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## **SOUTH CHINA LAND LIMITED**

**南華置地有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8155)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of South China Land Limited 南華置地有限公司 (the “Company”) will be held at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on Friday, 6 January 2012 at 2:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

**“THAT :**

- (a) the Agreement of Entrusted Management (the “Agreement”) (as defined in the circular of the Company dated 19 December 2011 (the “Circular”), a copy of which has been produced to this meeting and marked “A” and signed by the Chairman hereof for the purpose of identification), and the terms and conditions thereof and the transactions contemplated thereunder be and are hereby approved and confirmed;
- (b) the proposed annual caps in relation to the fees payable under the Agreement for the fifteen years ending 31 December 2026 (assuming annual renewal takes place) be and are hereby approved and confirmed; and
- (c) the Directors of the Company be and are hereby authorized generally to carry out all acts and things which they may consider appropriate, necessary or desirable to give effect to or to implement the foregoing.”

By Order of the Board  
South China Land Limited  
南華置地有限公司  
**Leung Yau Wan, John**  
*Company Secretary*

Hong Kong, 19 December 2011

*Head Office and Principal Place of Business in Hong Kong:*  
28th Floor, Bank of China Tower,  
1 Garden Road, Central,  
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the extraordinary general meeting or any adjourned meeting thereof, should he so wish.
3. In the case of joint shareholdings, any one of such persons may vote, either personally or by proxy in respect of such share, provided that if more than one of such joint holders be present at the meeting or any adjournment thereof, personally or by proxy, the more senior shall alone be entitled to vote and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the joint holding.

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.*

*As at the date of this announcement, the Directors of the Company are (1) Mr. Ng Hung Sang, Mr. Ng Yuk Yeung, Paul, Ms. Cheung Choi Ngor, Mr. Richard Howard Gorges and Mr. Ng Yuk Fung, Peter as executive directors, (2) Ms. Ng Yuk Mui, Jessica and Dr. Lo Wing Yan, William, J.P. as non-executive directors and (3) Mr. Cheng Yuk Wo and Ms. Pong Oi Lan, Scarlett, J.P. as independent non-executive directors.*

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