



# SHIMAO CHINA HOLDINGS LIMITED

## 世茂中國控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 649)

### NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "SGM") of Shimao China Holdings Limited (the "Company") will be held at 10:00 a.m. on Monday, 14 March 2005, at Units 4307-12, 43rd Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong for the purpose of considering, as special business, and, if thought fit, passing the following resolutions (with or without amendment) as ordinary resolutions:

#### ORDINARY RESOLUTION

"THAT:

- (a) (i) the Undertaking (as defined in the circular dated 26 February 2005 despatched to the shareholders of the Company (the "circular"), a copy of which has been produced to the SGM, marked "A" and initialled by the chairman of the SGM for the purpose of identification) be and is hereby generally and unconditionally approved, confirmed and ratified;
- (ii) all other transactions contemplated under the Undertaking be and are hereby approved; and
- (iii) the directors of the Company (the "Directors") be and are hereby authorized to sign any document and/or to take all steps on behalf of the Company which they may consider necessary or expedient to implement and/or give effect to the terms of the Undertaking; and
- (b) any one Director, or any two Directors if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him, her or them to be incidental to, ancillary to or in connection with the matters contemplated under the Undertaking and to waive compliance from and agree to any amendment to any of the terms of the Undertaking which in the opinion of such Director(s) is not of a material nature and is in the interests of the Company."

By Order of the Board  
**Mok Chung Fu, Eric**  
*Company Secretary*

Hong Kong, 26 February 2005

*Principal place of business in Hong Kong:*

Units 4307-12  
43rd Floor  
Office Tower  
Convention Plaza  
1 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote on his behalf. All votes will be taken on a poll. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Center, 56 Gloucester Road, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

*Directors:*

Hui Wing Mau (*Chairman and Non-Executive Director*)

Chung Shui Ming, Timpson (*Chief Executive Officer  
and Executive Director*)

Hui Mei Mei, Carol (*Deputy Chairman  
and Executive Director*)

Hui Sai Tan, Jason (*Executive Director*)

Chan Loo Shya (*Executive Director*)

Tung Chi Shing, Joseph (*Executive Director*)

*Independent Non-executive Directors:*

Lee Chack Fan

Liu Hing Hung

Zhu Wenhui

*“Please also refer to the published version of this announcement in The Standard.”*