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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Tai Sang Land Development Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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TAI SANG LAND DEVELOPMENT LIMITED

大生地產發展有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 89)

**PROPOSALS FOR
GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE SHARES
AND RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Tai Sang Land Development Limited (the “Company”) to be held at Dragon Room 1, The Hong Kong Bankers Club, 43rd Floor, Gloucester Tower, 11 Pedder Street, The Landmark, Central, Hong Kong at 3:00 p.m. on Friday, 24th May 2019 is set out on pages 12 to 14 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time fixed for the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

17th April 2019

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM Notice”	the notice dated 17th April 2019 convening the AGM as set out on pages 12 to 14 of this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Dragon Room 1, The Hong Kong Bankers Club, 43rd Floor, Gloucester Tower, 11 Pedder Street, The Landmark, Central, Hong Kong on Friday, 24th May 2019 at 3:00 p.m. or any adjournment thereof
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to buy back Shares during the Relevant Period as defined in the ordinary resolution no. 5(1) set out in the AGM Notice up to 10% of the total number of Shares in issue at the date of passing the ordinary resolution no. 5(1)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Tai Sang Land Development Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company for the time being
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to issue Shares during the Relevant Period as defined in the ordinary resolution no. 5(2) set out in the AGM Notice up to 20% of the total number of Shares in issue at the date of passing the ordinary resolution no. 5(2)
“Latest Practicable Date”	8th April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	holders of Shares
“Shares”	share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE CHAIRMAN



TAI SANG LAND DEVELOPMENT LIMITED
大生地產發展有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 89)

Directors:

William Ma Ching Wai (*Chairman and Chief Executive*)
Patrick Ma Ching Hang (*Deputy Chairman*)
Alfred Ma Ching Kuen (*Managing Director*)
Amy Ma Ching Sau (*Managing Director*)
Philip Ma Ching Yeung
Edward Cheung Wing Yui*
Kevin Chau Kwok Fun**
Tan Soo Kiu**
Yiu Kei Chung**

Registered Office:

11th Floor,
Tai Sang Bank Building,
130-132 Des Voeux Road Central,
Hong Kong

* Non-executive Director

** Independent non-executive Director

17th April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE SHARES
AND RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed general mandates to buy back Shares and to issue Shares and re-election of retiring Directors, and to seek the Shareholders' approval at the Annual General Meeting in connection with the grant of the relevant general mandates and re-election of retiring Directors.

LETTER FROM THE CHAIRMAN

2. GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 28th May 2018, a general mandate was given to the Directors to exercise the powers of the Company to buy back Shares up to a maximum of 10 per cent. of the total number of Shares in issue as at the date of passing the relevant ordinary resolution. Such mandate will lapse at the conclusion of the Annual General Meeting unless renewed at a general meeting of the Shareholders. An ordinary resolution will therefore be proposed at the Annual General Meeting to approve a general mandate to authorise the Company to buy back Shares.

Your attention is drawn to ordinary resolution no. 5(1) set out in the AGM Notice. Such ordinary resolution proposes to give a general and unconditional mandate to the Directors to exercise the powers of the Company to buy back during the Relevant Period (as defined in ordinary resolution no. 5(1) set out in the AGM Notice) Shares not exceeding 10 per cent. of the total number of Shares in issue at the date of passing the ordinary resolution no. 5(1).

An explanatory statement, as required under the Listing Rules to provide the requisite information regarding the Buy-back Mandate, is set out in the Appendix I of this circular.

3. GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will also be proposed that the Directors be given a general and unconditional mandate to issue during the Relevant Period (as defined in ordinary resolution no. 5(2) set out in the AGM Notice) Shares representing up to 20 per cent. of the total number of Shares in issue at the date of passing the ordinary resolution no. 5(2) (i.e. not exceeding 57,533,935 Shares based on 20 per cent. of the total number of Shares in issue of 287,669,676 as at the Latest Practicable Date and assuming that such number of Shares in issue remains the same at the date of passing the ordinary resolution no. 5(2)). In addition, an ordinary resolution (ordinary resolution no. 5(3) set out in the AGM Notice) will be proposed to extend the Issue Mandate which would increase the limit of the Issue Mandate by adding to it the number of Shares bought back under the Buy-back Mandate.

4. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 103(A) of the Company's articles of association, Mr. Patrick Ma Ching Hang, Mr. Edward Cheung Wing Yui and Mr. Yiu Kei Chung shall retire by rotation, and being eligible, offered themselves for re-election at the Annual General Meeting. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II of this circular.

The Company has received from each of the independent non-executive Directors an annual written confirmation of independence. The Nomination Committee has assessed the independence of all independent non-executive Directors and affirmed that they have met the independence criteria set out in Rule 3.13 of the Listing Rules and remain independent.

LETTER FROM THE CHAIRMAN

The Nomination Committee, having reviewed the Board's composition, nominated Mr. Patrick Ma Ching Hang, Mr. Edward Cheung Wing Yui and Mr. Yiu Kei Chung to the Board for it to recommend to Shareholders for re-election at the Annual General Meeting. The Nomination Committee has considered the background, skills, knowledge and experience of Mr. Ma, Mr. Cheung and Mr. Yiu having regard to the nomination policy of the Company and the objective criteria (including but not limited to age, gender, cultural and educational background, professional experience, skills and knowledge), with due regard for the benefits of diversity as set out in the Company's board diversity policy.

The Board, taking into account their respective contributions to the Board and commitment to their roles, accepted the recommendation from the Nomination Committee and recommends to the Shareholders the proposed re-election of Mr. Patrick Ma Ching Hang, Mr. Edward Cheung Wing Yui and Mr. Yiu Kei Chung at the Annual General Meeting.

5. ANNUAL GENERAL MEETING

At the Annual General Meeting, resolutions will be proposed to the Shareholders including re-election of retiring Directors, the Buy-back Mandate, the Issue Mandate and the extension of the Issue Mandate.

The AGM Notice is set out on pages 12 to 14 of this circular. A proxy form for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying proxy form in accordance with the instruction printed thereon and return the same to the Company's registered office at 11th Floor, Tai Sang Bank Building, 130-132 Des Voeux Road Central, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE CHAIRMAN

7. RECOMMENDATION

The Directors believe that the Buy-back Mandate, the Issue Mandate, the extension of the Issue Mandate and re-election of retiring Directors are in the best interest of the Company and its Shareholders as a whole and accordingly the Directors recommend Shareholders to vote in favour of such resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
William MA Ching Wai
Chairman

This Appendix serves as an explanatory statement, as required by Rule 10.06(b) of the Listing Rules, to provide requisite information to Shareholders for their consideration of the proposal to permit the buy-back of Shares not exceeding 10 per cent. of the total number of Shares in issue at the date of passing the ordinary resolution no. 5(1).

This Appendix also constitutes the memorandum as required under Section 239(2) of the Companies Ordinance.

1. Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) *Source of funds*

Such buy-back must be made out of funds which are legally available for such purpose in accordance with the company's constitutional documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(b) *Maximum number of shares to be bought back*

The shares proposed to be bought back by a company must be fully paid up. A maximum of 10 per cent. of the total number of shares of a company in issue as at the date of passing the relevant resolution approving the buy-back mandate may be bought back on the Stock Exchange.

(c) *Shareholders' approval*

The Listing Rules provide that all proposed on-market buy-back of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such buy-back.

2. Shares

As at the Latest Practicable Date, the total number of Shares in issue was 287,669,676 Shares.

Subject to the passing of ordinary resolution no. 5(1) set out in the AGM Notice and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buy back Shares up to the limit of 28,766,967 Shares representing 10 per cent. of the total number of Shares in issue at the Latest Practicable date.

3. Reasons for Buy-back

The Directors believe that the Buy-back Mandate affords the Company the flexibility and ability in pursuing the best interests for the Company and its Shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, be beneficial to the Shareholders by enhancing the net asset and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders. The Directors have no immediate plans to buy back Shares under the Buy-back Mandate.

4. Funding of Buy-back

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its articles of association and the Laws of Hong Kong (including the Companies Ordinance and Listing Rules). Under the Companies Ordinance, payment in respect of a Share buy-back may be made out of the Company's distributable profits and/or out of the proceeds of a new issue of Shares made for the purpose of the buy-back. The Directors propose that such buy-back of Shares would be appropriately financed by the Company's internal resources and/or available banking facilities.

5. Impact of Buy-back

There might be material adverse impact on the working capital or gearing levels of the Company (as compared with the position disclosed in the audited financial statements contained in the 2018 annual report of the Company) in the event that the Buy-back Mandate was to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

6. Share Prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the printing of this circular were as follows:–

	Shares	
	Highest HK\$	Lowest HK\$
April, 2018	5.170	5.020
May, 2018	5.370	5.050
June, 2018	5.590	5.000
July, 2018	5.350	5.020
August, 2018	5.420	5.010
September, 2018	5.300	5.000
October, 2018	5.100	4.710
November, 2018	5.040	4.710
December, 2018	5.000	4.790
January, 2019	5.290	4.720
February, 2019	5.390	5.010
March, 2019	5.450	5.080
April, 2019 (Up to the Latest Practicable Date)	5.580	5.360

7. Undertakings and Directors' Dealings and Core Connected Persons

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-back pursuant to the Buy-back Mandate in accordance with the Listing Rules and the Laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Buy-back Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

8. Takeovers Code

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers to buy back Shares pursuant to the Buy-back Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, 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 Takeovers Code.

As at the Latest Practicable Date, Mr. William Ma Ching Wai was taken to be interested in 164,743,327 Shares representing approximately 57.3 per cent. of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy back Shares under the Buy-back Mandate, then (if the present shareholdings remain the same) the attributable shareholding of Mr. William Ma Ching Wai in the Company will be increased to approximately 63.6 per cent. of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy back Shares pursuant to the Buy-back Mandate, an obligation to make a general offer to Shareholders under Rules 26 and 32 of the Takeovers Code will not arise. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-back made under the Buy-back Mandate.

The Directors have no present intention to exercise the power to buy back Shares pursuant to the Buy-back Mandate to such an extent as to result in the number of Shares in issue held by the public being reduced to less than 25 per cent. of the total number of Shares in issue.

9. Share Buy-back made by the Company

The Company has not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.

Mr. Patrick Ma Ching Hang *BBS, JP*

Mr. Patrick Ma Ching Hang, aged 60, joined the Company and appointed a Director of the Company in 1981 and appointed the Deputy Chairman of the Board in 2005. He is a director of certain subsidiaries of the Company. He received a Bachelor Degree of Science in Economics from Wharton School of Business of the University of Pennsylvania. He is currently a director and a shareholder of Kam Chan & Company, Limited which is a substantial shareholder of the Company, and a director and the general manager of Tai Sang Bank Limited. He is also a director of Hong Kong Chiu Chow Chamber of Commerce and Federation of Hong Kong Chiu Chow Community Organizations Limited.

Mr. Ma is a member of The Chinese University of Hong Kong – C.W. Chu College Committee of Overseers, a member of Honorary Court of Lingnan University and a Trustee of Hospital Authority Charitable Foundation (HACF). He was the chairman of the 2008/2009 Board of Directors of Tung Wah Group of Hospitals.

Mr. Ma was awarded the Bronze Bauhinia Star medal in 2009 and the Justice of Peace in 2011. He was also conferred the honour of Chevalier de l'Ordre National du Mérite in 2010.

Save as disclosed above, Mr. Ma did not hold any other directorships in other Hong Kong or overseas listed public companies in the last three years, or any other position with the Company or other members of the Company's group.

There is no service contract between the Company and Mr. Ma. He has no fixed term of service with the Company and will be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with Article 103(A) of the Company's articles of association. There is no agreement on the amount of the remuneration payable to Mr. Ma. The director's fee payable to Mr. Ma is determined by Shareholders in annual general meeting. Mr. Ma received director's fee of HK\$20,000 for the year ended 31st December 2018 which was determined by Shareholders in the annual general meeting of the Company held on 28th May 2018 and other remuneration of HK\$2,230,840 for the year ended 31st December 2018 which was determined by reference to his duties and responsibilities with the Group, his performance and operating results of the Company. Mr. Ma is the younger brother of Mr. William Ma Ching Wai, Mr. Alfred Ma Ching Kuen, Ms. Amy Ma Ching Sau, Ms. Katy Ma Ching Man and Ms. Ruth Ma Ching Keung, and the elder brother of Mr. Philip Ma Ching Yeung. Save as disclosed above, Mr. Ma is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Ma has interest in 8,778,269 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ma has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to rule 13.51(2)(v) of the Listing Rules.

Mr. Edward Cheung Wing Yui BBS

Mr. Edward Cheung Wing Yui, aged 69, was appointed a Director of the Company in 1983, re-designated as non-executive Director since 21st May 2004. He is a member of the Audit Committee of the Company. He received a Bachelor of Commerce Degree in Accountancy from the University of New South Wales, Australia. He is a member of CPA Australia. He has been a practising solicitor in Hong Kong since 1979 and is a consultant of the law firm Woo Kwan Lee & Lo. He has been admitted as a solicitor in the United Kingdom and as an advocate and solicitor in Singapore.

Mr. Cheung is currently a non-executive director and vice chairman of SmarTone Telecommunications Holdings Limited and SUNeVision Holdings Ltd. He is also a non-executive director of Tianjin Development Holdings Limited, a non-executive director of Transport International Holdings Limited, The Kowloon Motor Bus Company (1933) Limited and Long Win Bus Company Limited. In addition, he is currently a director of The Community Chest of Hong Kong, a court member of The Open University of Hong Kong and Honorary Council Member of The Hong Kong Institute of Directors Limited.

Mr. Cheung was the deputy chairman of The Open University of Hong Kong until 19th June 2014, an independent non-executive director of Agile Group Holdings Limited until 13th February 2018 and Hop Hing Group Holdings Limited until 25th August 2017, a non-executive director of Tai Sang Bank Limited until 1st December 2017, a member of the Labour and Welfare Bureau's Lump Sum Grant Steering Committee until 21st April 2015, a member of the Appeal Board established under the Accreditation of Academic and Vocational Qualifications Ordinance until 31st August 2013. He was a member of the Board of Review (Inland Revenue Ordinance) until 31st December 2010, the deputy chairman of The Hong Kong Institute of Directors Limited until 30th June 2010, a director of Po Leung Kuk and the vice chairman of the Mainland Legal Affairs Committee of The Law Society of Hong Kong.

Mr. Cheung was awarded the Bronze Bauhinia Star (BBS) in 2013. He was awarded an honorary degree of Doctor of Business Administration from the Open University of Hong Kong in 2016.

Save as disclosed above, Mr. Cheung did not hold any other directorships in other Hong Kong or overseas listed public companies in the last three years, or any other position with the Company or other members of the Company's group.

Under the Company's appointment letter as accepted by Mr. Cheung, his term of appointment will end on the date of the Annual General Meeting. If Mr. Cheung is re-elected as a Director at the Annual General Meeting, the Company will renew his appointment for a term of three years and he is also subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with Article 103(A) of the Company's articles of association. There is no agreement on the amount of the remuneration payable to Mr. Cheung. The director's fee payable to Mr. Cheung is determined by Shareholders in annual general meeting. Mr. Cheung received a director's fee of HK\$165,000 for the year ended 31st December 2018 which was determined by Shareholders in the annual general meeting of the Company held on 28th May 2018. Save as disclosed above, Mr. Cheung is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Cheung does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cheung has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to rule 13.51(2)(v) of the Listing Rules.

Mr. Yiu Kei Chung

Mr. Yiu Kei Chung, aged 68, appointed an independent non-executive Director of the Company in 2015. He is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He received a Bachelor Degree from the University of Hong Kong in Social Science (Economics & Sociology) and obtained a Diploma in Advanced Training in Industrial Management from Delft University of Technology, the Netherlands. He is currently an independent non-executive director of Tai Sang Bank Limited and a member of the Hospital Governing Committee of the North District Hospital of the Hospital Authority.

Mr. Yiu had served the Hong Kong Government for over 30 years and had held various positions in different departments. He had been the Deputy Director of Civil Aviation in the Civil Aviation Department, the Commissioner of the Hong Kong Export Credit Insurance Corporation, the Deputy Secretary (Health) of the ex-Health, Welfare and Food Bureau. Before his retirement in March 2013, he was the Executive Director (Corporate Services) of the Mandatory Provident Fund Schemes Authority.

Save as disclosed above, Mr. Yiu did not hold any other directorships in other Hong Kong or overseas listed public companies in the last three years, or any other position with the Company or other members of the Company's group.

Under the Company's appointment letter as accepted by Mr. Yiu, his term of appointment will end on the date of the Annual General Meeting. If Mr. Yiu is re-elected as a director at the Annual General Meeting, the Company will renew his appointment for a term of three years and he is also subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with Article 103(A) of the Company's articles of association. There is no agreement on the amount of the remuneration payable to Mr. Yiu. The director's fee payable to Mr. Yiu is determined by Shareholders in annual general meeting. Mr. Yiu received a director's fee of HK\$165,000 for the year ended 31st December 2018 which was determined by Shareholders in the annual general meeting of the Company held on 28th May 2018. Save as disclosed above, Mr. Yiu is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Yiu does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yiu has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to rule 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



TAI SANG LAND DEVELOPMENT LIMITED 大生地產發展有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 89)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the shareholders of Tai Sang Land Development Limited (the “**Company**”) will be held at Dragon Room 1, The Hong Kong Bankers Club, 43rd Floor, Gloucester Tower, 11 Pedder Street, The Landmark, Central, Hong Kong on Friday, 24th May 2019 at 3:00 p.m. for the following purposes:

1. To receive the audited financial statements for the year ended 31st December 2018, the report of the Directors and the Independent Auditor’s Report.
2. To declare a final dividend for the year ended 31st December 2018.
3. (1) Each as a separate resolution, to re-elect the following retiring Directors:
 - (a) To re-elect Mr. Patrick Ma Ching Hang as Director.
 - (b) To re-elect Mr. Edward Cheung Wing Yui as Director.
 - (c) To re-elect Mr. Yiu Kei Chung as Director.
- (2) To authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Board of Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as Ordinary Resolutions:–

ORDINARY RESOLUTIONS

- (1) “**THAT:**
 - (a) a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time provided however that the total number of the shares of the Company to be bought back pursuant to this Resolution shall not exceed 10 per cent. of the total

NOTICE OF ANNUAL GENERAL MEETING

number of shares of the Company in issue at the date of passing this Resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be bought back as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and

(b) for the purposes 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.”

(2) “**THAT:**

(a) a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company, and to make or grant offers, agreements or options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers either during or after the expiry of the Relevant Period, provided that the total number of shares in issue allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to this Resolution (otherwise than as scrip dividends pursuant to the articles of association of the Company from time to time or pursuant to a rights issue or pursuant to the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company or pursuant to any share option scheme), shall not exceed 20 per cent. of the total number of shares of the Company in issue at the date of passing this Resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be allotted or issued as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and

(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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”
- (3) “**THAT** conditional upon the passing of Ordinary Resolutions Nos. 5(1) and 5(2) set out in the notice convening this meeting, the general mandate granted to the Directors to allot shares pursuant to Ordinary Resolution No. 5(2) set out in the notice convening this meeting be and is hereby extended by the additional thereto of the number of shares representing the total number of shares of the Company in issue bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 5(1) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the total number of shares of the Company in issue at the date of passing this Resolution.”

By Order of the Board
Katy Ma Ching Man
Company Secretary

Hong Kong, 17th April 2019

Notes:

- (1) The registers of members of the Company will be closed from Friday, 17th May 2019 to Friday, 24th May 2019, both days inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16th May 2019.
- (2) In order to qualify for the proposed final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 29th May 2019.
- (3) A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend, speak and, on a poll, vote instead of him. A proxy need not be a member of the Company. In order to be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company’s registered office not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be).
- (4) With regard to resolution no. 3(1) of this notice, details of retiring Directors proposed for re-election namely, Mr. Patrick Ma Ching Hang, Mr. Edward Cheung Wing Yui and Mr. Yiu Kei Chung are set out in the Appendix II to the circular to shareholders dated 17th April 2019.
- (5) With reference to the Ordinary Resolutions nos. 5(1), 5(2) and 5(3) of this notice, the Directors wish to state that they have no immediate plans to buy back any existing shares or issue any new shares of the Company. Approval is being sought from members as a general mandate pursuant to the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (6) All the resolutions set out in this notice shall be voted by poll.
- (7) As at the date of this notice, the executive Directors of the Company are Mr. William Ma Ching Wai, Mr. Patrick Ma Ching Hang, Mr. Alfred Ma Ching Kuen, Ms. Amy Ma Ching Sau and Mr. Philip Ma Ching Yeung; the non-executive Director of the Company is Mr. Edward Cheung Wing Yui; and the independent non-executive Directors of the Company are Mr. Kevin Chau Kwok Fun, Mr. Tan Soo Kiu and Mr. Yiu Kei Chung.