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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Kowloon Development Company Limited (the “**Company**”) will be held at Crystal Ballroom, Basement 3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 20 November 2013 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company (with or without amendments):

ORDINARY RESOLUTIONS

“**THAT:**

1. the agreement dated 23 August 2013 entered into between the Company and Polytec Holdings International Limited (“**Polytec Holdings**”) in relation to the acquisition by the Company of one share in the issued share capital of New Basic Holdings Limited (“**New Basic**”), representing the entire issued share capital of New Basic (the “**Huizhou Agreement**”) and the transactions contemplated thereunder including the terms of the co-investment agreement dated 22 August 2013 entered into between Polytec Holdings and New Basic in relation to the investment in and financing of the Development (as defined in the circular of the Company dated 30 October 2013) by New Basic (the “**Co-Investment Agreement**”) be and are hereby approved and confirmed and that any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Huizhou Agreement and the Co-Investment Agreement and completion thereof as he/she may consider necessary, desirable or expedient; and

2. the agreement dated 23 August 2013 entered into between Brilliant Idea Investments Limited (“**Brilliant Idea**”), a wholly-owned subsidiary of the Company and Partner Talent Limited (“**Partner Talent**”) in relation to the acquisition of one share in the issued share capital of Top Sail International Limited (“**Top Sail**”), representing the entire issued share capital of Top Sail together with the assignment to Brilliant Idea of the shareholder’s loan of Top Sail in the amount of HK\$182,752,120 advanced by Partner Talent to Top Sail as at 31 July 2013 (the “**HK Agreement**”) and the transactions contemplated thereunder be and are hereby approved and confirmed and that any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the HK Agreement and completion thereof as he/she may consider necessary, desirable or expedient.”

By Order of the Board
Kowloon Development Company Limited
Lee Kuen Chiu
Company Secretary

Hong Kong, 30 October 2013

Notes:

1. Any member entitled to attend and vote at the meeting of the Company 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 lodged with the Company’s share registrars, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The votes of the shareholders to be taken at the meeting will be by a poll in which Intellinsight Holdings Limited, China Dragon Limited, Mr Or Pui Kwan and their associates will abstain from voting.
4. The English text of this notice shall prevail over the Chinese text.

As at the date of this announcement, the Directors of the Company are Mr Or Wai Sheun (Chairman), Mr Lai Ka Fai and Mr Or Pui Kwan as Executive Directors; Mr Keith Alan Holman (Deputy Chairman), Ms Ng Chi Man and Mr Yeung Kwok Kwong as Non-executive Directors; and Mr Li Kwok Sing, Aubrey, Mr Lok Kung Chin, Hardy, Mr Seto Gin Chung, John and Mr David John Shaw as Independent Non-executive Directors.