



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 OF EXTRAORDINARY GENERAL MEETING

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 Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on 20 September 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following as special resolutions:

SPECIAL RESOLUTIONS BY INDEPENDENT SHAREHOLDERS VOTING BY WAY OF POLL

- (1) “**THAT** the terms of, and the Company’s execution and entry into the Settlement Deed be confirmed and/or ratified.”
- (2) “**THAT** the listing of the Shares of the Company on The Stock Exchange of Hong Kong Limited be withdrawn.”

SPECIAL RESOLUTIONS BY SHAREHOLDERS

- (3) “**THAT** the Company be wound up by way of a members’ voluntary winding-up pursuant to section 228(1)(b) of the Companies Ordinance (Cap.32).”
- (4) “**THAT** the Receivers of the Company be appointed as the Liquidators for the purposes of the winding-up of the Company.”
- (5) “**THAT** the Liquidators be authorised to exercise the powers contained in section 251 of the Companies Ordinance (Cap.32), including without limitation:
 - (a) to pay any classes of creditors in full;
 - (b) to make any compromise or arrangement with creditors or persons claiming to be creditors, or having or alleging themselves to have any claim, present or future, certain or contingent, ascertained or sounding only in damages against the Company, or whereby the Company may be rendered liable;
 - (c) to compromise all calls and liabilities to calls, debts, and liabilities capable of resulting in debts, and all claims, present or future, certain or contingent, ascertained or sounding only in damages, subsisting or supposed to subsist between the Company and a contributory, or alleged contributory, or other debtor or person apprehending liability to the Company, and all questions in any way relating to or affecting the assets or the winding up of the Company, on such terms as may be agreed, and take any security for the discharge of any such call, debt, liability or claim, and give a complete discharge in respect thereof; and
 - (d) convene general meetings of the Company for the purpose of obtaining the sanction of the Company by special resolution or for any other purpose they may think fit.”
- (6) “**THAT** the remuneration of the Liquidators be approved pursuant to section 235(1) of the Companies Ordinance (Cap.32), and that a capped reserve of HK\$36 million be set aside by the Liquidators out of the Company’s Distributable Assets for the payment of the costs and expenses of the Company including receivership and winding-up expenses.”
- (7) “**THAT** in the event that the costs and expenses of the Company including receivership and winding-up expenses are less than HK\$36 million, BOC (HK) Nominees and NNGI agree to waive their entitlement to the pari passu distribution over any surplus which shall then be distributed only among the Minority Shareholders in proportion to their respective shareholdings in the Company.”
- (8) “**THAT** the requirement to audit the Liquidators’ statement of receipts and payments be dispensed with pursuant to section 255A of the Companies Ordinance (Cap.32).”
- (9) “**THAT** the Liquidators be authorised to divide amongst the members in specie or in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) in accordance with the terms of the Settlement Deed and these resolutions.”

- (10) “**THAT** subject to the provision for or payment or discharge of all debts and liabilities of the Company (save for payment of the costs and expenses of the Company including receivership and winding-up expenses), the Liquidators be authorised to distribute the Company’s Distributable Assets (where appropriate) as follows:
- (a) the BOC (HK) Nominees Cash Distribution be declared in favour of BOC (HK) Nominees, and be paid to BOC (HK) Nominees;
 - (b) the Minority Shareholders Cash Distribution be declared and paid to the Minority Shareholders in proportion to the number of shares held by each Minority Shareholder;
 - (c) the BOC (HK) Nominees Non-Cash Distribution be declared in favour of BOC (HK) Nominees and be made, pursuant to the consent and direction of BOC (HK) Nominees, to NNGI PROVIDED ALWAYS THAT the instruments for effecting the BOC (HK) Nominees Non-Cash Distribution shall only be delivered to NNGI or the NNGI Receivers (as the case may be under clause 5.5 of the Settlement Agreement) after the Minority Shareholders Cash Distribution and the BOC (HK) Nominees Cash Distribution have been effected and delivered;
 - (d) to the extent that the BOC (HK) Nominees Non-Cash Distribution consists of claims or rights of action not capable of assignment, transfer, disposition or distribution, the Company and/or the Liquidators shall continue with proceedings in those claims or rights of actions, and that any proceeds from the realisation of those claims or rights of action shall form part of the BOC (HK) Nominees Non-Cash Distribution, and shall be declared and paid to BOC (HK) Nominees as and when they become available for distribution, PROVIDED THAT BOCHK and/or BOC (HK) Nominees undertake to pay and provide sufficient security for and indemnify the Company and the Liquidators against all further costs and expenses of and incidental to, and arising under such claims;
 - (e) in the event that the Company’s Cash Assets, after deduction of the capped reserve of HK\$36 million for the costs and expenses of the Company including receivership and winding-up expenses, are, or have an actual value that is, greater or less than HK\$1,124 million at the date immediately prior to the making of any distributions, the Minority Shareholders Cash Distribution and the BOC (HK) Nominees Cash Distribution shall be adjusted and made to the shareholders of the Company on a pari passu basis and in proportion to their respective shareholdings in the Company;
 - (f) in the event that the Company’s Distributable Assets are or have an actual value that is greater or less than HK\$1,956 million (being the aggregate sum of the Company’s Cash Assets and the BOC (HK) Nominees Non-Cash Distribution: HK\$1,160 million plus HK\$796 million) at the date immediately prior to the making of any distributions, the capped reserve of HK\$36 million as costs and expenses of the Company including receivership and winding-up expenses, and the value of the BOC (HK) Nominees Non-Cash Distribution (to which a notional value has been ascribed for the purposes of the Settlement Deed only) will not be subject to any adjustment as provided for in clause 4.4.6 of the Settlement Deed;
 - (g) in the event that the Liquidators are able to recover or realise assets that are neither part of the BOC (HK) Nominees Cash Distributions, the Minority Shareholders Cash Distribution, nor the BOC (HK) Nominees Non-Cash Distribution, such assets (or the proceeds from the realisation thereof) shall be distributed to the shareholders of the Company on a pari passu basis and in proportion to their respective shareholdings in the Company, and to the extent those assets are not capable of realisation or distribution, they shall be written off as part of the winding-up of the Company; and
 - (h) in the event that the Company and/or the Liquidators are unable to lawfully effect the BOC (HK) Nominees Cash Distribution or the Minority Shareholders Cash Distribution by 31 December 2005, the Parties shall be relieved of all further obligations under the Settlement Deed.”
- (11) “**THAT** the Liquidators otherwise perform and discharge their and the Company’s duties and obligations under the Settlement Deed.”

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

Hong Kong, 27 August 2005

Registered office:

18/E, Two International Finance Centre

8 Finance Street

Central

Hong Kong

For the purpose of the above resolutions, the following terms shall have the following meanings:

“BOCHK”

Bank of China (Hong Kong) Limited, the provider of the Facility to New Nongkai, the principal business of which is the provision of banking and related financial services, who is also a connected person of the Company by virtue of it being a Substantial Shareholder of the Company (according to the notice dated 2 December 2003 filed by BOCHK with the Company pursuant to section 324 of Part XV of the Securities and Futures Ordinance)

“BOC (HK) Nominees”	Bank of China (Hong Kong) Nominees Limited, a wholly-owned subsidiary of BOCHK and the registered holder of approximately 75% of the issued share capital of the Company, the principal business of which is nominee services, who is a connected person by virtue of it being a substantial shareholder of the Company (according to the notice dated 2 December 2003 filed by BOCHK with the Company pursuant to section 324 of Part XV of the Securities and Futures Ordinance)
“BOC (HK) Nominees Cash Distribution”	HK\$644 million (Hong Kong Dollars six hundred and forty-four million), which shall be paid to BOC (HK) Nominees from the winding-up of the Company, or to such other party as BOC (HK) Nominees may so direct subject to adjustment if necessary
“BOC (HK) Nominees Non-Cash Distribution”	the proceeds of the Chau Claim (if any) or any right to receive the same (if assignable), the Great Center Claim and the entire issued share capital of Capital Sky Limited, which wholly owns King Success Holdings Limited which in turn, wholly-owns, inter alia, the entire issued shares in and the respective shareholders loans to the BVI Subsidiaries at an ascribed notional value of HK\$796 million, of which HK\$735 million represents the acquisition costs of the three PRC properties and the balance represents the ascribed value to various claims, such value being irrevocably accepted by the Primary Parties for the purposes of the Settlement Deed
“Bowyer”	Bowyer Profits Limited, a company incorporated in the British Virgin Islands and an indirectly wholly-owned subsidiary of the Company, which owns certain units and car-parking spaces in Jun Ling Plaza
“BVI Subsidiaries”	Bowyer, Hip Yick and Eastar
“Chau Claim”	a claim in the amount of US\$34.2 million (equivalent to approximately HK\$267 million) (plus interest and costs) against Mr Chau and Ms Mo made by the Company for the recovery of certain misappropriated funds
“Company”	Shanghai Land Holdings Limited (Receivers Appointed), a company incorporated in Hong Kong and the shares of which are listed on the Main Board of the Stock Exchange
“Company’s Cash Assets”	all cash and cash equivalents belonging to the Company in the estimated sum of HK\$1,160 million as at 5 July 2005 which is inclusive of a HK\$36 million capped reserve for the costs and expenses of the Company including receivership and winding-up expenses
“Company’s Distributable Assets”	the Company’s Cash Assets and the BOC (HK) Nominees Non-Cash Distribution, being the assets of the Company agreed by the Parties to be distributed by the Liquidators upon its winding-up in accordance with the terms of the Settlement Deed
“Eastar”	Eastar Development Limited, a company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of the Company, which, through China Honest Limited, owns 100% of Hongxin which in turn owns the Hongxin Land
“EGM”	the extraordinary general meeting to be convened and held to seek approval from the Shareholders for the Settlement Proposal, the winding-up of the Company and the withdrawal of listing of the Company from the Hong Kong Stock Exchange
“Great Center Claim”	a claim made by the Company in the amount of approximately HK\$53.2 million (plus interest and costs) against Great Center Limited (In liquidation) being money received by Great Center which belonged to the Company
“Hip Yick”	Hip Yick Profits Limited, a company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of the Company, which owns 100% of Longbai which in turn owns Hotel Longbai
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Hongxin”	上海宏興房地產發展有限公司 (Shanghai Hongxin Real Estate Development Company Limited), a company established in the PRC and an indirect wholly-owned subsidiary of the Company, which owns Hongxin Land
“Hongxin Land”	a parcel of land situated at Lot Number 26, Wu Zhong Road, Hong Qiao Town, Minhang District, Shanghai, the PRC, which is held by Hongxin for development purposes
“Hotel Longbai”	上海逸和龍柏飯店 (Hotel Yihe Longbai Shanghai), situated at 2451 Hong Qiao Road, Hong Qiao Region, Changning District, Shanghai, the PRC, which is being operated by Longbai
“Independent Shareholders”	Shareholders other than New Nongkai, BOC (HK) Nominees, BOCHK, Mr Chau, Ms Mo and their respective associates
“Liquidators”	the liquidators of the Company in a voluntary winding-up pursuant to section 228(1)(b) of the Companies Ordinance (Cap.32), in which case the Primary Parties shall use their best endeavours to procure that the Receivers be appointed as such liquidators
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Longbai”	上海逸和龍柏酒店有限公司 (Shanghai Yihe Longbai Hotel Limited), a company established in the PRC and an indirect wholly-owned subsidiary of the Company, which owns Hotel Longbai
“Minority Shareholders”	Shareholders other than New Nongkai and/or BOC (HK) Nominees
“Minority Shareholders Cash Distribution”	HK\$480 million (Hong Kong Dollar four hundred and eighty million) which shall be paid to the Minority Shareholders from the winding-up of the Company and which shall be adjusted if necessary
“Mr Chau”	Mr Chau Ching Ngai, the Chairman of the Company, who is a connected person of the Company
“Ms Mo”	Ms Mo Yuk Ping, the former general manager of the Company and understood to be the wife of Mr Chau, who is a connected person of the Company by virtue of her being an associate of Mr Chau
“New Nongkai”	New Nongkai Global Investments Limited (Receivers and Managers Appointed), a company wholly owned by Mr Chau, which is beneficially interested in approximately 75% of the issued share capital of the Company, the principal business of which is investment holding, who is a connected person by virtue of it being a substantial shareholder of the Company
“NNGI Receivers”	Mr Kennic Lai Hang Lui and Ms Ruby Mun Yee Leung, the joint and several receivers and managers of New Nongkai, who, to the best of the knowledge of the Receivers, are the connected persons (as defined in the Listing Rules) of the Company by virtue of being parties to the Settlement Proposal
“Parties”	parties to the Settlement Deed, namely the Company, New Nongkai, BOCHK, BOC (HK) Nominees, the Receivers, the NNGI Receivers, Mr Chau and Ms Mo
“PRC”	The People’s Republic of China
“Primary Parties”	the Company, New Nongkai, BOCHK, BOC (HK) Nominees, the Receivers, the NNGI Receivers and Mr Chau
“Receivers”	Messrs Stephen Liu Yiu Keung and Yeo Boon Ann, the joint and several receivers of the Company, who are the connected persons (as defined in the Listing Rules) of the Company (save for their capacity as the Receivers) by virtue of being parties to the Settlement Proposal
“Settlement Deed”	a conditional settlement deed entered into on 5 July 2005 amongst the Company, New Nongkai, BOCHK, BOC (HK) Nominees, the Receivers, the NNGI Receivers, Mr Chau and Ms Mo in respect of the Settlement Proposal
“Settlement Proposal”	a settlement proposal which involves, among other things, the winding-up of the Company by way of a members’ voluntary liquidation, a distribution of the Company’s assets to its Shareholders and a settlement of claims
“Share(s)”	ordinary share(s) of HK\$0.50 each in the capital of the Company
“Shareholders”	the holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

Notes:

1. For the purpose of determining the entitlements to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Wednesday, 14 September 2005 to Tuesday, 20 September 2005, both days inclusive, during which period no transfer of shares will be registered.
2. All transfers of shares, accompanied by the relevant share certificates and appropriate transfer forms, must be lodged with the Company’s Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 13 September 2005. Only those shareholders whose names appear on the register of members on 20 September 2005 will be entitled to vote at the Extraordinary General Meeting.
3. 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.
4. 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 46th Floor, Hopewell Centre, 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 of this announcement, the Board comprises seven Directors. The executive Directors are Mr Chau Ching Ngai, Mr Jiang Dong Liang and Mr Mao Wei Ping. The non-executive Director is Mr Tan Lim Heng. The independent non-executive Directors are Mr Mok Chiu Kuen, Mr Ho Yau Hoo, Ronald and Mr Choi Man On.

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