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HANNY HOLDINGS LIMITED

錦興集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 275)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Hanny Holdings Limited (the “**Company**”) will be held at Gemini Room, 33rd Floor, Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong on Monday, 19 September 2011 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the disposal to Time Expert Investments Limited (the “**Purchaser**”) of the 3.25% convertible note due 2013 issued by ITC Properties Group Limited by Loyal Concept Limited (the “**Vendor**”) on 25 May 2011 in the principal amount of HK\$297 million at a consideration of HK\$311,850,000 (subject to adjustment) and on the terms set out in the agreement for sale and purchase dated 11 July 2011 (the “**Agreement**”) entered into among the Vendor, the Purchaser, the Company and Dr. Chan Kwok Keung, Charles (a copy of which has been produced to the meeting and marked “**A**” and initialed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified; and

- (b) the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Agreement and the transactions contemplated thereunder.”

By order of the Board
Hanny Holdings Limited
Wong Nam, Marian
Company Secretary

Hong Kong, 25 August 2011

Notes:

- (1) A proxy form to be used for the Meeting is enclosed with the circular dated 25 August 2011 issued by the Company.
- (2) Any member of the Company 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 of HK\$0.01 each (each, a “Share”) in the Company 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.
- (3) To be valid, the instrument appointing a proxy must be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (4) 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, shall be deposited at the office of the branch share registrar and transfer office of the Company in Hong Kong, **Tricor Secretaries 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 Meeting or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
- (5) Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, 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 Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- (6) The above ordinary resolution will be put to vote at the Meeting by way of poll.

As at the date of this notice, the directors of the Company are as follows:

Executive Directors:

Dr. Yap, Allan (*Chairman*)
Mr. Heung Pik Lun, Edmond

Independent Non-executive Directors:

Mr. Kwok Ka Lap, Alva
Mr. Poon Kwok Hing, Albert
Mr. Sin Chi Fai

* *For identification purpose only*