

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of New World Development Company Limited (新世界發展有限公司) (the “**Company**”) will be held as a hybrid meeting at the principal meeting place of Meeting Room N101 (Expo Drive Entrance), Level 1, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 27 June 2023 at 11:30 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the 2023 Services Group Master Services Agreement (as defined and described in the circular of the Company dated 7 June 2023 (the “**Circular**”), a copy of the Circular marked “**A**” together with a copy of the 2023 Services Group Master Services Agreement marked “**B**” are tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose) and the Services Group Transactions as defined and described in the Circular and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the Services Group Annual Caps as defined and described in the Circular in respect of the consideration payable under the 2023 Services Group Master Services Agreement for each of the three financial years ending 30 June 2024, 30 June 2025 and 30 June 2026 be and are hereby approved; and

(c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the 2023 Services Group Master Services Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.”

2. “**THAT:**

(a) the Master Construction Services Agreement (as defined and described in the circular of the Company dated 7 June 2023 (the “**Circular**”), a copy of the Circular marked “**A**” together with a copy of the Master Construction Services Agreement marked “**C**” are tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose) and the Construction Services Group Transactions as defined and described in the Circular and the implementation thereof be and are hereby approved, ratified and confirmed;

(b) the Construction Services Group Annual Caps as defined and described in the Circular in respect of the consideration payable under the Master Construction Services Agreement for each of the three financial years ending 30 June 2024, 30 June 2025 and 30 June 2026 be and are hereby approved; and

(c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Master Construction Services Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.”

3. “**THAT** Mrs. Law Fan Chiu-Fun, Fanny be re-elected as a Director.”

4. “**THAT** Ms. Lo Wing-Sze, Anthea be re-elected as a Director.”

5. “**THAT** Ms. Wong Yeung-Fong, Fonia be re-elected as a Director.”

6. “**THAT** Mr. Cheng Chi-Ming, Brian be re-elected as a Director.”

By order of the Board
Wong Man-Hoi
Company Secretary

Hong Kong, 7 June 2023

Notes:

1. Hybrid Meeting

The Company will conduct a hybrid Meeting with the combination of in-room meeting and virtual meeting using the Tricor e-Meeting System which allows shareholders to participate the Meeting online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast of the Meeting and participate in voting and submit questions online via their mobile phones, tablet, or computers. The live broadcast option can also broaden the reach of the Meeting to shareholders who do not wish to attend physically or for other overseas shareholders who are unable to attend in person physically.

How to attend and vote?

Shareholders who wish to attend the Meeting and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the Meeting in person physically and vote at the Meeting venue; OR
- (2) attend the Meeting via an online platform, namely, the Tricor e-Meeting System, which enables live streaming and interactive platform for Q&A and submission of their votes online; OR
- (3) appoint the chairman of the Meeting or other persons as their proxies to vote on their behalf (whether physically or via Tricor e-Meeting System).

Your proxy's authority and instruction will be revoked if you attend and vote in person physically at the Meeting or via the Tricor e-Meeting System.

For corporate shareholders who wish to (1) appoint proxy electronically to attend and vote at the Meeting on their behalf or (2) appoint the corporate representative to attend the Meeting and to vote online, please contact the Company's share registrar, Tricor Tengis Limited, hotline at (852) 2975 0928 by 5:00 p.m., Wednesday, 21 June 2023 for the necessary arrangements (including the activation of the password provided on the notification letter sent to the shareholders by the Company on 7 June 2023 (the "**Notification Letter**")).

For the beneficial owners whose shares of the Company are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited would like to attend the Meeting in person physically or online, they should consult directly with their banks or brokers or custodians (as the case may be) for necessary arrangements. You will be asked to provide your email address which will be used by the Company's share registrar, Tricor Tengis Limited, for providing the login details for attending the Meeting online via the Tricor e-Meeting System.

2. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
3. To be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, 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 48 hours (excluding a public holiday) before the time appointed for the Meeting (i.e. not later than Saturday, 24 June 2023 at 11:30 a.m.) or any adjournment thereof (as the case may be).

In the case of appointment of proxies submitted in electronic form, the proxy forms must be electronically submitted via Tricor e-Meeting System not less than 48 hours (excluding a public holiday) before the time appointed for the holding of the Meeting (i.e. not later than Saturday, 24 June 2023 at 11:30 a.m.) or at any adjournment thereof (as the case may be) by scanning the QR code provided on the Notification Letter or visiting the designated URL (<https://spot-meeting.tricor.hk/#/17>). Please use the username and password provided on the Notification Letter.

If your proxy (except when the chairman of the Meeting is appointed as proxy) wishes to attend the Meeting and vote online, you must provide a valid email address of your proxy to the Company's share registrar, Tricor Tengis Limited, by calling its hotline at (852) 2975 0928 by 5:00 p.m. on Wednesday, 21 June 2023 for the necessary arrangements. If no email address is provided, your proxy cannot attend the Meeting and vote online. The email address so provided will be used by the Company's share registrar, Tricor Tengis Limited, for providing the login details for attending and voting at the Meeting via Tricor e-Meeting System. If your proxy has not received the login details by email by 11:30 a.m. on Monday, 26 June 2023, you should contact the Company's share registrar, Tricor Tengis Limited, hotline at (852) 2975 0928 for the necessary arrangements.

4. In the case of joint holders of a share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto. If more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. The register of members of the Company will be closed from Wednesday, 21 June 2023 to Tuesday, 27 June 2023, both days inclusive, during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the Meeting, all share 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 for registration not later than 4:30 p.m. on Tuesday, 20 June 2023.
6. Voting on the above resolutions will be taken by poll.
7. If a tropical cyclone warning signal no. 8 or above is hoisted, or a black rainstorm warning signal or "extreme conditions caused by a super typhoon" announced by the Government of the Hong Kong Special Administrative Region is/are in force in Hong Kong at any time between 7:30 a.m. to 11:30 a.m. on Tuesday, 27 June 2023, the Meeting will not be held on that day but will be automatically postponed. The Company will publish an announcement on its website and on the website of the Stock Exchange to notify members of the Company of the date, time and location of the rescheduled meeting.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
9. As at the date of this notice, the Board comprises (a) seven executive Directors, namely, Dr. Cheng Kar-Shun, Henry, Dr. Cheng Chi-Kong, Adrian, Ms. Cheng Chi-Man, Sonia, Mr. Sitt Nam-Hoi, Ms. Huang Shaomei, Echo, Ms. Chiu Wai-Han, Jenny and Mr. Ma Siu-Cheung; (b) four non-executive Directors, namely, Mr. Doo Wai-Hoi, William, Mr. Cheng Kar-Shing, Peter, Mr. Cheng Chi-Heng and Mr. Cheng Chi-Ming, Brian; and (c) six independent non-executive Directors, namely, Mr. Lee Luen-Wai, John, Mr. Ip Yuk-Keung, Albert, Mr. Chan Johnson Ow, Mrs. Law Fan Chiu-Fun, Fanny, Ms. Lo Wing-Sze, Anthea and Ms. Wong Yeung-Fong, Fonia.