



合生創展集團有限公司*
HOPSON DEVELOPMENT HOLDINGS LIMITED

(Stock Code: 00754)

(Incorporated in Bermuda with limited liability)

website: <http://www.irasia.com/listco/hk/hopson>

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Hopson Development Holdings Limited (the “Company”) will be held at Gloucester Room, 2nd Floor, Mandarin Oriental Hotel, 5 Connaught Road, Central, Hong Kong on Friday, 15th June, 2007 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31st December, 2006.
2. To re-elect retiring directors and to authorize the board of directors to fix the remuneration of the executive directors and non-executive directors.
3. To consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

“**THAT** a remuneration of HK\$160,000 be paid to each of the independent non-executive directors of the Company for the year ending 31st December, 2007, provided that such remuneration will be paid in proportion to the period of service in the case of a director who has not served a complete year.”

4. To declare a final dividend for the year ended 31st December, 2006.
5. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
6. As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

6.A. “**THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to the shares of the Company issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the Share Option Scheme or similar arrangement, or any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu

of the whole or part of the dividend on the shares of the Company in accordance with the Company's Bye-laws, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (iii) revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong)."

6.B. "THAT:

- (a) subject to paragraph (b), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) the expression "Relevant Period" shall for the purposes of this resolution have the same meaning as assigned to it under ordinary resolution 6.A.(d) of this notice."

6.C. "THAT conditional upon resolutions 6.A. and 6.B. above being passed, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution 6.B. above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution 6.A., provided that the amount of share capital repurchased by the Company shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of this resolution."

7. As special business to amend the rules of the share option scheme of the Company by passing the following resolution as an ordinary resolution:

“**THAT** the rules of the share option scheme of the Company (the “Scheme Rules”) adopted by the shareholders of the Company in general meeting on 4th November, 2002 be amended as follows:

- (a) by amending the typographical error in the word “HOLDLINGS” to “HOLDINGS” in the title of the Scheme Rules;
- (b) by inserting the following definition in rule 2.1 (immediately preceding the definition of “Associates”):

“Amendment Date” 15th June, 2007, the date on which certain amendments to the Scheme were approved by the Company in general meeting;

- (c) by deleting the definition of “Effective Date” in rule 2.1 in its entirety and replacing it with:

“Effective Date” 4th November, 2002, the date on which the Scheme was initially adopted by a resolution of the Company;

- (d) by deleting the word “and” at the end of paragraph (ii) in the definition of “Option Price” in rule 2.1 and inserting the word “and” at the end of paragraph (iii) in the definition of “Option Price” in rule 2.1;

- (e) by inserting the following new paragraph immediately following paragraph (iii) in the definition of “Option Price” in rule 2.1:

“(iv) the net asset value per Share as determined in accordance with the Hong Kong Financial Reporting Standards and with reference to the latest published audited accounts in the annual report or the latest published unaudited accounts in the interim report (whichever is more recent) of the Group on the date of Offer;”

- (f) by inserting the following as new rule 5A immediately following rule 5.4:

“5A. VESTING OF OPTIONS

5A.1 Subject to rule 5A.2 and rule 5A.3, an Option granted on or after the Amendment Date shall vest in the relevant Option Holder in 5 tranches in the following manner:

- (i) 20% of the Option shall vest on the Date of Grant;
- (ii) 20% of the Option shall vest on each of the first, second and third anniversary of the Date of Grant; and
- (iii) the balance shall vest on the fourth anniversary of the Date of Grant,

provided that if any of the above vesting dates would fall on or after the expiry of the Scheme Period, such vesting dates would be deemed to be the date of expiry of the Scheme Period.

5A.2 The Chairman of the Board may at his absolute discretion adjust the portion of any Option to be vested in any tranche upwards or downwards by up to 20% of the relevant tranche based on the performance of the Option Holder in the year immediately preceding the relevant vesting date pursuant to rule 5A.1. For the avoidance of doubt, any adjustment to a particular tranche shall not affect the portion of the Option to be vested in other tranches pursuant to rule 5A.1.

5A.3 In the event of a general offer, voluntary winding-up or reconstruction of the Company in circumstances set out in rule 7.1, rule 7.2 or rule 7.3, any unvested Options shall immediately vest on, respectively, the date on which the Directors notify the Option Holders of the general offer, or the date of notice of the general meeting at which a resolution will be proposed for the voluntary winding-up, or the date on which the Company gives notice to the Option Holders of a proposed compromise or arrangement for purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies.”

(g) by deleting rule 6.2 in its entirety and replacing it with the following:

“6.2 No Option or part thereof may be exercised by an Eligible Person or his personal representative(s) until (a) the Eligible Person shall have completed half year’s full time service with the Company or a Subsidiary; and (b) the Option or part thereof have been vested in him in accordance with rule 5A.”

(h) by inserting the words “and unvested Options” after the words “then any outstanding Offer of an Option to him” in the third line of rule 6.3(a);

(i) by inserting the word “vested” after the words “he or (as the case may be) his personal representative(s) may exercise all his” in the fifth line of rule 6.3(a);

(j) by inserting the words “and unvested Options” after the words “then any outstanding Offer of an Option to him” in the third line of rule 6.3(b), and the word “vested” after the words “shall lapse and he may exercise all his” in the same line;

(k) by deleting “6.2” (in both instances) in the second line of rule 6.3(c) and replacing with “6.3”, and by inserting a comma after “6.3(b)” in the same line;

(l) by inserting the words “fraud or” immediately before the words “serious misconduct” in the third line of rule 6.3(c), and by inserting a comma after the words “serious misconduct” in the same line;

(m) by inserting the following as new rule 6.4 immediately following rule 6.3:

“6.4 Without prejudice to the foregoing, in the event of a person ceasing to be an Eligible Person by termination of his employment for fraud or serious misconduct or in accordance with the termination provisions of his contract of employment by his employing company, such person shall, upon demand by the Board at its absolute discretion, return all profits realized by him from the exercise of his Options to the Company.”; and

(n) by renumbering the original rule 6.4 as rule 6.5.”

By order of the Board
Mok Wai Kun, Barbara
Secretary

Hong Kong, 25th April, 2007

Principal office:
Suites 3305–09
33/F., Jardine House
1 Connaught Place
Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the principal office of the Company at Suites 3305–09, 33/F., Jardine House, 1 Connaught Place, Central, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
3. The register of members of the Company will be closed from Tuesday, 12th June, 2007 to Friday, 15th June, 2007, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend to be approved at the meeting and the right to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 11th June, 2007.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the Board is composed of 11 Directors. The executive Directors are Mr. CHU Mang Yee (Chairman), Mr. XIANG Bin (Deputy Chairman), Mr. WU Jiesi (Chief Executive Officer), Mr. TAM Lai Ling (Chief Financial Officer), Mr. AU Wai Kin, Mr. CHEN Chang Ying, Ms. XIAO Yan Xia; the non- executive Director is Mr. SHAFRAN, Steven and the independent non-executive Directors are Mr. YUEN Pak Yiu, Philip, Mr. LEE Tsung Hei, David, Mr. WONG Shing Kay, Oliver

** for identification purpose only*