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## **Hysan Development Company Limited**

**希慎興業有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code : 00014)

### **POLL RESULTS OF THE 2024 ANNUAL GENERAL MEETING, RETIREMENT OF DIRECTOR AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

- (1) The Company is pleased to announce that all the proposed resolutions as set out in the Notice of AGM were duly passed by the Shareholders by way of poll at the AGM.
- (2) With effect from the conclusion of the AGM:
  - (a) Mr. Fan Yan Hok Philip retired as an Independent Non-Executive Director and ceased to be the chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee;
  - (b) Ms. Chung Cordelia, an Independent Non-Executive Director, has been appointed as the chairman of the Remuneration Committee; and
  - (c) Ms. Young Elaine Carole, an Independent Non-Executive Director, has been appointed as a member of the Remuneration Committee.

#### **POLL RESULTS OF THE ANNUAL GENERAL MEETING**

At the AGM, a poll was demanded by the chairman of the AGM for voting on all the proposed resolutions as set out in the Notice of AGM.

As at the date of the AGM, the total number of issued shares of the Company entitling the Shareholders to attend and vote for or against all resolutions is 1,027,008,223. There was no restriction on Shareholders to cast votes on the proposed resolutions at the AGM.

All Directors attended the AGM in person.

All resolutions were approved by the Shareholders and the poll results were as follows:

Resolutions		Number of Votes (%)	
		For	Against
<b>Ordinary Resolutions</b>			
1.	To receive and consider the Statement of Accounts for the year ended 31 December 2023 and the Reports of the Directors and Auditor thereon	747,473,541 (99.85%)	1,140,175 (0.15%)
2.	(i) To re-elect Lui Kon Wai as a Director	647,382,442 (97.48%)	16,769,456 (2.52%)
	(ii) To re-elect Chung Cordelia as a Director	663,638,470 (99.92%)	506,428 (0.08%)
	(iii) To re-elect Poon Chung Yin Joseph as a Director	593,698,463 (89.39%)	70,446,435 (10.61%)
	(iv) To re-elect Wong Ching Ying Belinda as a Director	660,493,641 (99.45%)	3,651,257 (0.55%)
3.	To re-appoint Deloitte Touche Tohmatsu as Auditor and authorize the Directors to fix their remuneration	628,849,985 (84.00%)	119,765,913 (16.00%)
4.	To give Directors a general mandate to allot, issue and deal with additional shares in the Company not exceeding 10% of the number of its issued shares and the discount for any shares to be issued shall not exceed 10% <sup>#</sup>	662,682,787 (88.52%)	85,933,111 (11.48%)
5.	To give Directors a general mandate to repurchase shares in the Company not exceeding 10% of the number of its issued shares <sup>#</sup>	747,742,698 (99.91%)	688,100 (0.09%)
<b>As more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions.</b>			
<b>Special Resolution</b>			
6.	To approve the amendments to the articles of association of the Company <sup>#</sup>	721,054,584 (96.32%)	27,561,314 (3.68%)
<b>As more than 75% of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.</b>			
<sup>#</sup> Please refer to the Notice of AGM for the full text of the resolutions.			

Tricor Standard Limited, the Company's registrar, acted as the scrutineer for the poll at the AGM.

## **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Fan Yan Hok Philip, after having served on the Board for more than 14 years, retired as an Independent Non-Executive Director with effect from the conclusion of the AGM in order to spend more time pursuing his personal interests and other business commitment. Following his retirement, Mr. Fan ceased to be the chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee.

Mr. Fan has confirmed that he has no disagreement with the Board and that he is not aware of any matters relating to his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude and appreciation to Mr. Fan for his valuable advice and contributions to the Company during his tenure of office in the past years.

## CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board further announces that, in light of the retirement of Mr. Fan as abovementioned, the Nomination Committee recommended and the Board resolved to appoint Ms. Chung Cordelia, an Independent Non-Executive Director, as the chairman of the Remuneration Committee, and appoint Ms. Young Elaine Carole, an Independent Non-Executive Director, as a member of the Remuneration Committee, both with effect from the conclusion of the AGM.

With effect from the conclusion of the AGM, the composition of the Audit and Risk Management Committee and the Remuneration Committee are as follows:

### **Audit and Risk Management Committee**

Poon Chung Yin Joseph (Committee Chairman)  
Churchouse Frederick Peter  
Lee Anthony Hsien Pin

### **Remuneration Committee**

Chung Cordelia (Committee Chairman)  
Churchouse Frederick Peter  
Young Elaine Carole

### **Definitions**

Unless the context otherwise requires, capitalized terms used in this announcement shall have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company held on 5 June 2024;
“Audit and Risk Management Committee”	audit and risk management committee of the Company;
“Auditor”	auditor of the Company;
“Board”	the board of Directors;
“Board Committee(s)”	the board committee(s) of the Company;
“Company”	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 (Stock Code: 00014);
“Director(s)”	the director(s) of the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Non-Executive Director”	independent non-executive director of the Company;

“Mr. Fan”	Mr. Fan Yan Hok Philip;
“Notice of AGM”	the notice of the AGM dated 28 March 2024;
“Remuneration Committee”	remuneration committee of the Company;
“Shareholder(s)”	shareholders of the Company; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

By Order of the Board  
**Lee Irene Yun-Lien**  
*Chairman*

Hong Kong, 5 June 2024

*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\*\*, 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 announcement is published on the websites of the Company ([www.hysan.com.hk](http://www.hysan.com.hk)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).*