
**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 Properties 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 PROPERTIES LIMITED

太古地產有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1972)

NOTICE OF ANNUAL GENERAL MEETING

AND

PROPOSALS FOR

GENERAL MANDATES TO ISSUE SHARES

AND

BUY BACK SHARES

Executive Directors:

J.R. Slosar, *Chairman*

G.M.C. Bradley, *Chief Executive*

M.M.S. Low, *Finance Director*

D.C.Y. Ho

G.J. Ongley

Non-Executive Directors:

M. Cubbon

P. Healy

R.S.K. Lim

M.B. Swire

Independent Non-Executive Directors:

S.E. Bradley

J.C.C. Chan, GBS, JP

P.K. Etchells

S.T. Fung

S.C. Liu, JP

Registered Office:

33rd Floor

One Pacific Place

88 Queensway

Hong Kong

A Chinese translation of this circular is available upon request from the Company's Registrars.
本通函的中文譯本於本公司之股份登記處備索。

7th April 2016

To the shareholders

Dear Sir or Madam,

NOTICE OF MEETING

1. Notice of the annual general meeting (“AGM”) for 2016 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 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 19th May 2015, ordinary resolutions were passed giving general mandates to Directors (i) to make on-market share buy-backs (within the meaning of the Code on Share Buy-backs) of up to 10 per cent of the number of shares of the Company in issue at 19th May 2015; and (ii) to allot, issue and otherwise deal with additional shares equal to 20 per cent of the number of shares of the Company in issue at 19th May 2015 provided that the aggregate number of the shares which may be allotted wholly for cash shall not exceed 5 per cent of the number of shares in issue at 19th May 2015.
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 forthcoming AGM, unless renewed at that meeting. Resolutions (Resolutions 3 and 4) will be proposed to renew the mandates for on-market share buy-backs and issues of additional shares. The Explanatory Statement required by the Listing Rules to be sent to shareholders in connection with the proposed buy-back resolution is set out in the Appendix to this circular.

RE-ELECTION OF DIRECTORS

5. In relation to Resolution 1, G.M.C. Bradley, S.E. Bradley, J.C.C. Chan, M. Cubbon, P.K. Etchells, S.T. Fung, S.C. Liu and M.B. Swire, 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. Confirmation has been received from all Independent Non-Executive Directors that they are independent as set out in Rule 3.13 of the Listing Rules.
6. Separate resolutions will be proposed for the 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 2015 which accompanies this circular. Other than as disclosed therein, they are not related to any Director, senior management or substantial shareholders of the Company.

In relation to J.C.C. Chan, he was appointed as an Independent Non-Executive Director of Guangdong Investment Limited (stock code: 270) (“GDI”) in June 1998. GDI was incorporated in Hong Kong on 5th January 1973. At present, the principal activities of GDI and its subsidiaries (the “GDI Group”) include investment holding, property holding and investment, investment in infrastructure and energy projects, water supply to Hong Kong and to Shenzhen and Dongguan in the mainland of the People’s Republic of China, hotel ownership and operations, hotel management and department stores operation.

As disclosed in GDI’s announcement dated 23rd December 2000, the debt restructuring of the GDI Group (including the Bank Debt Restructuring, the Bond Restructuring, the 2001 FRN Restructuring, the 2000 FRN Restructuring and the US\$27 million Bond Restructuring as defined in the said announcement) became effective on 22nd December 2000. Debts subject to restructuring at GDI level amounted to approximately HK\$4.5 billion and debts subject to restructuring at selected stand alone subsidiaries amounted to an additional HK\$2.3 billion approximately. As announced by GDI on 6th May 2003, all outstanding financial indebtedness of GDI (including those under guarantees issued by GDI) under the debt restructuring scheme pursuant to the master override agreement dated 15th December 2000 between GDI and its financial creditors (“MOA”) was repaid and settled in full on 2nd May 2003. All the stand alone override agreements relating to the debt restructuring schemes for the stand alone subsidiaries of GDI had likewise been completed. All professional fees relating to the debt restructuring scheme as aforesaid had since further been ascertained and settled in full. Accordingly the MOA had been completed and terminated automatically in November 2003, and GDI had been fully released from any further obligation under, and had successfully exited from, its debt restructuring completely.

7. Each of the persons proposed for 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 re-election and will be eligible for re-election.
8. M. Cubbon and M.B. Swire, Non-Executive Directors, do not receive any emolument or director’s fee from the Company. The remuneration of G.M.C. Bradley, Executive Director, is determined in accordance with the policy reviewed by the Remuneration Committee. Those standing for re-election as Independent Non-Executive Directors, i.e. S.E. Bradley, J.C.C. Chan, P.K. Etchells, S.T. Fung and S.C. Liu, are entitled to the Directors’ fee determined by the Board and have fulfilled all the factors for assessing independence set out in Rule 3.13 of the Listing Rules.
9. 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 2015 and particulars of all the Directors’ remuneration are given in note 9 to the Financial Statements.
10. Save for the information set out in paragraphs 5 to 9 above, there is no information to be disclosed pursuant to any of the requirements of 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 re-election as Directors at the 2016 AGM.
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,

John Slosar
Chairman

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 buy-backs of shares and also constitutes the Memorandum required under section 239 of the Companies Ordinance.

1. It is proposed that up to 10 per cent of the Company's shares in issue at the date of the passing of the resolution to approve the general mandate may be bought back. As at 18th March 2016, the latest practicable date for determining such figure ("Latest Practicable Date"), the number of shares in issue was 5,850,000,000. On the basis of this figure (and assuming no shares are issued or bought back after 18th March 2016 and up to the date of passing such resolution) the Directors would be authorised to buy back up to 585,000,000 shares.
2. The Directors believe that the ability to buy back shares is in the interests of the Company and its shareholders.

Buy-backs 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 buy back shares to give the Company the flexibility to do so if and when appropriate. The number of shares to be bought back on any occasion and the price and other terms upon which the same are bought back 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 buy-back 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 financial statements for the year ended 31st December 2015) in the event that the proposed share buy-backs were to be carried out in full at any time during the proposed buy-back 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 close 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 buy back its own shares pursuant to the general mandate in accordance with the Listing Rules and the laws of Hong Kong.
7. If as the result of a buy-back 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 ("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.

8. Listing Rule 8.08(1) of the Listing Rules requires that at least 25% of an issuer's total number of issued shares must at all times be held by the public. The Company has been granted by the Stock Exchange a waiver from strict compliance with Listing Rule 8.08(1) so as to allow a lower public float percentage of 10% (or such higher percentage as may be held by the public upon completion of the spin-off of the Company). Immediately upon completion of the spin-off of the Company by way of a separate listing of the shares of the Company on the Main Board of the Stock Exchange on 18th January 2012, the public float percentage was approximately 10.28%.

The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any buy-backs pursuant to the general buy-back mandate, save that in the event of full exercise of the buy-back mandate and the maintenance by Swire Pacific Limited of its present direct shareholding (amounting to approximately 82% of the total number of issued shares of the Company at the Latest Practicable Date) the present interest in 4,796,765,835 shares of the Company held by Swire Pacific Limited would exceed 89.72% and the percentage of the Company's total number of issued shares held by the public would fall below 10.28%. However, the Directors have no current intention to exercise the buy-back mandate to such an extent as would give rise to this situation.

9. No shares have been bought back by the Company in the previous six months (whether on the Stock Exchange or otherwise).
10. No core 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\$)
March 2015	26.15	23.05
April 2015	27.00	23.80
May 2015	27.75	26.20
June 2015	27.00	24.50
July 2015	26.00	22.60
August 2015	25.15	21.20
September 2015	23.65	21.10
October 2015	24.45	21.50
November 2015	23.65	21.55
December 2015	23.55	21.65
January 2016	22.40	18.78
February 2016	20.55	19.06
1st – 18th March 2016	21.50	19.72

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that an ordinary general meeting of the shareholders of Swire Properties Limited, being the annual general meeting for 2016, will be held at the Ballroom, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 10th May 2016 at 2:30 p.m. to receive the report of the Directors and the audited financial statements for the year ended 31st December 2015 and:

1. To re-elect Directors.
2. 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

3. 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 buy-backs (within the meaning of the Code on Share Buy-backs) be approved;
 - (b) the aggregate number of shares which may be bought back pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the number of shares 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; andreferences to “shares” include securities which carry a right to subscribe for or purchase shares.
4. 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 number of shares 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 20 per cent of the number of shares in issue at the date of passing this Resolution provided that the aggregate number of shares 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 number of shares 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

“Rights Issue” means an offer of shares to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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).

By Order of the Board

David Fu

Company Secretary

Hong Kong, 7th April 2016

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 Company’s 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 or any adjourned meeting thereof.
3. The register of members will be closed from 5th to 10th May 2016, both days inclusive. In order to be entitled to attend and vote at the annual general meeting, 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 Wednesday, 4th May 2016.
4. The Directors retiring are G.M.C. Bradley, S.E. Bradley, J.C.C. Chan, M. Cubbon, P.K. Etchells, S.T. Fung, S.C. Liu and M.B. Swire. Separate resolutions will be proposed for their re-election. G.J. Ongley will also retire this year but does not offer himself for re-election.
5. Each of the resolutions set out in this notice will be voted on by poll.