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If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Shanghai Zendai Property Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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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)****PROPOSED GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS**

A notice convening an annual general meeting of Shanghai Zendai Property Limited to be held at Unit 6108, The Center, 99 Queen's Road Central, Hong Kong at 10:15 a.m. on Thursday, 26 May 2011, is set out on pages 13 to 16 of this circular. A form of proxy is also enclosed. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's Hong Kong branch share registrars, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not prevent shareholders from subsequently attending and voting at the annual general meeting if they so wish.

* *for identification purpose only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Unit 6108, The Center, 99 Queen’s Road Central, Hong Kong on at 10:15 a.m. Thursday, 26 May 2011, the notice of which is set out on pages 13 to 16 of this circular, or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	bye-laws of the Company
“Code”	the Hong Kong Code on Takeovers and Mergers
“Company”	Shanghai Zendai Property Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Existing Issue Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 3 June 2010 to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at 3 June 2010
“Existing Repurchase Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 3 June 2010 to repurchase Shares not exceeding 10% of the nominal value of share capital of the Company in issue as at 3 June 2010
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 April 2011, being the latest practicable date for ascertaining certain information referred to in this circular prior to the bulk-printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Administrative Region of the PRC and Taiwan
“Proposed Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the relevant resolution granting the Proposed Repurchase Mandate
“Registrars”	the Company’s branch share registrars in Hong Kong, Tricor Secretaries Limited, 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong
“Retiring Directors”	Mr. Ma Chengliang, Mr. Dai Zhikang, Mr. Zuo Xingping, Mr. Tang Jian and Ms. Zhou Yan, Mr. Zhou Chun and Mr. Dong Wenliang,
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	ordinary shares of HK\$0.02 each in the capital of the Company
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



SHANGHAI ZENDAI PROPERTY LIMITED

上海証大房地產有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 755)

Executive Directors:

MA Chengliang
WANG Fujie
DAI Zhikang
ZHU Nansong
ZUO Xingping
ZHOU Yan
TANG Jian

Non-executive Directors:

WU Yang
LIU Zhiwei
ZHOU Chun
DONG Wenliang

Independent non-executive Directors:

LO Mun Lam Raymond
LAI Chik Fan
TSE Hiu Tung, Sheldon

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal place of business

in Hong Kong:
Unit 6108, The Center
99 Queen's Road Central
Hong Kong

21 April 2011

*To the Shareholders and, for information only,
holders of options of the Company*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information of the resolutions to be proposed at the Annual General Meeting for the approval of (a) granting the

* *for identification purpose only*

LETTER FROM THE BOARD

Directors a general mandate to allot, issue and deal with Shares of up to 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution granting such mandate; (b) granting the Directors the Proposed Repurchase Mandate; (c) the extension of the general mandate to issue Shares by adding to it the aggregate nominal value of the issued Shares repurchased under the Proposed Repurchase Mandate; and (d) the proposed re-election of the Retiring Directors.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 3 June 2010, ordinary resolutions were passed granting the Existing Issue Mandate and the Existing Repurchase Mandate to the Directors.

In accordance with the provisions of the Listing Rules and the terms of the Existing Issue Mandate and the Existing Repurchase Mandate, the Existing Issue Mandate and the Existing Repurchase Mandate shall lapse if, among other matters, they are revoked or varied by ordinary resolutions of the Shareholders in general meeting.

Resolutions set out as resolutions 4A(d) and 4B(c) in the notice of the Annual General Meeting will be proposed at the Annual General Meeting to revoke the Existing Issue Mandate and the Existing Repurchase Mandate respectively. New general mandate to allot, issue and deal with Shares of up to 20% of the aggregate nominal value of the share capital of the Company in issue (which shall amount to 12,491,906,515 Shares based on the issued share capital of the Company as at the Latest Practicable Date) as at the date of passing the relevant resolution granting this mandate, and the Proposed Repurchase Mandate as set out in resolutions 4A(a), (b), (c) and (e) and resolutions 4B(a), (b) and (d) will also be proposed at the Annual General Meeting. Such mandates shall continue until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or (iii) the revocation or variation of the authority given under such mandate by ordinary resolution of Shareholders in general meeting. With reference to the proposed new general mandates, the Directors wish to state that they have no immediate plans to issue or repurchase any Shares pursuant to the relevant mandates.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in the Appendix to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution in relation to the Proposed Repurchase Mandate at the Annual General Meeting.

Resolutions set out as resolution 4C in the notice of the Annual General Meeting will also be proposed at the Annual General Meeting to extend the general mandate to issue Shares under resolution 4A by adding to it the aggregate nominal value of the issued Shares repurchased under the Proposed Repurchase Mandate.

LETTER FROM THE BOARD

PROPOSED DIRECTORS FOR RE-ELECTION

According to the Bye-laws, Mr. Ma Chengliang, Mr. Dai Zhikang, Mr. Zuo Xingping, Mr. Tang Jian and Ms. Zhou Yan, Mr. Zhou Chun and Mr. Dong Wenliang, shall retire from office and then be eligible for re-election at the Annual General Meeting.

Brief biography of each of the Retiring Directors to be re-elected at the Annual General Meeting are set out below:

Mr. Ma Chengliang (“Mr. Ma”), aged 53, was appointed as an executive Director and chairman of the Company in April 2009. Mr. Ma graduated from Shanghai Normal University in 1980 and obtained his master’s degree in economics and doctorate degree in business administration from Fudan University in 1993 and 2004 respectively. He also received his master’s degree in business administration from the School of Management, University of Arizona, the United States of America in 2006. Prior to joining the Company, Mr. Ma served and held several executive positions and directorships in Shanghai Industrial Investment (Holdings) Co. Limited (上海實業(集團)有限公司) and its subsidiaries for more than ten years. Mr. Ma was a director of Shanghai Industrial Development Co., Ltd. (上海實業發展股份有限公司), a company listed on the Shanghai Stock Exchange, during the period from February 2005 to July 2008.

Mr. Ma has entered into a service agreement with the Company, for a term of 3 years, commencing from 1 April 2009 to 31 March 2012. Mr. Ma’s directorship with the Company is subject to rotation and re-election at general meetings of the Company in accordance with the Bye-laws. As at the Latest Practicable Date, Mr. Ma was deemed to be interested in 100,000,000 Shares within the meaning of Part XV of the SFO. The emolument of Mr. Ma is HK\$3,000,000 per annum plus annual bonus of HK\$2,000,000 (subject to adjustment based on individual achievement of Mr. Ma in that year) which is determined by mutual agreement and prevailing market practice as well as his contribution to the Group.

Mr. Dai Zhikang (“Mr. Dai”), aged 46, who joined the Group in March 2002, is an executive Director. He is also the founder and chairman of Shanghai Zendai Investment Group (上海証大投資集團) (“Zendai Group”). He graduated from Renmin University of China with a bachelor’s degree in economics (finance). He is also a postgraduate of the Graduate School of the People’s Bank of China. He founded Zendai Group in 1994, and subsequently restructured the group and became its founder and chairman in 1998.

Mr. Dai has entered into a service contract with the Company which can be terminated by either party by giving 30 day’s notice. Mr. Dai’s directorship with the Company is subject to rotation and re-election at general meetings of the Company in accordance with the Bye-laws. Mr. Dai is a director of Giant Glory Assets Limited, which held 2,325,560,000 Shares as at the Latest Practicable Date, representing approximately 18.62% of the issued share capital of the Company as at the Latest Practicable Date. Giant Glory Assets Limited was also interested in 85% of the issued share capital of Jointex Investment Holdings Limited, a substantial Shareholder which held 2,932,000,000 Shares as at the Latest Practicable Date, representing

LETTER FROM THE BOARD

approximately 23.47% of the issued share capital of the Company as at the Last Practical Date. Mr. Dai was also granted options to subscribe for 10,000,000 Shares. Mr. Dai was deemed to be interested in an aggregate of 6,763,635,000 Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. The emolument of Mr. Dai is HK\$3,000,000 per annum which is determined by mutual agreement and prevailing market practice as well as his contribution to the Group.

Mr. Zuo Xingping (“Mr. Zuo”), aged 45, was appointed as an executive Director from November 2010. Mr. Zuo graduated from 中國人民大學 (Renmin University of China) with a bachelor’s degree, and obtained a master degree from 中國人民銀行研究生部 (The People’s Bank of China Graduate Research Department). Mr. Zuo has over 15 years of experience in securities investment and the capital markets and is currently the executive director and general manager of 深圳立方投資有限公司 (“Shenzhen Lifang Investment Company Limited”), chairman and general manager of 北京証大資源投資有限公司 (“Beijing Zendai Resources Investment Company Limited”), which are wholly owned subsidiary companies of 上海証大投資發展有限公司 (Shanghai Zendai Investment Development Company Ltd). Mr. Zuo is also the vice president of 上海証大投資發展有限公司 (Shanghai Zendai Investment Development Company Limited), a company in which Mr. Dai Zhikang, the controlling Shareholder and executive Director, is interested in 60% of its issued share capital. Mr. Zuo was appointed non-executive director of Inner Mongolia Yuan Xing Energy Company Limited and independent director of GF Securities Co., Ltd. on 26 June 2006 and 1 March 2010, respectively, both of them being companies listed on the Shenzhen Stock Exchange.

Mr. Zuo has not entered into any service agreement or contract of employment with the Company. Mr. Zuo’s directorship with the Company is subject to rotation and re-election at general meetings of the Company in accordance with the Bye-laws. Mr. Zuo does not have any interests in the Shares within the meaning of Part XV of the SFO. The emolument of Mr. Zuo is zero, which is determined by mutual agreement.

Mr. Tang Jian (“Mr. Tang”), aged 34, who joined the Board in May 2003 and is an executive Director and was appointed as the authorised representative of the Company in June 2003. Mr. Tang obtained a bachelor’s degree from Shanghai University of Finance and Economics specialising in finance and once worked for the Bank of Shanghai. Mr. Tang is responsible for the business management and corporate governance of the Group and has more than ten years of experience in this field.

Mr. Tang has entered into a service contract with the Company which can be terminated by either party by giving 30 day’s notice. Mr. Tang’s directorship with the Company is subject to rotation and re-election at general meetings of the Company in accordance with the Bye-laws. Mr. Tang is a director of Giant Glory Assets Limited, which was interested in 2,325,560,000 Shares, representing approximately 18.62% of the issued share capital of the Company as at the Latest Practicable Date. Mr. Tang was deemed to be interested in 15,000,000 Shares within the meaning of Part XV of the SFO. The emolument of Mr. Tang is HK\$990,500 per annum which is determined by mutual agreement and prevailing market practice as well as his contribution to the Group.

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Ms. Zhou Yan (“Ms. Zhou”), aged 43, was appointed as an executive Director in January 2009 and is also director of Shanghai Zendai Real Estate Limited (上海証大置業有限公司), Shanghai Zendai Delta Land Company Limited (上海証大三角洲置業有限公司), Shanghai Tianhai Company Limited (上海天海有限責任公司), Shanghai Zendai Wu Dou Kuo Property Development Company Limited (上海証大五道口房地產開發有限公司), Shanghai Zendai Commercial Operation Management Co., Ltd (上海証大商業經營管理有限公司) and Shanghai Zendai Travel and Commercial Investment Company Limited (上海証大商業旅遊投資發展有限公司), all being wholly-owned subsidiaries of the Company. Ms. Zhou received a bachelor’s degree in arts from the School of Literature of Shanghai University (a branch of the Fudan University), and a master’s degree in business studies from Massey University of New Zealand in 2000. Ms. Zhou has more than 8 years of sales experience in various property development companies in the PRC.

Ms Zhou has entered into a service contract with the Group which can be terminated by either party by giving 30 day’s notice. Ms. Zhou’s directorship with the Company is subject to rotation and re-election at general meetings of the Company in accordance with the Bye-laws. Ms Zhou was deemed to be interested in 10,000,000 Shares within the meaning of Part XV of the SFO. The emolument of Ms. Zhou is RMB734,500 per annum which is determined by mutual agreement and prevailing market practice as well as his contribution to the Group.

Mr. Zhou Chun (“Mr. Zhou”), aged 51, was appointed as a non-executive Director in March 2011. Mr. Zhou holds a master’s degree in business administration (finance) from Northern Illinois University of the United States of America. Mr. Zhou was appointed as the chief executive officer of Forte Capital Group (“Forte Capital”) in May 2010. Shanghai Forte Land Co., Ltd. (“Forte Land”), the issued shares of which are listed on the Stock Exchange, is the controlling shareholder of Forte Capital and China Alliance Properties Limited. China Alliance Properties Limited held 19.47% of issued Shares as at the Last Practical Date. Mr. Zhou has over 20 years of experience in domestic and foreign investment banking, fund management and real estate investment. He served as chief representative and managing director in the People’s Republic of China for Colony Capital of the United States of America, and a director of GE Equity of the United States of America.

Mr. Zhou has not entered into any service agreement or contract of employment with the Company but his appointment is subject to retirement and rotation pursuant to the Bye-laws. Mr. Zhou does not have any interests in the Shares within the meaning of Part XV of the SFO. The emolument of Mr. Zhou is nil, which is determined by mutual agreement.

Mr. Dong Wenliang (“Mr. Dong”), aged 36, is appointed as a non-executive Director in March 2011. Mr. Dong graduated with a bachelor’s degree in laws from the School of Economics of Law of Shanghai University of Finance and Economics in 1997. Mr. Dong joined Forte Land in 2003. Forte Land, the issued shares of which are listed on the Stock Exchange, is the controlling shareholder of Forte Capital and China Alliance Properties Limited. China Alliance Properties Limited holds 19.47% of issued Shares as at the Last Practical Date. He was appointed as manager and director of administration and business development departments of Forte Land and its subsidiaries in several districts. He has been the executive general manager of asset management department of Forte Capital since 2010.

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Mr. Dong has not entered into any service agreement or contract of employment with the Company but his appointment is subject to retirement and rotation pursuant to the Bye-laws. Mr. Dong does not have any interests in the Shares within the meaning of Part XV of the SFO. The emolument of Mr. Dong is nil, which is determined by mutual agreement.

Save as disclosed above, as at the Latest Practicable Date:

- (i) none of the Retiring Directors held any other positions in the Group;
- (ii) none of the Retiring Directors held any other directorships in the preceding three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas;
- (iii) none of the Retiring Directors had relationship with any directors, senior management or substantial or controlling Shareholder;
- (iv) none of the Retiring Directors had interests in Shares within the meaning of Part XV of the SFO; and
- (v) there is no other information in relation to the re-election of the Retiring Directors which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of holders of securities of the Company.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Unit 6108, The Center, 99 Queen's Road Central Hong Kong at 10:15 a.m. on Thursday, 26 May 2011 is set out on pages 13 to 16 of this circular.

There is enclosed a form of proxy for use at the Annual General Meeting. Whether or not the Shareholders intend to be present at the Annual General Meeting, they are requested to complete the form of proxy and return it to the office of the Company's branch share registrars in Hong Kong, Tricor Secretaries Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not prevent the Shareholders from attending, and voting at the Annual General Meeting if they so wish.

RECOMMENDATION

The Directors consider that the proposed resolutions for (i) granting the Directors a general mandate to allot, issue and deal with Shares of up to 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution granting such mandate; (ii) granting the Directors the Proposed Repurchase

LETTER FROM THE BOARD

Mandate; (iii) the extension of the mandate in (i) above by adding to it the aggregate nominal value of issued Shares repurchased under the Proposed Repurchase Mandate; and (iv) the proposed re-election of the Retiring Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all resolutions as set out in the notice of the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,
for and on behalf of the Board
Ma Chengliang
Director

APPENDIX EXPLANATORY STATEMENT OF PROPOSED REPURCHASE MANDATE

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Proposed Repurchase Mandate.

SOURCE OF FUNDS

Repurchases must be funded out of fund legally available for the purpose and in accordance with the Company's constitutive documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 12,491,906,515 Shares. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares will be issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 1,249,190,651 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or bye-laws of the Company or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange. Such repurchases may, depending on market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that there may be adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2010, in the event that the proposed Share repurchase was to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels.

SHARE PRICES

The following table shows the highest and lowest prices at which the Shares had been traded on the Stock Exchange in each of the twelve months immediately preceding the Latest Practicable Date:

Month	Highest trading price per Share <i>HK\$</i>	Lowest trading price per Share <i>HK\$</i>
2010		
April	0.405	0.355
May	0.375	0.335
June	0.360	0.310
July	0.350	0.320
August	0.345	0.310
September	0.335	0.315
October	0.350	0.330
November	0.350	0.295
December	0.305	0.260
2011		
January	0.310	0.280
February	0.315	0.290
March	0.305	0.265
April (up to the Latest Practicable Date)	0.300	0.275

GENERAL

As at the Latest Practicable Date, to the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their associates (as defined in the Listing Rules) intended to sell any Shares to the Company or its subsidiaries in the event that the Proposed Repurchase Mandate is approved.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) had notified the Company that he had an intention to sell any Shares to the Company, or had undertaken not to do so, in the event that the Proposed Repurchase Mandate is approved.

APPENDIX EXPLANATORY STATEMENT OF PROPOSED REPURCHASE MANDATE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases. Such increase will be treated as an acquisition for the purposes of the Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date and so far as was known to the Directors, Mr. Dai Zhikang, an executive Director and the parties acting in concert (as defined in the Code) with him were interested in a total of 6,753,635,000 Shares, representing approximately 54.06% of the issued share capital of the Company. On the basis that no further Shares will be issued or repurchased after the Latest Practicable Date, in the event that the Directors exercise the Proposed Repurchase Mandate in full, the shareholdings of Mr. Dai Zhikang and the parties acting in concert (as defined in the Code) with him in the Company would be increased to approximately 60.15% of the issued share capital of the Company as reduced by the exercise of the Proposed Repurchase Mandate in full. Mr. Dai Zhikang and parties acting in concert with him would not be required under Rule 26 of the Code to make a mandatory offer pursuant to such increase. The Directors have no present intention to exercise in full the power to repurchase shares proposed to be granted pursuant to the Proposed General Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be held in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares being held in public hands.

The Company had not repurchased any Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Shanghai Zendai Property Limited (the “**Company**”) will be held at Unit 6108, The Center, 99 Queen’s Road, Hong Kong at 10:15 a.m. on Thursday, 26 May 2011 for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2010;
2. To re-elect directors and to fix the remuneration of directors;
3. To re-appoint BDO Limited, certified public accountants, as the auditors of the Company and to authorise the directors to fix their remuneration;
4. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

A. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (“**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or right to acquire Shares; and
 - (iv) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company;

shall not exceed 20 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting;

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in

NOTICE OF ANNUAL GENERAL MEETING

proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases, and subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

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- C. “**THAT** conditional upon the passing of Resolutions 4A and 4B as set out in the notice of this meeting, the general mandate granted to the directors of the Company (“**Directors**”) to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to Resolution 4A above be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 4B above, provided that such amount shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this Resolution.”

By order of the Board
Ma Chengliang
Director

Hong Kong, 21 April 2011

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. In order to be valid, this proxy form 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.