



# CHEVALIER CONSTRUCTION HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

## NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of CHEVALIER CONSTRUCTION HOLDINGS LIMITED (the "Company") will be held at 9:30 a.m. on Friday, 30th January, 2004 at 22/F, Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay, Hong Kong (or so soon thereafter as the meeting convened by direction of the Supreme Court for the same day and place, shall have been concluded (or concluded after any adjournment thereof)) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a Special Resolution.

### Special Resolution

#### "THAT

- (a) the Scheme of Arrangement dated 22nd December, 2003 (the "Scheme") between the Company and the CCHL Independent Shareholders (as defined in the Scheme) in the form of the print thereof which has been produced to this Meeting and for the purposes of identification initialed by the Chairman of the Meeting, subject to any modification or addition or condition as may be approved or imposed by the Supreme Court, be approved;
- (b) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
- the issued share capital of the Company be reduced by canceling and extinguishing the Scheme Shares (as defined in the Scheme);
  - the authorised share capital of the Company of HK\$60,000,000 divided into 600,000,000 shares of HK\$0.10 ("Shares") each be reduced by the amount and number of Shares represented by the cancellation of the Scheme Shares; and
  - the Company shall apply the credit arising in its books of account as a result of the reductions referred to in sub paragraphs (i) and (ii) above to a reserve account in the books of account of the Company; and
- (c) the directors of the Company be authorised to do all other acts and things necessary or desirable in connection with the implementation of the Scheme and including the giving of consent to any modification of, or addition to, the Scheme, which the Supreme Court may see fit to impose."

By Order of the Board  
**Chevalier Construction Holdings Limited**  
**KAN Ka Hon**  
*Company Secretary*

Dated 6th January, 2004,

*Principal office of business in Hong Kong:*  
22/F., Chevalier Commercial Centre  
8 Wang Hoi Road  
Kowloon Bay  
Hong Kong

#### Notes:

- A shareholder entitled to attend and vote at the Meeting may appoint one or more than one proxy (if the shareholder holds two or more shares) to attend and vote on a show of hands (provided that no proxy may be required to vote on a show of hands) or, on a poll on his/her behalf. A proxy need not be a shareholder of the Company. A proxy who is a Director or other officer of the Company or any of its subsidiaries is not permitted to vote on a show of hands.
- For the avoidance of doubt, the original white form of proxy despatched with the Scheme Document to shareholders having a registered address in the registers of members of the Company will remain valid for use at the Meeting as set out in this notice of Special General Meeting.  
  
To be valid, the white form of proxy for the Meeting, together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof), must be deposited with the branch share registrar of the Company in Hong Kong, namely Standard Registrars Limited, situate at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting and in default the proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person, if you so wish. In the event of your attending the Meeting, your form of proxy will be deemed to have been revoked.
- In the case of joint holders of a share, any one of such holders may vote at the Meeting, 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 holders so present whose name stands first on the register of the Company in respect of such share shall alone be entitled to vote in respect thereof.

- The register of members will be closed from Wednesday, 28th January, 2004 to Friday, 30th January, 2004 (both dates inclusive) during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, namely Standard Registrars Limited, situate at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 27th January, 2004.