



澳門祥泰地產集團有限公司\*  
**MACAU PRIME PROPERTIES HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 199)**

**NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Macau Prime Properties Holdings Limited (the “Company”) will be held on Tuesday, 27th February, 2007 at 11:00 a.m. at Conference Room, 11/F., Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong, for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (i) the sale and purchase agreement dated 5th January, 2007 (the “Braniff Agreement”, a copy of which has been produced to this meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between Everight Investment Limited (“Everight”), an indirect wholly-owned subsidiary of the Company, as purchaser and AIM Pacific Limited (“AIM”) and Mr. Chang Rong Wu (“Mr. Chang”) as vendors (the “Vendors”) and Mr. Lai Tsan Tung, David (“Mr. Lai”) and Mr. Chan Jink Chou, Eric (“Mr. Chan”) as guarantors in relation to an acquisition by Everight from the Vendors of the entire share capital of and in Braniff Developments Limited (“Braniff”) and the shareholders’ loans due by Braniff to AIM and Mr. Chang on completion of the Braniff Agreement and all the transactions contemplated thereunder be and are hereby approved; and
- (ii) the directors of the Company be and are hereby authorised to execute any documents and instruments as may be necessary or incidental to completion of the Braniff Agreement and to do all such acts and things they consider necessary, desirable or expedient for the implementation of the Braniff Agreement and any of the transactions contemplated thereunder.”

Yours faithfully,

By order of the Board

**Macau Prime Properties Holdings Limited**

**Yan Ha Hung, Loucia**

*Company Secretary*

Hong Kong, 5th February, 2007

*Registered office:*

Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*

29/F., Paul Y. Centre  
51 Hung To Road  
Kwun Tong, Kowloon  
Hong Kong

*Notes:*

- (1) A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on his behalf and such proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Secretaries Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (4) In 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 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 of members of the Company in respect of the joint holding.
- (5) The resolution shall be voted by way of poll. Mr. Lai, Mr. Chan and Mr. Chang and their respective associates shall abstain from voting the resolution.

As at the date of this notice, the directors of the Company are as follows:

*Executive Directors:*

Mr. Cheung Hon Kit (*Chairman*)

Mr. Chan Fut Yan (*Managing Director*)

Mr. Wong Kam Cheong, Stanley (*Deputy Managing Director*)

Mr. Cheung Chi Kit

Mr. Lai Tsan Tung, David

*Non-executive Directors:*

Mr. Ho Hau Chong, Norman (*Deputy Chairman*)

Mr. Lo Lin Shing, Simon

*Independent non-executive Directors:*

Mr. Wong Chi Keung, Alvin

Mr. Kwok Ka Lap, Alva

Mr. Chui Sai Cheong

\* *For identification purpose only*

“Please also refer to the published version of this announcement in The Standard.”