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**天譽置業（控股）有限公司**  
**SKYFAME REALTY (HOLDINGS) LIMITED**

*(incorporated in Bermuda with limited liability)*

*(Stock Code: 00059)*

**NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of the shareholders of Skyfame Realty (Holdings) Limited (the “**Company**”) will be held at Empire Room 1, 1st Floor, Empire Hotel Hong Kong • Wanchai, 33 Hennessy Road, Wanchai, Hong Kong at 3:00 p.m. on Monday, 14 November 2016 for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (i) the disposal agreement dated 27 September 2016 (the “**Disposal Agreement**”, a copy of which has been produced to the meeting and marked “A” and signed by the Chairman of the meeting for the purpose of identification) entered into between 廣州譽浚諮詢服務有限公司 (Guangzhou Yu Jun Consulting Service Company Limited\*) (“**Yu Jun**”), a company established in the PRC with limited liabilities and an indirect wholly-owned subsidiary of the Company, as vendor and 廣州市天譽房地產開發有限公司 (Guangzhou Tianyu Real Estate Development Company Limited\*) (“**GZ Tianyu**”), a company established in the PRC with limited liability of which Mr. Yu is a controlling shareholder, as purchaser, in relation to the disposal by Yu Jun of the 70% equity interest of 永州市天譽房地產開發有限公司 (Yongzhou Tianyu Real Estate Development Company Limited\*) (“**YZ Tianyu**”), a company established in the PRC with limited liability and an indirect 70%-owned subsidiary of the Company and the assignment of shareholder loan due from YZ Tianyu to Yu Jun for consideration of, subject to adjustments as stipulated in the Disposal Agreement, RMB55,023,795 and RMB224,619,978 respectively and the transactions contemplated thereunder be and are hereby generally and unconditionally approved in all respects; and

\* For identification purposes only

- (ii) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with or/to implement and/or give effect to the Disposal Agreement and the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the Directors, in the interest of the Company.”

By order of the Board  
**Skyfame Realty (Holdings) Limited**  
**CHEUNG Lin Shun**  
*Company Secretary*

Hong Kong, 26 October 2016

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting by the above notice shall be entitled to appoint another person as his/her proxy to attend and vote instead of such member. A proxy needs not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority must be delivered to the office of Tricor Abacus Limited, the Company’s branch share registrar in Hong Kong at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or by way of notice to or in any document accompanying the notice convening the meeting not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default, the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of any share, if more than one of such joint holders be present at any 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, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
6. As at the date of this notice, the board of directors of the Company comprises Mr. YU Pan, Mr. WEN Xiaobing, Mr. JIANG Jing and Mr. WONG Lok as executive directors; Mr. ZHONG Guoxing as non-executive director and Mr. CHOY Shu Kwan, Mr. CHENG Wing Keung, Raymond and Ms. CHUNG Lai Fong as independent non-executive directors.