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## **TALENT PROPERTY GROUP LIMITED**

**新天地產集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00760)**

### **(1) PROPOSED AMENDMENTS TO THE BYE-LAWS AND (2) UPDATE ON DELAY IN DESPATCH OF THE 2021 ANNUAL REPORT**

#### **PROPOSED AMENDMENTS TO THE BYE-LAWS**

This announcement is made by Talent Property Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (“**Board**”) of directors (“**Directors**”) of the Company announces that it is proposed that the Company amends its existing bye-laws (“**Proposed Amendments**”) and adopt a set of amended and restated bye-laws of the Company (“**New Bye-laws**”) in substitution of and to the exclusion of the existing bye-laws in order to (i) bring the bye-laws in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules; and (ii) make other consequential and house-keeping amendments.

Major changes brought about by the Proposed Amendments include but are not limited to the following:

1. to modify the definition of “associate” into that of “close associate” and to make corresponding changes to the relevant provisions (including the provision providing that a Director shall not vote (nor be counted in the quorum) on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested);
2. to provide that (i) the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year; and (ii) a meeting of the shareholders of the Company (“**Shareholders**”) may be held by telephone, electronic or other communication facilities which allow all the participants of the meeting to communicate simultaneously and instantaneously;

3. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one clear days, while all other general meetings (including a special general meeting) may be called by notice of not less than fourteen clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice, subject to the Listing Rules if it is so agreed under the circumstances set out in the New Bye-laws;
4. to allow, for quorum purpose only, two persons appointed by the clearing house as authorised representative or proxy to form a quorum in a general meeting of the Company;
5. to provide that the chairman of the general meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Shareholder present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands;
6. to provide that all questions submitted to a general meeting shall be decided by a simple majority of votes except where a greater majority is required by the New Bye-laws, the Companies Acts 1981 of Bermuda, or the Listing Rules;
7. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
8. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
9. to provide that at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years;
10. to update the provision providing the circumstances under which a Director is not prohibited from voting (or being counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, in accordance with the requirements under Rule 13.44 of the Listing Rules, following the repeal of the relevant requirements in Appendix 3 to the Listing Rules; and
11. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (“AGM”) expected to be held on 29 June 2022, and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other matters, further details on the Proposed Amendments, together with a notice convening the AGM will be despatched to the Shareholders in due course.

## **UPDATE ON DELAY IN DESPATCH OF THE 2021 ANNUAL REPORT**

Reference is made to the announcements of the Company dated 31 March and 29 April 2022, respectively, in relation to the annual results of the Company and its subsidiaries for the year ended 31 December 2021 (collectively, the “**2021 Results Announcements**”). Capitalised terms used herein, unless otherwise defined, shall have the same meanings as those defined in the 2021 Results Announcements.

The Board wishes to provide Shareholders and potential investors of the Company with further information on the delay in despatch of the 2021 Annual Report. The Company had obtained agreement from the Auditors with respect to the 2021 Annual Results and published an announcement on the 2021 Annual Results on 29 April 2022. Although the auditing process had completed as at 29 April 2022, the Company and the Auditors require further time to finalize and tidy up the disclosures of certain information and notes to the financial statements for the year ended 31 December 2021 to be included in the 2021 Annual Report and additional time is required to arrange for bulk printing of the 2021 Annual Report. As such, the Company was not able to dispatch the Annual Report on or before 30 April 2022 in accordance with Rule 13.46(2)(a) of the Listing Rules.

As set out in the 2021 Results Announcements, it is expected that, after taking into account the Labour Day and other holidays in Hong Kong and China in early May 2022, the Company will despatch the 2021 Annual Report to the Shareholders on or before 13 May 2022, which is in compliance with the “Frequently asked questions on the Joint Statement in relation to Results Announcements in light of Travel Restrictions related to the Severe Respiratory Disease associated with a Novel Infectious Agent (Joint Statement) and holding of general meetings” jointly issued by the Securities and Futures Commission of Hong Kong and the Stock Exchange and last updated on 8 April 2022.

By Order of the Board of  
**Talent Property Group Limited**  
**Zhang Gao Bin**  
*Chairman*

Hong Kong, 5 May 2022

*As at the date hereof, the Board comprises Mr. Zhang Gao Bin and Mr. Luo Zhangguan as Executive Directors and Mr. Lo Wai Hung, Mr. Mak Yiu Tong and Mr. Fok Chi Tat Michael as Independent Non-executive Directors.*

\* *For identification purposes only*