



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 (the “Company”) will be held on Thursday, 15th June, 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 resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement dated 29th March, 2006 (the “Acquisition Agreement”, a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) entered into between Million Orient Limited (“Million Orient”), a wholly-owned subsidiary of the Company as purchaser and Pacific Wish Limited (the “Vendor”) as vendor in relation to (i) the sale and purchase of 280 shares of HK\$1.00 each in the share capital of Orient Town Limited (“Orient Town”) (representing 40% of the issued share capital of Orient Town); (ii) the advance of a shareholder’s loan in the amount of HK\$885 million by Million Orient to Orient Town; and (iii) the grant of an option by the Vendor to Million Orient in relation to acquisition of 70 shares of Orient Town held by the Vendor, 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
Cheung Tai Hong Holdings Limited
Yan Ha Hung, Loucia
Company Secretary

Hong Kong, 29th May, 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 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 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.

* For identification purpose only

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