

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



恒力商業地產(集團)有限公司
HENGLI COMMERCIAL PROPERTIES (GROUP) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 169)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of Hengli Commercial Properties (Group) Limited (the “Company”) will be held at Unit 3401, 34th Floor, Tower Two, Lippo Centre, 89 Queensway, Hong Kong on Friday, 30 December 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) **“THAT** the Sale and Purchase Agreement (a copy of which has been produced to this meeting marked “A” and signed by the Chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby confirmed, ratified and approved, and 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 Sale and Purchase Agreement and the transactions contemplated thereunder.”
- (2) **“THAT** the First Supplemental Deed and the Second Supplemental Deed (copies of which have been produced to this meeting marked “B” and “C”, respectively, and signed by the Chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby confirmed, ratified and approved, and 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 Supplemental Deeds and the transactions contemplated thereunder.”

For the purposes of these resolutions, the terms “**Sale and Purchase Agreement**”, “**First Supplemental Deed**”, “**Second Supplemental Deed**” and “**Supplemental Deeds**” shall have the same meaning as defined in the circular to the shareholders of the Company dated 13 December 2011.”

By order of the Board
Hengli Commercial Properties (Group) Limited
Chen Chang Wei
Chairman

Hong Kong, 13 December 2011

Head office and principal place of business in Hong Kong:
Unit 3401, 34th Floor
Tower Two, Lippo Centre
89 Queensway, Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM shall be 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 of the Company may appoint more than one proxy. A proxy need not be a member of the Company.
2. In the case of joint holders, any one of such joint holders may vote, either in person or by proxy, at the SGM, but if more than one of the joint holders are present at the SGM, the vote of the senior who tenders a vote, either in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited at the Company's Hong Kong branch share registrar, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or adjournment thereof (as the case may be).
4. For the purpose of ascertaining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from 28 December 2011 to 30 December 2011, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the SGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 23 December 2011.
5. Shareholders of the Company are advised to read the circular to the shareholders of the Company dated 13 December 2011 which contains information concerning the resolutions to be proposed in this notice.
6. The resolutions to be proposed at the SGM will be decided by way of a poll.

As at the date of this notice, the Board consists of four executive Directors, namely Mr. Chen Chang Wei, Ms. Chen Dongxue, Mr. Chan Chi Wang and Ms. Wu Weilan and three independent non-executive Directors, namely Ms. Lin Wen Feng, Mr. Ma Ving Lung and Mr. Yip King Keung, Pony.