

## IMPORTANT

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.*

---



### 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. 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

27 March 2020

*To the Shareholders*

Dear Sir or Madam,

### **RE-ELECTION OF 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 5 May 2020 (the “**AGM**”) to, *inter alia*, (i) re-elect retiring directors of the Company and (ii) grant general mandates to buy back shares and to issue new shares of the Company.

- (2) Three directors of the Company (“**Directors**”), namely Mr. Stephen T. H. Ng, Mr. Michael T. P. Sze and Mr. Brian S. K. Tang (the “**Retiring Directors**”), are due to 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 20 March 2020 (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. Michael T. P. Sze and Mr. Brian S. K. Tang 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. Michael T. P. Sze and Mr. Brian S. K. Tang at the AGM.

- (3) At the annual general meeting of the Company held on 3 May 2019, 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 3 May 2019; 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 3 May 2019, 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.

- (4) 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 Wednesday, 29 April 2020, 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.
- (5) The Directors believe that the proposed resolutions in relation to the re-election of the Retiring Directors, 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. Stephen Tin Hoi NG**, aged 67, has been Chairman and Director of the Company since 2009. He also serves as chairman of the Nomination Committee and a member of the Remuneration Committee. Mr. Ng is deputy chairman of Wheelock and Company Limited (“**Wheelock**”), the ultimate holding company of the Company, chairman and managing director of Wharf Real Estate Investment Company Limited (“**Wharf REIC**”), the holding company of the Company, chairman and managing director of The Wharf (Holdings) Limited (“**Wharf**”), a fellow subsidiary of the Company, all of which are publicly listed companies in Hong Kong. Furthermore, he is non-executive chairman of publicly listed Joyce Boutique Group Limited, a non-executive director of publicly listed Greentown China Holdings Limited (“**Greentown**”) and chairman of Wheelock Properties (Singapore) Pte. Ltd. (formerly known as Wheelock Properties (Singapore) Limited and publicly listed in Singapore until October 2018), a subsidiary of Wharf REIC. He formerly served as chairman and chief executive officer of publicly listed i-CABLE Communications Limited until his resignation in September 2017 and also as a non-executive director of Hotel Properties Limited (publicly listed in Singapore and formerly an associated company of Wheelock) until his resignation in December 2018.

Mr. Ng was born in Hong Kong in 1952 and grew up in Hong Kong. He attended Ripon College in Ripon, Wisconsin, USA and the University of Bonn, Germany, from 1971 to 1975, and graduated with a major in mathematics. He is chairman of Project *WeCan* Committee (a Business-in-Community school project), a council member, vice chairman of General Committee and a member of Executive Committee of the Employers’ Federation of Hong Kong and a council member of the Hong Kong General Chamber of Commerce.

Mr. Ng, as Chairman of the Company, receives from the Company a Director’s fee at such rate as approved by the Shareholders from time to time, currently being HK\$70,000 per annum, and also a Chairman’s office fee of HK\$1,080,000 per annum. The amount of emolument payable to Mr. Ng is determined by reference to the responsibilities of and time spent by him as Chairman of the Company, and is determined by the Company to be a reasonable amount. Save as disclosed above, Mr. Ng has no service contract with the Group and therefore receives no emolument from the Group other than the abovementioned Chairman’s office fee and Director’s fee.

**Mr. Michael Tsai Ping SZE**, *FCA (Eng. & Wales), FCCA, FCPA*, aged 74, has been an INED of the Company since 2007. He also serves as a member and chairman of the Audit Committee and Remuneration Committee as well as a member of the Nomination Committee. Mr Sze has over 30 years of experience in the financial and securities field. He graduated with a Master of Laws (LLM) Degree from The University of Hong Kong. He was a former member of The Securities and Futures Appeals Tribunal. He was also a former council member and member of the Main Board Listing Committee of Stock Exchange. Mr. Sze is an INED of Greentown.

Mr. Sze 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\$70,000 and HK\$30,000 per annum respectively. 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. Sze has served as an INED of the Company for more than nine years. Notwithstanding such a long continuous period of his holding office as an INED, given that he has confirmed in writing to the Company of his independence with reference to various matters set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence and believes he is still independent. Furthermore, given the extensive knowledge and experience of Mr. Sze, the Board believes that his re-election is in the best interests of the Company and the Shareholders and therefore he should be re-elected. Pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, such re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM.

**Mr. Brian See King TANG**, aged 70, has been an INED of the Company since 2008. He also serves as a member of the Audit Committee, Nomination Committee and Remuneration Committee. He has over 30 years of comprehensive experience in accounting and financial management. He graduated with a Bachelor Degree in Science from the California State University of Long Beach, USA. He was the senior vice president of CITIC Ka Wah Bank Limited (“**CKWB**”) for four years from 1997 with responsibilities covering treasury operations, remittance, bills operations, general services, property management, information technology and loan administration. He also served as a director of CKWB from 1998 to 2001. Before joining CKWB, he worked with various large organisations including 17-year service at Morgan Guaranty Trust Co as vice president and financial controller, and one-year service at Cheung Kong (Holdings) Limited as chief accountant.

Mr. Tang 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\$70,000 and HK\$30,000 per annum respectively. 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. Tang has served as an INED of the Company for more than nine years. Notwithstanding such a long continuous period of his holding office as an INED, given that he has confirmed in writing to the Company of his independence with reference to various matters set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence and believes he is still independent. Furthermore, given the extensive knowledge and experience of Mr. Tang, the Board believes that his re-election is in the best interests of the Company and the Shareholders and therefore he should be re-elected. Pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, such re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM.

## 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 20 March 2020, 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 2019 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 REIC, 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><br><i>(HK\$)</i> | <b>Lowest</b><br><i>(HK\$)</i> |
|--|---------------------------------|--------------------------------|
| March 2019                                     | 15.72                           | 14.60                          |
| April 2019                                     | 14.90                           | 14.22                          |
| May 2019                                       | 14.56                           | 14.18                          |
| June 2019                                      | 14.30                           | 13.84                          |
| July 2019                                      | 14.30                           | 13.50                          |
| August 2019                                    | 13.68                           | 12.64                          |
| September 2019                                 | 13.18                           | 12.76                          |
| October 2019                                   | 13.00                           | 12.44                          |
| November 2019                                  | 12.64                           | 12.02                          |
| December 2019                                  | 12.68                           | 11.22                          |
| January 2020                                   | 12.40                           | 10.90                          |
| February 2020                                  | 11.06                           | 10.12                          |
| 1 March 2020 up to the Latest Practicable Date | 10.58                           | 8.00                           |



# 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 Jade Room, 6th Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong, on Tuesday, 5 May 2020 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 2019.
- (2) To re-elect the retiring Directors.
- (3) To appoint Auditors and authorise the Directors to fix their remuneration.

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

- (4) **“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.”

(5) “**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 (4) 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 (4)),

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).”

- (6) “**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 (5) 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 (5), 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 (4) 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 (4)).”

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

Hong Kong, 27 March 2020

*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 Wednesday, 29 April 2020, 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. Stephen T. H. Ng, Mr. Michael T. P. Sze and Mr. Brian S. K. Tang are proposed to be re-elected at the forthcoming Annual General Meeting.*
- (c) With reference to item (3) above, Messrs. KPMG, Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance, are proposed to be re-appointed as the Auditors of the Company.*
- (d) With reference to the Ordinary Resolution proposed under item (5) 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 Tuesday, 28 April 2020 to Tuesday, 5 May 2020, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 27 April 2020.*
- (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.*