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TRANSPORT INTERNATIONAL HOLDINGS LIMITED
(載通國際控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock code: 62)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Transport International Holdings Limited (the “**Company**”) will be held at The Royal Plaza Hotel, Grand Ballroom, 193 Prince Edward Road West, Kowloon, Hong Kong on 21 January 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions of the Company:-

ORDINARY RESOLUTIONS

1. **“THAT:-**

- (a) the sale and purchase agreement dated 11 December 2009 (the “**Sale and Purchase Agreement**”) entered into between KT Properties Investment Limited, a wholly-owned subsidiary of the Company, and Turbo Result Limited, a wholly-owned subsidiary of Sun Hung Kai Properties Limited and the transactions contemplated thereunder as described in the circular of the Company dated 30 December 2009 (the “**Circular**”) (a copy of the Sale and Purchase Agreement and the Circular and marked “A” and “B” respectively are produced at the meeting and initialed by the chairman of the meeting for the purpose of identification) and the implementation thereof be and are hereby approved, ratified and confirmed; and
- (b) the directors of the Company be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute and, where required, to affix the common seal of the Company to all such documents, instruments, deeds and agreements and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement and all other matters incidental thereto.”

2. **“THAT:-**

- (a) the development agreement dated 11 December 2009 (the “**Development Agreement**”, a copy of which is produced at the meeting and marked “C” and initialed by the chairman of

* *For identification purpose only*

the meeting for the purpose of identification) entered into among KT Real Estate Limited, Turbo Result Limited, the Company and Sun Hung Kai Properties Limited, and the transactions contemplated thereunder as described in the Circular and the implementation thereof be and are hereby approved, ratified and confirmed; and

- (b) the directors of the Company be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute and, where required, to affix the common seal of the Company to all such documents, instruments, deeds and agreements and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Development Agreement and all other matters incidental thereto.”

By Order of the Board
Lana WOO
Company Secretary

Hong Kong, 30 December 2009

Notes:

- (1) Any member of the Company entitled to attend and vote at this meeting shall be entitled to appoint another person as his proxy to attend and to vote instead of him. On a poll, votes may be given either personally (or, in the case a member being a corporation, by its duly authorised representative) or by proxy in accordance with the bye-laws of the Company. A proxy need not be a member of the Company. A member who is a holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at this meeting.
- (2) In the case of joint holders of a share, 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 in respect of the joint holding.
- (3) To be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is executed, or a notarially certified copy thereof, must be delivered to the principal office of the Company at 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong not less than 48 hours before the time appointed for the holding of this meeting or any adjournment thereof.
- (4) Each of the above resolutions will be put to vote by way of a poll at this meeting.
- (5) As at the date of this notice, the Directors of the Company are The Hon. Sir Sze-yuen CHUNG, GBM, GBE, JP as Chairman and Independent Non-executive Director; Dr. Norman LEUNG Nai Pang, GBS, JP as Deputy Chairman and Independent Non-executive Director; Dr. KUNG Ziang Mien, James, GBS, OBE (with Mr. KUNG Lin Cheng, Leo, JP as alternate), Dr. Eric LI Ka Cheung, GBS, OBE, JP and Mr. SIU Kwing-chue, Gordon, GBS, CBE, JP as Independent Non-executive Directors; Mr. Edmond HO Tat Man as Managing Director; Mr. Charles LUI Chung Yuen, M.H. as Executive Director; Mr. KWOK Ping-luen, Raymond, JP (with Mr. YUNG Wing Chung as alternate), Dr. KWOK Ping-sheung, Walter, JP (with Mr. SO Wai Kei, Godwin as alternate), Mr. NG Siu Chan (with Ms. Winnie NG as alternate), Mr. William LOUEY Lai Kuen, Dr. John CHAN Cho Chak, GBS, JP, Ms. Winnie NG, Mr. George CHIEN Yuan Hwei and Mr. John Anthony MILLER, SBS, OBE as Non-executive Directors.
- (6) The translation into Chinese language of this notice is for reference only. In case of inconsistency, the English version shall prevail.