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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **Hang Lung Properties Limited**, you should at once hand this document and the accompanying proxy form 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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恒隆地產有限公司

**HANG LUNG PROPERTIES LIMITED**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 00101)

## **NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2024 annual general meeting of Hang Lung Properties Limited (the “Company”) to be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, April 26, 2024 at 10:00 a.m. (the “Meeting”) is set out on pages 2 to 6 of this document.

Whether or not you are able to attend the Meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting (or any adjournment thereof). Completion and return of the proxy form will not preclude you from attending and voting at the Meeting (or any adjournment thereof) if you so wish.

April 2, 2024

## **LIVE ONLINE WEBCAST**

As an alternative to attending the Meeting in person, shareholders may view a live online webcast of the Meeting. The live online webcast will be available for the shareholders to log in approximately 30 minutes prior to the commencement of the Meeting from any location with access to the internet with a smart phone, tablet device or computer. Shareholders will be able to raise questions related to the proposed resolutions by text during the live online webcast. Shareholders can also send the questions in writing before the Meeting, to our registered office or to our email at [ir@hanglung.com](mailto:ir@hanglung.com).

The Company may not be able to answer all the questions during the time allocated. Unanswered questions may be responded to after the Meeting.

Shareholders can exercise their voting rights by completing and returning a proxy form in accordance with the instructions printed thereon to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting (or any adjournment thereof).

Details regarding the live online webcast arrangements including login details, are included in the Company's letter to registered shareholders sent together with this document. Shareholders shall also refer to the User Guide posted on the Company's website on how to use the live online webcast.

If any shareholder has any questions relating to the Meeting arrangements, please contact Computershare Hong Kong Investor Services Limited, the Company's share registrar:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East, Wan Chai, Hong Kong  
Tel: 2862 8555  
Fax: 2865 0990  
Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)

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恒隆地產有限公司

**HANG LUNG PROPERTIES LIMITED**

*(Incorporated in Hong Kong with limited liability)*  
(Stock Code: 00101)

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders of Hang Lung Properties Limited (the “Company”) will be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, April 26, 2024 at 10:00 a.m. (the “Meeting”) for the following matters and purposes:

1. To receive and consider the audited financial statements and reports of the directors and of the independent auditor for the year ended December 31, 2023;
2. To declare a final dividend;
3. To re-elect the retiring directors of the board of directors of the Company (the “Board”) and authorize the Board to fix directors’ fees; and
4. To re-appoint KPMG as the auditor and authorize the Board to fix the auditor’s remuneration.

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

5. “THAT:
  - (a) subject to paragraph (b) below, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company be and is hereby generally and unconditionally approved;

- (b) the aggregate number of shares of the Company which may be bought back by the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate number of shares of the Company in issue at the date of passing of this resolution (subject to adjustment according to paragraph (d) below), and the said approval shall be limited accordingly;
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; and
- (d) if, after the passing of this resolution, the Company alters its share capital by converting its shares into a larger or smaller number of shares, the number of shares of the Company subject to the limit set out in paragraph (b) above shall be adjusted by being multiplied by the following fraction:

A/B where, A is the number of shares of the Company in issue immediately after such alteration; and B is the number of shares of the Company in issue immediately before the alteration. Such adjustment shall take effect at the same time as the alteration takes effect.”

6. “THAT:

- (a) subject to paragraph (c) below, pursuant to section 141 of the Companies Ordinance, the exercise by the Board during the Relevant Period (as defined in resolution 5(c) in the notice of the Meeting (the “Notice”)) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to allot, issue or grant securities convertible into shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Board during the Relevant Period to allot, issue or grant securities convertible into shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company, (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed the aggregate of: (aa) 20 per cent of the aggregate number of the shares of the Company in issue at the date of passing of this resolution (subject to adjustment according to paragraph (e) below) plus (bb) if the Board is so authorized by a separate ordinary resolution of the shareholders of the Company set out as resolution 7 in the Notice, the number of the shares of the Company bought back by the Company subsequent to the passing of this resolution, up to a maximum equivalent to 10 per cent of the aggregate number of the shares of the Company in issue at the date of passing of this resolution (subject to adjustment according to paragraph (e) below), and the said approval shall be limited accordingly;

(d) for the purpose of this resolution:

“Rights Issue” means an offer of shares or other securities giving the right to subscribe for shares in the Company, open for a period fixed by the Board to holders of shares of the Company (and where appropriate, to holders of other securities of the Company entitled to the offer) or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) or class thereof (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong); and

(e) if, after the passing of this resolution, the Company alters its share capital by converting its shares into a larger or smaller number of shares, the number of shares of the Company subject to the limits set out in sub-paragraphs (aa) and (bb) of paragraph (c) above shall be adjusted by being multiplied by the following fraction:

A/B where, A is the number of shares of the Company in issue immediately after such alteration; and B is the number of shares of the Company in issue immediately before the alteration. Such adjustment shall take effect at the same time as the alteration takes effect.”

7. “THAT the Board be and it is hereby authorized to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as resolution 6 in the Notice in respect of the shares of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By Order of the Board  
**Winnie MA**  
*Company Secretary*

Hong Kong, April 2, 2024

*Registered Office:*

28th Floor  
4 Des Voeux Road Central  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the Meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a shareholder of the Company.
2. In order to be valid, all proxies must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
3. For the purpose of ascertaining shareholders’ entitlement to attend and vote at the Meeting, the register of members will be closed from Tuesday, April 23, 2024 to Friday, April 26, 2024, both days inclusive, during which period no share transfers will be effected. In order to qualify for attending and voting at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, April 22, 2024.
4. For the purpose of ascertaining shareholders’ entitlement to the proposed final dividend, the register of members will be closed on Friday, May 10, 2024, on which no share transfers will be effected. In order to qualify for the proposed final dividend (if any, subject to shareholders’ approval at the Meeting), all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, May 9, 2024.
5. Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the Meeting, the chair of the Meeting will exercise his power under article 74 of the articles of association of the Company to put each of the resolutions set out in the Notice to be voted by way of poll. On a poll, every shareholder present in person (or in the case of a corporation by its corporate representative) or by proxy shall have one vote for each share of which he/she is the holder.
6. With regard to matters numbers 1, 2 and 4 set out in the Notice, relevant ordinary resolutions will be considered and, if thought fit, passed for each of these matters at the Meeting.

7. With regard to matter number 3 regarding re-election of retiring directors of the Board, separate ordinary resolutions will be considered and, if thought fit, passed at the Meeting to:
  - (a) re-elect Mr. Weber Wai Pak LO as a director of the Company; and
  - (b) re-elect Ms. Holly Tianfang LI as a director of the Company.
8. The results of the poll will be published on the Company's website at [www.hanglung.com](http://www.hanglung.com) and Hong Kong Exchanges and Clearing Limited's website at [www.hkexnews.hk](http://www.hkexnews.hk) on the date of the Meeting.
9. Details of the businesses to be transacted at the Meeting are set out in this Notice under the "Business of the Meeting".
10. The Meeting's attendance is subject to the capacity limit of the venue.
11. A shareholder or proxy who attends the Meeting in person will receive ONE refreshment pack as a token of the Company's appreciation. If the shareholder or proxy is also appointed as a proxy of one other shareholder, he/she will receive TWO refreshment packs in total. If he/she represents two or more shareholders, the number of refreshment packs he/she will receive is limited to THREE. Allocation of refreshment packs will be subject to availability and at the Company's absolute discretion.
12. This Notice is in English and Chinese. In case of any inconsistency, the English version shall prevail.
13. As at the date of the Notice, the Board comprises the following directors:  
*Executive directors:* Mr. Ronnie C. CHAN, Mr. Adriel CHAN, Mr. Weber W.P. LO and Mr. Kenneth K.K. CHIU  
*Independent non-executive directors:* Mr. Nelson W.L. YUEN, Mr. Dominic C.F. HO, Mr. Philip N.L. CHEN, Dr. Andrew K.C. CHAN, Ms. Anita Y.M. FUNG and Ms. Holly T.F. LI

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## **BUSINESS OF THE MEETING**

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### **RESOLUTION 1 – RECEIVING THE AUDITED FINANCIAL STATEMENTS**

The audited financial statements together with reports of the directors and of the independent auditor for the year ended December 31, 2023 are set out in the 2023 annual report.

The financial statements have been audited by KPMG and reviewed by the audit committee of the Company (the “Audit Committee”).

### **RESOLUTION 2 – DECLARATION OF FINAL DIVIDEND**

The Board has recommended a final dividend of HK60 cents per share. Subject to the shareholders’ approval at the Meeting, such dividend is expected to be paid on or about Friday, June 14, 2024 to shareholders whose names appear on the register of members on Friday, May 10, 2024.

The register of members will be closed on Friday, May 10, 2024, on which no share transfer will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Thursday, May 9, 2024.

As stated in the Company’s announcement dated January 30, 2024, the Board proposed that eligible shareholders of the Company be given the option to elect to receive the final dividend in cash, or in the form of new shares (the “Scrip Dividend Shares”) in lieu of cash in respect of part or all of such dividend (the “Scrip Dividend Arrangement”). The number of Scrip Dividend Shares to be received by each eligible shareholder pursuant to his/her/its election will be rounded down to the nearest whole number of Scrip Dividend Share. Fractional entitlements to Scrip Dividend Shares will not be issued but the residual dividend entitlement, if any, will be distributed in cash (rounded down to the nearest cent) to the respective eligible shareholders concerned.

The Scrip Dividend Arrangement is conditional upon: (1) the granting of a general mandate by the shareholders of the Company to the Board to allot, issue and deal with such additional shares of the Company representing 20% of the total number of shares in issue on the date of passing of such resolution at the Meeting; (2) the approval of the proposed final dividend at the Meeting; and (3) the Stock Exchange granting the listing of and permission to deal in the Scrip Dividend Shares to be issued pursuant to the Scrip Dividend Arrangement.

A circular containing details of the Scrip Dividend Arrangement and the form of election for scrip dividend are expected to be despatched to the shareholders on or about Friday, May 17, 2024. It is expected that the final dividend warrants and (to the extent that the eligible shareholders elect to receive part or all of their final dividend in the form of Scrip Dividend Shares) the share certificates in respect of the Scrip Dividend Shares will be despatched to the shareholders on or about Friday, June 14, 2024.



### **RESOLUTION 3 – RE-ELECTION OF RETIRING DIRECTORS AND DETERMINATION OF DIRECTORS’ FEES**

#### ***Re-election of Retiring Directors***

In accordance with article 103 of the Company’s articles of association, Mr. Ronnie Chichung CHAN, Mr. Weber Wai Pak LO and Mr. Dominic Chiu Fai HO will retire from the Board by rotation at the Meeting. Mr. Weber Wai Pak LO will, being eligible, offer himself for re-election. Mr. Ronnie Chichung CHAN and Mr. Dominic Chiu Fai HO will not offer themselves for re-election and will retire from the Board with effect from the conclusion of the Meeting.

Ms. Holly Tianfang LI, being an Independent Non-Executive Director of the Company appointed by the Board on March 20, 2024, will retire from the Board at the Meeting in accordance with article 94 of the Company’s articles of association and, being eligible, offer herself for re-election.

Ms. Holly Tianfang LI has satisfied all the criteria as set out in rule 3.13 of the Listing Rules and provided her confirmation of independence to the Company at appointment. She has exercised impartial judgments and given independent guidance to the Company since her appointment as an Independent Non-Executive Director. The Board considers that she is independent.

Ms. Li has also provided diversity of experience, skills, expertise and background to the Board.

Ms. Li possesses extensive management experience across fast-moving consumer goods, sportswear, and fashion industry in mainland China. With her in depth understanding of business and operations in mainland China, she can provide independent views and guidance on the Company’s strategies and policies, executive leadership and corporate management.

Shareholders are recommended to vote in favor of the resolutions regarding re-election of the above directors as the Board believes that their qualifications and related expertise will continue to bring a wide range of business experience to the Board. Details of these directors are set out in Appendix I to the Notice.

#### ***Determination of Directors’ Fees***

The nomination and remuneration committee of the Company (the “Nomination and Remuneration Committee”) makes recommendations to the Board on the directors’ fees for the year ending December 31, 2024.

### **RESOLUTION 4 – RE-APPOINTMENT OF AUDITOR AND DETERMINATION OF AUDITOR’S REMUNERATION**

The Audit Committee has recommended to the Board the re-appointment of KPMG as the auditor of the Company until the conclusion of the next annual general meeting.

Shareholders’ approval to delegate the authority to the Board to determine the auditor’s remuneration for the year ending December 31, 2024 is required at the Meeting.

## **RESOLUTION 5 – SHARE BUY-BACK MANDATE**

At the annual general meeting of the Company held on Friday, April 28, 2023, an ordinary resolution was passed giving a general mandate to the Board to buy back shares of the Company. This general mandate will lapse at the conclusion of the Meeting unless it is renewed at the Meeting. Accordingly, shareholders' approval to give the Board a general mandate to buy back shares of the Company is required at the Meeting.

An explanatory statement, as required by the Listing Rules, is set out in Appendix II to the Notice. Shareholders are recommended to vote in favor of this proposed resolution as it is considered to be in the best interests of the Company and its shareholders.

## **RESOLUTIONS 6 AND 7 – GENERAL MANDATES TO ISSUE SHARES**

At the annual general meeting of the Company held on Friday, April 28, 2023, ordinary resolutions were passed giving general mandates to the Board to allot, issue and deal with additional shares of the Company. No shares of the Company have been issued under these mandates and these mandates will lapse at the conclusion of the Meeting unless they are renewed at the Meeting. Accordingly, shareholders' approval is required at the Meeting to give the Board general mandates to:

- (i) allot, issue and deal with additional shares of the Company not exceeding 20 per cent of the aggregate number of shares of the Company in issue as at the date of the Meeting (subject to adjustment in the case of any subdivision and consolidation of shares of the Company after the Meeting); and
- (ii) extend the mandate to allot, issue and deal with the shares of the Company by adding shares bought back (up to a maximum of 10 per cent of the aggregate number of shares of the Company in issue as at the date of the Meeting (subject to adjustment in the case of any subdivision and consolidation of shares of the Company after the Meeting)) to the 20 per cent mandate.

The Board has no immediate plans to issue any new shares of the Company other than pursuant to the exercise of the options granted under the Company's share option schemes and the Scrip Dividend Arrangement. Shareholders are recommended to vote in favor of these proposed resolutions as they are considered to be in the best interests of the Company and its shareholders.

The following are the particulars of the two retiring directors proposed to be re-elected at the Meeting:

1. **Mr. Weber Wai Pak LO**, aged 53, Chief Executive Officer, an Executive Director and a Member of the Executive Committee of the Company. Mr. Lo joined the Company and its listed holding company, HLG, as Chief Executive Officer Designate in May 2018, and became Chief Executive Officer in July 2018. He also serves on the boards of a number of subsidiaries of the Company.

Mr. Lo has more than 30 years of experience in business management across the banking and fast-moving consumer goods sectors in Hong Kong and mainland China. Mr. Lo is a Member of the Advisory Committee of The Jockey Club CPS Limited (Tai Kwun) and a Voting Member of The Hong Kong Jockey Club. He was a Director of The Real Estate Developers Association of Hong Kong and a Member of the Board of Inland Revenue of the Government of the HKSAR. Mr. Lo graduated from The University of Hong Kong in 1993 with a Bachelor of Social Sciences degree.

Save as disclosed above, Mr. Lo did not hold any directorship in any other listed company in Hong Kong or overseas in the last three years and does not have any relationships with any directors, senior management, or substantial or controlling shareholders of the Company.

As at March 22, 2024, being the latest practicable date for ascertaining certain information prior to the printing of this document (the “Latest Practicable Date”), in respect of Mr. Lo’s interest in the securities of the Company and its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”), he notified the Company that he has interest in 965,000 shares in the Company, 460,000 shares in HLG, and share options to subscribe for 21,750,000 shares in the Company pursuant to the share option schemes of the Company.

The amount of emoluments paid for the year ended December 31, 2023 to Mr. Lo is set out in note 6(a) to the financial statements for the year ended December 31, 2023 on page 177 of the Company’s 2023 annual report. The emoluments were determined by the scope of responsibility and accountability (for serving on the Board), and his individual performance, taking into consideration of the performance and profitability of the Company and its subsidiaries, market practice and prevailing business conditions. Mr. Lo has not been appointed for a specific length of service but he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company’s articles of association and the Listing Rules.

Save as disclosed above, there are no other matters concerning Mr. Lo that need to be brought to the attention of the shareholders of the Company nor any information required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

2. **Ms. LI Tianfang**, who is also known as Ms. Li Guanyi (李冠儀) and Ms. Holly Li, aged 54, an Independent Non-Executive Director of the Company. Ms. Li joined the Board in March 2024.

Ms. Li has over 20 years of management experience across fast-moving consumer goods, sportswear, and fashion industry in Mainland China. She is currently an Advisor to the Chief Executive Officer of Skechers China. She was the Chief Executive Officer of Xtep brand, a brand of Xtep International Holdings Limited, from 2014 to 2022, and was the Chief Executive Officer of the International Business Group (KSGB) from 2021 to 2023, overseeing global brands including K-Swiss and Palladium. She was the Chief Executive Officer, Mainland China operations, of Esprit Holdings Limited from 2012 to 2014. Prior to that, she held various positions in adidas AG from 2000 to 2012 with her last position being the Vice President and General Manager, North China. Ms. Li holds a Master of Business Administration degree awarded by Macquarie University and a Bachelor degree in Apparel Design and Engineering from Tiangong University.

Save as disclosed above, Ms. Li did not hold any directorship in any other listed company in Hong Kong or overseas in the last three years and does not have any relationships with any directors, senior management, or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, the Company received no notification of Ms. Li having any interest in the securities of the Company and its associated corporation within the meaning of Part XV of the SFO.

Pursuant to her appointment letter, Ms. Li is entitled to receive a fee of HK\$777,000 per annum for her service rendered as an Independent Non-Executive Director of the Company, subject to review by the Board from time to time pursuant to the power given to it by the shareholders of the Company at its annual general meetings. The fee is determined with reference to her duty and responsibility for serving on the Board and her experience and abilities. The fee would be payable to Ms. Li on a pro-rata basis for her service in 2024. Ms. Li has not been appointed for a specific length of service but she is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's articles of association and the Listing Rules.

Save as disclosed above, there are no other matters concerning Ms. Li that need to be brought to the attention of the shareholders of the Company nor any information required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

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## **APPENDIX II EXPLANATORY STATEMENT ON SHARE BUY-BACK MANDATE**

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The following is the explanatory statement required to be sent to shareholders under the Listing Rules in connection with the general mandate for buy-backs of shares of the Company to be proposed at the Meeting to be held on April 26, 2024. This explanatory statement also constitutes the memorandum required by section 239 of the Companies Ordinance.

### **Share Capital – Number of Shares in Issue**

It is proposed that a maximum of 10 per cent of the aggregate number of shares of the Company (the “Shares”) in issue as at the date of the resolution approving the grant of a share buy-back mandate (the “Resolution”) (subject to adjustment in the case of any subdivision and consolidation of Shares after the Meeting) may be bought back. As at the Latest Practicable Date, the aggregate number of Shares in issue was 4,499,260,670. Subject to the passing of the Resolution and on the basis that no Shares are further issued or bought back after the Latest Practicable Date and up to the date of passing the Resolution, the Board would be authorized to buy back up to a limit of 449,926,067 Shares.

### **Reasons for Buy-backs**

The Board believes that it is in the best interests of the Company and its shareholders to have a general authority from shareholders to enable the Board to buy back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Board believes that such buy-backs will benefit the Company and its shareholders.

### **Funding of Buy-backs**

Buy-backs pursuant to the mandate would be funded from the available cash flow and/or working capital facilities of the Company. The funds applied by the Company in this connection would be those legally available for such purpose under the Company’s articles of association and the applicable laws of Hong Kong.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended December 31, 2023 in the event that the buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Board does 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 of the Company or the gearing levels which in the opinion of the Board are from time to time appropriate for the Company.

## **Disclosure of Interest**

None of the directors of the Board nor (to the best of the knowledge of the directors of the Board having made all reasonable enquiries) any of their close associates (as defined in the Listing Rules) have any present intention, in the event that the buy-back mandate is granted by shareholders, to sell Shares to the Company.

No core connected persons (as defined in the Listing Rules) have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell any such Shares to the Company in the event that the buy-back mandate is granted by shareholders.

## **Confirmation**

The Board will exercise the power of the Company to make buy-backs pursuant to the buy-back mandate in accordance with the Listing Rules and the laws of Hong Kong. Neither the Explanatory Statement nor the proposed share buy-back mandate has any unusual features.

## **Code on Takeovers and Mergers**

The Board is not aware of any consequences which would arise under the Code on Takeovers and Mergers (the “Takeovers Code”) as a consequence of any buy-backs pursuant to the general mandate.

As the Latest Practicable Date, Ms. Chan Tan Ching Fen (founder of the Trust), Cole Enterprises Holdings (PTC) Limited (the trustee of the Trust), MerSSION Limited (company under the Trust) and Mr. Adriel Chan (a discretionary beneficiary of the Trust) were taken to have interest in the same parcel of 2,784,398,340 Shares representing 61.89 per cent of the aggregate number of Shares in issue, of which they were deemed to be interested in the 2,755,565,240 Shares held by HLG and its subsidiaries. Based on such interests, in the event that the Board exercised in full the power to buy back Shares which is proposed to be granted at the Meeting, their interests in the aggregate number of Shares in issue would be increased from 61.89 per cent to 68.76 per cent.

HLG together with its subsidiaries were beneficially interested in an aggregate of 2,755,565,240 Shares representing 61.24 per cent of the aggregate number of Shares in issue as at that date. Based on such interests, in the event that the Board exercised in full the power of buy back Shares which is proposed to be granted at the Meeting, the interests of HLG and its subsidiaries in the aggregate number of Shares in issue would be increased from 61.24 per cent to 68.05 per cent.

In the opinion of the Board, the existing substantial shareholders of the Company would not be obliged to make a mandatory offer under rule 26 of the Takeovers Code as a result of such increase.

## **Share Buy-back made by the Company**

No buy-back of Shares have been made by the Company whether on the Stock Exchange or otherwise in the six months prior to the Latest Practicable Date.

## Share Prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months are as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2023</b>		
March	15.98	14.34
April	15.22	14.00
May	14.70	12.00
June	13.66	12.00
July	12.38	11.00
August	12.10	9.90
September	10.90	9.80
October	11.08	9.74
November	11.68	10.10
December	11.18	10.16
<b>2024</b>		
January	11.00	8.74
February	9.34	8.00
March (up to the Latest Practicable Date)	9.04	8.22