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方興地產

FRANSHION PROPERTIES (CHINA) LIMITED

方興地產（中國）有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00817)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Franshion Properties (China) Limited (the “**Company**”) will be held at Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, One Harbour Road, Wan Chai, Hong Kong on Thursday, 22 December 2011 at 2:00 p.m. or any adjournment thereof to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the New Framework Lease Agreement as defined and described in the circular to the shareholders of the Company (the “**Shareholders**”) dated 2 December 2011 (the “**Circular**”), a copy of which has been produced to the Meeting marked “A” and initialled by the Chairman of the Meeting for the purpose of identification and the execution thereof (including the setting of the Proposed Caps of the Continuing Connected Transactions as defined and described in the Circular under the New Framework Lease Agreement for the three years ending 31 December 2014 at RMB353 million, RMB395 million and RMB441 million, respectively) be and are hereby approved, ratified and confirmed;
- (b) any director of the Company (“**Director**”) be and is hereby authorised to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he or she may in his or her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the New Framework Lease Agreement and the Proposed Caps of the Continuing Connected Transactions under the New Framework Lease Agreement and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the New Framework Lease Agreement which in his or her opinion is not of a material nature and to effect or implement any other matters referred to in this resolution.”

2. **“THAT**

- (a) the Renewed Framework Financial Service Agreement (as defined and described in the Circular, a copy of which has been produced to the Meeting marked “B” and initialled by the Chairman of the Meeting for the purpose of identification) and the execution thereof and implementation of the Deposit Services (as defined and described in the Circular) thereunder (including the setting of the Proposed Caps in respect of the Deposit Services under the Renewed Framework Financial Service Agreement for the three years ending 31 December 2014 all at RMB1,770 million) be and are hereby approved, ratified and confirmed;
- (b) any Director be and is hereby authorised to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he or she may in his or her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Renewed Framework Financial Service Agreement, the Deposit Services and the Proposed Caps in respect of the Deposit Services under the Renewed Framework Financial Service Agreement and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Renewed Framework Financial Service Agreement which in his or her opinion is not of a material nature and to effect or implement any other matters referred to in this resolution.”

By order of the Board
Franshion Properties (China) Limited
Luo Dongjiang
Chairman

Hong Kong, 2 December 2011

Notes:

1. The register of members of the Company will be closed from Tuesday, 20 December 2011 to Thursday 22, December 2011, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to attend and vote at the Meeting, all duly completed transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 19 December 2011.
2. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
3. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or notorially certified copy of such power of authority, must be deposited at the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Meeting or any adjournment thereof.

4. Where there are joint holders of any Share, any one of such holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such holders be present at the Meeting in person or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
5. As at the date of this notice, the Directors of the Company are Mr. HE Cao (Vice Chairman), Mr. LI Congrui and Mr. HE Binwu as Executive Directors; Mr. LUO Dongjiang (Chairman) and Ms. LI Xuehua (Vice Chairman) and Mr. LI Xin as Non-executive Directors; and Mr. LAU Hon Chuen, Ambrose, Mr. SU Xijia and Mr. LIU Hongyu as Independent Non-executive Directors.