

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of **Sino Hotels (Holdings) Limited** will be held at The Pacific Rooms, 9th Floor, Towers Wing, The Royal Pacific Hotel & Towers, 33 Canton Road, Tsim Sha Tsui, Kowloon, on Thursday, the 15th day of November, 2007 at 10:30 a.m. or as soon as the annual general meeting of Tsim Sha Tsui Properties Limited closes, whichever is the later, for the following purposes:

1. To receive and consider the audited Financial Statements and the Directors' and Independent Auditor's Reports for the year ended 30th June, 2007.
2. To declare a final dividend.
3. To re-elect retiring Directors and to authorise the Board to fix the Directors' remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as Auditor for the ensuing year and authorise the Board to fix their remuneration.
5. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

Ordinary Resolutions

(i) **"THAT:**

- (a) subject to paragraph (i)(b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares to be repurchased pursuant to the approval in paragraph (i)(a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

- (1) the conclusion of the next Annual General Meeting of the Company;
- (2) the expiration of the period within which the next Annual General Meeting of the Company is required by law or the articles of association of the Company to be held; and
- (3) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

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(ii) **“THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to allot, issue and deal with additional shares of the Company, to allot, issue or grant securities of the Company, including bonds, debentures and notes convertible into shares of the Company and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, provided that these powers of the Directors and this general mandate is in respect of and in addition to any shares which may be issued on the exercise of the subscription rights under the Company’s warrants or pursuant to any scrip dividend scheme or pursuant to a rights issue or pursuant to the exercise of any share option scheme adopted by the Company or pursuant to any rights of conversion under any existing convertible bonds, debentures or notes of the Company, and provided further that these powers of the Directors and this general mandate shall be subject to the restrictions that the aggregate nominal amount of shares allotted or agreed to be allotted or issued pursuant thereto, whether by way of option or conversion or otherwise, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution; and

- (b) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (1) the conclusion of the next Annual General Meeting of the Company;
- (2) the expiration of the period within which the next Annual General Meeting of the Company is required by law or the articles of association of the Company to be held; and
- (3) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

- (iii) **“THAT,** conditional upon the resolutions (i) and (ii) above being passed, the aggregate nominal amount of the shares which are repurchased by the Company under the authority granted pursuant to resolution (i) above (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 this resolution) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution (ii) above.”

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6. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as Special Resolutions:

Special Resolutions

- (i) **“THAT** the existing Memorandum of Association be and is hereby amended in the following manners:
- (a) Clauses 4, 6 and 7
 - (1) by deleting the words “Companies Law (Revised) (as amended)” of Clauses 4, 6 and 7 and substituting therefor the words “Companies Law (2007 Revision)”; and
 - (2) by deleting the words “Section 6(4)” in the third line of Clause 4 and substituting therefor the words “Section 7(4).”
 - (ii) **“THAT** the existing Articles of Association be and are hereby amended in the following manners:
 - (a) Article 2
 - (1) by deleting the words “Companies Law (Revised) (as amended), Cap 22,” in the second line of the definition of “the Companies Law/the Law” and substituting therefor the words “Companies Law (2007 Revision)”; and
 - (2) by deleting the words “Electronic Transactions Law (2000 Revision)” in the definitions of “Electronic Record” and “singular and plural” and substituting therefor the words “Electronic Transactions Law (2003 Revision)”.
 - (b) Articles 15.(c) and 44

by deleting the words “being given by advertisement published in the newspapers” in the first and second lines of Articles 15.(c) and 44.
 - (c) Article 28

by deleting the existing Article 28 in its entirety and renumbering the existing Articles 29 to 181 as Articles 28 to 180. All references to the number(s) of such Article(s) shall be amended accordingly to reflect the said renumbering.
 - (d) Article 99

by deleting the word “annual” in the fifth line of Article 99.

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- (e) Article 106.(vii)

by deleting the words “a special” in the first line of Article 106.(vii) and substituting therefor the words “an ordinary”.
- (f) Article 122.(a)

by deleting the existing Article 122.(a) in its entirety and substituting therefor the following Article:

122.(a) The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.
- (g) Article 147.(e)

by adding the words “, in accordance with the requirements under the Listing Rules,” after the words “The Directors may” in the first line of Article 147.(e).
- (h) Article 163.(b)

by adding the words “and at the same time as the sending of the notice of such general meeting as required by these Articles” at the end of Article 163.(b).
- (i) Article 167.(a)(iv)

by adding the words “and, if required by the Listing Rules including for incorporation in these Articles, the closure of register of members as provided in Articles 15.(c) and 43 shall be provided in this manner” at the end of Article 167.(a)(iv).”
- (iii) **“THAT** the Amended and Restated Memorandum of Association, consolidating all of the proposed amendments referred to in Resolution 6(i), produced to this meeting and for the purpose of identification signed by the Chairman be and is hereby approved and adopted as the Amended and Restated Memorandum of Association of the Company in substitution for and to the exclusion of all existing Memorandum of Association of the Company.”

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- (iv) “**THAT** the Amended and Restated Articles of Association, consolidating all of the proposed amendments referred to in Resolution 6(ii), produced to this meeting and for the purpose of identification signed by the Chairman be and are hereby approved and adopted as the Amended and Restated Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.”

By Order of the Board
Eric IP Sai Kwong
Secretary

Hong Kong, 15th October, 2007

Notes:

- (a) At the Annual General Meeting, the Chairman of the Meeting will exercise his power under Article 80 of the Company's Articles of Association to put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he is the holder.
- (b) Any member entitled to attend and vote at the above meeting may 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.
- (c) In order to be valid, the instrument appointing a proxy and 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 lodged at the principal office of the Company at 12th Floor, Tsim Sha Tsui Centre, Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong not less than 24 hours before the time appointed for holding the meeting.
- (d) The Directors wish to state that the purpose of the above proposed Special Resolutions for adoption of Amended and Restated Memorandum and Articles of Association is mainly to facilitate the adoption of certain new amendments to the Listing Rules on the abolition of the requirement to publish paid announcement in newspapers. Copies of the existing Memorandum and Articles of Association and the proposed Amended and Restated Memorandum and Articles of Association are available for inspection at the principal office of the Company in Hong Kong at 12th Floor, Tsim Sha Tsui Centre, Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong during normal business hours on any business day up to and including the date of the meeting and at the meeting.
- (e) The Register of Members of the Company will be closed from Monday, 12th November, 2007 to Thursday, 15th November, 2007, both dates inclusive, during which period no share transfers will be effected. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Principal Registrars, Tricor Friendly Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 9th November, 2007.