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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in Harbour Centre Development Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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### HARBOUR CENTRE DEVELOPMENT LIMITED

*(Incorporated in Hong Kong with limited liability)*

Stock Code: 51

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## RE-ELECTION OF DIRECTORS, GENERAL MANDATES FOR BUY-BACK AND ISSUE OF SHARES AND NOTICE OF ANNUAL GENERAL MEETING

### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

As a courtesy to other Shareholders, we recommend that you do not attend the AGM in person if you test COVID-19 positive or display symptoms of COVID-19. As a precautionary measure, we recommend you first submit a proxy to appoint the Chairman of the AGM to vote on your behalf. In the event you can attend in person on the day, your proxy will be cancelled and you may vote in person. **Please note that no refreshment or corporate souvenir will be provided at the AGM.**

A notice convening the AGM of Harbour Centre Development Limited to be held in Jade Room, 6th Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong on Thursday, 4 May 2023 at 11:15 a.m. is set out on pages 11 to 14 of this circular. A proxy form for use at the AGM is enclosed. This circular together with the proxy form are published on the respective websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.harbourcentre.com.hk](http://www.harbourcentre.com.hk)). Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the proxy form and return it to the Share Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not later than 11:15 a.m., on Tuesday, 2 May 2023, or in case of any adjournment thereof, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for the holding of such adjourned meeting. Return of the completed proxy form will not preclude Shareholders from attending and voting at the AGM or any adjournment thereof if they so wish.

29 March 2023

## DEFINITIONS

In this circular, unless otherwise defined or the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held in Jade Room, 6th Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong on 4 May 2023 at 11:15 a.m., or any adjournment thereof
“Board”	the board of Directors
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the laws of Hong Kong)
“Company”	Harbour Centre Development Limited, a company incorporated in Hong Kong with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Government”	the Government of Hong Kong
“Group”	the Company together with its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	Independent Non-executive Director(s)
“Latest Practicable Date”	23 March 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information therein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange
“Retiring Directors”	Mr. Stephen T. H. Ng, Mr. Roger K. H. Luk and Mr. Brian S. K. Tang
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholder(s)”	holder(s) of ordinary share(s) in the share capital of the Company
“Share Registrar”	the Company’s Share Registrar, Tricor Tengis Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



## HARBOUR CENTRE DEVELOPMENT LIMITED

*(Incorporated in Hong Kong with limited liability)*

Stock Code: 51

*Director:*

Mr. Stephen T. H. Ng (*Chairman*)

*Non-executive Directors:*

Hon. Frankie C. M. Yick, *SBS, JP*

Mr. Peter Z. K. Pao

*Independent Non-executive Directors:*

Mr. David T. C. Lie-A-Cheong, *SBS, OM, JP*

Mr. Roger K. H. Luk, *BBS, JP*

Mr. Michael T. P. Sze

Mr. Brian S. K. Tang

Mr. Ivan T. L. Ting

*Registered Office:*

16th Floor, Ocean Centre,  
Harbour City, Canton Road,  
Kowloon,  
Hong Kong

29 March 2023

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES FOR BUY-BACK AND ISSUE OF SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**(1) INTRODUCTION**

The purpose of this circular is to provide you with the information in connection with the ordinary resolutions to be proposed at the forthcoming AGM to be held on 4 May 2023 to, *inter alia*, (i) re-elect the Retiring Directors of the Company; and (ii) grant general mandates to buy back shares and to issue new shares of the Company.

## **(2) RE-ELECTION OF DIRECTORS**

Three Retiring Directors, namely Mr. Stephen T. H. Ng, Mr. Roger K. H. Luk and Mr. Brian S. K. Tang, are due to retire by rotation from the Board at the AGM and, being eligible, offer themselves for re-election at the AGM. The proposed re-election of the Retiring Directors will be voted by the Shareholders under separate resolutions.

The Retiring Directors, after their re-election at the AGM, will not have any fixed term of service with the Company but will be subject to retirement by rotation from the Board at annual general meetings of the Company at least once every three years in accordance with the Articles of Association of the Company. So far as the Directors are aware, save as disclosed below, as at Latest Practicable Date, (i) none of the Retiring Directors had any interest (within the meaning of Part XV of the SFO) in the securities of the Company; (ii) none of the Retiring Directors held, or in the past three years held, any directorship in any listed public company or held any other major appointments or qualifications; (iii) none of the Retiring Directors had any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company; and (iv) in relation to the proposed re-election of the Retiring Directors, there is no information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Relevant information relating to the Retiring Directors is set out in Appendix I to this circular.

Recommendations to the Board for the proposed re-election of Mr. Roger K. H. Luk and Mr. Brian S. K. Tang as INEDs were made by the Nomination Committee of the Company, after having reviewed their suitability according to the assessment criteria as set out in the Nomination Policy adopted by the Company which includes, *inter alia*, the independence guidelines as set out in Rule 3.13 of the Listing Rules. The Board, taking into account their past contributions to the Company and their individual attributes enhancing the Board's diversity and optimal composition (details as set out in their respective biographies in Appendix I hereto), accepted the recommendations from the Nomination Committee of the Company and recommends to the Shareholders the proposed re-election of Mr. Roger K. H. Luk and Mr. Brian S. K. Tang as INEDs at the AGM.

## **(3) GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES**

At the annual general meeting of the Company held on 4 May 2022, ordinary resolutions were passed giving general mandates to Directors (i) to buy back shares of the Company on the Stock Exchange representing up to 10% of the number of shares in issue of the Company as at 4 May 2022; and (ii) to allot, issue and deal with shares of the Company subject to a restriction that the aggregate number of shares allotted or agreed to be allotted must not exceed the aggregate of (a) 20% of the number of shares in issue of the Company as at 4 May 2022, and (b) (authorised by a separate ordinary resolution as required by the Listing Rules) the number of any shares bought back by the Company since the granting of the general mandate for issue of shares.

Pursuant to the Companies Ordinance and the Listing Rules, these general mandates will lapse at the conclusion of the AGM, unless renewed at that meeting. As such, resolutions will be proposed at the AGM to renew the mandates mentioned above. An explanatory statement as required under the Listing Rules to provide the requisite information in connection with the proposed buy-back mandate is set out in Appendix II to this circular.

**(4) ANNUAL GENERAL MEETING**

A notice convening the AGM is set out on pages 11 to 14 of this circular. A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the proxy form and return it to the Share Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not later than 11:15 a.m., on Tuesday, 2 May 2023, or in case of any adjournment thereof, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for the holding of such adjourned meeting. Return of the completed proxy form will not preclude you from attending and voting at the AGM, or any adjournment thereof, if you so wish.

**(5) RECOMMENDATION**

The Directors believe that the proposed resolutions in relation to the re-election of the Retiring Directors and the general mandates in respect of the buy-back and issue of shares to be put forward at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend you to vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Stephen T. H. Ng**  
*Chairman*

## APPENDIX I

### DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Set out below is the relevant information relating to the Retiring Directors proposed to be re-elected at the AGM:

**Mr. Stephen Tin Hoi NG**, aged 70, has been Chairman and Director of the Company since 2009. He also serves as chairman of the Nomination Committee and a member of the Remuneration Committee.

In addition, Mr. Ng serves on the boards of the following affiliated companies listed in Hong Kong: chairman and managing director of holding company Wharf Real Estate Investment Company Limited, chairman and managing director of The Wharf (Holdings) Limited and a non-executive director of Greentown China Holdings Limited. Mr. Ng also serves as the deputy chairman of Wheelock and Company Limited, which is a controlling shareholder of the Company and listed in Hong Kong until July 2020.

Furthermore, Mr. Ng was previously a non-executive chairman of Joyce Boutique Group Limited (until it was delisted in Hong Kong in April 2020).

Mr. Ng was born in Hong Kong in 1952 and grew up in Hong Kong. He attended Ripon College in Ripon, Wisconsin, USA and the University of Bonn, Germany, and graduated in 1975 with a major in mathematics. He is chairman of Project *WeCan* Committee (a Business-in-Community school project), a council member, vice chairman of General Committee and a member of Executive Committee of the Employers' Federation of Hong Kong.

Mr. Ng receives from the Company a Director's fee at such rate as approved by the Shareholders from time to time, currently being HK\$70,000 per annum, and also a Chairman's office fee of HK\$1,080,000 per annum. The amount of emolument payable to Mr. Ng is determined by reference to the responsibilities of and time spent by him as Chairman of the Company, and is determined by the Company to be a reasonable amount. Save as disclosed above, Mr. Ng has no service contract with the Group and therefore receives no emolument from the Group other than the abovementioned Chairman's office fee and Director's fee.

**Mr. Roger Koon Hoo LUK**, *BBS, JP, FHKIB*, aged 71, has been appointed as an INED of the Company since 2018. He also serves as a member of the Audit Committee. He has over 30 years of comprehensive experience in accounting and financial management. He joined Hang Seng Bank in 1975, became the bank's director and deputy chief executive in 1994 and then became managing director and deputy chief executive of the bank in 1996 until his retirement in May 2005. Mr. Luk is an INED of four companies publicly listed in Hong Kong, namely, China Properties Group Limited, Computime Group Limited, Hung Hing Printing Group Limited and i-CABLE Communications Limited. Mr. Luk was formerly an INED of Wheelock Properties Limited (formerly a listed public company until it became a wholly-owned subsidiary of Wheelock and Company Limited in July 2010) from February 2008 to July 2010. He also serves as a council member of The Chinese University of Hong Kong. Mr. Luk also served in the past on the Court and Council of Hong Kong Baptist University, the Advisory

Committee on New Broad-based Taxes, the Personal Data (Privacy) Advisory Committee, the Central Policy Unit of the Hong Kong Government, the Statistics Advisory Board, the Broadcasting Authority, the Advisory Committee and the Investor Education Advisory Committee of the Securities and Futures Commission, the Barristers Disciplinary Tribunal Panel, the Operations Review Committee of ICAC and the Town Planning Board. He was an appointed member of the Hong Kong Legislative Council from 1992 to 1995, a member of the first Election Committee of the Legislative Council, and a non-executive director (non-official) of Urban Renewal Authority.

Mr. Luk graduated with a Bachelor of Social Sciences Degree in Statistics from The University of Hong Kong and also holds a Master of Business Administration Degree granted by The Chinese University of Hong Kong. He is a fellow of The Hong Kong Institute of Bankers. He is also a Non-official Justice of the Peace and was awarded the honour of Bronze Bauhinia Star in 2004 in recognition of his contributions to public services.

Mr. Luk receives from the Company a Director's fee and an Audit Committee member's fee at such rates approved by Shareholders from time to time, currently being HK\$70,000 and HK\$30,000 per annum respectively. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to a director, including an INED. Mr. Luk has no service contract with the Group and therefore receives no emolument from the Group other than the abovementioned Director's fee and Audit Committee member's fee.

Mr. Luk has made an annual confirmation concerning his independence in accordance with Rule 3.13 of the Listing Rules. Based on the said confirmation made by him, the Board is of the view that Mr. Luk is independent in accordance with the independence guidelines under the Listing Rules and should be re-elected as an INED.

**Mr. Brian See King TANG**, aged 73, has been an INED of the Company since 2008. He also serves as a member of the Audit Committee, Nomination Committee and Remuneration Committee. He has over 30 years of comprehensive experience in accounting and financial management. He graduated with a Bachelor Degree in Science from the California State University of Long Beach, USA. He was the senior vice president of CITIC Ka Wah Bank Limited for four years from 1997 with responsibilities covering treasury operations, remittance, bills operations, general services, property management, information technology and loan administration. He also served as a director of CITIC Ka Wah Bank Limited from 1998 to 2001. Before joining CKWB, he worked with various large organisations including 17-year service at Morgan Guaranty Trust Co as vice president and financial controller, and one-year service at Cheung Kong (Holdings) Limited as chief accountant.

Mr. Tang receives from the Company a Director's fee and an Audit Committee member's fee at such rates approved by Shareholders from time to time, currently being HK\$70,000 and HK\$30,000 per annum respectively. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to a director, including an INED. Mr. Tang has no service contract with the Group and therefore receives no emolument from the Group other than the abovementioned Director's fee and Audit Committee member's fee.

Mr. Tang has served as an INED of the Company for more than nine years. Having considered his actual positive contributions, impartial opinions and independent guidance over the past years, as well as his character and integrity, the Board is of the view that Mr. Tang will be able to continue to have effective oversight of the management and demonstrate a firm commitment to his role as INED. His in-depth understanding of the Company's operations and business, and his extensive knowledge, skills and experience in his areas of expertise could bring a wide range of valuable and independent insights to the Board. Mr. Tang has confirmed in writing to the Company that he satisfied all the criteria for independence as set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guideline. Based on the assessment of all these relevant factors, it was considered that Mr. Tang's length of tenure with the Company would not affect his independence. The Board believes that his re-election is in the best interests of the Company and the Shareholders and therefore he should be re-elected as an INED. Pursuant to Code Provision B.2.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, such re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM.



## APPENDIX II

### EXPLANATORY STATEMENT

The following is the Explanatory Statement required to be sent to the Shareholders under the Listing Rules which provides requisite information in connection with the proposed general mandate for share buy-back and also constitutes the Memorandum required under section 239 of the Companies Ordinance. References in this Statement to “**Share(s)**” mean ordinary share(s) in the share capital of the Company.

- (i) It is proposed that the general buy-back mandate will authorise the buy-back by the Company of up to 10% of the number of Shares in issue at the date of passing the resolution to approve the general buy-back mandate (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after passing of the resolution). As at the Latest Practicable Date, the number of Shares in issue was 708,750,000 Shares. On the basis of such figure (and assuming no new Shares will be issued and no Share will be bought back after the Latest Practicable Date and up to the date of passing such resolution), exercise in full of the general buy-back mandate would result in the buy-back by the Company of up to 70,875,000 Shares.
- (ii) The Directors believe that the general authority from Shareholders to enable buy-back of Shares is in the best interests of the Company and Shareholders. Share buy-backs may, depending on the circumstances and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share. The Directors are seeking the grant of a general mandate to buy back Shares to give the Company the flexibility to do so if and when appropriate. The number(s) of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.
- (iii) The funds required for any buy-back would be derived from the distributable profits of the Company or such other funding legally available for such purpose in accordance with the Company’s constitutive documents and the applicable laws of Hong Kong.
- (iv) There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent audited financial statements for the year ended 31 December 2022 being forwarded to Shareholders together with this circular) in the event that the general buy-back mandate is exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the general buy-back mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing level which in the opinion of the Directors is from time to time appropriate for the Company.
- (v) There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any close associates (as defined in the Listing Rules) of the Directors who have a present intention, in the event that the general buy-back mandate is granted by the Shareholders, to sell Shares to the Company.

- (vi) The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the general buy-back mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.
- (vii) As at the Latest Practicable Date, as recorded in the register required to be kept by the Company under Part XV of the SFO, Wharf Real Estate Investment Company Limited, being the controlling shareholder of the Company, was interested in more than 50% of the number of Shares in issue. The Directors are not aware of any consequences which would arise under The Code on Takeovers and Mergers as a consequence of any purchases pursuant to the general buy-back mandate.
- (viii) No purchase of Shares has been made by the Company in the six months prior to the Latest Practicable Date.
- (ix) No core connected persons (as defined in the Listing Rules) of the Company have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell Shares to the Company in the event that the general buy-back mandate is granted by the Shareholders.
- (x) The highest and lowest prices at which Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date are as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
March 2022	7.00	6.50
April 2022	6.98	6.70
May 2022	7.00	6.74
June 2022	7.06	6.50
July 2022	7.10	6.71
August 2022	7.10	6.73
September 2022	6.93	6.67
October 2022	6.90	6.28
November 2022	6.60	6.30
December 2022	7.21	6.40
January 2023	7.45	6.88
February 2023	7.50	6.70
1 March 2023 up to the Latest Practicable Date	7.40	7.01

# HARBOUR CENTRE DEVELOPMENT LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Harbour Centre Development Limited (the “Company”) will be held in Jade Room, 6th Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong, on Thursday, 4 May 2023 at 11:15 a.m. for the following purposes:

- (1) To receive and consider the Financial Statements and the Reports of the Directors and Independent Auditor for the financial year ended 31 December 2022.
- (2) To re-elect the retiring Directors.
- (3) To appoint Auditors and authorise the Directors to fix their remuneration.

And to consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

- (4) “**THAT:**
  - (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase shares in the capital of the Company be and is hereby generally and unconditionally approved;
  - (b) the aggregate number of shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of shares in issue of the Company at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of this Resolution), and the said approval shall be limited accordingly; and
  - (c) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
    - (aa) the conclusion of the next annual general meeting of the Company;
    - (bb) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
    - (cc) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(5) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements, options, warrants and other securities which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options, warrants and other securities which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed the aggregate of:
  - (aa) 20% of the number of shares in issue of the Company at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of this Resolution); plus
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the number of shares in issue of the Company at the date of passing ordinary resolution (4) set out in the notice convening this meeting) (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of the said ordinary resolution(4)), and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
- (aa) the conclusion of the next annual general meeting of the Company;
  - (bb) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
  - (cc) the revocation or variation of the approval given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and

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

- (6) “**THAT** the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares of the Company pursuant to ordinary resolution (5) set out in the notice convening this meeting be and is hereby extended by the addition thereto of such further additional shares as shall represent the aggregate number of shares of the Company bought back by the Company subsequent to the passing of the said ordinary resolution (5), provided that the number of shares so added shall not exceed 10% of the number of shares in issue of the Company at the date of passing ordinary resolution (4) set out in the notice convening this meeting (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of the said ordinary resolution (4)).”

By Order of the Board  
**Grace L. C. Ho**  
*Company Secretary*

Hong Kong, 29 March 2023

*Registered Office:*

16th Floor, Ocean Centre,  
Harbour City, Canton Road,  
Kowloon,  
Hong Kong

*Notes:*

- (a) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, in the event of a poll, to vote in his/her stead. A proxy needs not be a shareholder of the Company. In order to be valid, the proxy form must be completed and returned to the Company's Share Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power of attorney or authority), not later than 11:15 a.m., on Tuesday, 2 May 2023, or in case of any adjournment thereof, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for the holding of such adjourned meeting.*
- (b) In the case of a joint registered holders of any share, the proxy form may be signed by any joint registered holder. Any one of such joint registered holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.*
- (c) With reference to item (2) above, Mr. Stephen T. H. Ng, Mr. Roger K. H. Luk and Mr. Brian S. K. Tang are proposed to be re-elected at the AGM.*
- (d) With reference to item (3) above, Messrs. KPMG, Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance, are proposed to be re-appointed as the Auditors of the Company.*
- (e) With reference to item (5) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to the mandate to be given thereunder.*
- (f) Pursuant to Rule 13.39(4) of the Listing Rules, Chairman of the AGM will put each of the above resolutions to be voted by way of a poll under Article 75 of the Articles of Association of the Company.*
- (g) The Register of Members of the Company will be closed from Friday, 28 April 2023 to Thursday, 4 May 2023, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to ascertain shareholders' rights for the purpose of attending and voting at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 27 April 2023.*
- (h) If a tropical cyclone warning signal No. 8 or above is in force at or after 9:30 a.m. on the date of the AGM, the meeting will be postponed or adjourned. The Company will post an announcement on the respective websites of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.harbourcentre.com.hk](http://www.harbourcentre.com.hk)) to notify Shareholders of the date, time and venue of the rescheduled meeting.*
- (i) The translation into Chinese language of this document is for reference only. In case of any inconsistency, the English version shall prevail.*