

Procedures For Shareholders To Convene General Meetings / Put Forward Proposals

The following procedures are subject to the applicable legislations and regulations, in particular the Hong Kong Companies Ordinance (Cap.622).

Annual General Meeting (“AGM”)

1. Hysan Development Company Limited (the “**Company**”) holds a general meeting as its AGM every year. This is usually held in May.
2. If the Company fails to hold an AGM (which has never happened and is unlikely to occur) after 6 months has elapsed since the end of the Company’s financial year, any Shareholder may apply to the court in Hong Kong which on such application may call or direct the calling of an AGM to be held by the Company.
3. Shareholder(s) can make a written request to circulate a resolution for an AGM if they :-
 - (a) represent at least 2.5% of the total voting rights of all Shareholders who have a right to vote on that resolution; or
 - (b) represent at least 50 Shareholders who have a right to vote on that resolution.
4. The written request :-
 - (a) may be sent in hard copy or in electronic form to the Company Secretary at the Company’s registered office (50/F, Lee Garden One, 33 Hysan Avenue, Hong Kong) or via email at cosec@hysan.com.hk;
 - (b) must identify the proposed resolution;
 - (c) must be signed by all the Shareholder(s) concerned; and
 - (d) must be received by the Company not later than 6 weeks before the AGM to which the request relates or if later, the time at which notice is given of that AGM.

General Meeting

5. Shareholder(s) representing at least 5% of the total voting rights of all Shareholders having the right to vote at general meetings can make a written request to convene a general meeting.
6. The written request :-
 - (a) may be sent in hard copy form or in electronic form to the Company Secretary at the Company’s registered office (50/F, Lee Garden One, 33 Hysan Avenue, Hong Kong) or via email at cosec@hysan.com.hk;
 - (b) must state the general nature of the business to be dealt with at the meeting;
 - (c) must be signed by all the Shareholders concerned;
 - (d) may include the text of the proposed resolution; and
 - (e) may consist of several documents in like form.
7. Directors must call a general meeting within 21 days after the date on which they become subject to the requirement and the meeting so called must be held on a date not more than 28 days after the date of the notice convening the meeting. If the Directors do not do so, the Shareholder(s) who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a general meeting, but the meeting must be called for a date not more than 3 months after the date on which the Directors

become subject to the requirement to call a general meeting. The Company must reimburse any reasonable expenses incurred by the Shareholder(s) requesting the meeting by reason of the failure of the Directors to duly call a general meeting.

8. The notice period to be given to all the registered Shareholders for consideration of the proposal raised by the Shareholder(s) concerned at a general meeting varies according to the nature of the proposal as stipulated in the Company's Articles of Association, as follows :-
 - (a) at least 14 days' notice in writing if the proposal constitutes an ordinary resolution of the Company; and
 - (b) at least 21 days' notice in writing if the proposal constitutes a special resolution of the Company.

Circulation of Statement at AGM / General Meetings

9. If Shareholder(s) would like to express their views to a matter mentioned in a proposed resolution or other business to be dealt with at an AGM or general meeting, they can submit a written statement of not more than 1,000 words with respect to that matter or business and request the Company to circulate their written statement to Shareholders entitled to receive notice of the meeting. Such Shareholder(s) must represent at least :-
 - (a) 2.5% of the total voting rights of all the Shareholders having the relevant right to vote at the meeting; or
 - (b) 50 shareholders having the relevant right to vote at the meeting.
10. The written request :-
 - (a) may be sent in hard copy form or in electronic form to the Company Secretary at the Company's registered office (50/F, Lee Garden One, 33 Hysan Avenue, Hong Kong) or via email at cosec@hysan.com.hk;
 - (b) must identify the statement to be circulated;
 - (c) must be signed by the Shareholders concerned; and
 - (d) must be received by the Company not later than 7 days before the meeting to which the request relates.

Proposing a Candidate for Election as a Director at AGM / General Meeting

11. If Shareholder(s) would like to propose a person (other than a retiring Director) for election as a Director at an AGM or general meeting, they may make a written request to the Company.
12. The written request :-
 - (a) may be sent in hard copy form to the Company Secretary at the Company's registered office (50/F, Lee Garden One, 33 Hysan Avenue, Hong Kong);
 - (b) must be submitted during the period between the day after the dispatch of the notice of the meeting and ending 7 days prior to the date of the meeting;
 - (c) must state the full name of the candidate proposed for election as a Director;
 - (d) must include the candidate's biographical details; and
 - (e) must be signed by the Shareholder(s) concerned and the candidate indicating his/her willingness to be elected.