

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

 **Hysan 希慎**
Hysan Development Company Limited
希慎興業有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code : 00014)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the members of Hysan Development Company Limited 希慎興業有限公司 will be held at 50/F, Lee Garden One, 33 Hysan Avenue, Hong Kong together with an online virtual meeting on Thursday, 19 May 2022 at 4:00 p.m. for the following purposes:

1. To receive and consider the Statement of Accounts for the year ended 31 December 2021 together with the Reports of Directors and Auditor thereon.
2. To re-elect Directors.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorize the Directors to fix their remuneration.

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

4. **“That:**
 - (a) subject to paragraphs (b) to (d), a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to allot, issue and deal with additional shares of the Company, to make or grant offers, agreements or options which would or might require the exercise of such powers, and to grant rights to subscribe for, or to convert any security into, shares in the Company;
 - (b) the mandate in paragraph (a) shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to a share option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to the eligible participants of shares or rights to acquire shares of the Company, or (iii) any scrip dividend or similar arrangement pursuant to the Articles of Association of the Company from time to time, or (iv) the exercise of rights to subscribe for, or convert any security into shares provided that the right has been approved in advance by a resolution of the Company whether conditionally or unconditionally, shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution and the said mandate shall be limited accordingly;

- (d) any shares to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this Resolution shall not be at a discount of more than 10% to the Benchmarked Price (as defined below) of such shares; and
- (e) for the purpose of this Resolution:

“Benchmarked Price” means the price which is the higher of:

- (i) the closing price of the shares as quoted on the Stock Exchange on the date of the agreement involving the relevant proposed issue of the shares; and
- (ii) the average closing price as quoted on the Stock Exchange of the shares for the five trading days immediately preceding the earlier of:
 - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of the shares;
 - (B) the date of the agreement involving the relevant proposed issue of shares; and
 - (C) the date on which the price of the shares that are proposed to be issued is fixed.

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 of the Company is required by law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the members in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. **“That:**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase or otherwise acquire shares of the Company on the Stock Exchange in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, provided that the aggregate number of shares so purchased or otherwise acquired shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this Resolution, and the said mandate shall be limited accordingly; and
- (b) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 of the Company is required by law to be held; or

- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the members in general meeting.”

By Order of the Board
Lee Irene Yun-Lien
Chairman

Hong Kong, 31 March 2022

Notes:

1. As set out in the “Special Arrangements for the Annual General Meeting” (on pages 1 to 2 of the circular of which this notice forms part), as Shareholders will NOT be able to attend in person, but may view and listen to the AGM by e-Meeting System, Shareholders who wish to vote at the AGM shall complete and return the original of the completed form of proxy, appointing the chairman of the AGM as their proxies, to the Company’s Registrar, Tricor Standard Limited, of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the AGM (or any adjournment thereof). Form of proxy sent electronically will not be accepted.
2. The register of members will be closed from Monday, 16 May 2022 to Thursday, 19 May 2022, both dates inclusive. In order to be entitled to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:00 pm on Friday, 13 May 2022.
3. Detailed information on the business to be transacted at the Meeting is set out in the section “Business of the Meeting” of the circular sent to Shareholders of which this notice forms part.
4. Each of the resolutions set out in this notice will be voted by poll.
5. If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by the HKSAR Government is/are in force at or at any time after 12:00 noon on the date of the Meeting, or in the event that the COVID-19 situation requires the date of the AGM to be changed, the Meeting will be automatically postponed or adjourned. The Company will post an announcement on the websites of the Company (www.hysan.com.hk) and the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force.

6. In light of the continuing risks posed by the COVID-19 pandemic and for the purpose of public health and safety, the Company is adopting following special arrangements for the AGM:
 - (a) The AGM will be held with the minimum number of persons present as is required under the Articles of Association of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the Meeting. The quorum will be formed by Directors or other senior staff members who are Shareholders or proxies. The inability of any Shareholder or his/her proxy or (in the case of a Shareholder being a corporation) its duly authorized representative to access, or continue to access the e-Meeting System shall not affect the validity of the Meeting or the resolutions passed, or any business conducted at the Meeting or any action taken pursuant to such business provided that a quorum is present throughout the Meeting.
 - (b) Given the above reasons, NO other Shareholder, proxy or corporate representative should attend the AGM in person. Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the Meeting, any other person will not be permitted entry to the venue of the AGM.
 - (c) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy need not to be a member of the Company. Given the abovementioned special arrangements for the AGM, Shareholders will still be able to vote in advance of the AGM. If Shareholders wish to vote on any resolution at the AGM, they shall appoint the chairman of the AGM as their proxies to exercise their right to vote at the AGM in accordance with their

instructions. If they appoint a person who is not the chairman of the AGM as their proxies, that person will not be permitted entry to the Meeting and will not be able to exercise their vote.

- (d) Shareholders shall view and listen to the AGM through the e-Meeting System. The e-Meeting System will be opened for the Shareholders to log in approximately 30 minutes prior to the commencement of the Meeting from any location with access to the internet with a smart phone, tablet or computer.
 - (e) Shareholders viewing and listening to the AGM using the e-Meeting System will be able to raise questions relating to the proposed resolutions by text. Shareholders can also send their questions in writing before the Meeting, to the registered office of the Company or the email at investor@hysan.com.hk. The Company will endeavor to address relevant questions in relation to the proposed resolutions. The Company may not be able to answer all the questions during the time allocated. Unanswered questions may be responded to after the Meeting.
 - (f) There will be NO distribution of gifts or souvenirs at the AGM.
7. If Shareholders have any questions relating to the AGM, please contact the Company's Registrar, Tricor Standard Limited with following details:
- Address: Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
Email: emeeting@hk.tricorglobal.com
Telephone: +852 2975 0928
Fax: +852 2861 1465
8. Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the HKSAR Government and/or regulatory authorities, the Company may implement further precautionary measures and change the AGM arrangements at short notice and may announce further updates on the websites of the Company and/or the Stock Exchange as and when appropriate. Shareholders should check the latest announcements published by the Company for further updates on the AGM arrangements.

Definitions:

In this Notice, the following expressions shall have the meanings set out below unless the context otherwise requires:

“AGM” or “Annual General Meeting” or “Meeting”	means the annual general meeting of the Company to be held at 50/F, Lee Garden One, 33 Hysan Avenue, Hong Kong together with an online virtual meeting on Thursday, 19 May 2022 at 4:00 p.m. or any adjournment thereof;
“Articles of Association”	means the articles of association of the Company (as amended from time to time);
“Auditor”	means the auditor for the time being of the Company;
“Board”	means the board of Directors or a duly authorized committee of the board of Directors;
“Company”	means 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;
“Directors”	means the director(s) of the Company;
“HKSAR Government”	means the Government of the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China; and
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited.

*As at the date of this announcement, the Board comprises: Lee Irene Yun-Lien (Chairman), Lui Kon Wai (Executive Director and Chief Operating Officer), Churchouse Frederick Peter**, Fan Yan Hok Philip**, Poon Chung Yin Joseph**, Wong Ching Ying Belinda**, Young Elaine Carole**, Jebesen Hans Michael* (Yang Chi Hsin Trevor as his alternate), 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 notice is published on the websites of the Company (www.hysan.com.hk) and the Stock Exchange (www.hkexnews.hk).