



Shimao International Holdings Limited

世茂國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 649)

IN THE SUPREME COURT OF BERMUDA, CIVIL JURISDICTION

2007: NO.133

**IN THE MATTER OF
SHIMAO INTERNATIONAL HOLDINGS LIMITED**

AND

IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an Order dated 31 May, 2007 (the “**Order**”) made in the above matter, the Court has directed Shimao International Holdings Limited (the “**Company**”) to convene a meeting (the “**Court Meeting**”) of the Scheme Shareholders (as defined in the Scheme mentioned below), for the purpose of considering and, if thought fit, approving (with or without modification(s)) a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the Scheme Shareholders and that such Court Meeting will be held at Units 4307-12, 43rd Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 June, 2007 at 10:00 a.m. (Hong Kong time) at which place and time all the Scheme Shareholders are requested to attend.

A copy of the Scheme and a copy of the explanatory statement required to be furnished pursuant to section 100 of the Companies Act of Bermuda are incorporated in the printed document dated 4 June, 2007 despatched to the Scheme Shareholders (the “**Document**”) of which this Notice forms part. A copy of the Document can also be obtained by Scheme Shareholders from 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 during normal working hours on any day (other than a Saturday, Sunday or public holiday in Hong Kong or Bermuda (as the case may be)).

The Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead. A **pink** Form of Proxy for use at the Court Meeting is enclosed with the Document.

In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint shareholding.

It is requested that forms appointing proxies be lodged with Tengis Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 26th Floor, Tesbury Cnetre, 28 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for the Court Meeting, but if the forms are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting. Completion and return of the Form of Proxy shall not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting and, in such event, the Form of Proxy shall be deemed to have been revoked.

By the Order, the Court has appointed Mr. Hui Wing Mau, a director of the Company, or failing him, Ms. Hui, Mei Mei, Carol, also a director of the Company, or failing her, any other person who is a director of the Company as at the date of the Order to act as the chairman of the Court Meeting and the Court has also directed the chairman of the Court Meeting to report the result thereof to the Court.

The Scheme will be subject to the subsequent approval of the Court as set out in the explanatory statement contained in the Document.

Dated this 4th day of June, 2007

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Attorneys for the Company

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