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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, 14 November 2011 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“THAT

- (a) the disposal by Ally Fortune Investments Limited (the “**Vendor**”) to Prosperous Global Development Limited (the “**Purchaser**”) of the 49% equity interest in China Good Investments Limited on the terms and subject to the conditions of the framework agreement dated 15 June 2011 as supplemented by the supplemental agreements dated 21 June 2011, 24 June 2011, 23 September 2011 and 14 October 2011 (together the “**Framework Agreement**”, a copy of which has been produced to the Meeting marked “A” and initialed by the chairman of the Meeting for the purpose of identification) entered into among the Vendor, the Purchaser, 廣州吉祥房產發展有限公司 (Guangzhou Jixiang Properties Limited\*) and the Company be and is hereby confirmed, ratified and approved;
- (b) the directors of the Company (the “**Directors**”) be and are hereby generally and unconditionally authorised to do all such acts and things and to sign and execute all such documents and to take all such steps which, in the opinion of

the Directors, may be necessary, desirable or expedient to give effect to the terms of, or the transactions contemplated by, the Framework Agreement and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

By order of the Board  
**HANNY HOLDINGS LIMITED**  
**Wong Nam, Marian**  
*Company Secretary*

Hong Kong, 27 October 2011

*Notes:*

- (1) A proxy form to be used for the Meeting is enclosed with the circular dated 27 October 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 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