
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kerry Properties Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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KERRY PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

嘉里建設有限公司*

website: www.kerryprops.com

(Stock Code: 00683)

PROPOSALS FOR GENERAL MANDATE TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND CHANGE OF BYE-LAWS, AND NOTICE OF ANNUAL GENERAL MEETING

Resolutions will be proposed at the Annual General Meeting of Kerry Properties Limited to be held at Atrium Room, Level 39, Island Shangri-La Hotel, Pacific Place II, Supreme Court Road, Central, Hong Kong on Wednesday, 3 May 2006 at 2:30 p.m. to approve the matters referred to in this circular.

The notice convening the Annual General Meeting together with the form of proxy for use at the Annual General Meeting are enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Abacus Share Registrars Limited, the Company's branch share registrar and transfer office in Hong Kong, of 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting.

* *For identification purpose only*

10 April 2006

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Annual General Meeting”	the annual general meeting of the Company to be held at Atrium Room, Level 39, Island Shangri-La Hotel, Pacific Place II, Supreme Court Road, Central, Hong Kong on Wednesday, 3 May 2006 at 2:30 p.m.
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	Kerry Properties Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“KGL”	Kerry Group Limited
“Latest Practicable Date”	31 March 2006, being the latest practicable date for ascertaining certain information referred to in this circular prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$1.00 each in the share capital of the Company

DEFINITIONS

“Share Repurchase Mandate”	a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to repurchase at any time until the next annual general meeting of the Company or such earlier period as stated in the Share Resolution the Shares up to a maximum of 10 per cent. of the fully paid-up issued share capital of the Company at the date of passing of the Share Resolution
“Share Resolution”	the ordinary resolution referred to in item 6B of the notice of the Annual General Meeting
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



KERRY PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

嘉里建設有限公司*

website: www.kerryprops.com

(Stock Code: 00683)

Executive Directors:

Mr. ANG Keng Lam

(Chairman)

Mr. WONG Siu Kong

(Deputy Chairman and Managing Director)

Mr. HO Shut Kan

Mr. MA Wing Kai, William

Independent Non-executive Directors:

Mr. William Winship FLANZ

Mr. LAU Ling Fai, Herald

Mr. Christopher Roger MOSS, O.B.E.

Non-executive Director:

Mr. TSE Kai Chi

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Head Office and Principal Place

of Business in Hong Kong:

13-14/F, Cityplaza 3

14 Taikoo Wan Road

Taikoo Shing

Hong Kong

* *For identification purpose only*

10 April 2006

*To the shareholders and, for information only,
the optionholders of Kerry Properties Limited*

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATE TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS AND
CHANGE OF BYE-LAWS, AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposed renewal of the Share Repurchase Mandate, the proposed re-election of Directors who are going to retire and offer themselves for re-election at the Annual General Meeting and the proposed change of Bye-laws, and to give you the notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

The latest general mandate to repurchase Shares up to a maximum of 10 per cent. of the fully paid-up issued Shares of the Company was granted to the Directors at the 2005 annual general meeting of the Company held on 26 April 2005. This general mandate will lapse at the conclusion of the Annual General Meeting unless renewed at that meeting.

Therefore, the Share Resolution will be proposed at the Annual General Meeting to approve the grant of the Share Repurchase Mandate to the Directors. The Share Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in item 6B of the notice of the Annual General Meeting.

Shareholders should refer to the explanatory statement contained in the Appendix of this circular, which sets out further information in relation to the Share Repurchase Mandate.

3. RE-ELECTION OF DIRECTORS

In relation to the proposed resolution no. 3 as set out in the notice of the Annual General Meeting regarding re-election, Messrs. Ang Keng Lam, Wong Siu Kong and Ho Shut Kan are due to retire from the Board by rotation in accordance with Bye-law 99(A) of the Company's Bye-laws and Mr. Tse Kai Chi, being appointed as Director of the Company after the last Annual General Meeting, is also due to retire from the Board in accordance with Bye-law 102(B) of the Company's Bye-laws, at the forthcoming Annual General Meeting. The retiring Directors, being eligible, all offer themselves for re-election.

Save for the information set out below, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in respect of the following Directors who stand for re-election at the forthcoming Annual General Meeting.

Mr. ANG Keng Lam, aged 59, is the Chairman of the Board. Prior to his election as the Chairman of the Board on 1 August 2003, Mr. Ang was the Deputy Chairman of the Board and the Joint Managing Director of the Company from 9 August 1999 to 31 July 2003 and from 9 May 1996 to 31 July 2003, respectively. Mr. Ang is also a director of Kerry Holdings Limited, the immediate holding company of the Company. In addition, Mr. Ang is the chairman of China World Trade Center Co., Ltd. which is listed on the Shanghai Stock Exchange and a non-executive director of Allgreen Properties Limited which is listed on the Singapore Stock Exchange. He is also a member of the National Committee of the C.P.P.C.C. and the chairman of a number of the Group's companies in the PRC. Mr. Ang has been a senior executive of the Kuok Group since 1976 and has been responsible for the planning and development of many Kuok Group projects, including Heng Fa Chuen in Hong Kong and the China World Trade Center in Beijing. He attended the University of Western Australia, where he gained his Bachelor's degree in Civil Engineering and the University of Toronto, where he obtained a Master's degree in Business Administration. Mr. Ang also attended and completed the International Advanced Management Program at Harvard Business School in November 1998.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Ang has a personal interest of 502,621 Shares and 5,701,877 underlying Shares held under equity derivatives within the meaning of Part XV of the SFO. There is no service contract signed between the Company and Mr. Ang. The total amount of the directors' emoluments received by Mr. Ang for the year ended 31 December 2005 are set out in note 12(b) to the financial statements on page 140 of the Company's annual report 2005. The Directors' emoluments are determined by reference to the corporate and individual performances as well as market/sector trends. Pursuant to the Company's Bye-laws, Mr. Ang shall retire from office no later than the third annual general meeting of the Company after he was last elected or re-elected. Therefore, the term of appointment of Mr. Ang is effectively three years.

Mr. WONG Siu Kong, aged 55, is the Deputy Chairman of the Board and the Managing Director of the Company. Mr. Wong has been an Executive Director of the Company since May 1996. Prior to his election as the Deputy Chairman of the Board and the Managing Director of the Company on 1 August 2003, he was a Joint Managing Director of the Company from 30 June 1999 to 31 July 2003. Mr. Wong is a director of Kerry Holdings Limited, the immediate holding company of the Company and a director of Kuok (Singapore) Limited. He is also a director of China World Trade Center Co., Ltd. which is listed on the Shanghai Stock Exchange. In addition, Mr. Wong is the chairman and the managing director of Hong Kong Shanghai Development Co Ltd. and the chairman of a number of the Group's companies in the PRC. He joined the Kuok Group in 1991 with responsibilities for the Group's developments in Shanghai, Shenzhen, etc. in the PRC. He was educated in the PRC.

As at the Latest Practicable Date, Mr. Wong has 2,691,794 underlying Shares held under equity derivatives within the meaning of Part XV of the SFO. There is no service contract signed between the Company and Mr. Wong. The total amount of the directors' emoluments received by Mr. Wong for the year ended 31 December 2005 are set out in note 12(b) to the financial statements on page 140 of the Company's annual report 2005. The Directors' emoluments are determined by reference to the corporate and individual performances as well as market/sector trends. Pursuant to the Company's Bye-laws, Mr. Wong shall retire from office no later than the third annual general meeting of the Company after he was last elected or re-elected. Therefore, the term of appointment of Mr. Wong is effectively three years.

Mr. HO Shut Kan, aged 57, has been an Executive Director of the Company since May 1998. Mr. Ho is an executive director of Kerry Properties (H.K.) Limited, the principal Hong Kong property company of the Group. He is also a director of EDSA Properties Holdings Inc. which is listed on the Philippines Stock Exchange. He is responsible for the Group's property developments and infrastructure investments.

As at the Latest Practicable Date, Mr. Ho has a personal interests of 62,044 Shares and 800,000 underlying Shares held under equity derivatives within the meaning of Part XV of the SFO. There is no service contract signed between the Company and Mr. Ho. The total amount of the directors' emoluments received by Mr. Ho for the year ended 31 December 2005 are set out in note 12(b) to the financial statements on page 140 of the Company's annual report 2005. The Directors' emoluments are determined by reference to the corporate and individual

LETTER FROM THE BOARD

performances as well as market/sector trends. Pursuant to the Company's Bye-laws, Mr. Ho shall retire from office no later than the third annual general meeting of the Company after he was last elected or re-elected. Therefore, the term of appointment of Mr. Ho is effectively three years.

Mr. TSE Kai Chi, aged 42, has been a Non-executive Director of the Company since 1 September 2005. Mr. Tse is a senior finance executive and currently heading the accounting function of Kerry Holdings Limited. Mr. Tse is a graduate of the London School of Economics & Political Science and he qualified as Chartered Accountant and Associate of Corporate Treasurer in England. He has 20 years' experience in accounting and finance area and worked in audit and banking industry before he joined the Kerry group in 1994. During 2001 to 2004, he was the group financial controller of SCMP Group Limited.

As at the Latest Practicable Date, Mr. Tse does not have any interests in the Shares within the meaning of Part XV of the SFO. There is no service contract signed between the Company and Mr. Tse. The total amount of the directors' emoluments received by Mr. Tse for the year ended 31 December 2005 are set out in note 12(b) to the financial statements on page 140 of the Company's annual report 2005. This fee is subject to review by the Company from time to time pursuant to the Company's Bye-laws. In August 2005, formal appointment letter has been signed with Mr. Tse. Under the appointment letter, Mr. Tse's appointment shall continue until the end of the three year period from the date of his appointment, or the third annual general meeting of the Company after he was last re-elected. Therefore, the term of appointment of Mr. Tse is effectively three years.

4. RIGHT TO DEMAND A POLL

Shareholders of the Company have the right to demand a poll on the resolutions proposed at the Annual General Meeting.

Pursuant to the Bye-laws, a resolution put to the vote of a general meeting of the Company shall be decided on a show of hands, but a poll may be demanded (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll):

- (i) by the Chairman of the general meeting of the Company; or
- (ii) by at least three shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the general meeting of the Company; or
- (iii) by any shareholder or shareholders of the Company present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders of the Company having the right to vote at the general meeting of the Company; or

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- (iv) by any shareholder or shareholders of the Company present in person or by duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the general meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

In addition:

- (a) if the aggregate proxies held by (i) the Chairman of a particular meeting, and (ii) the Directors, account for 5% or more of the total voting rights at that meeting, and
- (b) if on a show of hands in respect of any resolution, the shareholders at the meeting vote in the opposite manner to that instructed in the proxies referred to in (a) above,

the Chairman of the meeting and/or any Director holding the proxies referred to above shall demand a poll. However, if it is apparent from the total proxies held by the persons referred to in (a) above that a vote taken on a poll will not reverse the vote taken on a show of hands, then no poll shall be required.

5. CHANGE OF BYE-LAWS

The Directors proposed to amend the Bye-laws to bring them in line with the “housekeeping” amendments to the Listing Rules which came into effect on 1 March 2006, the Code on Corporate Governance Practices and other recent changes to the Listing Rules.

6. ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 11 to 15 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the Share Repurchase Mandate.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Abacus Share Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong, of 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the Annual General Meeting if you so wish.

7. RECOMMENDATION

The Directors consider that the resolutions as set out respectively in the notice of the Annual General Meeting are all in the best interests of the Company and its shareholders. Accordingly, the Directors recommend shareholders to vote in favour of such resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
On behalf of the Board of
Kerry Properties Limited
Ang Keng Lam
Chairman

The following is the explanatory statement required to be sent to shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Share Repurchase Mandate to be proposed at the Annual General Meeting.

1. SHARE REPURCHASE PROPOSAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,220,655,254 fully paid-up Shares. It is proposed that up to a maximum of 10 per cent. of the fully paid-up Shares in issue at the date of passing of the Share Resolution to approve the Share Repurchase Mandate may be repurchased by the Directors. Subject to the passing of the Share Resolution, on the basis that no further Shares are issued prior to the Annual General Meeting and ignoring other restrictions, the Company would be allowed under the Share Repurchase Mandate to repurchase up to a maximum of 122,065,525 fully paid-up Shares.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its shareholders to have a general authority from the shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for dividend or the proceeds of a fresh issue of shares made for the purpose. The premium payable on repurchase may only be paid out of either the profits that would otherwise be available for dividend or out of the share premium or contributed surplus accounts of the Company.

The Directors propose that such repurchases of Shares would be appropriately financed by the Company's internal resources and/or available banking facilities. There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2005 and taking into account the financial position of the Company as at the Latest Practicable Date, in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS' UNDERTAKING AND CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, the exercise of the power of the Company to make repurchases pursuant to the Share Resolution will be in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) have a present intention, in the event that the Share Resolution is adopted by shareholders of the Company, to sell Shares to the Company or its subsidiaries.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares held by them to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of its Shares.

5. EFFECT OF TAKEOVER CODE

If a shareholder's proportionate interest in the voting rights of the Company increases as a result of a share repurchase, any such increase will be treated as an acquisition for the purpose of the Takeover Code. As a result, a shareholder or a group of shareholders acting in concert (depending on the level of increase of shareholders' interests) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. As at the Latest Practicable Date, KGL was directly or indirectly interested in 754,586,879 Shares under the SFO, which constituted approximately 61.82 per cent. of the voting rights attaching to the issued share capital of the Company. Were the Share Repurchase Mandate to be exercised in full, which is considered to be unlikely in the current circumstances, KGL would (assuming that there is no change in relevant facts and circumstances) hold approximately 68.69 per cent. of the voting rights attaching to the issued share capital of the Company. It is considered that, in the absence of any special circumstances, an obligation to make a mandatory offer as referred to above as a result of a share repurchase is unlikely to arise. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeover Code as a consequence of any repurchases pursuant to the Share Repurchase Mandate.

6. SHARE REPURCHASES MADE BY THE COMPANY

There was no repurchase by the Company or any of its subsidiaries of the Shares during the six months prior to the Latest Practicable Date.

7. MARKET PRICES

During each of the 12 months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange are as follows:

Year	Month	Shares	
		Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>
2005	April	17.45	16.70
	May	18.10	16.00
	June	17.70	15.85
	July	20.35	17.15
	August	21.20	19.80
	September	21.90	19.45
	October	20.45	18.75
	November	21.20	18.55
	December	22.00	20.05
2006	January	27.50	20.50
	February	27.30	22.80
	March	29.80	24.55

NOTICE OF ANNUAL GENERAL MEETING



KERRY PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

嘉里建設有限公司*

website: www.kerryprops.com

(Stock Code: 00683)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kerry Properties Limited (the “Company”) will be held at Atrium Room, Level 39, Island Shangri-La Hotel, Pacific Place II, Supreme Court Road, Central, Hong Kong on Wednesday, 3 May 2006 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31 December 2005.
2. To declare a final dividend for the year ended 31 December 2005.
3. To re-elect retiring Directors.
4. To fix Directors’ fees.
5. To re-appoint the retiring auditors and to authorise the Directors of the Company to fix their remuneration.
6. To consider as special business, and if thought fit, pass the following resolutions as Ordinary Resolutions with or without amendments:

ORDINARY RESOLUTIONS

A. **THAT:**

- (a) subject to paragraph (c) below and in substitution for all previous authorities, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of shares in the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company; or
 - (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or
 - (v) a specified authority granted by the shareholders of the Company in general meeting,

shall not exceed the aggregate of:

- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution; and
- (bb) (if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution),

and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any other applicable laws of Bermuda to be held; or
- (iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares in the Company on the registers of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

B. THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any other applicable laws of Bermuda to be held; or
- (iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

C. **THAT**, conditional upon the passing of Resolution No. 6B, the general mandate granted to the Directors of the Company (pursuant to Resolution No. 6A or otherwise) and for the time being in force to exercise the powers of the Company to allot shares be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted by the resolution set out as Resolution No. 6B.

7. To consider as special business, and if thought fit, pass the following resolution as a Special Resolution:

SPECIAL RESOLUTION

THAT the Bye-laws of the Company be amended in the following manner:

(a) By deleting the words “a Special Resolution” in Bye-law 97(A)(vi) and replacing it with the words “an Ordinary Resolution”.

(b) By deleting Bye-law 103 in its entirety and replacing it with the following:

“103. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgment of the notice required under this Bye-law will be at least 7 days

NOTICE OF ANNUAL GENERAL MEETING

commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than 7 days prior to the date of such general meeting.”

- (c) By deleting the words “Special Resolution” in Bye-law 104 and replacing them with the words “Ordinary Resolution”.

By Order of the Board
Li Siu Ching, Liz
Company Secretary

Hong Kong, 10 April 2006

*Head Office and Principal Place
of Business in Hong Kong:*
13-14/F, Cityplaza 3
14 Taikoo Wan Road
Taikoo Shing
Hong Kong

Notes:

1. Every member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint up to two individuals as his proxies to attend and vote instead of him. A proxy need not be a member of the Company. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.
2. Where there are joint registered holders of any share, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the registers of members of the Company in respect of such share will alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member, and several trustees in bankruptcy or liquidators of a member in whose name any share stands will for this purpose be deemed joint holders thereof.
3. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Abacus Share Registrars Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the above meeting (or at any adjournment thereof).
4. The registers of members of the Company will be closed from Friday, 28 April 2006 to Wednesday, 3 May 2006, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Abacus Share Registrars Limited at the above address not later than 4:00 p.m. on Thursday, 27 April 2006.
5. Concerning Resolution No. 6C in this notice, approval is being sought from members for an extension of the general mandate sought to be granted to the Directors of the Company to allot shares by adding to it the number of shares which shall have been repurchased under the authority to be granted pursuant to Resolution No. 6B in this notice.