



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

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 34)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“Meeting”) of Kowloon Development Company Limited (the “Company”) will be held at the Crystal Ballroom, Basement 3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Kowloon, Hong Kong on Thursday, 5 May 2005 at 11:00 a.m. for the following purposes:

**As Ordinary Business**

- (1) To receive and consider the Audited Accounts and the Reports of the Directors and Auditors for the year ended 31 December 2004.
- (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**

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, options and warrants which 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, options and warrants which 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; (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, 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 purchase shares of the Company, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities in The Stock Exchange of Hong Kong Limited, be generally and unconditionally approved;

(B) the aggregate nominal amount of shares which may be purchased 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 purchased 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, 30 March 2005

*Notes:*

1. Any member entitled to attend and vote at the Annual General Meeting to be held on 5 May 2005 (“AGM”) 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, on 46th 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.
3. All Directors, except the Chairman, are subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Company’s Articles of Association. At each annual general meeting, one-third of the Directors who have been longest in office since their last election shall retire from office.

In relation to item (3) set out in this Notice regarding re-election of Directors, Mr. Lai Ka Fai, Mr. Tam Hee Chung and Mr. Yeung Kwok Kwong will retire at the AGM by rotation and, being eligible, offer themselves for re-election. The biographical details and interests in the shares of the Company of all the retiring Directors are provided in the “Profile of Directors and Senior Management” section and the “Report of the Directors” section of the 2004 Annual Report of the Company. All the retiring Directors, except Mr. Lai Ka Fai, have not signed any service contract with the Company; they all have no fixed term of Director’s service but is subject to retirement by rotation pursuant to the Company’s Articles of Association. Moreover, none of the retiring Directors is related to any Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Lai Ka Fai received a total of HK\$2,090,000 for being an Executive Director of the Company in 2004, and his emoluments will be reviewed annually with reference to the prevailing market practice, his duties and responsibilities with the Company and his contribution to the Company.

Mr. Tam Hee Chung will be entitled to a Director's fee to be determined by the Board upon approval by the shareholders at the AGM 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 2004, Mr. Tam received a Director's fee of HK\$100,000 for being a Non-executive Director of the Company.

Mr. Yeung Kwok Kwong will be entitled to a Director's fee to be determined by the Board upon approval by the shareholders at the AGM 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 2004, Mr. Yeung received a Director's fee of HK\$100,000 for being a Non-executive Director of the Company.

4. With reference to items (5), (6) and (7) set out in this Notice, the Directors wish to state that they have no immediate plans to repurchase any existing shares or to issue any new shares pursuant to the relevant mandate.

*At the date of this Notice, the Board of Directors of the Company comprises of three Executive Directors, being Mr Or Wai Sheun (Chairman), Ms Ng Chi Man and Mr Lai Ka Fai; three Non-executive Directors, being Mr Keith Alan Holman (Deputy Chairman), Mr Tam Hee Chung and Mr Yeung Kwok Kwong; and four Independent Non-executive Directors, being Mr Chau Cham Son, Mr Li Kwok Sing, Aubrey, Mr Lok Kung Chin, Hardy and Mr Seto Gin Chung, John.*

Please also refer to the published version of this announcement in the South China Morning Post.