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 **Hysan 希慎**
Hysan Development Company Limited
希慎興業有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code : 00014)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Hysan Development Company Limited 希慎興業有限公司 will be held at the Principal Meeting Place at Meeting Room N107, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong and online on Wednesday, 5 June 2024 at 3:00 p.m. for the following purposes:

1. To receive and consider the Statement of Accounts for the year ended 31 December 2023 together with the Reports of Directors and Auditor thereon.
2. To re-elect Directors.
3. To re-appoint Deloitte Touche Tohmatsu as Auditor and authorize the Directors to fix their remuneration.

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

4. **“That:**
 - (a) subject to paragraphs (b) to (d), a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to allot, issue and deal with additional shares of the Company, to make or grant offers, agreements or options which would or might require the exercise of such powers, and to grant rights to subscribe for, or to convert any security into, shares of the Company;
 - (b) the mandate in paragraph (a) shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers 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 a share option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any share scheme or similar arrangement for the time being adopted for the grant or issue to the eligible participants of shares or rights to acquire shares of the Company, or (iii) any scrip dividend or similar arrangement pursuant to the Articles from time to time, or (iv) the exercise of rights to subscribe for, or convert any security into shares provided that the right has been approved in advance by a resolution of the Company whether conditionally or unconditionally, 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 mandate shall be limited accordingly;

(d) any shares to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this Resolution shall not be at a discount of more than 10% to the Benchmarked Price (as defined below) of such shares; and

(e) for the purpose of this Resolution:

“Benchmarked Price” means the price which is the higher of:

(i) the closing price of the shares as quoted on the Stock Exchange on the date of the agreement involving the relevant proposed issue of the shares; or

(ii) the average closing price as quoted on the Stock Exchange of the shares for the five trading days immediately preceding the earlier of:

(A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of the shares;

(B) the date of the agreement involving the relevant proposed issue of shares; or

(C) the date on which the price of the shares that are proposed to be issued is fixed.

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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; or

(iii) 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.

“Rights Issue” means an offer of shares open for a period fixed by the Directors 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 may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. **“That:**

(a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase or otherwise acquire shares of the Company on the Stock Exchange in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, provided that the aggregate number of shares so purchased or otherwise acquired shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this Resolution, and the said mandate shall be limited accordingly; and

(b) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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; or
- (iii) 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.”

To consider and, if thought fit, pass the following resolution as a Special Resolution:

SPECIAL RESOLUTION

6. “**That** the Articles be and are hereby amended as detailed in the “Explanatory Statement on Proposed Amendments to the Articles” under the circular dated 28 March 2024, which forms part of this Notice of Annual General Meeting.”

By order of the Board
Lee Irene Yun-Lien
Chairman

Hong Kong, 28 March 2024

Notes:

1. A Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy need not be a Shareholder. The form of proxy can also be downloaded from the Company’s website (www.hysan.com.hk) or the Stock Exchange’s website (www.hkexnews.hk).
2. An original of the completed form of proxy must be returned to the Company’s registrar, Tricor Standard Limited (the “**Company’s Registrar**”), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as early as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM (or any adjournment thereof). Form of proxy sent electronically will not be accepted. If your shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited (collectively the “**Intermediary**”) and you would like to appoint proxy to attend and vote at the AGM on your behalf, you should consult directly with your Intermediary (as the case may be) for necessary arrangement.
3. Completion of a form of proxy and its delivery will not preclude a Shareholder from attending and voting in person or online via e-Meeting System at the AGM (or any adjournment thereof) if a Shareholder so wishes, a proxy’s authority to vote on a resolution shall, however, be deemed to be revoked if the Shareholder attends the AGM and votes (whether in person or through the e-Meeting System) on that particular resolution.
4. In the case of joint holders of any share, the form of proxy must be signed by all Shareholders whose names appear in the Register of Members. Where there are joint holders of any share, any one of the persons may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were a sole holder; but if more than one of such joint holders are present at the AGM in person or by proxy, the person whose name stands first in the Register of Members in respect of such share shall alone be entitled to vote in respect of it. Only **ONE PAIR** of log-in username and password for the e-Meeting System will be provided to joint holders.
5. The Register of Members will be closed from Friday, 31 May 2024 to Wednesday, 5 June 2024, both dates inclusive, during which period the registration of transfers of shares will be suspended. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration **not later than 4:00 p.m. on Thursday, 30 May 2024**.
6. Detailed information on the business to be transacted at the AGM is set out in the section “Business of the Meeting” of the circular sent to Shareholders.
7. Each of the resolutions set out in this notice will be voted by poll.

8. If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by the HKSAR Government is/are in force at or at any time after 12:00 noon on the date of the AGM, the AGM (both physical and online AGM) will be automatically postponed or adjourned. The Company will post an announcement on the websites of the Company (www.hysan.com.hk) and the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholder should decide on their own whether they would attend the AGM in person under bad weather condition bearing in mind their own situations.

9. Hybrid AGM

The AGM will be held in hybrid format at the Principal Meeting Place and online. In addition to physical attendance, Shareholders will have the option to attend the AGM via the e-Meeting System which allow Shareholders to view the live meeting proceedings, submit questions by text to the interactive platform for Q&A, call to raise questions and vote online in real-time. Shareholders are encouraged to make use of the e-Meeting System to view the live meeting proceedings and participate in voting. The online AGM can broaden the reach of the AGM to Shareholders who do not wish to attend in person or for other overseas Shareholders who are unable to attend in person.

How to attend and vote

Shareholders who wish to attend the AGM and exercise their voting rights can:

- (1) attend the AGM in person and vote via smartphones or designated electronic devices to be provided at the Principal Meeting Place; or
- (2) attend the AGM via the e-Meeting System to view the live meeting proceedings, make use of the interactive platform for Q&A of the e-Meeting System, call via the e-Meeting System to raise questions and vote online in real-time; or
- (3) appoint the chairman of the AGM or other persons as your proxy to vote on your behalf.

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

Non-registered Shareholders whose shares are held in the Intermediary may also be able to attend, submit questions by text to the interactive platform for Q&A, call to raise questions, vote electronically in real time and view live meeting proceedings of the AGM via the e-Meeting System. In this regard, they should:

- (1) contact and instruct their Intermediary that they want to attend the AGM using the e-Meeting System; and
- (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the AGM arrangements including login details to access the e-Meeting System will be sent by the Company's Registrar to the email address of the non-registered Shareholders provided by the Intermediary. Without the login details, non-registered Shareholders will not be able to attend, submit questions by text to the interactive platform for Q&A, call to raise questions, vote online in real time or view live meeting proceedings of the AGM using the e-Meeting System. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

Registered Shareholders, their proxy (or proxies) and non-registered Shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor the Company's Registrar assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

If you encounter any technical problems in using the e-Meeting System or have any questions relating to the AGM, please contact the Company's Registrar:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Email: emeeting@hk.tricorglobal.com

Telephone: +852 2975 0928

Fax: +852 2861 1465

On-site e-Voting system will be used at the AGM to enhance the efficiency in the poll counting process. This is a full paperless AGM process that facilitates easy and intuitive voting procedures for Shareholders as well as to allow instant declaration of voting results during the AGM.

Definitions:

In this Notice, the following expressions shall have the meanings set out below unless the context otherwise requires:

“AGM” or “Annual General Meeting” or “Meeting”	means the annual general meeting of the Company to be held at the Principal Meeting Place at Meeting Room N107, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong and online on Wednesday, 5 June 2024 at 3:00 p.m. or any adjournment thereof;
“Articles of Association”	means the articles of association of the Company (as amended from time to time);
“Auditor”	means the auditor for the time being of the Company;
“Board”	means the board of Directors or a duly authorized committee of the board of Directors;
“Company”	means Hysan Development Company Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Directors”	means the director(s) of the Company;
“HKSAR Government”	means the Government of the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China;
“Principal Meeting Place”	means Meeting Room N107, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong;
“Register of Members”	means the register of members of the Company;
“Shareholders”	means the shareholders of the Company; and
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited.

*As at the date of this announcement, the Board comprises: Lee Irene Yun-Lien (Chairman), Lui Kon Wai (Executive Director and Chief Operating Officer), Chung Cordelia**, Churchouse Frederick Peter**, Fan Yan Hok Philip**, Poon Chung Yin Joseph**, Wong Ching Ying Belinda**, Young Elaine Carole**, Lee Anthony Hsien Pin* (Lee Irene Yun-Lien as his alternate), Lee Chien* and Lee Tze Hau Michael*.*

* *Non-Executive Directors*

** *Independent Non-Executive Directors*

This notice is published on the websites of the Company (www.hysan.com.hk) and the Stock Exchange (www.hkexnews.hk).