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HENDERSON INVESTMENT LIMITED

恒基兆業發展有限公司

Incorporated in Hong Kong with limited liability

(Stock Code : 97)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of the Company (the “EGM”) will be held at the Four Seasons Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong on Monday, 5 June 2023 at 11:15 a.m. to consider and, if thought fit, pass with or without modifications the following as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the entering into of the New Leasing and Licensing Framework Agreement as described in the Circular (a copy of the New Leasing and Licensing Framework Agreement and a copy of the Circular have been produced to the meeting marked “A” and “B” respectively and initialed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the Right-of-Use Assets Caps as set out in the Circular be and are hereby approved;
- (c) the 2023-2026 Rental Expense Caps as set out in the Circular be and are hereby approved;
- (d) the director(s) of the Company be and are hereby authorised for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and to do all such things as they may in their absolute discretion consider necessary, expedient or desirable to implement and/or to give effect to or otherwise in connection with the New Leasing and Licensing Framework Agreement, transactions contemplated thereunder, the Right-of-Use Assets Caps and the 2023-2026 Rental Expense Caps and to be in the interests of the Company.”

By Order of the Board
Timon LIU Cheung Yuen
Company Secretary

Hong Kong, 16 May 2023

Registered Office:
72-76/F., Two International Finance Centre
8 Finance Street, Central
Hong Kong

Notes:

- (1) Words and expressions that are not expressly defined in this notice shall bear the same meaning as that defined in the circular of the Company dated 16 May 2023 (the “**Circular**”).
- (2) At the EGM, the Chairman will exercise his power under Article 80 of the Articles of Association of the Company to put the above resolution to be voted by way of a poll.
- (3) A shareholder of the Company (“**Shareholder**”) entitled to attend, speak and (subject to any applicable requirement of the Listing Rules to abstain from voting on any relevant resolution) vote at the EGM is entitled to appoint one proxy or more proxies to attend and speak and on a poll, to vote instead of him at the EGM, and separate proxies may be appointed by a Shareholder to represent the respective number of shares in the Company held by the Shareholder as specified in the relevant form of proxy. A proxy need not be a Shareholder. A form of proxy for use by the Shareholders at the EGM is enclosed with the Circular. The form of proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority) must be lodged with the share registrar of the Company, Tricor Standard Limited (the “**Company’s Registrar**”), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the EGM or adjourned or postponed meeting (as the case may be) at which the person named in such form of proxy proposes to vote or, in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours (excluding any part of a day that is a public holiday) before the time appointed for the taking of the poll.
- (4) In order to determine the Shareholders who are entitled to attend and vote at the EGM (or any adjournment or postponement thereof), the Register of Members of the Company will be closed from Wednesday, 31 May 2023 to Monday, 5 June 2023, both days inclusive, during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Registrar at the above address no later than 4:30 p.m. on Tuesday, 30 May 2023. The record date for determining entitlements of Shareholders to attend and vote at the EGM is Monday, 5 June 2023.
- (5) If a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by a super typhoon, or a black rainstorm warning signal is in force at any time between 8:30 a.m. and 11:00 a.m. on the day of the EGM, the EGM will be adjourned or postponed. The Company will post an announcement on the Company’s website (www.hilhk.com) and HKEXnews website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned or postponed meeting.

The EGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situations.
- (6) Please indicate in advance, not less than 1 week before the time appointed for holding the EGM, if Shareholders, because of disabilities, need special arrangements to participate in the EGM. Any such request should be made in writing to the Company’s Registrar by post at the above address or by email at henderson97-ecom@hk.tricorglobal.com. The Company will endeavour to make the necessary arrangements unless there is unjustifiable hardship in arranging for them.
- (7) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

As at the date of this notice, the board of directors of the Company comprises: (1) executive directors: Lee Ka Shing (Chairman and Managing Director), Lee Ka Kit, Lam Ko Yin, Colin and Li Ning; and (2) independent non-executive directors: Kwong Che Keung, Gordon, Ko Ping Keung, Wu King Cheong and Au Siu Kee, Alexander.