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THE CROSS-HARBOUR (HOLDINGS) LIMITED
港通控股有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 32)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of The Cross-Harbour (Holdings) Limited (the “Company”) will be held at Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 18 May 2012 at 10:15 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditor for the year ended 31 December 2011.
2. To declare final dividend for the year ended 31 December 2011.
3. To re-elect retiring directors and to fix the directors’ remuneration.
4. To re-appoint auditor and to authorise the board of directors to fix the auditor’s remuneration.
5. As special business, to consider and, if thought fit, pass with or without modifications the following ordinary resolutions:

ORDINARY RESOLUTIONS

(A) **“THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the issued share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, subject to and in accordance with all applicable laws and the Articles of Association of the Company, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Code on Share Repurchases pursuant to the approval in sub-paragraph (a) of this resolution shall not exceed 10 per cent of the number of shares of the Company in issue on the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (cc) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(B) **“THAT:**

- (a) subject to sub-paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, subject to and in accordance with all applicable laws and the Articles of Association of the Company, be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in sub-paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) any option scheme or similar arrangement for the time being adopted for the grant or issue to directors and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the capital of the Company, or (ii) a Rights Issue (as hereinafter defined), or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed the aggregate of:
 - (aa) 20 per cent of the number of shares of the Company in issue on the date of passing this resolution; plus

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent of the number of shares of the Company in issue on the date of passing this resolution),

and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

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

(aa) the conclusion of the next annual general meeting of the Company;

(bb) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and

(cc) the revocation or variation of the approval given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

(C) “**THAT** conditional upon ordinary resolution numbered 5(A) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares of the Company pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the number of shares of the Company repurchased by the Company under the authority granted pursuant to the said ordinary resolution numbered 5(A) above, provided that such extended amount shall not exceed 10 per cent of the number of shares of the Company in issue on the date of passing this resolution.”

6. As special business, to consider and, if thought fit, pass with or without modifications the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval for the listing of, and permission to deal in, the shares of the Company (“Shares”) to be issued and allotted pursuant to the exercise of any options granted under the Refreshed Limit (as hereinafter defined), the existing scheme mandate limit in respect of options to be granted to subscribe for Shares under the share option scheme of the Company adopted on 29 April 2005 (the “Share Option Scheme”) and any other share option schemes of the Company (together, the “Schemes”) be refreshed and renewed provided that the total number of Shares which may be issued and allotted upon exercise of all options to be granted thereunder (excluding options previously granted under the Schemes and options outstanding, cancelled, exercised or lapsed in accordance with the Schemes) shall not exceed ten per cent of the total number of Shares in issue as at the date of passing this resolution (the “Refreshed Limit”) and the directors of the Company be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on the Stock Exchange, to grant options under the Share Option Scheme subject to the Refreshed Limit and to exercise all powers of the Company to allot, issue and deal with Shares upon exercise of all such options.”

By order of the board
The Cross-Harbour (Holdings) Limited
Leung Shuk Mun, Phyllis Sylvia
Secretary

Hong Kong, 17 April 2012

Registered office
Rooms 3301-3307
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member who is the holder of two or more shares may appoint one or more proxies to represent him and vote on his behalf at the meeting.
2. Where there are joint registered holders of a 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; and 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 in the register of members in respect of such share shall alone be entitled to vote in respect thereof.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney so authorised. A proxy need not be a member.
4. The instrument appointing a proxy and the power of attorney, if any, under which it is signed shall be deposited at the Company's registered office at Rooms 3301-3307, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for the meeting or any adjourned meeting, as the case may be, at which the person named in such instrument proposes to vote.
5. The register of members and transfer books of the Company will be closed from Friday, 25 May 2012 to Tuesday, 29 May 2012, both days inclusive, during which period no transfer of shares in the Company shall be effected. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration by 4:30 p.m., Thursday, 24 May 2012.

As at the date hereof, the board of directors of the Company comprises Cheung Chung Kiu, Yeung Hin Chung, John, Yuen Wing Shing, Wong Chi Keung, Leung Wai Fai and Tung Wai Lan, Iris who are executive directors; Lee Ka Sze, Carmelo and Wong Yat Fai who are non-executive directors; and Ng Kwok Fu, Luk Yu King, James and Leung Yu Ming, Steven who are independent non-executive directors.