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**越秀地產股份有限公司**  
**YUEXIU PROPERTY COMPANY LIMITED**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00123)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** of the shareholders (the “Shareholders”) of Yuexiu Property Company Limited (the “*Company*”) will be held at Plaza III & IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 23 July 2012 at 9:00 a.m. (“*EGM*”) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution. Words and expressions that are not expressly defined in this notice of extraordinary general meeting shall bear the same meaning as that defined in the shareholder circular dated 30 June 2012 (the “*Circular*”).

**ORDINARY RESOLUTION**

“**THAT** approval (which, where relevant, shall include approval by way of ratification) be and is hereby given for:

- (a) the Subscription (including the Company and Tower Top entering into the Subscription Deed and the Supplemental Subscription Deed) and the consummation of transactions contemplated under the Subscription Deed and the Supplemental Subscription Deed as more particularly described in the Circular and on the terms and conditions set out in the Subscription Deed and the Supplemental Subscription Deed;
- (b) the Assignment (including the Company entering into the Indebtedness Agreement and the Supplemental Indebtedness Agreement) and the consummation of the transactions contemplated under the Indebtedness Agreement and the Supplemental Indebtedness Agreement as more particularly described in the Circular and on the terms and conditions set out in the Indebtedness Agreement and the Supplemental Indebtedness Agreement;
- (c) pursuant to the Subscription Deed, the Company entering into the Deed of Top-up Payments at Completion, and the consummation of transactions contemplated under the Deed of Top-up Payments as more particularly described in the Circular and on the terms and conditions set out in the Deed of Top-up Payments; and
- (d) the Special Distribution Entitlement Waiver.

(Each of the transactions described in paragraphs (a) to (d) above are hereinafter collectively referred to as the “*Transactions Requiring Approval*”).

**THAT** authorization be granted to the Company and any director of the Company to complete and to do all such acts and things (including executing all such documents as may be required) as the Company, such director of the Company or, as the case may be, the Board may consider expedient or necessary or in the interest of the Company to give effect to all matters in relation to the Transactions Requiring Approval generally.”

For and on behalf of the Board of Directors of  
**Yuexiu Property Company Limited**  
**LU Zhifeng**  
*Chairman*

Hong Kong, 30 June 2012

*Registered Office:*

26th Floor, Yue Xiu Building  
160 Lockhart Road  
Wanchai  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from 20 July 2012 to 23 July 2012 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 19 July 2012 (Hong Kong time).
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. The person appointed to act as a proxy need not be a member of the Company. Where there are joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, provided that if more than one of such joint holders be present at the EGM personally or by proxy, the person whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy in respect of the proposed resolutions for the EGM, 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 registered office of the Share Registrar of the Company, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.

4. Completion and return of the proxy form in respect of the proposed resolutions for the EGM will not preclude a member from attending and voting in person at the meeting (or any adjournment thereof) should he/she so wish. In the event that a member attends the meeting or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.
5. The proposed resolutions will be voted by poll by the Shareholders.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. As at the date hereof, the executive directors of the Company are LU Zhifeng, ZHANG Zhaoxing, LIANG Yi, TANG Shouchun, CHEN Zhihong and LAM Yau Fung Curt; and the independent non-executive directors of the Company are YU Lup Fat Joseph, LEE Ka Lun and LAU Hon Chuen Ambrose.