



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 Friday, 23rd March, 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 resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the exercise of the right to acquire 35 shares (the “Option Shares”) in Orient Town Limited (“Orient Town”) by Million Orient Limited (“Million Orient”), an indirect wholly-owned subsidiary of the Company, from Pacific Wish Limited (“Pacific Wish”), under the call option granted under the acquisition agreement dated 29th March, 2006 (the “Initial Acquisition Agreement”) entered into between Million Orient and Pacific Wish (the “Option Shares Acquisition”), and the advance by Million Orient to Orient Town of a shareholder’s loan of HK\$100 million in accordance with the terms of the Initial Acquisition Agreement on completion of the acquisition of the Option Shares (the “Provision of Shareholder’s Loan”), and the transactions contemplated thereunder, be and are hereby approved; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they in their absolute discretion consider necessary or expedient for the implementation of the Option Shares Acquisition and the Provision of Shareholder’s Loan and all transactions contemplated thereunder.”

2. **“THAT:**

- (a) the agreement dated 25th January, 2007 (the “Acquisition 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 Top Century International Limited (“Top Century”), an indirect wholly-owned subsidiary of the Company, and Forever Charm Group Limited (“Forever Charm”) whereby, *inter alia*, Top Century conditionally agreed:
 - (i) to acquire 8.7% of the registered share capital of Empresa De Fomento Industrial E Comercial Concórdia, S.A. (“Concordia”) and a shareholder’s loan with interests accrued thereon due by Concordia to Forever Charm for a total cash consideration of HK\$245.7 million; and
 - (ii) to advance to Concordia a shareholder’s loan of HK\$70 million after completion of the Acquisition Agreement; and the performance and implementation of the transactions contemplated under the Acquisition Agreement be and are hereby confirmed, approved and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they in their absolute discretion consider necessary or expedient to give effect to the Acquisition Agreement and the implementation of all transactions contemplated thereunder.”

Yours faithfully,
By order of the Board
Macau Prime Properties Holdings Limited
Yan Ha Hung, Loucia
Company Secretary

Hong Kong, 7th March, 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, on a poll 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.

* For identification purpose only

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

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