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# 漢國置業有限公司 Hon Kwok Land Investment Company, Limited

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 160)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Hon Kwok Land Investment Company, Limited (the "Company") will be held at Full Moon Shanghai Restaurant, Macau Jockey Club, 3rd Floor, East Wing, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Thursday, 27 August 2020 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements, the report of the directors and the independent auditor's report for the year ended 31 March 2020.
2. To declare a final dividend for the year ended 31 March 2020.
3. To re-elect directors and to authorise the directors to fix the directors' remuneration.
4. To re-appoint auditor and to authorise the directors to fix the auditor's remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**"THAT** the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which would or might require shares to be allotted, issued or dealt with, whether during or after the end of the Relevant Period be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to: (a) a rights issue where shares of the Company are offered for a period fixed by the directors to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of the relevant place, or the requirements of the relevant regulatory body or any stock exchange in that place); or (b) any scrip dividend or similar arrangement providing for the allotment of securities in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (c) the exercise of any options under any share option scheme of the Company or similar arrangement for the grant or issue to the employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (d) a specific authority granted by the shareholders of the Company in general meeting, the additional shares allotted, issued or dealt with (including shares agreed conditionally or unconditionally to be allotted, issued or dealt with, whether pursuant to an option or otherwise) shall not in aggregate exceed 20% of the number of issued shares of the Company at the date of passing this Ordinary Resolution (subject to adjustment in the case of any conversion of all or any of the shares of the Company into a larger or smaller number of shares in accordance with Section 170(2)(e) of the Companies Ordinance after the passing of this Ordinary Resolution) and the said approval shall be limited accordingly.

For the purpose of this Ordinary Resolution, “Relevant Period” means the period from the passing of this Ordinary Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting is required by any applicable laws or the Company’s Articles of Association to be held; and
- (iii) the revocation or variation of the authority given under this Ordinary Resolution by an ordinary resolution of the shareholders in general meeting.”

By Order of the Board

**Ka-Yee Wan**

*Company Secretary*

Hong Kong, 28 July 2020

*Notes:*

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to represent respectively the number of shares held by such member, to attend and to speak and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be completed and deposited with the Company’s share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. In the case of joint holders of a share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the above meeting personally or by proxy, that one of such holders 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.
4. All the resolutions set out in this notice will be decided by poll.
5. With regard to resolution 3 in this notice, Mr. David Tak-Wai Ma (“Mr. Ma”), who was appointed subsequent to the last annual general meeting of the Company, will hold office until the meeting and, being eligible, offer himself for re-election in accordance with article 95 of the articles of association of the Company (the “Articles of Association”).

Mr. James Sing-Wai Wong (“Mr. Wong”) and Mr. Xiao-Ping Li (“Mr. Li”) will retire by rotation at the meeting in accordance with article 104 of the Articles of Association. Mr. Wong and Mr. Li, being eligible, will offer themselves for re-election at the meeting.

6. Details of the directors who stand for re-election at the meeting are set out below:-

**David Tak-Wai Ma**

Aged 62, was appointed as an independent non-executive director of the Company in August 2019. He is also the chairman of the remuneration committee of the Company. He is in real estate and capital market advisory business in Hong Kong, the greater China and Japan since 2016. Previously in 2000, Mr. Ma joined the Group and its affiliated company and then he acted as the deputy general manager of Hon Kwok Land Investment (China) Limited and director and general manager of Hon Kwok Project Management Limited until 2015, both companies are wholly owned subsidiaries of the Company. During Mr. Ma's tenure with the Group, he was actively involved in a joint-venture project with investment banks and investment funds in the Group's residential development project in Guangzhou. He was also instrumental to lead the Company's affiliated company to co-invest as limited partner in an investment project of LaSalle Investment Management Limited in Hangzhou. In addition, Mr. Ma successfully advised Grosvenor Asia Pacific in closing a luxury residential project (Chateau Pinnacle) in Shanghai for over RMB2 billion in 2009. Prior to joining the Group and its affiliated company, Mr. Ma has diverse business experiences in the regions of the Pacific Basin and the United States and has been intimately involved in hotel, food and beverage, shipping and real estate sectors from early 1980s. Mr. Ma held various senior positions in sizeable enterprises namely Miramar Hotel Group and Island Navigation Inc. (C.Y. Tung Group) in the 1980s' and was a director of investment at Associated Investment Ltd., the real estate arm of Taiwan Chinese Maritime Transport founded by the late C.Y. Tung, in which Mr. Ma was responsible for new investments in Greater China, Asia Pacific and the United States in the 1990s'.

Mr. Ma is a permanent honorary Premier of Hong Kong South China Athletic Association (SCAA). He was also a member of Hong Kong Rotary Club Admiralty Chapter.

He was raised in both Hong Kong and the United States and obtained his Bachelor of Business Administration's degree from university in the United States.

Save as disclosed above, Mr. Ma does not hold any other positions in the Company or any members of the Group, and did not hold any directorships in any listed public companies in the past three years. He does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. At the date hereof, Mr. Ma does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) (the "SFO").

Mr. Ma has entered into a letter of appointment with the Company. Pursuant to the letter of appointment, Mr. Ma is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles of Association. Mr. Ma is entitled to a director's fee of HK\$200,000 per annum which is based on the remuneration policy of the Group.

Save as disclosed above, there is no other information relating to Mr. Ma which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

### **James Sing-Wai Wong**

Aged 56, was appointed as a non-executive director of the Company in August 2017 and subsequently re-designated as an executive director of the Company in July 2018. He graduated from the University of Washington with a Bachelor's degree with honors in Economics. He also holds a Juris Doctor degree from the University of California Hastings College of Law, and a Master's degree in Systems Engineering and Information Systems from the Florida Institute of Technology. He is licensed to practice law in the United States of America and the State of California, where he also holds a Real Estate Broker's License. He has accumulated over 30 years of experience in economics, law, management, and information systems in Hong Kong, United States, Canada, the United Kingdom, and the Mainland China.

Mr. Wong was a non-executive director of Chinney Investments, Limited ("Chinney Investments") (Stock Code: 216) during the period from June 2013 to August 2017 and subsequently appointed as an executive director of Chinney Investments in August 2018. He is also an executive director of Chinney Alliance Group Limited ("Chinney Alliance") (Stock Code: 385) and Chinney Kin Wing Holdings Limited ("Chinney Kin Wing") (Stock Code: 1556). Chinney Investments, Chinney Alliance and Chinney Kin Wing are all listed on the Main Board of the Stock Exchange. He is also a director of certain subsidiaries of the Company.

Mr. Wong is a director of Lucky Year Finance Limited, Chinney Holdings Limited and Chinney Investments, all being substantial shareholders of the Company and deemed to be interested in the same parcel of 490,506,139 shares of the Company (representing 68.09% interests in the issued shares of the Company). He is also a director of Chinney Capital Limited which is a shareholder of the Company beneficially interested in 11,756,000 shares of the Company (representing 1.63% interests in the issued shares of the Company). He is the son of Dr. James Sai-Wing Wong, the Chairman and a substantial shareholder of the Company.

Mr. Wong was a director of Lion Mark Holdings Limited and Lion Foods Limited (collectively the "Lion Group") during the period from May 1995 to July 2007. Lion Group was incorporated in the United Kingdom and engaged in food manufacturing, processing and ingredient trading. Lion Group was put into administration proceedings on 10 October 2002. The entire business was sold by the administrators in the same year and Lion Group was subsequently dissolved in July 2007.

At the date hereof, Mr. Wong does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Wong does not hold any other positions in the Company or any members of the Group, and did not hold any directorships in any listed public companies in the past three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Wong and he is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles of Association. The remuneration of Mr. Wong will be determined by the Board with reference to his duties and responsibilities of the Company and its subsidiaries.

Save as disclosed above, there is no other information relating to Mr. Wong which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

### **Xiao-Ping Li**

Aged 68, joined the Group in 1999 and was appointed as an executive director of the Company in 2009. He is also a director of certain subsidiaries of the Company. Mr. Li was not appointed for a specific term but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles of Association. He has over 39 years of experience in economics and management in the People's Republic of China (the "PRC"). He has obtained a senior economist qualification certificate of PRC. He is a member of the Plant Maintenance Association of Chinese Mechanical Engineering Society.

At the date hereof, Mr. Li does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Li does not hold any other positions in the Company or any members of the Group, and did not hold any directorships in any listed public companies in the past three years. He does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

No service contract has been signed between the Company and Mr. Li. However, Mr. Li has an employment contract with the Company. He is currently entitled to an annual salary of HK\$5,200,000 plus discretionary bonus to be determined by the Board.

Save as disclosed above, there is no other information relating to Mr. Li which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

7. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at any time after 9:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company's website ([www.honkwok.com.hk](http://www.honkwok.com.hk)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the adjourned meeting.

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

8. Taking into account of the recent development of the pandemic caused by COVID-19 coronavirus ("COVID-19"), the Company will implement the following prevention and control measures at the meeting to protect the shareholders from the risk of infection:

- (i) Compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;
- (ii) Every shareholder or proxy is required to wear surgical facial mask throughout the meeting;
- (iii) Hand sanitizer will be provided; and
- (iv) No refreshment will be served.

Furthermore, the Company strongly encourages the shareholders, particularly those who are unwell or subject to quarantine in relation to COVID-19, to appoint the chairman of the meeting as a proxy to vote on the resolutions instead of attending the meeting in person.

9. Due to the constantly evolving situation relating to the COVID-19 pandemic in Hong Kong, the Company may implement further precautionary measures or may be required to change the meeting arrangements at short notice. Shareholders should visit the websites of the Company at "<http://www.honkwok.com.hk>" and HKEXnews at "<http://www.hkexnews.hk>" for future announcements and updates on the meeting arrangements.
10. At the date hereof, the directors of the Company are Dr. James Sai-Wing Wong (Chairman), Mr. James Sing-Wai Wong, Mr. Xiao-Ping Li and Mr. Philip Bing-Lun Lam as executive directors; and Mr. Zuo Xiang, Ms. Janie Fong and Mr. David Tak-Wai Ma as independent non-executive directors.