

## IMPORTANT

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### HARBOUR CENTRE DEVELOPMENT LIMITED

*(Incorporated in Hong Kong with limited liability)*

Stock Code: 51

*Directors:*

Mr. Stephen T. H. Ng (*Chairman*)  
Hon. Frankie C. M. Yick, *SBS, JP*  
Mr. Kevin C. Y. Hui  
Mr. Peter Z. K. Pao

*Registered Office:*

16th Floor, Ocean Centre,  
Harbour City, Canton Road,  
Kowloon,  
Hong Kong

*Independent Non-executive Directors:*

Mr. David T. C. Lie-A-Cheong, *SBS, OM, JP*  
Mr. Roger K. H. Luk, *BBS, JP*  
Mr. Michael T. P. Sze  
Mr. Brian S. K. Tang  
Mr. Ivan T. L. Ting

28 March 2019

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,  
REVISION OF FEES PAYABLE TO DIRECTORS,  
GENERAL MANDATES FOR BUY-BACK AND ISSUE OF SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

- (1) The purpose of this circular is to provide you with the information in connection with the ordinary resolutions to be proposed at the forthcoming annual general meeting of Harbour Centre Development Limited (the “**Company**”; together with its subsidiaries, the “**Group**”) to be held on 3 May 2019 (the “**AGM**”) to, *inter alia*, (i) re-elect retiring directors of the Company; (ii) revise the rates of fees payable to the directors (the “**Directors**”) and audit committee members of the Company; and (iii) grant general mandates to buy back shares and to issue new shares of the Company.

- (2) Six Directors, namely Mr. Kevin C. Y. Hui, Mr. David T. C. Lie-A-Cheong, Mr. Roger K. H. Luk, Mr. Peter Z. K. Pao, Mr. Ivan T. L. Ting and Hon. Frankie C. M. Yick (the “**Retiring Directors**”), will retire from the board of Directors (the “**Board**”) and being eligible, offer themselves for re-election at the AGM. The proposed re-election of the Retiring Directors will be voted by the shareholders of the Company (the “**Shareholders**”) under separate resolutions.

The Retiring Directors, after their re-election at the AGM, will not have any fixed term of service with the Company but are subject to retirement from the Board at annual general meetings of the Company at least once every three years. So far as the Directors are aware, save as disclosed below, as at 21 March 2019 (being the latest practicable date for determining the relevant information in this circular) (the “**Latest Practicable Date**”), (i) none of the Retiring Directors had any interest (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of laws of Hong Kong) (the “**SFO**”)) in the securities of the Company; (ii) none of the Retiring Directors held, or in the past three years held, any directorship in any listed public company or held any other major appointments or qualifications; (iii) none of the Retiring Directors had any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company; and (iv) in relation to the proposed re-election of the Retiring Directors, there is no information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and there is no other matter which needs to be brought to the attention of the Shareholders.

Relevant information relating to the Retiring Directors is set out in Appendix I to this circular.

Recommendations to the Board for the proposed re-election of Mr. David T. C. Lie-A-Cheong, Mr. Roger K. H. Luk and Mr. Ivan T. L. Ting as Independent Non-executive Directors (“**INED(s)**”) were made by the Nomination Committee of the Company, after having reviewed their suitability according to the assessment criteria as set out in the Nomination Policy adopted by the Company which includes *inter alia* the independence guidelines as set out in Rule 3.13 of the Listing Rules. The Board, taking into account their past contributions to the Company and their individual attributes enhancing the Board’s diversity and optimal composition (details as set out in their respective biographies in Appendix I hereto), accepted the recommendations from the Nomination Committee of the Company and recommend to the Shareholders the proposed re-election of Mr. David T. C. Lie-A-Cheong, Mr. Roger K. H. Luk and Mr. Ivan T. L. Ting at the AGM.

- (3) Following a recent review of the current level of fees paid or payable to the Directors which was last fixed in 2018, it is now considered appropriate that the rates of fees payable to Directors be revised with retroactive effect from 1 January 2019. Under such fee revision proposal, the amount of fee payable to (i) each Director, originally at the rate of HK\$60,000 per annum, would be increased to HK\$70,000 per annum; and (ii) each member of the Company’s Audit Committee, originally at the rate of HK\$25,000 per annum, would be increased to HK\$30,000 per annum. Two separate resolutions to give effect to such fee revisions will be put forward at the AGM for the purpose of seeking approval from the Shareholders.

- (4) At the annual general meeting of the Company held on 4 May 2018, ordinary resolutions were passed giving general mandates to Directors (i) to buy back shares of the Company on the Stock Exchange representing up to 10% of the number of shares in issue of the Company as at 4 May 2018; and (ii) to allot, issue and deal with shares subject to a restriction that the aggregate number of shares allotted or agreed to be allotted must not exceed the aggregate of (a) 20% of the number of shares in issue of the Company as at 4 May 2018, and (b) (authorised by a separate ordinary resolution as required by the Listing Rules) the number of any shares bought back by the Company since the granting of the general mandate for issue of shares.

Pursuant to the Companies Ordinance (Chapter 622 of the laws of Hong Kong) and the Listing Rules, these general mandates will lapse at the conclusion of the AGM, unless renewed at that meeting. As such, resolutions will be proposed at the AGM to renew the mandates mentioned above. An explanatory statement as required under the Listing Rules to provide the requisite information in connection with the proposed buy-back mandate is set out in Appendix II to this circular.

- (5) Notice of the AGM is set out on pages 9 to 12 of this circular. A form of proxy for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the form of proxy and return it to the registered office of the Company in accordance with the instructions printed thereon not later than 11:15 a.m., on Tuesday, 30 April 2019, or in case of any adjournment thereof, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time fixed for the holding of such adjourned meeting. Completion of the form of proxy and its return to the Company will not preclude you from attending, and voting at, the AGM or any adjournment thereof if you so wish.
- (6) The Directors believe that the proposed resolutions in relation to the re-election of the Retiring Directors, the revision of the rates of fees payable to the Directors and the audit committee members of the Company, and the general mandates in respect of the buy-back and issue of shares to be put forward at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend you to vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
**Stephen T. H. Ng**  
*Chairman*

## APPENDIX I

### DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Set out below is the relevant information relating to the Retiring Directors proposed to be re-elected at the AGM:

**Mr. Kevin Chung Ying HUI**, *FCCA, CPA, FCIS, FCS*, aged 62, has been appointed as a Director of the Company since August 2015. An accountant by profession since 1986, Mr. Hui is presently a fellow of the Association of Chartered Certified Accountants and an associate of the Hong Kong Institute of Certified Public Accountants. He is also a fellow member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. He is a council member of The Taxation Institute of Hong Kong. He is also a member of the Project *WeCan* Committee (a Business-in-Community school project). He joined Wheelock and Company Limited (“**Wheelock**”), the ultimate holding company of the Company, in 1986 and has worked for the Wheelock group and subsequently for the group of The Wharf (Holdings) Limited (“**Wharf**”), a fellow subsidiary of the Company, gaining extensive experience in financial management and reporting control, auditing, taxation and corporate governance. He is currently the group financial controller of the Wharf group and a director of Wharf Limited and Modern Terminals Limited (“**MTL**”), both being fellow subsidiaries of the Company. Mr. Hui has been the Company Secretary of the Company since December 2014 and he is also the company secretary of Wharf, Wharf Real Estate Investment Company Limited (“**Wharf REIC**”), the parent company of the Company, and Joyce Boutique Holdings Limited.

Mr. Hui receives from the Company a Director’s fee at such rate as approved by Shareholders from time to time, currently being HK\$60,000 per annum, subject to revision as stated in paragraph (3) on page 2 of this circular. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to a director, including an INED. He has no service contract with the Group and therefore receives no emolument from the Group other than the abovementioned Director’s fee.

**Mr. David Tai Chong LIE-A-CHEONG**, *SBS, OM, JP*, aged 59, has been appointed as an INED of the Company since 2018. He is the executive chairman of Newpower International (Holdings) Co., Ltd. and China Concept Consulting Ltd. He has been selected as a member of the National Committee of the 8th, 9th, 10th, 11th and 13th Chinese People’s Political Consultative Conference since 1993. He acted as a panel convenor cum member of the Financial Reporting Review Panel of Hong Kong Special Administrative Region (“**HKSAR**”) from 2007 to 2013. Mr. Lie-A-Cheong is currently the honorary consul of the Hashemite Kingdom of Jordan in the HKSAR, the chairperson of the Hong Kong-Taiwan Economic and Cultural Cooperation and Promotion Council, a standing committee member of the China Overseas Friendship Association and a general committee member of the Hong Kong General Chamber of Commerce. Mr. Lie-A-Cheong is also an INED of two companies publicly listed in Hong Kong, namely Aluminum Corporation of China Limited and Herald Holdings Limited.

Mr. Lie-A-Cheong receives from the Company a Director’s fee at such rate as approved by Shareholders from time to time, currently being HK\$60,000 per annum, subject to revision as stated in paragraph (3) on page 2 of this circular. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to an INED. He has no service contract with the Group and therefore receives no emolument from the Group other than the abovementioned Director’s fee.

**Mr. Roger Koon Hoo LUK**, *BBS, JP, FHKIB*, aged 67, has been appointed as an INED of the Company since 2018. He also serves as a member of the Audit Committee. He has over 30 years of comprehensive experience in accounting and financial management. He joined Hang Seng Bank in 1975, became the bank's director and deputy chief executive in 1994 and then became managing director and deputy chief executive of the bank in 1996 until his retirement in May 2005. Mr. Luk is an INED of four companies publicly listed in Hong Kong, namely China Properties Group Limited, Computime Group Limited, Hung Hing Printing Group Limited and i-CABLE Communications Limited, and also an INED of Octopus Cards Limited. Mr. Luk was formerly an INED of Wheelock Properties Limited (formerly a listed public company until it became a wholly-owned subsidiary of Wheelock in July 2010) from February 2008 to July 2010. He also serves as a council member of The Chinese University of Hong Kong, and a non-executive director (non-official) of Urban Renewal Authority. Mr. Luk also served in the past on the Court and Council of Hong Kong Baptist University, the Advisory Committee on New Broad-based Taxes, the Personal Data (Privacy) Advisory Committee, the Central Policy Unit of the Hong Kong Government, the Statistics Advisory Board, the Broadcasting Authority, the Advisory Committee and the Investor Education Advisory Committee of the Securities and Futures Commission, the Barristers Disciplinary Tribunal Panel, the Operations Review Committee of ICAC and the Town Planning Board. He was an appointed member of the Hong Kong Legislative Council from 1992 to 1995, and also a member of the first Election Committee of the Legislative Council.

Mr. Luk graduated with a Bachelor of Social Sciences Degree in Statistics from The University of Hong Kong and also holds a Master of Business Administration Degree granted by The Chinese University of Hong Kong. He is a fellow of The Hong Kong Institute of Bankers. He is also a Non-official Justice of the Peace and was awarded the honour of Bronze Bauhinia Star in 2004 in recognition of his contributions to public services.

Mr. Luk receives from the Company a Director's fee and an Audit Committee member's fee at such rates as approved by Shareholders from time to time, currently being HK\$60,000 and HK\$25,000 per annum respectively, subject to revision as stated in paragraph (3) on page 2 of this circular. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to an INED. He has no service contract with the Group and therefore receives no emolument from the Group other than the abovementioned Director's fee and Audit Committee member's fee.

**Mr. Peter Zen Kwok PAO**, aged 69, has been appointed as a Director of the Company since 2018. He joined the Wheelock/Wharf group in 1993 and has been serving as a director of the non-listed subsidiaries of Wheelock, Wharf as well as Wharf REIC. He is currently a director of Wheelock's Investment Division and a director of the Wharf/Wharf REIC group overseeing its Investor Relations Department. He is a member of the Project *WeCan* Committee and a standing committee member of The Chinese General Chamber of Commerce.

Mr. Pao was born in Shanghai and graduated with a Bachelor of Science in Industrial Management from Purdue University in the United States of America in 1974. Prior to joining the Wheelock/Wharf group, he worked extensively in the finance and shipping industries in Hong Kong and Tokyo.

Mr. Pao receives from the Company a Director's fee at such rate as approved by Shareholders from time to time, currently being HK\$60,000 per annum, subject to revision as stated in paragraph (3) on page 2 of this circular. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to a director, including an INED. He has no service contract with the Group and therefore he receives no emolument from the Group other than the abovementioned Director's fee.

**Mr. Ivan Tien Li TING**, aged 43, has been appointed as an INED of the Company since 2018. He holds a Bachelor's Degree in International Politics and Economics from Middlebury College, Vermont. He is an executive director of a company publicly listed in Hong Kong, namely Kader Holdings Company Limited. Mr. Ting was chairman of the Hong Kong Chapter of Entrepreneurs' Organization from 2006 to 2007 and its Global Board from 2016 to 2017. He was on the Hong Kong Toys Advisory Committee of the Hong Kong Trade Development Council from 2003 to 2007 and from 2010 to 2014. He is currently serving as an honorary chairman and a general committee member of the Hong Kong Exporters' Association and the vice-chairman of the Hong Kong Toys Council. He is also a member of Jiangsu Provincial Committee of the Chinese People's Political Consultative Conference and chairman of Federation of Hong Kong Jiangsu Youth.

Mr. Ting receives from the Company a Director's fee at such rate as approved by Shareholders from time to time, currently being HK\$60,000 per annum, subject to revision as stated in paragraph (3) on page 2 of this circular. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to an INED. He has no service contract with the Group and therefore receives no emolument from the Group other than the abovementioned Director's fee.

**Hon. Frankie Chi Ming YICK**, *SBS, JP, MSc, BSc, CEng, FCILT, MIET, MCIPS*, aged 65, has been a Director of the Company since July 2012. He has extensive industrial and management experience in the public transportation and logistics industry. He is a member of the Legislative Council of Hong Kong representing the Transport Functional Constituency and a member of Hong Kong Logistics Development Council. Mr. Yick is a non-executive director of The "Star" Ferry Company, Limited and a director of MTL, both being fellow subsidiaries of the Company. He is also a director of Hong Kong Air Cargo Terminals Limited which is an associate of Wharf. Other than the private sector, Mr. Yick has also been appointed as a board member of the Airport Authority Hong Kong since 1 June 2014, a member of The Hong Kong Maritime and Port Board since 1 April 2016 and a member of the Property Management Services Authority since 1 December 2016. He is a member of the National Committee of the 13th Chinese People's Political Consultative Conference and the 2nd Vice-Chairman of Hong Kong Repertory Theatre. Mr. Yick is a chartered engineer. He holds a Bachelor's Degree in Industrial Engineering awarded by The University of Hong Kong and a Master's Degree in Industrial Management awarded by The University of Birmingham, UK.

Mr. Yick receives from the Company a Director's fee at such rate as approved by Shareholders from time to time, currently being HK\$60,000 per annum, subject to revision as stated in paragraph (3) on page 2 of this circular. The relevant fee(s) payable to him is/are determined by reference to the level of fee normally payable by a listed company in Hong Kong to a director, including an INED. He has no service contract with the Group and therefore he receives no emolument from the Group other than the abovementioned Director's fee.



## APPENDIX II

### EXPLANATORY STATEMENT

The following is the Explanatory Statement required to be sent to the Shareholders under the Listing Rules which provides requisite information in connection with the proposed general mandate for share buy-back and also constitutes the Memorandum required under Section 239 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong). References in this Statement to “**Share(s)**” mean share(s) in the share capital of the Company:

- (i) It is proposed that the general buy-back mandate will authorise the buy-back by the Company of up to 10% of the number of Shares in issue at the date of passing the resolution to approve the general buy-back mandate (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after passing of the resolution). As at 21 March 2019, being the Latest Practicable Date, the number of Shares in issue was 708,750,000 Shares. On the basis of such figure (and assuming no new Shares will be issued and no Share will be bought back after the Latest Practicable Date and up to the date of passing such resolution), exercise in full of the general buy-back mandate would result in the buy-back by the Company of up to 70,875,000 Shares.
- (ii) The Directors believe that the general authority from the Shareholders to enable buy-back of Shares is in the best interests of the Company and the Shareholders. Share buy-backs may, depending on the circumstances and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share. The Directors are seeking the grant of a general mandate to buy back Shares to give the Company the flexibility to do so if and when appropriate. The number(s) of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.
- (iii) The funds required for any buy-back would be derived from the distributable profits of the Company or such other funding legally available for such purpose in accordance with the Company’s constitutive documents and the laws of Hong Kong.
- (iv) There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent audited financial statements for the year ended 31 December 2018 being forwarded to the Shareholders together with this circular) in the event that the general buy-back mandate was exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the general buy-back mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing level which in the opinion of the Directors is from time to time appropriate for the Company.
- (v) There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any close associates (as defined in the Listing Rules) of the Directors who have a present intention, in the event that the general buy-back mandate is granted by the Shareholders, to sell Shares to the Company.
- (vi) The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the general buy-back mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

- (vii) As at the Latest Practicable Date, as recorded in the register required to be kept by the Company under Part XV of the SFO, Wharf Real Estate Investment Company Limited, being the controlling shareholder of the Company, was interested in more than 50% of the number of Shares in issue. The Directors are not aware of any consequences which would arise under the Hong Kong Code on Takeovers and Mergers as a consequence of any purchases pursuant to the general buy-back mandate.
- (viii) No purchase of Shares has been made by the Company in the six months prior to the Latest Practicable Date.
- (ix) No core connected persons (as defined in the Listing Rules) of the Company have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell Shares to the Company in the event that the general buy-back mandate is granted by the Shareholders.
- (x) The highest and lowest prices at which Shares were traded on the Stock Exchange in each of the previous twelve months up to and including the Latest Practicable Date are as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
March 2018	15.40	14.50
April 2018	14.62	14.10
May 2018	16.36	14.30
June 2018	15.80	15.26
July 2018	15.10	14.50
August 2018	15.20	14.60
September 2018	15.20	14.42
October 2018	15.00	14.10
November 2018	15.00	14.02
December 2018	15.00	14.00
January 2019	15.20	14.18
February 2019	15.70	15.20
1 March 2019 up to the Latest Practicable Date	15.72	14.60



# HARBOUR CENTRE DEVELOPMENT LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of shareholders of Harbour Centre Development Limited will be held in the Centenary Room, Ground Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong, on Friday, 3 May 2019 at 11:15 a.m. for the following purposes:

- (1) To receive and consider the Financial Statements and the Reports of the Directors and Independent Auditor for the financial year ended 31 December 2018.
- (2) To re-elect the retiring Directors.
- (3) To appoint Auditors and authorise the Directors to fix their remuneration.
- (4) To approve, with retroactive effect from 1 January 2019:
  - (a) an increase in the rate of fee payable to each Director of the Company from HK\$60,000 per annum to HK\$70,000 per annum; and
  - (b) an increase in the rate of fee payable to each member of the Audit Committee of the Company (for serving on the Audit Committee of the Company) from HK\$25,000 per annum to HK\$30,000 per annum.

And to consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

- (5) **“THAT:**
  - (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase shares in the capital of the Company be and is hereby generally and unconditionally approved;
  - (b) the aggregate number of shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of shares in issue of the Company at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of this Resolution), and the said approval shall be limited accordingly; and
  - (c) for the purpose of this Resolution, **“Relevant Period”** means the period from the passing of this Resolution until whichever is the earliest of:
    - (aa) the conclusion of the next Annual General Meeting of the Company;
    - (bb) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and

(cc) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(6) **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company 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, options, warrants and other securities which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options, warrants and other securities which might require the exercise of such power 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 an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares 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, shall not exceed the aggregate of:
  - (aa) 20% of the number of shares in issue of the Company at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of this Resolution); plus
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the number of shares in issue of the Company at the date of passing ordinary resolution (5) set out in the notice convening this meeting) (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of the said ordinary resolution (5)),

and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution:

**“Relevant Period”** means the period from the passing of this Resolution until whichever is the earliest of:

- (aa) the conclusion of the next Annual General Meeting of the Company;
- (bb) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and

(cc) the revocation or variation of the approval given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and

**“Rights Issue”** means an offer of shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Company or by the Directors of the Company 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 of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (7) **“THAT** the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares of the Company pursuant to ordinary resolution (6) set out in the notice convening this meeting be and is hereby extended by the addition thereto such further additional shares as shall represent the aggregate number of shares of the Company bought back by the Company subsequent to the passing of the said ordinary resolution (6), provided that the number of shares so added shall not exceed 10% of the number of shares in issue of the Company at the date of passing ordinary resolution (5) set out in the notice convening this meeting (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after the passing of the said ordinary resolution (5)).”

By Order of the Board  
**Kevin C. Y. Hui**  
*Director and Company Secretary*

Hong Kong, 28 March 2019

*Registered Office:*  
16th Floor, Ocean Centre,  
Harbour City, Canton Road,  
Kowloon,  
Hong Kong

*Notes:*

- (a) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, to vote in his stead. A proxy needs not be a member of the Company. 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 of attorney or authority) must be deposited at the Company's registered office at 16th Floor, Ocean Centre, Harbour City, Canton Road, Kowloon, Hong Kong not later than 11:15 a.m., on Tuesday, 30 April 2019, or in case of any adjournment thereof, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time fixed for the holding of such adjourned meeting.*
- (b) With reference to item (2) above, Mr. Kevin C. Y. Hui, Mr. David T. C. Lie-A-Cheong, Mr. Roger K. H. Luk, Mr. Peter Z. K. Pao, Mr. Ivan T. L. Ting and Hon. Frankie C. M. Yick are proposed to be re-elected at the forthcoming Annual General Meeting.*
- (c) With reference to item (3) above, Messrs. KPMG are proposed to be re-appointed as the Auditors of the Company.*
- (d) With reference to the Ordinary Resolution proposed under item (6) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to the mandate to be given thereunder.*
- (e) Pursuant to Rule 13.39(4) of the Listing Rules, Chairman of the Annual General Meeting will put each of the above resolutions to be voted by way of a poll under Article 75 of the Company's Articles of Association.*
- (f) The Register of Members of the Company will be closed from Monday, 29 April 2019 to Friday, 3 May 2019, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to be eligible for attending and voting at the forthcoming Annual General Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 26 April 2019.*
- (g) If a tropical cyclone warning signal No. 8 or above is in force at or after 9:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.harbourcentre.com.hk](http://www.harbourcentre.com.hk)) to notify Shareholders of the date, time and venue of the rescheduled meeting.*
- (h) The translation into Chinese language of this document is for reference only. In case of any inconsistency, the English version shall prevail.*