
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 Tian Teck Land Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee 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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天德地產有限公司
Tian Teck Land Limited

(Incorporated in Hong Kong with limited liability)
(Stock Code: 266)

**GENERAL MANDATES FOR BUY-BACK BY THE COMPANY OF
ITS OWN SHARES AND ISSUE OF NEW SHARES;
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of Tian Teck Land Limited (“Company”) to be held at CHOI FOOK ROYAL BANQUET, 26TH FLOOR, iSQUARE, 63 NATHAN ROAD, TSIM SHA TSUI, KOWLOON, HONG KONG on Friday, 8 September 2023 at 12:00 noon (“AGM”) is set out in Appendix IV to this circular. Whether or not you intend to be present at the AGM, you are requested to complete the enclosed form of proxy and return it to the Company’s registered office at 9th Floor, iSQUARE, 63 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong or the Company’s share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 24 hours (excluding any part of a day that is a public holiday) before the time of the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish, and in such case, the form of proxy submitted shall be deemed to be revoked.

There will be NO provision of refreshments or distribution of souvenirs.

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

28 July 2023

LETTER FROM THE BOARD



天德地產有限公司 Tian Teck Land Limited

(Incorporated in Hong Kong with limited liability)
(Stock Code: 266)

Executive Directors:

Cheong Kheng Lim (Chairman)
Cheong Keng Hooi
Cheong Sim Lam
Cheong Chong Ling
Cheong Tiong Ham

Registered Office:

9th Floor, iSQUARE
63 Nathan Road
Tsim Sha Tsui
Kowloon, Hong Kong

Independent Non-executive Directors:

Chow Wan Hoi, Paul
Wong Yiu Tak
Tse Pang Yuen

28 July 2023

To the Shareholders

Dear Sir or Madam

**GENERAL MANDATES FOR BUY-BACK BY THE COMPANY OF
ITS OWN SHARES AND ISSUE OF NEW SHARES;
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held on Friday, 8 September 2023 at 12:00 noon, including the ordinary resolutions relating to (i) the grant to the directors of the Company (“Directors”) of general mandates to issue and buy back shares of the Company; and (ii) the re-election of Directors who are due to retire at the AGM; the special resolution to amend the Articles of Association of the Company; and to give you notice of the AGM at which the ordinary resolutions and special resolution as set out in the Notice of Annual General Meeting (“Notice”) will be proposed.

General Mandates

To keep in line with current corporate practice, the grant of a general mandate to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) up to 10 per cent of the total number of shares of the Company in issue at the date of approving the relevant resolution will be sought from shareholders of the Company at the AGM. Accordingly, an ordinary resolution to grant the share buy-back general mandate will be proposed at the AGM. The existing general mandate was granted at the 2022 annual general meeting held on 9 September 2022 and will soon expire on 8 September 2023 upon conclusion of the AGM.

LETTER FROM THE BOARD

The explanatory statement required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) to be sent to shareholders in connection with the proposed share buy-back resolution is set out in Appendix I to this circular.

Ordinary resolutions will also be proposed (i) to grant the Directors a general mandate to allot, issue and otherwise deal with shares of the Company up to a limit equal to 10 per cent of the total number of issued shares of the Company at the date of passing such resolution plus the amount of any shares bought back by the Company since the granting of such general mandate (up to a maximum of 10 per cent of the total number of issued shares of the Company at the date of passing such resolution); and (ii) to approve the addition of such bought back securities to the 10 per cent share issue mandate.

The relevant mandates being proposed will give the Company the flexibility to buy back existing shares and to raise equity capital. However, the Directors wish to state that they have no present intention to buy back any existing shares or to issue any new shares pursuant to the relevant mandates. The Directors will not exercise the mandates in a way which would breach the minimum percentage of listed securities in public hands as prescribed by the Stock Exchange from time to time.

Amendments to the Articles of Association

A special resolution will be proposed at the AGM to amend the Company’s Articles of Association.

The Board proposes certain amendments to be made to the Company’s Articles of Association for (i) compliance with Appendix 3 to the Listing Rules; (ii) expressly allowing the chairman of the Board and Directors to attend general meetings of the Company by electronic means; and (iii) house-keeping purposes. Details of the proposed amendments to the Company’s Articles of Association are set out in Appendix II to this circular and the Notice.

Our legal advisers have confirmed that the proposed amendments comply with the requirements of the Listing Rules and the laws of Hong Kong. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

Re-election of Directors

The Board of the Company (“Board”) currently consists of eight members, namely the following Executive Directors:

Cheong Kheng Lim
Cheong Keng Hooi
Cheong Sim Lam
Cheong Chong Ling
Cheong Tiong Ham

and the following Independent Non-executive Directors:

Chow Wan Hoi, Paul
Wong Yiu Tak
Tse Pang Yuen

LETTER FROM THE BOARD

In accordance with Articles 95, 96 and 101 of the Company's Articles of Association, Mr Cheong Sim Lam, Mr Cheong Tiong Ham and Mr Wong Yiu Tak shall retire at the conclusion of the AGM and, being eligible, shall offer themselves for re-election. Separate ordinary resolutions will be proposed at the AGM for the re-election of each of the retiring Directors. Details of the above retiring Directors who are proposed to be re-elected are set out in Appendix III to this circular.

Mr Wong Yiu Tak, being an independent non-executive Director, has made an annual confirmation of independence as required under Rule 3.13 of the Listing Rules to the Company. Although Mr Wong has served the Company for almost six years, he possesses the integrity and business insight necessary for his role as an independent Director. With his legal profession and knowledge in Chinese law, Mr Wong demonstrated his ability in being critical in discussions over legal-related issues in particular those relating to Chinese legal and business landscape and in giving impartial views on the Company's affairs during his years of appointment. Being a veteran lawyer practising in Hong Kong, Mr Wong is equipped with considerable knowledge and profound legal expertise necessary for the Company to maintain a diversified Board. Taking into account of the foregoing and having paid regard to the concerns and guiding principles provided in the Company's Board diversity policy and nomination policy, the Board, on the recommendation of the nomination committee, believes that notwithstanding his past few years' service with the Company, Mr Wong is able to continue to fulfill his independent role as required and therefore, considers him as independent and that he should be re-elected.

Article 98 of the Company's Articles of Association provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged with the Board at the registered office provided that the minimum length of period during which such notices are given shall be at least 7 days and the period for lodgement shall commence no earlier than the day after despatch of the notice of the meeting appointed for such election (inclusive of such day) and end no later than 7 days prior to the date of such general meeting.

Accordingly, any shareholder who wishes to nominate a person to stand for election as a Director at the AGM must have validly lodged with the Company at its registered office at 9th Floor, iSQUARE, 63 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong for the attention of the Board within the period from Tuesday, 8 August 2023 to Monday, 14 August 2023, both days inclusive, (i) his/her written notice of intention to propose such person for election as a Director; (ii) a notice executed by the nominated person of his/her willingness to be elected; (iii) information of the nominated person as required to be disclosed under Rule 13.51(2) of the Listing Rules; and (iv) the written consent of the nominated person to the publication of his/her personal data.

Upon receipt of a valid nomination, a supplementary circular with the particulars of the nominated person stated therein will be despatched to the shareholders as soon as practicable.

Annual General Meeting

The Notice is set out in Appendix IV to this circular. A form of proxy for use at the AGM and the reporting documents of the Company which accompany this circular are also enclosed. Pursuant to the Listing Rules, the Chairman will, at the AGM, demand a poll in respect of each resolution set out in the Notice. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and of the Company pursuant to the Listing Rules.

LETTER FROM THE BOARD

Recommendation

The Directors believe that the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole and recommend you to vote in favour of such resolutions at the AGM.

Yours faithfully
Tian Teck Land Limited
Cheong Kheng Lim
Chairman

Note: All time and date references contained in this circular refer to Hong Kong times and dates.

The following is the explanatory statement required to be sent to shareholders under the Listing Rules and also constitutes the Memorandum required under Section 239 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“Hong Kong Companies Ordinance”) in connection with the proposed general mandate for buy-back of shares:

(i) Share Capital

It is proposed that up to 10 per cent of the total number of shares of the Company in issue at the date of the passing of the resolution to approve the general mandate may be bought back. As at 24 July 2023, the latest practicable date of this circular for ascertaining certain information contained herein (“Latest Practicable Date”), the number of shares of the Company in issue was 474,731,824 shares, all of which are fully paid up. On the basis of such figure (and assuming no further shares are issued or bought back after the Latest Practicable Date and up to the date of passing such resolution), the Directors would be authorised to buy back shares of the Company up to a limit of 47,473,182 shares representing 10% of the total number of shares of the Company in issue. Such number of shares referred to above shall, where applicable, be adjusted in the event that the shares in issue as at the date of passing the resolution are, at any time thereafter, converted into a larger or smaller number of shares.

(ii) Reasons for Buy-backs

The Directors believe that the ability to buy back shares is in the interests of the Company and of shareholders. Such purchase may, depending on the circumstances, lead to an increase in 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 of shares to be bought back on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

(iii) Funding of Buy-backs

It is envisaged that the funds required for any buy-back would be derived from the funds legally available for the purpose in accordance with the Hong Kong Companies Ordinance and the Company’s Articles of Association.

(iv) Impact of Buy-backs

The Directors do not propose to exercise the general 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 (as compared with the position disclosed in its most recent published audited financial statements for the year ended 31 March 2023). However, in the unlikely event that the general mandate was to be exercised in full at any time during the period of the mandate, there could be such an impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements for the year ended 31 March 2023).

(v) Directors and their Close Associates

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 mandate is granted by shareholders, to sell shares to the Company.

(vi) Directors’ Undertaking

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the general mandate in accordance with the Listing Rules and the laws of Hong Kong.

(vii) Takeovers Code

As at the Latest Practicable Date, Tian Teck Investment Holding Co., Limited held 237,370,032 shares of the Company, representing 50.001% (rounded to three decimal places) of the issued shares of the Company. On the basis that no shares are issued or bought back prior to the date of the passing of the resolution to approve the general mandate, in the event that the Directors exercise in full the power to buy back shares pursuant to the general mandate, the interests of Tian Teck Investment Holding Co., Limited would increase to 55.557% (rounded to three decimal places) of the issued shares of the Company. The Directors are not aware of any consequences which would arise under the Hong Kong Code on Takeovers and Mergers as a consequence of any purchases pursuant to the general mandate, whether or not the general mandate is exercised in full. The Directors will not effect buy-backs to an extent which would breach the minimum public float requirements under the Listing Rules.

(viii) Buy-backs made by the Company

No purchases have been made by the Company of its shares in the six months prior to the date of this document.

(ix) Core Connected Persons

No core connected persons of the Company (as defined in the Listing Rules) have notified it of a present intention to sell shares in the Company to the Company and no such persons have undertaken not to sell any such shares to the Company in the event that the general mandate is granted by shareholders.

(x) Share Prices

The highest and lowest prices at which shares of the Company traded on the Stock Exchange in each of the previous twelve months and the period from 1 July 2023 to the Latest Practicable Date are as follows:

	Highest Traded Price (HK\$)	Lowest Traded Price (HK\$)
2022		
July	4.450	3.900
August	4.160	3.900
September	4.150	3.750
October	4.500	3.400
November	3.450	3.200
December	3.510	3.300
2023		
January	3.650	3.510
February	4.000	3.180
March	3.950	3.700
April	3.500	3.250
May	3.400	3.400
June	3.400	3.000
1 July to 24 July (i.e. the Latest Practicable Date)	3.100	2.600

This appendix sets out the proposed amendments, as marked up for ease of reference, to the Articles of Association of the Company, as follows:

Article 15(A) – Variation of rights

15. (A) Subject to the Statutes, the special rights attached to any class of shares for the time being forming part of the capital of the Company may be varied or abrogated either while the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holders representing at least seventy-five per cent. of the total voting rights of holders of shares in that class, or with the sanction of a special resolution passed at a separate meeting of holders of the shares in that class. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons holder(s) of shares at least holding or representing by proxy at least one third of the total voting rights of holders of shares in that class ~~(but so that if at any adjourned meeting of such holders a quorum as above defined is not present one person holding shares in that class or his proxy shall be a quorum)~~, and that every holder of shares in that class present in person or by proxy shall, on a poll, have one vote in respect of every share in that class held by him and shall be entitled to demand a poll.

Article 82 – Qualification of Directors; rights at meetings

82. A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings or meetings of the holders of any class of shares. A Director and/or the Chairman may attend general meetings or meetings of holders of any class of shares physically at the meeting place or through electronic means.

Article 89 (H) – Directors' interests

89. (H) If any question shall arise at any meeting of the Directors as to the materiality of the interest of a Director or as to the entitlement of any Director 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 (unless it relates to the ~~Chairman~~ chairman of the meeting) shall be referred to the ~~Chairman~~ chairman of the meeting and his ruling in relation to such Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the other Directors. If any question as aforesaid shall arise in respect of the ~~Chairman~~ chairman of the meeting such question shall be decided by a resolution of the Directors (for which purpose the ~~Chairman~~ chairman of the meeting 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 the ~~Chairman~~ chairman of the meeting as known to him has not been fairly disclosed to the other Directors.

Mr Cheong Sim Lam, aged 64, is an executive director of the Company and its listed subsidiary, Associated International Hotels Limited (“AIHL”). He has been a director of the Company since 1983. He is also a director of the Company’s holding company, Tian Teck Investment Holding Co., Limited (“TTIH”) and various subsidiaries of the Group, and is the chief investment officer of AIHL. Pursuant to the agreement between the Company and Mr Cheong, there is no specific term of appointment of Mr Cheong as a director of the Company except that such appointment can be terminated by either party serving on the other not less than 3 months’ notice in writing and that Mr Cheong is subject to retirement by rotation and re-election in accordance with the Company’s Articles of Association. Mr Cheong holds a certificate in accounting and general business from Kapiolani Community College, Hawaii.

Mr Cheong is the brother of Messrs Cheong Kheng Lim (a substantial shareholder (as defined in the Securities and Futures Ordinance (“SFO”)) of the Company and AIHL) and Cheong Keng Hooi (a substantial shareholder of the Company), who are directors of the Company and AIHL, and together with them and his late brother, Mr Cheong Hooi Hong, he owns TTIH, the controlling shareholder (as defined in the Listing Rules) of the Company. He is also the uncle of Miss Cheong Chong Ling and Mr Cheong Tiong Ham, who are directors of the Company and AIHL.

As at 24 July 2023, being the latest practicable date for ascertaining certain information contained herein (“Latest Practicable Date”), Mr Cheong had an interest in 1,099,504 shares in the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, he also had an interest in 1,831,155 shares in AIHL, of which 1,807,155 shares were held by him and 24,000 shares were held by his spouse, Ms Tan Tang Lin, Tammy.

The director’s fee of Mr Cheong is HK\$50,000 per annum. His emoluments are determined by the remuneration committee under the delegation of the Board with reference to the Company’s results, his work-load and market conditions. For the year ended 31 March 2023, Mr Cheong received a director’s fee of HK\$50,000 from AIHL. He also received other emoluments from AIHL for the financial year totalling a further HK\$2,198,000, of which, his basic salary of HK\$1,440,000, discretionary bonus of HK\$300,000 and other emoluments in a value of HK\$34,000 being travelling and insurance-related expenses were covered by his service contract as chief investment officer of AIHL.

Save as disclosed above, there are no matters concerning Mr Cheong that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr Cheong Tiong Ham (also known as Benz Cheong Tiong Ham), aged 49, is an executive director of the Company and its listed subsidiary, AIHL. He was appointed to the said positions as well as the chief operation officer of AIHL with effect from 1 January 2023. Mr Cheong joined the Group as leasing manager in 2003 and has been the Head of Leasing and Marketing Department of AIHL since 2009. Pursuant to the agreement between the Company and Mr Cheong, there is no specific term of appointment of Mr Cheong as a director of the Company except that such appointment can be terminated by either party serving on the other not less than 3 months' notice in writing and that Mr Cheong is subject to retirement and re-election in accordance with the Company's Articles of Association. Mr Cheong holds a degree of Bachelor of Science in Business Administration from Boston University in the United States and a degree of Master of Applied Finance from the University of Melbourne in Australia.

Mr Cheong is the son of Mr Cheong Kheng Lim (a substantial shareholder of the Company and AIHL), the brother of Miss Cheong Chong Ling and the nephew of Messrs Cheong Keng Hooi (a substantial shareholder of the Company) and Cheong Sim Lam, who are directors of the Company and AIHL.

As at the Latest Practicable Date, Mr Cheong had an interest in 270,000 shares in the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, he also had an interest in 1,076,009 shares in AIHL, of which 1,068,000 shares were held by him and 8,009 shares were held by his spouse, Ms Lim Chien Peng.

The director's fee of Mr Cheong is HK\$50,000 per annum. Since he was paid on a pro rata basis for the period from 1 January 2023 to 31 March 2023, the director's fee he received for the year under review was HK\$12,000. His emoluments are determined by the remuneration committee under the delegation of the Board with reference to his experience and duties, market conditions and the Company's results. Mr Cheong's fee as a director of AIHL for the reporting year, which was prorated for the period from 1 January 2023 to 31 March 2023, was HK\$12,000. He also received other emoluments from AIHL totalling a further HK\$410,000, of which, his basic salary of HK\$180,000 and other emoluments in a value of HK\$50,000 (principally education allowance for his children) were covered by his service contract as chief operation officer of AIHL.

Save as disclosed above, there are no matters concerning Mr Cheong that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

APPENDIX III DETAILS OF RETIRING AND RE-ELECTING DIRECTORS

Mr Wong Yiu Tak, aged 76, is an independent non-executive director and a member of the audit, remuneration and nomination committees of the Company and its listed subsidiary, AIHL. He has been a director of the Company since 2017. His current term of directorship with the Company is from the conclusion of the 2022 annual general meeting to the conclusion of the 2023 annual general meeting, subject to retirement by rotation and re-election pursuant to the Company's Articles of Association and the serving of not less than 3 months' notice in writing by either party on the other. In the event that Mr Wong is re-elected as a director, the proposed length of appointment will be from the conclusion of the 2023 annual general meeting to the conclusion of the 2024 annual general meeting, which may be further renewed by agreement between Mr Wong and the Company, and his director's fee will be HK\$170,000 per annum.

Mr Wong is a serving solicitor in Hong Kong. He holds a degree of Bachelor of Science (Honours) from The University of Hong Kong and a Master of Law from Peking University. Mr Wong currently is a consultant to Messrs. S.K. Wong & Co., Solicitors & Notaries.

Mr Wong does not have a service contract with the Company and has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, save as disclosed herein. As at the Latest Practicable Date, Mr Wong did not have an interest in any shares in the Company within the meaning of Part XV of the SFO. Mr Wong's director's fee for the year ended 31 March 2023 was HK\$170,000. Such fee was fixed by the Board on the recommendation of the remuneration committee with reference to the Company's results, his experience and fees paid to independent non-executive directors by other listed public companies. Mr Wong's fee as a director of AIHL for the year ended 31 March 2023 was HK\$170,000.

Save as disclosed above, there are no matters concerning Mr Wong that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Note: All dollar amounts in this Appendix III are rounded to the nearest thousand.



天德地產有限公司
Tian Teck Land Limited

(Incorporated in Hong Kong with limited liability)
(Stock Code: 266)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Tian Teck Land Limited (“Company”) will be held at CHOI FOOK ROYAL BANQUET, 26TH FLOOR, iSQUARE, 63 NATHAN ROAD, TSIM SHA TSUI, KOWLOON, HONG KONG on Friday, 8 September 2023 at 12:00 noon (“AGM”) for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the Reports of the directors of the Company (“Directors”) and the Auditor for the year ended 31 March 2023.
2. To consider and declare a final dividend of HK\$0.09 per share for the year ended 31 March 2023.
- 3.(1) To re-elect Mr Cheong Sim Lam as Director.
 - (2) To re-elect Mr Cheong Tiong Ham as Director.
 - (3) To re-elect Mr Wong Yiu Tak as Director.
4. To re-appoint KPMG as Auditor of the Company to hold office from the conclusion of this Meeting until conclusion of the next annual general meeting and to authorise the Directors to fix its remuneration.

To consider and, if thought fit, pass the following resolutions of which items 5 and 6 shall be proposed as Ordinary Resolutions and item 7 as a Special Resolution:

ORDINARY RESOLUTIONS

5. To authorise the Directors to fix the Directors’ remuneration.
- 6.(1) THAT:
 - (a) subject to paragraph (c), pursuant to Section 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“Hong Kong Companies Ordinance”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and dispose of additional shares in the Company and to make or grant offers, agreements and options 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 during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (as defined below), shall not exceed the aggregate of (aa) 10 per cent of the total number of shares of the Company in issue at the date of passing this Resolution and (bb) (if the Directors are so authorised by a separate ordinary resolution of the Company) the total 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 per cent of the total number of shares of the Company in issue at the date of passing the relevant ordinary resolution) 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 earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Hong Kong Companies Ordinance to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting;

‘Rights Issue’ means an offer of shares, or offer or issue of warrants or options to subscribe for shares, open for a period fixed by the Company or the Directors to holders of shares of the Company, or any class of shares, on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong including without limitation disposal of shares which, by reason of such exclusions or arrangements, are not allotted to the shareholders of the Company who would otherwise have been entitled thereto); and

‘shares’ shall, for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.

(2) THAT:

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase ordinary shares in the Company be and is hereby generally and unconditionally approved;
- (b) the maximum number of ordinary shares in the Company which may be purchased on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the total number of shares of the Company in issue at the date of passing 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 earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.

'shares' shall, for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.

- (3) THAT the Directors be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as resolution 6(1) in the notice of this Meeting in respect of the shares of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.

SPECIAL RESOLUTION

7. THAT the existing Articles of Association of the Company be and are hereby amended as follows:

(a) by deleting the existing Article 15(A) in its entirety and replacing it by the following:

“15. (A) Subject to the Statutes, the special rights attached to any class of shares for the time being forming part of the capital of the Company may be varied or abrogated either while the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holders representing at least seventy-five per cent. of the total voting rights of holders of shares in that class, or with the sanction of a special resolution passed at a separate meeting of holders of the shares in that class. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be holder(s) of shares at least holding or representing by proxy at least one third of the total voting rights of holders of shares in that class, and that every holder of shares in that class present in person or by proxy shall, on a poll, have one vote in respect of every share in that class held by him and shall be entitled to demand a poll.”;

(b) by adding the following after the last sentence of Article 82:

“A Director and/or the Chairman may attend general meetings or meetings of holders of any class of shares physically at the meeting place or through electronic means.”;
and

(c) by deleting each of the references to “Chairman” in Article 89(H) and replacing it with “chairman of the meeting”.

By Order of the Board
Tian Teck Land Limited
Ng Sau Fong
Company Secretary

Hong Kong, 28 July 2023

NOTES:

1. *Any member entitled to attend, speak and vote is entitled to appoint one or more proxies to attend, speak and vote on his behalf. A proxy need not also be a member. Forms of proxy, to be valid, must be lodged with the Company's registered office at 9th Floor, iSQUARE, 63 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong or the Company's share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours (excluding any part of a day that is a public holiday) before the time appointed for the taking of the poll.*
2. *Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjourned meeting should a shareholder so wish, and in such case, the form of proxy submitted shall be deemed to be revoked.*

3. Concerning item 6(1) above, approval is being sought from members of the Company for a general mandate to authorise allotment of shares under Section 141 of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"). The Directors have no present intention to issue any new shares of the Company pursuant to such approval.
4. Concerning item 6(2), approval is also being sought for a general mandate to purchase shares in the Company. The explanatory statement containing information as required by the Listing Rules is set out in Appendix I to the circular. The Directors have no present intention to effect such purchase.
5. The register of members of the Company will be closed for the purpose of determining shareholders' eligibility to attend, speak and vote at the AGM from Friday, 1 September 2023 to Friday, 8 September 2023, both days inclusive, during which period no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 31 August 2023.

Subject to shareholders' approval on the proposed final dividend at the AGM, the register of members of the Company will be closed for the purpose of determining the identity of members who are entitled to receive the said final dividend from Thursday, 14 September 2023 to Monday, 18 September 2023, both days inclusive, during which period no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited (whose address is shown in the immediately preceding paragraph) not later than 4:30 p.m. on Wednesday, 13 September 2023. The proposed final dividend will be paid on Thursday, 12 October 2023 to shareholders whose names appear on the register of members of the Company on Monday, 18 September 2023 following approval at the AGM.

6. If a typhoon signal no. 8 or above or a black rainstorm signal or "extreme conditions" resulting from a typhoon or a rainstorm as announced by the HKSAR Government is in force at any time after 8:00 a.m. on the day of the AGM, the said Meeting will be postponed. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and of the Company (http://till.etnet.com.hk/eng/ca_calendar.php) to notify shareholders of the Company in respect of details of the rescheduled meeting.
7. All time and date references contained in this notice refer to Hong Kong times and dates.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.