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SHANGHAI ZENDAI PROPERTY LIMITED

上海証大房地產有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 755)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Shanghai Zendai Property Limited (the “**Company**”) will be held at Unit A, 29/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong at 9:30 a.m. on Wednesday, 14 March, 2012, to consider and, if thought fit, pass, with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the (1) sale and purchase agreement dated 29 December 2011 (the “**Initial Agreement**”, a copy of which has been produced to this meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) entered into between (i) 上海証大置業有限公司 (Shanghai Zendai Land Company Limited*, “**Shanghai Zendai Land**”), an indirect wholly owned subsidiary of the Company; (ii) 浙江嘉和實業有限公司 (Zhejiang Jiahe Industrial Co., Ltd.*); and (iii) 上海長燁投資管理諮詢有限公司 (Shanghai Changye Investment Management Co., Ltd.*); (2) the supplemental agreement dated 9 January 2012 (the “**First Supplemental Agreement**”, a copy of which has been produced to this meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification); and (3) the supplemental agreement dated 15 February 2012 (the “**Second Supplemental Agreement**”, a copy of which has been produced to this meeting marked “C” and initialed by the chairman of the meeting for the purpose of identification, which together with the Initial Agreement shall be referred to as the “**Agreement**”) signed by the same parties in relation to the sale and purchase (the “**Disposal**”) of the entire equity interest of 上海証大五道口房地產開發有限公司 (Shanghai Zendai Wudaokou Property Company Limited*) (“**Shanghai Zendai Wudaokou**”) and the outstanding shareholder’s loan owing by the Shanghai Zendai Wudaokou to Shanghai Zendai Land and the performance and implementation of the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents as they in their absolute discretion consider necessary or expedient to give effect to the Agreement and the implementation of all transactions contemplated thereunder.”

By order of the Board
SHANGHAI ZENDAI PROPERTY LIMITED
Dai Zhikang
Chairman

Hong Kong, 28 February 2012

Registered office:

Canon’s Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal place of business in Hong Kong:

Unit 6108, 61/F., The Center
99 Queen’s Road Central
Hong Kong

Notes:

1. Any member entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney must be lodged with the Company’s branch registrar in Hong Kong, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof, (as the case may be).
3. In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

As at the date of this notice, the executive Directors are Mr. Dai Zhikang, Mr. Wang Fujie, Mr. Zhu Nansong, Mr. Zuo Xingping, Ms. Zhou Yan, Mr. Tang Jian. The non-executive Directors are Mr. Wu Yang, Mr. Zhou Chun, Mr. Dong Wenliang and Mr. Liu Zhiwei. The independent non-executive Directors are Mr. Lo Mun Lam, Raymond, Mr. Lai Chik Fan and Dr. Tse Hiu Tung, Sheldon.

* *for identification purpose only*