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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, on Wednesday, 5 March 2014, 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 Company is hereby authorized through Long Profit Group Limited to participate in and bid at the Tender (as defined in the Circular) (as defined in the circular of the Company dated 17 February 2014 (the “**Circular**”)), of which the notice convening this meeting forms part and a copy of which has been produced to this meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification, for the acquisition of the entire registered capital of the Target Company (as defined in the Circular);
2. that Long Profit Group Limited be approved to submit a bid at the Tender for the Target Company at no more than the Maximum Consideration (as defined in the Circular); and
3. any one director of the Company be and is hereby authorized to proceed with the Tender and, if the bid of the Target Company is successful, to proceed with the completion of the Possible Acquisition (as defined in the Circular) and to exercise all the powers of the Company and to do all things and acts and execute and deliver all documents, as may be necessary, desirable or expedient to carry out or to give

\* for identification purpose only

effect to any or all transactions in connection with the Tender and, if the bid is successful, the Possible Acquisition including, where necessary affix the common seal of the Company thereon.”

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

Hong Kong, 17 February 2014

***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. Zuo Xingping and Mr. Tang Jian. The non-executive Directors are Mr. Zhu Nansong, Mr. Wu Yang, Mr. Xu Xiaoliang and Mr. Gong Ping. The independent non-executive Directors are Mr. Lo Mun Lam, Raymond, Mr. Lai Chik Fan, Mr. Li Man Wai and Mr. Cai Gaosheng.*