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## KERRY PROPERTIES LIMITED

*(Incorporated in Bermuda with limited liability)*

嘉里建設有限公司\*

website: [www.kerryprops.com](http://www.kerryprops.com)

(Stock Code: 00683)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Kerry Properties Limited (the “**Company**”) will be held at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 14 December 2011 at 3:00 p.m. for the following purpose:

To consider, and if thought fit, passing with or without modification the following resolution as an **ORDINARY RESOLUTION**:

“**THAT**

- (1) the Master Joint Venture Agreement (a copy of which has been produced to this meeting marked “A” and signed by the Chairman of the special general meeting for the purpose of identification) and the Transactions be and are hereby confirmed, ratified and approved; and
- (2) the board of directors of the Company be and is hereby authorised to take all such actions as it considers necessary or desirable to implement and give effect to the Master Joint Venture Agreement and the Transactions.

For the purposes of this resolution, the terms “**Master Joint Venture Agreement**” and “**Transactions**” shall have the same definition as defined in the circular to the shareholders of the Company dated 18 November 2011.”

By order of the Board  
**Li Siu Ching, Liz**  
*Company Secretary*

Hong Kong, 18 November 2011

*Head Office and Principal Place  
of Business in Hong Kong:*  
25/F, Kerry Centre  
683 King's Road  
Quarry Bay  
Hong Kong

*Notes:*

- (1) Every member entitled to attend and vote at the above meeting (or at any adjournment thereof) (“SGM”) is entitled to appoint up to two individuals as his proxies. A proxy need not be a member of the Company. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.
- (2) Where there are joint 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 be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the registers of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) To be valid, a 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 Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding the SGM. Completion and return of the form of proxy will not preclude a member from attending the SGM and voting in person if he so wishes.
- (4) The registers of members of the Company will be closed on Tuesday, 13 December 2011 and Wednesday, 14 December 2011, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the SGM, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at the above address not later than 4:00 p.m. on Monday, 12 December 2011.
- (5) Shareholders are advised to read the circular to the shareholders of the Company dated 18 November 2011 which contains information concerning the resolution to be proposed in this notice.
- (6) The resolution to be proposed at the SGM shall be decided by way of a poll.

*As at the date of this announcement, the Directors of the Company are Messrs. Kuok Khoon Chen<sup>+</sup>, Wong Siu Kong<sup>+</sup>, Ho Shut Kan<sup>+</sup>, Ma Wing Kai, William<sup>+</sup>, Qian Shaohua<sup>+</sup>, Chan Wai Ming, William<sup>+</sup>, Ku Moon Lun<sup>#</sup>, Lau Ling Fai, Herald<sup>#</sup>, Ms. Wong Yu Pok, Marina, JP<sup>#</sup> and Mr. Tse Kai Chi<sup>@</sup>.*

<sup>+</sup> *Executive Director*

<sup>#</sup> *Independent non-executive Director*

<sup>@</sup> *Non-executive Director*

<sup>\*</sup> *For identification purpose only*