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If you have sold or otherwise transferred all your shares in **Sino Land Company Limited**, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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 **SINO LAND COMPANY LIMITED**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 83)

(1) General Mandates to Buy Back Shares and to Issue Shares

(2) Adoption of New Articles of Association

(3) Proposed Re-election of Directors

(4) Notice of Annual General Meeting

The notice convening the annual general meeting of Sino Land Company Limited (“Company”) to be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, 26th October, 2022 at 9:30 a.m. (“Annual General Meeting”) is set out on pages 40 to 44 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Annual General Meeting in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment thereof should you so wish.

In light of the epidemic situation of COVID-19, the Company will implement precautionary measures and special arrangements for the Annual General Meeting, details of which are set out on pages 2 and 3 of this circular.

23rd September, 2022

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LETTER FROM THE CHAIRMAN



(Incorporated in Hong Kong with limited liability)

(Stock Code: 83)

Executive Directors:

Robert NG Chee Siong (*Chairman*)
Daryl NG Win Kong, SBS, JP (*Deputy Chairman*)
Ringo CHAN Wing Kwong
Gordon LEE Ching Keung
Thomas TANG Wing Yung
Victor TIN Sio Un

Registered Office:

12th Floor
Tsim Sha Tsui Centre
Salisbury Road
Tsim Sha Tsui
Kowloon
Hong Kong

Non-Executive Director:

Ronald Joseph ARCULLI, GBM, CVO, GBS, OBE, JP

Independent Non-Executive Directors:

Allan ZEMAN, GBM, GBS, JP
Adrian David LI Man-kiu, BBS, JP
Steven ONG Kay Eng
WONG Cho Bau, JP

23rd September, 2022

To the shareholders

Dear Sir or Madam,

(1) General Mandates to Buy Back Shares and to Issue Shares

(2) Adoption of New Articles of Association

(3) Proposed Re-election of Directors

(4) Notice of Annual General Meeting

1. Introduction

At the last annual general meeting of the Company held on 27th October, 2021, general mandates were given to the Directors to exercise the powers of the Company to buy back shares and to issue shares of the Company. Under the terms of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), these general mandates will lapse at the conclusion of the forthcoming Annual General Meeting of the Company to be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, 26th October, 2022 at 9:30 a.m. unless renewed at that meeting.

The purpose of this circular is to provide you with information regarding the proposed general mandates to buy back shares and to issue shares, the adoption of a new set of articles of association of the Company (“New Articles”), the re-election of Directors and our precautionary measures and special arrangements for the Annual General Meeting under the COVID-19 pandemic.

LETTER FROM THE CHAIRMAN

2. Precautionary Measures and Special Arrangements for the Annual General Meeting

In light of the epidemic situation of COVID-19, the Company will implement the following precautionary measures and special arrangements at the Annual General Meeting:

- (a) Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius, or exhibiting flu-like symptoms may be denied entry into the Annual General Meeting venue or be requested to leave the Annual General Meeting venue.
- (b) Every attendee will be required to scan the “LeaveHomeSafe” venue QR code and comply with the requirements of the “Vaccine Pass Direction”[#] prior to entry into the Annual General Meeting venue.
- (c) Every attendee will have to submit a completed health declaration form prior to entry into the Annual General Meeting venue.
- (d) Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting.
- (e) Seating at the Annual General Meeting venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for shareholders to attend the Annual General Meeting. The Company will limit attendance in person at the Annual General Meeting venue to 190 shareholders to ensure compliance with the applicable laws and regulations.

Shareholders who wish to attend the Annual General Meeting physically are requested to register their interest and provide the following details by visiting the designated URL (<https://www.tricoris.com/PR00083.aspx>) during the period from 9:00 a.m. on Wednesday, 19th October, 2022 to 5:00 p.m. on Friday, 21st October, 2022:

1. Full Name
2. Email Address
3. Contact Phone No.

If more than 190 registrations are received from shareholders, balloting of the applications will be conducted. Shareholders who have been allocated the right of admission to the Annual General Meeting venue in person will be notified individually by email on 24th October, 2022. No notification will be sent to those shareholders who are not successful in the balloting.

- (f) **No refreshment will be served at the Annual General Meeting and no distribution of gift.**

[#] “Vaccine Pass Direction” is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong).

LETTER FROM THE CHAIRMAN

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue.

The Company reminds all shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. For the health and safety of the shareholders, **the Company strongly recommends shareholders to exercise their voting rights by appointing the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) instead of attending the Annual General Meeting in person**, by completing and returning the form of proxy attached to this circular.

We are closely monitoring the impact of COVID-19 in Hong Kong. Should any changes be made to the Annual General Meeting arrangements we will notify the shareholders via an announcement to be posted on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company's website at www.sino.com.

3. General Mandate to Buy Back Shares

An ordinary resolution will be proposed at the Annual General Meeting to approve a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to buy back, at any time until the next annual general meeting of the Company or such earlier period as stated in the ordinary resolution, shares of the Company ("Shares") up to a maximum of 10% of the issued shares of the Company at the date of the resolution ("Share Buy-back Mandate").

An explanatory statement as required under the Listing Rules to provide the requisite information is set out in Appendix I hereto.

4. General Mandate to Issue Shares

It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general and unconditional mandate to allot, issue and deal with Shares and rights to convert securities into Shares not exceeding 20% of the issued shares of the Company at the date of the resolution until the next annual general meeting of the Company or such earlier period as stated in the ordinary resolution ("Share Issue Mandate") and adding to such general mandate so granted to the Directors any Shares bought back by the Company under the Share Buy-back Mandate.

5. Adoption of New Articles of Association

Reference is made to the announcement of the Company dated 22nd September, 2022. In order to (i) align with the amendments to the Listing Rules, (ii) permit the shareholders to attend general meetings remotely through electronic means, (iii) provide flexibility to the Company in relation to the conduct and postponement of general meetings (for example, in the case when a black rainstorm warning or gale warning is in force) as well as ensure the security and orderly conduct of general meetings, and (iv) make some other housekeeping amendments, the Board proposes to adopt the New Articles, in substitution for, and to the exclusion of, the existing articles of association of the Company ("Existing Articles").

LETTER FROM THE CHAIRMAN

A summary of the key proposed amendments brought about by the adoption of the New Articles are set out below:

| Major Amendments | Affected Article or New Article Numbers |
|---|--|
| 1. inserting and/or amending the following definitions: “black rainstorm warning”, “business day”, “close associate” or “associate”, “Company’s Website”, “electronic facilities”, “electronic means”, “electronic signature”, “gale warning”, “hybrid meeting”, “ordinary resolution”, “published in the newspapers”, “published on the Stock Exchange’s website”, “recognised clearing house”, “registered office”, “special resolution”, “subsidiary” and “holding company” | Article 4 |
| 2. providing that the Directors and, where applicable, the chairman of the meeting, at their/his absolute discretion, may (but are not obliged to) make necessary arrangements to allow (i) a general meeting to be held at more than one location by using electronic facilities to facilitate simultaneous attendance and participation or (ii) a general meeting to be held and conducted in the form of a hybrid meeting, provided that the only location or one of the locations of the meeting for physical attendance shall be in Hong Kong which shall be the principal meeting place, and making corresponding changes (including the details included in the notice of general meeting and the conduct of the general meeting) in the relevant articles | Articles 61, 62, 65, 67A (new Article), 68, 68A (new Article), 68B (new Article), 68E (new Article), 70(A), 74 |
| 3. providing that the chairman of the meeting may, at his absolute discretion, interrupt or adjourn general meetings under certain prescribed circumstances | Article 68C (new Article) |
| 4. providing that the Directors and the chairman of the meeting may make any arrangement to ensure the security and orderly conduct of general meetings | Article 68D (new Article) |
| 5. allowing the Directors to postpone or make changes to a general meeting when they in their absolute discretion consider it is impracticable or unreasonable to hold the general meeting on or at the scheduled date or time or place or in the scheduled form, for example, in case of bad weather conditions or other similar events, and making corresponding changes in the relevant articles | Articles 62, 63A (new Article), 63B (new Article), 63C (new Article), 70(A), 75, 78(B), 81, 83, 84 |

LETTER FROM THE CHAIRMAN

| Major Amendments | Affected Article or New Article Numbers |
|---|---|
| 6. providing that the Company and/or Directors may conduct various activities by electronic means, such as (i) suspending the registration of transfer, (ii) providing valid signature to a document, (iii) serving notices or documents, and (iv) authorising the destruction of documents | Articles 44, 127, 163, 166, 170(A), 172 |
| 7. aligning with the amendments to the Listing Rules | Articles 62, 74, 79, 88, 96(H), 102, 159(B), 161 |
| 8. making other minor house-keeping changes and making consequential amendments in line with the above amendments to the Existing Articles | Articles 8, 16, 27, 28, 69, 70(B), 72, 85(B), 96(I), 97(A), 118, 153(A), 155, 159(C), 162 |

Full particulars of the proposed amendments to the Existing Articles brought about by the adoption of the New Articles are set out in Appendix II to this circular.

Shareholders are advised that the New Articles are prepared in the English language and the Chinese translation is only for reference purpose. In case of any inconsistency, the English version shall prevail.

6. Directors Proposed to be Re-elected

In accordance with Article 97(A) of the Existing Articles and pursuant to paragraph B.2.2 of Appendix 14 to the Listing Rules, Mr. Daryl NG Win Kong, Mr. Ringo CHAN Wing Kwong and Mr. Gordon LEE Ching Keung will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting. In accordance with Article 88 of the Existing Articles, Mr. Victor TIN Sio Un, who was appointed as an Executive Director on 1st July, 2022, will retire at the Annual General Meeting and, being eligible, offer himself for re-election.

The Nomination Committee has reviewed the structure, size and composition of the Board of Directors and recommended the re-appointment of Mr. Daryl NG Win Kong, Mr. Ringo CHAN Wing Kwong and Mr. Gordon LEE Ching Keung, who will retire and offer for re-election at the Annual General Meeting.

Under the service contract of each of the Executive Directors, namely Mr. Daryl NG Win Kong, Mr. Ringo CHAN Wing Kwong, Mr. Gordon LEE Ching Keung and Mr. Victor TIN Sio Un with the Group, there is no fixed term of office for these Executive Directors but they are subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Existing Articles.

LETTER FROM THE CHAIRMAN

The emoluments of the Directors are determined with reference to their duties, responsibilities and performance and the results of the Group and are endorsed by the Remuneration Committee. The directors' fees are fixed by the Board of Directors pursuant to the authority granted by the shareholders at annual general meetings. The amount of emoluments paid or payable for the year ended 30th June, 2022 to each of the Directors who stands for re-election at the Annual General Meeting are set out in Note 12 to the Consolidated Financial Statements on pages 180 and 181 in the Company's 2022 Annual Report.

Other biographical details of the Directors who stand for re-election at the Annual General Meeting, as required by Rule 13.51(2) of the Listing Rules as at 15th September, 2022 (the latest practicable date prior to the printing of this circular) ("Latest Practicable Date"), are set out below to enable the shareholders to make informed decision on their re-election.

Mr. Daryl NG Win Kong, SBS, JP, aged 44, an Executive Director since April 2005 and Deputy Chairman of the Group since November 2017, holds a Bachelor of Arts Degree in Economics, a Master Degree of Science in Real Estate Development from Columbia University in New York, an Honorary Doctor of Humane Letters degree from Savannah College of Art and Design. He is Honorary Fellow of The Hong Kong University of Science and Technology and Hong Kong Metropolitan University. Mr. NG first joined the Company as Executive (Development) in 2003. He is a director of a number of subsidiaries and associated companies of the Company, and an Executive Director and Deputy Chairman of Tsim Sha Tsui Properties Limited and Sino Hotels (Holdings) Limited. He is also a Non-Executive Director of The Bank of East Asia, Limited, which is listed on the Hong Kong Stock Exchange and the Chairman, Non-independent & Non-executive Director of Yeo Hiap Seng Limited, a company listed on the main board of the Singapore Stock Exchange. He is a member of the Global Leadership Council of Columbia University in the City of New York, a member of the 10th Sichuan Committee of the Chinese People's Political Consultative Conference ("CPPCC"), a member of the 12th and 13th Beijing Municipal Committee of the CPPCC, a member of the 10th and 11th Committees of the All-China Youth Federation and the Deputy Chairman of the Chongqing Youth Federation. He is the President of Hong Kong United Youth Association, a Council Member of the Hong Kong Committee for UNICEF, a Council Member of The Hong Kong Management Association, an Advisor of Our Hong Kong Foundation, a Council Member of Hong Kong Chronicles Institute Limited, a Council Member of the Employers' Federation of Hong Kong, a member of the Board of Hong Kong Science and Technology Parks Corporation, the Chairman of Greater Bay Area Homeland Youth Community Foundation Limited and a Member of the Board of Mind Mental Health Hong Kong Limited. Mr. NG's major public service appointments include being a member of the Estate Agents Authority of the Government of Hong Kong Special Administrative Region, a member of the Council of the University of Hong Kong, a member of NUS Medicine International Council at the Yong Loo Lin School of Medicine of National University of Singapore, a member of International Advisory Council of Singapore Management University, a member of the Board of M Plus Museum Limited, a Board Member of National Heritage Board, Singapore and a member of the Cyberport Advisory Panel of Hong Kong Cyberport Management Company Limited. He is a Director of The Real Estate Developers Association of Hong Kong and a Director of The Community Chest of Hong Kong. He is the eldest son of the Chairman of the Group Mr. Robert NG Chee Siong and the eldest grandson of the late substantial shareholder Mr. NG Teng Fong.

LETTER FROM THE CHAIRMAN

Save as disclosed herein, Mr. NG did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. NG has a personal interest in 152,728 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of Mr. NG that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Ringo CHAN Wing Kwong, aged 62, an Executive Director since January 2008. He first joined the Company in 1988 and had been an Associate Director (Group Treasury) of the Company since 2005. He is also a director of a number of subsidiaries and associated companies of the Company. Mr. CHAN holds a Master Degree of Business Administration and is a Fellow Member of the Association of Chartered Certified Accountants and an Associate Member of The Hong Kong Institute of Certified Public Accountants (Practising). Mr. CHAN has over 38 years of experience in accounting and finance.

Save as disclosed herein, Mr. CHAN did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. CHAN has a personal interest in 364,312 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of Mr. CHAN that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Gordon LEE Ching Keung, aged 62, an Executive Director since January 2013. Mr. LEE first joined the Company in 1989 and left the Company in 1995. He rejoined the Company in 1997 and has been an Associate Director (Development Division) of the Company since 2006. He is also a director of a number of subsidiaries and associated companies of the Company. Mr. LEE is a member of The Hong Kong Institute of Architects, a Registered Architect and an Authorized Person (Architect). He has extensive experience in design, project management, quality management, construction site management and cost management and is in charge of the Development Division.

Save as disclosed herein, Mr. LEE did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. LEE has a personal interest in 100,000 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of Mr. LEE that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

LETTER FROM THE CHAIRMAN

Mr. Victor TIN Sio Un, aged 59, an Executive Director since July 2022. Mr. TIN joined the Company in 2002 and has been the Group Associate Director (Sales) of the Company since 2019. He is also a director of a number of subsidiaries and associates of the Company. Mr. TIN possesses over 30 years of experience in property sales and leasing management. He holds a Bachelor Degree in Business Administration from the University of Hawaii and a Master Degree in Business Administration from the California State University. Mr. TIN is a member of the Legal Sub Committee of The Real Estate Developers Association of Hong Kong and a member of the Vocational Training Council Real Estate Services Training Board.

Save as disclosed herein, Mr. TIN did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. TIN has a personal interest in 51,376 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of Mr. TIN that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board believes that the Directors who are seeking re-election at the Annual General Meeting have the qualifications and related expertise that will continue to bring contribution to the Board.

7. Annual General Meeting

The notice convening the Annual General Meeting is set out on pages 40 to 44 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Annual General Meeting in accordance with the instructions printed thereon.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he/she is the holder. Detailed procedures for conducting a poll are set out in Appendix III of this circular.

The Company will publish an announcement on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company's website at www.sino.com of the results of the voting by poll at the Annual General Meeting on the same day after the Annual General Meeting.

LETTER FROM THE CHAIRMAN

8. Recommendation

The Directors consider that the Share Buy-back Mandate, the Share Issue Mandate, the adoption of the New Articles and the re-election of retiring Directors are in the best interests of the Company and its shareholders and recommend the shareholders to vote in favour of the respective resolutions.

Yours faithfully,
Robert NG Chee Siong
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buy-back Mandate and also constitutes the memorandum as required under Section 239(2) of the Companies Ordinance.

1. Listing Rules

The Listing Rules permit companies whose primary listing are on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) to buy back their securities on the Stock Exchange or on another stock exchange recognised for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders’ Approval

The Listing Rules provide that all on-market buy-backs of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such buy-backs.

(b) Source of Funds

Buy-backs must be made out of funds which are legally available for the purpose and in accordance with the company’s constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

2. Issued Shares

As at the Latest Practicable Date, the issued shares of the Company comprised 7,718,156,511 Shares. On the basis of such figure, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 771,815,651 Shares, representing 10% of the issued shares of the Company, subject to adjustment of any further Shares issued or cancelled on buy-backs after the Latest Practicable Date and up to the date of the Annual General Meeting.

3. Reasons for Buy-backs

The Directors believe that the flexibility afforded by the Share Buy-back Mandate would be beneficial to the Company and its shareholders. Buy-backs of Shares will only be made when the Directors believe that such buy-backs will benefit the Company and its shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share. It will then be beneficial to those shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares bought back by the Company.

4. Funding of Buy-backs

Any buy-backs will be made out of funds of the Company legally permitted to be utilised in this connection in accordance with the Existing Articles or the New Articles (as the context requires) and the applicable laws in Hong Kong, being distributable profits of the Company or the proceeds of a fresh issue of Shares made for such purpose.

There might be an 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 30th June, 2022 in the event that the Share Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Share 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 Directors shall from time to time be appropriate for the Company.

5. Disclosure of Interest

Neither the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Share Buy-back Mandate if such is approved by the shareholders.

No other core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the shareholders.

6. Undertaking of Directors

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the powers of the Company to make buy-backs pursuant to the Share Buy-back Mandate and in accordance with the Listing Rules and the applicable laws of Hong Kong.

7. Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

| | Highest <i>HK\$</i> | Shares Lowest <i>HK\$</i> |
|--------------------------------|-------------------------------|---|
| 2021 | | |
| September | 11.640 | 9.780 |
| October | 10.716 | 9.995 |
| November | 10.300 | 9.220 |
| December | 9.840 | 9.260 |
| 2022 | | |
| January | 10.100 | 9.530 |
| February | 10.480 | 9.740 |
| March | 10.780 | 9.360 |
| April | 10.800 | 10.140 |
| May | 11.420 | 10.360 |
| June | 11.900 | 10.800 |
| July | 11.880 | 11.120 |
| August | 12.360 | 11.180 |
| 1st September – 15th September | 11.780 | 11.120 |

8. Effect of the Takeovers Code

If on the exercise of the power to buy back shares pursuant to the Share Buy-back Mandate, 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 Rule 32 of The Codes on Takeovers and Mergers and Share Buy-backs ("Takeovers Code"). As a result, a shareholder or a group of shareholders acting in concert, could 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.

As at the Latest Practicable Date, approximately 58.47% of the issued shares of the Company was held by controlling shareholders and, assuming full exercise of the Share Buy-back Mandate given to the Directors, 64.97% will be held by such shareholders. The Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code or such that the public float of the Company's shares will be reduced to less than 25% as a result of any purchases made under the Share Buy-back Mandate.

9. Share Buy-backs made by the Company

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

The following are the proposed amendments to the Existing Articles brought about by the adoption of the New Articles. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Existing Articles.

Article No. Proposed amendments (showing changes to the Existing Articles)

4. “**Auditors**” shall mean the person or corporation for the time being performing the duties of that office;

“**black rainstorm warning**” shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong);

“**business day**” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. Notwithstanding the foregoing, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a gale warning, black rainstorm warning or other similar event, such day shall for the purpose of any notice sent under these Articles be counted as a business day;

“**close associate**” or “**associate**” shall have the meaning given to it in the Listing Rules;

“**Company’s Website**” shall mean the website of the Company, the address or domain name of which has been notified to members;

“**electronic facilities**” shall include, without limitation, online platforms, website addresses, webinars, webcasts, videos, software programmes or any form of conference call systems (telephone, video, web or otherwise);

“**electronic means**” shall include sending or otherwise making available to the intended recipients of the communication in electronic format;

“**electronic communication—signature**” shall mean a ~~communication sent by an~~ electronic transmission in any form through any medium ~~symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;~~

Article No. Proposed amendments (showing changes to the Existing Articles)

“gale warning” shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong);

“hybrid meeting” shall mean a general meeting held and conducted by (i) physical attendance by members and/or proxies at one or more meeting location(s); and (ii) virtual attendance and participation by members and/or proxy by means of electronic facilities, provided that the only location or one of the locations of the meeting for physical attendance by members and/or proxy shall be in Hong Kong which shall be the principal meeting place for the general meeting;

“ordinary resolution” shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, cast at a general meeting held in accordance with these Articles;

“published in the newspapers” means published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the Listing Rules;

“published on the Stock Exchange’s website” shall mean published in English and Chinese on the Stock Exchange’s website in accordance with the Listing Rules;

“recognised clearing house” shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor or a clearing house or an authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;

Article No. Proposed amendments (showing changes to the Existing Articles)

“registered office” shall mean the registered office from time to time of the Company;

“special resolution” shall have the same meaning as ascribed thereto in the Companies Ordinance; for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or by proxy or, in the case of corporations, by their duly authorised representatives, cast at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been given; and includes a special resolution passed;

“subsidiary” and “holding company” shall have the meanings ascribed to such terms in the Companies Ordinance;

8. The Company may exercise any powers conferred or permitted by the Companies Ordinance, the Listing Rules or any other ordinance from time to time to acquire its own shares or to give directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company and should the Company acquire its own shares neither the Company nor the Board shall be required to select the shares to be acquired rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such acquisition or financial assistance shall only be made or given in accordance with any relevant rules, code or regulations issued by the Stock Exchange or the Securities and Futures Commission of Hong Kong from time to time.
- Company to finance purchase of its own shares.

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| 16. | Every person whose name is entered as a member in the register shall be entitled to receive within two months after allotment or within ten business days after lodgment of a transfer (or such other period as may be prescribed by the Listing Rules from time to time or within such other period as the conditions of issue shall provide) one certificate for all his shares or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot, upon payment, in the case of a transfer, of such amount as may from time to time be permitted under the Listing Rules for every certificate or such lesser sum as the Board shall from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. For the purposes of this Article 16, “business day” shall mean any day on which the Stock Exchange is open for business of dealing in securities. | Share certificates. |
| 27. | In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members by notice to be inserted once in English in an English language newspaper and in Chinese in a Chinese language newspaper, or by publication on the website of the Company’s <u>Website</u> in accordance with the Listing Rules or in such manner as permitted under the Listing Rules. | Notice of call may be advertised. |
| 28. | Every member upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and place or places as the Board shall appoint. <u>The non-receipt of a notice of any call by, or the accidental omission to give notice of a call to, any of the members shall not invalidate the call.</u> | Every member liable to pay call at appointed time and place. |

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| 44. | <p>The registration of transfers may be suspended and the register, <u>by notice published on the Stock Exchange's website in accordance with the Listing Rules, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers,</u> be closed at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares, provided always that such registration shall not be suspended or the register closed for more than thirty days in any year or, with the approval of the Company in general meeting, sixty days in any year. <u>In the event that there is an alteration of book closure dates, the Company shall give notice in accordance with the Listing Rules and the procedures set out in this Article. If, however, there are exceptional circumstances (e.g. during a gale warning or black rainstorm warning) that render the giving of such publication of notice impossible, the Company shall comply with these requirements as soon as possible.</u></p> | When transfer books and register may be closed. |
| 61. | <p>The Board may, whenever it thinks fit, convene a general meeting, and general meetings shall also be convened on requisition, as provided by the Companies Ordinance, or, in default, may be convened by the requisitionists. <u>The general meetings shall be held at such time and place as the Board shall appoint.</u></p> | Convening of general meeting. |

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62. Subject to the provisions of the Companies Ordinance and the Listing Rules, an annual general meeting and any general meeting called for the passing of a special resolution (other than an adjourned meeting or a postponed meeting) shall be called by at least twenty-one clear business days' notice in writing, and a general meeting of the Company other than an annual general meeting or an adjourned or a postponed meeting shall be called by at least ~~ten clear business~~ fourteen days' notice in writing. Subject to Article 68 in relation to an adjourned meeting and Articles 63A, 63B and 63C in relation to a postponed meeting, the notice shall be exclusive of the day on which it is served, or deemed to be served and of the day for which it is given, and shall specify the place (and if the meeting is to be held in two or more places (in accordance with the requirements of the Companies Ordinance), the principal place of the meeting and the other place or places of the meeting), details of the electronic facilities for attendance and participation by electronic means at the meeting (in the case of a hybrid meeting), the day and the hour of the meeting, resolutions to be considered and the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Ordinance and the Listing Rules, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:–
- (i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other general meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. of the total voting rights of all the members at the meeting.

Notice of meetings.

~~For the purposes of this Article 62, "business day" shall mean any day on which the Stock Exchange is open for business of dealing in securities.~~

| Article No. | Proposed amendments (showing changes to the Existing Articles) | |
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| 63A. | <u>If, after the notice of a general meeting has been given but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place or by means of electronic facilities specified in the notice calling such meeting, it may change or postpone the meeting to another date and/or time and/or change the place and/or electronic facilities and/or form of the meeting, without approval from the members.</u> | <u>Postponement of and change to a general meeting.</u> |
| 63B. | <u>The Board shall also have the power to provide in every notice calling a general meeting that in the event that a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting, the meeting shall be automatically postponed and changed without further notice and be reconvened on a later date in accordance with Article 63C.</u> | |
| 63C. | <u>Where a general meeting is postponed and/or there is a change in the place and/or electronic facilities and/or form of the meeting in accordance with Article 63A or Article 63B:</u> | |
| | <u>(a) unless already specified in the original notice of the meeting, the Board shall fix the date, time, place and electronic facilities (if applicable) for reconvening the postponed and/or changed meeting and at least seven clear days' notice shall be given for such meeting by one of the means specified in Article 163; and such notice shall specify the date, time, place and electronic facilities (if applicable) at which the postponed and/or changed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and</u> | |
| | <u>(b) notice of the business to be transacted at the reconvened meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the reconvened meeting is the same as that set out in the notice of the original meeting circulated to the members of the Company.</u> | |

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| 65. | For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy. No business <u>Any member (in the case of a corporation, its duly authorised representative) or his proxy attending and participating in a general meeting by electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting. No business (except the appointment of the Chairman of the general meeting) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.</u> | Quorum. |
| 67A. | <u>Any Director (including without limitation, the Chairman of the meeting) attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Ordinance and other applicable laws, rules and regulations and these Articles.</u> | |
| 68. | The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time <u>and/or</u> from place to place <u>and/or from one form to another</u> as the meeting shall determine. Whenever a general meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the place (and if the meeting is to be held in two or more places (in accordance with the requirements of the Companies Ordinance), the principal place of the meeting and the other place or places of the meeting), the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the resolutions to be considered and the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment, or the resolutions to be considered, or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. | Power to adjourn general meeting, business of adjourned meeting. |

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- 68A. The Directors may, at their absolute discretion, arrange for (i) any general meeting to be held at more than one location by using electronic facilities as determined and directed by the Directors that enable persons entitled to attend the meeting to do so by simultaneous attendance and participation, or (ii) any general meeting to be held and conducted in the form of a hybrid meeting, provided that the only location or one of the locations of the meeting for physical attendance shall be in Hong Kong which shall be the principal meeting place for the general meeting as specified in the notice of meeting. The following provisions shall apply to any such arrangement:
- Holding of general meetings at more than one location or as hybrid meetings.
- (a) The members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy at any meeting location and/or members participating in a hybrid meeting by electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings shall be valid provided that the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to enable members present at all the meeting locations and attending by using electronic facilities to participate in the business for which the meeting has been convened.
- (b) Subject to Article 67A, the Chairman of the meeting shall be present at, and the meeting shall be deemed to have taken place at, the principal meeting place.
- (c) If members (or in the case of a corporation, its duly authorised representative) or their proxies attend a general meeting by being present at one of the meeting locations and/or participate in a hybrid meeting by means of electronic facilities, a failure (for any reason) of communication equipment, or any other failure in the arrangements for enabling those in a meeting location other than the principal meeting place to participate in the business for which the meeting has been convened, or in the case of a hybrid meeting, the inability of one or more members (or in the case of corporations, their duly authorised representatives) or proxies to access or continue to access the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any decision made thereat or any action taken pursuant to such business.

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(d) If any of the meeting locations is outside Hong Kong and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall be applied by reference to the principal meeting place in Hong Kong.

For the avoidance of doubt, notwithstanding anything in these Articles to the contrary, neither the Directors nor the Chairman of the meeting shall be obliged to arrange any general meeting to be held at more than one location or in the form of a hybrid meeting.

- 68B. The Directors and, at any general meeting, the Chairman of the meeting may from time to time make such arrangements for attendance and/or participation and/or voting at any location or locations at which the meeting will take place and/or attendance and/or participation and/or voting at a hybrid meeting (whether involving the issue of tickets or some other means of identification, passcode, electronic voting, seat reservation or otherwise) as they/he shall in their/his absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any particular location shall be entitled so to attend at one of the other locations; and the entitlement of any member so to attend the meeting or adjourned or postponed meeting at such location or locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned or postponed meeting stated to apply to the meeting. Power to decide arrangements for meetings.
- 68C. If it appears to the Chairman of the meeting that: Chairman's discretion to interrupt or adjourn meetings.
- (a) the facilities at the principal meeting place or at such other location or locations at which the meeting may be attended have become inadequate for the purposes referred to in Article 68A; or
- (b) in the case of a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or

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(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or

(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting,

then the Chairman may, at his absolute discretion, without the consent of the meeting, interrupt or adjourn the meeting. All business conducted or decision made at the meeting up to the time of such adjournment shall be valid.

68D. The Directors and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction they or he consider(s) appropriate to ensure the security and orderly conduct of a meeting including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, determining the number and frequency of and the time allowed for and manner of raising questions at a meeting, and muting those who participate in a hybrid meeting by means of electronic facilities. Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements, restrictions or precautionary measures may be refused entry to the meeting or removed (physically or electronically) from the meeting.

Power to regulate the course of meetings.

68E. All persons seeking to attend and participate in a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 68C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings and/or resolutions passed at that meeting.

Responsibility of persons attending and participating in a hybrid meeting.

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| 69. | At any general meeting a resolution put to the vote of the meeting shall be decided by poll, save that and without prejudice to other provisions of these Articles, the Chairman of the meeting may in good faith, decide to allow a resolution which relates purely to a procedural or administrative matter <u>as permitted under the Listing Rules</u> to be voted on at any general meeting by a show of hands. | Vote by poll. |
| 70. | (A) A poll shall (subject as provided in Article 71) be taken in such manner (including the use of ballot or voting papers or tickets <u>or electronic facilities</u>) and at such time and place, not being more than thirty days from the date of the meeting or adjourned <u>or postponed</u> meeting as the Chairman <u>of the meeting</u> directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken and shall be announced in such manner as required by the Listing Rules. | Poll. |
| 70. | (B) Where a resolution is voted on by a show of hands <u>as permitted under the Listing Rules</u> , a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour <u>of</u> or against such resolution. | Show of hands. |
| 72. | In the case of an equality of votes, <u>whether on a poll or on a show of hands</u> , the Chairman of the meeting <u>at which the poll or show of hand is taken</u> shall be entitled to a casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive. | Chairman to have casting vote. |

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| 74. | <p>Subject to Article 85(B) and to any special rights, privileges or restrictions as to voting from time to time attaching to any class or classes of shares, at any general meeting on a poll every member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under Section 606 of the Companies Ordinance or is present by proxy <u>(a) shall have the right to speak, (b) on a poll every member present in such manner shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid up on the share), and (c) on a show of hands every member present in person (being an individual) or is present by a duly authorised representative (being a corporation) or is present by proxy such manner shall have one vote. On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. <u>Votes (whether on a show of hands or a poll) may be cast by such means, electronic or otherwise, as the Chairman may determine. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</u></u></p> | Votes of members. |
| 75. | <p>Any person entitled under Article 46 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of the holding of the meeting or <u>adjourned or postponed meeting</u> (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p> | Votes in respect of deceased and bankrupt members. |
| 78. | <p>(B) No objection shall be raised to the qualification of any voter except at the meeting or <u>adjourned or postponed meeting</u> at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.</p> | Objections to votes. |

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| 79. | Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him <u>and a proxy so appointed shall have the same right as the member to speak at the meeting.</u> On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion. If a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution by a show of hands. | Proxies. |
| 81. | 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 (i) deposited at the registered office of the Company or at such other place as is specified in the notice of meeting or in the instrument of proxy issued by the Company, or (ii) if an electronic address is specified by the Company in the notice of meeting or in the instrument of proxy issued by the Company specifically for the purpose of receiving such instruments and the aforesaid authorities and documents for that meeting, sent or transmitted by electronic means to such electronic address subject to any conditions or limitations imposed by the Company, in each case not less than forty-eight hours (or such later time as the Board shall determine) before the time for holding the meeting or adjourned <u>or postponed meeting</u> (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid <u>provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company.</u> <u>If any instrument of proxy or document required to be sent to the Company under this Article is sent to the Company by electronic means, such instrument of proxy or document is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address in accordance with this Article.</u> No instrument appointing a proxy shall be valid after expiration of twelve months from the date of its execution, except at an adjourned <u>or a postponed meeting or on a poll demanded at a meeting or an adjourned or postponed meeting in cases</u> where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude the member appointing a proxy from attending and voting in person (or, in the case of a member being a corporation, by its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked. <u>In calculating the notice periods set out above, no account is to be taken of any part of a day that is a public holiday.</u> | Appointment of proxy must be deposited. |

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| 83. | The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit, provided that any form issued to a member for use by him for appointing a proxy to attend and vote at any general meeting at which any business is to be transacted shall be such as to enable the member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment <u>or postponement</u> of the meeting as for the meeting to which it relates. | Authority under instrument appointing proxy. |
| 84. | A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or 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 share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered office at least forty-eight hours before the commencement of the meeting or adjourned <u>or postponed</u> meeting at which the proxy is used or, in the case of a poll taken more than forty-eight hours after it was demanded, at least twenty-four hours before the time appointed for the taking of the poll. In calculating the notice period set out above, no account is to be taken of any part of a day that is a public holiday. | When vote by proxy valid though authority revoked. |

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| 85. | (B) Without prejudice to the generality of Article 85(A), if a <u>recognised clearing house within the meaning of Part 1 of Schedule 1 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)</u> (or its nominee(s)) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised shall be entitled to exercise the same <u>rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if it such person were an individual shareholder of the Company member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</u> | Clearing house acting by representative(s) at meetings. |
| 88. | The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director <u>so appointed to fill a casual vacancy and any Director appointed as an addition to the Board shall respectively shall</u> hold office only until the <u>next following general meeting of the Company and until the next following first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election, but shall not be taken into account in determining the <u>number of</u> Directors who are to retire by rotation at such meeting. | Board may fill vacancies. |

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| 96. | <p>(H) save as otherwise provided by these Articles and subject to the provisions of the Listing Rules, a Director shall not vote on any resolution of the Board approving in respect of any transaction, contract or arrangement in which he or any of his close associates <u>(or, if required by the Listing Rules, his other associates)</u> is materially interested (nor be counted in the quorum), but this prohibition shall not apply to any of the following matters namely:-</p> <p>(i) the giving of any security or indemnity either:-</p> <p style="padding-left: 40px;">(a) to such Director or <u>any of</u> his close associate(s) in respect of money lent or obligations incurred or undertaken by any of them at the request of or for the benefit of the Company or any of its subsidiaries; <u>or</u></p> <p style="padding-left: 40px;">(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or <u>any of</u> his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p> <p>(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or <u>any of</u> his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>(iii) any transaction, contract or arrangement in which the Director or <u>any of</u> his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue of his or any of their interest in shares or debentures or other securities of the Company;</p> | Director shall not vote in case of material interest. |

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- (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors or any of their close associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his close associate(s) as such any privilege or advantage not accorded to the class of persons to which such scheme or fund relates; and
- (v) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or any of his close associate(s) may benefit.

~~For the purposes of this subparagraph (H), "subsidiaries" shall have the same meaning as defined in Rule 1.01 of the Listing Rules; and~~

96. (I) the Company may by ordinary resolution ratify any transaction not duly authorised by reason of a contravention of this Article provided that no Director who is or whose close associate(s) is/are materially interested in such transaction shall vote upon such ordinary resolution in respect of any shares in the Company in which he is interested. Ratification.

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For the purposes of Article 96, if any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of the meeting) or his close associate(s) or associate(s) or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his close associate(s) or associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman and/or his close associate(s) or associate(s) as known to such Chairman has not been fairly disclosed to the Board.

~~For the purposes of Article 96, “close associate” shall have the same meaning as defined in Rule 1.01 of the Listing Rules.~~

97. (A) At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, or such other manner of rotation as may be prescribed by the applicable regulatory authority from time to time shall retire from office by rotation at least once every three years. Any Director required to stand for re-election pursuant to Article 88 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. The Directors to retire in every year shall be those whose term have expired and those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.
- Rotation and retirement of Directors.

| Article No. | Proposed amendments (showing changes to the Existing Articles) | |
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| 102. | The Company may by ordinary resolution remove any Director (including a Managing or other Executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract of service between him and the Company) and may elect another person in his stead. Special notice is required of a resolution to remove a Director or to appoint somebody in place of a Director so removed at the general meeting at which he is removed in accordance with the Companies Ordinance. Any person so elected shall hold office only until the next following <u>first annual</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. | Power to remove Director by ordinary resolution. |
| 118. | The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is also a Director or is an alternate for more than one Director, he shall for quorum purposes count as only one Director. The Board or any committee of the Board may hold a meeting of the Board or such committee by means of a conference telephone, electronic <u>facilities</u> or other communications facilities by means of which all persons participating in the meeting are capable of hearing each other <u>and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.</u> | Meeting of the Board, quorum, etc. |

| Article No. | Proposed amendments (showing changes to the Existing Articles) | |
|--------------------|--|---|
| 127. | A resolution in writing signed by all the Directors except such as are absent from Hong Kong or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as they constitute a quorum as provided in Article 118) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. A notification of confirmation of such resolution in writing given by a Director (or his alternate Director) to the Board by any means shall be deemed to be his signature to such resolution in writing for the purposes of this Article. Any such resolution in writing may consist of several documents in like form each signed, confirmed or approved by one or more of the Directors or alternate Directors <u>and for this purpose, a signature of a Director or an alternate Director contained in a document transmitted by facsimile, email or other electronic communication, or a notification of confirmation as aforesaid in written form given by a Director (or his alternate Director) shall be treated as valid.</u> | Resolution in writing of Directors. |
| 153. | (A) The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a member who is untraceable, but no such sale shall be made unless:– (i) all cheques or warrants, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by these Articles have remained uncashed; (ii) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law; and (iii) <u>the Company has caused an advertisement to be inserted in English in an English language newspaper and in Chinese in a Chinese language newspaper published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, giving notice of its intention to sell such shares and has notified the Stock Exchange of such intention and a period of three months has elapsed since the date of such advertisement.</u> | Company may sell shares of untraceable members. |

Article No. Proposed amendments (showing changes to the Existing Articles)

For the purpose of the foregoing, “relevant period” means the period commencing twelve years before the date of publication of the advertisement referred to in paragraph (iii) of this Article and ending at the expiry of the period referred to in that paragraph.

155. The Board shall make the requisite annual returns and any other requisite filings in accordance with the Companies Ordinance. Annual returns and filings.
159. (B) ~~A copy of the reporting~~ Copies of those documents or the summary financial report to be laid before the members at an annual general meeting shall, not less than twenty-one days before the meeting, be ~~delivered or sent~~ in the manner in which notices may be served by the Company as provided herein to every member and debenture holder of the Company, or in the case of a joint holding to the member or debenture holder (as the case may be) whose name stands first in the appropriate register in respect of the joint holding, ~~subject to and in accordance with the relevant requirements under the Companies Ordinance, the Listing Rules and any applicable laws, rules and regulations~~ provided that the Company shall not be required to send copies of those documents 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. No accidental non-compliance with the provisions of this Article shall invalidate the proceedings at the meeting.
159. (C) Where a person has, in accordance with the provisions of the Companies Ordinance where applicable, consented to treat the publication or the making available of the relevant reporting documents and/or the summary financial report on the Company’s ~~w~~Website or by electronic means or by such other means as discharging the Company’s obligation under the Companies Ordinance and the Listing Rules to send a copy of the relevant reporting documents and/or the summary financial report, then the publication or the making available by the Company, in accordance with the provisions of the Companies Ordinance and the Listing Rules, where applicable, on the Company’s ~~w~~Website or by electronic means or by such other means of the relevant reporting documents or the summary financial report shall, in relation to each consenting person, be deemed to discharge the Company’s obligations under this Article.

| Article No. | Proposed amendments (showing changes to the Existing Articles) | |
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| 161. | Subject as otherwise provided by the Companies Ordinance the remuneration of the Auditors shall be fixed by the Company in <u>by</u> <u>ordinary resolution at the annual general meeting</u> provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. | Remuneration of Auditors. |
| 162. | Every set of financial statements audited by the Company's Auditors and presented by the Board at an annual general meeting shall after approval at such meeting be conclusive except as regards any error discovered therein within three months of the approval thereof. Whenever any such error is discovered within that period, it shall forthwith be corrected, and the set of financial statements amended in respect of the error shall be conclusive. | When accounts to be deemed finally settled. |
| 163. | Any notice, document or communication to be given or issued under these Articles shall be in writing, except that any such notice, document or communication to be given or issued by or on behalf of the Company under these Articles (including any "corporate communication" within the meaning ascribed thereto in the Listing Rules) shall be in writing which may or may not be in a transitory form and may be recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form (including an electronic communication and publication on a computer network) whether having physical substance or not and may be served or delivered by the Company by any means permitted by and in accordance with the Companies Ordinance, the Listing Rules and any applicable laws, rules and regulations. <u>Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board 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, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</u> | Service of notices. |

| Article No. | Proposed amendments (showing changes to the Existing Articles) | |
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| 166. | <p>Any notice, document or communication (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) given or issued by or on behalf of the Company:–</p> <p>(i) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery, and in proving such service or delivery, a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the notice or document was so served or delivered shall be conclusive evidence thereof;</p> <p>(ii) if sent by post, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so properly prepaid, addressed and put into such post office shall be conclusive evidence thereof;</p> <p><u>(iii) if delivered or left at a registered address otherwise than by post, shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p>(iii) if served by advertisement in newspapers, shall be deemed to <u>(iv)</u> have been served on the day on which such notice or document is first published;</p> <p>(iv) if sent or transmitted as an electronic communication, shall be deemed to have been served at the time when the notice or document is transmitted electronically provided that no notification that the electronic communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender’s control shall not invalidate the effectiveness of the notice or document being served; and</p> | When notice deemed to be served. |

| Article No. | Proposed amendments (showing changes to the Existing Articles) | |
|-------------|---|---------------------------|
| | <p>(v) <u>if given by electronic means as provided herein, shall be deemed to have been served and delivered following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations; and</u></p> <p>(vi) if published on the Company's computer network Website, shall be deemed to have been served on the day on which the notice or document is published on the Company's computer network Website to which the intended recipient may have access and the notice of such publication is given to such person.</p> | |
| 170. | <p>(A) The signature to any notice, document or communication by the Company may be written, <u>or printed</u> or made electronically by means of facsimile or, where relevant, by <u>electronic signature</u>, which includes (without limitation) a digital signature.</p> | How notice to be signed. |
| 172. | <p>The Company may destroy:–</p> <p>(i) any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation;</p> <p>(ii) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two years from the date on which such mandate, variation, cancellation or notification was recorded by the Company;</p> <p>(iii) any instrument of transfer of shares which has been registered at any time after the expiry of six years from the date of registration; and</p> <p>(iv) any other document, on the basis of which any entry in the register is made, at any time after the expiry of six years from the date on which an entry in the register was first made in respect of it;</p> | Destruction of documents. |

Article No. Proposed amendments (showing changes to the Existing Articles)

and it shall conclusively be presumed in favour of the Company that every share certificate so destroyed was a valid certificate duly and properly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:–

- (a) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim;
- (b) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (a) above are not fulfilled; and
- (c) references in this Article to the destruction of any document include reference to its disposal in any manner.

Notwithstanding any provision contained in these Articles, the Board may, if permitted by applicable law, authorise the destruction of any documents referred to in this Article or any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim.

The Chairman of the Meeting will put all resolutions set out in the notice of the Annual General Meeting to be voted by way of a poll pursuant to Article 69 of the Existing Articles.

On a poll, pursuant to Article 74 of the Existing Articles, subject to any special rights, privileges or restrictions as to voting from time to time attaching to any class or classes of Shares, every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or proxy, shall have one vote for every Share of which he/she is the holder.

A shareholder present in person or by proxy or by authorised representative who is entitled to more than one vote does not have to use all his/her votes (i.e. he/she can cast less votes than the number of Shares he/she holds or represents) or to cast all his/her votes the same way (i.e. he/she can cast some of his/her votes in favour of the resolution and some of his/her votes against the resolution). It is believed that in most situations, shareholders (other than nominee companies) usually cast all their votes either in favour of a resolution or against a resolution.

The poll voting slip will be distributed to shareholders or their proxies or authorised representatives upon registration of attendance at the Annual General Meeting. Shareholders who want to cast all their votes entitled may mark a “✓” in either “FOR” or “AGAINST” box corresponding to the resolution to indicate whether they support that resolution. For shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “FOR” or “AGAINST” box, where appropriate, but the total votes cast must not exceed their entitled votes, or otherwise, the voting slip will be spoiled and the shareholders’ vote will not be counted.

After closing the poll, the Company’s Share Registrar, Tricor Standard Limited, will scrutinise the votes counting and the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company’s website at www.sino.com on the same day after the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

SINO LAND COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 83)

PRECAUTIONARY MEASURES AND SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

In light of the epidemic situation of COVID-19, the following precautionary measures and special arrangements will be implemented at the Annual General Meeting, including:

- (a) compulsory body temperature screening/checks;
- (b) scanning the “LeaveHomeSafe” venue QR code;
- (c) complying with the requirements of the “Vaccine Pass Direction”[#];
- (d) mandatory health declaration;
- (e) mandatory wearing of surgical face mask;
- (f) seating at the Annual General Meeting venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for shareholders to attend the Annual General Meeting; and
- (g) **no refreshment will be served and no distribution of gift.**

[#] “Vaccine Pass Direction” is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong).

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue.

The Company reminds all shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. For the health and safety of the shareholders, **the Company strongly recommends shareholders to exercise their voting rights by appointing the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) instead of attending the Annual General Meeting in person**, by completing and returning the form of proxy in accordance with the instructions printed thereon.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of **Sino Land Company Limited** (“Company”) will be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, the 26th day of October, 2022 at 9:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited Financial Statements and the Directors’ and Independent Auditor’s Reports for the year ended 30th June, 2022.
2. To declare a final dividend.

NOTICE OF ANNUAL GENERAL MEETING

3. To re-elect retiring Directors and to authorise the Board to fix the Directors' remuneration for the financial year ending 30th June, 2023.
4. To re-appoint KPMG as Auditor for the ensuing year and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

Ordinary Resolutions

(i) **“THAT:**

- (a) subject to paragraph (i)(b) below, 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 on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, 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 to be bought back pursuant to the approval in paragraph (i)(a) above 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 approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (1) the conclusion of the next Annual General Meeting of the Company;
- (2) the expiration of the period within which the next Annual General Meeting of the Company is required by law or the articles of association of the Company to be held; and
- (3) 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.”

NOTICE OF ANNUAL GENERAL MEETING

(ii) **“THAT:**

(a) a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to allot, issue and deal with additional shares of the Company, to allot, issue or grant securities of the Company, including bonds, debentures and notes convertible into shares of the Company and to make or grant offers or agreements which would or might require the exercise of such powers either during or after the Relevant Period, provided that these powers of the Directors and this general mandate are in respect of and in addition to any shares which may be issued on the exercise of the subscription rights under the Company’s securities or pursuant to any scrip dividend scheme or pursuant to a rights issue or pursuant to any rights of conversion under any existing convertible bonds, debentures or notes of the Company, and provided further that these powers of the Directors and this general mandate shall be subject to the restrictions that the aggregate number of shares allotted or agreed to be allotted or issued pursuant thereto, whether by way of conversion or otherwise, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution; and

(b) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (1) the conclusion of the next Annual General Meeting of the Company;
- (2) the expiration of the period within which the next Annual General Meeting of the Company is required by law or the articles of association of the Company to be held; and
- (3) 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.”

(iii) **“THAT** conditional upon the resolutions (i) and (ii) above being passed, the aggregate number of shares which are bought back by the Company under the authority granted pursuant to resolution (i) above (up to a maximum of 10% of the total number of shares of the Company in issue as at the date of this resolution) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution (ii) above.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

Special Resolution

“**THAT** the Company’s new articles of association, a copy of which has been produced to the meeting marked “A” and signed by the Chairman for the purpose of identification, be and is 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
Fanny Cheng Siu King
Company Secretary

Hong Kong, 23rd September, 2022

Notes:

- (a) At the Annual General Meeting, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he/she is the holder.
- (b) Any shareholder entitled to attend and vote at the above meeting may appoint one or more proxies to exercise all or any of his/her rights to attend and vote instead of him/her, provided that the proxy is appointed to represent respectively the number of shares held by the shareholder as specified in the relevant instrument of appointment. A proxy need not be a shareholder of the Company.

In light of the epidemic situation of COVID-19, the Company strongly recommends shareholders to exercise their voting rights by appointing the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) instead of attending the Annual General Meeting in person.

- (c) In order to be valid, 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, must be lodged at the Company’s Share Registrar, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the meeting.
- (d) For determining the entitlement to attend and vote at the Annual General Meeting to be held on Wednesday, 26th October, 2022, the register of members of the Company will be closed from Friday, 21st October, 2022 to Wednesday, 26th October, 2022, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, shareholders should ensure that all transfers accompanied by the relevant share certificates are lodged with the Company’s Share Registrar, Tricor Standard Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 20th October, 2022.

NOTICE OF ANNUAL GENERAL MEETING

- (e) The proposed final dividend is subject to the approval of the shareholders at the Annual General Meeting. The record date for the proposed final dividend is at the close of business on Wednesday, 2nd November, 2022. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 1st November, 2022 to Wednesday, 2nd November, 2022, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, shareholders should ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's Share Registrar, Tricor Standard Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 31st October, 2022.
- (f) Regarding the re-election of the Directors of the Company under item 3, separate ordinary resolutions will be considered and, if thought fit, passed at the Annual General Meeting to:
- (i) re-elect Mr. Daryl Ng Win Kong as Director of the Company.
 - (ii) re-elect Mr. Ringo Chan Wing Kwong as Director of the Company.
 - (iii) re-elect Mr. Gordon Lee Ching Keung as Director of the Company.
 - (iv) re-elect Mr. Victor Tin Sio Un as Director of the Company.
- (g) Further information relating to the precautionary measures and special arrangements for the Annual General Meeting is contained in the circular to the shareholders dated 23rd September, 2022.

We are closely monitoring the impact of COVID-19 in Hong Kong. Should any changes be made to the Annual General Meeting arrangements we will notify the shareholders via an announcement to be posted on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company's website at www.sino.com.

This circular (in both English and Chinese versions) ("Circular") has been posted on the Company's website at www.sino.com. Shareholders who have chosen to rely on copies of the Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) posted on the Company's website in lieu of any or all the printed copies thereof may request the printed copy of the Circular.

Shareholders who have chosen or are deemed to have consented to receive the Corporate Communications using electronic means through the Company's website and who have difficulty in receiving or gaining access to the Circular posted on the Company's website will upon request be sent the Circular in printed form free of charge.

Shareholders may at any time choose to change their choice of language and means of receipt (i.e. in printed form or by electronic means through the Company's website) of all future Corporate Communications from the Company by giving notice in writing by post to the Company's Share Registrar, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or by email at sinoland83-ecom@hk.tricorglobal.com.