

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## 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 the special general meeting (the “SGM”) of Shanghai Zendai Property Limited (the “Company”) will be held at 7/F, Nexxus Building, 41 Connaught Road Central, Hong Kong on Thursday, 9 February 2017 at 10:30 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company:

#### ORDINARY RESOLUTION

**“THAT:**

- (a) the sale and purchase agreement dated 3 December 2016 (the “**Sale and Purchase Agreement**”) entered into between Zendai (South Africa) Proprietary Limited as seller (the “**Seller**”) and JR 209 Investments Proprietary Limited as purchaser, in relation to the disposal of (i) the entire issued share capital of each of Zendai Capital Proprietary Limited, Zendai Development (South Africa) Proprietary Limited (“**Zendai Development**”) and Zendai Investment Management (South Africa) Proprietary Limited (“**Zendai Investment**”); and (ii) the sale loans to be converted into South Africa Rand and to be acquired by the Seller from the Company, comprising the total amount of loans advanced by the Company to Zendai Development and Zendai Investment, plus the respective interest thereon (a copy of the Sale and Purchase Agreement marked “A” and signed by the chairman of the SGM for identification purpose having been produced to the SGM), and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed; and

- (b) any director of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the Sale and Purchase Agreement.”

By Order of the Board  
**Shanghai Zendai Property Limited**  
**Li Li Hua**  
*Executive Director*

Hong Kong, 19 January 2017

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal place of business in Hong Kong:*

59/F, Bank of China Tower,  
1 Garden Road,  
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 share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, 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. Gong Ping and Mr. Pan Wen. The independent non-executive Directors are Mr. Lai Chik Fan, Mr. Li Man Wai, Mr. Chow, Alexander Yue Nong and Dr. Xu Changsheng.*

\* *For identification purpose only*