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LT COMMERCIAL REAL ESTATE LIMITED

勒泰商業地產有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 112)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of LT Commercial Real Estate Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Units 5101–02 & 13, 51st Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong on 22 August 2014 at 11 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“THAT

- (a) the foundation works contractor contract dated 21 June 2014 (the “**First Foundation Works Contractor Contract**”) and entered into between 唐山勒泰購物廣場有限公司 (Tangshan LT Shopping Mall Company Limited)(the “**PRC Project Company 1**”), an indirect wholly-owned subsidiary of the Company, and 中鐵城建有限公司 (CRCC Urban Engineering Co., Ltd.)(the “**First Contractor**”) in relation to the earthwork, foundation pit support and piling work of a commercial and residential property development project in Tangshan City, Hebei Province, the People’s Republic of China (the “**PRC**”) (the “**Tangshan Tiexi Lerthai Project**”) on the land (Land Lot A-01) located at the junction of Beixin West Road and Xihuan Road, Lubei District, Tangshan City, Hebei Province, the PRC with a site area of approximately 93,706.33 square meters (the “**First Piece of Land**”) with the total project costs of RMB38,766,228 (equivalent to HK\$48,070,123) (a copy of the First Foundation Works Contractor Contract having been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the foundation works contractor contract dated 21 June 2014 (the “**Second Foundation Works Contractor Contract**”) and entered into between PRC Project Company 1, and 中鐵建設集團有限公司 (China Railway Construction Group Ltd.)(the “**Second Contractor**”) in relation to the earthwork, foundation pit support and piling work of the Tangshan Tiexi Lerthai Project on the First Piece of Land with the total project costs of RMB14,770,599 (equivalent to HK\$18,315,543) (a copy of the Second Foundation Works Contractor Contract having been produced to the EGM and marked “B” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the foundation works contractor contract dated 21 June 2014 (the “**Third Foundation Works Contractor Contract**”, together with the First Foundation Works Contractor Contract and Second Foundation Works Contractor Contract, the “**Foundation Works Contractor Contracts**”) and entered into between 唐山勒泰房地產開發有限公司 (Tangshan LT Real Estate Development Company Limited)(the “**PRC Project Company 2**”), and the Second Contractor in relation to the earthwork, foundation pit support and piling work of the Tangshan Tiexi Lerthai Project on the land (Land Lot A-02) located at the junction of Beixin West Road and Xihuan Road, Lubei District, Tangshan City, Hebei Province, the PRC with a site area of approximately 63,595.87 square meters (the “**Second Piece of Land**”) with the total project costs of RMB22,155,899 (equivalent to HK\$27,473,315) (a copy of the Third Foundation Works Contractor Contract having been produced to the EGM and marked “C” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (d) the main contractor contract (the “**First Main Contractor Contract**”) dated 21 June 2014 and entered into between PRC Project Company 1 and the First Contractor in relation to the construction of the Tangshan Tiexi Lerthai Project on the First Piece of Land with the total project costs of RMB641,224,381 (equivalent to HK\$795,118,232) (a copy of the First Main Contractor Contract having been produced to the EGM and marked “D” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (e) the main contractor contract (the “**Second Main Contractor Contract**”) dated 21 June 2014 and entered into between PRC Project Company 1 and the Second Contractor in relation to the construction of the Tangshan Tiexi Lerthai Project on the First Piece of Land with the total project costs of RMB326,196,318 (equivalent to HK\$404,483,434) (a copy of the Second Main Contractor Contract having been produced to the EGM and marked “E” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (f) the main contractor contract (the “**Third Main Contractor Contract**”, together with the First Main Contractor Contract and Second Main Contractor Contract, the “**Main Contractor Contracts**”) dated 21 June 2014 and entered into between PRC Project Company 2 and the Second Contractor in relation to the construction of the Tangshan Tiexi Lerthai Project on the Second Piece of Land with the total project costs of RMB510,591,950 (equivalent to HK\$633,134,018) (a copy of the Third Main Contractor Contract having been produced to the EGM and marked “F” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (g) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to each of the Foundation Works Contractor Contracts and the Main Contractor Contracts and the transactions contemplated respectively thereunder, including the issue of variation orders (if any) to the First Contractor and/or the Second Contractor (as the case may be), and to agree to such variation, amendments or waiver or matters relating to the Foundation Works Contractor Contracts and the Main Contractor Contracts (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Foundation Works Contractor Contracts and the Main Contractor Contracts) as are, in the opinion of the Directors or the duly authorised committee, in the interest of the Company and its shareholders as a whole.”

By order of the Board
LT Commercial Real Estate Limited
Yang, Longfei
Chairman and Chief Executive Officer

Hong Kong, 28 July 2014

Registered office:

Units 5101–02 & 13
51st Floor, The Center
99 Queen’s Road Central
Central
Hong Kong

Notes:

1. The register of members will be closed from 21 August 2014 to 22 August 2014, both days inclusive. For the purpose of ascertaining the members’ entitlement to the attendance of the EGM, all share transfer accompanied by the relevant share certificates must be lodged with the Company’s registrar and transfer office, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 20 August 2014.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and, subject to the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

3. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
4. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is duly signed, or a notarially certified copy of such power of attorney or authority must be deposited at the Company's registrar and transfer office, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holder be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. Pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the voting on the resolution at the EGM will be conducted by way of poll.

As at the date of this announcement, the executive directors of the Company are Mr. Yang, Longfei (Chairman and Chief Executive Officer), Ms. Dai, Hui, Mr. Chan, Tik Sang (Deputy Chief Executive Officer) and Mr. Yang, Shao Xing Max, the non-executive directors of the Company are Mr. Lee, Vincent Marshall Kwan Ho and Mr. Lam, Kwong Wai and the independent non-executive directors of the Company are Mr. Fan, Ren Da Anthony, Mr. Fan, Chun Wah Andrew and Mr. Lau, Yu Fung Wilson.

Website of the Company: <http://www.lth.com.hk>