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SINO LAND COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 83)

(1) General Mandates to Buy Back Shares and to Issue Shares

(2) Proposed Re-election of Directors

(3) Notice of Annual General Meeting

The notice convening the annual general meeting (“Annual General Meeting”) of Sino Land Company Limited (“Company”) to be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, 23rd October, 2024 at 9:30 a.m. is set out on pages 14 to 17 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Annual General Meeting in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment thereof should you so wish.

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LETTER FROM THE CHAIRMAN



(Incorporated in Hong Kong with limited liability)

(Stock Code: 83)

Executive Directors:

Robert NG Chee Siong (*Chairman*)
Daryl NG Win Kong, SBS, JP (*Deputy Chairman*)
Ringo CHAN Wing Kwong
Gordon LEE Ching Keung
Victor TIN Sio Un

Registered Office:

12th Floor
Tsim Sha Tsui Centre
Salisbury Road
Tsim Sha Tsui
Kowloon
Hong Kong

Non-Executive Directors:

Ronald Joseph ARCULLI, GBM, CVO, GBS, OBE, JP
Nikki NG Mien Hua

Independent Non-Executive Directors:

Allan ZEMAN, GBM, GBS, JP
Adrian David LI Man-kiu, BBS, JP
Steven ONG Kay Eng
WONG Cho Bau, JP

27th September, 2024

To the shareholders

Dear Sir or Madam,

(1) General Mandates to Buy Back Shares and to Issue Shares

(2) Proposed Re-election of Directors

(3) Notice of Annual General Meeting

1. Introduction

At the last annual general meeting of the Company held on 25th October, 2023, general mandates were given to the Directors to exercise the powers of the Company to buy back shares and to issue shares of the Company. Under the terms of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), these general mandates will lapse at the conclusion of the forthcoming Annual General Meeting of the Company to be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, 23rd October, 2024 at 9:30 a.m. unless renewed at that meeting.

The purpose of this circular is to provide you with information regarding the proposed general mandates to buy back shares and to issue shares and the re-election of Directors.

LETTER FROM THE CHAIRMAN

2. General Mandate to Buy Back Shares

An ordinary resolution will be proposed at the Annual General Meeting to approve a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to buy back, at any time until the next annual general meeting of the Company or such earlier period as stated in the ordinary resolution, shares of the Company (“Shares”) up to a maximum of 10% of the issued shares of the Company at the date of the resolution (excluding any treasury shares) (“Share Buy-back Mandate”).

An explanatory statement as required under the Listing Rules to provide the requisite information is set out in Appendix I hereto.

3. General Mandate to Issue Shares

It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general and unconditional mandate to allot, issue and deal with Shares and rights to convert securities into Shares not exceeding 20% of the issued shares of the Company (excluding any treasury shares) at the date of the resolution until the next annual general meeting of the Company or such earlier period as stated in the ordinary resolution (“Share Issue Mandate”) and adding to such general mandate so granted to the Directors any Shares bought back by the Company under the Share Buy-back Mandate.

4. Directors Proposed to be Re-elected

In accordance with Article 97(A) of the articles of association of the Company (the “Articles of Association”) and pursuant to paragraph B.2.2 of Part 2 of Appendix C1 to the Listing Rules, Dr. Allan ZEMAN, Mr. Steven ONG Kay Eng, Mr. WONG Cho Bau and Mr. Daryl NG Win Kong will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure, size and composition of the Board of Directors and recommended the re-appointment of Dr. Allan ZEMAN, Mr. Steven ONG Kay Eng, Mr. WONG Cho Bau and Mr. Daryl NG Win Kong, who will retire and offer for re-election at the Annual General Meeting.

LETTER FROM THE CHAIRMAN

Dr. Allan ZEMAN, Mr. Steven ONG Kay Eng and Mr. WONG Cho Bau are Independent Non-Executive Directors who have served the Board for more than 9 years and a separate resolution will be proposed for each of their re-election at the Annual General Meeting. Dr. ZEMAN, Mr. ONG and Mr. WONG have confirmed that they satisfy all the criteria for independence set out in Rule 3.13 of the Listing Rules. In the process of assessing the independence of Dr. ZEMAN, Mr. ONG and Mr. WONG, the Nomination Committee has considered that (i) they have demonstrated their abilities to provide independent views and input to the Company's matters and have brought in fresh perspectives and independent judgement to the Board; (ii) they meet the guidelines for assessing independence as set out in Rule 3.13 of the Listing Rules; and (iii) none of them has any management role in the Group or any relationship with any director, senior management, substantial or controlling shareholder of the Company. The Board concurred with the view of its Nomination Committee that Dr. ZEMAN, Mr. ONG and Mr. WONG are able to continue to independently fulfill their roles as independent non-executive directors notwithstanding that they have served the Board for more than 9 years. The Board believes Dr. ZEMAN, Mr. ONG and Mr. WONG will continue to provide independent, balanced and objective view to the affairs of the Company and bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Under the service contract of Mr. Daryl NG Win Kong with the Group, there is no fixed term of office for Mr. NG as Executive Director but he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association.

There is no director's service contract between the Company and each of the Independent Non-Executive Directors, Dr. Allan ZEMAN, Mr. Steven ONG Kay Eng and Mr. WONG Cho Bau. However, there is a letter of appointment for each of Dr. ZEMAN, Mr. ONG and Mr. WONG pursuant to which each of their terms of office is for a period of 3 years, subject to re-appointment, and retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association.

The emoluments of the Directors are determined with reference to their duties, responsibilities and performance and the results of the Group and are endorsed by the Remuneration Committee. The directors' fees are fixed by the Board of Directors pursuant to the authority granted by the shareholders at annual general meetings. The amount of emoluments paid or payable for the year ended 30th June, 2024 to each of the Directors who stands for re-election at the Annual General Meeting are set out in Note 12 to the Consolidated Financial Statements on pages 174 and 175 in the Company's 2024 Annual Report.

LETTER FROM THE CHAIRMAN

Other biographical details of the Directors who stand for re-election at the Annual General Meeting, as required by Rule 13.51(2) of the Listing Rules as at 17th September, 2024 (the latest practicable date prior to the printing of this circular) (“Latest Practicable Date”), are set out below to enable the shareholders to make informed decision on their re-election.

Dr. Allan ZEMAN, GBM, GBS, JP, aged 76, has been an Independent Non-Executive Director of the Company since September 2004. He is also an Independent Non-Executive Director of Tsim Sha Tsui Properties Limited. Dr. ZEMAN is the Chairman of Lan Kwai Fong Group in Hong Kong. Dr. ZEMAN serves as an Independent Non-Executive Director and the Chairman of Wynn Macau, Limited, a Non-Executive Director of Pacific Century Premium Developments Limited, and an Independent Non-Executive Director of Television Broadcasts Limited and Fosun Tourism Group, all of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. Dr. ZEMAN is a member of the Chief Executive’s Council of Advisers of the Government of Hong Kong Special Administrative Region (“HKSAR”), a non-official member of the Human Resources Planning Commission of the HKSAR, a non-official member of the Task Force on Promoting and Branding Hong Kong of the HKSAR, a member of the Culture Commission of the HKSAR and a member of the Tourism Strategy Committee of the HKSAR. Dr. ZEMAN was the Chairman of Hong Kong Ocean Park from July 2003 to June 2014. He is also a Board member of the Alibaba Entrepreneurs Fund and a governor of the Board of Governors of Our Hong Kong Foundation. Dr. ZEMAN is also a member of the Board of Governors of The Canadian Chamber of Commerce in Hong Kong and the Vice Patron of The Community Chest of Hong Kong. Dr. ZEMAN is a holder of Honorary Doctorate of Laws Degree from The University of Western Ontario, Canada. In 2012, he was awarded Honorary Doctorate Degrees of Business Administration from City University of Hong Kong and The Hong Kong University of Science and Technology.

Save as disclosed herein, Dr. ZEMAN did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Dr. ZEMAN does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of Dr. ZEMAN that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

LETTER FROM THE CHAIRMAN

Mr. Steven ONG Kay Eng, aged 78, has been an Independent Non-Executive Director since October 2011. He is also an Independent Non-Executive Director of Tsim Sha Tsui Properties Limited and Sino Hotels (Holdings) Limited since July 2005. Mr. ONG serves as a Non-Executive Independent Director of EnGro Corporation Limited, and, an Independent & Non-executive Director and the Lead Independent Director of Yeo Hiap Seng Limited, both of which are listed on the Mainboard of the Singapore Stock Exchange. Mr. ONG has been a veteran banker with extensive experience in banking and finance over 43 years. He was the General Manager and Country Head for American Express Bank in Singapore for nearly 10 years and also the Chief Representative and Country Manager in China for Banca Monte dei Paschi di Siena S.p.A. for 16 years. Mr. ONG remained as the bank's advisor and consultant for 2 years after he left China in 2006 having resided in the country for over 16 years. He was the Chairman of Foreign Bankers' Association in Beijing, PRC from 1999 to 2000.

Save as disclosed herein, Mr. ONG did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. ONG does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of Mr. ONG that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. WONG Cho Bau, JP, aged 65, has been an Independent Non-Executive Director since January 2015. He is also an Independent Non-Executive Director of Sino Hotels (Holdings) Limited. He is an Honorary Fellow of City University of Hong Kong and currently serves as Chairman of East Pacific (Holdings) Ltd., Shenzhen East Pacific Group Ltd., Greater Bay Airlines Co., Ltd., Donghai Airlines Co., Ltd., Donghai Jet Co., Ltd.. Mr. WONG has more than 40 years of business experience and is one of the pioneers on the establishment of Shenzhen Special Economic Zone. His business interests have expanded from property development to industrial, hotel, aviation, tourism. Mr. WONG is a Committee Adviser of Hong Kong Association for The Promotion of Peaceful Reunification of China and Chief Director of Hong Kong Federation of Hong Kong Chiu Chow Community Organization. He served as a member of the 10th to 13th National Committee of the Chinese People's Political Consultative Conference; a Councilor of the 1st and the 2nd Council and an Executive Councilor of the 3rd and 4th Council of China Overseas Friendship Association.

Save as disclosed herein, Mr. WONG did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. WONG does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of Mr. WONG that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

LETTER FROM THE CHAIRMAN

Mr. Daryl NG Win Kong, SBS, JP, aged 46, an Executive Director since April 2005 and Deputy Chairman of the Group since November 2017, holds a Bachelor of Arts Degree in Economics, a Master Degree of Science in Real Estate Development from Columbia University in New York, an Honorary Doctor of Humane Letters degree from Savannah College of Art and Design and an Honorary Doctor of Business Administration, *honoris causa* from Hong Kong Metropolitan University. He is an Honorary Fellow of The Hong Kong University of Science and Technology and Hong Kong Metropolitan University. Mr. NG first joined the Company as Executive (Development) in 2003. He is a director of a number of subsidiaries and associated companies of the Company, and an Executive Director and Deputy Chairman of Tsim Sha Tsui Properties Limited and Sino Hotels (Holdings) Limited. He is also a Non-Executive Director of The Bank of East Asia, Limited, which is listed on the Hong Kong Stock Exchange and the Chairman, Non-independent & Non-executive Director of Yeo Hiap Seng Limited, a company listed on the main board of the Singapore Stock Exchange. He is a member of the Global Leadership Council of Columbia University in the City of New York, a member of the 10th Sichuan Committee of the Chinese People's Political Consultative Conference ("CPPCC"), a member of the 12th and 13th Beijing Municipal Committees of the CPPCC, a member of the Standing Committee of the 14th Beijing Municipal Committee of the CPPCC, a member of the 10th and 11th Committees of the All-China Youth Federation and the Deputy Chairman of the Chongqing Youth Federation. He is the President of Hong Kong United Youth Association, a Council Member of the Hong Kong Committee for UNICEF, a Council Member of The Hong Kong Management Association, a Governor of Our Hong Kong Foundation Limited, a Council Member of Hong Kong Chronicles Institute Limited, a Council Member of the Employers' Federation of Hong Kong, a member of the Board of Hong Kong Science and Technology Parks Corporation and the Chairman of Greater Bay Area Homeland Youth Community Foundation Limited. Mr. NG's major public service appointments include being a member of Council for Carbon Neutrality and Sustainable Development, a member of the Culture Commission, a member of the Advisory Council on the Environment, a member of the Estate Agents Authority of the Government of Hong Kong Special Administrative Region, a member of the Steering Committee of the Research, Academic and Industry Sectors One-plus (RAISE+) Scheme of Innovation and Technology Commission, a member of the Council of the University of Hong Kong, a member of the Court of The Hong Kong University of Science and Technology, a member of the Board of Hong Kong Academy for Wealth Legacy of Financial Services Development Council, a member of NUS Medicine International Council at the Yong Loo Lin School of Medicine of National University of Singapore, a member of International Advisory Council of Singapore Management University, a member of the Board of Directors of Hong Kong Palace Museum Limited and a Special Advisor to UNESCO Asia-Pacific Awards for Cultural Heritage Conservation. He is a Director of The Real Estate Developers Association of Hong Kong and a Vice Patron of The Community Chest of Hong Kong. Mr. NG was awarded the Jing Hua Award by The People's Government of Beijing Municipality and conferred the Insignia of Knight in the National Order of Merit (Chevalier de l'Ordre National du Mérite) by the French Government. He is the eldest son of the Chairman of the Group Mr. Robert NG Chee Siong, brother of Non-Executive Director of the Company Ms. Nikki NG Mien Hua and the eldest grandson of the late substantial shareholder of the Company Mr. NG Teng Fong.

LETTER FROM THE CHAIRMAN

Save as disclosed herein, Mr. NG did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. NG has a personal interest in 174,513 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of Mr. NG that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board believes that the Directors who are seeking re-election at the Annual General Meeting have the qualifications and related expertise that will continue to bring contribution to the Board.

5. Length of Tenure of Independent Non-Executive Directors

According to paragraph B.2.4(a) of Part 2 of Appendix C1 to the Listing Rules, the Company should disclose the length of tenure of each existing Independent Non-Executive Director on a named basis if all of them have served more than 9 years on the Board. The length of tenure of each existing Independent Non-Executive Director who has served the Board for more than 9 years is set out below:

Name	Date of appointment	Length of tenure
Dr. Allan ZEMAN	30th September, 2004	19 years
Mr. Adrian David LI Man-kiu	28th April, 2005	19 years
Mr. Steven ONG Kay Eng	28th October, 2011	12 years
Mr. WONG Cho Bau	20th January, 2015	9 years

6. Annual General Meeting

The notice convening the Annual General Meeting is set out on pages 14 to 17 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Annual General Meeting in accordance with the instructions printed thereon.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he/she is the holder. Detailed procedures for conducting a poll are set out in Appendix II of this circular.

The Company will publish an announcement on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company's website at www.sino.com of the results of the voting by poll at the Annual General Meeting on the same day after the Annual General Meeting.

LETTER FROM THE CHAIRMAN

7. Recommendation

The Directors consider that the Share Buy-back Mandate, the Share Issue Mandate and the re-election of retiring Directors are in the best interests of the Company and its shareholders and recommend the shareholders to vote in favour of the respective resolutions.

Yours faithfully,
Robert NG Chee Siong
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buy-back Mandate and also constitutes the memorandum as required under Section 239(2) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“Companies Ordinance”).

1. Listing Rules

The Listing Rules permit companies whose primary listing are on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) to buy back their securities on the Stock Exchange or on another stock exchange recognised for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders’ Approval

The Listing Rules provide that all on-market buy-backs of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such buy-backs.

(b) Source of Funds

Buy-backs must be made out of funds which are legally available for the purpose and in accordance with the company’s constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

2. Issued Shares

As at the Latest Practicable Date, the issued shares of the Company comprised 8,649,730,572 Shares. On the basis of such figure, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 864,973,057 Shares, representing 10% of the issued shares of the Company (excluding any treasury shares), subject to adjustment of any further Shares issued or cancelled on buy-backs after the Latest Practicable Date and up to the date of the Annual General Meeting.

To the extent permitted by, and subject to the Company complying with the prevailing requirements of, the Listing Rules, the Companies Ordinance and any other applicable laws and regulations from time to time in force, the Company may either cancel the repurchased Shares and/or hold such Shares in treasury subject to market conditions and the Company’s capital management needs at the relevant time any repurchases of Shares are made.

To the extent permitted by, and subject to the Company complying with the prevailing requirements of, the Listing Rules, the Companies Ordinance and any other applicable laws and regulations from time to time in force, if there are any treasury shares of the Company deposited with the Central Clearing and Settlement System (“CCASS”) pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company’s own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

3. Reasons for Buy-backs

The Directors believe that the flexibility afforded by the Share Buy-back Mandate would be beneficial to the Company and its shareholders. Buy-backs of Shares will only be made when the Directors believe that such buy-backs will benefit the Company and its shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share. It will then be beneficial to those shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares bought back by the Company.

4. Funding of Buy-backs

Any buy-backs will be made out of funds of the Company legally permitted to be utilised in this connection in accordance with the Company’s Articles of Association and the applicable laws in Hong Kong, being distributable profits of the Company or the proceeds of a fresh issue of Shares made for such purpose.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 30th June, 2024 in the event that the Share Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Share Buy-back 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 which in the opinion of the Directors shall from time to time be appropriate for the Company.

5. General

Neither this explanatory statement nor the Share Buy-back Mandate has any unusual features.

The Directors will exercise the power of the Company to make buy-backs pursuant to the Share Buy-back Mandate and in accordance with the Listing Rules and the applicable laws of Hong Kong.

Neither the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Share Buy-back Mandate if such is approved by the shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the shareholders.

6. Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

	Shares	
	Highest HK\$	Lowest HK\$
2023		
September	9.27	8.20
October	9.05	7.60
November	8.35	7.66
December	8.51	7.74
2024		
January	8.57	7.60
February	8.70	7.74
March	8.85	7.99
April	8.41	7.62
May	9.20	8.29
June	8.63	7.96
July	8.42	7.85
August	8.68	7.90
1st September – 17th September	8.40	7.82

7. Effect of the Takeovers Code

If on the exercise of the power to buy back shares pursuant to the Share Buy-back Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of The Codes on Takeovers and Mergers and Share Buy-backs ("Takeovers Code"). As a result, a shareholder or a group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, approximately 59.74% of the issued shares of the Company was held by controlling shareholders and, assuming full exercise of the Share Buy-back Mandate given to the Directors, 66.38% will be held by such shareholders. The Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code or such that the public float of the Company's shares will be reduced to less than 25% as a result of any purchases made under the Share Buy-back Mandate.

8. Share Buy-backs made by the Company

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

The Chairman of the Meeting will put all resolutions set out in the notice of the Annual General Meeting to be voted by way of a poll pursuant to Article 69 of the Articles of Association.

On a poll, pursuant to Article 74 of the Articles of Association, subject to any special rights, privileges or restrictions as to voting from time to time attaching to any class or classes of Shares, every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or proxy, shall have one vote for every Share of which he/she is the holder.

A shareholder present in person or by proxy or by authorised representative who is entitled to more than one vote does not have to use all his/her votes (i.e. he/she can cast less votes than the number of Shares he/she holds or represents) or to cast all his/her votes the same way (i.e. he/she can cast some of his/her votes in favour of the resolution and some of his/her votes against the resolution). It is believed that in most situations, shareholders (other than nominee companies) usually cast all their votes either in favour of a resolution or against a resolution.

The poll voting slip will be distributed to shareholders or their proxies or authorised representatives upon registration of attendance at the Annual General Meeting. Shareholders who want to cast all their votes entitled may mark a “✓” in either “FOR” or “AGAINST” box corresponding to the resolution to indicate whether they support that resolution. For shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “FOR” or “AGAINST” box, where appropriate, but the total votes cast must not exceed their entitled votes, or otherwise, the voting slip will be spoiled and the shareholders’ vote will not be counted.

After closing the poll, the Company’s Share Registrar, Tricor Standard Limited, will scrutinise the votes counting and the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company’s website at www.sino.com on the same day after the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING



(Incorporated in Hong Kong with limited liability)

(Stock Code: 83)

NOTICE IS HEREBY GIVEN that the annual general meeting (“Annual General Meeting”) of the shareholders of **Sino Land Company Limited** (“Company”) will be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, the 23rd day of October, 2024 at 9:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited Financial Statements and the Directors’ and Independent Auditor’s Reports for the year ended 30th June, 2024.
2. To declare a final dividend.
3. To re-elect retiring Directors and to authorise the Board to fix the Directors’ remuneration for the financial year ending 30th June, 2025.
4. To re-appoint KPMG as Auditor for the ensuing year and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

Ordinary Resolutions

(i) **“THAT:**

- (a) subject to paragraph (i)(b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares to be bought back pursuant to the approval in paragraph (i)(a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution (excluding any treasury shares) and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
- (3) 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.”

- (ii) **“THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to allot, issue and deal with additional shares of the Company, to allot, issue or grant securities of the Company, including bonds, debentures and notes convertible into shares of the Company and to make or grant offers or agreements which would or might require the exercise of such powers either during or after the Relevant Period, provided that these powers of the Directors and this general mandate are in respect of and in addition to any shares which may be issued on the exercise of the subscription rights under the Company’s securities or pursuant to any scrip dividend scheme or pursuant to a rights issue or pursuant to any rights of conversion under any existing convertible bonds, debentures or notes of the Company, and provided further that these powers of the Directors and this general mandate shall be subject to the restrictions that the aggregate number of shares allotted or agreed to be allotted or issued pursuant thereto, whether by way of conversion or otherwise, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution (excluding any treasury shares); and

- (b) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and

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- (3) 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.

Any reference to an allotment, issue, grant, offer or dealing of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any securities of the Company, including bonds, debentures and notes convertible into shares of the Company) to the extent permitted by, and subject to the Company complying with the prevailing requirements of, the Listing Rules, the Companies Ordinance and any other applicable laws and regulations from time to time in force.”

- (iii) “**THAT** conditional upon the resolutions (i) and (ii) above being passed, the aggregate number of shares which are bought back by the Company under the authority granted pursuant to resolution (i) above (up to a maximum of 10% of the total number of shares of the Company in issue as at the date of this resolution (excluding any treasury shares)) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution (ii) above.”

By Order of the Board
Fanny Cheng Siu King
Company Secretary

Hong Kong, 27th September, 2024

Notes:

- (a) At the Annual General Meeting, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he/she is the holder.
- (b) Any shareholder entitled to attend and vote at the above Meeting may appoint one or more proxies to exercise all or any of his/her rights to attend and vote instead of him/her, provided that the proxy is appointed to represent respectively the number of shares held by the shareholder as specified in the relevant instrument of appointment. A proxy need not be a shareholder of the Company.
- (c) In order to be valid, the instrument appointing a proxy and 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 lodged at the Company's Share Registrar, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Meeting.
- (d) For determining the entitlement to attend and vote at the Annual General Meeting to be held on Wednesday, 23rd October, 2024, the register of members of the Company will be closed from Friday, 18th October, 2024 to Wednesday, 23rd October, 2024, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, shareholders should ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's Share Registrar, Tricor Standard Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 17th October, 2024.

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- (e) The proposed final dividend is subject to the approval of the shareholders at the Annual General Meeting. The record date for the proposed final dividend is at the close of business on Wednesday, 30th October, 2024. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 29th October, 2024 to Wednesday, 30th October, 2024, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, shareholders should ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's Share Registrar, Tricor Standard Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 28th October, 2024.
- (f) Regarding the re-election of the Directors of the Company under item 3, separate ordinary resolutions will be considered and, if thought fit, passed at the Annual General Meeting to:
- (i) re-elect Dr. Allan Zeman as Director of the Company.
 - (ii) re-elect Mr. Steven Ong Kay Eng as Director of the Company.
 - (iii) re-elect Mr. Wong Cho Bau as Director of the Company.
 - (iv) re-elect Mr. Daryl Ng Win Kong as Director of the Company.
- (g) If a tropical cyclone warning signal no. 8 or above, or "extreme conditions" as announced by the Hong Kong Government, or a black rainstorm warning signal is in force in Hong Kong at 6:30 a.m. or any time after 6:30 a.m. on the day of the Annual General Meeting, the Annual General Meeting will be postponed. The Company will publish an announcement on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company's website at www.sino.com to notify shareholders of the date, time and place of the postponed meeting.

The Annual General Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situations.

This circular (in both English and Chinese versions) ("Circular") has been posted on the Company's website at www.sino.com. Shareholders who have chosen to rely on copies of the Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) posted on the Company's website in lieu of any or all the printed copies thereof may request the printed copy of the Circular.

Shareholders who have chosen or are deemed to have consented to receive the Corporate Communications using electronic means through the Company's website and who have difficulty in receiving or gaining access to the Circular posted on the Company's website will upon request be sent the Circular in printed form free of charge.

Shareholders may at any time choose to change their choice of language and means of receipt (i.e. in printed form or by electronic means through the Company's website) of all future Corporate Communications from the Company by giving notice in writing by post to the Company's Share Registrar, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or by email at sinoland83-ecom@vistra.com.