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JIUZHOU DEVELOPMENT COMPANY LIMITED

九洲發展有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 908)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Jiuzhou Development Company Limited (the “**Company**”) will be held at Golden Restaurant, 104A-B, 1/F East Wing, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 28 December 2011 at 2:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the annual caps of HK\$44.0 million, HK\$57.0 million and HK\$74.0 million, being the revised annual caps (the “**Revised Annual Caps**”) for the year ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, in respect of the continuing connected transactions contemplated under the agency cum management fee agreements entered into between Zhuhai Jiuzhou Port Passenger Traffic Services Co., Ltd., and Zhuhai High-speed Passenger Ferry Co., Ltd. as disclosed in the Company’s circular dated 11 April 2011 (“**2011-13 AM Fee Agreements**”), be and are hereby approved and confirmed and that the directors of the Company be and are hereby authorized to take all actions and execute all documents which they deem necessary, desirable or appropriate in order to implement and validate anything related to the continuing connected transactions under the 2011-13 AM Fee Agreements and the Revised Annual Caps.”

Yours faithfully

For and on behalf of

the board of directors of

Jiuzhou Development Company Limited

Chen Yuanhe

Chairman

Hong Kong

8 December 2011

* *For identification purpose only*

Registered office:
Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

Head office and principal place of business in Hong Kong:
Units 3709-10,
37/F., West Tower, Shun Tak Centre,
168-200 Connaught Road Central,
Sheung Wan,
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent him.
2. To be valid, the form of proxy together with any 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 or other authority, must be deposited at the office of the Company's Hong Kong branch share registrar, Tricor Tengis Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the meeting or any adjournment thereof should he so wish.
3. Pursuant to the Listing Rules, all resolutions at a general meeting must be taken by poll and the announcement of the results of the poll will be published on the respective websites of the Stock Exchange and the Company.
4. A form of proxy for use in connection with the special general meeting is enclosed and such form is also published on the website of the Stock Exchange (www.hkexnews.hk).
5. The meeting will be conducted in Chinese and no translation will be provided.
6. The register of members of the Company will be closed from Wednesday, 21 December 2011 to Wednesday, 28 December 2011 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for the attendance at the SGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrars, Tricor Tengis Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 20 December 2011.

As at the date of this notice, the board of directors of the Company comprises Messrs. Chen Yuanhe, Gu Zengcai, Huang Xin, Mo Nenglin, Lan Zhongdang, Ye Yuhong, and Li Wenjun as executive directors; Mr Liang Han as non-executive director; and Messrs. Hui Chiu Chung, Chu Yu Lin, David and Albert Ho as independent non-executive directors.