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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 Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong Kong on Thursday, 26 August 2021 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 2021.
2. To declare a final dividend for the year ended 31 March 2021.
3. To re-elect director(s) 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, 27 July 2021

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. Zuo Xiang (“Mr. Xiang”) and Ms. Janie Fong (“Ms. Fong”) will retire by rotation at the meeting in accordance with article 104 of the articles of association of the Company (the “Articles of Association”). Ms. Fong, being eligible, will offer herself for re-election at the meeting, while Mr. Xiang has notified the Board that he has decided not to stand for re-election at the meeting and will retire as an independent non-executive director of the Company upon conclusion of the meeting.

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

Janie Fong

Aged 54, was appointed as an independent non-executive director of the Company in May 2019. Ms. Fong is the Managing Director of East West Bank, a post she has held since 2007. California-based East West Bank is a wholly-owned subsidiary of East West Bancorp, Inc., a publicly owned company in the United States of America (“U.S.”). From 2000 to 2004, Ms. Fong was appointed by the California Governor to represent the State of California in Hong Kong and the People’s Republic of China (the “PRC”). Through her former post as California’s Chief Representative, Ms. Fong was responsible for creating new economic, trade, and diplomatic ties between the PRC and the U.S.. Ms. Fong practiced law as a licensed California attorney up until 2000 and worked as an executive of Silicon Valley start-up companies from 1998 to 2000. Ms. Fong served on the Commission on Strategic Development of Hong Kong from 2005 to 2007. Ms. Fong was an independent non-executive director and a member of audit committee of the board of directors of AID Life Science Holdings Limited (now Known as 8088 Investment Holdings Limited, a company listed on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) with stock code: 8088) until she resigned in April 2019. Ms. Fong is a member of the Harvard Kennedy School of Government’s Women’s Leadership Board and currently serves as: an Advisory Committee Member of ChinaSF, the China Office of the City and County of San Francisco; a member of The Hong Kong Chi Tung Association Limited; a former member of the Board of Governors of the Hong Kong-America Center, an executive committee member of Hong Kong Tianjin Business and Professional Women Association, a member of The Hong Kong Federation of Women Lawyers Limited; and a member of the Asia Advisory Council of the University of California, Los Angeles (UCLA).

Save as disclosed above, Ms. Fong 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. She does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. At the date hereof, Ms. Fong 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).

Ms. Fong has entered into a letter of appointment with the Company. Pursuant to the letter of appointment, Ms. Fong 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. Ms. Fong 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 Ms. Fong which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange 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 (<http://www.honkwok.com.hk>) and the HKEXnews website (<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.