

---

**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.

---



**KOWLOON DEVELOPMENT COMPANY LIMITED**

**九龍建業有限公司**

*(Incorporated in Hong Kong under the Companies Ordinance)*

**PROPOSALS RELATING TO  
A GENERAL MANDATE TO ISSUE SHARES,  
A GENERAL MANDATE TO REPURCHASE SHARES AND  
AMENDMENTS TO ARTICLES OF ASSOCIATION  
("PROPOSALS")**

---

25 April 2002

---

LETTER FROM THE CHAIRMAN

---



**KOWLOON DEVELOPMENT COMPANY LIMITED**

**九龍建業有限公司**

*(Incorporated in Hong Kong under the Companies Ordinance)*

*Directors:*

Or Wai Sheun (*Chairman*)  
Holman Keith Alan (*Deputy Chairman*)  
Ng Chi Man (*Executive Director*)  
Lai Ka Fai (*Executive Director*)  
Tam Hee Chung  
Yeung Kwok Kwong  
Chau Cham Son\*  
Seto Gin Chung, John\*  
Lok Kung Chin, Hardy\*  
Li Kwok Sing, Aubrey\*

*Registered Office:*

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

\* *Independent Non-Executive Director*

25 April 2002

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS RELATING TO  
A GENERAL MANDATE TO ISSUE SHARES,  
A GENERAL MANDATE TO REPURCHASE SHARES AND  
AMENDMENTS TO ARTICLES OF ASSOCIATION  
("Proposals")**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the Proposals and to seek your approval of the Proposals. Your approval will be sought at the annual general meeting of the Company ("Annual General Meeting") and the extraordinary general meeting of the Company ("Extraordinary General Meeting"), both to be held on Thursday, 23 May 2002.

---

## LETTER FROM THE CHAIRMAN

---

### GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

Over recent years it has become common practice for companies listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to grant to their directors general mandates to issue and to repurchase shares. The directors of the Company (“Directors”) consider that the Company should also adopt such a policy.

Consequently, the Directors propose that:

- (a) the Directors be granted a general mandate to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company (“Shares”) up to a limit of 20 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution (the “Share Issue Mandate”);
- (b) the Directors be granted a general mandate to repurchase on the Stock Exchange Shares representing up to 10 per cent 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, the number of shares which the Directors may issue under the Share Issue Mandate be increased by the number of shares repurchased under the Repurchase Mandate, subject to a maximum of 10 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution.

Ordinary resolutions referred to in items (5), (6) and (7) as set out in the notice convening the Annual General Meeting will therefore be proposed at the Annual General Meeting to approve Share Issue Mandate and the Repurchase Mandate.

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 Rules Governing the Listing of Securities on the Stock Exchange giving certain information regarding the Repurchase Mandate is set out in Appendix I.

### AMENDMENTS TO ARTICLES OF ASSOCIATION

Under the new management of the Company, a special resolution will be proposed at the Extraordinary General Meeting to amend the existing articles of association of the Company (“Articles of Association”). One of the amendments will remove an existing provision in the Articles of Association under which Directors (other than independent non-executive Directors)

---

## LETTER FROM THE CHAIRMAN

---

receive a sum based on a percentage of net profits of the Company as remuneration for their services as Directors. The Directors believe that removing the existing provision on Directors' remuneration is in the best interests of the Company.

The Listing Rules have been recently amended to allow listed issuers to send or otherwise make available corporate communications to shareholders using electronic means with their prior approval if this would be allowed under applicable laws and the listed issuers' own constitutional documents. In addition, the Listing Rules now permit all corporate communications to be sent in either English or Chinese only, subject to certain conditions. These changes came into effect on 15 February 2002. The Companies Ordinance (Chapter 32 of the Laws of Hong Kong) ("Companies Ordinance") has also been recently amended by the Companies (Amendment) Ordinance 2001 and the Companies (Summary Financial Reports of Listed Companies) Regulation, with effect from 4 January 2002, to allow companies to send, for the purposes of section 129G of the Companies Ordinance, summary financial reports to shareholders, and to send financial documents or summary financial reports to shareholders by way of electronic means. Following these changes to the Companies Ordinance, the Listing Rules were amended to permit issuers to distribute summary financial reports in place of full annual reports, provided that they ascertain the wishes of shareholders and comply with relevant legal requirements and their constitutional documents. These rules are effective for annual reports in respect of accounting periods that ended on or after 31 October 2001.

In order to enable the Company to benefit from the recent changes in the Listing Rules and the Companies Ordinance as set out above, the Directors propose to make changes to the Articles of Association. Accordingly, new definitions will be inserted to the Articles of Association, such as a new definition for "electronic communication", "entitled person" and "summary financial report", and the definition for "writing" or "printing" will be amended. Article 167 which originally provided that the balance sheet and profit and loss account to be laid before the Company in general meeting will be sent, together with a copy of the directors' report and a copy of the auditors' report, to shareholders at least 21 days before the date of the meeting, will be amended to allow the Company to send relevant financial documents or a summary financial report not less than 21 days before the date of the general meeting. Where a shareholder has given the relevant consent, the amendments will allow the Company to distribute financial documents or summary financial reports by electronic means. Article 171 which provided that notices or documents must be in writing and served personally or by post will be amended so that Company may, in addition, make use of electronic means to give notices or issue documents. Further, the Directors will have the power to specify the format and manner in which any notice may be given to the Company by electronic means. Article 173 which provided that documents sent by post are deemed to have been served on the date following that on which the document was posted will be amended to include a deeming provision for service of communication by electronic means. Article 174 which provided that notices given to a person entitled to a share in consequence of death, mental disorder or bankruptcy will be given by post, or by any manner in which the notice might have been given if the death, mental disorder or bankruptcy had not occurred, will be amended such that any notice may be given in such manner as provided in Article 171. Article 176 which is a provision on service of notices or documents to shareholders who are deceased or bankrupt will be amended to contemplate service of notices or documents in any manner as provided in Article 171. Finally, Article 177 which provided that the signature to any notice to be given

---

## LETTER FROM THE CHAIRMAN

---

may by written or printed will be amended to include signatures made electronically, and a new provision will be inserted to allow the Company to provide corporate communication in the English language only, the Chinese language only, or in both the English language and the Chinese language.

The Directors believe that the adoption of the proposed amendments to the Articles of Association are in the best interests of the Company, allowing the Company to reduce administrative costs. The full text of the proposed special resolution is set out in the notice of the Extraordinary General Meeting as contained in this circular.

### **ACTION TO BE TAKEN**

Notice of the Annual General Meeting of the Company to be held in Hong Kong at The Four Seasons, Lobby Floor, New World Renaissance Hotel, 22 Salisbury Road, Kowloon, Hong Kong on Thursday, 23 May 2002 is contained in the 2001 Annual Report of the Company which accompanies this circular. Notice of the Extraordinary General Meeting to be held immediately after the Annual General Meeting at The Four Seasons, Lobby Floor, New World Renaissance Hotel, 22 Salisbury Road, Kowloon, Hong Kong is shown on pages 7 to 12 of this circular.

A form of proxy for the Annual General Meeting and a form of proxy for the Extraordinary General Meeting are enclosed for your use. Whether or not you intend to attend the Annual General Meeting or the Extraordinary General Meeting (as the case may be), you are requested to complete and return the proxy forms 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 the holding of the Annual General Meeting or the Extraordinary General Meeting (as the case may be).** Lodging a proxy form will not preclude you from attending and voting at the meeting should you desire.

### **RECOMMENDATION**

The Directors believe 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 or the Extraordinary General Meeting (as the case may be).

Yours faithfully,  
**Or Wai Sheun**  
*Chairman*

---

## APPENDIX I

---

The following is the Explanatory Statement required to be sent to shareholders under the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) in connection with the proposed Repurchase Mandate.

- (i) As at 23 April 2002 (the latest practicable date prior to the printing of this circular), the issued share capital of the Company comprised 483,767,850 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 48,376,785 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 2001) 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 “Takeover 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 Takeover Code. As at 23 April 2002 (the latest practicable date prior to the printing of this circular), the Company’s single largest shareholder, Intellinsight Holdings Limited, together with parties acting in concert with it held 418,023,083 Shares which represented approximately 86.4% of the issued share capital of the Company. Accordingly, there were less than 25% of the shares in the Company

---

## APPENDIX I

---

held in public hands within the meaning of Rule 8.08 of the Listing Rules. The Stock Exchange has granted to the Company a waiver from strict compliance with Rule 8.08 of the Listing Rules for a period until 11 May 2002 so that Intellinsight Holdings Limited may place existing shares of the Company in order for the Company to meet the requirements of Rule 8.08. 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 as at 23 April 2002 would increase to approximately 96% of the total issued shares of the Company and, on the basis that Intellinsight Holdings Limited places shares such that at least 25% of the issued shares of the Company are in public hands, the percentage shareholding of shares held by Intellinsight Holdings Limited would increase from approximately 75% to approximately 83.3% of the total issued shares of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeover Code. The Directors are not aware of any other consequences that would arise under the Takeover Code as a result of a repurchase pursuant to the Repurchase Mandate.

The Directors do not intend to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate to the extent that would render the aggregate amount of the issued share capital of the Company in public hands to less than 25%.

- (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>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
April 2001	4.800	3.625
May 2001	7.750	4.300
June 2001	7.000	3.300
July 2001	4.300	3.600
August 2001	4.200	3.600
September 2001	3.950	2.900
October 2001	3.200	2.825
November 2001	3.450	3.000
December 2001	3.600	3.200
January 2002	3.575	3.525
February 2002	3.750	3.575
March 2002	3.850	3.600

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---



### **KOWLOON DEVELOPMENT COMPANY LIMITED**

### **九龍建業有限公司**

*(Incorporated in Hong Kong under the Companies Ordinance)*

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of shareholders of the Company will be held at The Four Seasons, Lobby Floor, New World Renaissance Hotel, 22 Salisbury Road, Kowloon, Hong Kong on Thursday, 23 May 2002 at 11:15 a.m. (or immediately after the conclusion of the annual general meeting of the Company convened for the same place and date at 11:00 a.m.) for the purpose of considering and, if thought fit, passing with or without modification, the following Special Resolution:-

#### **SPECIAL RESOLUTION**

“THAT the Articles of Association of the Company be and are hereby amended in the following manner:

- (a) By adding the following definitions immediately after the definition of “dollars” in Article 2:

“electronic communication” shall mean a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa) by means of a telecommunications system (within the meaning of the Telecommunications Ordinance (Chapter 106 of the Laws of Hong Kong)) or by other means but while in an electronic form or by publishing it on a computer network;

“entitled person” shall mean an “entitled person” as defined under section 2(1) of the Companies Ordinance;

- (b) By adding the following definition immediately after the definition of “Hong Kong” in Article 2:

“the Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and any amendments thereto for the time being in force;



---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (c) By adding the following definition immediately after the definition of “the register” in Article 2:

“relevant financial documents” shall mean the “relevant financial documents” as defined under section 2(1) of the Companies Ordinance;

- (d) By adding the following definition immediately after the definition of “shareholders” or “members” in Article 2:

“summary financial report” shall mean the “summary financial report” as defined under section 2(1) of the Companies Ordinance;

- (e) By deleting the existing definition of “writing” or “printing” in Article 2 and substituting therefor the following new definition:

“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible form, and for the avoidance of doubt, shall include facsimile transmission message, and, if the Board shall in its absolute discretion determine for any purpose or purposes under these Articles and subject to such terms and conditions as the Board may determine, electronic communication.

- (f) By inserting the following sentence to the end of Article 2 as follows:

“References in these Articles to doing something by electronic means include doing it by an electronic communication.”

- (g) By deleting Article 99 in its entirety and substituting therefor the following Article:

99. The Directors shall be entitled to receive by way of remuneration for their services such sum as shall from time to time be determined by the Company in general meeting, such sum (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the Board may agree, or failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office.

- (h) By deleting Article 167 in its entirety and substituting therefore the following Article:

167. (A) The Board shall from time to time in accordance with the provisions of the Companies Ordinance cause to be prepared and laid before the Company at its annual general meeting the relevant financial documents.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (B) Subject to paragraph (C) below, the Company shall send to every entitled person a copy of the relevant financial documents or (subject to compliance with the relevant provisions of the Companies Ordinance and the Listing Rules, if any) the summary financial report not less than twenty-one days before the date of general meeting before which the relevant financial documents shall be laid.
  - (C) Where any entitled person (“Consenting Person”) has, in accordance with the Companies Ordinance and the Listing Rules and any applicable laws, rules and regulations, consented or is deemed to have consented to treat the publication of the relevant financial documents and/or the summary financial report (as the case may be) on the Company’s computer network to which such person may have access as discharging the Company’s obligation under the Companies Ordinance to send a copy of the relevant financial documents and/or the summary financial report (as the case may be) to such person, then the publication by the Company on its computer network of the relevant financial documents and/or the summary financial report (as the case may be) not less than twenty-one days before the date of the relevant general meeting shall, in relation to such Consenting Person, be deemed to discharge the Company’s obligations under paragraph (B).
- (i) By deleting Article 171 in its entirety and substituting therefor the following Article:
171. (A) Any notice or document to be given or issued under these Articles (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) shall be in writing which may or may not be in a transitory form and may be recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form (including an electronic communication and publication on a computer network) whether having physical substance or not and may be served or delivered by the Company by any of the following means subject to and to such extent permitted by and in accordance with the Companies Ordinance, the Listing Rules and any applicable laws, rules and regulations:
- (i) personally;

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (ii) by sending it through the post in a properly prepaid letter, envelope or wrapper addressed to a member at his registered address as appearing in the register (or, in the case of an entitled person, to such address as he may provide);
- (iii) by delivering or leaving it at such address as aforesaid;
- (iv) by advertisement in an English language daily newspaper and a Chinese language daily newspaper in Hong Kong (provided that the aforesaid daily newspapers shall be included in the list of newspapers issued and published in The Government of the Hong Kong Special Administrative Region Gazette for the purpose of Section 71A of the Companies Ordinance);
- (v) by transmitting it as an electronic communication to the entitled person at his electronic address as he may provide; or
- (vi) by publishing it on the Company's computer network, giving access to such network to the entitled person and giving to such person a notice of publication of such notice or document.

(B) Service on Company

- (1) Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it by mail, postage prepaid (and, if posted outside Hong Kong, by prepaid airmail), addressed to the Company or to such officer at the registered office of the Company.
- (2) The Directors may from time to time specify the form and manner in which a notice may be given to the Company by electronic means and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. A notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Directors.

In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (j) By deleting Article 173 in its entirety and substituting therefor the following Article:

173. Subject to the provisions contained in Article 172(B) with regard to any member whose registered address is outside Hong Kong and who has not notified the Company of an address in Hong Kong for service of notice, any notice or document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) given or issued by or on behalf of the Company:

- (i) if sent by post, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so properly prepaid, addressed and put into such post office shall be conclusive evidence thereof;
- (ii) if sent as an electronic communication, shall be deemed to have been served at the time when the notice or document is transmitted electronically provided that no notification that the electronic communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender’s control shall not invalidate the effectiveness of the notice or document being served; and
- (iii) if published on the Company’s computer network, shall be deemed to have been served on the day on which the notice or document is published on the Company’s computer network to which the entitled person may have access and the notice of such publication is given to such person.

- (k) By deleting Article 174 in its entirety and substituting therefor the following Article:

174. A notice or document may be given by or on behalf of the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member in such manner as provided in Article 171 in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (l) By deleting the words “by post to, or left at the registered address of any member” in the first and second lines of Article 176 and substituting therefor the words “to any member in such manner as provided in Article 171”.
- (m) By deleting Article 177 in its entirety and substituting therefor the following Article:
  - 177. (A) The signature to any notice or document by the Company may be written, printed or made electronically.
  - (B) Subject to any applicable laws, rules and regulations, any notice or document, including but not limited to the documents referred to in Article 167 and any “corporate communication” within the meaning ascribed thereto in the Listing Rules, may be given in the English language only, in the Chinese language only or in both the English language and the Chinese language.”

By Order of the Board  
**MA Mi Chun, Conita**  
*Company Secretary*

Hong Kong, 10 April 2002

*Registered office:*  
23/F, Pioneer Centre  
750 Nathan Road  
Kowloon  
Hong Kong

*Notes:*

- (1) Every member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) To be valid, the instrument appointing a proxy and 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 authority must be deposited at the Registered Office of the Company not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person if such member is subsequently able to present.



**KOWLOON DEVELOPMENT COMPANY LIMITED** FORM OF PROXY  
**九龍建業有限公司**  
*(Incorporated in Hong Kong with limited liability)*

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares  
of HK\$0.10 each in the capital of **KOWLOON DEVELOPMENT COMPANY LIMITED** (“the Company”),  
**HEREBY APPOINT** (Note 3) \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the Chairman of the meeting as my/our proxy to act for me/us at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at The Four Seasons, Lobby Floor, New World Renaissance Hotel, 22 Salisbury Road, Kowloon, Hong Kong on Thursday, 23 May 2002 at 11:15 a.m. (or immediately after the conclusion of the annual general meeting of the Company convened for the same place and date at 11:00 a.m.) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolution as indicated below, or if no such indication is given, as my/our proxy thinks fit.

<b>Resolution</b>	<b>For</b>	<b>Against</b>
	(Note 4)	
1. To approve the amendments to the articles of association		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2002

Signature (Note 5): \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the full name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, any one of such holders may attend and vote at the meeting either personally or by proxy, 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 in respect of the joint holding shall alone be entitled to vote in respect thereof.
- To be valid, this 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 registered office of the Company at 23rd Floor, Pioneer Centre, 750 Nathan Road, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
- The proxy need not be a member of the Company.
- ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**



**KOWLOON DEVELOPMENT COMPANY LIMITED** FORM OF PROXY  
**九龍建業有限公司**  
*(Incorporated in Hong Kong with limited liability)*

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of  
HK\$0.10 each in the capital of **KOWLOON DEVELOPMENT COMPANY LIMITED** (“the Company”), **HEREBY APPOINT**  
(Note 3) \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the Chairman of the meeting as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at The Four Seasons, Lobby Floor, New World Renaissance Hotel, 22 Salisbury Road, Kowloon, Hong Kong on Thursday, 23 May 2002 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

**Resolutions**

**For** **Against**  
(Note 4)

1.	To receive and consider the audited accounts and the reports of the directors and auditors for the year ended 31 December 2001		
2.	To declare a final dividend		
3.	To re-elect Mr Or Wai Sheun as director		
4.	To re-elect Mr Holman Keith Alan as director		
5.	To re-elect Ms Ng Chi Man as director		
6.	To re-elect Mr Lai Ka Fai as director		
7.	To re-elect Mr Tam Hee Chung as director		
8.	To re-elect Mr Yeung Kwok Kwong as director		
9.	To re-elect Mr Seto Gin Chung, John as director		
10.	To re-elect Mr Lok Kung Chin, Hardy as director		
11.	To re-elect Mr Li Kwok Sing as director		
12.	To fix the remuneration of the directors		
13.	To appoint auditors and to authorise the directors to fix their remuneration		
14.	To give a general mandate to the directors to issue shares		
15.	To give a general mandate to the directors to repurchase shares		
16.	To extend the general mandate granted to the directors to issue shares by the number of shares repurchased		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2002

Signature (Note 5): \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the full name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, any one of such holders may attend and vote at the meeting either personally or by proxy, 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 in respect of the joint holding shall alone be entitled to vote in respect thereof.
- To be valid, this 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 registered office of the Company at 23rd Floor, Pioneer Centre, 750 Nathan Road, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
- The proxy need not be a member of the Company.
- ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**