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CHINESE ESTATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 127)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Chinese Estates Holdings Limited (the “**Company**”) will be held at Falcon Room, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 10 October 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

the terms and conditions, and the entering into, of each of:

- (i) the sale and purchase agreement dated 1 September 2014 entered into among Data Dynasty Limited (an indirect wholly-owned subsidiary of the Company), the Company, One Midland Limited and Mr. Joseph Lau, Luen-hung (“**Mr. Lau**”) relating to, among others, the sale and purchase of the entire issued share capital of Value Eight Limited (the “**Moon Ocean SP Agreement**”) (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification);

- (ii) the sale and purchase agreement dated 1 September 2014 entered into among Super Series Limited (an indirect wholly-owned subsidiary of the Company) (“**Super Series**”), the Company, Fly High Target Limited (“**Fly High Target**”) and Mr. Lau relating to, among others, the sale and purchase of the entire issued share capital of Brass Ring Limited (the “**Silvercord First SP Agreement**”) (a copy of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification);
- (iii) the sale and purchase agreement dated 1 September 2014 entered into among Super Series, the Company, Fly High Target and Mr. Lau relating to the sale and purchase of the entire issued share capital of Union Leader Limited (the “**Silvercord Second SP Agreement**”) (a copy of which has been produced to the Meeting marked “C” and signed by the chairman of the Meeting for the purpose of identification); and
- (iv) the sale and purchase agreement dated 1 September 2014 entered into among Chinese Estates, Limited (a direct wholly-owned subsidiary of the Company), the Company, Coast Field Ltd. and Mr. Lau relating to the sale and purchase of the entire issued share capital of Chinese Estates and Finance, Limited (the “**Silvercord Third SP Agreement**”) (a copy of which has been produced to the Meeting marked “D” and signed by the chairman of the Meeting for the purpose of identification) (the Moon Ocean SP Agreement, the Silvercord First SP Agreement, the Silvercord Second SP Agreement and the Silvercord Third SP Agreement are collectively referred to as the “**Agreements**”),

and all the transactions contemplated thereunder be and are hereby approved, confirmed and/or ratified (as the case may be); and that any one director or (if affixing of seal is required) any two directors of the Company be authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver (including under seal where applicable) and to authorise the signing, executing, perfecting and delivering (including under seal where applicable) of all such documents and deeds, and to do or authorise doing all such acts, matters and things, as he/she may in his/her absolute discretion consider necessary, expedient or desirable to give effect to and implement and/or complete all matters in connection with the transactions contemplated under each of the Agreements, and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Agreements

as he/she may in his/her absolute discretion consider to be desirable and in the interests of the Company, and all of such acts of director(s) as aforesaid be hereby approved, ratified and confirmed.”

By Order of the Board

Lam, Kwong-wai

Executive Director and Company Secretary

Hong Kong, 23 September 2014

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal office in Hong Kong:

26th Floor, MassMutual Tower
38 Gloucester Road
Wanchai, Hong Kong

Notes:

1. Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the Meeting is entitled to appoint one or more separate proxies to attend and to vote instead of him. A proxy need not be a Shareholder.
2. To be valid, the 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 branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or at any adjournment thereof).
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or at any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. Resolution as set out in this notice will be taken by poll at the Meeting.
6. As at the date hereof, the Board comprised Mr. Lau, Ming-wai, Ms. Chan, Sze-wan, Mr. Lam, Kwong-wai and Ms. Lui, Lai-kwan as Executive Directors, Ms. Amy Lau, Yuk-wai as Non-executive Director and Mr. Chan, Kwok-wai, Ms. Phillis Loh, Lai-ping and Mr. Ma, Tsz-chun as Independent Non-executive Directors.

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