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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 licensed securities dealer, registered institution 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(s) or transferee(s), or to the bank, licensed securities dealer 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)

PROPOSED CHANGE OF COMPANY NAME

AND SECONDARY NAME

AND

NOTICE OF SPECIAL GENERAL MEETING

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” in this circular.

The Notice of SGM which 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 Friday, 7 August 2015 is set out on pages 5 and 6 of this circular. A form of proxy for use in connection with the SGM is enclosed with this circular.

If you are unable to attend the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office 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, but in any event not later than 48 hours before the time appointed for the holding of the SGM or its adjournment.

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or its adjournment if you so wish and in such event, the form of proxy shall be deemed to be revoked.

15 July 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.

DEFINITIONS

In this circular (other than in the notice of the SGM), unless the context otherwise requires, the following expressions have the following respective meanings:

“Bermuda Registrar”	Registrar of Companies in Bermuda
“Board”	the board of Directors
“Change of Name”	the change of the English name of the Company from “Sino Harbour Property Group Limited” to “Sino Harbour Holdings Group Limited” and the change of the Chinese name of the Company (being the secondary name) from “漢港房地產集團有限公司” to “漢港控股集團有限公司”
“Company”	Sino Harbour Property Group Limited, a company incorporated in Bermuda with limited liability, whose issued Shares are listed and traded on the Main Board of the Stock Exchange (Stock code: 1663)
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Notice of SGM”	the notice convening the SGM as set out on pages 5 to 6 of this circular
“SGM”	the special 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 Friday, 7 August 2015 or its adjournment
“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

LETTER FROM THE BOARD



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:

Mr. SHI Feng (*Deputy Chairman and
Chief Executive Officer*)

Mr. WONG Lui

Ms. GAO Lan

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Director:

Ms. CHAN Heung Ling (*Chairlady*)

Principal Place of Business

in Hong Kong:

Room 1215, Tower B

Hunghom Commercial Centre

37-39 Ma Tau Wai Road

Hunghom, Kowloon

Hong Kong

Independent Non-executive Directors:

Mr. XIE Gang

Mr. LEE Man To

Ms. ZHANG Juan

15 July 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND SECONDARY NAME**

AND

NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 13 July 2015 in respect of the Change of Name. The purpose of this circular is to provide you with (i) the information on the Change of Name; and (ii) the Notice of SGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME AND SECONDARY NAME

The Board proposes to change the English name of the Company from “Sino Harbour Property Group Limited” to “Sino Harbour Holdings Group Limited”, and to change the Chinese name of the Company (being the secondary name) from “漢港房地產集團有限公司” to “漢港控股集團有限公司”.

Conditions of the Change of Name

The Change of Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the SGM to approve the Change of Name; and
2. the Bermuda Registrar approving the Change of Name and entering the new name and the new secondary name of the Company in place of its existing name and secondary name on the register of companies maintained by the Bermuda Registrar.

Subject to the satisfaction of the conditions set out above, the Change of Name will take effect from the date of entry of the new name and the new secondary name of the Company on the register of companies maintained by the Bermuda Registrar. The Company will carry out the necessary filing procedures with the Bermuda Registrar and the Registrar of Companies in Hong Kong.

Reason for the Change of Name

While the Group is currently principally engaged in the business of property development, it has been exploring and seeking new opportunities to broaden revenue and improve profitability. To copy with the Directors’ efforts being made in diversifying the Group’s business, the Board is of the opinion that the proposed Change of Name will better reflect or align with the business nature and principal activity of the Company, namely investment holding and the future business activities of the possibly and gradually diversified Group.

The Board considers that the Change of Name is in the interests of the Company and the Shareholders as a whole.

Effects of the Change of Name

The Change of Name will not affect any rights of the holders of securities of the Company or the Company’s daily business operation or financial position. All existing certificates of securities in issue bearing the present name and secondary name of the Company will, upon the proposed Change of Name becoming effective, continue to be evidence of legal title to such securities and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing certificates of securities for new certificates bearing the new name and the new secondary name of the Company. Once the Change of Name becomes effective, all new certificates of securities will be issued only in the new name and the new secondary name of the Company.

LETTER FROM THE BOARD

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Name becoming effective. Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM, the effective date of the Change of Name and the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange.

SGM

A notice convening the SGM 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 Friday, 7 August 2015 is set out on pages 5 and 6 of this circular for the purpose of considering and, if thought fit, passing the special resolution approving the Change of Name.

A form of proxy for use in connection with the SGM is enclosed with this circular. If you are unable to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office 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 appointed for holding the SGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM should you so wish and in such event, the form of proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the special resolution to be proposed at the SGM.

VOTING BY POLL

In accordance with the requirement of Rule 13.39(4) of the Listing Rules, the votes for the special resolution relating to the Change of Name by the Shareholders at the SGM must be taken by way of poll. and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Board believes that the Change of Name is in the best interests of the Company and the Shareholders as a whole and therefore, recommends the Shareholders to vote in favour of the resolution as set out in the Notice of SGM.

Yours faithfully,
For and on behalf of
Sino Harbour Property Group Limited
SHI Feng
Deputy Chairman and Executive Director

NOTICE OF SGM



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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Sino Harbour Property Group Limited (the “**Company**” and the “**SGM**”, respectively) 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 Friday, 7 August 2015 for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Sino Harbour Property Group Limited” to “Sino Harbour Holdings Group Limited” and the secondary name of the Company (being the Chinese name) be changed from “漢港房地產集團有限公司” to “漢港控股集團有限公司” with effect from the date of entry of the new English name and the new secondary name of the Company on the register maintained by the Registrar of Companies in Bermuda, and that any one director of the Company be and is hereby authorised to execute all such documents or do all such deeds, acts, matters and things as may be required, necessary, appropriate or expedient for the purpose of or in connection with the implementation of or to give effect to the aforesaid and the transactions contemplated thereunder.”

For and on behalf of
Sino Harbour Property Group Limited
SHI Feng
Deputy Chairman and Executive Director

Hong Kong, 15 July 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

NOTICE OF SGM

As at the date of this notice, the board of directors of the Company comprises Mr. SHI Feng (Deputy Chairman), Mr. WONG Lui and Ms. GAO Lan as executive directors, Ms. CHAN Heung Ling (Chairlady) as a non-executive director and Mr. XIE Gang, Mr. LEE Man To and Ms. ZHANG Juan as independent non-executive directors.

Notes:

1. A shareholder of the Company (the “Shareholder”) entitled to attend and vote at the SGM may appoint one proxy or, if he is a holder of more than one share, more than one proxy to attend and vote on his behalf. On a poll, votes may be given either personally (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a Shareholder.
2. Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the SGM 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.
3. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the branch share registrar and transfer office of the Company 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 appointed for the SGM or its adjournment.
4. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the SGM if they so wish and in such event, the form of proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Wednesday, 5 August 2015 to Friday, 7 August 2015 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the SGM, unregistered Shareholders should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office 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 Tuesday, 4 August 2015.
6. 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 SGM, the SGM will be postponed and Shareholders will be informed of the date, time and venue of the postponed SGM 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 3 hours before the time appointed for the holding of the SGM and where conditions permit, the SGM will be held as scheduled.

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

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

7. The translation into Chinese language of this notice convening the SGM is for reference only. In case of any inconsistency, the English version shall prevail.