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CHINESE ESTATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 127)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “Meeting”) of Chinese Estates Holdings Limited (the “Company”) will be held at JW Marriott Ballroom, Level 3, Salon 1-3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 7 July 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement dated 17 May 2010 and entered into between Gold Horse Limited (an indirect wholly-owned subsidiary of the Company) (“**Gold Horse**”), the Company, Tycoon City Limited (“**Tycoon City**”) and Mr. Joseph Lau, Luen-hung (“**Mr. Lau**”) relating to the entire issued share capital of Global Smart Ltd. (the “**First SP Agreement**”) (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereby;
- (b) the sale and purchase agreement dated 17 May 2010 and entered into between Gold Horse, the Company, Energy Kingdom Limited and Mr. Lau relating to the entire issued share capital of Jolly Gain Limited (the “**Second SP Agreement**”) (a copy of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereby;
- (c) the sale and purchase agreement dated 17 May 2010 and entered into between Gold Horse, the Company, Tycoon City and Mr. Lau relating to the entire issued share capital of Dynamic Source Limited (the “**Third SP Agreement**”) (a copy of which has been produced to the Meeting marked “C” and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereby;
- (d) the sale and purchase agreement dated 17 May 2010 and entered into between Fair City Limited (an indirect wholly-owned subsidiary of the Company) (“**Fair City**”), the Company, Glory City Limited and Mr. Lau relating to the property known as “Shop 1, York Place, No. 22 Johnston Road, Hong Kong” (the “**Fourth SP Agreement**”) (a copy of which has been produced to the Meeting marked “D” and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereby;

- (e) the sale and purchase agreement dated 17 May 2010 and entered into between Fair City, the Company, Rich Force Limited and Mr. Lau relating to the property known as “Shop 2, York Place, No. 22 Johnston Road, Hong Kong” (the “**Fifth SP Agreement**”) (a copy of which has been produced to the Meeting marked “E” and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereby; and
- (f) the sale and purchase agreement dated 17 May 2010 and entered into between Gold Horse, the Company, Smart Object Limited and Mr. Lau relating to the entire issued share capital of Grand Lucky Ltd. (the “**Sixth SP Agreement**”) (a copy of which has been produced to the Meeting marked “F” and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereby;

be and are hereby approved and any one director or the company secretary of the Company be authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering each of the (a) First SP Agreement; (b) Second SP Agreement; (c) Third SP Agreement; (d) Fourth SP Agreement; (e) Fifth SP Agreement and (f) Sixth SP Agreement (collectively, the “**Agreements**”), and all such documents and deeds, to do or authorise doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement and/or complete all matters in connection with the transactions contemplated in each of the Agreements and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Agreements, as he/she may in his/her absolute discretion consider to be desirable and in the interests of the Company and all of such director’s or company secretary’s acts as aforesaid be hereby approved, ratified and confirmed.”

By Order of the Board
Lam, Kwong-wai
Company Secretary

Hong Kong, 18 June 2010

Registered office:
Canon’s Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal office in Hong Kong:
26th Floor
MassMutual Tower
38 Gloucester Road
Wanchai
Hong Kong

Notes:

1. The register of members of the Company will be closed from 5 July 2010 to 7 July 2010, both days inclusive. For the purpose of ascertaining the members' entitlement to the attendance of the Meeting, all share transfers documents accompanied by the relevant share certificates must be lodged with the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 2 July 2010.
2. Any shareholder of the Company (the "Shareholder(s)") entitled to attend and vote at the Meeting is entitled to appoint one or more separate proxies to attend and to vote instead of him. A proxy need not be a Shareholder.
3. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or at any adjournment thereof).
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or at any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Resolution as set out in this notice will be taken by poll at the Meeting.
7. As at the date hereof, the Board comprised Mr. Joseph Lau, Luen-hung as Executive Director, Mr. Lau, Ming-wai and Ms. Amy Lau, Yuk-wai as Non-executive Directors and Mr. Chan, Kwok-wai, Ms. Phillis Loh, Lai-ping and Mr. Ma, Tsz-chun as Independent Non-executive Directors.

website: <http://www.chineseestates.com>