



# HONG KONG FERRY (HOLDINGS) COMPANY LIMITED

*(Incorporated in Hong Kong under the Companies Ordinance)*

**(Stock Code: 00050)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Hong Kong Ferry (Holdings) Company Limited (the “Company”) will be held at Miramar Ballroom, Penthouse, Hotel Miramar, 118 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on 20 December 2006 at 11:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT:**

- (1) the conditional Project Management Agreement dated 9 November 2006 made between Lenfield Limited and Henderson Real Estate Agency Limited (the “Project Management Agreement”, a copy of which has been produced to the meeting and marked “A” and signed by the Chairman for the purpose of identification); and
- (2) the conditional Prime Cost Contract dated 9 November 2006 made between Lenfield Limited and Heng Shung Construction Company Limited (the “Prime Cost Contract”, a copy of which has been produced to the meeting and marked “B” and signed by the Chairman for the purpose of identification),

(the Project Management Agreement and the Prime Cost Contract are hereinafter collectively referred to the “Project Contracts”);

and their Annual Caps and the transactions contemplated under the Project Contracts respectively be and are hereby approved, ratified and confirmed and that the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, agreements, deeds, acts, matters and things as they may in their discretion consider necessary, desirable or expedient for the purpose of or in connection with the implementation of each of the Project Contracts.”

By Order of the Board  
**Hong Kong Ferry (Holdings) Company Limited**  
**Yuen Wai Kuen**  
*Company Secretary*

Hong Kong, 1 December 2006

*Registered office:*  
98 Tam Kon Shan Road  
Ngau Kok Wan  
North Tsing Yi  
New Territories  
Hong Kong

*Notes:*

- (1) A member who is entitled to attend and vote at the meeting shall be entitled to appoint proxies to attend, and on a poll, vote for him. Votes may be given either personally (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy in accordance with the articles of association of the Company. A proxy need not be a member of the Company but must attend this meeting in person to represent you. A member may appoint more than one proxy to attend on the same occasion.
- (2) Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) 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 register of members in respect of such share(s) shall alone be entitled to vote in respect thereof.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of that power or authority, must be delivered to the Company's share registrars, Standard Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding this meeting or adjourned meeting(s) or poll (as the case may be). Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

*As at the date of this announcement, the executive directors of the Company are Mr. Lam Ko Yin, Colin (Chairman) and Mr. Li Ning, the non-executive directors are Mr. Au Siu Kee, Alexander, Mr. Lau Yum Chuen, Eddie, Dr. Lee Shau Kee, Mr. Leung Hay Man and Mr. Wong Man Kong, Peter and the independent non-executive directors are Mr. Ho Hau Chong, Norman, Mr. Kan Yuet Loong, Michael and Mr. Wu King Cheong.*

“Please also refer to the published version of this announcement in *The Standard*”