



新鴻基有限公司

SUN HUNG KAI & CO. LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 86)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "Meeting") of Sun Hung Kai & Co. Limited (the "Company") will be held at Vinson Conference Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 20th July, 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"**THAT** (i) the sale and purchase agreement (the "Agreement") dated 7th June, 2007 made between (i) the Company, Sun Hung Kai Venture Capital Limited (an indirect wholly-owned subsidiary of the Company) and Best Delta International Limited (an indirect wholly-owned subsidiary of the Company) as vendors; (ii) Allied Group Limited ("AGL") as guarantor; and (iii) Bright Clear Limited (an indirect wholly-owned subsidiary of AGL) as purchaser, relating to the sale and purchase of a total of 379,291,800 shares of Yu Ming Investments Limited ("Yu Ming"), representing approximately 22.428% of the issued share capital of Yu Ming, at an aggregate consideration of HK\$166,888,932, a copy of which has been produced at the Meeting marked "A" and signed by the chairman of the Meeting for identification purpose, be and is hereby approved, confirmed and ratified; the transactions contemplated in the Agreement be and are hereby approved; and the directors of the Company be and are hereby authorised to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Agreement."

By order of the Board
Sun Hung Kai & Co. Limited
Hester Wong Lam Chun
Company Secretary

Hong Kong, 3rd July, 2007

Registered Office:
Level 12
One Pacific Place
88 Queensway
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and, on a poll, to vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. Where there are joint registered holders of any shares, any one of such persons may attend and vote at the Meeting, either personally or by proxy, in respect of such shares 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 said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on it together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of it must be deposited at the office of the Company's share registrars, Secretaries 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 of the Meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

As at the date of this announcement, the board of directors of the Company comprises Messrs. Lee Seng Huang (Chairman) and Joseph Tong Tang being the executive directors; Mr. Patrick Lee Seng Wei being a non-executive director; and Messrs. David Craig Bartlett, Alan Stephen Jones, Carlisle Caldwell Procter and Peter Wong Man Kong being the independent non-executive directors.