

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Xin Corporation Limited (the “Company”) will be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 23rd May, 2005 at 9:30 a.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

SPECIAL RESOLUTION

“**THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, shares of HK\$0.01 each in the issued share capital of the Company upon the Capital Reorganisation (as defined below) becoming effective, with effect from 4:00 p.m. on the date on which this resolution is passed (the “Effective Date”):

- (a) the issued share capital of the Company be reduced by cancelling paid up capital to the extent of HK\$0.0095 on each of the shares of HK\$0.01 in the capital of the Company in issue on the Effective Date (the “Capital Reduction”) so that each issued share in the capital of the Company shall be treated as one fully-paid up share of HK\$0.0005 each in the capital of the Company (the “Reduced Share”) and any liability of the holders of Reduced Shares to make any further contribution to the capital of the Company on each such Reduced Share shall be treated as satisfied;
- (b) the entire amount standing to the credit of the share premium account of the Company as at 31st March, 2005 be cancelled (the “Share Premium Cancellation”);
- (c) subject to and forthwith upon the Capital Reduction and the Share Premium Cancellation taking effect, the credit amounts arising from the Capital Reduction and the Share Premium Cancellation be credited to the contributed surplus account of the Company where they may be utilised in accordance with the bye-laws of the Company and all applicable laws, including to set off the accumulated losses of the Company as at 30th September, 2004 (the “Application of Credit”);

- (d) subject to and forthwith upon the Capital Reduction and Share Premium Cancellation, every twenty (20) Reduced Shares be consolidated into one (1) share of HK\$0.01 each (the “Consolidated Share”) in the capital of the Company (the “Share Consolidation”); and
- (e) the directors of the Company (the “Directors”) be and are hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Capital Reduction, the Share Premium Cancellation, the Application of Credit and the Share Consolidation (collectively, the “Capital Reorganisation”).”

ORDINARY RESOLUTION NO. 1

“THAT, conditional upon the Capital Reorganisation (as defined in the Special Resolution) becoming unconditional and effective:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) 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 and options which might require the exercise of such power be and is hereby generally and unconditionally approved in substitution for and to the exclusion of any existing authority previously granted;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options 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 pursuant to the approval in paragraph (a) above, otherwise than pursuant to the Rights Issue (as defined below) or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes 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 the bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the Register of Members of the Company on fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to and restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

ORDINARY RESOLUTION NO. 2

“THAT, conditional upon the Capital Reorganisation (as defined in the Special Resolution) becoming unconditional and effective:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of Ordinary Resolution No. 1 above) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange recognised, for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly.”

ORDINARY RESOLUTION NO. 3

“THAT conditional upon (i) the passing of Ordinary Resolution Nos. 1 and 2 set out in the notice convening this meeting being duly passed; and (ii) the Capital Reorganisation (as defined in the Special Resolution) becoming unconditional and effective, the general mandate granted to the Directors to exercise the power of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution No. 1 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by

the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 2 above, provided that such an amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

ORDINARY RESOLUTION NO. 4

“**THAT** subject to and conditional upon (i) the Capital Reorganisation (as defined in the Special Resolution) becoming unconditional and effective; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the ordinary shares of HK\$0.01 each in the capital of the Company (representing a maximum of 10 per cent. of the ordinary shares of the Company in issue as at the date of passing this resolution) which may be issued pursuant to the exercise of options granted under the Company’s share option scheme adopted on 30th December, 2002 (the “Scheme”), the scheme limit on grant of options under the Scheme and any other share option scheme(s) of the Company be refreshed so that it be and is hereby increased to that number of shares equal to 10 per cent. of the ordinary shares of the Company in issue as at the date of passing this resolution (“Refreshed Mandate Limit”) and any director of the Company be and is hereby authorised to do such act and execute such document to effect the Refreshed Mandate Limit.”

By order of the Board
Yu Wai Man
Company Secretary

Hong Kong, 29th April, 2005

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*

Room 2107, 21st Floor
Nan Fung Tower
173 Des Voeux Road Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the principal place of business of the Company in Hong Kong at Room 2107, 21st Floor, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled, but if more than one of such joint holders be present at any 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, and 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.

As at the date of this notice, the Board comprises Mr. Lo Ming Chi, Charles (Chairman), Mr. Yu Wai Man, Mr. Wilson Ng, Mr. Ng Wee Keat and Mr. Ng Eng Leng as executive directors and Mr. Wong Kwok Tai, Mr. Lau Pok Lam and Mr. Ko Kwong Woon, Ivan as independent non-executive directors.

Please also refer to the published version of this announcement in The Standard.