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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your securities in **Talent Property Group Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**TALENT PROPERTY GROUP LIMITED**

**新天地產集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 760)**

**PROPOSED CAPITAL REORGANISATION,  
PROPOSED AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A letter from the board of directors of the Company is set out on pages 5 to 12 of this circular. A notice convening the special general meeting (the “SGM”) of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Monday, 17 June 2024 at 4:30 p.m. (or immediately after the conclusion or adjournment of the AGM, whichever is later) is set out on pages SGM-1 to SGM-7 of this circular. Whether or not you are able to attend the SGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:*

“2023 Annual Report”	the annual report of the Company for the year ended 31 December 2023
“AGM”	the annual general meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Monday, 17 June 2024 at 4:00 p.m.
“Board”	the board of Directors
“Bye-laws”	bye-laws of the Company, as amended from time to time
“Bye-laws Amendments”	the proposed amendments to the Bye-laws as described in the section titled “3. Proposed Amendments to the Bye-laws” in the letter from the Board
“Capital Reduction”	the proposed reduction of the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.07 on each issued Shares such that the par value of each issued Share will be reduced from HK\$0.08 to HK\$0.01
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Capital Reduction, the Share Subdivision, the Share Premium Reduction and the Crediting of Contributed Surplus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in force
“Companies Act”	the Companies Act 1981 of Bermuda, as amended, supplemented or otherwise modified from time to time
“Company”	Talent Property Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange

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## DEFINITIONS

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“Contributed Surplus Account”	the contributed surplus account of the Company within the meaning of the Companies Act
“Crediting of Contributed Surplus”	the proposed transfer of the credit arising from the Capital Reduction and the Share Premium Reduction to the Contributed Surplus Account, and the authorisation for the Board to apply the amount standing to the credit of the Contributed Surplus Account in any manner as may be permitted under the Bye-laws, the Companies Act and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	share(s) of the Company before the Capital Reorganisation becomes effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	share(s) of the Company immediately after the Capital Reorganisation becoming effective

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## DEFINITIONS

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“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving, <i>inter alia</i> , the Capital Reorganisation and the Bye-laws Amendments
“Share(s)”	Existing Share(s) and/or New Share(s), as the case may be
“Share Premium Reduction”	the proposed cancellation of the entire amount standing to the credit of the share premium account of the Company
“Share Subdivision”	the proposed subdivision of each of the unissued Share of par value of HK\$0.08 each in the share capital of the Company into 8 unissued New Shares of par value of HK\$0.01 each
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## EXPECTED TIMETABLE OF CAPITAL REORGANISATION

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*The expected timetable for the Capital Reorganisation is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.*

Latest time for lodging transfers documents in order to  
qualify for attendance and voting at the SGM. . . . . 4:30 p.m. on  
Tuesday, 11 June 2024

Closure of register of members for the entitlement  
to attend and vote at the SGM . . . . . Wednesday, 12 June 2024 to  
Monday, 17 June 2024  
(both dates inclusive)

Latest time for lodging forms of proxy for the SGM . . . . . 4:30 p.m. on  
Saturday, 15 June 2024

Record date for attending the SGM. . . . . Monday, 17 June 2024

Date and time of the SGM . . . . . 4:30 p.m. on  
Monday, 17 June 2024  
(or immediately after the conclusion or  
adjournment of the AGM, whichever is later)

Announcement of voting results of the SGM . . . . . Monday, 17 June 2024

**The following events are conditional on the fulfilment of the conditions for the implementation of the Capital Reorganisation as set out in this circular.**

Effective date of the Capital Reorganisation. . . . . Tuesday, 18 June 2024

First day of free exchange of existing share certificates  
for new share certificates for New Shares . . . . . Tuesday, 18 June 2024

Dealings in the New Shares commences . . . . . 9:00 a.m. on  
Tuesday, 18 June 2024

Last day for free exchange of existing share certificates  
for new share certificates for the New Shares . . . . . Monday, 22 July 2024

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LETTER FROM THE BOARD

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**TALENT PROPERTY GROUP LIMITED**

**新天地产集团有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 760)**

*Executive Directors:*

Mr. Zhang Gao Bin

Mr. Luo Zhangguan

*Independent Non-Executive Directors:*

Mr. Lo Wai Hung

Mr. Mak Yiu Tong

Mr. Fok Chi Tat Michael

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place  
of Business in Hong Kong:*

Unit A704, 3rd Floor, Tower A

New Mandarin Plaza

No. 14 Science Museum Road

Tsim Sha Tsui East

Kowloon, Hong Kong

27 May 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CAPITAL REORGANISATION,  
PROPOSED AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 10 May 2024 (the “**Announcement**”) in relation to, among other matters, the proposed Capital Reorganisation and the proposed Bye-laws Amendments. The purpose of this circular is to provide you with more information regarding the proposed Capital Reorganisation, proposed Bye-laws Amendments and the Notice of SGM.

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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### 2. PROPOSED CAPITAL REORGANISATION

The Company proposes to undertake and implement the Capital Reorganisation which will involve the following steps:

- (a) the Capital Reduction, which will involve the reduction of the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.07 on each of the issued Shares such that the par value of each issued Share will be reduced from HK\$0.08 to HK\$0.01;
- (b) subject to and immediately following the Capital Reduction, the Share Subdivision, which will involve the subdivision of each of the unissued Shares of par value of HK\$0.08 each in the share capital of the Company into 8 unissued New Shares of par value of HK\$0.01 each;
- (c) the Share Premium Reduction, which will involve the cancellation of the entire amount standing to the credit of the share premium account of the Company to nil; and
- (d) the Crediting of Contributed Surplus, which will involve the transfer of the credit arising from the Capital Reduction and Share Premium Reduction to the Contributed Surplus Account, and the authorisation for the Board to apply the amount standing to the credit of the Contributed Surplus Account in any manner as may be permitted under the Bye-laws, the Companies Act and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time.

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$500,000,000 comprised of 6,250,000,000 Shares of HK\$0.08 each, of which 514,656,827 Shares have been issued and are fully paid or credited as fully paid.



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## LETTER FROM THE BOARD

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### Effects of the Capital Reorganisation

Assuming that there is no change in the issued share capital of the Company during the period from the Latest Practicable Date to the day immediately prior to the effective date of the Capital Reorganisation, upon the Capital Reorganisation taking effect, the share capital structure of the Company will be as follows:

	<b>As at the Latest Practicable Date</b>	<b>Immediately upon the Capital Reorganisation taking effect</b>
Par value	HK\$0.08 per Share	HK\$0.01 per New Share
Authorised share capital	HK\$500,000,000 divided into 6,250,000,000 Shares	HK\$500,000,000 divided into 50,000,000,000 New Shares
Number of issued shares	514,656,827 Shares	514,656,827 New Shares
Amount of the issued and paid up share capital	HK\$41,172,546.16	HK\$5,146,568.27
Number of unissued shares	5,735,343,173 Shares	49,485,343,173 New Shares
Amount of the unissued share capital	HK\$458,827,453.84	HK\$494,853,431.73

As at 31 December 2023, the share premium account of the Company has a credit amounted to HK\$3,322,401,000 (or approximately RMB2,982,905,000 as set out in the 2023 Annual Report). The entire amount standing to the credit of the Share Premium Reduction will be cancelled and credit arising therefrom, together with the credit arising from the Capital Reduction in the aggregate amount of HK\$36,025,977.89 based on the number of Shares in issue as at the date of this circular, will be transferred to the Contributed Surplus Account. The amount standing to the credit of the Contributed Surplus Account will be applied in any manner by the Board as may be permitted under the Bye-laws, the Companies Act and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company or making further distribution from time to time.

Further, upon the Capital Reorganisation taking effect:

- (a) there will be no change in the number of issued Shares or percentage level of shareholding held by or any rights of each Shareholder;

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## LETTER FROM THE BOARD

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- (b) all of the New Shares shall rank *pari passu* in all respects with each other and subject to the restrictions in the Bye-laws; and
- (c) the existing board lot of 30,000 Shares will remain unchanged.

Save for (i) the possible application of the credit arising from the Share Premium Reduction and Capital Reorganisation towards offsetting the accumulated losses of the Company in the future and (ii) expenses to be incurred in relation to the Capital Reorganisation, the Directors consider that the Capital Reorganisation will have no effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders.

The Company has no outstanding share options, warrants and convertible securities as at the Latest Practicable Date.

### **Conditions of the Capital Reorganisation**

The Capital Reorganisation is conditional upon the following conditions:

- (a) the passing of the special resolution approving the Capital Reorganisation by the Shareholders at the SGM;
- (b) compliance with section 46(2) of the Companies Act, namely that the Directors are satisfied that on the date on which the Capital Reduction and the Share Premium Reduction are to take effect, there are no reasonable grounds for believing that the Company is, or after the Capital Reduction and the Share Premium Reduction would be, unable to pay its liabilities as they become due;
- (c) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares to be allotted and issued by the Company after the Capital Reorganisation becomes effective;
- (d) the compliance with the relevant procedures and requirements under the Listing Rules to effect the Capital Reorganisation; and
- (e) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

Subject to the fulfilment of the conditions of the Capital Reorganisation, the effective date of the Capital Reorganisation is currently expected to be on Tuesday, 18 June 2024.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

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## LETTER FROM THE BOARD

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### **Listing application**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the New Shares upon the Capital Reorganisation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange upon the Capital Reorganisation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Shares to be admitted into CCASS.

None of the Shares are listed or dealt in on any other stock exchange other than the Stock Exchange. Upon the Capital Reorganisation becoming effective, the New Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is currently proposed to be sought.

### **Exchange of share certificates**

Subject to the Capital Reorganisation becoming effective, which is currently expected to be on Tuesday, 18 June 2024, the Shareholders may during the business hours, on or after Tuesday, 18 June 2024 and until Monday, 22 July 2024 (both dates inclusive) submit existing share certificates in the colour of yellow for the Existing Shares to the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, in exchange for new share certificates in the colour of green for the New Shares at the expense of the Company.

Thereafter, share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be permitted by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever the number of share certificates cancelled/issued is higher.

Notwithstanding the Capital Reorganisation becoming effective, the existing share certificates for the Existing Shares will remain effective as documents of title and may be exchanged for share certificates for New Shares at any time and will be accepted for delivery, trading and settlement purposes.

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## LETTER FROM THE BOARD

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### **Reasons for the Capital Reorganisation**

The Capital Reorganisation involves applying the credit arising from the Capital Reduction and the Share Premium Reduction towards the Contributed Surplus Account. Subject to the Bye-laws and applicable laws, the increase in the credit balance in the Contributed Surplus Account of the Company as a result of the Capital Reorganisation provides the Company with flexibility in relation to the uses of such balance in the Contributed Surplus Account, such as offsetting against the accumulated loss of the Company in the future or future distribution, if any, out of the Contributed Surplus Account.

The Company has been constantly monitoring the trading prices of the Company. Under the Companies Act, the Company is not permitted to issue new shares at a price lower than the par value unless with the sanction of the Court. Given the Shares are recently traded at a level close to the par value of the Shares, the Capital Reduction will provide the Company with greater flexibility to accommodate the issue of new shares in future when necessary. As such, the Board is of the view that the Capital Reorganisation is beneficial to and in the interests of the Company and Shareholders as a whole.

As at the Latest Practicable Date, the Company has no plans to conduct any capital raising activities in the next 12 months nor is there any current plans to make any distribution out of the increased contributed surplus arising from the Capital Reorganisation. However, the Board cannot rule out the possibility of the Company doing so when suitable opportunities and circumstances arise in the course of future development of the Company. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

In view of the above reasons, the Board is of the view that the Capital Reorganisation is beneficial to and in the interests of the Company and the Shareholders as a whole.

### **3. PROPOSED AMENDMENTS TO THE BYE-LAWS**

The Board proposes that certain amendments be made to the existing Bye-laws to the Company in order to (i) bring the Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; (ii) provide the Company with flexibility to hold treasury shares under its Bye-laws in view of the recent amendments in the Listing Rules relating to treasury shares which will take effect from 11 June 2024; (iii) to reflect the change in par value of the shares in the Company brought by the Capital Reorganisation; and (iv) make other consequential and house-keeping amendments.

The proposed Bye-laws Amendments is subject to the approval of the Shareholders by way of a special resolution at the SGM and shall take effect upon the close of the SGM. Details of the Bye-laws Amendments are set out in Resolution No. 2 to the Notice of SGM.

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## LETTER FROM THE BOARD

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The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed Bye-laws Amendments conform with the requirements of the Listing Rules and the legal advisers to the Company as to Bermuda laws have confirmed that the proposed Bye-laws Amendments do not violate Bermuda laws.

Shareholders are advised that the Bye-laws are written in the English language and the Chinese translation is for reference only. In the event of any discrepancy between the English and Chinese versions, the English version shall prevail.

#### **4. SGM**

The SGM will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Monday, 17 June 2024 at 4:30 p.m. (or immediately after the conclusion or adjournment of the AGM, whichever is later) to consider and, if thought fit, pass the resolutions to approve the (i) Capital Reorganisation and the (ii) Bye-laws Amendments.

A notice convening the SGM is set out on pages SGM-1 to SGM-7 of this circular. A form of proxy for the SGM is enclosed with this circular. Whether or not you intend to be present at the SGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the meeting in person or any adjourned meeting should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder would have a material interest in the Capital Reorganisation or the Bye-laws Amendments which is different from other Shareholders, and accordingly, no Shareholder is required to abstain from voting on the resolutions approving the Capital Reorganisation or the Bye-laws Amendments at the SGM pursuant to the Listing Rules and/or the Bye-laws.

In accordance with Rule 13.39(4) of the Listing Rules, all votes at the SGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

#### **5. CLOSURE OF REGISTER OF MEMBERS**

The register of members will be closed from Wednesday, 12 June 2024 to Monday, 17 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the SGM, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch

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## LETTER FROM THE BOARD

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share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 11 June 2024.

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 7. RECOMMENDATION

The Directors consider that the proposed Capital Reorganisation and the Bye-laws Amendments are in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the SGM.

### 8. WARNING

**Shareholders and potential investors of the Company should take note that the Capital Reorganisation is conditional upon the fulfilment of certain conditions. Therefore, the Capital Reorganisation may or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

Yours faithfully  
By order of the Board  
**Talent Property Group Limited**  
**Zhang Gao Bin**  
*Chairman*

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## NOTICE OF SGM

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### TALENT PROPERTY GROUP LIMITED

新天地产集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 760)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**SGM**”) of Talent Property Group Limited (the “**Company**”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Monday, 17 June 2024 at 4:30 p.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Monday, 17 June 2024 at 4:00 p.m., whichever is later) for the purpose of considering as special business and, if thought fit, passing the following resolutions with or without amendments as special resolutions of the Company:

#### SPECIAL RESOLUTIONS

1. **“THAT** subject to and conditional upon (i) compliance with section 46(2) of the Companies Act 1981 of Bermuda in respect of the Capital Reduction (as defined below) and the Share Premium Reduction (as defined below); (ii) the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below) to be allotted and issued by the Company after the Capital Reorganisation (as defined below) becomes effective; (iii) compliance with the relevant procedures and requirements under the Rules Governing of the Listing of Securities on the Stock Exchange to effect the Capital Reorganisation (as defined below); and (iv) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation (as defined below), with effect from the next business day immediately following the date on which the aforesaid conditions are fulfilled:
  - (a) the issued share capital of the Company be reduced through the cancellation of the paid-up capital of the Company to the extent of HK\$0.07 on each of the issued shares of the Company such that the par value of each issued share of the Company will be reduced from HK\$0.08 to HK\$0.01 (the “**Capital Reduction**”);

\* *For identification purposes only*

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## NOTICE OF SGM

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- (b) subject to and immediately following the Capital Reduction, each of the unissued shares of the Company of par value of HK\$0.08 each be subdivided into 8 unissued shares of the Company of par value of HK\$0.01 each (“**New Shares**”) (the “**Share Subdivision**”);
  - (c) the amount of HK\$3,322,401,000 standing to the credit of the share premium account of the Company be reduced and cancelled such that the share premium account of the Company be reduced from HK\$3,322,401,000 as of the date of the notice of the SGM to nil (the “**Share Premium Reduction**”);
  - (d) the credit arising from the Capital Reduction and Share Premium Reduction be transferred to the contributed surplus account of the Company and the Directors of the Company be authorised to apply the amount standing to the credit balance in the contributed surplus account of the Company in any manner permitted by the laws of Bermuda and the Bye-laws of the Company (the “**Crediting of Contributed Surplus**”); and
  - (e) any one of the Directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company, where applicable, as he/she may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reduction, the Share Subdivision, the Share Premium Reduction and the Crediting of Contributed Surplus (together referred to as “**Capital Reorganisation**”).”
2. “**THAT** the amended and restated bye-laws of the Company (the “**Bye-laws**”) be and are hereby amended as follows and any one of the directors or the company secretary of the Company be hereby authorised to do all such acts and things and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as he or she may in his or her sole opinion and absolute discretion consider necessary, appropriate or desirable to implement or give effect to the following amendments, including without limitation, attending to any necessary filings in Bermuda and Hong Kong:
- (a) Bye-law 2 be amended by:
    - (i) deleting the subparagraph (l) in its entirety and replacing it with the following:

“(l) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document



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## NOTICE OF SGM

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recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;”

- (ii) inserting the following new subparagraph (m) after subparagraph (l):

“(m) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“**ETA**”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable.”

- (b) Bye-law 3 be amended by:

(i) deleting the words “Hong Kong dollars 0.10 each” and replacing it with the words “Hong Kong dollars 0.01 each”;

- (ii) deleting the subparagraph (2) in its entirety and replacing it with the following:

“(2) Subject to the Act and, where applicable, the Listing Rules and/or the rules of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares (including its redeemable shares) for cancellation or to be held as treasury shares, as well as warrants or other securities, and such power shall be exercisable by the Board on such terms and conditions as the Board may determine.”

- (c) Bye-law 76 be deleted in its entirety and replaced with the following:

“76. The instrument appointing a proxy shall be in such form as the Board may determine and in the absence of such determination, shall be in writing signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.”

- (d) Bye-law 149 be amended by deleting the word “printed” immediately before the words “copy of the Directors’ report”.

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## NOTICE OF SGM

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- (e) Bye-law 151 be deleted in its entirety and replaced with the following:

“151. The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, in any manner permitted by these Bye-laws, including on the Company’s computer network.”

- (f) Bye-law 158 be deleted in its entirety and replaced with the following:

“158. (1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:

- (a) by serving it personally on the relevant person;
- (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
- (c) by delivering or leaving it at such address as aforesaid;
- (d) by placing an advertisement in appointed newspapers or other publication and where applicable, (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(4) without the need for any additional consent or notification;
- (f) by publishing it on the Company’s website or the website of the Designated Stock Exchange without the need for any additional consent or notification;

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## NOTICE OF SGM

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- (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
  - (2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
  - (3) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
  - (4) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which notices can be served upon him.
  - (5) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such member.”
- (g) Bye-law 159 be deleted in its entirety and replaced with the following:
- “159. Any Notice or other document:
- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

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- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;
- (c) if placed or published on either the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;
- (d) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (e) if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.””

By Order of the Board  
**Talent Property Group Limited**  
**Zhang Gao Bin**  
*Chairman*

Hong Kong, 27 May 2024

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place  
of Business in Hong Kong:*  
Unit A704, 3rd Floor, Tower A  
New Mandarin Plaza  
No. 14 Science Museum Road  
Tsim Sha Tsui East  
Kowloon, Hong Kong

*Notes:*

- (1) A shareholder entitled to attend and vote at the meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a shareholder of the Company.

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## NOTICE OF SGM

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- (2) In the case of joint holders of any share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person should they so wish.
- (4) For the purpose of determining shareholders of the Company who are entitled to attend and vote at the forthcoming SGM to be held on Monday, 17 June 2024, the register of members of the Company will be closed from Wednesday, 12 June 2024 to Monday, 17 June 2024, both days inclusive. In order to qualify for attending and voting at the SGM, all transfer documents should be lodged for registration with Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 11 June 2024.

*As at the date hereof, the Board comprises Mr. Zhang Gao Bin and Mr. Luo Zhanguan as Executive Directors and Mr. Lo Wai Hung, Mr. Mak Yiu Tong and Mr. Fok Chi Tat Michael as Independent Non-executive Directors.*