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If you have sold or transferred all your shares in Hysan Development Company Limited 希慎興業有限公司 (the “Company” or “Hysan”), 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,
REVISION OF DIRECTORS' FEES,
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 Rooms N201-N208, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong (the “Principal Meeting Place”) and online on Friday, 5 June 2026 at 3:00 p.m. is set out in this circular on pages 4 to 8.

The AGM will be a hybrid meeting. In addition to physical attendance, shareholders of the Company (“Shareholders”) will have the option to attend the AGM via the live online webcast and voting system (the “Online AGM” and the “eVoting Portal” respectively). The Online AGM will also allow Shareholders to view the live proceedings of the AGM, submit questions by text to the interactive platform for Q&A, call to raise questions and vote online in real-time, offering Shareholders the same participation and voting rights as those attending in person. 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.

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 Online AGM. Shareholders attending the Online AGM (not as guests) will also be counted towards the quorum.

B. Our Online AGM

1. Both registered and non-registered Shareholders can attend the Online AGM. Through the eVoting Portal provided by the Company's registrar, Tricor Investor Services Limited (the "**Registrar**"), Shareholders will be able to view the live proceedings of the AGM, attend the Online AGM, submit questions by text to the interactive platform for Q&A, call to raise questions and vote online in real-time, offering Shareholders the same participation and voting rights as those attending in person. The eVoting Portal will be opened for the Shareholders to log in approximately 30 minutes prior to the commencement of the Online AGM from any location with access to the internet with a smartphone, tablet or computer.
2. Login details for registered Shareholders – details regarding the Online AGM including the login details of the eVoting Portal will be sent to the registered Shareholders 10 business days prior to the commencement of 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 and in doing so, they will be requested to provide their email addresses. Details regarding the eVoting Portal including the login details for the non-registered Shareholders will be circulated by the Registrar by email.

C. Attendance in Person

1. On-site electronic voting system will be used at the AGM at the Principal Meeting Place 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 PRIOR TO AND AT THE AGM

1. Shareholders attending the Online AGM will be able to submit questions relating to the proposed resolutions through the interactive Q&A platform for or by calling via the eVoting Portal. Shareholders can also send their questions in writing before the AGM, to the registered office of the Company or by email at investor@hysan.com.hk.
2. The Company will endeavour 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 to the Registrar a form of proxy appointing the chairman of the AGM or other persons as their proxies to vote on their behalf at the AGM (whether in person or online). An original of the completed form of proxy must be submitted to the 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 adjournment thereof).
2. If Shareholders have any questions relating to the AGM, please contact the Registrar:

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

Email: emeeting@vistra.com

Telephone: +852 2980 1333

Fax: +852 2810 8185

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**

Wong Ching Ying Belinda**

Young Elaine Carole**

Zhang Yong**

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*

31 March 2026

Dear Shareholders,

The Company's AGM will be held on Friday, 5 June 2026 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 14.

You are advised to read this circular. Whether or not you are able to attend the AGM in person or online, please complete and deliver the enclosed form of proxy, in accordance with the instructions printed thereon, to the 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 online) 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 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 Rooms N201-N208, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong and online on Friday, 5 June 2026 at 3:00 p.m. for the following purposes:

1. To receive and consider the Statement of Accounts for the year ended 31 December 2025 together with the Reports of Directors and Auditor thereon.
2. To re-elect directors of the Company (“**Directors**”).
3. To approve the revision of annual fees payable to all members of the audit and risk management committee of the Company (“**Audit and Risk Management Committee**”), the chairmen and all members of the remuneration committee (“**Remuneration Committee**”) and sustainability committee (“**Sustainability Committee**”) of the Company (such revision to take effect from 1 July 2026 and the fees for the financial year ending 31 December 2026 be adjusted accordingly on a pro-rata basis) and such revised annual fees to remain the same until the Company in general meeting otherwise determines:

	per annum <i>HK\$</i>
Audit and Risk Management Committee	
Member	120,000
Remuneration Committee	
Chairman	80,000
Member	50,000
Sustainability Committee	
Chairman	55,000
Member	33,000

4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company (“**Auditor**”) and authorise the Directors to fix their remuneration.

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

ORDINARY RESOLUTIONS

5. “**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 authorise 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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
- (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; and
- (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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. **“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 of Hong Kong Limited (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
- (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; and
- (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

7. **“That:**

- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing articles of association of the Company (the **“Existing Articles”**), the full details of which are set out in the “Explanatory Statement on Proposed Amendments to the Articles”, which forms part of the Notice of Annual General Meeting, be and are hereby approved;
- (b) the new articles of association of the Company (the **“New Articles”**), which contain all the Proposed Amendments and a copy of which has been produced to this AGM and marked “A” and initialed by the chairman of this AGM for the purpose of identification, be and are hereby approved and adopted in substitution for, and to the exclusion of, the Existing Articles with immediate effect; and
- (c) any Director or the company secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to effect and record the adoption of the New Articles.”

By order of the Board
Lee Irene Yun-Lien
Chairman

Hong Kong, 31 March 2026

NOTICE OF ANNUAL GENERAL MEETING

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 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 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 online) 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**"). Any one of the joint holders of any share 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 eVoting Portal will be provided to joint holders.
5. The Register of Members will be closed from Monday, 1 June 2026 to Friday, 5 June 2026, both dates inclusive, during which period the registration of transfers of shares will be suspended. The record date for determining the entitlement of Shareholders to attend and vote at the meeting is 5 June 2026. 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 Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:00 p.m. on Friday, 29 May 2026.
6. Detailed information on the business to be transacted at the AGM is set out in the section "Business of the Annual General 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 Tropical Cyclone Warning Signal No. 8 or above, a Black Rainstorm Warning Signal or "extreme conditions" 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. Shareholders should decide on their own whether they would attend the AGM in person under bad weather conditions bearing in mind their own situations.

NOTICE OF ANNUAL GENERAL MEETING

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 Online AGM which allows Shareholders to view the live proceedings of the AGM, submit questions by text to the interactive platform for Q&A, call to raise questions and vote online in real-time – offering Shareholders the same participation and voting rights as those attending in person. The Online AGM can broaden the reach of the AGM and provide flexibility 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 Online AGM via the eVoting Portal to view the live proceedings of the AGM, make use of the interactive platform for Q&A, call 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 at the AGM physically or online.

Non-registered Shareholders whose shares are held in the Intermediary may also be able to attend the Online AGM, which allows them to view live proceedings of the AGM, submit questions by text to the interactive platform for Q&A, call to raise questions and vote online in real time via the eVoting Portal. In this regard, they should:

- (i) contact and instruct their Intermediary that they want to attend the Online AGM; and
- (ii) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the Online AGM arrangements including login details to access the eVoting Portal will be sent by the 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 the Online AGM or use the eVoting Portal. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (i) and (ii) 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 Online AGM and do not disclose them to anyone else. Neither the Company nor the Registrar assumes 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 eVoting Portal or have any questions relating to the AGM, please contact the Registrar:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email: emeeting@vistra.com
Telephone: +852 2980 1333
Fax: +852 2810 8185

On-site electronic voting system will be used at the AGM at the Principal Meeting Place 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 allowing instant declaration of voting results during the AGM.

BUSINESS OF THE ANNUAL GENERAL MEETING

RESOLUTION 1 – RECEIVING 2025 FINANCIAL STATEMENTS

1. The full audited financial statements together with the Reports of Directors and Auditor thereon, are set out on pages 165 to 223, pages 151 to 159 and pages 161 to 164 of the Annual Report 2025.
2. The audited financial statements have been reviewed by the Audit and Risk Management Committee. A report of the Audit and Risk Management Committee is set out on pages 117 to 123 of the Annual Report 2025.

RESOLUTION 2 – RE-ELECTION OF DIRECTORS

3. Ms. Lee Irene Yun-Lien, Ms. Chung Cordelia, Ms. Wong Ching Ying Belinda and Mr. Lee Chien will retire by rotation at the AGM. Ms. Lee Irene Yun-Lien, Ms. Chung Cordelia, Ms. Wong Ching Ying Belinda and Mr. Lee Chien, 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. In considering the re-appointment of any existing members of the Board, the nomination committee of the Company (“**Nomination Committee**”) shall review each of the retiring Directors’ time commitment and contribution to the Company, ability to discharge his/her responsibilities effectively, the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service, listed issuer directorships and other significant external time commitments), as well as selection criteria set out in the Nomination Policy and Board 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 skills matrix), Directors’ attendance record at Board and 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 2025.
5. The Nomination Committee, having reviewed the Board’s composition, recommended to the Board the re-election of Ms. Lee Irene Yun-Lien, Ms. Chung Cordelia, Ms. Wong Ching Ying Belinda and Mr. Lee Chien at the AGM. Ms. Lee Irene Yun-Lien, being the chairman of the Nomination Committee, and Ms. Chung Cordelia, Ms. Wong Ching Ying Belinda and Mr. Lee Chien, the members of the Nomination Committee, abstained from voting at the Nomination Committee meeting when his/her own nomination was being considered.
6. In nominating the Directors, the Nomination Committee has also taken into account the expertise and experience of Ms. Lee Irene Yun-Lien, Ms. Chung Cordelia, Ms. Wong Ching Ying Belinda and Mr. Lee Chien in corporate strategy, international and China markets, financial acumen, real estate, retail and customers, capital management, governance and risk management, and people and culture (all of which are relevant to the business of the Company and its subsidiaries (the “**Group**”)), 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.
7. Ms. Lee Irene Yun-Lien, Ms. Chung Cordelia, Ms. Wong Ching Ying Belinda and Mr. Lee Chien all attended 100% of the Board and the relevant Board Committee meetings and annual general meeting of the Company held in 2025.

BUSINESS OF THE ANNUAL GENERAL MEETING

8. 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:
- a. Ms. Wong Ching Ying Belinda does not hold any cross-directorships, nor has any significant connections with other Directors through involvement in other companies or bodies that could give rise to conflicts of interests in her role as an independent non-executive Director or affect her independent judgement. Ms. Wong Ching Ying Belinda has confirmed to the Company that she is independent based on the independence criteria as set out in Rule 3.13 of the Listing Rules.
 - b. Ms. Chung Cordelia is currently an independent non-executive director of Hang Seng Bank Limited ("**Hang Seng**"), a substantial shareholder of a subsidiary of the Company and thus a connected person of the Company. Under Rule 3.13 of the Listing Rules on independence assessment, an independent non-executive director of a core connected person is specifically excluded from the factors that would affect independence. The Company considered that Ms. Chung Cordelia's directorship with Hang Seng in her capacity as an independent non-executive director would not affect her independence. Ms. Chung Cordelia would be able to fulfil the relevant independence requirements of the Listing Rules.
 - c. Ms. Chung Cordelia held a cross-directorship with Ms. Lee Irene Yun-Lien, as they both served on the boards of the Company and Hang Seng, until the retirement of Ms. Lee Irene Yun-Lien as the independent non-executive chairman of Hang Seng on 8 May 2025. Having regard to the fact that Ms. Chung Cordelia serves in an independent non-executive capacity and does not hold any shares in either company, the cross-directorship did not undermine the independence of Ms. Chung Cordelia with respect to her directorship in the Company.
 - d. Except for the aforesaid, Ms. Chung Cordelia has no other significant connections with other Directors through involvement in other companies or bodies that could give rise to conflicts of interests in her role as an independent non-executive Director or affect her independent judgement. Ms. Chung Cordelia has confirmed to the Company that she is independent based on the independence criteria as set out in Rule 3.13 of the Listing Rules.
9. The Board has resolved that Ms. Chung Cordelia and Ms. Wong Ching Ying Belinda continue to be independent and recommended them to be re-elected as Directors at the AGM upon the recommendation of the Nomination Committee.
10. 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 Ms. Lee Irene Yun-Lien, Ms. Chung Cordelia, Ms. Wong Ching Ying Belinda and Mr. Lee Chien, the retiring Directors, to stand for re-election as Directors at the AGM.

BUSINESS OF THE ANNUAL GENERAL MEETING

11. Details of the information of the retiring Directors who are proposed for re-election are set out on pages 15 to 18 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 2025, and their interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”) as at 26 March 2026, 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 2025 are set out in “Remuneration Committee Report” and notes to the consolidated financial statements set out in the Annual Report 2025.
12. 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 – PROPOSED REVISION OF FEES OF THE CHAIRMEN AND THE MEMBERS OF CERTAIN BOARD COMMITTEES

13. It is proposed to increase the annual fees payable to all members of the Audit and Risk Management Committee, and the chairmen and all members of the Remuneration Committee and Sustainability Committee. In recommending the adjustment, the Remuneration Committee conducted a review of the Group’s compensation structure, benchmarking against Hong Kong property developers and other Main Board-listed companies with significant investment property businesses. In determining the proposed revisions, the Remuneration Committee took into consideration (i) the workload and responsibilities of the respective committees amid the increasingly complex regulatory and governance environment; (ii) the level of responsibility, experience and expertise required, the time and care devoted by the chairmen and members; and (iii) the benchmarking results to ensure the fees remain competitive to attract and retain experienced non-executive talent.
14. The current structure of annual fees payable to the chairmen and members of the Audit and Risk Management Committee and Remuneration Committee were approved by Shareholders at the annual general meeting of the Company held on 16 May 2019 and effective from 1 June 2019. The current structure of annual fees payable to the chairman and members of the Sustainability Committee were approved by the Board and effective from 1 January 2020.
15. The revised fees shall take effect from 1 July 2026 (and be payable on a pro-rata basis for the financial year ending 31 December 2026) and shall remain the same until the Company in general meeting otherwise determines.

BUSINESS OF THE ANNUAL GENERAL MEETING

16. The Remuneration Committee recommends, and the Board endorses and proposes (with the relevant Directors, being the chairmen of the Remuneration Committee and Sustainability Committee, and the members of the Audit and Risk Management Committee, Remuneration Committee and Sustainability Committee abstaining from voting on the relevant board resolution approving their own remuneration), changes to the fees of the chairmen and members of Board Committees as set out below for Shareholders' approval at the AGM:

	per annum HK\$	
	Current	Proposed
Audit and Risk Management Committee		
Member	108,000	120,000
Remuneration Committee		
Chairman	75,000	80,000
Member	45,000	50,000
Sustainability Committee		
Chairman	50,000	55,000
Member	30,000	33,000

RESOLUTION 4 – RE-APPOINTMENT OF AUDITOR

17. 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 for 2026.

RESOLUTIONS 5 AND 6 – GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

18. At the last annual general meeting of the Company held on 5 June 2025, 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 5** – 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

BUSINESS OF THE ANNUAL GENERAL MEETING

- b. **Resolution 6** – 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**").
19. 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 19 to 21 of this circular.
20. The Articles empower Directors to allot unissued shares. Under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (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.
21. 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, fosters the Company's growth.
22. 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.
23. The Company has not issued any new shares pursuant to the Share Issue Mandate granted in previous general meetings in the past decade.
24. The Directors wish to state that they have no immediate plan to issue any new shares other than relating to: (i) the scrip dividends alternative; and (ii) the exercise of the options granted under the Company's share option scheme.

RESOLUTION 7 – AMENDMENTS TO THE ARTICLES

25. The Board proposes that certain amendments be made to the Existing Articles for the purpose of, among others, (i) aligning it with the recently amended Companies Ordinance in relation to the implementation of the treasury share regime for Hong Kong incorporated listed issuers; (ii) bringing the Articles in line with the Listing Rules amendments in relation to the expanded paperless listing regime, including without limitation, the electronic dissemination of corporate communications to shareholders, and the options for the shareholders to submit proxy related documents electronically and to receive dividends by electronic means; and (iii) incorporating certain housekeeping changes. Full details of the Proposed Amendments are set out in the "Explanatory Statement on Proposed Amendments to the Articles" on pages 22 to 28 of this circular.
26. Advice has been obtained from the Company's 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.

BUSINESS OF THE ANNUAL GENERAL MEETING

27. The Chinese translation of the Articles is for Shareholders' reference only. In case there is any inconsistency between the English version and the Chinese version, the English version shall prevail.

BOARD RECOMMENDATIONS

28. The Directors consider that each of the Resolutions (1) to (7) 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

29. 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.
30. 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 2025 (HK\$)	Interests in shares within the meaning of Part XV of SFO as at the Latest Practicable Date
Lee Irene Yun-Lien <i>Chairman</i> Age: 72	2011	Chairman of Nomination Committee	19,364,000	607,562 shares, 3,300,400 Options and 417,032 Awarded Shares (Personal Interests)

Ms. Lee leads the Group in her executive Chairman role. Ms. Lee is an independent director of Alibaba Group Holding Limited, where she chairs its nominating and corporate governance committee and compliance and risk committee. She also serves as a member of the board of trustees of The Better Hong Kong Foundation. Previously, Ms. Lee held senior positions in investment banking and funds management at a number of international financial institutions, including Citibank in New York, London and Sydney, and was the global head of corporate finance at the Commonwealth Bank of Australia. She was also on the boards of many listed and unlisted companies, including ING Bank (Australia) Limited and QBE Insurance Group Limited. In addition, Ms. Lee was the independent non-executive chairman of Hang Seng Bank Limited. She was also an independent non-executive director of CLP Holdings Limited, Cathay Pacific Airways Limited, Noble Group Limited, HSBC Holdings plc, The Hongkong and Shanghai Banking Corporation Limited and a member of the Advisory Council of JP Morgan Australia. She was also formerly a member of the Australian Government Takeovers Panel and a member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority. Ms. Lee is a member of the founding Lee family, sister of Mr. Lee Anthony Hsien Pin (a non-executive Director) and his alternate on the Board. Ms. Lee holds a Bachelor of Arts degree from Smith College, the United States of America, and is a Barrister-at-Law in England and Wales and a member of the Honourable Society of Gray's Inn, the United Kingdom. She was awarded the degree of Doctor of Social Science, *honoris causa*, from The Chinese University of Hong Kong in November 2022. Ms. Lee was appointed as a non-executive Director in March 2011, became the non-executive Chairman in May 2011 and has served as executive Chairman since March 2012. She also serves as a director of certain subsidiaries of the Group.

Following review by the Remuneration Committee and, in turn, the Board in February 2026, Ms. Lee's compensation package as executive Chairman for 2026 will include a fixed package (including base salary and pensions) of HK\$8,446,000 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. She may also be granted long-term incentives in the form of share awards. This compensation package is determined having given consideration to the level of responsibility, experience and abilities required of her as the executive Chairman and the remuneration offered for similar positions in comparable companies. She has no service contract with the Company or any of its subsidiaries.

Save as disclosed above, Ms. Lee 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 2025 (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: 66	2023	Chairman of Remuneration Committee and Member of Nomination Committee	385,000	Nil

Ms. Chung has extensive multinational experiences specialising in information technology, with knowledge of the building industry. She was trained and practised as a lawyer. Ms. Chung spent over 20 years with IBM China/Hong Kong Limited (“IBM”). At IBM, she was the first Asian female executive to serve on the chairman and chief executive officer’s strategy team, responsible for setting global direction for the company. 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 HKBN Ltd., an independent non-executive director and the chairman of the remuneration committee of Hang Seng Bank Limited, an independent non-executive director of HKSTP Foundation Limited, and a non-executive director and the chairman of the Asia Pacific Advisory Council and the risk committee 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 non-official member of the HKSAR Government’s University Grants Committee and Life and Health Technology Research Institute Steering Committee. Ms. Chung is a two-time awardee of the Directors of the Year Award by The Hong Kong Institute of Directors in 2022 and 2025 respectively. She was also awarded the Medal of Honour by the HKSAR Government in 2024 in recognition of her contributions in promoting innovation and technology development in Hong Kong and her active participation in public service. Ms. Chung was previously the chairman of the board of HKBN Ltd., a non-executive director of Hong Kong Science and Technology Parks Corporation and Grosvenor Asia Pacific Limited, a member of the Human Resources Planning Commission and 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 the audit and risk committee of the Singapore University of Technology and Design. Ms. Chung holds a Bachelor of Laws (Hons) Degree from the University of Hong Kong.

Ms. Chung has confirmed to the Board her independence as regard 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 fulfill the role of an independent non-executive Director.

Ms. Chung received Director fee of HK\$280,000 and a fee of HK\$75,000 and HK\$30,000 for serving as the chairman of the Remuneration Committee and a member of Nomination Committee respectively in 2025. Upon her re-election, she will receive a Director’s fee of HK\$280,000 per annum and a fee of HK\$80,000 (subject to Shareholders’ approval at the AGM) and HK\$30,000 in total per annum for serving as the chairman of the Remuneration Committee and a member of Nomination Committee respectively. The fees are reviewed by the Board from time to time having considered the level of responsibility, experience and abilities required of, the level of care and amount of time required and the fees offered for, similar positions in comparable companies. She will receive no other compensation from, and has no service contract with, the Company or any of its subsidiaries.

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 2025 (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: 55	2018	Member of Nomination Committee and Sustainability Committee	327,155	Nil

Ms. Wong was the former chairwoman and chief executive officer of Starbucks China. Under her visionary leadership, Starbucks expanded its retail presence over 15-fold, reaching more than 7,500 company-owned stores across 1,000 cities and solidifying China as its largest international market. Ms. Wong positioned the brand at the forefront of retail innovation, championing digital initiatives that revolutionised operations and enhanced customer experiences. Notably, she created an omni-channel business model that generated half of the sales of Starbucks China and developed a highly successful loyalty programme with nearly 150 million members. 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. She has extensive experience in retail, food and beverage, people, brand development and growth strategy across the Greater China and Asia Pacific regions. Ms. Wong is currently an independent non-executive director of Chow Tai Fook Jewellery Group Limited and an independent director of Canada Goose Holdings Inc. (listed on the New York Stock Exchange and Toronto Stock Exchange). She also serves as a member of the Faculty Advisory Board for the University of British Columbia's Sauder School of Business. Ms. Wong previously served as 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.

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\$17,155 and HK\$30,000 for serving as a member of the Nomination Committee and Sustainability Committee respectively in 2025. Upon her re-election, she will receive a Director's fee of HK\$280,000 per annum and a fee of HK\$30,000 and HK\$33,000 (subject to Shareholders' approval at the AGM) in total per annum for serving as a member of the Nomination Committee and Sustainability Committee, respectively. The fees are reviewed by the Board from time to time having considered the level of responsibility, experience and abilities required of, the level of care and amount of time required and the fees offered for, similar positions in comparable companies. She will receive no other compensation from, and has no service contract with, the Company or any of its subsidiaries.

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.

INFORMATION ON DIRECTORS PROPOSED TO BE RE-ELECTED



	Director Since	Board Committee Membership(s)	Emoluments received for 2025 (HK\$)	Interests in shares within the meaning of Part XV of SFO as at the Latest Practicable Date
Lee Chien <i>Non-Executive Director</i> Age: 72	1988	Member of Nomination Committee	310,000	1,198,000 shares (1,100,000 shares of Person Interests and 98,000 shares of Family Interests)

Mr. Lee is the supervisor of St. Paul's Co-educational College and its Primary School, and a trustee emeritus of Stanford University. Mr. Lee was the chairman of CUHK Medical Centre, a member of the Council of The Chinese University of Hong Kong and an independent non-executive director of Swire Pacific Limited. Mr. Lee is a member of the founding Lee family and a director of Lee Hysan Company Limited, a substantial Shareholder. Mr. Lee received a Bachelor of Science degree in mathematical science, a Master of Science degree in operations research and a Master of Business Administration degree from Stanford University.

Mr. Lee received Director fee of HK\$280,000 and a fee of HK\$30,000 for serving as a member of the Nomination Committee in 2025. Upon his re-election, he will receive a Director's fee of HK\$280,000 per annum and a fee of HK\$30,000 per annum for serving as a member of the Nomination Committee, which are reviewed by the Board from time to time having considered the level of responsibility, experience and abilities required of, the level of care and amount of time required and the fees offered for, similar positions in comparable companies. He will receive no other compensation from, and has no service contract with, the Company or any of its subsidiaries.

Save as disclosed above, Mr. Lee 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 authorised 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 repurchase 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 repurchase 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 2025 and Financial Statements for the year ended 31 December 2025). 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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
Year of 2025		
March	13.36	12.24
April	12.90	11.60
May	13.20	12.52
June	14.50	12.62
July	16.10	14.10
August	16.01	14.60
September	16.69	14.57
October	16.47	15.46
November	18.50	15.89
December	18.96	17.51
Year of 2026		
January	22.70	18.12
February	23.30	20.50
March (up to and including the Latest Practicable Date)	21.76	17.50

Exercise of Repurchase Power

8. The Directors will exercise the power of the Company to repurchase its own shares pursuant to resolution 6 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.

Status of Re-purchased Shares

17. If the Company repurchases any shares pursuant to the Share Repurchase Mandate, the Company may cancel the shares following settlement of any such repurchase or hold the shares as treasury shares after taking into account, among others, market conditions and its capital management needs at the relevant time of the repurchase. If the Company holds treasury shares, any resale of such treasury shares will be subject to the proposed Share Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of Hong Kong.

EXPLANATORY STATEMENT ON PROPOSED AMENDMENT TO THE ARTICLES

The followings set out in details the proposed amendments to the English version of the Articles. The background and purposes of the amendments are summarised in the “Business of the Meeting – Resolution 7” section. Unless otherwise specified, clauses, paragraphs, clause numbers and Article numbers referred to herein are clauses, paragraphs, clause numbers and Article numbers of the Existing Articles.

Proposed Amendments (showing changes against the Existing Articles)

- | | | | |
|-----|---|--|--|
| 2. | “dividend” | <u>includes scrip dividends, distributions in specie or in kind, capital distributions and capitalisation issues, if not inconsistent with the subject or context</u> bonus ; | Dividend |
| | “holder” | <u>shall mean the member and holder of any treasury share, whose name is entered in the register as the holder of that share</u> ; | |
| | “treasury share(s)” | <u>shall have the same meaning ascribed to it under the Listing Rules when applied in the context of the shares</u> ; | |
| | <u>The rights of holder(s) of any treasury shares of the Company under these Articles shall be subject to any applicable requirements and restrictions under the legislation.</u> | | Holders of treasury shares |
| 72. | (a) | The accidental omission to give <u>send or supply</u> any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting. | As to omission to give notice |
| | (b) | In cases where instruments of proxy are sent out <u>or supplied</u> with notices, the accidental omission to send <u>or supply</u> such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting. | |
| 89. | The instrument appointing a proxy, <u>whether for a specified meeting or otherwise, shall be in writing in any usual or common form or any other form which the Board shall from time to time approve or accept and:–</u> | | Instrument appointing proxy to be in writing |
| | (i) | <u>in the case of an individual, under the hand of the appointor or of his attorney duly authorised in writing or authenticated in accordance with Article [168A(c)]; and</u> | |
| | (ii) | <u>in the case of, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised in writing or authenticated in accordance with Article [168A(c)].</u> | |
| | <u>The Directors may require evidence of authority of such attorney or officer. In the absence of satisfactory evidence required by the Directors, the Company may treat an appointment of the relevant proxy as invalid.</u> | | |

EXPLANATORY STATEMENT ON PROPOSED AMENDMENT TO THE ARTICLES

- 89A. The Company may, at its absolute discretion, provide an electronic address or an electronic platform for the receipt of any document or information relating to proxies for a general meeting (including ~~(a) an any~~ instrument of proxy or information inputted on an invitation to appoint a proxy via electronic platform or otherwise, (b) notice or information in respect of termination of the authority of a proxy and (c) any document or information necessary to show evidence of authority, the validity of, or otherwise relating to, an appointment of proxy and notice of termination of the authority of a proxy) (the “**proxy-related instructions**”). If such an electronic address or an electronic platform is provided, the Company shall be deemed to have agreed that any such proxy-related instructions document or information (relating to proxies as aforesaid) may be sent by electronic means to that address or platform, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address or platform. Without limitation, the Company may from time to time determine that any such electronic address or electronic platform may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic platforms for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company.
- Appointment of proxy sent by electronic means
[as added by a special resolution passed on 21st May 2021]
90. ~~Proxy-related instructions. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be received by the Company by depositing deposited at the registered office, or at such other place (or if the Company has provided an electronic address in accordance with Article 89A, shall be received at the electronic address specified in the notice) as is specified in the notice of meeting, or in the instrument of proxy issued by the Company or the invitation to appoint proxy, or if the Company has provided an electronic address or an electronic platform in accordance with Article 89A, shall be received by the Company by sending or transmitting by electronic means to such electronic address or electronic platform subject to any conditions or limitations imposed by the Company, not less than~~
- Appointment-Delivery of proxy-proxies must be deposited
[as amended by special resolutions passed on 13th May 2014 and 21st May 2021 respectively]
- (a) 48 hours before the time for holding the meeting, or adjourned meeting or poll as the case may be, at which the person named in such proxy-related instructions instrument proposes to vote, or
-
- and in default the proxy-related instructions instrument of proxy shall not be treated as valid. No proxy-related instructions instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

EXPLANATORY STATEMENT ON PROPOSED AMENDMENT TO THE ARTICLES

91. ~~Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Directors shall from time to time or at any time approve.~~ [repealed] Form of proxy
93. A vote given in accordance with the terms of an instrument of proxy, invitation to appoint proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or mental incapacity ~~insanity~~ of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, mental incapacity ~~insanity~~, revocation or transfer as aforesaid shall have been received by the Company in the manner at the registered office, ~~or at such other place as is referred to in Article 90 of these Articles,~~ before the commencement of the meeting or adjourned meeting at which the proxy is used. When vote by proxy valid though authority revoked
140. (b) For the purposes of Article [140(a)]:-
- (i) if the Board decides to apply any capitalised sum in paying up new shares (or, subject to any special or preferential rights previously conferred on any shares or class of shares, new shares of any other class); and
- (ii) unless the resolution passed in accordance with Article [140(a)] provides otherwise, if the Company or its nominee holds treasury shares on the relevant date when entitlement is determined,
- then all shares held by the Company or its nominee as treasury shares shall be included in determining the proportions in which the capitalised sum is set aside for the allotment of the new shares or shares of any other class.
- (bc) Wherever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and (where applicable) all allotments and issues of fully paid up shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provision for the benefit of fractional entitlements to accrue to the Company rather than to the members concerned) as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

EXPLANATORY STATEMENT ON PROPOSED AMENDMENT TO THE ARTICLES

145. (A) Whenever the Directors or the Company in General Meeting have resolved that a dividend be paid or declared on the Ordinary Share capital of the Company, the Directors may further resolve:—
- Scrip dividends
[as amended by a special resolution passed on 13th May 2014]
- (i) That such dividend be satisfied wholly or in part in the form of an allotment of Ordinary Shares credited as fully paid provided that ordinary shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:—
-
- (b) the Directors, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the holders of the Ordinary Shares of the right of election accorded to them and shall send or supply with such notice forms of election and specify the procedure to be followed and the ~~place at~~ manner in which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
-
- (ii) That ordinary shareholders entitled to such dividend be entitled to elect to receive an allotment of Ordinary Shares credited as fully paid in lieu of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:—
-
- (b) the Directors, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the holders of the Ordinary Shares of the right of election accorded to them and shall send or supply with such notice forms of election and specify the procedure to be followed and the ~~place at~~ manner in which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
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151. A transfer of shares shall not pass the right to any dividend or other moneys ~~bonus~~ declared or payable thereon after such transfer and before the registration of the transfer. Effect of transfer
152. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends, interim dividends or ~~bonuses and~~ other moneys payable in respect of such shares. Receipt for dividends by joint holders

EXPLANATORY STATEMENT ON PROPOSED AMENDMENT TO THE ARTICLES

153. Unless otherwise directed by the Directors, any dividend or other moneys payable on or in respect of any share bonus may be paid by cheque or warrant or funds transfer system or other method or a combination of methods as the Board, in its absolute discretion, may decide. Different methods of payment may apply to different holders or groups of holders of the shares ~~sent through the post to the registered address of the member entitled, on, in case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen, or that the endorsement thereon has been forged. If any such cheque, or warrant, funds transfer or other form or method of payment has been, or shall be alleged to have been, lost, stolen, or destroyed or misdirected, the Board may, at the request of the person(s) entitled to it, arrange for the issue or making of a replacement cheque, warrant, other financial instrument, fund transfer or other form of payment subject to compliance with such conditions as to evidence and indemnity and the payment of such out-of-pocket expenses incurred by the Company in connection with the request as the Board may think fit. The Company shall not be responsible for any loss in transmission, and payment by cheque or funds transfer system or electronic means or any other means by which the Board has decided in accordance with these Articles shall be a good discharge to the Company.~~
- Payment Manner of payment by post of dividends
- [as amended by a special resolution passed on 9th May 2006]
154. (A) All dividends or ~~bonuses~~ other moneys unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends or other moneys remaining bonuses unclaimed for six years after having been declared may be forfeited by the Directors and shall revert to the Company. After such forfeiture no member or other person shall have any right to or claim in respect of such dividends or other moneys ~~bonuses~~ but the Board may nevertheless in its absolute discretion make an ex gratia payment equal to the whole or part of such dividends or other moneys ~~bonuses~~ to the member or other person who could have claimed that dividends or other moneys ~~bonuses~~ immediately before it was forfeited. No dividends or other moneys ~~bonuses~~ shall bear interest against the Company.
- Unclaimed dividend
- [as amended by a special resolution passed on 9th May 2006]

EXPLANATORY STATEMENT ON PROPOSED AMENDMENT TO THE ARTICLES

- (B) Any dividend or other moneys payable on or in respect of any shares will be treated as unclaimed for the purposes of these Articles if:–
- (a) a payee does not specify an address or a bank account or other details necessary in order for the Company to make payment of such dividend or other moneys by the means which the Board has decided in accordance with these Articles and the legislation, or which the payee has elected to receive the payment; or
 - (b) payment of such dividend or other moneys cannot be made by the Company using the relevant address, bank account or other details provided by a payee.
159. (b) Every statement of financial position of the Company shall be signed pursuant to the provisions of the Companies Ordinance, and, subject to paragraph (c), a copy of every statement of financial position (including every document required by law to be annexed thereto) and statement of comprehensive income or income and expenditure account which is to be laid before the Company in general meeting, together with a copy of the Directors' Report and a copy of the Auditors' Report, shall not less than 21 days before the date of the meeting, be ~~delivered or sent or supplied by post to every member of, and every holder of debentures of, the Company and every person registered under Article 45 and every other person entitled to receive notices of general meetings of the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures. Subject to paragraph (c), the Company may, and in accordance with legislation, prepare and deliver to the aforementioned persons a printed copy of the summary financial report (as defined in the Companies Ordinance) at least 21 days before the date of the general meeting and the Listing Rules.~~ [as amended by special resolutions passed on 13th May 2003 and 13th May 2014 respectively]
- (c) ~~Where a shareholder (a "Consenting Shareholder") has, in accordance with legislation and the Listing Rules, consented to treat the publication of the relevant financial documents and/or the summary financial report (each as defined in the Companies Ordinance) on a computer network as discharging the Company's obligation under the Companies Ordinance to send a copy of the relevant financial documents and/or the summary financial report (each as defined in the Companies Ordinance); then publication by the Company, in accordance with legislation, on a computer network of the relevant financial documents and the summary financial report (each as defined in the Companies Ordinance) at least 21 days before the date of the general meeting shall, in relation to each Consenting Shareholder, be deemed to discharge the Company's obligations under paragraph (b).~~

EXPLANATORY STATEMENT ON PROPOSED AMENDMENT TO THE ARTICLES

163. Any notice or document may be sent or supplied ~~erved~~ by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or by advertisement in both a leading English language daily newspaper and a leading Chinese language daily newspaper circulating in Hong Kong. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to legislation and the Listing Rules, a notice or document may be served or delivered by the Company to any member by electronic means ~~to such address as may from time to time be notified to the Company by the member concerned~~ or by publishing it on a computer network in accordance with legislation and the Listing Rules ~~and notifying the member concerned, in such manner as he may from time to time authorise, that it has been so published.~~
- Service of Notices
[(Articles 163A-167) amended by a special resolution passed on 13th May 2003]
164. A member shall be entitled to have notices served on him at any address within Hong Kong or elsewhere or (subject to Articles 163) in the case of a notice or document served by electronic communication, at an address for the time being notified to the Company by the member or by publishing it on a computer network ~~and notifying the member concerned.~~ A member who has no registered address shall be deemed to have received any notice which shall have been published on the Company's website ~~displayed at the registered office~~ and shall have remained there for twenty-four hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been so first displayed.
- Members out of Hong Kong
- 168A. (a) Save as otherwise expressly permitted in these Articles or legislation, any summons, notice, order or other document or information required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it by pre-paid post and properly addressed to the Company or to such officer at the registered office of the Company.
- Notices, documents and other information to Company
- (b) The Directors may from time to time specify the form and manner in which a notice, document or information may be sent to the Company by electronic means, including designating one or more electronic address(es) or electronic platform(s) for the receipt of the notice, document or information. A notice, document or information may be sent to the Company by electronic means only if it is sent in accordance with the requirements specified by the Directors.
- (c) Where the Directors permit a notice, document or information to be sent to the Company by electronic means and these Articles require such notice, document or information to be signed or authenticated by a member or other person, the Directors may prescribe such requirements or procedures as they think fit for verifying the authenticity or integrity of the notice, document or information. Any such notice, document or information must be signed or sufficiently authenticated in accordance with the prescribed requirements or procedures, failing which it shall be deemed not to have been received by the Company.