

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Hopson Development Holdings Limited (the “Company” and together with its subsidiaries, the “Group”), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



合 生 創 展 集 團 有 限 公 司\*

**HOPSON DEVELOPMENT HOLDINGS LIMITED**

(Stock Code: 00754)

*(Incorporated in Bermuda with limited liability)*

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

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATE FOR THE REPURCHASE  
BY THE COMPANY OF ITS OWN SHARES**

A notice convening an annual general meeting (the “AGM” or the “Meeting”) of the shareholders (the “Shareholders”) of the Company to be held at Alexandra Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Monday, 16th June, 2008 at 10:00 a.m. is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company at Suites 3305–09, 33/F., Jardine House, 1 Connaught Place, Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Meeting (or any adjourned meeting thereof).

\* for identification purpose only

23rd May, 2008

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## **RESPONSIBILITY STATEMENT**

**This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) for the purpose of giving information with regard to the Company. The directors (the “Directors”) of the Company collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.**



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**HOPSON DEVELOPMENT HOLDINGS LIMITED**

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*Executive Directors:*

CHU Mang Yee (Chairman)  
XIANG Bin (Deputy Chairman)  
ZHAO Hai (Deputy Chairman)  
CHEN Chang Ying (Chief Executive Officer)  
AU Wai Kin  
XUE Hu  
ZHAO Mingfeng

*Independent Non-executive Directors:*

YUEN Pak Yiu, Philip  
LEE Tsung Hei, David  
WONG Shing Kay, Oliver

*Principal Office:*

Suites 3305-09  
33/F., Jardine House  
1 Connaught Place  
Central  
Hong Kong

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

23rd May, 2008

*To the Shareholders and  
for information only, the optionholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATE FOR THE REPURCHASE  
BY THE COMPANY OF ITS OWN SHARES**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to, inter alia, re-elect the retiring Directors and to renew the Repurchase Mandate (as defined below).

\* for identification purpose only

## LETTER FROM THE BOARD

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 87(1) of the Bye-laws, Mr. Yuen Pak Yiu, Philip, Mr. Lee Tsung Hei, David and Mr. Wong Shing Kay, Oliver will retire by rotation at the AGM and, being eligible, have offered themselves for re-election.

In accordance with Bye-law 86(2) of the Bye-laws, any Director appointed by the Board after the annual general meeting of the Company held on 15th June, 2007 will retire at the AGM. Accordingly, Mr. Zhao Hai, Mr. Xue Hu and Ms. Zhao Mingfeng will retire from office and, being eligible, have offered themselves for re-election at the AGM.

The qualifications, previous experience and major appointments of all the Directors who stand for re-election at the AGM are set out in the “Directors’ Profile and Senior Management Profile” sections contained in the Company’s 2007 Annual Report which has been sent to the Shareholders. Other biographical details of each of the said Directors, as required to be disclosed pursuant to rule 13.51(2) of the Listing Rules, are set out below for the Shareholders’ consideration.

#### (a) Mr. Yuen Pak Yiu, Philip (aged 73)

Mr. Yuen was appointed to the Board in 1998. He is also the chairman of the audit committee, remuneration committee and connected transactions/related party transactions committee of the Company. In the past three years and as at 19th May, 2008 (the “Latest Practicable Date”), Mr. Yuen has served as director of other listed companies as set forth below:

<b>Name of company</b>	<b>Appointment date</b>	<b>Position</b>	<b>Resignation date</b>
Henderson Investment Limited	16th June, 1981	Non-executive director	N/A
Melbourne Enterprises Limited	14th December, 1993	Independent non-executive director	N/A
APT Satellite Holdings Limited	17th October, 1996	Independent non-executive director	1st July, 2007

Save as disclosed, Mr. Yuen does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any other position with the Company or any member of the Group. As at the Latest Practicable Date, Mr. Yuen did not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) in the securities of the Company.

Although Mr. Yuen has served as an independent non-executive Director for more than nine years, the Directors are of the opinion that Mr. Yuen continues to bring relevant experience and knowledge to the Board and that, notwithstanding his long services, he maintains an independent view of the Company’s affairs.

## LETTER FROM THE BOARD

There is no service contract signed between the Company and Mr. Yuen. After his re-election at the AGM, Mr. Yuen will continue to serve on the Board until he becomes due to retire by rotation again in accordance with the Bye-laws. Mr. Yuen received a Director's fee of HK\$160,000 for serving as an independent non-executive Director in 2007.

**(b) Mr. Lee Tsung Hei, David, BBS, JP (aged 58)**

Mr. Lee was appointed to the Board in 1998. He is also a member of the audit committee, remuneration committee and connected transactions/related party transactions committee of the Company. During the period from 15th December, 1994 to 17th October 2006, Mr. Lee served as an independent non-executive director of Chuang's Consortium International Limited. Save as disclosed, Mr. Lee did not hold any directorship in other listed companies in the last three years.

The Company was advised by Mr. Lee that as at the Latest Practicable Date, he was a director of David C Lee Property Consultants (Asia Pacific) Limited ("DCLP"). He was also a director of David C Lee Surveyors Limited ("DCLS") prior to his resignation on or about 26th May, 2006. DCLS and DCLP are in liquidation.

DCLS and DCLP were incorporated in Hong Kong principally engaged in the provision of property consulting services. The Company was advised by Mr. Lee that he had indirect shareholding interests in DCLS and DCLP through another company (the "Corporate Shareholder") and that disputes arose around May 2006 between Mr. Lee and a third party (the "Third Party") as to the ultimate shareholding and control of the Corporate Shareholder (the "Dispute"). Mr. Lee further advised that the Third Party claimed to have a 70% shareholding in the Corporate Shareholder and purported to have removed Mr. Lee as a director of DCLS on 17th May, 2006. Mr. Lee advised that the removal should be ineffective. However, in order to forestall any speculation on the motives of his actions taken as a director, Mr. Lee decided to resign as a director of DCLS along with the other directors on or about 26th May, 2006. Mr. Lee further advised that all the directors of DCLS and DCLP were involved in the management of DCLS and DCLP at board levels participating in weekly or bi-weekly board meetings and he himself was also more involved with the professional work.

The Company was advised by Mr. Lee that in view of the Dispute, DCLS's bankers decided to cancel certain credit facilities extended to DCLS necessary for meeting its cash flow requirements particularly for payment of employees' salaries. Mr. Lee advised that to avoid DCLS being in breach of the Employment Ordinance for failing to pay employees' salaries within the statutory period and to refrain from continuing to carry on business whilst it was insolvent, on 29th May, 2006 the then directors of DCLS decided to voluntarily wind up DCLS.

On 7th August, 2006, a petition for the winding up of DCLP was presented to the High Court of Hong Kong by an employee in respect of claims for severance payment and wages in lieu of notice and annual leave under her employment contract. Mr. Lee advised that according to his estimate, the employee's total claims should not exceed HK\$40,000. On 4th October, 2006, a winding-up order was issued against DCLP by the Hong Kong High Court.

Mr. Lee advised that as at the Latest Practicable Date, the Dispute was not settled and the winding up proceedings were still in progress. Mr. Lee further advised that he was not aware of any allegation of fraud or other impropriety on the part of DCLS and DCLP or himself during the course of the winding up. He also confirmed that he had not been held liable for any of the liabilities of DCLS and DCLP.

## LETTER FROM THE BOARD

The Company has considered the information provided by Mr. Lee in relation to the winding up of DCLP and DCLS. Based on the information provided, nothing has come to the Board's attention indicating any allegation of fraud or other impropriety on the part of DCLP and DCLS or Mr. Lee during the course of the winding up or any allegation that Mr. Lee is liable for any of the liabilities of DCLP and DCLS.

On the basis of the information set out above, the Board considered that Mr. Lee's ability to satisfy the requirement of rule 3.09 of the Listing Rules that a director must have the character, experience and integrity and is able to demonstrate a standard of competence commensurate with his position as a director of a listed issuer will not be impaired by reason of the matters disclosed above nor his suitability to act as an independent non-executive Director of the Company be affected by such matters.

Mr. Lee does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any other position with the Company or any member of the Group. As at the Latest Practicable Date, Mr. Lee did not have any interest (within the meaning of Part XV of the SFO) in the securities of the Company.

Although Mr. Lee has served as an independent non-executive Director for more than nine years, the Directors are of the opinion that Mr. Lee continues to bring relevant experience and knowledge to the Board and that, notwithstanding his long services, he maintains an independent view of the Company's affairs.

There is no service contract signed between the Company and Mr. Lee. After his re-election at the AGM, Mr. Lee will continue to serve on the Board until he becomes due to retire by rotation again in accordance with the Bye-laws. Mr. Lee received a Director's fee of HK\$160,000 for serving as an independent non-executive Director in 2007.

### (c) Mr. Wong Shing Kay, Oliver (aged 56)

Mr. Wong was appointed to the Board in 1998. He is also a member of the audit committee, remuneration committee and connected transactions/related party transactions committee of the Company. In the past three years and as at the Latest Practicable Date, Mr. Wong has served as director of other listed companies as set forth below:

<b>Name of company</b>	<b>Appointment date</b>	<b>Position</b>
New City (China) Development Limited	14th March, 2003	Independent non-executive director
Deson Development International Holdings Limited	27th September, 2004	Independent non-executive director

Save as disclosed, Mr. Wong does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any other position with the Company or any member of the Group. As at the Latest Practicable Date, Mr. Wong did not have any interest (within the meaning of Part XV of the SFO) in the securities of the Company.

## LETTER FROM THE BOARD

Although Mr. Wong has served as an independent non-executive Director for more than nine years, the Directors are of the opinion that Mr. Wong continues to bring relevant experience and knowledge to the Board and that, notwithstanding his long services, he maintains an independent view of the Company's affairs.

There is no service contract signed between the Company and Mr. Wong. After his re-election at the AGM, Mr. Wong will continue to serve on the Board until he becomes due to retire by rotation again in accordance with the Bye-laws. Mr. Wong received a Director's fee of HK\$160,000 for serving as an independent non-executive Director in 2007.

### **(d) Mr. Zhao Hai (aged 51)**

Mr. Zhao was appointed to the Board on 23rd October, 2007. He is the Deputy Chairman of the Board. Mr. Zhao did not hold any directorship in any listed company in the last three years. Mr. Zhao is not a director of and does not hold any executive position in any member of the Group. He does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Zhao had personal interests in options granted under the Share Option Scheme adopted by the Company on 4th November, 2002 to subscribe for 1,000,000 shares of HK\$0.10 each in the capital of the Company (the "Shares").

Mr. Zhao has a service contract with the Company for a term of three years (subject to the termination provisions of the service contract) commencing from 23rd October, 2007. Pursuant to Mr. Zhao's service contract, he is entitled to an annual salary of HK\$5,000,000 and the said options.

### **(e) Mr. Xue Hu (aged 42)**

Mr. Xue joined the Group in 1994 and was appointed to the Board on 23rd October, 2007. He is also a director of various subsidiaries of the Company. Mr. Xue did not hold any directorship in any listed company in the last three years. He does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Xue did not have any interest (within the meaning of Part XV of the SFO) in the securities of the Company.

Mr. Xue has a service contract with the Company for a term of three years (subject to the termination provisions of the service contract) commencing from 23rd October, 2007 unless terminated earlier by either party giving the other not less than three months' prior written notice after the expiry of one year from 23rd October, 2007. Pursuant to Mr. Xue's service contract, he is entitled to an annual salary (inclusive of housing and business allowances) of RMB1,000,000 and an annual bonus at a vice president grade under the Group's incentive bonus scheme.

### **(f) Ms. Zhao Mingfeng (aged 53)**

Ms. Zhao was appointed to the Board on 19th May, 2008. She graduated from Jilin Finance and Trading Institute (吉林財貿學院) in 1982 with a bachelor's degree in Economics. In 1994 she qualified as a senior accountant and China Certified Public Accountant. During the period from 1982 to 1991, she was a lecturer at the Accounting and Statistics Department of Changchun Finance Vocational School (長春金融專科學校). She also worked in the accounting offices of the Jilin and Shenzhen branches respectively of the People's Bank of China. Prior to joining the Group in October 2006, she was an



## **LETTER FROM THE BOARD**

executive director of Shenzhen Investment Limited, a company listed in Hong Kong. Ms. Zhao has extensive experience and knowledge in financial management. Save as disclosed, Ms. Zhao did not hold any directorship in any listed company in the last three years.

Ms. Zhao is presently the Group's chief financial officer. Ms. Zhao does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or have any interest in the securities of the Company within the meaning of the SFO.

Ms. Zhao has a service contract with the Company for a term of three years (subject to the termination provisions of the service contract) commencing from 19th May, 2008 unless terminated earlier by either party giving the other not less than three months' prior written notice after the expiry of one year from 19th May, 2008. Pursuant to Ms. Zhao's service contract, she is entitled to an annual salary (inclusive of housing and business allowances and an annual bonus under the Group's incentive bonus scheme) of HK\$3,000,000.

### **(g) General**

- (i) The emoluments of all Directors are determined with reference to the Directors' duties and responsibilities, the Company's performance, as well as remuneration benchmark in the industry and prevailing market conditions.
- (ii) Save for the information set out in this section and in the Annual Report, there is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under rule 13.51(2) of the Listing Rules.

### **REPURCHASE MANDATE**

At the last annual general meeting of the Company held on 15th June, 2007, a general mandate was given to the Directors to exercise the power of the Company to repurchase Shares (the "Repurchase Mandate"). Pursuant to the Listing Rules, the Repurchase Mandate will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of ordinary resolution No. 6.B. as set out in the notice of the AGM to renew the Repurchase Mandate. The explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the proposed resolution for the approval of the renewal of the Repurchase Mandate is set out in Appendix I hereto.

### **AGM AND POLL PROCEDURES**

The notice convening the AGM is set out in Appendix II to this circular. At the AGM, amongst others, ordinary resolutions will be proposed to approve the re-election of the retiring Directors and the Repurchase Mandate.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's principal place of business at Suites 3305-09, 33/F., Jardine House, 1 Connaught Place, Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

## LETTER FROM THE BOARD

Details of the poll procedures are set out in Appendix III to this circular.

### RECOMMENDATION

The Directors consider that the proposals for the re-election of the retiring Directors and renewal of the Repurchase Mandate are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions in the terms as set out in the notice of the AGM.

Yours faithfully,  
By order of the Board  
**CHU Mang Yee**  
*Chairman*

This explanatory statement includes information required under rule 10.06(1)(b) of the Listing Rules to be given to Shareholders in connection with the proposed resolution for the approval of the renewal of the Repurchase Mandate.

### **NUMBER OF SHARES WHICH MAY BE REPURCHASED**

At the AGM to be held on 16th June, 2008, an ordinary resolution will be proposed for the renewal of the Repurchase Mandate. The Company's authority is restricted as regards purchases made on the Stock Exchange in accordance with the Listing Rules. The Listing Rules provide that the shares proposed to be repurchased by a company must be fully paid-up and all repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders either by way of general mandate to the directors of the company to make such repurchases or by specific approval of a particular transaction. Under the Repurchase Mandate, the number of issued Shares that the Company is authorized to repurchase on the Stock Exchange may not exceed 10 per cent. of the issued share capital of the Company as at the date of passing the resolution granting the general mandate.

As at the Latest Practicable Date, there were in issue 1,472,368,346 Shares. Exercise in full of the Repurchase Mandate, if approved by the Shareholders at the AGM, on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company has the authority to repurchase its own Shares up to 147,236,834 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by its Bye-laws or any applicable law or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

### **REASONS FOR REPURCHASES**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the flexibility to make such repurchases when appropriate and beneficial to the Company and its Shareholders. Such repurchases may enhance the net asset value of the Company and its assets and/or its earnings per Share.

### **FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association of the Company and the Bye-laws and the applicable laws of Bermuda. The Company is empowered under its Memorandum of Association to repurchase Shares and the same authority is given under section 42A of the Companies Act 1981 of Bermuda. The Bye-laws supplement the Company's Memorandum of Association by providing that this power is exercisable by the Directors upon such terms and subject to such conditions as they think fit. The Companies Act 1981 of Bermuda provides that the funds permitted to be utilized in connection with a share repurchase may only be paid out of either the capital paid up on the relevant repurchased shares, or the funds of the company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the funds of the company that would otherwise be available for dividend or distribution, or out of the share premium account of the company.

There might be an adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in its latest published audited accounts for the year ended 31st December, 2007 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors would consider the Company's financial position at times in exercising the Repurchase Mandate and would not propose to exercise any repurchases to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels.

#### **DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their associates have any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

No connected persons (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to do so in the event that the Company is authorized to make purchases of Shares.

#### **UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in the Memorandum of Association of the Company and the Bye-laws.

#### **TAKEOVERS CODE CONSEQUENCES**

If as the result of a repurchase of Shares a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. A waiver of this provision would not normally be given except in extraordinary circumstances. As at the Latest Practicable Date, Mr. Chu and his wholly-owned company, Sounda Properties Limited and its nominee company, HKSCC Nominees Limited; Mr. Au Wai Kin and his wholly-owned company, Yield Plentiful Incorporated held approximately 59.00% and 2.34% respectively of the issued share capital of the Company. In the event that the Directors exercise in full the Repurchase Mandate (if so approved), their interests will be increased to approximately 65.55% and 2.60% respectively of the then issued share capital of the Company. The Directors are not aware of any Shareholder, or group of Shareholders acting in concert, who will become obliged to make a mandatory offer as a result of repurchases of Shares.

#### **SHARE REPURCHASES MADE BY THE COMPANY**

During the six months preceding the Latest Practicable Date, no Shares have been repurchased by the Company.

**MARKET PRICES**

During each of the previous twelve months before the date of this circular, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

<b>Month</b>	<b>PER SHARE</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2007</b>		
May	22.3000	17.8200
June	24.0000	18.8400
July	31.1500	21.7000
August	28.6000	20.0000
September	29.2000	25.6500
October	30.8000	24.1000
November	32.0000	23.2000
December	25.8000	20.4500
<b>2008</b>		
January	22.5000	11.2200
February	19.0000	13.1000
March	13.1600	8.1500
April	18.5000	11.5000
May (up to the Latest Practicable Date)	17.9600	13.8200



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

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of Hopson Development Holdings Limited (the “Company”) will be held at Alexandra Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Monday, 16th June, 2008 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31st December, 2007.
2. To re-elect retiring directors and to authorize the board of directors to fix the remuneration of the executive directors and non-executive directors.
3. To consider and, if thought fit, pass with or with modifications, the following resolution as an ordinary resolution:

“**THAT** a remuneration of HK\$240,000 be paid to each of the independent non-executive directors of the Company for the year ending 31st December, 2008, provided that such remuneration will be paid in proportion to the period of service in the case of a director who has not served a complete year.”

4. To declare a final dividend for the year ended 31st December, 2007.
5. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
6. As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

6.A. “**THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

\* for identification purpose only

- (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to the shares of the Company issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the Share Option Scheme or similar arrangement, or any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company's Bye-laws, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (iii) revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

**6.B. “THAT:**

- (a) subject to paragraph (b), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the

Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) the expression “Relevant Period” shall for the purposes of this resolution have the same meaning as assigned to it under ordinary resolution 6.A.(d) of this notice.”

6.C. “**THAT** conditional upon resolutions 6.A. and 6.B. above being passed, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution 6.B. above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution 6.A., provided that the amount of share capital repurchased by the Company shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of this resolution.”

By order of the Board  
**Mok Wai Kun, Barbara**  
*Secretary*

Hong Kong, 23rd May, 2008

*Principal office:*  
Suites 3305–09  
33/F., Jardine House  
1 Connaught Place  
Central  
Hong Kong

**Notes:**

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, the instrument appointing a 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 3305–09, 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 adjourned meeting.



3. The register of members of the Company will be closed from Wednesday, 11th June, 2008 to Monday, 16th June, 2008, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend to be approved at the meeting and the right to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 10th June, 2008.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

Pursuant to Bye-law 66 of the Bye-laws, a resolution put to the vote of a general meeting of the Shareholders shall be determined in the first instance by a show of hands of the Shareholders present in person or by proxy, but a poll may be demanded (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) by:

- (a) the chairman of such meeting; or
- (b) at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Shareholder.