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**XIWANG PROPERTY HOLDINGS COMPANY LIMITED**

**西王置業控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 2088)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of **XIWANG PROPERTY HOLDINGS COMPANY LIMITED** (the “**Company**”) will be held at Monaco Room, Basement 1, Regal HongKong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong at 11:30 a.m. on Friday, 29 May 2015 to consider and, if thought fit, transact the following ordinary business:

**ORDINARY RESOLUTIONS**

1. to receive and consider the audited financial statements and reports of the directors of the Company (the “**Directors**”) and the Company’s auditors for the year ended 31 December 2014;
2. to re-elect the retiring Directors, each as a separate resolution, and to authorise the board of Directors to fix the remuneration of Directors;
3. to re-appoint the Company’s auditors and to authorise the board of Directors to fix their remuneration;

\* *For identification purposes only*

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

### ORDINARY RESOLUTIONS

4. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional ordinary shares in the capital of the Company (the “**Ordinary Shares**”), and to make or grant offers, agreements and options, including warrants to subscribe for Ordinary Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Ordinary Shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Ordinary Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under any of the share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Ordinary Shares in lieu of the whole or part of a dividend on Ordinary Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Ordinary Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Ordinary Shares shall not exceed:
  - (aa) 20% of the number of Ordinary Shares in issue as at the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of the Ordinary Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum of 10% of the number of Ordinary Shares in issue as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the applicable laws of Bermuda to be held; and (iii) the passing of an ordinary resolution by the holders of Ordinary Shares of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of shares or warrants, options or other securities giving rights to subscribe for Ordinary Shares open for a period fixed by the Directors to holders of Ordinary Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Ordinary Shares (subject to such exclusion or other arrangements as the Directors 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase Ordinary Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Ordinary Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purposes (the “**Recognised Stock Exchange**”), subject to and in accordance with all applicable laws and requirements of the Listing Rules or that of any other Recognised Stock Exchange, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate number of Ordinary Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the number of Ordinary Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the applicable laws of Bermuda to be held; and (iii) the passing of an ordinary resolution by the holders of Ordinary Shares of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the aggregate number of the Ordinary Shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such general mandate of the number of Ordinary Shares which may be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

By order of the board of Directors of  
**Xiwang Property Holdings Company Limited**  
**NG Weng Sin**  
*Company Secretary*

Hong Kong, 27 April 2015

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
Unit 2110, 21/F  
Harbour Centre  
25 Harbour Road, Wanchai, Hong Kong

*Notes:*

1. In order to determine the entitlement to attend and vote at the Meeting, the register of members in respect of Ordinary Shares will be closed from Wednesday, 27 May 2015 to Friday, 29 May 2015 (both days inclusive), during which period no transfer of Ordinary Shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates and, in the case of holders of convertible preference shares, all duly completed notices of conversion accompanied by the relevant certificates of convertible preference shares, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 26 May 2015.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting thereof.
3. In relation to proposed resolutions numbered 4 and 6 above, approval is being sought from the holders of Ordinary Shares for the grant to the Directors of a general mandate to authorise the allotment and issue of Ordinary Shares under the Listing Rules.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of an Ordinary Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Ordinary Share as if he/she was 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.

As at the date hereof, the board of Directors of the Company comprises the following Directors:

*Executive directors:*

Mr. WANG Chuan Wu  
Mr. ZHOU Xiang Lin  
Mr. CHENG Gang

*Independent non-executive directors:*

Mr. WONG Kai Ming  
Mr. WANG An  
Mr. WANG Shu Jie

*Non-executive directors:*

Mr. WANG Di  
Mr. WANG Yong  
Mr. SUN Xihu