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## **This document is important and requires your immediate attention**

**If you are in any doubt** about this document, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Swire Pacific Limited (“the Company”), you should at once hand this document and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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### **SWIRE PACIFIC LIMITED**

(Incorporated in Hong Kong under the Companies Ordinance)  
(Stock Codes: 00019 and 00087)

### **NOTICE OF ANNUAL GENERAL MEETING**

**AND**

**PROPOSALS FOR**

**GENERAL MANDATES TO ISSUE SHARES**

**AND**

**REPURCHASE SHARES**



**Executive Directors:**

C D Pratt, CBE, Chairman

M Cubbon

P A Kilgour, Finance Director

I S C Shiu

J R Slosar

**Non-Executive Directors:**

Baroness Dunn, DBE

J W J Hughes-Hallett, SBS

P A Johansen

M B Swire

**Independent Non-Executive Directors:**

T G Freshwater

C K M Kwok

C Lee

M Leung

M C C Sze, GBS, CBE, ISO, JP

M M T Yang

**Registered Office:**

33rd Floor, One Pacific Place,

88 Queensway,

Hong Kong.

# SWIRE PACIFIC LIMITED

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

8th April 2011

To the shareholders  
Dear Sir or Madam,

## NOTICE OF MEETING

1. Notice of the annual general meeting (“AGM”) for 2011 is set out on pages 5 to 6 of this circular. Enclosed with this circular is a form of proxy for use at that meeting. Whether or not you intend to be present at the 2011 AGM you are requested to complete the form of proxy and return it to the Registrars of the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding that meeting.
2. The completion of a form of proxy and returning it to the Registrars of the Company will not preclude you from attending and voting in person at the meeting and, in such event, the appointment of the proxy will be deemed to be revoked.

## GENERAL MANDATES

3. At the AGM of the Company held on 13th May 2010, ordinary resolutions were passed giving general mandates to Directors (i) to make on-market share repurchases (within the meaning of the Code on Share Repurchases) of up to 10 per cent of the issued share capital of the Company as at 13th May 2010; and (ii) to allot, issue and otherwise deal with shares equal to 20 per cent of the shares of the Company in issue at 13th May 2010 provided that the shares which may be allotted wholly for cash shall not exceed 5 per cent of the shares in issue at 13th May 2010.
4. Under the Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”), these general mandates lapse at the conclusion of the AGM for 2011, unless renewed at that meeting. Resolutions (Resolutions 4 and 5) will be proposed to renew the mandates for on-market share repurchase and issue of additional shares. The Explanatory Statement required by the Listing Rules to be sent to shareholders in connection with the proposed repurchase resolution is set out in the Appendix to this circular.

## ELECTION / RE-ELECTION OF DIRECTORS

5. In relation to Resolution 2, M Cubbon, Baroness Dunn, T G Freshwater, C Lee, M Leung and M C C Sze, who will retire at the forthcoming AGM, will offer themselves for re-election in accordance with Article 93 of the Company’s Articles of Association. I S C Shiu, who has been appointed as Director of the Company since the last AGM, will also retire pursuant to Article 91 and offer himself for election. Separate resolutions will be proposed for the election / re-election of these Directors. Their particulars and interests in the shares of the Company are provided in the “Directors and Officers” and the “Directors’ Report” sections in the Company’s Annual Report 2010 which accompanies this circular. Other than as disclosed therein, they are not related to any Director, senior management or substantial shareholders of the Company.
6. Each of the persons proposed for election / re-election as Directors has entered into a letter of appointment, which constitutes a service contract, with the Company. In accordance with the Company’s Articles of Association, they will retire at the third AGM after election / re-election and will be eligible for re-election.

7. Baroness Dunn, a Non-Executive Director, does not receive any emolument or director's fee from the Company. The remuneration of M Cubbon and I S C Shiu, Executive Directors, are determined in accordance with the policy reviewed by the Remuneration Committee. Those elected as Independent Non-Executive Directors, i.e., T G Freshwater, C Lee, M Leung and M C C Sze are entitled to the Directors' fee determined by the Board.
8. The Company's remuneration policy and the fees paid to Directors are set out in the "Corporate Governance" section of the Company's Annual Report 2010 and particulars of all the Directors' remuneration are given in note 9 to the Accounts.
9. Save for the information set out in paragraphs 5 to 8 above, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that needs to be brought to the attention of shareholders in respect of the persons proposed for election / re-election as Directors at the 2011 AGM.

### **DIRECTORS' FEE**

10. At the 2007 AGM, shareholders resolved that directors' fees not exceeding an aggregate sum of HK\$6 million be paid in any one year. This has remained unchanged in spite of an increase in the number of Directors. A resolution (Resolution 6) will be proposed to increase the maximum aggregate sum to HK\$9 million in any one year.
11. Your Directors believe that the proposals described in this document are in the interests of the Company and its shareholders and accordingly recommend you to vote in favour of all of the resolutions to be proposed at the AGM.

Yours faithfully,

**Christopher Pratt**  
*Chairman*

# SWIRE PACIFIC LIMITED

## APPENDIX

The following is the Explanatory Statement required to be sent to shareholders under the Listing Rules in connection with the proposed general mandate for repurchase of shares and also constitutes the Memorandum required under section 49BA of the Companies Ordinance.

1. It is proposed that up to 10 per cent of any class of the Company's shares in issue at the date of the passing of the resolution to approve the general mandate may be repurchased. As at 24th March 2011, the latest practicable date for determining such figure ("Latest Practicable Date"), the number of 'A' Shares in issue was 905,578,500 and the number of 'B' Shares in issue was 2,995,220,000. On the basis of such figures (and assuming no shares are issued or repurchased after 24th March 2011 and up to the date of passing such resolution) the Directors would be authorised to repurchase up to 90,557,850 'A' Shares and up to 299,522,000 'B' Shares.

2. The Directors believe that the ability to repurchase shares is in the interests of the Company and its shareholders.

Repurchases may, depending on the circumstances, result in an increase in net assets and / or earnings per share. The Directors are seeking the grant of a general mandate to repurchase shares to give the Company the flexibility to do so if and when appropriate. The number(s) and class(es) of shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

3. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

4. There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its published audited accounts for the year ended 31st December 2010) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the general mandate to such 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.

5. There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any associates (as defined in the Listing Rules) of Directors who have a present intention, in the event that the general mandate is granted by shareholders, to sell shares to the Company.

6. The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the general mandate in accordance with the Listing Rules and the laws of Hong Kong.

7. If as the result of a repurchase of shares a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for purposes of the Hong Kong Code on Takeovers and Mergers ("Takeover Code"). As a result, a shareholder, or group of shareholders acting in concert depending on the level of increase of shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeover Code.

8. The Directors are not aware of any consequences which would arise under the Takeover Code as a consequence of any purchases pursuant to the general repurchase mandate. In the event of full exercise of the repurchase mandate and the maintenance by John Swire & Sons Limited of its present shareholding (amounting to approximately 57.63% of the votes attaching to the issued share capital of the Company at the Latest Practicable Date), the percentage of the votes attaching to the share capital owned by John Swire & Sons Limited would increase to 64.03%. Accordingly, such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeover Code.
9. No shares have been purchased by the Company in the previous six months (whether on the Stock Exchange or otherwise).
10. No connected persons (as defined in the Listing Rules) of the Company have notified it of a present intention to sell shares of the Company to the Company and no such persons have undertaken not to sell any such shares to the Company in the event that the general mandate is granted by shareholders.
11. The highest and lowest prices at which shares of the Company have traded on the Stock Exchange in each of the previous twelve months are as follows:

|                     | Highest (HK\$) |            | Lowest (HK\$) |            |
|---------------------|----------------|------------|---------------|------------|
|                     | 'A' Shares     | 'B' Shares | 'A' Shares    | 'B' Shares |
| March 2010          | 95.45          | 17.98      | 87.20         | 16.40      |
| April 2010          | 98.00          | 18.00      | 87.60         | 16.54      |
| May 2010            | 89.30          | 16.64      | 79.95         | 14.82      |
| June 2010           | 90.90          | 16.70      | 82.95         | 15.50      |
| July 2010           | 94.95          | 17.64      | 88.20         | 16.70      |
| August 2010         | 99.00          | 18.08      | 92.00         | 17.26      |
| September 2010      | 110.00         | 20.05      | 94.05         | 17.70      |
| October 2010        | 114.70         | 21.05      | 105.80        | 19.66      |
| November 2010       | 130.00         | 23.90      | 110.60        | 20.80      |
| December 2010       | 129.00         | 23.60      | 117.80        | 21.30      |
| January 2011        | 137.20         | 25.00      | 122.10        | 22.25      |
| February 2011       | 123.50         | 22.65      | 105.00        | 19.50      |
| 1st-24th March 2011 | 115.90         | 21.40      | 106.00        | 20.10      |

# SWIRE PACIFIC LIMITED

## NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that an ordinary general meeting of the shareholders of Swire Pacific Limited, being the annual general meeting for 2011, will be held at the Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 19th May 2011 at 10:00 a.m. to receive the report of the Directors and the audited accounts for the year ended 31st December 2010 and:

1. To declare final dividends.
2. To elect / re-elect Directors.
3. To re-appoint auditors and authorise the Directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass the following resolutions:

### Ordinary Resolutions

4. THAT:

- (a) subject to paragraph (b), the exercise by the Directors during the Relevant Period of all the powers of the Company to make on-market share repurchases (within the meaning of the Code on Share Repurchases) be approved;
- (b) the aggregate nominal amount of any class of the Company's shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the shares of that class in issue at the date of passing this Resolution; and
- (c) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until 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; and
  - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

references to "shares" include securities which carry a right to subscribe for or purchase shares.

5. THAT:

- (a) subject to paragraph (b), the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares and to make or grant offers, agreements and options which will or might require the exercise of such powers during or after the end of the Relevant Period be approved;

(b) the aggregate nominal amount of shares of any class allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares, shall not exceed the aggregate of 20 per cent of the aggregate nominal amount of the shares of that class in issue at the date of passing this Resolution provided that the aggregate nominal amount of the shares of any class so allotted (or so agreed conditionally or unconditionally to be allotted) pursuant to this Resolution wholly for cash shall not exceed 5 per cent of the aggregate nominal amount of the shares of that class in issue at the date of passing this Resolution; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; and
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares to holders of shares 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 or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

6. THAT the aggregate fees paid to the Directors in any one year shall not exceed HK\$9 million.

By order of the Board  
**David Fu**  
Secretary

Hong Kong, 8th April 2011

Notes:

1. Any member 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. All proxies must be deposited with the Registrars, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the meeting.
3. The Directors have recommended the payment of final dividends for 2010 of HK¢250 per ‘A’ share and HK¢50 per ‘B’ share. If approved, it is expected that the dividends will be paid to shareholders on Thursday, 2nd June 2011.
4. The registers of shareholders will be closed from 16th to 19th May 2011, both days inclusive. To rank for the final dividends, all transfers should be lodged with the Company’s Registrars, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 13th May 2011.
5. The Directors retiring are M Cubbon, Baroness Dunn, T G Freshwater, C Lee, M Leung, M C C Sze and I S C Shiu. Separate resolutions will be proposed for the election / re-election of these Directors.
6. Each of the resolutions set out in this notice will be voted on by poll.