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## **Fraser's Property (China) Limited**

**星獅地產(中國)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 535)**

### **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of FRASERS PROPERTY (CHINA) LIMITED (the “**Company**”) will be held at 11:30 a.m. (Hong Kong time) on Monday, 30 July 2012 at Concord Room 1, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong (or as soon as the court meeting convened pursuant to the direction of the Supreme Court of Bermuda at the same place and on the same date, shall have been concluded or concluded after any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:

#### **SPECIAL RESOLUTION**

**“THAT:**

- (A) the scheme of arrangement dated 5 July 2012 (the “**Scheme**”) between the Company and the holders of the Scheme Shares (as defined in the Scheme) as at the Scheme Record Date (as defined in the Scheme) in the form of the printed document contained in a composite document (which has been submitted to this meeting marked “A” and, for the purpose of identification, signed by the chairman of this meeting, with any modification thereof or addition thereto or subject to any conditions approved or imposed by the Supreme Court of Bermuda) be and is hereby approved;
- (B) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
  - (i) the issued share capital of the Company shall be reduced by the cancellation and extinguishment of all of the Scheme Shares;
  - (ii) the Company shall allot and issue 1,399,269,956 and 427,453,224 new shares of HK\$0.10 each in the capital of the Company to FCL (China) Pte. Ltd. (or its nominee) and Riverbook Group Limited (or its nominee), respectively; and

\* *For identification purpose only*

- (iii) the credit arising in the books of account of the Company as a result of the reduction of its issued share capital as referred to in sub-paragraph (B)(i) above shall be applied by the Company in crediting as fully paid at par the new shares of HK\$0.10 each to be allotted and issued as referred to in paragraph (B)(ii) above; and
- (C) the Directors be and are hereby authorised to do all such acts, deeds and things as they may, in their absolute discretion, deem fit to effect, implement and complete any of the foregoing.”

By order of the Board  
**FRASERS PROPERTY (CHINA) LIMITED**  
**Mr. Kwee Chong Kok, Michael**  
*Chairman*

Hong Kong, 5 July 2012

*Head office and principal place of business:*  
Suite 2806-2810, 28th Floor  
Tower Two, Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Notes:*

1. All transfers accompanied by the relevant share certificates must be lodged at the offices of the branch registrar of the Company, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. (Hong Kong time) on Wednesday, 25 July 2012.
2. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
3. A white form of proxy of the meeting is enclosed in the composite document to the shareholders and optionholders of the Company dated 5 July 2012. If the appointer is a corporation, the white form of proxy must be under its common seal or, under the hand of an officer or attorney duly authorised on its behalf. Completion and return of the white form of proxy will not preclude a member from attending this meeting and voting in person if he so wishes. In such event, his form of proxy will be deemed to have been revoked.
4. To be valid, a white form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney at the offices of the branch registrar of the Company, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding this meeting or any adjournment thereof.
5. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative, 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.

*As at the date of this announcement, the Board comprises one executive Director, namely Mr. Leung Ka Hing, Harry; five non-executive Directors, namely Mr. Cheong Fook Seng, Anthony, Ms. Chong Siak Ching (whose alternate is Mr. Chia Nam Toon), Mr. Hui Choon Kit, Mr. Lim Ee Seng and Mr. Tang Kok Kai, Christopher; and four independent non-executive Directors, namely Mr. Kwee Chong Kok, Michael, Mr. Chong Kok Kong, Mr. Hui Chiu Chung, J.P. and Ms. Wong Siu Ming, Helen.*