



KERRY PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

嘉里建設有限公司*

website: www.kerryprops.com

(Stock Code: 00683)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Kerry Properties Limited (the “**Company**”) will be held at Atrium Room, Level 39, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 21 February 2008 at 10:00 a.m. for the following purpose:

To consider, and if thought fit, passing with or without modification the following resolution as an **ORDINARY RESOLUTION**:

“**THAT**

- (A) the Framework Reorganization Agreement as amended by the Amendment Agreement (copies of the Framework Reorganization Agreement and the Amendment Agreement have been produced to this meeting marked “A” and “B” respectively and signed by the Chairman hereof for the purpose of identification) and the transactions contemplated thereunder be and are hereby confirmed, ratified and approved; and
- (B) the Board be and is hereby authorised to take all such actions as it considers necessary or desirable to implement and give effect to the Framework Reorganization Agreement as amended by the Amendment Agreement and the transactions contemplated thereunder.

For the purposes of this resolution, the terms “Framework Reorganization Agreement” and “Amendment Agreement” shall have the same definition as defined in the circular to the shareholders of the Company dated 31 January 2008.”

By order of the Board
Li Siu Ching, Liz
Company Secretary

Hong Kong, 31 January 2008

*Head Office and Principal Place
of Business in Hong Kong:*
13-14/F, Cityplaza 3
14 Taikoo Wan Road
Taikoo Shing
Hong Kong

Notes:

- (1) Every member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint up to two individuals as his proxies to attend and vote instead of him. A proxy need not be a member of the Company. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.
- (2) Where there are joint registered holders of any share, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; 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 registers of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member, and several trustees in bankruptcy or liquidators of a member in whose name any share stands will for this purpose be deemed joint holders thereof.
- (3) In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding the above meeting (or at any adjournment thereof). Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person if he so wishes. In the event that a member attends the meeting after having lodged his form of proxy, his form of proxy will be deemed to have been revoked.
- (4) The registers of members of the Company will be closed from Wednesday, 20 February 2008 to Thursday, 21 February 2008, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at the above address not later than 4:00 p.m. on Tuesday, 19 February 2008.
- (5) Shareholders are advised to read the circular to the shareholders of the Company dated 31 January 2008 which contains information concerning the resolutions to be proposed in this notice.
- (6) The resolution to be proposed at the meeting shall be decided by way of a poll.

As at the date of this announcement, the Directors of the Company are Messrs. Ang Keng Lam⁺, Wong Siu Kong⁺, Ho Shut Kan⁺, Ma Wing Kai, William⁺, Chan Wai Ming, William, Qian Shaohua, William Winship Flanz[#], Ku Moon Lun[#], Lau Ling Fai, Herald[#] and Tse Kai Chi[@].

⁺ *Executive Director*

[#] *Independent Non-executive Director*

[@] *Non-executive Director*

^{*} *for identification purpose only*