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合 生 創 展 集 團 有 限 公 司*
HOPSON DEVELOPMENT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 754)

Website: <http://www.irasia.com/listco/hk/hopson>

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of Hopson Development Holdings Limited (“Company” together with its subsidiaries, the “Group”) will be held at Alexandra Room, 2nd Floor, Mandarin Oriental, 5 Connaught Road Central, Hong Kong on Monday, 3 December 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the amendments (the “Amendments”) to the share purchase agreement dated 3 November 2010 (as amended and supplemented by the supplemental agreement dated 13 December 2010) (“Share Purchase Agreement”) relating to the Company’s acquisition of the entire issued share capital of Sun Excel Investments Limited at a total consideration of RMB6,605,066,000 (“Acquisition”) and entered between the Company and Farrich Investment Limited (“Farrich”) as set out in the second supplemental agreement (the “Second Supplemental Agreement”) dated 26 October 2012 and entered into between the Company and Farrich in respect of the Share Purchase Agreement (a copy of which initialled by the chairman of the meeting for the purpose of identification has been produced to this meeting) be and are hereby approved, ratified and confirmed; and

* *for identification purposes only*

(b) any one director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts and things, to sign, execute and deliver all such other documents, deeds, instruments and agreements and to take such steps as he may consider necessary, desirable or expedient to give effect to or in connection with the Amendments, the Acquisition, all the transactions contemplated under the Share Purchase Agreement as amended by the Second Supplemental Agreement and all other matters incidental thereto.”

By Order of the Board
Hopson Development Holdings Limited
Chu Mang Yee
Chairman

Hong Kong, 16 November 2012

Principal Office:

Suites 3305–3309
33rd Floor, Jardine house
1 Connaught Place, Central
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and vote in his stead. Any such member who is a holder of two or more shares may appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
- (2) 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 notarially certified copy of that power of attorney or other authority, must be deposited at the principal office of the Company at Suites 3305–3309, 33rd Floor, Jardine House, 1 Connaught Place, Central, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or any adjournment thereof.
- (3) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the Board comprises nine directors. The executive directors are Mr. Chu Mang Yee (Chairman), Mr. Zhang Yi, Mr. Xiang Bin, Mr. Au Wai Kin, Mr. Liao Ruo Qing and Ms. Chu Kut Yung; and the independent non-executive directors are Mr. Lee Tsung Hei, David, Mr. Wong Shing Kay, Oliver, and Mr. Tan Leng Cheng, Aaron.