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

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漢港地產集團
SINO HARBOUR PROPERTY GROUP

SINO HARBOUR PROPERTY GROUP LIMITED

漢港房地產集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

PROPOSALS FOR RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of Sino Harbour Property Group Limited to be held at Unit A, 29th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 10:30 a.m. on Wednesday, 25 July 2012 is set out on pages 13 to 18 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending, and voting in person at, the AGM or any adjournment thereof should you so wish.

22 June 2012

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
INTRODUCTION	3
RE-ELECTION OF DIRECTORS	4
GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE	4
ANNUAL GENERAL MEETING	6
RECOMMENDATION	7
RESPONSIBILITY STATEMENT	7
APPENDIX I – DIRECTORS PROPOSED TO BE RE-ELECTED	8
APPENDIX II – EXPLANATORY STATEMENT	10
NOTICE OF ANNUAL GENERAL MEETING	13

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Unit A, 29th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 10:30 a.m. on Wednesday, 25 July 2012
“AGM Notice”	the notice convening the AGM, which is set out on pages 13 to 18 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	Sino Harbour Property Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM

DEFINITIONS

“Latest Practicable Date”	18 June 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Pan Hong Group”	Pan Hong Property Group Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Singapore Exchange Securities Trading Limited
“PRC”	the People’s Republic of China (which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan)
“Prospectus”	the prospectus of the Company dated 12 July 2011
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers of the SFC
“%”	per cent

LETTER FROM THE BOARD



漢港地產集團
SINO HARBOUR PROPERTY GROUP

SINO HARBOUR PROPERTY GROUP LIMITED

漢港房地產集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

Executive Directors:

SHI Feng (*Deputy Chairman*)
WONG Lui

Non-executive Director:

CHAN Heung Ling (*Chairlady*)

Independent Non-executive Directors:

XIE Gang
LEE Man To
ZHANG Juan

Registered Office:

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

*Principal place of business
in Hong Kong:*

Room 1215, Tower B,
Hungohm Commercial Centre,
37-39 Ma Tau Wai Road,
Hungohm, Kowloon,
Hong Kong

22 June 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information regarding the resolutions to be proposed at the AGM relating to:

- (i) the re-election of Directors;
- (ii) the grant of the Issue Mandate;

LETTER FROM THE BOARD

- (iii) the grant of the Repurchase Mandate; and
- (iv) the grant of the Extension Mandate.

RE-ELECTION OF DIRECTORS

In accordance with Bye-law 84(1) of the Company's Bye-laws, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation. Mr. WONG Lui, an executive Director, and Mr. XIE Gang, an independent non-executive Director, will retire at the AGM and, being eligible, offer themselves for re-election in accordance with Bye-law 84. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the written resolutions passed by the then sole Shareholder on 4 July 2011, the Directors were granted:

- (a) a general unconditional mandate was given to the Directors to allot, issue and deal with, otherwise than by way of rights issue or pursuant to the exercise of subscription rights attaching to options under the Share Option Scheme (as defined in the Prospectus), Shares with an aggregate nominal value not exceeding the sum of 20% of the aggregate nominal value of the share capital of the Company in issue immediately following the completion of the Share Offer (as defined in the Prospectus) and the Capitalisation Issue (as defined in the Prospectus) (excluding Shares which may be issued pursuant to the exercise of the Over-allotment Option (as defined in the Prospectus) and any options which may be granted under the Share Option Scheme);
- (b) a general unconditional mandate was given to the Directors authorising them to exercise all powers of the Company to repurchase Shares listed on the Stock Exchange or any other stock exchange recognised by the SFC and by the Stock Exchange for this purpose having an aggregate nominal value not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following the completion of the Share Offer and the Capitalisation Issue (excluding Shares which may be issued pursuant to the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme); and

LETTER FROM THE BOARD

- (c) the general unconditional mandate referred to in sub-paragraph (a) above was extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of Shares repurchased by the Company since the granting of the general mandate referred to in sub-paragraph (b) above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Share Offer and the Capitalisation Issue (excluding Shares which may be issued pursuant to the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme).

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of such resolution. As at the Latest Practicable Date, there were in issue an aggregate of 1,200,000,000 Shares;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by any applicable laws or the Bye-laws to be held; or (c) when the authority given to the Directors thereunder is revoked or varied or renewed by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

On the basis that no Shares are issued or repurchased prior to the AGM, the Company would be allowed to allot, issue and deal with a maximum of 240,000,000 new Shares. The Directors wish to state that they have no immediate plan to allot and issue any new Shares under the Issue Mandate.

Under the Listing Rules, the Company is required to give the Shareholders all information, which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The AGM Notice is set out on page 13 to 18 of this circular. Ordinary resolutions in respect of the re-election of the Directors, the Issue Mandate, the Repurchase Mandate and the Extension Mandate will be proposed to the Shareholders for approval at the AGM.

To the best of the Director's knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM pursuant to Bye-law 66 of the Bye-laws. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy is enclosed with this circular for use at the AGM. Whether or not you choose to attend the AGM, you are requested to complete and return the enclosed form of proxy to the Company's Registrar in Hong Kong, Tricor Investor Services Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the re-election of the Directors, the Issue Mandate, the Repurchase Mandate and the Extension Mandate to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all the aforesaid resolutions at the AGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility and confirm, having made all reasonable enquires, 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 circular misleading.

Your faithfully,
By order of the Board
Sino Harbour Property Group Limited
SHI Feng
Deputy Chairman

PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

The biographical details of the Directors qualified for re-election at the AGM are set out below:

Executive Director***Mr. Wong Lui (“Mr. Wong”)***

Wong Lui (汪磊), aged 29, is an executive Director of the Company. He is mainly responsible for the operational management and development of the projects of Nanchang Honggu Kaixuan (南昌紅谷凱旋) and Fuzhou Hua Cui Ting Yuan (撫州華萃庭院). He joined Pan Hong Group in October 2007 as an assistant to the chairman of Pan Hong Group and was mainly responsible for assisting the chairman of Pan Hong Group in the formulation of business strategy and management of Pan Hong Group. He was appointed as the deputy project manager and deputy general manager of Jiangxi Asia City Real Estate Development Co., Ltd. (江西亞洲城房地產開發有限公司) in 2008 and was mainly responsible for management of construction works. He was also appointed as the general manager of Fuzhou Pan Hong Kai Xuan Property Development Company Limited (撫州汎港凱旋房地產開發有限公司) in 2009 and was mainly responsible for the formulation of business strategy and the daily management.

Mr. Wong is a standing committee member of Jiangxi Federation of Industry and Commerce (江西省工商業聯合會).

Mr. Wong did not hold a directorship of any other listed company during the three years immediately preceding the Latest Practicable Date. Mr. Wong is the son of Ms. Chan Heung Ling (the Chairlady of the Company and a non-executive Director) and Mr. Wong Lam Ping (a controlling shareholder (as defined in the Listing Rules) of the Company).

Mr. Wong has entered into a service agreement for an initial term of three years with the Company on 4 July 2011. Under the service agreement, Mr. Wong receives a basic salary of HK\$600,000 per annum and a discretionary bonus as may be determined by the Board at its absolute discretion. Either party may terminate the employment by serving the other party a written notice of not less than 6 months.

Independent Non-executive Director***Mr. Xie Gang (“Mr. Xie”)***

Xie Gang (解剛), aged 47, is an independent non-executive Director of the Company. Mr. Xie was the head representative of AXA Guangzhou representative office from 1995 to 2002, during which he was responsible for the operation of the representative office and matters relating to establishing branch companies for AXA Group. From 2003 to 2008, he was the manager of AXA-Minmetals Assurance Co., Ltd., Guangdong Branch and was responsible for government relations, establishing new companies, recruitment, franchise development, risk management, marketing and sales etc. Mr. Xie graduated from Xiamen University with a bachelor’s degree in computer science in July 1988.

Save as disclosed above, Mr. Xie has not been a director of any other listed company during the three years immediately preceding the Latest Practicable Date.

Mr. Xie has entered into an appointment letter with the Company on 4 July 2011 for an initial term of one year commencing the date of the appointment letter and thereafter shall continue year to year subject to retirement by rotation and/or re-election at the Company’s AGM in accordance with the Bye-laws. Under the appointment letter Mr. Xie is entitled to a director’s fee of HK\$120,000 per annum, subject to the Board’s review from time to time in its discretion after taking into account the recommendation of the remuneration committee of the Company.

None of the Directors proposed for re-election is interested in the Shares of the Company within the meaning of Part XV of the SFO pursuant to Rule 13.51(2)(f) of the Listing Rules.

Save as disclosed above, there is no other information relating to the above Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter concerning the above Directors that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules and there is no information to be disclosed pursuant to any of the requirements of the Rule 13.51(2) of the Listing Rules.

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 AGM in relation to the Repurchase Mandate.

1. SHARE CAPITAL AND MAXIMUM NUMBER OF SHARES THAT MAY BE REPURCHASED

The maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number of Shares as represents 10% of the nominal amount of the share capital of the Company in issue on the date of the AGM. As at the Latest Practicable Date, there were in issue an aggregate of 1,200,000,000 Shares. Subject to the passing of the relevant resolution approving the Repurchase Mandate and on the basis that no Shares are issued or repurchased prior to the AGM, the Company would be permitted under the Repurchase Mandate to repurchase a maximum of 120,000,000 Shares. The Repurchase Mandate relates only to repurchases of Shares which are fully paid up.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda and Hong Kong. Any repurchases by the Company may be made out of the capital paid up on Shares to be repurchased, funds of the Company which would otherwise be available for dividend or distribution or out of any issue of new Shares made for the purpose of the repurchase and, in case of any premium payable on the repurchase out of the funds of the Company which would otherwise be available for dividend or distribution from sums standing to the credit of the share premium account of the Company. Such repurchase may only be made if on the effective date of purchase, there is no reasonable grounds for believing that the Company is, and after the purchase will be, unable to pay its debts as they fall due.

4. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws, all applicable laws of Hong Kong and the Companies Act 1981 of Bermuda.

5. DIRECTORS AND CONNECTED PERSONS

None of the Directors or, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the associates of any of the Directors, have any present intention, in the event that the grant to the Directors of the Repurchase Mandate is approved by the Shareholders, of selling Shares to the Company.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Company is authorised to make repurchases of Shares.

6. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Pan Hong Group, being the controlling shareholder (as defined in the Listing Rules), held 900,000,000 Shares representing 75% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, assuming that the present shareholdings and capital structure of the Company remain the same, the interests of Pan Hong Group in the issued Shares would be increased to approximately 83% of the total issued share capital of the Company. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of exercising power under the Repurchase Mandate.

Furthermore, the Directors have no intention to exercise the Repurchase Mandate to an extent that will result in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. SHARE PRICES AND SHARE REPURCHASE RECORDS

During each of the 11 months preceding the Latest Practicable Date, the highest and lowest traded prices for the Shares on the Stock Exchange were as follows:

	Traded market price	
	Highest (HK\$)	Lowest (HK\$)
2011		
July (listed on 22 July 2011)	1.29	1.06
August	1.17	0.85
September	0.99	0.80
October	0.93	0.80
November	1.20	0.84
December	0.86	0.74
2012		
January	0.82	0.78
February	0.81	0.78
March	0.80	0.66
April	0.82	0.79
May	0.84	0.71
June (up to the Latest Practicable Date)	0.82	0.81

8. SHARE REPURCHASE MADE BY THE COMPANY

During each of the six months preceding the Latest Practicable Date, no Shares were repurchased by the Company. The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



漢港地產集團
SINO HARBOUR PROPERTY GROUP

SINO HARBOUR PROPERTY GROUP LIMITED

漢港房地產集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**” or “**AGM**”) of Sino Harbour Property Group Limited (the “**Company**”) will be held at Unit A, 29th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 10:30 a.m. on Wednesday, 25 July 2012 to consider and, if thought fit, transact the following ordinary business:

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**” and each a “**Director**”) and the Company’s auditors for the year ended 31 March 2012.
2. To declare a final dividend for the year ended 31 March 2012.
3. A. To re-elect Mr. WONG Lui as executive director.
B. To re-elect Mr. XIE Gang as independent non-executive director.
4. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
5. To re-appoint BDO Limited as the Company’s auditors and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

6. “**THAT:**

- (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (D) below) of all the powers of the Company to allot, issue and deal with the unissued shares in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for and securities convertible into shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors during the Relevant Period (as defined in paragraph (D) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (D) below);
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (D) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares shall not exceed the aggregate of:
 - (I) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (II) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and
- (D) For the purpose of this resolution:

“**Relevant Period**” means the period from the date of 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 the bye-laws of the Company or the applicable law(s) of Bermuda to be held; and
- (III) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT:**

- (A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (C) below) of all powers of the Company to repurchase shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange as amended from time to time, the bye-laws of the Company and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (A) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and
- (C) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 the bye-laws of the Company or the applicable law of Bermuda to be held; or
 - (III) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** conditional on the passing of resolutions numbered 6 and 7 above, the general mandate granted to the Directors pursuant to paragraph (A) of resolution numbered 6 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (A) of resolution numbered 7 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the said resolution.”

By order of the Board
Sino Harbour Property Group Limited
SHI Feng
Deputy Chairman

Hong Kong, 22 June 2012

Registered Office:

Clarendon House,
2 Church Street,
Hamilton
HM 11, Bermuda

Principal place of business

in Hong Kong:
Room 1215, Tower B,
Hungghom Commercial Centre,
37-39 Ma Tau Wai Road,
Hungghom, Kowloon,
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The register of members of the Company will be closed for the following periods:
 - (i) The share register of the Company will be closed from Monday, 23 July 2012 to Wednesday, 25 July 2012 (both days inclusive), during which no transfer of shares will be effected. In order to be eligible to attend and vote at the forthcoming AGM, completed share transfer form must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 20 July 2012.
 - (ii) The share register of the Company will be closed from Wednesday, 1 August 2012 to Friday, 3 August 2012 (both days inclusive), during which no transfer of shares will be effected. In order to be qualified for the proposed final dividend, completed share transfer form must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 31 July 2012.
2. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
3. A form of proxy for use of the AGM is enclosed. Whether or not you intend to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish and in such event, the proxy shall be deemed to be revoked.
4. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the above meeting or any adjournment thereof.
5. In the case of joint holders of shares of the Company, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such shares of the Company as if he were solely entitled thereto, but if more than one such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
6. In relation to proposed Resolutions no. 6 and 8 above, the Directors have no immediate plans to issue any new shares of the Company.
7. In relation to proposed Resolution no. 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the circular accompanying this notice of the AGM.