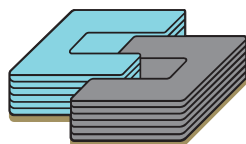


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CHI CHEUNG INVESTMENT COMPANY, LIMITED
至祥置業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 112)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Chi Cheung Investment Company, Limited (the “Company”) will be held at Oasis Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, No. 1 Harbour Road, Wanchai, Hong Kong on Friday, 25th May, 2012 at 9:00 a.m. (the “Meeting”) for the following purposes:

As Ordinary Business

1. To receive and consider Audited Financial Statements, Directors’ Report and Auditors’ Report for the year ended 31st December, 2011.
2. To approve payment of final dividend for the year ended 31st December, 2011.
3. To re-elect retiring Directors and to authorise the Directors to fix the remuneration of the Directors.
4. To appoint HLB Hodgson Impey Cheng Limited as the Auditors and to authorise the Directors to fix the remuneration of the Auditors.

As Special Business

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase issued shares of HK\$0.01 each in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the shares which are authorised to be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said authority shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws and/or the Company’s Articles of Association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period 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, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) the exercise of the options granted under any share option scheme adopted by the Company, 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 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as those ascribed to it under the resolution set out in paragraph 5(d) of the notice convening the Meeting of which this resolution forms part; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of the resolutions nos. 5 and 6 as set out in the notice convening the Meeting of which these resolutions form part, the general mandate granted to the Directors of the Company pursuant to the resolution no. 6 as set out in the notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to the resolution no. 5 as set out in the notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

8. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT** the existing Articles of Association of the Company be amended as follows:

- (a) Article 100.(e)

By deleting the existing Article 100.(e) in its entirety and replacing it with the following:

“(e) Subject to the Ordinance and to paragraph (g) of this Article, where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof) to the office or place of profit with the Company or any such other company as aforesaid.”

(b) Article 100.(h)(iii)

By deleting the existing Article 100.(h)(iii) in its entirety and replacing it with the words “[Intentionally deleted]”;

(c) Article 100.(i)

By deleting the existing Article 100.(i) in its entirety and replacing it with the words “[Intentionally deleted]”; and

(d) Article 100.(j)

By deleting the existing Article 100.(j) in its entirety and replacing it with the words “[Intentionally deleted].”

By Order of the Board
Lam, Kwong-wai
Company Secretary

Hong Kong, 20th April, 2012

Notes:

1. The register of members will be closed from 23rd May, 2012 to 25th May, 2012, both days inclusive. For the purpose of ascertaining the members’ entitlement to the attendance of the Meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Company’s registrar and transfer office, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 22nd May, 2012.
2. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more separate proxies to attend and, on a poll, to vote instead of him. A proxy needs not be a member of the Company.
3. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company’s registrar and transfer office, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the Meeting (or at any adjournment thereof).

4. With respect to the resolution set out in resolution no. 4 of this notice, approval is being sought from shareholders of the Company for appointment of HLB Hodgson Impey Cheng Limited as new auditors of the Company, in lieu of the retiring auditors, Messrs HLB Hodgson Impey Cheng.
5. With respect to the resolution set out in resolution no. 5 of this notice, approval is being sought from shareholders of the Company for a general mandate to be given to the Directors to purchase shares of the Company in accordance with Section 49BA of the Companies Ordinance and/or The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").
6. With respect to the resolutions set out in resolutions nos. 6 and 7 of this notice, approval is being sought from shareholders of the Company for general mandates to be given to the Directors to allot, issue and deal with shares of the Company in accordance with Section 57B of the Companies Ordinance and/or the Listing Rules.
7. With respect to the resolution set out in resolution no. 8 of this notice, approval is being sought from shareholders of the Company for amendment of the Articles of Association of the Company so as to bring them in line with certain recent amendments made to the Listing Rules and to remove certain reference to the interest of a Director together with any of his associates of 5% or more in another company in determining whether the Director concerned can vote or be counted in the quorum on certain arrangement.
8. A circular containing the information with respect to certain resolutions and this notice will be sent to the shareholders of the Company together with the 2011 annual report of the Company.
9. As at the date hereof, the Board comprised Mr. Matthew Cheong, Veng-va and Ms. Teresa Poon, Munchie as Executive Directors and Mr. Lai, Yun-hung, Mr. Mok, Hon-sang and Mr. Wong, Tik-tung as Independent Non-executive Directors.

Website: <http://www.chicheung.com>