the share premium account and the deemed contribution reserve account of the Company, representing the entire amount outstanding to the credit of the Company’s share premium accounts as at the Effective Date be cancelled (the “**Share Premium Cancellation**”);
- (b) upon the Share Premium Cancellation becoming effective, the directors of the Company (the “**Directors**”) be and are hereby authorised to transfer the credit arising therefrom to the contributed surplus account of the Company and the Directors be and are hereby authorised to apply the amount in the contributed surplus account of the Company to set off the accumulated losses of the Company in the manner permitted by the laws of Bermuda and the bye-laws of the Company without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, ratified and confirmed; and

\* for identification purpose only

- (c) any one Director be and is hereby authorised generally to sign and execute such documents and do all such acts and things and to take all such steps as it consider necessary, expedient or desirable in connection with and to give effect to the Share Premium Cancellation.”

By order of the Board  
**Imagi International Holdings Limited**  
**Soh Szu Wei**  
*Executive Director & Chief Executive Officer*

Hong Kong, 3 August 2011

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally 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 personally or by proxy, that one of the said persons so present 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.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be delivered to Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. Whether or not you propose to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person if you so wish. In the event that you attend the meeting after having lodged the form of proxy, it will be deemed to have been revoked.
5. The resolutions to be proposed at the meeting will be decided by way of poll.

*As at the date of this announcement, the Board comprises Mr. Leung Pak To as the Chairman and non-executive director; Mr. Soh Szu Wei as the executive director; Mr. Chong Meng Tak, Christopher, Ms. Ma Wai Man, Catherine and Mr. Yang Fei as the non-executive directors; and Mr. Chan Yuk Sang, Mr. Cheng Yuk Wo and Dr. Lam Lee G. as the independent non-executive directors.*