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**WHARF**

*Established 1886*

**WHARF REAL ESTATE INVESTMENT COMPANY LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

Stock Code: 1997

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Wharf Real Estate Investment Company Limited (the “**Company**”) will be held in Centenary Room, Ground Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong, on Tuesday, 7 May 2024 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 2023.
- (2) To re-elect the retiring Directors.
- (3) To approve the revision of the annual fees payable to Directors of the Company (the “**Directors**”), as set out below, with retroactive effect from 1 January 2024:
  - (a) an increase in the rate of fee payable to the Chairman of the Company from HK\$300,000 per annum to HK\$350,000 per annum;
  - (b) an increase in the rate of fee payable to each of the Directors, other than the Chairman, of the Company from HK\$250,000 per annum to HK\$300,000 per annum;
  - (c) an increase in the rate of fee payable to the chairman of the audit committee of the Company (the “**Audit Committee**”) from HK\$150,000 per annum to HK\$200,000 per annum;
  - (d) an increase in the rate of fee payable to each member, other than the chairman, of the Audit Committee from HK\$150,000 per annum to HK\$175,000 per annum; and
  - (e) an increase in the rate of fee payable to the chairman and each member of the remuneration committee of the Company from HK\$50,000 per annum to HK\$60,000 per annum.
- (4) To re-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:

(5) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase shares in the capital of the Company (the **“Shares”**) 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 (the **“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 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.”

(6) **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares 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 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 pursuant to the approval in paragraph (a), otherwise than pursuant to (i) any share scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; (ii) a Rights Issue (as defined below); (iii) 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; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares 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 at the date of passing this Resolution (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 the passing of this Resolution); plus
- (bb) (if the Directors are so authorised by a separate ordinary resolution of shareholders of the Company) the number of Shares 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 at the date of passing ordinary resolution (5) set out in the notice convening this meeting (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 the passing of the said ordinary resolution (5)), 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 to holders of Shares 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 or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (7) “**THAT** the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with any additional Shares pursuant to ordinary resolution (6) 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 the Shares bought back by the Company subsequent to the passing of the said ordinary resolution (6), provided that the number of Shares added shall not exceed 10% of the number of Shares in issue at the date of passing ordinary resolution (5) set out in the notice convening this meeting (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 the passing of the said ordinary resolution (5)).”

By Order of the Board  
**Kevin C. Y. Hui**  
*Company Secretary*

Hong Kong, 10 April 2024

*Principal Place of Business in Hong Kong:*  
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 need not be a shareholder of the Company. In order 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 of that power of attorney or authority) must be completed and returned to the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 11:15 a.m., on Friday, 3 May 2024, or in case of any adjournment thereof, not less than 48 hours (exclusive of any part of a day which is not a business day) before the time appointed for the holding of such adjourned meeting.*
- (b) *Where there are joint holders of any share, any one of such joint holders may vote at the AGM, 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 AGM, the vote of the senior holder 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.*
- (c) *With reference to item (2) above, Mr. Paul Yiu Cheung TSUI, Ms. Yen Thean LENG, Mr. Horace Wai Chung LEE and Mr. Tak Hay CHAU are proposed to be re-elected at the AGM.*
- (d) *With reference to item (4) above, Messrs. KPMG, Certified Public Accountant and 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 (6) above, the Directors wish to state that they have no immediate plans to issue any new Shares 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 66(1) of the Articles of Association of the Company.*
- (g) *The Register of Members of the Company will be closed from Thursday, 2 May 2024 to Tuesday, 7 May 2024, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to ascertain shareholders' right 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 Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 30 April 2024.*
- (h) *If a tropical cyclone warning signal No. 8 or above is hoisted, or "extreme conditions after a super typhoon" announced by the HKSAR Government are in force at or after 9:30 a.m. on the date of the AGM, the AGM will be postponed or adjourned. The Company will publish an announcement on the respective websites of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.wharfreic.com](http://www.wharfreic.com)) 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.*

*As at the date of this notice, the Board of Directors of the Company comprises Mr. Stephen T. H. Ng, Mr. Paul Y. C. Tsui, Ms. Y. T. Leng and Mr. Horace W. C. Lee, together with eight Independent Non-executive Directors, namely Mr. Alexander S. K. Au, Mr. Tak Hay Chau, Ms. Lai Yuen Chiang, Hon. Andrew K. Y. Leung, Mr. Desmond L. P. Liu, Mr. R. Gareth Williams, Dr. Glenn S. Yee and Professor E. K. Yeoh.*