



**BERJAYA**

*Strength In Diversity*

## **BERJAYA HOLDINGS (HK) LIMITED**

*(Incorporated in Hong Kong with limited liability)*

*(Stock Code: 288)*

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of the shareholders of Berjaya Holdings (HK) Limited (the “Company”) will be held at 10:00 a.m. on 28th March 2006 at Unit 901-2, 59 Connaught Road Central, 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 (the “Agreement”) dated 12th January 2006 (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purposes) entered into between Panluck Limited, a subsidiary of the Company and Shanghai Huifa Investment Limited Company and Shanghai Baizhong Investment Management Limited Company pursuant to which Panluck Limited agreed to sell, and Shanghai Huifa Investment Limited Company and Shanghai Baizhong Investment Management Limited Company agreed to purchase or the purchase of, 82% of the equity interests of Shanghai Berjaya-Huitong Real Estate Development Co. Ltd. subject to the terms and conditions of the Agreement, be and is hereby approved; and
- (b) any director, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Agreement and completion thereof as he/she may consider necessary, desirable or expedient.”

On behalf of the Board  
**Berjaya Holdings (HK) LIMITED**  
**Chan Kien Sing**  
*Chairman*

Hong Kong, 10th March 2006

*Head office and principal place of business in Hong Kong:*

Unit 901-2, 59 Connaught Road, Central

Hong Kong

*Notes:*

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either executed under its common seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
2. Any member entitled to attend and vote at the EGM is entitled to appoint not more than two proxies (who must be an individual(s)) to attend and vote instead of him/her on the same occasion. A proxy need not be a member of the Company but must attend the EGM in person to represent him/her.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power or authority, must be lodged at the registered office of the Company at Unit 901-2, 59 Connaught Road Central, Hong Kong not later than 48 hours before the time appointed for holding the EGM or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the EGM, either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. 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 of the date hereof, the Board of the Directors of the Company comprises four executive directors namely Mr. Chan Kien Sing, Mr. Chin Chee Seng Derek, Ms. Tan Ee Ling and Mr. Wong Man Hong; and three independent non-executive directors namely Dato' Lee Ah Hoe, Mr. Tan Tee Yong and Mr. Leou Thiam Lai.*