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合 生 創 展 集 團 有 限 公 司*

HOPSON DEVELOPMENT HOLDINGS LIMITED

(Stock Code: 754)

(Incorporated in Bermuda with limited liability)

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 Annapurna Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Wednesday, 9 December 2009 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the Panyu Agreement (as more particularly described in the circular to the shareholders of the Company dated 23 November 2009 (the “Circular”)), a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification, and the execution, delivery and performance by the Company of the Panyu Agreement be and are hereby approved, confirmed and ratified;
- (b) the Acquisition, the Cheerocean Share Disposal (as more particularly described in the Circular) and all transactions contemplated under or incidental to the Panyu Agreement and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to the Panyu Agreement be and are hereby approved, confirmed and ratified;
- (c) up to 204,925,468 Consideration Shares (as more particularly described in the Circular) be allotted and issued to Mr. Chu Mang Yee (“Mr. Chu”) and/or his nominee(s) in accordance with the terms of the Panyu Agreement for payment of the Balance (as more particularly described in the Circular) and the Hong Kong branch share registrar of the Company be instructed to issue share certificate(s) under seal for the Consideration Shares to Mr. Chu and/or his nominee(s) (or as Mr. Chu may direct) on such date (including a day on which the register of members of the Company

is closed for transfer of shares of the Company) as the Company may instruct, and any one Director acting singly be authorised to take any and all actions and execute any documents as he/she may see fit in connection with the aforesaid; and

- (d) any one Director of the Company be and is hereby authorised 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/she may consider necessary, desirable or expedient to give effect to or in connection with the Panyu Agreement, the Acquisition, the Cheerocean Share Disposal and the issue of the Consideration Shares or any of the transactions contemplated under the Panyu Agreement and all other matters incidental thereto.”

By Order of the Board
Chu Mang Yee
Chairman

Hong Kong, 23 November 2009

Principal Office:
Suites 3305–3309
33/F, 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, 33/F, 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 is composed of nine Directors. The executive Directors are Mr. Chu Mang Yee (Chairman), Mr. Xiang Bin, Mr. Chen Chang Ying, Mr. Au Wai Kin, Mr. Xue Hu and Ms. Zhao Mingfeng; and the independent non-executive Directors are Mr. Yuen Pak Yiu, Philip, Mr. Lee Tsung Hei, David and Mr. Wong Shing Kay, Oliver.

* *For identification purposes only*