



汎港地產集團  
PAN HONG PROPERTY GROUP

# PAN HONG PROPERTY GROUP LIMITED

(Incorporated in Bermuda on 20 December 2005)  
(Registration No.: 37749)

## NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Special General Meeting of Pan Hong Property Group Limited (the "**Company**") will be held at CIMB – GK Investment Centre, 50 Raffles Place, #01-01 Seminar Room 1, Singapore Land Tower, Singapore 048623 on 19 October 2009 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below:

### ORDINARY RESOLUTION 1 APPROVAL OF THE PROPOSED ACQUISITION

That:

- (a) pursuant to Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited, approval be and is hereby given for the Proposed Acquisition as defined in the circular to Shareholders dated 2 October 2009 (the "**Circular**"), particulars of which are set out in the Circular;
- (b) the entry into the execution of the Share Transfer Agreement as defined in the Circular be and is hereby ratified, confirmed and approved; and
- (c) Subject to resolutions (a) and (b) being approved, any Director of the Company be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purpose of giving effect to the Proposed Acquisition.

### ORDINARY RESOLUTION 2 APPROVAL OF THE PROPOSED ALLOTMENT AND ISSUE OF 5,055,024 NEW SHARES TO VENDORS GROUP A

That, contingent upon the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised to allot and issue 5,055,024 Consideration Shares to Vendors Group A as defined in the Circular, credited as fully paid up, free from all liens, charges and other encumbrances and ranking pari passu in all respects with the then existing Shares, pursuant to the Share Transfer Agreement and each of the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including executing or amending such documents as may be required) as he may consider expedient or necessary to give effect to the transactions contemplated by the foregoing and/or this resolution.

### ORDINARY RESOLUTION 3 APPROVAL OF THE PROPOSED ALLOTMENT AND ISSUE OF 2,022,010 NEW SHARES TO MR WONG LAM PING

That, contingent upon the passing of Ordinary Resolutions 1 and 2, the Directors of the Company be and are hereby authorised to allot and issue 2,022,010 Consideration Shares to Mr Wong Lam Ping, credited as fully paid up, free from all liens, charges and other encumbrances and ranking pari passu in all respects with the then existing Shares, pursuant to the Share Transfer Agreement and each of the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including executing or amending such documents as may be required) as he may consider expedient or necessary to give effect to the transactions contemplated by the foregoing and/or this resolution.

By Order of the Board  
Pan Hong Property Group Limited

Chan Chun Kit  
Yvonne Choo  
Company Secretaries

2 October 2009

#### Notes:

1. A Shareholder, other than the Central Depository (Pte) Limited (the "Depository"), who or which holds Shares in his/its own name entitled to attend and vote at the Special General Meeting ("SGM") is entitled to appoint not more than two proxies to attend and vote on his/its behalf. A proxy need not be a Shareholder.
2. Such Shareholder who wishes to appoint a proxy should complete the Shareholder Proxy Form. Thereafter, the Proxy Form must be lodged at the office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758, not less than forty-eight (48) hours before the time appointed for the SGM.
3. If a Depositor who or which holds Shares through the Depository and whose name appears in the Depository Register (as defined in Section 130A of the Companies Act) as at a time not earlier than forty-eight (48) hours prior to the time of the SGM wishes to attend and vote at the SGM, and if such Depositor is a natural person, he need not complete and submit the Depositor Proxy Form if he is attending the general meeting in person; where such a Depositor is a corporation and wishes to be represented at the general meeting, it must complete the Depositor Proxy Form under its seal or under the hand of an officer, attorney or other person authorised to sign the same and deposit the duly completed Depositor Proxy Form at the office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758, not less than forty-eight (48) hours before the time appointed for the SGM.