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LAI SUN DEVELOPMENT

Lai Sun Development Company Limited
(Incorporated in Hong Kong with limited liability)
(Stock Code: 488)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of the members (“**Members**”) of Lai Sun Development Company Limited (the “**Company**”) will be held at Harbour View Room III and IV, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 22 September 2011 at 10:30 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:**

- (a) the directors of the Company (the “**Directors**”) be and are hereby authorised generally for the purposes of Section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to allot and issue shares of the Company (the “**Shares**”), within the Relevant Period, to such persons, on such terms and conditions and at such times as the Directors shall think fit, and that such authority shall include the grant of any option to subscribe for the Shares and shall extend to any allotment made after such date in pursuance of an offer, agreement or option made or granted by the Company before such authority expires; and
- (b) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (“**AGM**”);
- (ii) the expiration of the period within which the next AGM is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting.”

(2) “**THAT:**

- (a) the authorised share capital of the Company be increased from HK\$172,000,000.00 divided into 17,200,000,000 Shares of HK\$0.01 each (“**Shares**”) to HK\$270,000,000.00 divided into 27,000,000,000 Shares by the creation of an additional 9,800,000,000 Shares (the “**Proposed Increase in Authorised Share Capital**”); and
- (b) the directors of the Company be and are hereby authorised to increase the authorised share capital of the Company and to do all such acts and execute all such documents with or without amendments as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Proposed Increase in Authorised Share Capital.”

By order of the Board
Lai Sun Development Company Limited
Kwok Siu Man
Company Secretary

Hong Kong, 5 September 2011

Registered Office:

11/F., Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon
Hong Kong

Notes:

- (a) Any Member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend the EGM and, on a poll, vote on his/her/its behalf in accordance with the articles of association of the Company. A proxy need not be a Member.
- (b) Where there are joint registered holders of any Share, any one of such joint holders may attend and vote at the EGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the EGM, whether in person or by proxy, that one of such holders so present whose name stands first in the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (c) A form of proxy for use at the EGM is enclosed with this notice.
- (d) 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 of such power or authority, must be lodged with the Company’s share registrar, Tricor Tengis Limited (the “Registrar”), 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude Members from attending and voting in person at the EGM or at any adjournment thereof should they so wish.

- (e) To ascertain the entitlements to attend and vote at the EGM, Members must lodge the relevant transfer document(s) and share certificates with the Registrar no later than 4.30 p.m. on Tuesday, 20 September 2011 for registration.
- (f) In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited, voting on the resolutions in respect of the above matters set out in this Notice will be decided by way of a poll.
- (g) If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 9:00 a.m. and 5:00 p.m. on the date of the EGM, then the EGM will be postponed and the Members will be informed of the date, time and venue of the postponed EGM by a supplementary notice, posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 9:00 a.m. on the date of the EGM, and where conditions permit, the EGM will be held as scheduled.

The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members should decide on their own whether they would attend the EGM under any bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

As at the date of this announcement, the executive Directors are Dr. Lam Kin Ngok, Peter (Chairman) and Messrs. Lau Shu Yan, Julius (Chief Executive Officer), Tam Kin Man, Kraven, Cheung Wing Sum, Ambrose, Lui Siu Tsuen, Richard and Cheung Sum, Sam; the non-executive Directors are Dr. Lam Kin Ming, Madam U Po Chu and Mr. Wan Yee Hwa, Edward; and the independent non-executive Directors are Messrs. Lam Bing Kwan, Leung Shu Yin, William and Ip Shu Kwan, Stephen.