



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 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, 5th January, 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:**

- (a) the conditional subscription agreement dated 6th October, 2006 (the “Subscription Agreement”, a copy of which has been produced to this meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) entered into between, among others, Dragon Rainbow Limited (“Dragon Rainbow”), an indirect wholly-owned subsidiary of the Company, Group Success International Limited, the Company and More Profit International Limited (“More Profit”) in relation to (i) the subscription for 4,000 shares of More Profit of US\$1 each (representing 40% of its enlarged share capital at the par thereof) by Dragon Rainbow; and (ii) the contribution to More Profit of shareholder’s loan in the maximum amount of approximately HK\$500 million by Dragon Rainbow, and the performance and implementation of the transactions contemplated under the Subscription Agreement be and are hereby confirmed, approved and ratified;
- (b) the terms of the shareholders’ agreement (a draft of which is annexed as Schedule 3 to the Subscription Agreement) in respect of More Profit to be entered into by Dragon Rainbow upon completion of the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved; and
- (c) 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 Subscription 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 December, 2006

*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 in respect of the joint holding.

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 Directors*)  
Mr. Cheung Chi Kit  
Mr. Lai Tsan Tung, David

\* For identification purpose only

*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.”