
NOTICE OF EXTRAORDINARY GENERAL MEETING



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 extraordinary 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 10:30 a.m. (or immediately after the conclusion of the 2004 adjourned annual general meeting of the Company to be held on the same day at 10:00 a.m.) (the “Extraordinary General Meeting”) for the following purposes:

1. To consider the appointment of Mr. Ha Shu Tong, Albert as an independent non-executive director of the Company at an annual director fee of HK\$500,000 per annum.
2. To consider the appointment of Mr. Ho Te Hwai, Cecil as an independent non-executive director of the Company at an annual director fee of HK\$500,000 per annum.
3. To consider the appointment of Ms. Tai Sik Kwan, Stella as an independent non-executive director of the Company at an annual director fee of HK\$500,000 per annum.

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

Hong Kong, 19 January 2005

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Notes:

1. The purpose of the meeting is to appoint one additional independent non-executive director in order to maintain a minimum of 3 independent non-executive directors as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

2. **Particulars of the proposed directors**

Mr. HA Shu Tong, Albert (hereinafter “Mr. Albert Ha”)

The nomination of Mr. Albert Ha was proposed by the Receivers and was supported by Mr. Ho Yau Hoo, Ronald and Mr. Tan Lim Heng.

Mr. Albert Ha, aged 56, has involved in the financial industry for over 30 years and has substantial experience in corporate finance and corporate development. Mr. Albert Ha is currently the managing director of Landune International Limited (stock code: 245), an independent non-executive director and an audit committee member of Computer and Technologies Holdings Limited (stock code: 46) and an executive director of Capital Consultant Limited, a financial consultancy company in Hong Kong. In the last three years, he has been an independent non-executive director and an audit committee member of Huabao International Holdings Limited (stock code: 336) from 7 March 2001 to 17 April 2004, an independent non-executive director of Matsunichi Communication Holdings Limited (stock code: 283) from 19 August 2002 to 10 October 2002 and an independent non-executive director and an audit committee member of GreaterChina Technology Group Limited (stock code: 8032) from 17 March 2003 to 5 October 2004.

Mr. Albert Ha has not previously held any positions with the Company or its subsidiaries. Mr. Albert Ha does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance nor does he have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between Mr. Albert Ha and the Company. Mr. Albert Ha is not appointed for a specific term and he will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Subject to the approval to be obtained from the shareholders of the Company at the forthcoming general meeting, Mr. Albert Ha will be entitled to receive an annual director's fee of HK\$500,000 for acting as independent non-executive director and audit committee member, the same amount receivable by the other existing independent non-executive directors. Such amount of emoluments is determined by reference to his duties and responsibilities within the Company and the Company's remuneration policy. According to Mr. Albert Ha, there are no other matters concerning Mr. Albert Ha that need to be brought to the attention of the shareholders.

Mr. HO Te Hwai, Cecil (hereinafter “Mr. Cecil Ho”)

The nomination of Mr. Cecil Ho was proposed by the Receivers and was supported by Mr. Ho Yau Hoo, Ronald and Mr. Tan Lim Heng.

Mr. Cecil Ho, aged 44, has over 15 years' experience in accounting, finance and management and has experience in business operation. Mr. Cecil Ho is a member of the Institute of Chartered Accountants of Canada and Hong Kong Institute of Certified Public Accountants. Mr. Cecil Ho is currently the Group Financial Controller of Universal Holdings Limited (stock code: 419) and the company secretary of DVN Holdings Limited (stock code: 500). In the last three years, he has been an executive director of Huabao International Holdings Limited (stock code: 336) from 21 June 2002 to 17 April 2004 and its company secretary from 9 July 2002 to 29 March 2004. Mr. Cecil Ho has also been an independent non-executive director and an audit committee member of Leadership Publishing Group Limited (stock code: 8010) from 25 February 2003 to 2 March 2004.

Mr. Cecil Ho has not previously held any positions with the Company or its subsidiaries. Mr. Cecil Ho does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance nor does he have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between Mr. Cecil Ho and the Company. Mr. Cecil Ho is not appointed for a specific term and he will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Subject to the approval to be obtained from the shareholders of the Company at the forthcoming general meeting, Mr. Cecil Ho will be entitled to receive an annual director's fee of HK\$500,000 for acting as independent non-executive director and audit committee member, the same amount receivable by the other existing independent non-executive directors. Such amount of emoluments is determined by reference to his duties and responsibilities within the Company and the Company's remuneration policy. According to Mr. Cecil Ho, there are no other matters concerning Mr. Cecil Ho that need to be brought to the attention of the shareholders.

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Ms. TAI Sik Kwan, Stella (hereinafter “Ms. Stella Tai”)

The nomination of Ms. Stella Tai was proposed by Mr. Jiang Dong Liang and supported by Mr. Jiang Dong Liang, Mr. Mao Wei Ping, Mr. Koo Hoi Yan, Donald and Ms. Fan Cho Man.

Ms. Stella Tai, aged 36, graduated from University of Southern California with a Master of Business Administration, majoring in finance. Ms. Stella Tai is a manager in the business development department of SINOCHEM International Corporation, a listed company incorporated in the People’s Republic of China. Ms. Stella Tai was a senior manager of corporate finance department of Ernst & Young, Shanghai from May 2001 to January 2004. Ms. Stella Tai has not held directorships in any listed public companies in the last three years.

Ms. Stella Tai has not previously held any positions with the Company or its subsidiaries. Ms. Stella Tai does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance nor does she have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between Ms. Stella Tai and the Company. Ms. Stella Tai is not appointed for a specific term and she will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Subject to the approval to be obtained from the shareholders of the Company at the forthcoming general meeting, Ms. Stella Tai will be entitled to receive an annual director’s fee of HK\$500,000 for acting as independent non-executive director and audit committee member, the same amount receivable by the other existing independent non-executive directors. Such amount of emoluments is determined by reference to her duties and responsibilities within the Company and the Company’s remuneration policy. According to Ms. Stella Tai, there are no other matters concerning Ms. Stella Tai that need to be brought to the attention of the shareholders.

3. If all the above resolutions for appointment of directors are approved by the shareholders, the Company will have a maximum of additional 3 independent non-executive directors.
4. The newly appointed independent non-executive director(s) of the Company, if any, will submit a declaration of independence to The Stock Exchange of Hong Kong Limited.
5. A shareholder entitled to attend and vote at the Extraordinary 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.
6. 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 Extraordinary General Meeting or any adjournment thereof.

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.