

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in Kowloon Development Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the agent through whom the sale was effected for transmission to the purchaser.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



九龍建業有限公司  
**KOWLOON DEVELOPMENT COMPANY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 34)**

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

*The notice convening the Annual General Meeting of Kowloon Development Company Limited to be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 23 April 2008 at 11:00 a.m. at which the above proposals will be considered is set out on pages 10 to 13 of this circular. Whether or not you are able to attend the meeting, please complete and return the relevant form of proxy as instructed as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or adjourned meeting thereof to the office of the Company's registrars, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you wish to do so.*

28 March 2008

---

## CONTENTS

---

	<i>Page</i>
<b>Letter from the Board of Directors</b> . . . . .	1
<b>Appendix I – Information on the Retiring Directors</b> . . . . .	4
<b>Appendix II – Explanatory Statement on Repurchase Mandate</b> . . . . .	7
<b>Appendix III – Right to Demand a Poll</b> . . . . .	9
<b>Notice of Annual General Meeting</b> . . . . .	10

---

LETTER FROM THE BOARD OF DIRECTORS

---



九龍建業有限公司  
**KOWLOON DEVELOPMENT COMPANY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 34)**

*Executive Directors*

Or Wai Sheun (*Chairman*)  
Ng Chi Man  
Lai Ka Fai  
Or Pui Kwan

*Registered Office*

23rd Floor, Pioneer Centre  
750 Nathan Road  
Kowloon  
Hong Kong

*Non-executive Directors*

Keith Alan Holman (*Deputy Chairman*)  
Tam Hee Chung  
Yeung Kwok Kwong

*Independent Non-executive Directors*

Li Kwok Sing, Aubrey  
Lok Kung Chin, Hardy  
Seto Gin Chung, John  
David John Shaw

28 March 2008

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES  
("Prosposals")  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information reasonably necessary regarding the Proposals and to seek your approval of the Proposals. Your approval will be sought at the annual general meeting ("Annual General Meeting") of the Company to be held in Hong Kong at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 23 April 2008 at 11:00 a.m.

---

## LETTER FROM THE BOARD OF DIRECTORS

---

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 105(A) of the Articles of Association of the Company (“Articles”), Mr Lai Ka Fai, Mr Tam Hee Chung and Mr Yeung Kwok Kwong will retire at the Annual General Meeting by rotation. Mr David John Shaw, appointed as an Independent Non-executive Director of the Company on 1 June 2007, will also retire at the Annual General Meeting in accordance with Article 96 of the Articles. Mr Lai Ka Fai, Mr Tam Hee Chung, Mr Yeung Kwok Kwong and Mr David John Shaw (“Retiring Directors”), being eligible, offer themselves for re-election.

Information on the Retiring Directors, which are required to be disclosed pursuant to the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), are set out in Appendix I to this circular.

### GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 26 April 2007, resolutions were passed giving general mandates to the directors of the Company (“Directors”) to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company (“Share(s)”) and to exercise the powers of the Company to repurchase its own Shares in accordance with the Listing Rules.

Based on the issued share capital of the Company on 26 April 2007, the general mandate to allot, issue and deal with additional Shares up to a limit of 20% of the then issued share capital, was 230,136,255 Shares. Part of such mandate was allocated for issuance of Consideration Shares or Conversion Shares, as disclosed and defined in the Company’s announcement dated 29 August 2007 (the “Announcement”). The rest of such general mandate will lapse at the conclusion of the Annual General Meeting.

At the Annual General Meeting, separate ordinary resolutions as referred in items (5), (6) and (7) of the notice convening the Annual General Meeting will be proposed to renew the general mandates given to the Directors:-

- (a) a general mandate to allot, issue and deal with additional Shares up to a limit of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution (the “Share Issue Mandate”);
- (b) a general mandate to repurchase on the Stock Exchange Shares representing up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution (the “Repurchase Mandate”); and
- (c) if the Repurchase Mandate is granted, a general mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Share Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution.

---

## LETTER FROM THE BOARD OF DIRECTORS

---

Assuming the acquisition as announced by the Announcement is completed before the date of the Annual General Meeting, and Consideration Shares or Conversion Shares are elected to be issued as consideration for the Acquisition, the issued share capital of the Company will be enlarged by the Consideration Shares or Conversion Shares issued, as the case may be, and accordingly the Shares allowed under the Share Issue Mandate will be enlarged by 20% of the same. If there is no Share issued or repurchased prior to the Annual General Meeting, the issued share capital of the Company remained at 1,150,681,275 Shares (as of 20 March 2008, the latest practicable date prior to the printing of this circular (the "Latest Practicable Date")) and the allotment and issue of a maximum of 230,136,255 Shares will be allowed under the Share Issue Mandate. The Directors consider that the Share Issue Mandate provides flexibility for the allotment and issue of Shares for cash as working capital and/or for business expansion or as consideration for acquisitions as and when they think fit and appropriate.

The authority conferred on the Directors by the general mandates in paragraphs (a) and (b) above would continue in force until whichever is the earliest of the conclusion of the next annual general meeting of the Company; the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and the revocation or variation of the authority given under such resolutions by ordinary resolution of the shareholders in general meeting. The Directors believe that the grant of the general mandates is in the interests of the Company.

An explanatory statement as required under the Listing Rules giving certain information regarding the Repurchase Mandate is set out in Appendix II.

### **ACTION TO BE TAKEN**

Notice of the Annual General Meeting is set out on pages 10 to 13 of this circular.

A form of proxy for the Annual General Meeting is enclosed for your use. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the proxy form in accordance with the instructions printed thereon. **Proxy forms should be returned as soon as possible and in any event so as to be received not later than 48 hours before the time appointed for holding the Annual General Meeting.** Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you desire.

### **RECOMMENDATION**

The Directors consider that the Proposals are in the best interests of the Company and its shareholders and recommend that all shareholders vote in favour of the resolutions relating to the Proposals to be proposed at the Annual General Meeting of the Company.

Yours faithfully  
By Order of the Board  
**Kowloon Development Company Limited**  
**Or Wai Sheun**  
*Chairman*

The following is the information, as required to be disclosed by the Listing Rules, on the Retiring Directors proposed to be re-elected at the Annual General Meeting:

1. **LAI Ka Fai**, aged 43, has been an Executive Director of the Company since January 2002. Mr Lai is responsible for the development of corporate strategies, corporate planning and day-to-day management of the Company. He is a director of Intellinsight Holdings Limited, a substantial shareholder of the Company, and a non-executive director of Polytec Asset Holdings Limited (Stock Code: 208) (“Polytec Asset”), a listed subsidiary of the Company. Mr Lai has over 20 years’ experience in finance, accounting, financial and operational management and corporate planning. He graduated from the University of East Anglia in the United Kingdom with a Bachelor’s degree in Science. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom.

As at the Latest Practicable Date, Mr Lai had a personal interest each of 468,000 shares of the Company and 430,000 shares of Polytec Asset, representing 0.04% of the total issued share capital of the Company and 0.01% of the total issued share capital of the Polytec Asset respectively.

There is service contract between the Company and Mr Lai. The service contract has no specified length nor proposed length of services and is determinable by the Company without payment of compensation (other than statutory compensation). He is subject to retirement by rotation and re-election at the forthcoming Annual General Meeting.

Mr Lai is entitled to emoluments to be determined by the board of Directors (“the Board”) with reference to the prevailing market practice, his duties and responsibilities with the Company and his contribution to the Company. In 2007, Mr Lai received a total of HK\$2,890,800 comprising emoluments of HK\$2,770,800 for being an Executive Director of the Company and director’s fee of HK\$120,000 for being a non-executive director of a listed member of the Group.

2. **TAM Hee Chung**, aged 64, has been an Non-executive Director of the Company since January 2002. He is the managing director of Larry H C Tam & Associates Limited, a chartered surveyors, valuers and development consultants firm. Mr Tam started his professional career in the Hong Kong Government’s Crown Lands & Survey Office, where he reached the rank of acting Government land agent/valuation, in charge of the Valuation Branch of the Crown Lands & Survey Office. He left the Government in 1981 and joined a property company as the general manager, and later set up his own practice as Larry H C Tam & Associates Limited. Mr Tam has extensive experience in all aspects of the land professional work both in government and in private practice. Since 1988, he has been a member of the Town Planning Board and the Building Committee of the Housing Authority. Mr Tam did not hold any other directorship in listed public companies in the last three years. He is a fellow member of both the Royal Institution of Chartered Surveyors and the Hong Kong Institute of Surveyors. He is also a registered professional surveyor.

As at the Latest Practicable Date, Mr Tam had a corporate interest each of 300,000 shares of the Company and 1,100,000 shares of Polytec Asset held by Larry H.C. Tam & Associates Limited by virtue of his 48% interest therein.

There is no service contract between the Company and Mr Tam. He is not appointed for any specified length nor proposed length of services with the Company, but is subject to retirement by rotation and re-election at the forthcoming Annual General Meeting.

Mr Tam is entitled to a director's fee to be determined by the Board upon approval by the shareholders at the Annual General Meeting and his other emoluments are to be determined by the Board with reference to the prevailing market practice, his duties and responsibilities with the Company and his contribution to the Company. In 2007, Mr Tam received a total director's fee of HK\$200,000 for being a Non-executive Director of the Company.

3. **YEUNG Kwok Kwong**, aged 49, has been a Non-executive Director of the Company since January 2002. He is the managing director of Polytec Asset, a listed subsidiary of the Company. Mr Yeung has over 25 years' experience in finance, accounting, financial and operational management and corporate planning. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom.

As at the Latest Practicable Date, Mr Yeung had a personal interest each of 165,000, shares of the Company and 1,860,000 shares of Polytec Asset.

There is no service contract between the Company and Mr Yeung. He is not appointed for any specified length nor proposed length of services with the Company, but is subject to retirement by rotation and re-election at the forthcoming Annual General Meeting.

Mr Yeung is entitled to a director's fee to be determined by the Board upon approval by the shareholders at the Annual General Meeting and his other emoluments are to be determined by the Board with reference to the prevailing market practice, his duties and responsibilities with the Company and his contribution to the Company. In 2007, Mr Yeung received a total of HK\$2,715,560 comprising director's fee of HK\$200,000 for being a Non-executive Director of the Company and other emoluments of HK\$2,515,560 for being a managing director of a listed member of the Group.

4. **David John SHAW**, aged 61, was appointed an Independent Non-executive Director of the Company in June 2007. He is employed by the HSBC Group as Adviser to the board of HSBC Holdings plc (Stock Code: 5), a London-based appointment which he took up in June 1998. He is a non-executive director of HSBC Private Banking Holdings (Suisse) SA and The Bank of Bermuda Limited, which are companies within HSBC Group. He is also an independent non-executive director of Shui On Land Limited (Stock Code: 272). Mr Shaw is a solicitor, admitted in England and Wales and in Hong Kong. He was a partner of Norton Rose from 1973 until 1998 and during that period spent approximately 20 years working in Hong Kong. Mr Shaw obtained a law degree from Cambridge University.

As at the Latest Practicable Date, Mr Shaw had a personal interest of 133,500 shares and family interest of 66,000 shares of the Company, representing 0.02% of the total issued share capital of the Company.

There is no service contract between the Company and Mr Shaw. He is not appointed for any specified length nor proposed length of services with the Company, but is subject to retirement by rotation and re-election at the forthcoming Annual General Meeting.

Mr Shaw is entitled to a director's fee to be determined by the Board upon approval by the shareholders at the Annual General Meeting and his other emoluments are to be determined by the Board with reference to the prevailing market practice, his duties and responsibilities with the Company and his contribution to the Company. Mr Shaw was appointed on 1 June 2007 and received a total director's fee of HK\$117,260 in the year 2007 for being an Independent Non-executive Director of the Company.

5. Save as disclosed herein, none of the Retiring Directors are related to any Directors, senior management, substantial or controlling shareholders of the Company and there are no other matters relating to the re-election of the above Retiring Directors that need to be brought to the attention of the members pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules.



The following is the explanatory statement required to be sent to shareholders under the Listing Rules in connection with the Repurchase Mandate.

- (i) As at the Latest Practicable Date, the issued share capital of the Company comprised 1,150,681,275 Shares. Subject to the passing of the necessary ordinary resolutions and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, exercise in full of the Repurchase Mandate could accordingly result in up to 115,068,127 Shares being repurchased by the Company during the course of the period prior to the next annual general meeting.
- (ii) A repurchase of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and/or its earnings per share and will only be made when the Directors believe that such purchase will be to the benefit of the Company and its shareholders.
- (iii) The Company may only apply funds legally available for the repurchase of Shares in accordance with its Memorandum and Articles of Association, the Listing Rules and the applicable laws of Hong Kong.
- (iv) There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements as at 31 December 2007) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.
- (v) There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any associates (within the meaning of the Listing Rules) of Directors who have a present intention to sell Shares to the Company if the Repurchase Mandate is approved by shareholders.
- (vi) The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.
- (vii) If as a result of a repurchase of securities a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). As a result, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code. As at the Latest Practicable Date, the Company's single largest shareholder, Intellinsight Holdings Limited (ultimately wholly-owned by a discretionary family trust of which Mr Or Wai Sheun, Chairman, Ms Ng Chi Man and Mr Or Pui Kwan, Executive Directors, and their family members are beneficiaries), together with parties acting

in concert with it held 691,383,124 Shares which represented approximately 60.08% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the percentage shareholding of Shares held by Intellinsight Holdings Limited together with parties acting in concert would increase to approximately 66.76% of the total issued Shares of the Company. Save as aforesaid, the Directors are not aware of any other consequences that would arise under the Takeovers Code as a result of a repurchase pursuant to the Repurchase Mandate.

- (viii) The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.
- (ix) No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company and no such person has undertaken not to sell any such Shares to the Company, if the Repurchase Mandate is approved by shareholders.
- (x) The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
March 2007	15.88	13.60
April 2007	16.02	14.40
May 2007	17.20	15.84
June 2007	17.40	15.10
July 2007	18.70	15.24
August 2007	17.30	13.92
September 2007	21.00	16.00
October 2007	24.10	19.44
November 2007	25.50	17.00
December 2007	21.90	18.00
January 2008	24.55	16.98
February 2008	19.00	16.60
March 2008 (up to the Latest Practicable Date)	17.54	12.30

Article 75 of the Articles of Association of the Company sets out the procedure by which shareholders may demand a poll:

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any member or members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) by a member or members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded and not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



九龍建業有限公司  
**KOWLOON DEVELOPMENT COMPANY LIMITED**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 34)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“Meeting”) of Kowloon Development Company Limited (the “Company”) will be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 23 April 2008 at 11:00 a.m. for the following purposes:

**As Ordinary Business**

**Ordinary Resolutions**

- (1) To receive and consider the Audited Accounts and the Report of the Directors and Independent Auditor’s Report for the year ended 31 December 2007.
- (2) To declare a final dividend.
- (3) To re-elect Directors and authorise the Board of Directors of the Company to fix their remuneration.
- (4) To re-appoint Auditors and to authorise the Board of Directors of the Company to fix their remuneration.

**As Special Business**

**Ordinary Resolutions**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- (5) **THAT:**
  - (A) subject to paragraph (C) of this Resolution, 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 and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares in the Company) which would or might require the exercise of such power be generally and unconditionally approved;
  - (B) the approval in paragraph (A) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares in the Company) 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) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (D) of this Resolution); or (ii) the exercise of options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iv) an issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any of the securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (D) for the purpose of this Resolution:

“Relevant Period” means the period from the 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 law and/or the Company’s articles of association to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“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 or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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 recognised regulatory body or any stock exchange in, Hong Kong or any territory outside Hong Kong).

(6) **THAT:**

- (A) subject to paragraph (B) of this Resolution, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase its own shares, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(B) the aggregate nominal amount of shares which may be repurchased on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the securities of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (A) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly;

(C) for the purpose of this Resolution:

“Relevant Period” means the period from the 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 law and/or the Company’s articles of association to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

(7) **THAT:**

conditional upon the passing of Resolutions (5) and (6) as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the Directors of the Company pursuant to Resolution (5) as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution (6) as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.

By Order of the Board  
**Kowloon Development Company Limited**  
**Wai Yuk Hing, Monica**  
*Company Secretary*

Hong Kong, 28 March 2008

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. Any member entitled to attend and vote at the Annual General Meeting to be held on Wednesday, 23 April 2008 is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company's registrars, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting thereof.