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## **XPRESS GROUP LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code 185)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of the shareholders of Xpress Group Limited (the “Company”) will be held at Club Lusitano, 24th Floor, 16 Ice House Street, Central, Hong Kong on Friday, 19 February 2010 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendment, as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the Consideration Shares (as defined below):

- (i) the conditional sale and purchase agreement dated 8 January 2010 entered into between Corporate Space Pte Ltd (“Purchaser”), an indirect wholly-owned subsidiary of the Company, the Company and Mr. Chan Heng Fai (“Vendor”), the chairman of the board of directors of the Company in relation to the acquisition of the entire interest of Expats Residences Pte Ltd (“Expats”) and the shareholder loans from the Vendor for consideration of HK\$40.7 million to be satisfied by the issuance of 301,481,481 new shares of the Company (“Consideration Shares”) credited as fully paid at the issue price of HK\$0.135 per share to the Vendor (or its nominees) on completion of the Agreement (the “Agreement”), a copy of which has been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purpose, and all the terms and conditions thereof and the transactions contemplated under the Agreement be and are hereby approved, confirmed and ratified;
- (ii) the allotment and issue of the Consideration Shares pursuant to the terms of the Agreement (details of which are set out in the circular of the Company dated 1 February 2010 (a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purposes)) be and are hereby approved; and

- (iii) any director, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Agreement, the completion thereof and to effect the transactions contemplated in the Agreement as he/she may consider necessary, desirable or expedient.”

By Order of the Board  
**Chan Tong Wan**  
*Managing Director*

Hong Kong, dated 1 February 2010

*Registered office:*  
24/F., Wyndham Place  
40-44 Wyndham Street  
Central, Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the registered office of the Company in Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.

*As at the date of this announcement, the Board comprises of the executive directors Mr. Chan Heng Fai, Mr. Chan Tong Wan, Ms. Chan Yoke Keow and non-executive director Mr. Fong Kwok Jen as well as independent non-executive directors Mr. Wong Dor Luk, Peter, Mr. Joao Paulo Da Roza and Mr. Wong Tat Keung.*