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CHUN WO DEVELOPMENT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00711)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Chun Wo Development Holdings Limited (the “**Company**”) will be held at Function Rooms 1 & 2, 3/F., The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 25 September 2015 at 2:30 p.m. (the “**SGM**”) for the purpose of considering and, if appropriate, passing with or without modifications the following resolution(s) as ordinary resolution(s) of the Company:

ORDINARY RESOLUTIONS

“**THAT:**

- (a) the sale and purchase agreement dated 14 August 2015 (the “**Agreement**”) and entered into between Chun Wo (BVI) Limited as vendor and Clover Peak Limited as purchaser (copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) in relation to the sale and purchase of the entire issued share capital in Wealth Anchor Investments Limited and the Sale Loan (as defined in the circular of the Company dated 10 September 2015), be and is hereby approved and confirmed; and
- (b) the directors of the Company (the “**Directors**”) be and 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 them to be incidental to, ancillary to or in connection with the matters contemplated under the Agreement and to agree to any amendment to any of the terms of the Agreement which in the opinion of the Directors is not of a material nature and is in the interests of the Company.”

By Order of the Board

CHUN WO DEVELOPMENT HOLDINGS LIMITED

Xu Jianhua, Jerry
Co-Chairman

Pang Yat Ting, Dominic
Co-Chairman

Hong Kong, 10 September 2015

Notes:

- (1) *Any member of the Company entitled to attend and vote at the SGM (or any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his or her stead. A proxy need not be a member of the Company.*
- (2) *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 thereof, must be deposited at the Hong Kong Branch Share Registrar of the Company, Tricor Secretaries Limited (“**Tricor**”) at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) if you so wish and in such event, the form of proxy shall be deemed to be revoked.*
- (3) *In the case of joint registered holders of any share(s) of the Company (“**Share(s)**”), any one of such holders may attend and vote at the SGM (or any adjournment thereof), either personally 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 SGM (or any adjournment thereof), either personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.*
- (4) *All the resolutions at the SGM are to be voted by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.*
- (5) *The register of members of the Company will be closed from Wednesday, 23 September 2015 to Friday, 25 September 2015 (both days inclusive) for the purpose of determining the entitlement to attend and vote at the SGM. During which period, no transfer of Share(s) will be registered. In order to be eligible to attend and vote at the SGM, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with Tricor at the above address for registration not later than 4:30 p.m. on Tuesday, 22 September 2015. Shareholders whose names appear on the register of members of the Company on Friday, 25 September 2015 shall be entitled to attend and vote at the SGM.*

As at the date of this notice, the executive directors of the Company are Mr. Xu Jianhua, Jerry, Ir Dr. Pang Yat Bond, Derrick and Mr. Kwok Yuk Chiu, Clement, the non-executive directors of the Company are Mr. Pang Yat Ting, Dominic, Mr. Zhang Xiaoliang and Mr. Chow Wing Kin, Anthony SBS, JP, and the independent non-executive directors of the Company are Mr. Chan Stephen Yin Wai, Mr. Kwan Ringo Cheukkai and Mr. Wu William Wai Leung.