

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the "Meeting") of Shimao International Holdings Limited (the "Company") will be held at the Conference Room of the Company's principal office at Units 4307-12, 43rd Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 16 May 2007 at 11:00 a.m. for the following purposes:

## ORDINARY BUSINESS

1. To receive and adopt the audited financial statements together with the reports of the directors of the Company and the auditors for the year ended 31 December 2006;
2. To re-elect directors, authorise the board of directors of the Company to fix the remuneration of directors, set a maximum number of directors and authorise the appointment of additional directors;
3. To re-appoint the retiring auditors and to authorize the directors to fix their remuneration;

## SPECIAL BUSINESS

As special business, to consider and, if thought fit, to pass with or without amendments, the following resolution as ordinary resolution:

## AS ORDINARY RESOLUTION

4. "THAT:
  - (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company ("Directors") during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional ordinary shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
  - (c) the aggregate nominal amount of the share capital allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
    - (i) a Rights Issue (as defined in paragraph (d) below); or
    - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; or

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- (iii) the exercise of any option granted under the share option scheme or similar arrangement for the time being adopted or to be adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries, of options to subscribe for, or rights to acquire shares of the Company; or
- (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company ("Bye-Laws") in force from time to time,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution; and the said approval shall be limited accordingly; and

- (d) for the purpose 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Bye-Laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

**"Rights Issue"** means the allotment, issue or grant of shares pursuant to an offer of shares open for a period fixed by the Directors to holders of the shares or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction, or the requirements of any recognised regulatory body or stock exchange in any territory applicable to the Company)."

By Order of the Board

**Yau Kwan Shan**

*Company Secretary*

Hong Kong, 11 April 2007

*Registered office:*

*Clarendon House*

*2 Church Street*

*Hamilton HM 11*

*Bermuda*

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## Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he holds two or more shares, more than one proxy to attend and vote on his behalf. 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 so appointed.
2. The register of members of the Company will be closed from 14 to 16 May 2007, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to determine who are entitled to attend the Meeting, all properly completed and signed transfer forms accompanied with the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 11 May 2007.
3. 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 26/F., Tesbury Centre, 28 Queen's Road East, 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 Meeting 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 Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The Bye-Laws provide that a poll may be demanded by (i) the Chairman of the Meeting, (ii) 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) a shareholder or shareholders present in person (or, in the case of a member 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 shareholders having the right to vote at the Meeting, or (iv) 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 which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right. The Bye-Laws further provide that a demand by a person as proxy for a member (or, in the case of a member being a corporation, by its duly authorized representative) shall be deemed to be the same as a demand by a member.
5. In relation to the Ordinary Resolution no. 4 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares of the Company.