



# Shanghai Land Holdings Limited

## 上海地產控股有限公司

*(Incorporated in Hong Kong with limited liability)*

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Shareholders of Shanghai Land Holdings Limited (“the Company”) will be held at 67th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 27 December 2002 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited Statement of Accounts together with the Reports of the Directors and Auditors thereon for the year ended 30 June 2002.
2. To re-elect retiring Directors and to approve the Directors’ fee for the year ending 30 June 2003.
3. To re-appoint Auditors and to authorize the Board of Directors to fix their remuneration.

To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

4A. **“THAT** the Directors be and are hereby granted an unconditional general mandate to issue and allot additional shares in the capital of the Company, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (defined in paragraph (c) below) save that the Directors might during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (b) 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 (i) a Rights Issue (defined in paragraph (c) below); or (ii) the grant of exercise of options issued under any share option scheme adopted by the Company; or (iii) an issue of shares expressly approved by shareholders of the Company in general meeting; or (iv) scrip dividend schemes) shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the 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 Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors 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 recognised regulatory body or any stock exchange in any territory inside or outside Hong Kong).”

4B. **“THAT** the Directors be and are hereby granted an unconditional general mandate to repurchase issued shares in the capital of the Company in accordance with all applicable laws and the Articles of Association of the Company and subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (defined in paragraph (c) below);
- (b) the aggregate nominal amount of shares of the Company to be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the 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 Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution in general meeting.”

4C. **“THAT** conditional upon the passing of Resolutions 4A and 4B referred to in the notice of Annual General Meeting of the Company dated 5 December 2002, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot shares pursuant to Resolution 4A referred to in the notice of Annual General Meeting of the Company dated 5 December 2002 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 4B referred to in the notice of Annual General Meeting of the Company dated 5 December 2002, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution.”

By Order of the Board  
**Chau Ching Ngai**  
*Chairman*

Hong Kong, 5 December 2002

*Notes:*

1. A Shareholder entitled to attend and vote at the above Meeting may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder of the Company.
2. In order to be valid, the form of proxy and the power of attorney (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited at 1901-5, 19th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
3. A circular regarding the Resolutions Nos. 4A to 4C set out in the above notice will be sent to Shareholders.