



祥泰行集團有限公司\*

CHEUNG TAI HONG 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 Cheung Tai Hong Holdings Limited (“**Company**”) will be held on Tuesday, 23rd May, 2006 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 an ordinary resolution and a special resolution respectively of the Company:

### ORDINARY RESOLUTION

1. **“THAT:**

- (i) the sale and purchase agreement dated 2nd February, 2006 (“**Acquisition 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 New Smarten Limited (“**New Smarten**”), an indirect wholly-owned subsidiary of the Company, as purchaser and Green Label Investments Limited (“**Green Label**”), Magnum Company Limited (“**Magnum**”), Concord Link Development Limited and Mr. Ku Yuet Kan, Tony as vendors (“**Vendors**”) and Mr. Lai Tsan Tung, David and Mr. Chan Jink Chou, Eric as guarantors whereby, inter alia:
  - (a) New Smarten conditionally agreed to purchase from the Vendors the entire share capital of and in Everight Investment Limited (“**Everight**”) and certain loan due by Everight and its subsidiaries to Green Label on completion of the Acquisition Agreement at an aggregate consideration of HK\$140 million (“**Consideration**”) to be satisfied (i) as to a sum of HK\$80 million in cash and (ii) as to an aggregate sum of HK\$60 million by way of issue of two zero coupon convertible notes due on 11th August, 2010 in the principal amount of HK\$39,272,307 to Green Label (“**Green Label Note**”) and HK\$20,727,693 to Magnum (“**Magnum Note**”) respectively, at an initial conversion price of HK\$0.44 per share (subject to adjustments), the terms and conditions of the Green Label Note and the Magnum Note (collectively the “**Notes**”) having been annexed as Schedule 5 to the Acquisition Agreement; and
  - (b) the Company shall, on completion of the Acquisition Agreement, enter into a shareholders’ agreement (“**Shareholders’ Agreement**”, a copy of which is annexed as Schedule 3 to the Acquisition Agreement) in respect of Smart Sharp Investment Limited;
- and the transactions contemplated thereunder, be and are hereby approved;
- (ii) the Shareholders’ Agreement and the transactions contemplated thereunder be and are hereby approved;
- (iii) the issue of the Notes and the issue and allotment to the holder(s) of the Note(s), upon due exercise of the conversion rights attached to the Note(s), of the shares in the capital of the Company, pursuant to and in accordance with the terms and conditions of the Note(s), be and are hereby approved; and
- (iv) 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 Acquisition Agreement, the Shareholders’ Agreement and the Notes and to do all such acts and things they consider necessary, desirable or expedient for the implementation of the Acquisition Agreement, the Shareholders’ Agreement and the Notes and any of the transactions contemplated thereunder.”

### SPECIAL RESOLUTION

2. **“THAT** subject to the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be changed from “Cheung Tai Hong Holdings Limited” to “Macau Prime Properties Holdings Limited” and the new Chinese name of “澳門祥泰地產集團有限公司” be adopted by the Company to replace the existing Chinese name of “祥泰行集團有限公司” for identification purpose only and the directors be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to effect the change of name.”

Yours faithfully,  
By order of the Board  
**Cheung Tai Hong Holdings Limited**  
**Yan Ha Hung, Loucia**  
Company Secretary

Hong Kong, 26th April, 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

\* For identification purpose only

*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. A form of proxy for use at the meeting is enclosed.
- (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 registrars and transfer office, 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.

*As at the date hereof, the board of directors of the Company comprises Mr. Cheung Hon Kit (Chairman) and Mr. Chan Fut Yan (Managing Director) as executive directors, Mr. Ho Hau Chong, Norman (Deputy Chairman) and Mr. Lo Lin Shing, Simon as non-executive directors, and Mr. Wong Chi Keung, Alvin, Mr. Kwok Ka Lap, Alva and Mr. Chui Sai Cheong as independent non-executive directors.*

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