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LEE HING DEVELOPMENT LIMITED
利興發展有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 68)

Website: <http://www.lhd.com.hk>

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Lee Hing Development Limited (“Company”) will be held at Suite 1506-7, 15th Floor, Nine Queen’s Road Central, Hong Kong on Thursday, 19 April 2012 at 11:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audit statement of accounts and the reports of the directors and the auditors of the Company for the year ended 31 December 2011.
2. To declare a final dividend of the Company for the year ended 31 December 2011.
3. To re-elect the following retiring directors of the Company:
 - (i) Mr. Ho Hau Chong, Norman
 - (ii) Mr. Fung Ka Pun

and to authorize the board of directors of the Company to fix the remuneration of the directors.

4. To re-appoint auditors and to authorize the board of directors of the Company to fix their remuneration.
5. **“THAT:**
 - (i) subject to paragraph (ii) of this resolution, the exercise by the directors during the Relevant Period (as defined in paragraph (iii) of this Resolution) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange

for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (ii) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
- (iii) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.”

SPECIAL RESOLUTIONS

- 6. **“THAT** the existing articles of association of the Company (the “Articles”) be and are hereby amended in the following manner:
 - (a) Article 56 be deleted in its entirety and replaced with the following:

“56. A resolution put to the vote of a general meeting shall be decided by way of a poll save that the chairman may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present (or being a corporation, is present by a duly authorised representative) or subject to Article 69B, by proxy(ies) shall have one vote on a show of hands. For the purpose of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplemental circular that may be issued by the Company to the Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.”;
 - (b) Article 71 be amended by deleting the words “next following annual general meeting” and replace with “first general meeting after such appointment” immediately after the word “until”;

- (c) Article 83(H)(iii) be deleted in its entirety;
 - (d) Article 101 be amended by adding the following after the last sentence “Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purpose of considering any matter or business in which a substantial shareholder of the Company (within the meaning of the Listing Rules) or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”; and
 - (e) Article 113 be amended by deleting the word “twelve” and replace with “seven”.
7. “**THAT** the articles of association of the Company in the form of the documents marked “A” and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, which consolidates all of the proposed amendments set out in Resolution Number 6 of this notice and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect.”

By order of the Board
Lee Hing Development Limited
Chan Kai Kwok
Company Secretary

Hong Kong, 15 March 2012

Notes:—

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s registered office at Suite 1506-7, 15th Floor, Nine Queen’s Road Central, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting.

As at the date of this announcement, the Board of Directors of the Company comprises two executive Directors, namely Mr. Tan Boon Seng and Mr. Chan Kai Kwok, and three independent non-executive Directors, namely, Mr. Ho Hau Chong, Norman, Mr. Fung Ka Pun and Mr. Lim Lay Leng.