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CHUN WO DEVELOPMENT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00711)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting of Chun Wo Development Holdings Limited (the “**Company**”) will be held at Function Rooms 1 & 2, 3/F., The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 26 March 2015 at 2:30 p.m. (the “**SGM**”) for the purposes of considering and, if thought fit, passing the following resolutions with or without amendment as an ordinary resolution and a special resolution (as the case may be) of the Company:

Ordinary Resolution

1. “**THAT** Messrs. Ernst & Young be and are hereby appointed as auditors of the Company to fill the vacancy created by the resignation of Messrs. Deloitte Touche Tohmatsu and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company (the “**Board**”) be authorized to fix their remuneration.”

Special Resolution

2. “**THAT** the bye-laws of the Company (the “**Bye-laws**”) be and are hereby amended as follows:
 - (a) Bye-law 154

By deleting the words “or at a subsequent special general meeting in each year” appearing in the first sentence of Bye-law 154; such that Bye-law 154 shall read as follows:

“Subject to Section 88 of the Act, at the annual general meeting, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.”

(b) Bye-law 156

By deleting Bye-law 156 in its entirety and substituting the following new Bye-law:

“The remuneration of the Auditor appointed by the Company in general meeting shall be fixed by the Company in general meeting or by the Board, if it is authorized to do so by the Company in general meeting, and the remuneration of the Auditor appointed by the Board shall be fixed by the Board.”

(c) Bye-law 157

By deleting the words “the Directors shall as soon as practicable convene a special general meeting to fill the vacancy” appearing in the last sentence of Bye-law 157 and substituting the words “the Board shall appoint a new auditor to fill the vacancy who shall hold office until its successor is appointed”; such that Bye-law 157 shall read as follows:

“If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Board shall appoint a new auditor to fill the vacancy who shall hold office until its successor is appointed.””

By Order of the Board
Chun Wo Development Holdings Limited
Xu Jianhua Pang Yat Ting, Dominic
Co-Chairman Co-Chairman

Hong Kong, 2 March 2015

Notes:

- 1. Any member of the Company entitled to attend and vote at the SGM (or any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his or her stead. A proxy need not be a member of the Company.*
- 2. 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 thereof, must be deposited at the Hong Kong Branch Share Registrar of the Company, Tricor Secretaries Limited (“Tricor”) at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the SGM (or any adjournment thereof). Completion and return of a form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) if you so wish and in such event, the form of proxy shall be deemed to be revoked.*
- 3. In the case of joint registered holders of any share(s) of the Company (“Share(s)”), any one of such holders may attend and vote at the SGM (or any adjournment thereof), either personally or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the SGM (or any adjournment thereof), either personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.*

4. *All the resolutions are to be voted by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.*
5. *The register of members of the Company will be closed from Tuesday, 24 March 2015 to Thursday, 26 March 2015 (both days inclusive) for the purpose of determining the entitlement to attend and vote at the SGM. During such period, no transfer of Share(s) will be registered. In order to be eligible to attend and vote at the SGM, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with Tricor at the above address for registration not later than 4:30 p.m. on Monday, 23 March 2015. Shareholders whose names appear on the register of members of the Company on Thursday, 26 March 2015 shall be entitled to attend and vote at the SGM.*

As at the date of this notice, the executive directors of the Company are Mr. Xu Jianhua, Mr. Pang Yat Bond, Derrick and Mr. Kwok Yuk Chiu, Clement, the non-executive directors of the Company are Mr. Pang Yat Ting, Dominic, Mr. Zhang Xiaoliang and Mr. Chow Wing Kin, Anthony SBS, JP and the independent non-executive directors of the Company are Mr. Chan Stephen Yin Wai, Mr. Kwan Ringo Cheukkai and Mr. Wu William Wai Leung.