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東原

为新的每一天

東原地產控股有限公司
Dowell Property Holdings Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 668)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Dowell Property Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on 14 August 2015 at 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions, which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“**THAT:**

- (a) the creation and issuance by the Company of an aggregate of 20,000,000 unlisted warrants initially exercisable into 20,000,000 new ordinary shares of the Company (the “**Warrants**”) to Haitong International Finance Company Limited (the “**Subscriber**”) in accordance with the terms and conditions of the subscription agreement dated 10 June 2015 entered into between the Company and the Subscriber be and is hereby approved, ratified and confirmed;
- (b) the issuance and allotment of up to an initial maximum number of 20,000,000 new ordinary shares of the Company (subject to adjustment) credited as fully paid at the exercise price of HK\$0.6975 per share which may be fall to be issued upon the exercise of the subscription rights attached to the Warrants be and are hereby approved; and
- (c) any one of the directors of the Company (the “**Directors**”) are hereby authorized to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivering all agreements, documents and instruments) which are in his/her opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the issuance of the

20,000,000 Warrants, up to an initial maximum number of 20,000,000 new ordinary shares of the Company (subject to adjustment) upon exercise of the Warrants and all ancillary transactions, and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the Warrants and the ancillary transactions and are in the interests of the Company.”

By order of the Board
Dowell Property Holdings Limited
Chen Yang
Chief Executive Officer

Hong Kong, 29 July 2015

Notes:

- (1) Any member of the Company entitled to attend and vote at the above meeting convened by this notice is entitled to appoint one or, if he/she is the holder of two or more shares of the Company, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a shareholder of the Company.
- (2) To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time for holding the above meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the above meeting or 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 of the Company, 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 if more than one of such joint holders are present at the above 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 of this announcement, the Board comprises Mr. Lo Siu Yu (Chairman), Ms. Luo Shaoying (Vice Chairman) and Mr. Chen Yang (Chief Executive Officer) as executive Directors; Mr. Wang Xiaobo and Mr. Qin Hong as non-executive Directors; and Mr. Chan Ying Kay, Dr. Zhu Wenhui and Mr. Wang Jin Ling as independent non-executive Directors.