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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**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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**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,  
AND  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in the lower portion of this cover page shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the AGM of the Company to be held at Room 1215, Tower B, Hunghom Commercial Centre, 37-39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong at 10:30 a.m. on Thursday, 23 July 2015 is set out on pages 13 to 17 of this circular.

A form of proxy for use in connection with the AGM is enclosed with this circular. If you are unable to attend the AGM, you are requested to complete the form of proxy 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, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding of the AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending, and voting in person at, the AGM or its adjournment should you so wish and in such event, the form of proxy shall be deemed to be revoked.

23 June 2015

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This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.

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## DEFINITIONS

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*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 Room 1215, Tower B, Hunghom Commercial Centre, 37-39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong at 10:30 a.m. on Thursday, 23 July 2015
“AGM Notice”	the notice convening the AGM, which is set out on pages 13 to 17 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended, supplemented or otherwise modified from time to time
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Sino Harbour Property Group Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock code: 1663)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“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 new Shares up to a maximum of 20% of the aggregate number of the Shares in issue as at the date of passing of the relevant resolution at the AGM

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## DEFINITIONS

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“Latest Practicable Date”	18 June 2015, 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, as amended, supplemented or otherwise modified from time to time
“Pan Hong Property”	Pan Hong Property Group Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of 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)
“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 number of the Shares in issue as at the date of passing of the relevant resolution at the AGM
“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)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy Backs administered by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“%”	per cent.

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LETTER FROM THE BOARD

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**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

GAO Lan

*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,

Hunghom Commercial Centre,

37-39 Ma Tau Wai Road,

Hunghom, Kowloon,

Hong Kong

23 June 2015

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to provide you with the AGM Notice and 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;
- (iii) the grant of the Repurchase Mandate; and

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## LETTER FROM THE BOARD

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(iv) the grant of the Extension Mandate.

### RE-ELECTION OF DIRECTORS

Ms. GAO Lan, who has been appointed by the Board as an executive Director of the Company with effect from 13 August 2014, will retire from the Board at the AGM in accordance with Bye-law 83(2) and, being eligible, will offer herself for re-election.

In accordance with Bye-law 84(1) of the 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.

The nomination committee of the Company (the “Nomination Committee”) has assessed and reviewed the written confirmation of each of the independent non-executive Directors based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all the independent non-executive Directors, including Mr. XIE Gang remain independent. In addition, with the nomination of the Nomination Committee, the Board has recommended that all the retiring Directors, namely Ms. GAO Lan, Mr. WONG Lui and Mr. XIE Gang stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the above retiring Directors abstained from voting at the relevant Board Meeting on the respective propositions of their recommendations for re-election by the Shareholders.

### GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the resolutions passed by the Shareholders on 23 July 2014, among other things, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of the Shares in issue at the time of passing of the relevant resolution; (b) a general unconditional mandate to repurchase Shares not exceeding 10% of the aggregate number of the Shares in issue at the time of passing of the relevant resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of the securities of the Company repurchased by the Company pursuant to the mandate to repurchase securities referred to (b) above.

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 number of the Shares 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;

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## LETTER FROM THE BOARD

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- (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 number of the Shares 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.

Subject to the approval of the above proposals by the Shareholders at the AGM, the Issue Mandate and the Repurchase 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.

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 pages 13 to 17 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 in connection with the AGM. If you are unable to attend the AGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as

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## LETTER FROM THE BOARD

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soon as possible and in any event, not later than 48 hours before the time appointed for the holding of the AGM or its adjournment. Completion of a form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment if you so wish and in such event, the form of proxy shall be deemed to be revoked.

### 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 the Shareholders to vote in favour of all the aforesaid resolutions to be proposed 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,  
For and on behalf of the Board  
**Sino Harbour Property Group Limited**  
**SHI Feng**  
*Deputy Chairman and executive Director*



**PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION**

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

**Executive Directors*****Ms. GAO Lan (“Ms. Gao”)***

GAO Lan (高嵐), aged 49, joined the Group in June 2010 as the director of marketing and administration. She has been re-designated as the Group’s director of marketing since November 2013 in order to concentrate on the Group’s marketing affairs. Ms. Gao was appointed an executive Director on 13 August 2014 and is also a member of the Nomination Committee.

Ms. Gao graduated from Jiangxi Industrial University (江西工業大學) in the PRC, the predecessor of Nanchang University (南昌大學), in 1987, with a bachelor’s degree majoring in industrial and civil construction. She was certified as an engineer in 1994 and qualified as class 2 constructor in 2003.

Ms. Gao has extensive experience in construction and real estate development industry. She worked at the technology division of the real estate department of Nanchang City Municipal Engineering Development Co., Ltd. (南昌市市政工程開發有限公司) from 1987 to 1993. She joined Hainan Huan Li (Real Estate) Group (海南環立(地產)集團) in 1993, acting as the director of the chief executive officer’s office, and as the deputy general manager of Hainan Huan Li Real Estate Development Co. Ltd. (海南環立房地產開發有限公司). Ms. Gao was the deputy general manager of Shanghai Jing Ja Immovable Investment Consultant Co., Ltd. (上海經佳不動產投資諮詢有限公司) from 2001 to 2006. From 2006 to 2009, she was the deputy general manager of Nanchang Lan Di Consultant Co., Ltd. (南昌藍地顧問有限公司). After that, she joined Jiangxi Jinhai Property Co., Ltd. (江西錦海置業有限責任公司) as the general manager from 2009 to 2010 before joining the Group.

Ms. Gao has entered into a service agreement with the Company for an initial period of three years commencing on 13 August 2014. Under the service agreement with Ms. Gao, she is entitled to a basic annual remuneration of RMB450,000 and a discretionary bonus as may be determined by the Board at its absolute discretion. Her remuneration has been determined by reference to the market terms, her seniority, experience, duties and responsibilities within the Group and the Company’s remuneration policy. Either party may terminate the employment by serving the other party a written notice of not less than six months.

***Mr. WONG Lui (“Mr. Wong”)***

WONG Lui (汪磊), aged 32, was appointed an executive Director on 4 July 2011 and is a member of the Nomination Committee. 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

Property in October 2007 as an assistant to the chairman of Pan Hong Property and was mainly responsible for assisting the chairman of Pan Hong Property in the formulation of business strategy and management of Pan Hong Property. 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 (“**Fuzhou Pan Hong**”, 撫州汎港凱旋房地產開發有限公司) and Hangzhou Ganglian Real Estate Co., Ltd. (“**Hangzhou Ganglian**”, 杭州港聯置業有限公司) in 2009 and 2014 respectively and was mainly responsible for the formulation of business strategy and the daily management of Fuzhou Pan Hong and Hangzhou Ganglian.

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

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 of the Company).

Mr. Wong has entered into a service agreement for an initial term of three years with the Company on 4 July 2014. Under the service agreement, Mr. Wong receives a basic salary of HK\$648,000 per annum and a discretionary bonus as may be determined by the Board at its absolute discretion. His remuneration has been determined by reference to the market terms, his seniority, experience, duties and responsibilities within the Group and the Company’s remuneration policy. 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 50, is an independent non-executive Director. He is also the chairman of each of the remuneration committee and the Nomination Committee and a member of the audit committee 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 the Xiamen University in the PRC with a bachelor’s degree in computer science in July 1988.

Mr. Xie entered into an appointment letter with the Company on 4 July 2011 for an initial term of one year commencing on 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 annual general meeting 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 at its discretion after taking into account the recommendation of the remuneration committee of the Company.

His director's fee has been determined by reference to the market terms, his seniority, experience, duties and responsibilities within the Group and the Company's remuneration policy.

Save as disclosed above, none of the above retiring Directors proposed for re-election:

- i. holds any other directorships in any listed public company in the past three years;
- ii. has any relationship with any Director, senior management, substantial or controlling shareholders of the Company; and
- iii. is interested in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO pursuant to Rule 13.51(2)(f) of the Listing Rules.

Further, 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, 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 aggregate number of the Shares 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 will be 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 the repurchase 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 the 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, the funds of the Company which would otherwise be available for dividend or distribution or the proceeds 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. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position as at 31 March 2015, being the date of the latest published audited financial statements of the Company, in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate

to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **5. 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.

#### **6. DIRECTORS AND CORE 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 close associates of any of the Directors, have any present intention of selling Shares to the Company in the event that the grant to the Directors of the Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, 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.

#### **7. 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 Property, being the controlling shareholder, 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 Property 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.

**8. SHARE PRICES**

During each of the 12 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\$)
<b>2014</b>		
June	0.70	0.63
July	0.89	0.69
August	0.72	0.60
September	0.64	0.56
October	0.81	0.56
November	0.90	0.67
December	0.80	0.70
<b>2015</b>		
January	0.76	0.65
February	0.66	0.66
March	0.76	0.68
April	0.81	0.68
May	1.40	0.71
June (up to the Latest Practicable Date)	1.75	1.05

**9. SHARE REPURCHASE MADE 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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 Room 1215, Tower B, Hunghom Commercial Centre, 37-39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong at 10:30 a.m. on Thursday, 23 July 2015 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 independent auditors for the year ended 31 March 2015.
2. A. To re-elect Ms. GAO Lan as an executive Director.  
B. To re-elect Mr. WONG Lui as an executive Director.  
C. To re-elect Mr. XIE Gang as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint BDO Limited as the Company’s independent auditors to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.

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

### ORDINARY RESOLUTIONS

5. “**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 of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (D) below) of all the

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## NOTICE OF ANNUAL GENERAL MEETING

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powers of the Company to allot, issue and deal with the unissued shares in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for and securities convertible into or exchangeable for Shares, 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 total number of Shares 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 the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares 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 or exchangeable for Shares shall not exceed the aggregate of:
  - (I) 20 per cent. of the total number of the Shares in issue on the date of the passing of this resolution; and
  - (II) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of any Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of the Shares 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



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## NOTICE OF ANNUAL GENERAL MEETING

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(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, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of the Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (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).”

6. “**THAT:**

- (A) subject to paragraph (B) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (C) below) of all powers of the Company to repurchase its shares (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**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 number of the 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 number of the issued Shares 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to paragraph (A) of resolution numbered 5 above be and is hereby extended by the addition to the aggregate number of the shares of the Company (the “**Shares**”) purchased by the Company pursuant to or in accordance with the authority granted under paragraph (A) of resolution numbered 6 above, provided that such amount shall not exceed 10 per cent. of the aggregate number of the issued Shares at the date of the passing of the said resolution.”

By order of the Board  
**Sino Harbour Property Group Limited**  
**SHI Feng**  
*Deputy Chairman and Executive Director*

Hong Kong, 23 June 2015

*Registered Office:*  
Clarendon House,  
2 Church Street,  
Hamilton HM 11,  
Bermuda

*Principal place of business  
in Hong Kong:*  
Room 1215, Tower B,  
Hunghom Commercial Centre,  
37-39 Ma Tau Wai Road,  
Hunghom,  
Kowloon,  
Hong Kong

As at the date of this notice, the Directors are:

*Executive Directors:*  
Mr. SHI Feng (*Deputy Chairman*)  
Mr. WONG Lui  
Ms. GAO Lan

*Non-executive Director:*  
Ms. CHAN Heung Ling (*Chairlady*)

*Independent Non-executive Directors:*  
Mr. XIE Gang  
Mr. LEE Man To  
Ms. ZHANG Juan

*Notes:*

1. The register of members of the Company will be closed from Tuesday, 21 July 2015 to Thursday, 23 July 2015 (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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Monday, 20 July 2015.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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 in respect of which each such proxy is so appointed.
3. A form of proxy for use in connection with the AGM is enclosed. If you are unable 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 its adjournment, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the above meeting or its adjournment.
5. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares 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 shall alone be entitled to vote in respect thereof.
6. In relation to the proposed Resolutions no. 5 and 7 above, the Directors have no immediate plans to issue any new Shares.
7. In relation to the proposed Resolution no. 6 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 (the "Notice").
8. In compliance with Rule 13.39(4) of the Listing Rules, voting on all the proposed resolutions set out in the Notice will be decided by way of a poll.
9. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and Members will be informed of the date, time and venue of the postponed AGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited. If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

10. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.