



Shimao International Holdings Limited

世茂國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 649)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting (the “**Meeting**”) of Shimao International Holdings Limited (the “**Company**”) will be held at Units 4307–12, 43/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 June 2007 at 10:30 a.m. (Hong Kong time) (or so soon thereafter as the meeting of certain holders of the ordinary shares of HK\$0.10 each in the capital of the Company convened pursuant to the direction of the Supreme Court of Bermuda for the same place and day shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the following special and ordinary resolutions, with or without modifications :

SPECIAL RESOLUTION

1. “**THAT** :

- (a) the Scheme of Arrangement dated 4 June 2007 (the “**Scheme**”) between the Company and the holders of the Scheme Shares (as defined in the Scheme) in the form of the print thereof which has been produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification, subject to any modifications, additions or conditions as may be approved or imposed by the Supreme Court of Bermuda, be and is hereby approved;
- (b) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme) :
 - (i) the issued share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares;
 - (ii) subject to and forthwith upon the said reduction of capital taking effect, the issued share capital of the Company be increased to its former amount by the creation of such number of new ordinary shares of HK\$0.10 each in the capital of the Company as is equal to the number of Scheme Shares cancelled; and
 - (iii) the Company shall apply the amount of credit arising in its books of account as a result of the said capital reduction in paying up in full at par all the new ordinary shares so created as aforesaid, which shall be allotted and issued, credited as fully paid, to Perfect Zone International Limited and/or such entities as it may direct; and

- (c) the directors of the Company be and are hereby authorized to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modifications of, or additions to, the Scheme, which the Supreme Court of Bermuda may see fit to impose.”

ORDINARY RESOLUTION

2. “THAT :

- (a) the amendments (the “**Amendments**”) to the Convertible Note due 2007 in the principal amount of HK\$250,000,000 issued by the Company to Dynamic Keen Developments Limited (“**Dynamic Keen**”) on 24 June 2005 (the “**Convertible Note**”) as contemplated under the supplemental deed supplemental to the Convertible Note entered into between the Company and Dynamic Keen on 19 April 2007 (a copy of which supplemental deed is produced to the Meeting marked “B” and signed by the Chairman of the Meeting for the purpose of identification) be and are hereby approved, confirmed and ratified; and
- (b) the board of directors of the Company be and are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and supplemental agreements or deeds whether under hand or seal of the Company and to do all such things and take all such action as they may consider necessary or desirable for the purpose of giving effect to the Amendments.”

By Order of the Board
Shimao International Holdings Limited
Hui Mei Mei, Carol
Deputy Chairman

Hong Kong, 4 June 2007

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 proxies 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 is so appointed.
2. Where there are joint holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present in person or by proxy whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. A **white** form of proxy for use at the Meeting is enclosed herewith.
4. In order to be valid, the white 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 26th Floor, 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.

5. As ordinary resolution no.2 is subject to independent shareholders' approval, the votes of shareholders to be taken at the above Meeting to approve such ordinary resolution shall be taken on a poll.
6. The Register of Members of the Company will be closed from Friday, 22 June 2007 to Wednesday, 27 June 2007, both days inclusive, during which period no transfer of shares of the Company can be effected. In order to determine who are entitled to attend and vote at 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on Thursday, 21 June 2007.

As at the date of this announcement, the Board comprises:

Directors:

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

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

Tung Chi Shing (*Executive Director*)

Chan Loo Shya (*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.