



# 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 6108, The Center, 99 Queen’s Road Central, Hong Kong at 10:00 a.m. on Friday, 5 September 2008, to consider and, if thought fit, pass, with or without modification, the following ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT:**

- (a) the Agreement, a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification, entered into between Zendai Land and the Shanghai Zendai Investment in relation to the capital injection by Zendai Land and Shanghai Zendai Investment to 上海証大喜瑪拉雅置業有限公司 (Shanghai Zendai Himalaya Real Estate Company Limited)\* and the performance and implementation of the transactions contemplated thereunder in relation to the ZL Capital Injection be and are hereby confirmed, approved and ratified; and
- (b) the directors of the Company 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 to give effect to the relevant provisions in respect of the ZL Capital Injection mentioned in (a) above of the Agreement and the implementation of all relevant transactions contemplated thereunder.”

By order of the Board  
**Dai Zhikang**  
*Chairman*

Hong Kong, 21 August 2008

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Principal place of business in Hong Kong:*

Unit 6108 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. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting or any adjournment(s) thereof.
3. Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, the executive Directors are Mr. Dai Zhikang, Mr. Fang Bin, Mr. Zhang Wei, Mr. Lu Puling, Mr. Wang Xiangang, Mr. Tang Jian and Mr. Ye Wenbin. 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*