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If you are in any doubt about this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hysan Development Company Limited 希慎興業有限公司 (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HYSAN DEVELOPMENT COMPANY LIMITED

希慎興業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00014)

**NOTICE OF ANNUAL GENERAL MEETING
AND
PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
AND
AMENDMENTS TO ARTICLES OF ASSOCIATION**

The notice convening the annual general meeting of the Company (“**AGM**” or “**Annual General Meeting**”) to be held at the principal meeting place at Meeting Room N107, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong (the “**Principal Meeting Place**”) and online on Wednesday, 5 June 2024 at 3:00 p.m. is set out in this circular on pages 4 to 8.

The AGM will be held in hybrid format. In addition to physical attendance, shareholders of the Company (“**Shareholders**”) will have the option to attend the AGM via the live online webcast system (“**e-Meeting System**”). Attending via the e-Meeting System will also allow Shareholders to view the live meeting proceedings, attend the meeting, submit questions by text to the interactive platform for Q&A, call to raise questions and vote online in real-time. Shareholders are encouraged to make use of the e-Meeting System for attending the AGM. Please refer to pages 1 to 2 for details.

There will be NO distribution of gifts or service of refreshment at the AGM.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

28 March 2024

GUIDANCE FOR THE ANNUAL GENERAL MEETING

A. Hybrid AGM

1. The AGM will be a hybrid meeting. Apart from attending and voting at the AGM in person at the Principal Meeting Place, Shareholders have the option of attending and voting at the AGM through the e-Meeting System (“**Online AGM**”). Shareholders attending the Online AGM (not as guests) will also be counted towards the quorum. Shareholders are encouraged to make use of the e-Meeting System for attending the AGM.

B. Our Online AGM

1. Both registered and non-registered Shareholders can attend the Online AGM. Through the e-Meeting System provided by the Company’s registrar, Tricor Standard Limited (the “**Company’s Registrar**”), Shareholders will be able to view the live meeting proceedings, attend the AGM, submit questions by text to the interactive platform for Q&A, call to raise questions and vote online in real-time. The e-Meeting System will be opened for the Shareholders to log in approximately 30 minutes prior to the commencement of the AGM from any location with access to the internet with a smart phone, tablet or computer.
2. Login details for registered Shareholders – details regarding the e-Meeting System including the login details will be sent to the registered Shareholders 10 business days before the AGM.
3. Login details for non-registered Shareholders – non-registered Shareholders whose shares are held in the Central Clearing and Settlement System through banks, brokers, custodians, nominees or Hong Kong Securities Clearing Company Limited (as the case may be) (collectively the “**Intermediary**”) should instruct their Intermediary to appoint them as proxies or corporate representatives to attend the Online AGM via the e-Meeting System and in doing so, they will be requested to provide their email addresses. Details regarding the e-Meeting System including the login details will be circulated by the Company’s Registrar by email.

C. Attendance in Person

1. Electronic voting system will be used for enhancing efficiency in the vote counting process. Every Shareholder or proxy can vote via smartphones or designated electronic devices to be provided at the Principal Meeting Place. This is a full paperless AGM process that facilitates easy and intuitive voting procedures for Shareholders as well as to allow instant declaration of voting results during the AGM.
2. No refreshments or drinks will be served.
3. No gifts will be distributed at the AGM.

GUIDANCE FOR THE ANNUAL GENERAL MEETING

D. QUESTIONS AT AND PRIOR TO THE AGM

1. Shareholders attending the Online AGM will be able to submit questions relating to the proposed resolutions by submitting text to the interactive platform for Q&A or by calling via the e-Meeting System. Shareholders can also send their questions in writing before the AGM, to the registered office of the Company or to the email at investor@hysan.com.hk.
2. The Company will endeavor to address relevant questions in relation to the proposed resolutions. The Company may not be able to answer all the questions during the time allocated. Unanswered questions may be responded to after the AGM.

E. APPOINTMENT OF PROXY

1. Shareholders may exercise their voting rights by submitting an original of the completed form of proxy appointing the chairman of the AGM or other persons as their proxies to vote on their behalf (whether in person or via the e-Meeting System), to the Company's Registrar of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as early as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM (or any adjournment thereof).
2. If Shareholders have any questions relating to the AGM, please contact the Company's Registrar:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Email: emeeting@hk.tricorglobal.com

Telephone: +852 2975 0928

Fax: +852 2861 1465

LETTER FROM THE BOARD OF DIRECTORS



HYSAN DEVELOPMENT COMPANY LIMITED

希慎興業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00014)

Board of Directors:

Lee Irene Yun-Lien (*Chairman*)
Lui Kon Wai (*Executive Director and Chief Operating Officer*)
Chung Cordelia**
Churchouse Frederick Peter**
Fan Yan Hok Philip**
Poon Chung Yin Joseph**
Wong Ching Ying Belinda**
Young Elaine Carole**
Lee Anthony Hsien Pin*
(*Lee Irene Yun-Lien as his alternate*)
Lee Chien*
Lee Tze Hau Michael*

Registered Office:

50/F Lee Garden One
33 Hysan Avenue
Hong Kong

* *Non-Executive Directors of the Company*

** *Independent Non-Executive Directors of the Company*

28 March 2024

Dear Shareholders,

The Company's AGM will be held on Wednesday, 5 June 2024 at 3:00 p.m. Notice of the AGM is set out on pages 4 to 8. Information regarding the business to be considered at the AGM is set out on pages 9 to 13.

You are advised to read this circular. Whether or not you are able to attend the AGM in person or through the e-Meeting System, please complete and deliver the enclosed form of proxy, in accordance with the instructions printed thereon, to the Company's Registrar, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as early as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM (or any adjournment thereof). Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting (whether in person or through the e-Meeting System) at the AGM or at any adjourned meeting thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

The board of directors of the Company ("**Board**") considers that the proposed resolutions as set out in the notice of the AGM are in the best interests of the Company and its Shareholders as a whole, and recommends you to vote in favour of all the resolutions.

If you have any questions concerning the AGM, please contact the Company's Registrar (telephone: +852 2980 1333).

Yours faithfully,

Lee Irene Yun-Lien
Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Hysan Development Company Limited 希慎興業有限公司 will be held at the Principal Meeting Place at Meeting Room N107, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong and online on Wednesday, 5 June 2024 at 3:00 p.m. for the following purposes:

1. To receive and consider the Statement of Accounts for the year ended 31 December 2023 together with the Reports of Directors and Auditor thereon.
2. To re-elect directors of the Company (“**Directors**”).
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorize the Directors to fix their remuneration.

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

4. “**That:**
 - (a) subject to paragraphs (b) to (d), a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to allot, issue and deal with additional shares of the Company, to make or grant offers, agreements or options which would or might require the exercise of such powers, and to grant rights to subscribe for, or to convert any security into, shares of the Company;
 - (b) the mandate in paragraph (a) shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to a share option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any share scheme or similar arrangement for the time being adopted for the grant or issue to the eligible participants of shares or rights to acquire shares of the Company, or (iii) any scrip dividend or similar arrangement pursuant to the Articles of Association of the Company (the “**Articles**”) from time to time, or (iv) the exercise of rights to subscribe for, or convert any security into shares provided that the right has been approved in advance by a resolution of the Company whether conditionally or unconditionally, shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution and the said mandate shall be limited accordingly;
 - (d) any shares to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this Resolution shall not be at a discount of more than 10% to the Benchmarked Price (as defined below) of such shares; and

NOTICE OF ANNUAL GENERAL MEETING

(e) for the purpose of this Resolution:

“**Benchmarked Price**” means the price which is the higher of:

- (i) the closing price of the shares as quoted on the Stock Exchange on the date of the agreement involving the relevant proposed issue of the shares; and
- (ii) the average closing price as quoted on the Stock Exchange of the shares for the five trading days immediately preceding the earlier of:
 - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of the shares;
 - (B) the date of the agreement involving the relevant proposed issue of shares; and
 - (C) the date on which the price of the shares that are proposed to be issued is fixed.

“**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 law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

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

5. “**That:**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase or otherwise acquire shares of the Company on the Stock Exchange in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), provided that the aggregate number of shares so purchased or otherwise acquired shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this Resolution, and the said mandate shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(b) for the purpose 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 law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

To consider and, if thought fit, pass the following resolution as a Special Resolution:

SPECIAL RESOLUTION

6. “**That** the Articles be and are hereby amended as detailed in the “Explanatory Statement on Proposed Amendments to the Articles”, which forms part of the Notice of Annual General Meeting.”

By order of the Board

Lee Irene Yun-Lien

Chairman

Hong Kong, 28 March 2024

Notes:

1. A Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy need not be a Shareholder. The form of proxy can also be downloaded from the Company’s website (www.hysan.com.hk) or the Stock Exchange’s website (www.hkexnews.hk).
2. An original of the completed form of proxy must be returned to the Company’s Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as early as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM (or any adjourned thereof). Form of proxy sent electronically will not be accepted. If your shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited (collectively the “**Intermediary**”) and you would like to appoint proxy to attend and vote at the AGM on your behalf, you should consult directly with your Intermediary (as the case may be) for necessary arrangement.
3. Completion of a form of proxy and its delivery will not preclude a Shareholder from attending and voting in person or online via the e-Meeting System at the AGM (or any adjournment thereof) if a Shareholder so wishes, a proxy’s authority to vote on a resolution shall, however, be deemed to be revoked if the Shareholder attends the AGM and votes (whether in person or through the e-Meeting System) on that particular resolution.
4. In the case of joint holders of any share, the form of proxy must be signed by all Shareholders whose names appear in the register of members of the Company (“**Register of Members**”). Where there are joint holders of any share, any one of the persons may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were a sole holder; but if more than one of such joint holders are present at the AGM in person or by proxy, the person whose name stands first in the Register of Members in respect of such share shall alone be entitled to vote in respect of it. Only **ONE PAIR** of log-in username and password for the e-Meeting System will be provided to joint holders.

NOTICE OF ANNUAL GENERAL MEETING

5. The Register of Members will be closed from Friday, 31 May 2024 to Wednesday, 5 June 2024, both dates inclusive, during which period the registration of transfers of shares will be suspended. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 30 May 2024.
6. Detailed information on the business to be transacted at the AGM is set out in the section "Business of the Meeting" of the circular that has been sent to Shareholders.
7. Each of the resolutions set out in this notice will be decided by poll.
8. If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions after super typhoons" announced by the HKSAR Government is/are in force at or at any time after 12:00 noon on the date of the AGM, the AGM (both physical and the Online AGM) will be automatically postponed or adjourned. The Company will post an announcement on the websites of the Company (www.hysan.com.hk) and the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholder should decide on their own whether they would attend the AGM in person under bad weather condition bearing in mind their own situations.

9. **Hybrid AGM**

The AGM will be held in hybrid format at the Principal Meeting Place and online. In addition to physical attendance, Shareholders will have the option to attend the AGM via the e-Meeting System which allow Shareholders to view the live meeting proceedings, submit questions by text to the interactive platform for Q&A, call to raise questions and vote online in real-time. Shareholders are encouraged to make use of the e-Meeting System to view the live meeting proceedings and participate in voting. The Online AGM can broaden the reach of the AGM to Shareholders who do not wish to attend in person or for other overseas Shareholders who are unable to attend in person.

How to attend and vote

Shareholders who wish to attend the AGM and exercise their voting rights can:

- (1) attend the AGM in person and vote via smartphones or designated electronic devices to be provided at the Principal Meeting Place; or
- (2) attend the AGM via the e-Meeting System to view the live meeting proceedings, make use of the interactive platform for Q&A of the e-Meeting System, call via the e-Meeting System to raise questions and vote online in real-time; or
- (3) appoint the Chairman of the AGM or other persons as your proxy to vote on your behalf.

Your proxy's authority and instruction will be revoked if you attend and vote in person at the AGM or via the e-Meeting system.

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Non-registered Shareholders whose shares are held in the Intermediary may also be able to attend, submit questions by text to the interactive platform for Q&A, call to raise questions, vote electronically in real time and view live meeting proceedings of the AGM via the e-Meeting System. In this regard, they should:

1. contact and instruct their Intermediary that they want to attend the AGM using the e-Meeting System; and
2. provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the AGM arrangements including login details to access the e-Meeting System will be sent by the Company's Registrar to the email address of the non-registered Shareholders provided by the Intermediary. Without the login details, non-registered Shareholders will not be able to attend, submit questions by text to the interactive platform for Q&A, call to raise questions, vote online in real time or view live meeting proceedings of the AGM using the e-Meeting System. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

Registered Shareholders, their proxy (or proxies) and non-registered Shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor the Company's Registrar assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

If you encounter any technical problems in using the e-Meeting System or have any questions relating to the AGM, please contact the Company's Registrar:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Email: emeeting@hk.tricorglobal.com

Telephone: +852 2975 0928

Fax: +852 2861 1465

On-site e-Voting system will be used at the AGM to enhance the efficiency in the poll counting process. This is a full paperless AGM process that facilitates easy and intuitive voting procedures for Shareholders as well as to allow instant declaration of voting results during the AGM.

BUSINESS OF THE ANNUAL GENERAL MEETING

RESOLUTION 1 – RECEIVING 2023 FINANCIAL STATEMENTS

1. The full audited financial statements together with the Reports of Directors and Auditor thereon, are set out on pages 137 to 195, pages 124 to 132 and pages 134 to 136 of the Annual Report 2023.
2. The audited financial statements have been reviewed by the audit and risk management committee of the Company (“**Audit and Risk Management Committee**”). A report of the Audit and Risk Management Committee is set out on pages 98 to 104 of the Annual Report 2023.

RESOLUTION 2 – RE-ELECTION OF DIRECTORS

3. Lui Kon Wai, Fan Yan Hok Philip, Poon Chung Yin Joseph and Wong Ching Ying Belinda will retire by rotation at the AGM. Fan Yan Hok Philip has informed the Board that he will not stand for re-election and accordingly will retire as an Independent Non-Executive Director after the conclusion of the AGM. Lui Kon Wai, Poon Chung Yin Joseph and Wong Ching Ying Belinda, being eligible, offer themselves for re-election at the AGM in accordance with Article 114 of the Articles. Their proposed re-election will be considered by separate resolutions.
4. According to Article 97 of the Articles, a Director appointed as an addition to the Board shall hold office only until the next following annual general meeting. Chung Cordelia, appointed as an addition to the Board, will accordingly retire and, being eligible, offer herself for re-election at the AGM. Her proposed re-election will be considered by separate resolution.
5. In considering the re-appointment of any existing members of the Board, the nomination committee of the Company (“**Nomination Committee**”) shall review the retiring Directors’ overall contribution to the Company, the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), as well as selection criteria set out in the Nomination Policy and Diversity Policy of the Company. The Nomination Committee will then make recommendations to the Board for its consideration, with the Board determining whether to recommend the proposed candidates for re-election at an annual general meeting of the Company. Further details of the Board’s composition and diversity (including Directors’ gender, age, length of services and skill matrix), Directors’ attendance record at Board/Board Committee meetings, and the number of other public company directorships held by the Directors, are disclosed in the Corporate Governance Report of the Annual Report 2023.
6. The Nomination Committee, having reviewed the Board’s composition, recommended to the Board the re-election of Lui Kon Wai, Chung Cordelia, Poon Chung Yin Joseph and Wong Ching Ying Belinda at the AGM. Mr. Poon and Ms. Chung, being members of the Nomination Committee, abstained from voting at the Nomination Committee meeting when his/her own nomination was being considered.
7. In nominating the Directors, the Nomination Committee has also taken into account the expertise and experience of Mr. Lui, Ms. Chung, Mr. Poon and Ms. Wong in real estate investment, financial services, investment, risk management, people and culture, environmental, social and governance, as well as information technology, all of which are relevant to the Group’s business, as well as their respective contributions to the diversity of the Board detailed in the section headed “Information on Directors Proposed to be Re-elected” of this circular.
8. Mr. Lui, Ms. Chung, Mr. Poon and Ms. Wong all attended 100% of the Board and the relevant Board Committee meetings and annual general meeting (as appropriate) of the Company held in 2023.

BUSINESS OF THE ANNUAL GENERAL MEETING

9. The Nomination Committee has carried out a detailed review of the Independent Non-Executive Directors' independence on a case-by-case basis and considered the relevant independence assessment requirements set out in Rule 3.13 of the Listing Rules. Mr. Poon and Ms. Wong do not hold any cross-directorships, nor have any significant links with other Directors through involvement in other companies or bodies that could give rise to conflicts of interests in the role of Independent Non-Executive Director or affect their independent judgement. Mr. Poon and Ms. Wong has confirmed to the Company that they are independent based on the independence criteria as set out in Rule 3.13 of the Listing Rules.
10. Chung Cordelia is currently an independent non-executive director of Hang Seng Bank Limited ("**Hang Seng**") (a connected person of the Company by virtue of it being a substantial shareholder of a non wholly-owned subsidiary of the Company). Under Rule 3.13 of the Listing Rules on independence assessment, being an independent non-executive director of a core connected person is specifically excluded from the factors that would affect independence. The Company considered that Chung Cordelia's directorship with Hang Seng in her capacity as an independent non-executive director would not affect her independence or create any potential conflict of interest. Ms. Chung would, thus, be able to fulfil the relevant independence requirements of the Listing Rules and she is accordingly entitled to vote and be counted in the quorum for any transactions with the HSBC group (including Hang Seng group). In addition, Ms. Chung's extensive multinational experience specialising in the information technology and knowledge of the building industry, all of which are relevant to the Group's business, enable her to provide valuable and independent guidance to the Group's business.
11. Ms. Chung also holds a cross-directorship with Lee Irene Yun-Lien, since they both serve on the boards of the Company and Hang Seng. However, given that Ms. Chung plays an independent non-executive role and does not hold any shares in the two companies, the Company considers that such cross-directorship would not undermine the independence of Ms. Chung with respect to her directorship in the Company.
12. As an Independent Non-Executive Director meeting the professional qualifications required under Rule 3.10(2) of the Listing Rules, Mr. Poon brings a wealth of specialized accounting and financial knowledge to the Board. Mr. Poon also has extensive banking and financial market experience as the senior management of various internationally renowned financial institutions. His expertise in accounting, financial reporting, auditing, and risk management is a tremendous asset to the Board's decision-making, especially concerning capital and financial management. Mr. Poon's expertise in financial reporting and risk management underpins his ability to scrutinize the fiscal aspects of potential ventures, reinforce risk strategies, and uphold the integrity of financial reporting. He meticulously challenges investment assumptions, ensuring decisions are made with integrity and empirical support. This discipline strengthens the Company's strategic direction and upholds rigorous governance standards, fostering trust and long-term growth.
13. After considering the above reasons and the relevant independence assessment requirements set out in Rule 3.13 of the Listing Rules, the Nomination Committee formed the view that, notwithstanding that Mr. Poon has served on the Board for over nine years, he remains independent, taking into account his impartial views and comments expressed during the Board and Board Committee meetings, his positive and significant contributions, deep insights and guidance in the Company's strategies and business development. Mr. Poon has consistently exercised independent judgement and demonstrated a healthy level of professional scepticism, and has not refrained from asking probing questions and challenging management's views and recommendations. There is no evidence to suggest that his tenure has had any impact on his independence and effective oversight of the management. In addition, the unique expertise of Mr. Poon in accounting, finance, financial reporting, governance, risk management, and internal control, as well as people and culture, together with his comprehensive understanding of the operations of the Company, enable him to provide valuable and independent guidance to the Group's business. At each of the Company's 2013, 2015, 2018, and 2021 annual general meetings, over 94% of the votes were in favour of Mr. Poon's re-election as Director.

BUSINESS OF THE ANNUAL GENERAL MEETING

14. Wong Ching Ying Belinda is currently the chairman and the chief executive officer of Starbucks China. The Board and the Nomination Committee have assessed the independence of Wong Ching Ying Belinda in light of the circumstances, including (i) her background, experiences, achievements and character; (ii) the nature of the Company's relationship with the Starbucks group; (iii) Ms. Wong's roles detailed in the section headed "Information on Directors Proposed to be Re-elected"; and (iv) the mitigating actions as described therein, and concluded that her independence would not be affected. It was decided that potential conflicts, which are minimal, could be managed and that the benefits of her appointment outweighed any risk of conflict. In addition, the mitigation principles and actions are adequate and appropriate to deal with any such issues. Ms. Wong has confirmed to the Company that she continues to be independent.
15. The Board has resolved that Ms. Chung, Mr. Poon and Ms. Wong continue to be independent and recommended them to be re-elected as Directors at the AGM upon the recommendation of the Nomination Committee.
16. The Nomination Committee and the Board are satisfied that the Directors for re-election have a strong commitment to the Company and positively contributed to the Board through their participation in the Company's affairs and the Board's discussions and decisions. All of them have also committed to the Company that they will be able to devote sufficient time and attention to the affairs of the Company and the high expectations placed upon them. Accordingly, the Board has recommended Lui Kon Wai, Chung Cordelia, Poon Chung Yin Joseph and Wong Ching Ying Belinda, the retiring Directors, to stand for re-election as Directors at the AGM.
17. Details of the information of the retiring Directors who are proposed for re-election are set out on pages 14 to 17 of this circular. Information includes the number of other public company directorships held by the Directors in the last three years, their emoluments (representing total cash) received for 2023, and their interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") as at 22 March 2024, being the latest practicable date prior to the printing of this circular for ascertaining information referred to in this circular ("**Latest Practicable Date**"). Details of their emoluments for year 2023 are set out in "Remuneration Committee Report" and notes to the consolidated financial statements set out in the Annual Report 2023.
18. No Director proposed for re-election at the AGM has a service contract with the Company or any of its subsidiaries that is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

RESOLUTION 3 – RE-APPOINTMENT OF AUDITOR

19. The Audit and Risk Management Committee has recommended to the Board (which in turn endorsed the view) that, subject to Shareholders' approval at the AGM, Deloitte Touche Tohmatsu be re-appointed as the external auditor of the Company for 2024.

BUSINESS OF THE ANNUAL GENERAL MEETING

RESOLUTIONS 4 AND 5 – GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

20. At the last annual general meeting of the Company held on 16 May 2023, ordinary resolutions were passed giving general mandates to the Directors to issue and purchase shares in the Company. These general mandates will lapse at the conclusion of the AGM. Resolutions will therefore be proposed at the AGM to renew the grant of these general mandates. The relevant resolutions, in summary, are:
- a. **Resolution 4** – to give the Directors a general and unconditional mandate to allot, issue and deal with additional shares of the Company, not exceeding 10% of the Company's total number of shares in issue as at the date of passing the Resolution (below the 20% limit permitted under the Listing Rules), for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "**Share Issue Mandate**"). In addition, any shares to be issued under the Share Issue Mandate shall not be issued at a discount of more than 10% to the Benchmarked Price (below the 20% limit permitted under the Listing Rules). Having taken into consideration stakeholders' concerns on the possible dilution of their shareholding interest resulting from the exercise of the general mandate to issue shares, the aforesaid maximum issue limit and discount rate were introduced in 2018, and both the issue limit and the discount limit are below the permitted limits under the Listing Rules; and
 - b. **Resolution 5** – to give the Directors a general and unconditional mandate to exercise all the powers of the Company to purchase shares in the Company not exceeding 10% of the Company's total number of shares in issue as at the date of passing the Resolution, for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "**Share Repurchase Mandate**").
21. The full text of these resolutions is set out in the Notice of AGM. The Explanatory Statement required by the Listing Rules to be sent to Shareholders in connection with the Share Repurchase Mandate is set out on pages 18 to 20 of this circular.
22. The Articles empower Directors to allot unissued shares. Under the Companies Ordinance, a company issuing shares (or granting rights to subscribe for shares or converting any securities into shares) for cash must offer its shareholders the first opportunity to subscribe for such shares or rights save where the shareholders have granted its (general or specific) approval. The Listing Rules further require that the maximum number of shares to be allotted shall not exceed 20% of a listed issuer's then issued shares, without differentiating between cash and non-cash issuances.
23. The Board noted concerns expressed over cash issuance exercises in the market, particularly as regards the frequency and size of such issuances. The Board aims to strike a balance with business flexibility and the need to raise capital quickly in a cost-effective way which, in turn, enhance the Company's growth.
24. The Board therefore reduces the amount of equity securities to be issued to 10% (whether wholly or partly for cash or otherwise). This is below the maximum limit permitted under the Listing Rules and in line with international best practices.
25. The Company has not issued any new shares pursuant to the Share Issue Mandate granted in previous general meetings in the past decade. The Company has only issued new shares pursuant to: (i) the scrip dividend alternative; and (ii) the exercise of the options granted under the Company's share option schemes.

BUSINESS OF THE ANNUAL GENERAL MEETING

26. The Directors wish to state that they have no immediate plan to issue any new shares other than relating to scrip dividends and exercise of employee share options as described above.

RESOLUTION 6 – AMENDMENTS TO THE ARTICLES

27. Details of the proposed amendments are set out in the Explanatory Statement on pages 21 to 24 of this circular. To align with the latest Companies Ordinance, as amended by the Companies (Amendment) Ordinance 2023 which comes into operation on 28 April 2023, the proposed amendments allow the Company to have the flexibility to hold a general meeting with the use of virtual meeting technology which enables Shareholders to listen, speak and vote at a meeting without being physically present at the meeting. The proposed amendments also include corresponding changes to the powers of the Board and the Chairman of the general meeting, such as explicitly setting out the power to adjourn the meeting where there are technical issues in relation to the virtual meeting technology which cannot be overcome and may affect the rights of the Shareholders to speak and vote.
28. The Directors consider that these amendments will provide flexibility to the Company in relation to the conduct of general meetings, allow the Company to deal with their corporate affairs more efficiently, facilitate Shareholders' participation by providing convenient access for all Shareholders overcoming geographical constraints and space limitations, and are therefore beneficial to the Company and the Shareholders as a whole. Advice has been obtained from independent legal advisor that the proposed amendments comply with Hong Kong laws as well as Listing Rules requirements. This special business will be considered as a special resolution at the AGM, which requires at least 75% of the votes cast by Shareholders attending and entitled to vote at the AGM.
29. The Chinese translation of the Articles is for Shareholders' reference only. In case there is any inconsistency between the English and Chinese version, the English version shall prevail.

BOARD RECOMMENDATIONS


30. The Directors consider that each of the Resolutions (1) to (6) as set out in the Notice of AGM is in the best interests of the Company and its Shareholders as a whole, accordingly, recommend Shareholders to vote in favour of the proposed resolutions.

VOTING ARRANGEMENT

31. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the Notice of the AGM will be decided by poll. The chairman of the AGM will demand, pursuant to Article 78 of the Articles, that all resolutions set out in the Notice of the AGM be decided by poll.
32. On a poll, every Shareholder presents in person or by proxy shall have one vote for every share held by that Shareholder. An explanation of the detailed procedures of voting by poll will be provided to the Shareholders at the AGM. The results of the poll will be published on the websites of the Company and the Stock Exchange after market close on the AGM date.

INFORMATION ON DIRECTORS PROPOSED TO BE RE-ELECTED

Information on Directors standing for re-election at the AGM is set out below:

	Director Since	Board Committee membership(s)	Emoluments received for 2023 (HK\$)	Interests in shares within the meaning of Part XV of SFO as at the Latest Practicable Date
Lui Kon Wai <i>Executive Director and Chief Operating Officer</i> Age: 58	2021	N/A	12,335,000	100 shares and 1,311,000 Options (Personal Interests)

Under the leadership of the executive Chairman, Mr. Lui is responsible for translating and executing the Group's strategy and vision into operational and financial attainment, and driving the Group's business growth, development and investment. He has over 30 years of experience as a senior executive in the property industry globally, covering acquisitions, development and asset management for residential, office, retail and large-scale mixed-use developments in Hong Kong, Mainland China and overseas. Mr. Lui holds a Master of Business Administration from the University of Warwick, the United Kingdom. He is also a Fellow of the Royal Institution of Chartered Surveyors.

Following review by the Remuneration Committee and, in turn, the Board in February 2024, Mr. Lui's compensation package as Executive Director and Chief Operating Officer for 2024 includes a fixed package (including base salary and pensions) of HK\$5,952,811 per annum, and will be entitled to a performance bonus at a level to be approved by the Remuneration Committee having regard to the performance of the Group and the individual concerned. He may also be granted long-term incentives in the form of share awards and/or share options. This compensation package is determined having considered the level of responsibility, experience and abilities required of him as the Executive Director and the Chief Operating Officer and the remuneration offered for similar positions in comparable companies. Mr. Lui was appointed as the Group's Chief Operating Officer in December 2016 and Executive Director in October 2021. He also serves as a director of certain subsidiaries of the Group.

Save as disclosed above, Mr. Lui has no relationships with any Directors, senior management, substantial or controlling Shareholders of the Company. There is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules.

INFORMATION ON DIRECTORS PROPOSED TO BE RE-ELECTED



	Director Since	Board Committee membership(s)	Emoluments received for 2023 (HK\$)	Interests in shares within the meaning of Part XV of SFO as at the Latest Practicable Date
Chung Cordelia <i>Independent Non-Executive Director</i> Age: 64	2023	Member of Remuneration Committee, Member of Nomination Committee	222,611	Nil

Ms. Chung has extensive multinational experiences specializing in information technology, with knowledge in the building industry. She was trained and practices as a lawyer. Ms. Chung spent over 20 years with IBM China/Hong Kong Limited (“IBM”). She was the first Asian female executive to serve on the IBM chairman and chief executive officer’s strategy team, responsible for setting global directions for IBM. She held senior leadership positions at IBM, including regional general manager for Southeast Asian countries, general manager for Hong Kong and Macau and general counsel for Asia Pacific. Ms. Chung currently serves as an independent non-executive director and the chairman of the remuneration committee of Hang Seng Bank Limited, an independent non-executive director of HKBN Ltd. and a non-executive director of Arup Group Limited. She is the chairperson of Maryknoll Convent School Foundation Limited and a consultant at Raymond T.Y. Chan, Victoria Chan & Co. Ms. Chung also serves as a member of the Court of City University of Hong Kong and a member of the Human Resources Planning Commission of the HKSAR Government. Ms. Chung received the Directors of the Year Award 2022 for “Statutory/Non-profit-distributing Organisations Non-Executive Directors” by The Hong Kong Institute of Directors. Ms. Chung was previously a non-executive director of Hong Kong Science and Technology Parks Corporation and Grosvenor Asia Pacific Limited, a member of the Research Grants Council of the HKSAR Government, Dalian Committee of the Chinese People’s Political Consultative Conference and the Personal Data (Privacy) Advisory Committee of the Office of the Privacy Commissioner for Personal Data, Hong Kong. Ms. Chung was also a trustee of the board, the chairman of the promotion and development committee and member of audit and risk committee of the Singapore University of Technology and Design. Ms. Chung holds a Bachelor of Laws (Hons) from the University of Hong Kong.

Ms. Chung has confirmed to the Board her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules. She has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company. The Board is not aware of any circumstance that might influence Ms. Chung in exercising independent judgment, and is satisfied that she has the required character, integrity, independence and experience to continue to fulfill the role of an Independent Non-Executive Director.

Ms. Chung was appointed as an Independent Non-Executive Director in May 2023. She received Director fee of HK\$175,580 and a fee of HK\$28,219 and HK\$18,812 for serving as a member of the Remuneration Committee and a member Nomination Committee respectively on a pro-rata basis in 2023.

Save as disclosed above, Ms. Chung has no relationships with any Directors, senior management, substantial or controlling shareholders of the Company. There is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules.

INFORMATION ON DIRECTORS PROPOSED TO BE RE-ELECTED



	Director Since	Board Committee membership(s)	Emoluments received for 2023 (HK\$)	Interests in shares within the meaning of Part XV of SFO as at the Latest Practicable Date
Poon Chung Yin Joseph <i>Independent Non-Executive Director</i> Age: 69	2010	Chairman of Audit and Risk Management Committee, Member of Nomination Committee	506,907	Nil

Mr. Poon is a non-executive director of Tai Chong Cheang Group, a member of Advising Committee of Asia Pacific Institute for Strategy and a board advisor of Clean Air Network. He was formerly an independent non-executive director of AAC Technologies Holdings Inc., the group managing director and deputy chief executive officer of Tai Chong Cheang Group, and managing director and deputy chief executive of Hang Seng Bank Limited, and held senior management posts with HSBC Group and a number of internationally-renowned financial institutions. Mr. Poon was the former chairman of Hang Seng Index Advisory Committee, Hang Seng Indexes Company Limited, a former member of the Board of Inland Revenue of Hong Kong Special Administrative Region and the Environment and Conservation Fund Investment Committee, and a former committee member of the Chinese General Chamber of Commerce, Hong Kong. Mr. Poon holds a Bachelor of Commerce degree from the University of Western Australia, is a member of Chartered Accountants Australia and New Zealand, and the Hong Kong Institute of Certified Public Accountants. Mr. Poon is also a Fellow of the Hong Kong Institute of Directors.

Mr. Poon has confirmed to the Board his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules. He has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company. The Board is not aware of any circumstance that might influence Mr. Poon in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to continue to fulfill the role of an Independent Non-Executive Director.

Mr. Poon received Director fee of HK\$280,000 and a fee of HK\$180,000 for serving as a Chairman of the Audit and Risk Management Committee, and a fee of HK\$16,907 and HK\$30,000 for serving as a member of the Remuneration Committee (on a pro-rata basis) and a member of Nomination Committee respectively in 2023.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules.

INFORMATION ON DIRECTORS PROPOSED TO BE RE-ELECTED



	Director Since	Board Committee membership(s)	Emoluments received for 2023 (HK\$)	Interests in shares within the meaning of Part XV of SFO as at the Latest Practicable Date
Wong Ching Ying Belinda <i>Independent Non-Executive Director</i> Age: 52	2018	Member of Sustainability Committee	310,000	Nil

Ms. Wong is currently the chairman and the Chief Executive Officer of Starbucks China. Ms. Wong joined Starbucks Coffee Company in 2000 and held leadership positions across a variety of business units and geographies, including marketing director for the Asia Pacific region of Starbucks Coffee, managing director of Starbucks Singapore and general manager of Starbucks Hong Kong. Ms. Wong has extensive experience in retail, food and beverage, people, brand development and growth strategy across the Greater China and Asia Pacific regions. Prior to joining Starbucks group in 2000, Ms. Wong was the marketing manager of McDonald's China Development Company. Currently, she is an independent director of Canada Goose Holdings Inc. (listed on the New York Stock Exchange and Toronto Stock Exchange) and serves as a member of the Faculty Advisory Board for the University of British Columbia's Sauder School of Business. Ms. Wong was an independent non-executive director of Television Broadcasts Limited. Ms. Wong holds a bachelor of commerce degree with a major in finance from the University of British Columbia in Canada.

Shanghai Starbucks Coffee Enterprise Co., Ltd., a wholly-owned subsidiary of Starbucks Corporation (listed on NASDAQ), is one of the tenants of a commercial complex located in Shanghai, the People's Republic of China, owned by an associate of the Company. The revenue or profit derived from those leases indirectly as the share of results of an associate is immaterial (less than 1% of the Company's turnover or equity attributable to owners of the Company or total assets of the Company for the year ended 31 December 2023) to the Group. During her term as an Independent Non-Executive Director, Ms. Wong will abstain from voting on any Board resolution in relation to any business dealings with the Starbucks group. Since operational matters (office/retail leasing) are unlikely to be considered at Board level, any conflict of interest is regarded as unlikely to occur in practice. Ms. Wong has ceased to be a director of certain entities of Starbucks Coffee Company (including Shanghai Starbucks Coffee Enterprise Co., Ltd.) in 2022.

Ms. Wong has confirmed to the Board her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules. She has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company. The Board is not aware of any circumstance that might influence Ms. Wong in exercising independent judgment, and is satisfied that she has the required character, integrity, independence and experience to continue to fulfill the role of an Independent Non-Executive Director.

Ms. Wong received Director fee of HK\$280,000 and a fee of HK\$30,000 for serving as a member of the Sustainability Committee in 2023.

Save as disclosed above, Ms. Wong has no relationships with any Directors, senior management, substantial or controlling Shareholders of the Company. There is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules.

EXPLANATORY STATEMENT ON PROPOSED SHARE REPURCHASE MANDATE

This Explanatory Statement includes information required under Rule 10.06(1)(b) of the Listing Rules to be given to the Shareholders in connection with the proposed Share Repurchase Mandate to be granted to the Directors.

Share Capital

1. As at the Latest Practicable Date, the Company has a total of 1,027,008,223 issued shares.
2. On the basis that no further shares are issued or repurchased prior to the AGM, the Directors would be authorized to repurchase a maximum of 102,700,822 shares.

Reasons for Repurchase

3. The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole.
4. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share and will only be made when the Directors believe that such a purchase will benefit the Company and its Shareholders.

Funding of Repurchase

5. In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the laws of Hong Kong. Such funds may include the distributable profits of the Company and/or the proceeds of a new issue of shares made for the purpose of the repurchase.
6. In the event that the proposed Share Repurchases Mandate is exercised in full, there might have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Annual Report 2023 and Financial Statements for the year ended 31 December 2023). However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

EXPLANATORY STATEMENT ON PROPOSED SHARE REPURCHASE MANDATE

Share Prices

7. The highest and lowest prices at which the shares have traded on the Stock Exchange during each of the previous 12 months and as at the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
Year of 2023		
March	25.45	21.80
April	24.00	22.15
May	22.95	19.86
June	20.45	19.04
July	19.48	17.80
August	18.54	16.24
September	16.80	14.70
October	15.10	14.30
November	15.42	14.48
December	15.50	14.20
Year of 2024		
January	15.40	13.08
February	13.80	12.82
22 March (Latest Practicable Date)	12.86	11.72

Exercise of Repurchase Power

8. The Directors will exercise the power of the Company to repurchase its own shares pursuant to resolution 5 in accordance with the Listing Rules and the laws of Hong Kong.
9. None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any shares to the Company under the Share Repurchase Mandate if such mandate is approved by the Shareholders.
10. No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell shares to the Company or has undertaken not to do so in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Codes on Takeovers and Mergers and Share Buy-backs (the "Takeovers Code")

11. If, as a result of share repurchases by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could, depending on the level of increase of Shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.
12. As at the Latest Practicable Date, Lee Hysan Company Limited is the substantial Shareholder, interested in approximately 42.17% of the issued shares of the Company and in the event that the Directors exercise in full the power to repurchase shares which are proposed to be granted pursuant to the Share Repurchase Mandate, the shareholding of Lee Hysan Company Limited would be increased to approximately 46.86%.

EXPLANATORY STATEMENT ON PROPOSED SHARE REPURCHASE MANDATE

13. Such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would result in takeover obligations.
14. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Share Repurchase Mandate.

Share Repurchase made by the Company

15. The Company has not made any repurchase of the shares during six months prior to the Latest Practicable Date.

No Unusual Feature

16. The Directors confirm neither this Explanatory Statement nor the Share Repurchase Mandate has any unusual features.

EXPLANATORY STATEMENT ON PROPOSED AMENDMENTS TO THE ARTICLES

The followings set out in details the proposed amendments to the English version of Articles. The background and purposes of the amendments are summarized in the “Business of the Meeting – Resolution 6” section.

The proposed amendments:

1. Article 2

- (1) By deleting the word “and” at the end of the definition of “year”; and
- (2) By adding the following definition of “virtual meeting technology” immediately after the definition of “year”:

“virtual meeting technology” shall mean a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting; and”

2. Article 68

By deleting the words “and place” at the last sentence and replacing them with the words “, such place(s) and/or with such virtual meeting technology”.

3. Article 71

- (1) By deleting the words “shall specify the place, the day and the hour of meeting” in the sixth line immediately after the words “for which it is given, and”; and
- (2) By adding the following at the end of Article 71:

“The notice shall specify:

- (a) the date and time of the meeting; and
- (b) either or both of the following:
 - (i) the place(s) of the meeting;
 - (ii) the virtual meeting technology to be used for holding the meeting.”

EXPLANATORY STATEMENT ON PROPOSED AMENDMENTS TO THE ARTICLES

4. Article 71A

- (1) By deleting the words “place and/or time” in the fourth line immediately after the words “unreasonable to hold the meeting at the declared” and replacing them with the words “time, place(s) and/or with the declared virtual meeting technology”;
- (2) By deleting the word “place” in the fifth line immediately before the words “and/or postpone” and replacing it with the words “place(s) and/or virtual meeting technology,”;
- (3) By deleting the word “place” in the sixth line immediately before the words “and/or postpone” and replacing it with the words “place(s) and/or virtual meeting technology,”; and
- (4) By deleting the word “place” in the third line of sub-paragraph (a) immediately before the words “and/or postponement” and replacing it with the words “place(s) and/or virtual meeting technology.”

5. Article 74

By adding the following sentence at the end of Article 74:

“For the purpose of this article, a person who attends a general meeting by using the virtual meeting technology specified in the notice of the meeting is to be regarded as being present while so attending if the person has the rights to speak and vote at the meeting and the person is able to exercise such rights.”

6. Article 75

By deleting the word “and place” in the fourth line immediately before the words “as shall be decided by the Directors” and replacing it with the words “, place(s) and/or with such virtual meeting technology”.

7. Article 77

- (1) By adding the sentence “When adjourning a meeting under this article, the Chairman may specify the date and time, and either or both of the place(s) and/or the virtual meeting technology to be used, of the adjourned meeting.” immediately after the first sentence; and
- (2) By deleting the words “place, the day and the hour” in the fifth line immediately before the words “of the adjourned meeting” and replacing them with the words “date and time and either or both of the place(s) and/or the virtual meeting technology to be used,”.

8. Article 77A

- (1) By deleting the word “The” at the beginning of the article and replacing it with the following:

“A general meeting may take place at one or more meeting location(s) specified in the notice of the meeting with or without the use of any virtual meeting technology, or with the use of virtual meeting technology specified in the notice of the meeting without any physical meeting location. Irrespective of whether a general meeting would be held with any virtual meeting technology, the”;

EXPLANATORY STATEMENT ON PROPOSED AMENDMENTS TO THE ARTICLES

- (2) By deleting the words “. Members can” in the third line immediately before the words “simultaneously attend” and replacing them with the words “, and to”;
- (3) By adding the word “meeting” immediately before the word “location” in the fourth line;
- (4) By deleting the words “, provided that at least one location shall be in Hong Kong which shall be the principal meeting place for the general meeting” immediately after the word “Board” in the fifth line;
- (5) By deleting the words “, and the meeting shall be deemed to take place at, the principal meeting place;” immediately after the words “shall be present at” in sub-paragraph (b) and replacing them with the words “any of the meeting place or attend by using the virtual meeting technology specified in the notice of the meeting; and”;
- (6) By deleting the words “other than the principal meeting place” immediately after the words “for enabling those in a location” in the third line of sub-paragraph (c);
- (7) By adding the word “meeting” immediately before the word “location” wherever it appears in sub-paragraph (c);
- (8) By deleting the words “the principal meeting place” immediately after the words “the validity of the meeting at” in the fifth line of subparagraph (c) and replacing them with the words “other meeting place(s) and/or by way of virtual meeting technology”;
- (9) By deleting the words “; and” at the end of sub-paragraph (c) and replacing them with a full stop; and
- (10) By deleting sub-paragraph (d) in its entirety.

9. Article 77B

- (1) By deleting the word “The” at the beginning of the article and replacing it with the words “Irrespective of whether a general meeting would be held with any virtual meeting technology, the”;
- (2) By adding the words “or by way of virtual meeting technology” immediately after the words “one of the other locations” in the eighth line; and
- (3) By adding the word “meeting” immediately before the word “location” wherever it appears.

10. Article 77C

- (1) By deleting the words “the principal meeting place or at such other location or locations” immediately after the words “the facilities at” in the first line of sub-paragraph (a) and replacing them with the words “any physical meeting location”;
- (2) By adding the word “or” at the end of sub-paragraph (d); and

EXPLANATORY STATEMENT ON PROPOSED AMENDMENTS TO THE ARTICLES

(3) By adding the following sub-paragraph immediately after sub-paragraph (d):

“(e) technical issues in relation to the virtual meeting technology specified in the notice for the meeting arises, and such issues cannot be overcome within a reasonable period of time and may affect the rights to speak and vote of the persons entitled to do so at the meeting;”

11. Article 77D

(1) By deleting the words “the principal meeting place” immediately before the words “is inadequate” in the first line of sub-paragraph (a) and replacing them with the words “any physical meeting location”;

(2) By adding the words, “whether or not by way of the virtual meeting technology specified in the notice of the meeting,” immediately after the words “speak, vote and participate in the business” in the fifth line of sub-paragraph (a);

(3) By deleting the words “to a time, date and place he decides; requirements” immediately after the words “adjourning the meeting” in the fourth line of sub-paragraph (b) and replacing them with “; specifying the date and time, and either or both of the place(s) and/or the virtual meeting technology to be used, of the adjourned meeting; requiring”; and

(4) By deleting the words “the restriction of” immediately before the words “items that may be taken into” in the sixth line of sub-paragraph (b) and replacing them with the word “restricting”.

12. Article 79

By adding the words “or the virtual meeting technology specified in the notice of the meeting” immediately after the words “ballot or voting papers or tickets” in the second line.