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

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

**If you have sold or transferred** all your shares in Shanghai Land Holdings Limited (Receivers Appointed), you should at once hand this circular together with the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Shanghai Land Holdings Limited**

**上海地產控股有限公司**

*(Receivers Appointed)*

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 67)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
OF THE COMPANY**

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The annual general meeting of Shanghai Land Holdings Limited (Receivers Appointed) (the “Company”) held at 4/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 31 December 2004 at 10:00 a.m. was adjourned to 4 February 2005 so that the shareholders have sufficient time to consider the amendments of the Company’s Articles of Association. A notice convening an adjourned annual general meeting of the Company to be held at 4/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 4 February 2005 at 10:00 a.m. (the “Adjourned Annual General Meeting”) is set out on pages 7 to 12 of this circular. A form of proxy for use at the Adjourned Annual General Meeting is also enclosed.

Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Hopewell Centre, 46th Floor, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding of the Adjourned Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Adjourned Annual General Meeting or any adjournment thereof should you so wish.

Hong Kong, 7 January 2005

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	an annual general meeting of the Company held at 4/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 31 December 2004 at 10:00 a.m. and at any adjournment thereof;
“Adjourned Annual General Meeting”	an adjourned annual general meeting of the Company to be held at 4/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 4 February 2005 at 10:00 a.m. and notice of which is set out on pages 7 to 12 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“Board”	the Board of Directors;
“Company”	Shanghai Land Holdings Limited (Receivers Appointed), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange;
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong);
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	5 January 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) of HK\$0.50 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;

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## DEFINITIONS

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“Shareholder(s)”	the holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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## LETTER FROM THE COMPANY

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# Shanghai Land Holdings Limited

上海地產控股有限公司

*(Receivers Appointed)*

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 67)

*Executive Directors:*

Chau Ching Ngai (*Chairman*)

Gong Bei Ying

Jiang Dong Liang

Mao Wei Ping

Koo Hoi Yan, Donald

*Registered Office:*

17th Floor

Hutchison House

10 Harcourt Road

Central

Hong Kong

*Non-executive Directors:*

Tan Lim Heng

Fan Cho Man

*Independent Non-executive Directors:*

Mok Chiu Kuen

Ho Yau Hoo, Ronald

7 January 2005

*To the shareholders of the Company*

Dear Sir or Madam,

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

#### **1. INTRODUCTION**

The Shareholders present at the Company's Annual General Meeting held on 31 December 2004 resolved to adjourn the 2004 Annual General Meeting to 4 February 2005 so that all the Shareholders of the Company have sufficient time to consider the business of the Company, including inter alia, the proposed amendments of the Company's Articles of Association and the acceptance of the Company's audited financial statements for the year ended 30 June 2004.

The aforesaid financial statements could not be finalized before 31 December 2004 and were sent to the Shareholders together with this circular. Therefore the Annual General Meeting was adjourned to 4 February 2005 so that the Shareholders could receive the aforesaid financial statements and this circular 21 days before the Adjourned Annual General Meeting.

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## LETTER FROM THE COMPANY

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The purpose of this circular is to provide you with information regarding the resolution on the proposed amendments to the Articles of Association of the Company to be considered at the Company's forthcoming Adjourned Annual General Meeting.

### 2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

In view of certain amendments made to the Listing Rules relating to corporate governance issues which have become effective on 31 March 2004 subject to certain transitional arrangements and the Companies (Amendment) Ordinance 2003 ("Amendment Ordinance") which has come into operation on 13 February 2004, certain amendments to the Articles of Association of the Company including, inter alia, the following would be proposed for the purpose of complying with the relevant amendments:–

- (i) To conform with the amended provisions of Appendix 3 to the Listing Rules including, inter alia, the following:–
  - (a) Article 108 of the Articles of Association shall be amended to the effect that the minimum length of the period, during which notice to the Company by Shareholders of the intention to propose a person for election as a Director and during which notice to the Company by such person of his willingness to be elected may be given, will be at least seven days. The period for lodgment of such notice shall commence no earlier than the day after the despatch of the notice of meeting appointed for such election and end no later than seven days prior to the date of such meeting;
  - (b) Article 103 of the Articles of Association shall be amended to the effect that subject to such exceptions specified in the Articles of Association, a Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting;
  - (c) Article 85 of the Articles of Association shall be amended to the effect that where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.
- (ii) To comply with the provision nos. 8, 10, 12, 13 and 14 in Appendix 3 of the Listing Rules, Articles 3, 18, 85 and 159 shall be amended by inserting the provisions in relation to the redeemable shares, non-voting or restricted voting shares, disclosure of interests and untraceable members.
- (iii) With the repeal of the Securities and Futures (Clearing Houses) Ordinance and the enactment of the SFO on 1 April 2003, it is proposed that the definition of "clearing house" under Article 2 of the Articles of Association shall be amended such that its reference to the Securities and Futures (Clearing Houses) Ordinance shall be deleted.

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## LETTER FROM THE COMPANY

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- (iv) To comply with certain provisions in the Amendment Ordinance with respect to, inter alia, issuance of share certificate within ten business days after lodgment of a transfer and removal of any Director by ordinary resolution, it is also recommended that amendments be made to Articles 16, 102 and 110 of the Articles of Association.

Accordingly, a special resolution will be proposed at the Adjourned Annual General Meeting to approve the necessary amendments to the Company's Articles of Association as set out in item 4 of the notice of the Adjourned Annual General Meeting.

### 3. ADJOURNED ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

There is set out on pages 7 to 12 of this circular a notice convening the Adjourned Annual General Meeting to be held at 4/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 4 February 2005 at 10:00 a.m. to consider the amendments of the Company's Articles of Association.

A form of proxy for use at the Adjourned Annual General Meeting is enclosed. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Hopewell Centre, 46th Floor, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Adjourned Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Adjourned Annual General Meeting or any adjournment thereof should you so wish.

### 4. RECOMMENDATION

It is believed that it is in the best interest of the Company and Shareholders as a whole to approve the proposed amendments to the Articles of the Association. Therefore, you are recommended to vote in favour of the relevant resolution to be proposed at the Adjourned Annual General Meeting.

### 5. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular in relation to explanatory statement on the procedures for demanding a poll.

Yours faithfully,  
For and on behalf of  
**Shanghai Land Holdings Limited**  
*(Receivers Appointed)*  
**Stephen Liu Yiu Keung**  
**Yeo Boon Ann**  
*Joint and Several Receivers*

Articles 75 to 79 of the Articles of Association of the Company set out the procedures under which a poll may be demanded.

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:–

- (i) by the Chairman of the meeting; or
- (ii) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and holding Shares in the Company 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 the Shares conferring that right.



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## NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

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### Shanghai Land Holdings Limited

上海地產控股有限公司

*(Receivers Appointed)*

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 67)

**NOTICE IS HEREBY GIVEN THAT** an adjourned annual general meeting (“Adjourned Annual General Meeting”) of the shareholders of Shanghai Land Holdings Limited (Receivers Appointed) (the “Company”) will be held at 4/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 4 February 2005 at 10:00 a.m. for the following purposes:–

1. To receive and consider the audited financial statements for the year ended 30 June 2004 together with the reports of the Receivers and auditors thereon.
2. To re-elect the retiring directors and to approve the directors’ fees for the year ending 30 June 2005.
3. To re-appoint auditors and to authorize the board of directors and/or the Receivers to fix their remuneration.
4. To consider as special business, and, if thought fit, to pass with or without modification the following resolution as a special resolution:–

“That the Articles of Association of the Company be and are hereby amended in the following respects:–

- (a) (i) By adding the following immediately before the definition of “Auditors” in Article 2:–

““associates” shall have the same meaning as defined in the Listing Rules”.

- (ii) By deleting the words “Section 2 of the Securities and Futures (Clearing Houses) Ordinance (Chapter 420 of the Laws of Hong Kong)” in the 1st and 2nd lines of the definition of “Clearing House” in Article 2 and replacing them with the words “Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force”.
- (iii) By adding the words “and any amendments thereto for the time being in force” at the end of the definition of “Listing Rules” in Article 2.

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## NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

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- (b) By inserting the following immediately after the last sentence of Article 3:–

“Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all members alike.”

- (c) By adding the words “within ten business days (which has the same meaning as it defined in the Companies Ordinance governing this requirement) after” immediately after the words “after allotment or” in the 2nd line of Article 16.

- (d) By deleting the sentence “If at any time the share capital of the Company is divided into different classes of shares, every share certificate shall comply with Section 57A of the Ordinance” in the 3rd and 4th lines of Article 18 and replacing it with the following:–

“Where the capital of the Company includes shares with different voting rights, the designation of each class of shares, other than those which carry the general right to vote at general meeting, must include the words “restricted voting” or “limited voting” or some other appropriate designation which is commensurate with the rights attaching to the relevant class of shares and where the capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares.”

- (e) By deleting the word “At” at the beginning of Article 75 and replacing it with the words “Subject to the Listing Rules, at”.

- (f) By adding the following as new Articles 85 (C) and 85 (D) immediately after Article 85 (B):–

“85 (C) Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

85 (D) No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.”

- (g) By inserting the words “(provided that this shall not preclude the use of the two-way form)” immediately after the words “as the Board may from time to time approve” at the end of Article 89.

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## NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

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- (h) By deleting the word “a special” in the first line of Article 102 (A)(vii) and replacing it with the word “an ordinary”.
- (i) By deleting the words “notwithstanding his interest” in the 1st line of Article 103 (A)(ii) and replacing them with the words “provided that neither he nor any of his associates has a material interest”.
- (j) By deleting Articles 103 (B)(i), 103 (B)(ii) and 103 (B)(iii) in their entirety and replacing them with the following:–

“103 (B)(i) No director or intended director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any director or any of his associates shall be a member or otherwise interested be capable on that account of being avoided, nor shall any director or any of his associates so contracting or being any member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such director holding that office or the fiduciary relationship thereby established, provided that such director shall disclose the nature of his interest or the interest of any of his associates in any contract or arrangement in which he or any of his associates is interested at the meeting of the board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest or any of his associates then exists, or in any other case at the first meeting of the Board after he knows that he or any of his associates is or has become so interested.

103 (B)(ii) A director shall not vote or be counted in the quorum in relation to any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associates is to his knowledge materially interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to:–

- (a) the giving of any security or indemnity by the Company or any of its subsidiaries to the director or any of his associates in respect of (1) money lent by him or any of them or (2) obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- (b) the giving of any security or indemnity by the Company or any of its subsidiaries to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the director or any of his associates has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security; or

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## NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

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- (c) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the director or any of his associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer; or
- (d) any proposal concerning any other company in which the director or any of his associates is/are interested only, whether directly or indirectly, as an officer or executive or member or in which the director or any of his associates is/are beneficially interested in shares of that company, provided that the director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights; or
- (e) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:–
  - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme; or
  - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme;

which relates both to directors, any of their associates and employees of the Company or any of its subsidiaries and does not provide in respect of the director, or any of his associates, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; or

- (f) any contract or arrangement in which the director or any of his associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his or their interest in shares or debentures or other securities of the Company.

103 (B)(iii) If any question shall arise at any meeting of the Board as to the materiality of the interest of a director or any of his associates (other than the chairman of the meeting) or as to the entitlement of any director (other than such chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other

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## NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

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director shall be final and conclusive except in a case where the nature or extent of the interest of the director or any of his associates concerned as known to such director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall be counted in the quorum but shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or any of his associates as known to such chairman has not been fairly disclosed to the Board.”

- (k) By deleting the words “at least seven days before the date of the general meeting.” in the 4th line of Article 108 and replacing them with the words “not less than seven days commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date appointed for the meeting.”.
- (l) By deleting the word “special” and replacing it with the word “ordinary” in the first line of Article 110.
- (m) By re-numbering the existing Article 159 to Article 159 (A) and by adding the following Articles 159 (B) and 159 (C) immediately after the new Article 159 (A):–
  - “159 (B) The Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.
  - 159 (C) The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a Member who is untraceable, but no such sale shall be made unless:–
    - (a) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and
    - (b) on expiry of the 12 years the Company gives notice of its intention to sell the shares by way of an advertisement published in the newspapers and notifies the Stock Exchange of such intention.”
- (n) By deleting the words “is mentioned in paragraph (c) of the proviso to Section 165 of” in the 2nd and 3rd lines of Article 181 (A) and replacing them with the words “permitted by”.

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## NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

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(o) By adding the following as new Article 181 (C) immediately after Article 181 (B):-

“181 (C) Subject to the provisions of and so far as may be permitted by the Companies Ordinance, the Company may purchase and maintain for any officer of the Company:-

- (i) insurance against any liability to the Company, a related company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or a related company; and
- (ii) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company.

In this Article 181 (C), “related company” in relation to the Company means any company that is the Company’s subsidiary or holding company or a subsidiary of the Company’s holding company.””

For and on behalf of  
**Shanghai Land Holdings Limited**  
*(Receivers Appointed)*  
**Stephen Liu Yiu Keung**  
**Yeo Boon Ann**  
*Joint and Several Receivers*

Hong Kong, 7 January 2005

*Notes:*

1. A shareholder entitled to attend and vote at the Adjourned Annual General Meeting may appoint one or more proxies to attend and to 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 or other authority (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 in Hong Kong, Computershare Hong Kong Investor Services Limited at Hopewell Centre, 46th Floor, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the Adjourned Annual General Meeting or any adjournment thereof.
3. The translation into Chinese language of this notice (including the special resolution which contains the proposed new Articles) is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date hereof, the executive directors of the Company are Mr. Chau Ching Ngai (Chairman), Ms. Gong Bei Ying, Mr. Jiang Dong Liang, Mr. Koo Hoi Yan, Donald and Mr. Mao Wei Ping; the non-executive directors are Ms. Fan Cho Man and Mr. Tan Lim Heng; the independent non-executive directors and the audit committee members are Mr. Mok Chiu Kuen and Mr. Ho Yau Hoo, Ronald.