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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 Center I, 18 Harcourt Road, Hong Kong, on Tuesday, 13 October 2015, at 10:30 a.m. to consider and, if thought fit, pass, with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

1. the equity transfer agreements dated 12 August 2015 (the “Equity Transfer Agreements”) and the supplemental agreement dated 24 August 2015 (the “Supplemental Agreement”) entered into between the Bidding Subsidiary and the Seller (both as defined in the circular of the Company dated 24 September 2015, a copy of which is marked “A” and tabled before the meeting and initialed by the chairman of the meeting for identification purpose), pursuant to which the Bidding Subsidiary has conditionally agreed to acquire from the Seller, the entire registered capital of 南京喜瑪拉雅置業有限公司 (Nanjing Himalayas Real Estate Company Limited*), 南京証大寬域置業有限公司 (Nanjing Zendai Kuanyu Real Estate Company Limited*), 南京大拇指商業發展有限公司 (Nanjing Thumb Development Company Limited*), 南京水清木華置業有限公司 (Nanjing Shuiqingmuhua Real Estate Company Limited*), 南京麗笙置業有限公司 (Nanjing Radisson Real Estate Company Limited*), 南京証大三角洲置業有限公司 (Nanjing Zendai Delta Real Estate Company Limited*) (the “**Target Companies**”) and the sale loans owing by the Target Companies to the Seller, at a consideration of approximately RMB4,513.61 million (equivalent to approximately HK\$5,461.47 million) subject to the terms and conditions of the Equity Transfer Agreements as amended by the Supplemental Agreement, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

2. any one director, or any two directors if the affixation of the common seal is necessary, of the Company be and is hereby authorized for and on behalf of the Company to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the Equity Transfer Agreements as amended by the Supplemental Agreement and the transactions contemplated thereunder.”

By Order of the Board
SHANGHAI ZENDAI PROPERTY LIMITED
Li Li Hua
Director

Hong Kong, 24 September 2015

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
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 Level 22, Hopewell Center, 183 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. Zhang Chenguang, Mr. Zhong Guoxing, Dr. Wang Hao and Ms. Li Li Hua. The non-executive Directors are Mr. Xu Xiaoliang and Mr. Gong Ping. The independent non-executive Directors are Mr. Lai Chik Fan, Mr. Li Man Wai, Mr. Chow, Alexander Yue Nong and Dr. Xu Changsheng.