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LUEN THAI HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 311)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“the **“EGM”**) of Luen Thai Holdings Limited (the **“Company”**) will be held at Room 1004, 10/F, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on 12 September 2011 Monday at 3:30 p.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing (with or without amendments) the following ordinary resolutions of the Company:

1. ORDINARY RESOLUTION (1):

“THAT:

- (a) the Subscription and Share Purchase Agreement dated 9th June 2011 (**“Subscription and Share Purchase Agreement”**) entered into among Shiny New Limited (**“Shiny New”**), an indirect wholly-owned subsidiary of the Company; Shan Ying Limited (**“Shan Ying”**), a direct wholly-owned subsidiary of Luen Thai Land Limited; Chang Jia International Limited (**“Chang Jia”**), an indirect wholly-owned subsidiary of the Company; the Company; Luen Thai Land Limited; 陽光壹佰置業集團有限公司 (Sunshine 100 Real Estate Group Co., Ltd.) (**“Sunshine 100”**); Keyasia Investments Limited (**“Keyasia”**), the terms of the Subscription and Share Purchase Agreement and all the transactions contemplated under the Subscription and Share Purchase Agreement, including but not limited to entering into the Transaction Documents (as defined in the Subscription and Share Purchase Agreement) be and are hereby approved, confirmed and ratified (as the case may be); and
- (b) the directors of the Company (the **“Directors”**) be and are hereby generally and unconditionally authorized to do all such acts and things and to sign and execute all such documents and to take all such steps which, in the opinion of the Directors, may be necessary, desirable or expedient to give effect to the terms of, or the transactions contemplated by the Subscription and Share Purchase Agreement and the Transaction Documents and to agree to such variation, amendment or waiver or matter relating thereto as are, in the opinion of the Directors, not of a material nature and in the interests of the Company and its shareholders as whole.”

2. ORDINARY RESOLUTION (2):

“THAT:

- (a) the entering into the Shareholders’ Agreement (as defined in the Subscription and Share Purchase Agreement) among Shiny New; Shan Ying, Keyasia and Chang Jia upon completion of the Subscription and Share Purchase Agreement, the terms of the Shareholders’ Agreement, the formation of the Joint Venture (as defined in the Subscription and Share Purchase Agreement) and all the transactions contemplated under the Shareholders’ Agreement be and are hereby approved and confirmed; and
- (b) the Directors be and are hereby generally and unconditionally authorized to do all such acts and things and to sign and exercise all such documents and to take all such steps which, in the opinion of the Directors, may be necessary, desirable or expedient to give effect to the terms of, or the transactions contemplated by the Shareholders’ Agreement and to agree to such variation, amendment or waiver or matter relating thereto as are, in the opinion of the Directors, not of a material nature and in the interests of the Company and its shareholders as whole.”

By order of the Board
Tan Siu Lin
Chairman

Hong Kong, 26 August 2011

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Notes:

- i. A member entitled to attend and vote at the meeting convened is entitled to appoint another person(s) as his proxy to attend and vote in his stead. A proxy does not need to be a member of the Company.
- ii. 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 of attorney shall be deposited at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof should he so wish.
- iii. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names and stand in the Register of Members of the Company in respect of the joint shareholding.
- iv. A form of proxy for use at the EGM is enclosed herewith.

As at the date hereof, the Board of Directors of the Company comprise the following Directors:

Executive Directors:

Tan Siu Lin (*Chairman*)
Tan Henry
Tan Cho Lung, Raymond
Tan Sunny
Mok Siu Wan, Anne

Independent Non-executive Directors:

Chan Henry
Cheung Siu Kee
Seing Nea Yie

Non-executive Directors:

Tan Willie
Lu Chin Chu

Website: www.luenthai.com