



汎港地產集團  
PAN HONG PROPERTY GROUP

## PAN HONG PROPERTY GROUP LIMITED

(Incorporated in Bermuda on 20 December 2005)

(Registration No.: 37749)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of Pan Hong Property Group Limited (the “**Company**”) will be held at Suntec Singapore International Convention and Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593, Meeting Room 206, Level 2 on 6 January 2011 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below:

*All capitalised terms used in this notice which are not otherwise defined shall have the same meaning as ascribed to them in the Company’s circular to its shareholders dated 21 December 2010.*

#### ORDINARY RESOLUTIONS:

#### 1. THE PROPOSED MATERIAL DILUTION OF 20% OR MORE OF THE COMPANY’S SHAREHOLDING INTEREST IN THE NEWCO

That:–

- (a) subject to the grant by the HKEX and the relevant regulatory authority of approval for the Proposed Listing and the IPO, approval be and is hereby given for a material dilution of 20% or more of the Company’s shareholding interest in the NewCo resulting from the issue by the NewCo of the new NewCo Shares in connection with the Proposed Listing and the IPO; and
- (b) the directors of the Company (“**Directors**”) or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents or approving any amendment or modification to the terms of the IPO, the Proposed Listing and the Reorganisation as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company in order to give effect to this Resolution.

#### 2. THE PROPOSED DISPOSAL OF PART OF THE COMPANY’S SHAREHOLDING INTEREST IN THE NEWCO

That:–

- (a) subject to and conditional upon the passing of Ordinary Resolution 1 above and the grant by the HKEX and the relevant regulatory authority of approval for the Proposed Listing and the IPO, approval be and is hereby given for the Proposed Disposal, on the terms and conditions set out in the Circular and such other terms and conditions as the Directors may deem fit in the interest of the Company; and
- (b) the Directors or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to this Resolution.

By Order of the Board

**Chan Chun Kit**  
**Yvonne Choo**  
*Company Secretaries*  
21 December 2010

*Notes:*

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