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**新鴻基地產發展有限公司**

**Sun Hung Kai Properties Limited**

*(Incorporated in Hong Kong with limited liability)*

*(Stock Code: 16)*

*(Warrant Code: 1441)*

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Forty-third Annual General Meeting of the shareholders of Sun Hung Kai Properties Limited (the “**Company**”) will be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Thursday, 12 November 2015 at 12:00 noon for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and auditor for the year ended 30 June 2015.
2. To declare the final dividend.
3. To re-elect the retiring Directors and to fix Directors’ fees.
4. To re-appoint Deloitte Touche Tohmatsu as auditor and to authorise the Board of Directors to fix its remuneration.

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

### **ORDINARY RESOLUTIONS**

5. “**THAT:**
  - (a) the exercise by the Directors of the Company during the Relevant Period 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 which may be bought back on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under The Codes on Takeovers and Mergers and Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed ten per cent of the aggregate number of shares of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(c) 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 its articles of association or by the Laws of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given to the Directors of the Company under this Resolution by the passing of an ordinary resolution by the shareholders in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements, options and rights to subscribe for, or to convert securities into, shares of the Company, which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights to subscribe for, or to convert securities into, shares of the Company, which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or a right to convert securities into shares of the Company or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed the aggregate of:
  - (aa) ten per cent of the aggregate number of shares of the Company in issue at the date of passing this Resolution, plus;
  - (bb) (if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to ten per cent of the aggregate number of shares of the Company in issue at the date of passing this Resolution), and the said approval shall be limited accordingly; and

(d) 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 its articles of association or by the Laws of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given to the Directors of the Company under this Resolution by the passing of an ordinary resolution by the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company 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 of the Company may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the Laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

7. **“THAT** the Directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution No. 6 in the notice convening this Meeting in respect of the number of shares of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

#### **SPECIAL RESOLUTION**

8. **“THAT** the Company’s new articles of association, which have been produced to this Meeting marked “A” and initialled by the chairman of this Meeting for the purpose of identification be and are hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the articles of association of the Company in force immediately before the passing of this Special Resolution and **THAT** any Director or the Company Secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the Company’s new articles of association.”

By Order of the Board  
**YUNG Sheung-tat, Sandy**  
*Company Secretary*

Hong Kong, 9 October 2015

Notes:

1. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting will exercise his power under Article 75 of the Company's existing articles of association (the "**Existing Articles**") to put each of the above resolutions to be proposed to the vote by way of a poll.
2. Any shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof.
3. (i) For the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 9 November 2015 to Thursday, 12 November 2015, both days inclusive, during such period no transfer of shares will be registered and no share will be allotted upon exercise of the subscription rights attached to the warrants of the Company. In order to be eligible to attend and vote at the Annual General Meeting,
  - (a) shareholders must lodge all transfer documents accompanied by the relevant share certificates (together the "**Share Transfer Documents**") for registration not later than 4:30 p.m. on Friday, 6 November 2015; and
  - (b) warrant holders must lodge all subscription forms accompanied by the relevant warrant certificates and exercise moneys (together the "**Warrant Exercise Documents**") for registration not later than 4:30 p.m. on Monday, 2 November 2015.(ii) For the purpose of ascertaining shareholders' entitlement to the proposed final dividend, the register of members and the register of warrant holders of the Company will be closed on Wednesday, 18 November 2015, during which no transfer of shares or warrants (including the allotment of shares upon exercise of the subscription rights thereof) will be registered. In order to establish entitlements to the proposed final dividend,
  - (a) shareholders must lodge the Share Transfer Documents for registration not later than 4:30 p.m. on Tuesday, 17 November 2015; and
  - (b) warrant holders must lodge the Warrant Exercise Documents for registration not later than 4:30 p.m. on Wednesday, 11 November 2015.

*The Share Transfer Documents and the Warrant Exercise Documents shall be lodged for registration with Computershare Hong Kong Investor Services Limited, which also acts as the registrar maintaining the register of warrant holders of the Company, at Shop Nos. 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.*

4. With reference to Resolution No. 3 above, Mr. Kwok Kai-fai, Adam, who was appointed as a Director by the Board of Directors of the Company to fill a casual vacancy, will hold office until the next following general meeting of the Company and, being eligible, has offered himself for re-election.

Mr. Lui Ting, Victor, Dr. Li Ka-cheung, Eric, Mrs. Leung Ko May-ye, Margaret, Sir Po-shing Woo, Mr. Kwong Chun and Mr. Chan Kwok-wai, Patrick will retire by rotation from office at the Annual General Meeting. As announced by the Company on 7 October 2015, Mr. Chan Kwok-wai, Patrick has recently informed the Company that he will not seek re-election at the Annual General Meeting. The other five retiring Directors, being eligible, have offered themselves for re-election at the Annual General Meeting.

The requisite details of the above six retiring Directors seeking re-election are set out in Appendix II to the circular of the Company dated 9 October 2015 (the “Circular”).

All the Directors of the Company have not entered into any service contract with the Company. In accordance with the Existing Articles, Directors are subject to retirement and shall be eligible for re-election at the general meeting or the annual general meeting of the Company. For the Non-Executive Directors (including the Independent Non-Executive Directors), they will be subject to a term of approximately two years commencing from the date of the annual general meeting at which they are re-elected and expiring at the annual general meeting to be held two years thereafter, and they shall be eligible for re-election for a like term at that annual general meeting upon the expiry of their term of office.

5. With reference to Resolution No. 3 above, the proposed fees payable to the Chairman, the Vice Chairman and each of the other Directors for the year ending 30 June 2016 are HK\$320,000, HK\$310,000 and HK\$300,000 respectively.
6. With reference to Resolution Nos. 5, 6 and 7 above, the Directors wish to state that they have no immediate plans to buy back any existing shares or to issue any new shares (other than pursuant to the exercise of share options granted or warrants issued by the Company) or warrants pursuant to the relevant mandates.
7. With reference to Resolution No. 8, a summary of major areas of amendments to the Existing Articles is set out in Appendix III to the Circular.

The full text of the proposed new articles of association of the Company (the “New Articles”), in English and Chinese, showing the amendments to the Existing Articles is available on the Company’s website at [www.shkp.com](http://www.shkp.com). It can be accessed by clicking “Corporate Governance” section on the home page, then selecting “Overview”. These versions are also available for inspection at the Company’s registered office at 45th Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong during normal business hours on any business day (excluding Saturday) from the date hereof up to and including 12 November 2015. The Chinese translation of the New Articles is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date hereof, the Board of Directors of the Company comprises eight Executive Directors, being KWOK Ping-luen, Raymond (Chairman and Managing Director)(KWOK Ho-lai, Edward being his Alternate Director), WONG Chik-wing, Mike (Deputy Managing Director), LUI Ting, Victor (Deputy Managing Director), KWOK Kai-fai, Adam, KWONG Chun, CHAN Kwok-wai, Patrick (Chief Financial Officer), TUNG Chi-ho, Eric and FUNG Yuk-lun, Allen; four Non-Executive Directors, being LEE Shau-kee (Vice Chairman), WOO Po-shing (WOO Ka-biu, Jackson being his Alternate Director), KWAN Cheuk-yin, William and WONG Yick-kam, Michael; and seven Independent Non-Executive Directors, being YIP Dicky Peter, WONG Yue-chim, Richard, LI Ka-cheung, Eric, FUNG Kwok-lun, William, LEUNG Nai-pang, Norman, LEUNG Kui-king, Donald and LEUNG KO May-ye, Margaret.

This document is made in English and Chinese. In case of any inconsistency, the English version shall prevail.