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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”, together with its subsidiaries, the “Group”) will be held at Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong Kong on Thursday, 25 August 2022 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 2022.
2. To declare a final dividend for the year ended 31 March 2022.
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, 26 July 2022

*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 notorially 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 (which will be relocated to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022) 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. James C. Chen (“Mr. Chen”) 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. Xiao-Ping Li (“Mr. Li”) and Mr. Philip Bing-Lun Lam (“Mr. Lam”) will retire by rotation at the meeting in accordance with article 104 of the Articles of Association. Mr. Li and Mr. Lam, being eligible, will offer themselves for re-election at the meeting.

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

**James C. Chen**

Aged 72, was appointed as an independent non-executive director of the Company in August 2021. He is also the Chairman of the Audit Committee of the Company. He has over 40 years of experience in accounting, financial management and multinational business. He held various senior executive positions in several multinational companies in United States of America (“USA”) and Hong Kong and is responsible for the overall management and strategic planning. Mr. Chen holds a Bachelor of Arts Degree, Cum Laude (majors in Accounting, Business Administration and International Business) from Carthage College, Wisconsin, USA. He is also a fellow member of the Hong Kong Institute of Directors and a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of the American Institute of Certified Public Accountants and the Chartered Global Management Accountant. Before he joined the Company, Mr. Chen was an independent non-executive director, the Chairman of Audit Committee and a member of Remuneration Committee of Chinney Investments, Limited (Stock Code: 216) which is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Save as disclosed above, Mr. Chen 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. Chen 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. Chen has entered into a letter of appointment with the Company. Pursuant to the letter of appointment, Mr. Chen 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. Chen is entitled to a director’s fee of HK\$320,000 per annum which is based on the remuneration policy of the Group.

Save as disclosed above, there is no other information relating to Mr. Chen 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 (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 70, 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 40 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\$5,840,000 plus discretionary bonus to be determined by the board of directors of the Company (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.

### **Philip Bing-Lun Lam**

Aged 79, was appointed as an executive director of the Company in April 2019. Mr. Lam began his career in 1963 with Hang Seng Bank Limited for eleven years, and then joined the University of Hong Kong (“HKU”) in 1975 as an Assistant Finance Director. He then worked as the Chief Accountant and Comptroller in Overseas Bank (Canada) in Vancouver for three years from 1982 to 1985. In 1985, Mr. Lam re-joined HKU and had served as the Director of Finance from 1990 until his retirement on 30 June 2012. He was then asked by the Vice-Chancellor of HKU to be his Senior Advisor for financial, investment and fund-raising matters until June 2014, and since then, he has been the Honorary Advisor to the Chairman of The University of Hong Kong Foundation for Educational Development and Research. Mr. Lam obtained a diploma in management studies from the Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University) in July 1974. He is a fellow of The Chartered Institute of Management Accountants (UK), the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Directors and an associate of The Certified Management Accountants (Canada), The Institute of Chartered Secretaries and Administrators (UK) and The Chartered Institute of Bankers (UK).

Mr. Lam is active in community affairs and had served as a member on the Board of Review (Inland Revenue Ordinance) Hong Kong for three years from 1995 to 1998. He had been a member of the Establishment and Finance Committee of the Prince Philip Dental Hospital from early 1990s until his retirement in June 2012. Currently he is a member of the Board of Governors of the Canadian International School of Hong Kong, and a member of the Board of Governors of the Centennial College, a subsidiary of HKU. Mr. Lam is an executive director of Chinney Alliance Group Limited (stock code: 385) and Chinney Kin Wing Holdings Limited (stock code: 1556), both companies are listed on the Main Board of the Stock Exchange. He is also a director of certain subsidiaries of the Company. He has been an independent non-executive director of Oriental University City Holdings (H.K.) Limited (stock code: 8067) from December 2014 to December 2021, which is listed on the GEM of the Stock Exchange.

Save as disclosed above, Mr. Lam 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 relationships with any directors, senior management or substantial or controlling shareholders of the Company. As at the date hereof, Mr. Lam does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

There is a service agreement entered into between the Company and Mr. Lam. 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. He is currently entitled to an annual salary of HK\$2,140,000 plus discretionary bonus to be determined by the Board.

Save as disclosed above, there is no other information relating to Mr. Lam 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 (<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 further 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 Ms. Janie Fong, Mr. David Tak-Wai Ma and Mr. James C. Chen as independent non-executive directors.