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Pacific Century  
Premium Developments  
盈科大衍地產發展

## **PACIFIC CENTURY PREMIUM DEVELOPMENTS LIMITED**

**盈科大衍地產發展有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00432)**

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting (the “AGM”) of Pacific Century Premium Developments Limited (the “Company”) will be held on Wednesday, May 11, 2022 at 11:00 a.m. at 8th Floor, Cyberport 2, 100 Cyberport Road, Hong Kong, for the following purposes:

#### **Ordinary Business**

1. To receive and adopt the Audited Financial Statements of the Company and the Reports of the Directors and the Independent Auditor for the year ended December 31, 2021.
2.
  - (a) To re-elect Prof Wong Yue Chim, Richard as a Director;
  - (b) To re-elect Ms Chiang Yun as a Director;
  - (c) To re-elect Dr Vince Feng as a Director; and
  - (d) To authorise the Directors to fix the remuneration of the Directors.
3. To re-appoint Messrs PricewaterhouseCoopers as the Auditor of the Company and authorise the Directors to fix their remuneration.

\* *For identification only*

## Special Business

To consider and, if thought fit, pass the following as Ordinary Resolutions (with or without modification):

4. “**THAT:**

- (a) subject to paragraphs (b) and (c) of this Resolution, the Directors be and are hereby granted an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company and to allot, issue or grant securities convertible into such shares, options, warrants or similar rights to subscribe for any shares in the Company or such convertible securities and to make or grant offers, agreements and options in respect thereof;
- (b) such mandate shall not extend beyond the Relevant Period (as defined hereinafter) save that the Directors may during the Relevant Period make or grant offers, agreements and options 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 otherwise) by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined hereinafter);
  - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
  - (iii) the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries 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 Bye-laws of the Company;

shall not exceed 20% of the aggregate number of shares of the Company in issue as at the date of the passing of this Resolution; 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 any applicable laws of Bermuda or the Bye-laws of the Company to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the Directors be and are hereby granted an unconditional general mandate to buy-back on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the securities of the Company are or may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, shares in the Company and that the exercise by the Directors of all powers of the Company to buy-back such securities, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, 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 pursuant to the approval in paragraph (a) above during the Relevant Period (as defined hereinafter) shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this Resolution; 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 any applicable laws of Bermuda or the Bye-laws of the Company to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** subject to the passing of Ordinary Resolution No. 5 set out in the notice of the AGM, the aggregate number of shares of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 4 set out in the notice of the AGM be and is hereby increased and extended by the addition of the aggregate number of shares in the capital of the Company which may be bought-back by the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 5 as set out in the notice of the AGM, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this Resolution.”

To consider and, if thought fit, pass the following resolution as a Special Resolution (with or without modification):

7. “**THAT** the proposed amendments to the Bye-laws of the Company as set out in Appendix 3 to the circular of the Company dated April 1, 2022 be and are hereby approved.”

By Order of the Board  
**Pacific Century Premium Developments Limited**  
**Timothy Tsang**  
*Group General Counsel and Company Secretary*

Hong Kong, April 1, 2022

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of Business in Hong Kong:*  
8th Floor, Cyberport 2  
100 Cyberport Road  
Hong Kong

*Notes:*

1. As set out in the section headed “Special Arrangements for the AGM” of the circular of the Company dated April 1, 2022 (the “**Circular**”) (of which this notice forms part), in compliance with the Group Gathering Prohibition and the Government Guidance on AGMs, **no Shareholder (or any proxy or corporate representative appointed by any Shareholder) will be permitted to attend the AGM in person**, other than a minimum number of Shareholders (in person or by proxy) who are required to do so to form a quorate meeting. The quorum will be formed by Director(s) or other senior staff members of the Company who are Shareholders and/or proxies appointed by the Shareholders.
2. Any Shareholder entitled to attend and vote at the AGM (or any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead in accordance with the Bye-laws of the Company. A proxy needs not be a Shareholder. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the AGM” of the Circular (of which this notice forms part), Shareholders who wish to appoint a proxy to attend and vote at the AGM shall appoint the Chairman of the AGM as their proxy according to voting instructions as indicated in their proxy form.

**SHAREHOLDERS ARE STRONGLY ENCOURAGED TO EXERCISE THEIR RIGHTS EITHER TO ATTEND AND VOTE AT THE AGM BY ELECTRONIC FACILITIES OR TO VOTE AT THE AGM BY APPOINTING THE CHAIRMAN OF THE AGM AS THEIR PROXY ACCORDING TO VOTING INSTRUCTIONS AS INDICATED IN THEIR PROXY FORM.**

3. Subject to the conditions set out in the section headed “Special Arrangements for the AGM” of the Circular (of which this notice forms part), where there are joint holders of any Share of the Company, any one of such persons may vote at the AGM (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM (or any adjournment thereof) personally or by proxy, one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. Completion and return of the form of proxy shall not preclude Shareholder from attending and voting by means of electronic facilities at the AGM (or any adjournment thereof), and in such event, the form of proxy shall be deemed to be revoked.
5. The form of proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power of attorney or authority) must be deposited with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event no later than forty-eight (48) hours before the time appointed for holding the AGM (or any adjournment thereof), otherwise the form of proxy shall not be treated as valid.
6. The register of members and the register of noteholders of bonus convertible notes of the Company will be closed from Wednesday, May 4, 2022 to Wednesday, May 11, 2022, both days inclusive, during which period no transfer of shares and bonus convertible notes of the Company will be effected.
  - (a) In the case of shares of the Company, all transfers, accompanied by the relevant share certificates, should be lodged with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, May 3, 2022; and

- (b) In the case of bonus convertible notes of the Company, in order to be entitled to attend and vote at the AGM (or any adjournment thereof), the notice of conversion accompanied by the relevant note certificate and payment of the necessary amount should be surrendered to and deposited with the Company's registrar in respect of the bonus convertible notes, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for conversion into shares of the Company no later than 4:30 p.m. on Wednesday, March 16, 2022.
7. **Online Platform of AGM proceedings:** Shareholders can attend, participate and vote at the AGM through online access by visiting the website — <http://meetings.computershare.com/PCPDAGM2022> (the “**Online Platform**”). Shareholders participating in the AGM through the Online Platform will also be counted towards the quorum and they will be able to cast their vote and submit questions through the Online Platform. The Online Platform will be open for registered Shareholders and non-registered Shareholders to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a smartphone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online Meeting User Guide for the AGM at [https://www.pcpd.com/doc/AGM2022/Generic\\_User\\_Guide\\_Eng.pdf](https://www.pcpd.com/doc/AGM2022/Generic_User_Guide_Eng.pdf) for assistance. Login details for accessing the Online Platform will be posted together with the Circular to registered Shareholders on or about April 1, 2022.
8. **Questions at and prior to the AGM:** Shareholders attending the AGM through the Online Platform will be able to submit questions relevant to the proposed resolutions online during the AGM. Shareholders can also send their questions to the Company by email at [AGM2022@pcpd.com](mailto:AGM2022@pcpd.com) from 9:00 a.m. on Wednesday, May 4, 2022 to 6:00 p.m. on Monday, May 9, 2022. The Company may not be able to respond to all the questions, but will endeavour, where appropriate, to respond to such questions as soon as practicable after the AGM.
9. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of COVID-19, certain Director(s) of the Company may attend the AGM through video conference or similar electronic means.
10. **Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to make changes to arrangements relating to the AGM at short notice. Shareholders should check the Company's website at [www.pcpd.com](http://www.pcpd.com) or the HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk) for any future announcements and updates on the AGM arrangements.**
11. In the event that a typhoon signal no. 8 or above is hoisted, “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force on the day of the AGM (or any adjournment thereof), Shareholders are suggested to visit the Company's website at [www.pcpd.com](http://www.pcpd.com) or to contact the Company's branch share registrar by telephone on (852) 2862 8648 for arrangements of the AGM (or any adjournment thereof).
12. Unless otherwise specified, capitalised terms used in this notice shall have the same meaning as ascribed to them in the Circular of which this notice forms part.
13. References to time and dates in this notice are to Hong Kong time and dates.
14. In the event of any inconsistency, the English version shall prevail.

As at the date of this notice, the directors of the Company are as follows:

***Executive Directors:***

Li Tzar Kai, Richard; and Benjamin Lam Yu Yee (Deputy Chairman and Group Managing Director)

***Non-Executive Directors:***

Lee Chi Hong, Robert (Non-Executive Chairman); and Dr Allan Zeman, GBM, GBS, JP

***Independent Non-Executive Directors:***

Prof Wong Yue Chim, Richard, SBS, JP; Chiang Yun; and Dr Vince Feng