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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in Hong Kong Ferry (Holdings) Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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## HONG KONG FERRY (HOLDINGS) COMPANY LIMITED

香港小輪(集團)有限公司

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 50)

### PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS AND GENERAL MANDATES TO BUY BACK THE COMPANY'S OWN SHARES AND TO ISSUE NEW SHARES AND ADOPTION OF NEW ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the Annual General Meeting of Hong Kong Ferry (Holdings) Company Limited to be held on board the vessel, Harbour Cruise - Bauhinia, North Point (East) Passenger Ferry Pier, North Point, Hong Kong on Thursday, 27 May 2021 at 12:00 noon at which the above proposals will be considered is set out on pages 27 to 31 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Share Registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (accordingly, no later than 12:00 noon on 25 May 2021) (or any adjournment thereof). In calculating the periods for depositing the instrument appointing a proxy, no account is to be taken of any part of a day that is a public holiday. Completion and return of the form of proxy will not preclude you from attending, speaking and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

**Please refer to page 32 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the Annual General Meeting, including:**

- (1) compulsory body temperature checks and health declarations
- (2) compulsory wearing of a surgical face mask for each attendee
- (3) no distribution of gift and no refreshment
- (4) other measures as may be required by governmental bodies

**Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.**

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held on board the vessel, Harbour Cruise - Bauhinia, North Point (East) Passenger Ferry Pier, North Point, Hong Kong on Thursday, 27 May 2021 at 12:00 noon (or any adjournment thereof), notice of which is set out on pages 27 to 31 of this circular;
“Annual Report”	the annual report of the Company for the year ended 31 December 2020;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors of the Company;
“Buy Back Mandate”	the general mandate to exercise the power of the Company to buy back Shares not exceeding 10% of the total number of issued shares in the Company as at the date of passing of the resolution approving the Buy Back Mandate;
“Chairman”	the chairman presiding at any meeting of members or of the board of Directors;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and any amendments thereto;
“Company”	Hong Kong Ferry (Holdings) Company Limited 香港小輪(集團)有限公司, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 50);
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the total number of issued shares in the Company as at the date of passing of the resolution approving the Issue Mandate;

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## DEFINITIONS

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“Latest Practicable Date”	14 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“New Articles of Association”	the new Articles of Association proposed to be adopted by the Shareholders at the Annual General Meeting;
“Notice”	the notice convening the Annual General Meeting dated 22 April 2021;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto;
“Share(s)”	the share(s) in the share capital of the Company;
“Shareholder(s)”	registered holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers; and
“%”	per cent.

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LETTER FROM THE BOARD OF DIRECTORS

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HONG KONG FERRY (HOLDINGS) COMPANY LIMITED  
香港小輪(集團)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 50)

*Executive Directors:*

Dr. Lam Ko Yin, Colin (*Chairman*)  
Mr. Li Ning

*Non-executive Directors:*

Mr. Au Siu Kee, Alexander  
Mr. Lau Yum Chuen, Eddie

*Independent Non-executive Directors:*

Mr. Ho Hau Chong, Norman  
Ms. Wong Yu Pok, Marina  
Mr. Wu King Cheong

*Registered Office:*

98 Tam Kon Shan Road  
TYTL 102  
Ngau Kok Wan  
North Tsing Yi  
New Territories  
Hong Kong

22 April 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO BUY BACK THE COMPANY'S  
OWN SHARES AND TO ISSUE NEW SHARES  
AND  
ADOPTION OF NEW ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with notice of the Annual General Meeting and information regarding the re-election of retiring Directors, the general mandates to buy back the Company's own shares and to issue new shares and adoption of the New Articles of Association, and to seek your approval at the Annual General Meeting in connection with, *inter alia*, such matters.

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## LETTER FROM THE BOARD OF DIRECTORS

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### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Dr. Lam Ko Yin, Colin, Mr. Li Ning, Mr. Au Siu Kee, Alexander, Mr. Lau Yum Chuen, Eddie, Mr. Ho Hau Chong, Norman, Ms. Wong Yu Pok, Marina and Mr. Wu King Cheong.

Pursuant to Article 103(A) of the Articles of Association and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, Mr. Li Ning, Mr. Ho Hau Chong, Norman and Mr. Wu King Cheong shall retire from the Board by rotation at the Annual General Meeting and shall be eligible, offer themselves for re-election. The Nomination Committee has reviewed and considered the Board's composition, nominated Mr. Li, Mr. Ho and Mr. Wu to the Board for it to recommend to Shareholders for re-election at the Annual General Meeting.

The Board has considered the recommendation of the Nomination Committee and has reviewed and considered the qualifications, work experience and suitability of Mr. Li, Mr. Ho and Mr. Wu; in particular, in respect of their appointment as an Executive Director and two Independent Non-executive Directors of the Company respectively. The Board is satisfied that Mr. Li, Mr. Ho and Mr. Wu possess the requisite experience and capabilities to assume their respective responsibilities.

The nominations were made in accordance with the Nomination Policy of the Company and the criteria and procedures in making nominations, including but not limited to, skills, experience and professional expertise, diversity, commitment and standing, with due regard for the benefits of diversity, as set out under the Board Diversity Policy of the Company.

Mr. Ho Hau Chong, Norman, who was appointed as Independent Non-executive Director of the Company since March 1995, had served as Independent Non-executive Director for more than nine years. Mr. Ho is also the Chairman of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee of the Company. Despite Mr. Ho has other directorships as mentioned below, he does not have any management role in the Company. The Nomination Committee considered that Mr. Ho has continuously contributed to the Company and the Board with his relevant experience and knowledge throughout his years of service.

The Nomination Committee and the Board noted that Mr. Ho is an executive director of Miramar Hotel and Investment Company, Limited ("Miramar"), a listed public company and a director of Wealth Team Development Limited ("Wealth Team"), which is an indirect subsidiary of Henderson Land Development Company Limited ("Henderson Land"), a listed public company. Mr. Ho also has an indirect beneficial interests of 9.9% of the issued share capital of Wealth Team, but is not involved in the management and operation of Wealth Team. Miramar, Wealth Team and Henderson Land are connected persons of the Company under the Listing Rules. Save as aforesaid, Mr. Ho has complied with other conditions set out in Rule 3.13 of the Listing Rules. The Company has received from Mr. Ho a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules.

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## LETTER FROM THE BOARD OF DIRECTORS

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In view of the fact that Mr. Ho does not have any material interests in any principal business activity of and is not involved in any material business dealings with the Company, or any of its subsidiaries or with any connected persons of the Company, and that both the management and the operations of the Miramar Group and the Group are totally independent from each other, the Board in good faith considers that the independence of Mr. Ho as an Independent Non-executive Director of the Company is not in any way affected by his directorships in both Miramar and Wealth Team.

Mr. Wu King Cheong, who was appointed as Independent Non-executive Director of the Company since January 2005, had served as Independent Non-executive Director for more than nine years. Mr. Wu is also the Chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee of the Company. Taking into consideration of his independent scope of works in the past years, the Board considers Mr. Wu to be independent under the Listing Rules despite the fact that he had served the Company for more than nine years and served as common directors of Henderson Land, Henderson Investment Limited and Miramar, all of which are listed public companies. Also, Mr. Wu has not engaged in any executive management of the Group. The Company has received from Mr. Wu a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules.

Besides, during their tenure of office, Mr. Ho and Mr. Wu have been providing objective and independent views to the Company over the years, and they remain committed to their independent roles. Accordingly, Mr. Ho and Mr. Wu shall retire by rotation in accordance with the Articles of Association at the Annual General Meeting. Their further appointment should be subject to each of a separate resolution to be approved by Shareholders.

The Nomination Committee had also taken into account the respective contributions of Mr. Li, Mr. Ho and Mr. Wu to the Board and their commitment to their roles.

Details of retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **PROPOSED GENERAL MANDATE TO BUY BACK THE COMPANY'S OWN SHARES**

At the annual general meeting of the Company held on 29 May 2020, a general mandate was given to the Directors to exercise the powers of the Company to buy back Shares up to a maximum of 10% of the total number of issued shares of the Company as at the date of the ordinary resolution granting the general mandate. Such mandate will lapse at the conclusion of the Annual General Meeting.

Your attention is drawn to Ordinary Resolution (6) as set out in the Notice on pages 28 and 29 of this circular. Such Ordinary Resolution proposes to grant the Buy Back Mandate to the Directors to buy back, at any time until the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution or such earlier period as stated therein, shares up to a maximum of 10% of the total number of issued shares in the Company as at the date of passing of such Ordinary Resolution which is equivalent to a maximum of 35,627,388 Shares on the basis that no further shares are issued or bought back prior to the Annual General Meeting.

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## LETTER FROM THE BOARD OF DIRECTORS

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An explanatory statement, as required under the relevant rules set out in the Listing Rules regulating the buy back by companies with primary listings on the Stock Exchange of their own shares on the Stock Exchange and under the Companies Ordinance, to provide the requisite information for your consideration of the Buy Back Mandate is set out in the Appendix II to this circular.

### **PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES**

At the annual general meeting of the Company held on 29 May 2020, a general and unconditional mandate was given to the Directors to exercise the powers of the Company to allot, issue and deal with Shares up to a maximum of 20% of the total number of issued shares of the Company as at the date of the ordinary resolution granting the general mandate. Such mandate will lapse at the conclusion of the Annual General Meeting.

It will be proposed at the Annual General Meeting Ordinary Resolutions (5) and (7) respectively as set out in the Notice on pages 27 to 29 of this circular for granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of issued shares in the Company as at the date of passing of that Ordinary Resolution (5) which is equivalent to a maximum of 71,254,776 Shares on the basis that no further Shares are issued or bought back prior to the Annual General Meeting and extending the Issue Mandate by adding to it the number of Shares bought back by the Company under the Buy Back Mandate, being a maximum of 10% of the total number of issued shares in the Company as at the date of passing the Ordinary Resolution (6). The Issue Mandate will expire at the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution or such earlier period as stated therein.

The Board wishes to state that, as at the date hereof, they have no immediate plans to issue any new Shares of the Company or buy back any existing Shares pursuant to the relevant mandates of the Company.

### **PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 30 March 2021. To provide flexibility to the Company in relation to the conduct of general meetings, the Board proposes to amend the existing Articles of Association to allow (but not require) general meetings to be held as a hybrid meeting where Shareholders may attend by electronic means in addition to as a physical meeting where Shareholders attend in person. The proposed amendments also explicitly set out other related powers of the Board and the chairman of the general meetings, including making arrangements for attendance and voting at general meetings as well as ensuring the security and orderly conduct of general meetings. Other minor amendments to the existing Articles of Association are also made to introduce corresponding and house-keeping changes. The Board proposes to adopt the New Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association by way of a special resolution to be approved by the Shareholders at the Annual General Meeting.

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## LETTER FROM THE BOARD OF DIRECTORS

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A summary of the major amendments brought about by the adoption of the New Articles of Association are set out below:

<b>Major Amendments</b>	<b>Affected Article or New Article Numbers</b>
a. inserting the definitions of “electronic facilities” and “hybrid meeting”	Article 2
b. providing that the Directors and, where applicable, the chairman of the meeting, at their/his absolute discretion, may (but are not obliged to) make necessary arrangements to allow (i) a general meeting to be held at more than one location by using electronic facilities to facilitate simultaneous attendance and participation or (ii) a general meeting to be held and conducted in the form of a hybrid meeting, provided that the only location or one of the locations of the meeting for physical attendance shall be in Hong Kong which shall be the principal meeting place, and making corresponding changes (including on the details included in the notice of general meeting and the conduct of the general meeting) in the relevant articles	Articles 64, 65, 67, 70, 72A (new Article), 73, 73A (new Article), 73B (new Article), 73F (new Article), 75 and 80
c. providing that the chairman of the meeting may, at his absolute discretion, interrupt or adjourn general meetings under certain prescribed circumstances	Article 73C (new Article)
d. providing that the Directors and the chairman of the meeting may make any arrangement to ensure the security and orderly conduct of general meetings	Article 73D (new Article)
e. allowing the Directors to postpone or make changes to a general meeting when they in their absolute discretion consider it is impracticable or unreasonable to hold the general meeting on or at the scheduled date or time or place or in the scheduled form, for example, in case of bad weather conditions or other similar events, and making corresponding changes in the relevant articles	Articles 67, 73E (new Article), 75, 81, 84(B), 87, 89 and 90
f. allowing the Directors to delegate any of their powers to committees consisting of any such person(s) (whether a member of the Board or not) as they think fit	Article 126
g. making other minor house-keeping changes	Articles 66, 69 and 89

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## LETTER FROM THE BOARD OF DIRECTORS

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Full particulars of the proposed amendments to the existing Articles of Association brought about by the adoption of the New Articles of Association are set out in Appendix III to this circular. A copy of the New Articles of Association showing all proposed amendments to the existing Articles of Association is available for inspection during normal business hours on any weekday (except public holidays) at the registered office of the Company located at 98 Tam Kon Shan Road, TYTL 102, Ngau Kok Wan, North Tsing Yi, New Territories, Hong Kong from the date of this circular up to and including the date of the Annual General Meeting and at the Annual General Meeting.

### ANNUAL GENERAL MEETING

The Board has resolved to convene the Annual General Meeting to consider and, if thought fit, by the Shareholders, to approve the proposed resolutions as set out in the Notice on pages 27 to 31 of this circular. Whether or not you are able to attend, speak and vote at the Annual General Meeting, you are requested to complete and return the enclosed form of proxy to the Company's Share Registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from subsequently attending, speaking and voting in person at the Annual General Meeting (or any adjourned meeting) should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the Company will procure that the Chairman of the Annual General Meeting shall exercise his power under Article 74 of the Articles of Association to demand voting on all resolutions set out in the Notice be taken by way of poll. Article 80 of the Articles of Association provides that on a poll, every member present in person or by proxy shall have one vote for every share held by that member. The poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.hkf.com](http://www.hkf.com)) on the date of the Annual General Meeting.

In accordance with Article 91 of the Articles of Association, any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it was an individual member of the Company.

### RECOMMENDATION

The Directors believe that all the above-mentioned resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions set out in the Notice.

Yours faithfully,  
**Dr. Lam Ko Yin, Colin**  
*Chairman*

The following are the particulars of the retiring Directors standing for re-election at the Annual General Meeting:

1. **Mr. Li Ning**, *BSc, MBA*, aged 64, was appointed on 20 October 1989, is an Executive Director of the Company. Mr. Li is also an Executive Director of Henderson Investment Limited, a listed public company. He holds a B.Sc. degree from Babson College and an M.B.A. degree from the University of Southern California. He ceased to act as an Independent Non-executive Director of Glencore International plc on 2 May 2013 and previously served as an Executive Director of Henderson Land Development Company Limited, until his retirement on 2 June 2015, both are listed public companies. He is also a director of various subsidiaries of the Company. Mr. Li is the son-in-law of Dr. Lee Chau Kee.

Save as disclosed above, Mr. Li has not held any other directorships in listed public companies in the last three years.

Mr. Li was a non-executive director of Smartie Food Services Company Limited (“Smartie Food”) from June 1989 to April 1994. Smartie Food was a company incorporated in Hong Kong and engaged in the business of roasted meat. By a court order of 18 May 1994, Smartie Food was put into winding up by the court. Mr. Li had resigned as a director of Smartie Food before the winding up and did not take part in any matters giving rise to the winding up of Smartie Food. The affairs of Smartie Food had been completely wound up in December 1995. Mr. Li was also a non-executive director of Ganges Apparel Limited (“Ganges”) from September 1989 to June 1996. Ganges was a company incorporated in Hong Kong and engaged in the business of the agency of, and the trading of garments. By a court order of 23 October 1996, Ganges was put into winding up by the court. Mr. Li had resigned as a director of Ganges before the winding up and did not take part in any matters giving rise to the winding up of Ganges. The affairs of Ganges had been completely wound up in March 1998.

As at the Latest Practicable Date, Mr. Li is currently taken to be interested in 119,017,090 Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (representing approximately 33.41% of the total number of issued shares of the Company, the same of which was disclosed in the Report of Directors of the Company for the year ended 31 December 2020 contained in the Annual Report) as Mr. Li’s spouse is one of the discretionary beneficiaries of two discretionary trusts holding units in the Unit Trust. Save as disclosed herein, Mr. Li has no relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. Li has not entered into any service contracts with the Company and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Li received an annual director’s fee of HK\$100,000 for acting as an Executive Director of the Company and HK\$50,000 as a member of the Remuneration Committee for the year ended 31 December 2020, which are determined by reference to his duties and responsibilities. His other remuneration (if any) shall from time to time be determined by the Board by reference to his duties and responsibilities. Save as disclosed above, Mr. Li had not received any other payments (whether fixed or discretionary in nature) from the Company.

Save as disclosed herein, there is nothing required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Li's re-election.

2. **Mr. Ho Hau Chong, Norman, BA, ACA, FCPA**, aged 65, was appointed on 28 March 1995, is an Independent Non-executive Director of the Company. Mr. Ho is a member of the Institute of Chartered Accountants in England and Wales and a Fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Ho is an Executive Director of Honorway Investments Limited and Tak Hung (Holding) Company, Limited and has over 29 years of experience in management and property development. He is also a Director of Lee Hing Development Limited, Miramar Hotel and Investment Company, Limited, Vision Values Holdings Limited and Shun Tak Holdings Limited, all of which are listed public companies.

Save as disclosed above, Mr. Ho has not held any other directorships in listed public companies in the last three years.

Mr. Ho was a director of St. Betty Limited, a limited company incorporated in Hong Kong, with the nature of business in food and beverage industry, and that St. Betty Limited has been put in creditors' voluntary winding up proceedings since 24 March 2015 pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of Laws of Hong Kong).

As at the Latest Practicable Date, Mr. Ho holds 3,313,950 Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Ho has no relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. Ho has not entered into any service contract with the Company. He was appointed for a specific term until 31 December 2022 but is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Ho received an annual director's fee of HK\$100,000 for acting as an Independent Non-executive Director of the Company, HK\$150,000 as a member of the Audit Committee and HK\$50,000 as a member of the Remuneration Committee for the year ended 31 December 2020, which are determined by reference to his duties and responsibilities. His other remuneration (if any) shall from time to time be determined by the Board by reference to his duties and responsibilities. Save as disclosed above, Mr. Ho had not received any other payments (whether fixed or discretionary in nature) from the Company.

Save as disclosed herein, there is nothing required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Ho's re-election.

3. **Mr. Wu King Cheong**, *BBS, JP*, aged 70, was appointed as an Independent Non-executive Director of the Company on 17 January 2005. He is the Life Honorary Chairman of the Chinese General Chamber of Commerce, the Honorary Permanent President of the Chinese Gold & Silver Exchange Society and the Permanent Honorary President of the Hong Kong Securities Association Limited. Mr. Wu is currently an independent non-executive director of Henderson Land Development Company Limited (“Henderson Land”), Henderson Investment Limited, Miramar Hotel and Investment Company, Limited and Yau Lee Holdings Limited, all of which are listed public companies. Henderson Land has discloseable interests in the Company under the provisions of Part XV of the Securities and Futures Ordinance. Mr. Wu was awarded an Honorary Fellowship by Lingnan University in 2009.

Save as disclosed above, Mr. Wu has not held any other directorships in listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Wu did not hold any Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Wu has no relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. Wu has not entered into any service contracts with the Company. He was appointed for a specific term until 31 December 2022 but is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Wu received an annual director’s fee of HK\$100,000 for acting as an Independent Non-executive Director of the Company, HK\$150,000 as a member of the Audit Committee and HK\$50,000 as a member of the Remuneration Committee for the year ended 31 December 2020, which are determined by reference to his duties and responsibilities. His other remuneration (if any) shall from time to time be determined by the Board by reference to his duties and responsibilities. Save as disclosed above, Mr. Wu had not received any other payments (whether fixed or discretionary in nature) from the Company.

Save as disclosed herein, there is nothing required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Wu’s re-election.

This explanatory statement constitutes the memorandum required under Section 239(2) of the Companies Ordinance and contains all the information required under the Listing Rules for you to consider the Buy Back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued shares of the Company was 356,273,883 Shares.

Subject to the passing of Ordinary Resolution (6) as set out in the Notice and on the basis that no further Shares are issued or bought back prior to the date of the Annual General Meeting, the Company would be allowed under the Buy Back Mandate to buy back a maximum of 35,627,388 Shares.

### **2. REASONS FOR BUY BACK**

The Directors believe that the Buy Back Mandate affords the Company the flexibility and ability in pursuing the best interests of the Company and its Shareholders. Such buy back may, depending on market conditions and funding arrangements at the time, be beneficial to the Shareholders by enhancing the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a buy back will benefit the Company and its Shareholders.

### **3. FUNDING OF BUY BACK**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a share buy back by a listed company may only be paid from the distributable profits of the Company or the proceeds of a new issue of shares made for the purpose of the buy back.

The Directors propose that the buying back of Shares would be appropriately financed by the Company's internal resources. No material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report) will occur even in the event that the Buy Back Mandate is to be exercised in full at any time during the proposed buy back period.

**4. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months were as follows:

		<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
2020	April	6.78	5.80
	May	6.67	5.89
	June	6.38	5.87
	July	6.11	5.76
	August	6.13	5.85
	September	6.11	5.89
	October	6.04	5.89
	November	6.22	5.90
	December	6.26	6.07
2021	January	6.16	6.07
	February	6.39	6.07
	March	6.37	6.00
	April (up to the Latest Practicable Date)	6.09	6.00

**5. UNDERTAKING AND DISCLOSURE OF INTERESTS**

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make buy back pursuant to the Buy Back Mandate only in accordance with the Listing Rules, the Companies Ordinance and any other applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the Buy Back Mandate if the same is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell the Shares to the Company, or have undertaken not to do so, in the event that the Buy Back Mandate is approved by the Shareholders.

**6. TAKEOVERS CODE AND SHARE BUY BACK**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to buy back Shares pursuant to the Buy Back Mandate, pursuant to Rule 32 of the Takeovers Code such increase will be treated as an acquisition of voting rights for purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following persons and corporations (together the Substantial Shareholders (within the meaning of the Listing Rules)) held interests of 10% or more of the total number of issued shares of the Company:

<b>Substantial Shareholders</b>	<b>Number of shares in which interested</b>	<b>Approximate percentage of the total number of issued shares</b>
Henderson Land Development Company Limited ( <i>Note 1</i> )	119,017,090	33.41%
Pataca Enterprises Limited ( <i>Note 1</i> )	119,017,090	33.41%
Wiselin Investment Limited ( <i>Note 1</i> )	48,817,090	13.70%
Henderson Development Limited ( <i>Note 2</i> )	119,017,090	33.41%
Hopkins (Cayman) Limited ( <i>Note 3</i> )	119,017,090	33.41%
Rimmer (Cayman) Limited ( <i>Note 3</i> )	119,017,090	33.41%
Riddick (Cayman) Limited ( <i>Note 3</i> )	119,017,090	33.41%
Mr. Li Ning ( <i>Note 4</i> )	119,017,090	33.41%
Dr. Lee Shau Kee ( <i>Note 5</i> )	119,816,310	33.63%

*Notes:*

- These 119,017,090 shares included the 48,817,090 shares, 23,400,000 shares, 23,400,000 shares and 23,400,000 shares respectively beneficially owned by Wiselin Investment Limited, Graf Investment Limited, Mount Sherpa Limited and Paillard Investment Limited, all of which were subsidiaries of Pataca Enterprises Limited which in turn was a subsidiary of Henderson Land Development Company Limited (“HLD”).
- These 119,017,090 shares are duplicated in the interests described in Note 1. Henderson Development Limited (“HD”) beneficially owned more than one-third of the total number of issued shares of HLD.
- These 119,017,090 shares are duplicated in the interests described in Notes 1 and 2. Rimmer (Cayman) Limited and Riddick (Cayman) Limited as trustees of the respective discretionary trusts held units in a unit trust (the “Unit Trust”). Hopkins (Cayman) Limited as trustee of the Unit Trust owned all the issued ordinary shares, which carry the voting rights in the share capital of HD.
- By virtue of the SFO, Mr. Li Ning was taken to be interested in these 119,017,090 shares as Mr. Li’s spouse was one of the discretionary beneficiaries of two discretionary trusts holding units in the Unit Trust. These 119,017,090 shares are duplicated in the interests described in Notes 1, 2 and 3.
- As at the Latest Practicable Date, Dr. Lee Shau Kee beneficially owned all the issued share capital of Rimmer (Cayman) Limited, Riddick (Cayman) Limited and Hopkins (Cayman) Limited. By virtue of the SFO, Dr. Lee Shau Kee was taken to be interested in 119,017,090 shares which are duplicated in the interests described in Notes 1, 2 and 3. Together with his personal shareholding of 799,220 shares, Dr. Lee Shau Kee was taken to be interested in 119,816,310 shares (approximately 33.63% of the total number of issued shares of the Company).

Based on the above shareholding interest of Dr. Lee Shau Kee and parties regarded as acting in concert with him, and in the event that the Buy Back Mandate is exercised in full by the Company and assuming that Dr. Lee Shau Kee and parties regarded as acting in concert with him do not dispose of any of their Shares, their percentage shareholding in the Company will be increased to approximately 37.37% of the total number of issued shares. Accordingly, under Rule 26 of the Takeovers Code, an obligation to make a general offer to Shareholders will arise as a result of an exercise of the Buy Back Mandate in full. The Directors have no present intention to buy back Shares to such an extent as would result in takeover obligations.

#### **7. SHARE BUY BACK MADE BY THE COMPANY**

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

The following are the proposed amendments to the existing Articles of Association brought about by the adoption of the New Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Articles of Association.

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

2. “electronic facilities” shall include, without limitation, website addresses, webinars, webcasts, videos, software programmes or any form of conference call systems (telephone, video, web or otherwise); *Electronic facilities.*
- “hybrid meeting” shall mean a general meeting held and conducted by (i) physical attendance by members and/or proxies at one or more meeting location(s); and (ii) virtual attendance and participation by members and/or proxy by means of electronic facilities, provided that the only location or one of the locations of the meeting for physical attendance by members and/or proxy shall be in Hong Kong which shall be the principal meeting place for the general meeting; *Hybrid meeting.*
64. Subject to the provisions of the Companies Ordinance, the Company shall, in respect of each of its financial year, hold a general meeting as its annual general meeting in addition to any other meeting and shall specify the meeting as such in the notice calling it. ~~The annual general meeting shall be held at such time and place as the Board shall appoint.~~ *When annual general meeting to be held.*
65. ~~All general meetings, other than whether annual general meetings or other general meetings, shall be called extraordinary general meetings held at such time and place as the Directors shall appoint.~~ *Extraordinary Time and place of general meeting.*
66. The Board may, whenever it thinks fit, convene an ~~extraordinary~~ general meeting, and ~~extraordinary~~ general meetings shall also be convened on requisition, as provided by the Companies Ordinance, or, in default, may be convened by the requisitionists. *Convening of extraordinary general meeting.*

**Article Proposed amendments (showing changes to the existing Articles of No. Association)**

67. An annual general meeting shall be called by 21 days' notice in writing at the least, and ~~any other general~~ meeting of the Company (other than an ~~annual general meeting~~ adjourned meeting or a postponed meeting) shall be called by at least 14 days' notice in writing. Subject to Article 73 in relation to an adjourned meeting and Article 73E in relation to a postponed meeting, the notice of a general meeting shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place (and if the meeting is to be held in two or more places, the principal place of the meeting and the other place or places of the meeting), details of the electronic facilities for attendance and participation by electronic means at the meeting (in the case of a hybrid meeting), the day and the hour of meeting and the general nature of the business to be dealt with, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company and also to the Auditors, provided that subject to the provisions of the Companies Ordinance, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-
- Notice of meetings.*
- (i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.
69. All business shall be deemed special that is transacted at ~~an extraordinary~~ general meeting other than an annual general meeting, and also all business that is transacted at an annual general meeting with the exception of sanctioning dividends, considering and adopting of the accounts and balance sheets and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and appointment of Auditors in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors.
- Special business.*
- Business of annual general meeting.*

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

70. For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy. Any member (in the case of a corporation, its duly authorized representative) or his proxy attending and participating in a general meeting by electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business. *Quorum.*
- 72A. Any Director (including without limitation, the Chairman of the meeting) attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Ordinance and other applicable laws, rules and regulations and these Articles. *Attendance of director by electronic facilities.*
73. The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and/or from place to place and/or from one form to another as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. *Power to adjourn general meeting, business of adjourned meeting.*

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

- 73A. The Directors may, at their absolute discretion, arrange for (i) any general meeting to be held at more than one location by using electronic facilities as determined and directed by the Directors that enable persons entitled to attend the meeting to do so by simultaneous attendance and participation, or (ii) any general meeting to be held and conducted in the form of a hybrid meeting, provided that the only location or one of the locations of the meeting shall be in Hong Kong which shall be the principal meeting place for the general meeting as specified in the notice of meeting. The following provisions shall apply to any such arrangement:
- Holding of general meetings at more than one location or as hybrid meetings.*
- (a) The members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy at any meeting location and/or members participating in a hybrid meeting by electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings shall be valid provided that the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to enable members present at all the meeting locations and attending by using electronic facilities to participate in the business for which the meeting has been convened.
- (b) Subject to Article 72A, the Chairman of the meeting shall be present at, and the meeting shall be deemed to have taken place at, the principal meeting place.
- (c) If members (or in the case of a corporation, its duly authorised representative) or their proxies attend a general meeting by being present at one of the meeting locations and/or participate in a hybrid meeting by means of electronic facilities, a failure (for any reason) of communication equipment, or any other failure in the arrangements for enabling those in a meeting location other than the principal meeting place to participate in the business for which the meeting has been convened, or in the case of a hybrid meeting, the inability of one or more members (or in the case of corporations, their duly authorised representatives) or proxies to access or continue to access the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any decision made thereat or any action taken pursuant to such business.

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

(d) If any of the meeting locations is outside Hong Kong and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall be applied by reference to the principal meeting place in Hong Kong.

For the avoidance of doubt, notwithstanding anything in these Articles to the contrary, neither the Directors nor the Chairman of the meeting shall be obliged to arrange any general meeting to be held at more than one location or in the form of a hybrid meeting.

73B. The Directors and, at any general meeting, the Chairman of the meeting may from time to time make such arrangements for attendance and/or participation and/or voting at any location or locations at which the meeting will take place and/or attendance and/or participation and/or voting at a hybrid meeting (whether involving the issue of tickets or some other means of identification, passcode, electronic voting, seat reservation or otherwise) as they/he shall in their/his absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any particular location shall be entitled so to attend at one of the other locations; and the entitlement of any member so to attend the meeting or adjourned/postponed meeting at such location or locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned/postponed meeting stated to apply to the meeting.

*Power to decide arrangements for meetings.*

73C. If it appears to the Chairman of the meeting that:

- (New Article) (a) the facilities at the principal meeting place or at such other location or locations at which the meeting may be attended have become inadequate for the purposes referred to in Article 73A; or
- (b) in the case of a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or

*Chairman's discretion to interrupt or adjourn meetings.*

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting,

then the Chairman may, at his absolute discretion, without the consent of the meeting, interrupt or adjourn the meeting. All business conducted or decision made at the meeting up to the time of such adjournment shall be valid.

73D. (New Article) The Directors and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction they or he consider(s) appropriate to ensure the security and orderly conduct of a meeting including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, determining the number and frequency of and the time allowed for and manner of raising questions at a meeting, and muting those who participate in a hybrid meeting by means of electronic facilities. Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements, restrictions or precautionary measures may be refused entry to the meeting or removed (physically or electronically) from the meeting.

*Power to regulate  
the course of  
meetings.*

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

- 73E. If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is impracticable or unreasonable for any reason to hold a general meeting on the date or at the time and place or by means of electronic facilities specified in the notice calling the meeting, they may postpone the meeting to another date and/or time and/or change the place and/or electronic facilities and/or form of the meeting, without approval from the members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a meeting that, if a black rainstorm warning or a gale warning or other similar event is in force at any time on the day of the meeting (unless such relevant warning or event has been cancelled at a prescribed time prior to the meeting as the Directors may specify in the relevant notice) the meeting shall be automatically postponed and changed without further notice. This Article shall be subject to Article 73 and the following:
- Postponement of and change to a general meeting.*
- (a) when a meeting is so postponed and/or there is a change in the place and/or electronic facilities and/or form of the meeting, the Company shall endeavour to post notice of such postponement or change on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of or change to such meeting);
- (b) when a meeting is postponed or there is a change to a meeting in accordance with this Article, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website above, the Board shall fix the date, time, place and electronic facilities (if applicable) for the meeting so postponed or changed and at least seven clear days' notice of the postponement or change shall be given by one of the means specified in Article 168 which shall specify the date, time, place and electronic facilities (if applicable) for the meeting so postponed or changed, and the date and time by which proxies shall be submitted in order to be valid at such meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the meeting so postponed or changed unless revoked or replaced by a new proxy); and

**Article Proposed amendments (showing changes to the existing Articles of No. Association)**

- (c) notice of the business to be transacted at the meeting so postponed or changed shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at such changed meeting is the same as that set out in the original notice of general meeting circulated to the members of the Company.
- 73F. All persons seeking to attend and participate in a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. *Responsibility of persons attending and participating in a hybrid meeting.*  
(New Article) Subject to Article 73C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings and/or resolutions passed at that meeting.
75. If a poll is demanded as aforesaid, it shall (subject as provided in Article 76) be taken in such manner (including the use of ballot or voting papers or tickets or electronic facilities) and at such time and place, not being more than 30 days from the date of the meeting or adjourned or postponed meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier. *Poll.*
80. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who (being an individual) is present in person or by proxy (subject to Section 588 of the Companies Ordinance) or (being a corporation) is present by a representative duly authorised shall have one vote, and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid up on the share). On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. Votes (whether on a show of hands or a poll) may be cast by such means, electronic or otherwise, as the Chairman may determine. *Votes of members.*

**Article Proposed amendments (showing changes to the existing Articles of No. Association)**

81. Any person entitled under Article 46 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned or postponed meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof. *Votes in respect of deceased and bankrupt member.*
84. (A) Save as expressly provided in these Articles, no person other than a member duly registered and who shall have paid everything for the time being due from him payable to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another member) either personally or by proxy, or to be reckoned in a quorum, at any general meeting. *Qualification for voting.*
- (B) No objection shall be raised to the qualification of any voter except at the meeting or adjourned or postponed meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive. *Objections to votes.*
- (C) Where the Company has knowledge that any member is, under the Listing Rules or the Companies Ordinance, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

**Article Proposed amendments (showing changes to the existing Articles of  
No. Association)**

87. The instrument appointing a 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 shall be (i) deposited at the registered office of the Company or at such other place as is specified in the notice of meeting or in the instrument of proxy issued by the Company or (ii) if an electronic address is specified by the Company, in the notice of meeting or in the instrument of proxy issued by the Company, specifically for the purpose of receiving such instruments and the aforesaid authorities and documents for that meeting, sent or transmitted by electronic means to such electronic address subject to any conditions or limitations imposed by the Company (and as regards (ii), Section 828 of the Companies Ordinance shall apply subject to the above and for the purpose of Section 828(7)(a) of the Companies Ordinance, the period referred to under Section 823 of the Companies Ordinance shall be 12 hours), in each case not less than 48 hours before the time for holding the meeting or adjourned or postponed meeting at which the person named in such instrument proposes to vote or, in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after expiration of 12 months from the date of its execution, except at an adjourned or a postponed meeting or on a poll demanded at a meeting or an adjourned or a postponed meeting in cases where the meeting was originally held within 12 months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked. In calculating the periods for depositing the instrument appointing a proxy, no account is to be taken of any part of a day that is a public holiday.
- Appointment of proxy must be deposited.*

**Article Proposed amendments (showing changes to the existing Articles of  
No. Association)**

89. The instrument appointing a proxy to vote at a general meeting shall: *Authority under instrument appointing proxy.*  
(i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit Provided that any form issued to a member for use by him for appointing a proxy to attend and vote at an ~~extraordinary~~ general meeting ~~or at an annual general meeting~~ at which any business is to be transacted shall be such as to enable the member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates.
90. A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered office, or at such other place as is referred to in Article 87, at least two hours before the commencement of the meeting or adjourned or postponed meeting at which the proxy is used. *When vote by proxy valid through authority revoked.*
126. The Board may delegate any of its powers to committees consisting of such member or members of its body and/or any such other person(s), as the Board thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board. *Power to appoint committee and to delegate.*

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## NOTICE OF ANNUAL GENERAL MEETING

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# HONG KONG FERRY (HOLDINGS) COMPANY LIMITED 香港小輪(集團)有限公司

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 50)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of Hong Kong Ferry (Holdings) Company Limited (the “Company”) will be held on board the vessel, Harbour Cruise - Bauhinia, North Point (East) Passenger Ferry Pier, North Point, Hong Kong on Thursday, 27 May 2021 at 12:00 noon for the following purposes:

- (1) To receive and consider the audited financial statements and the reports of the Directors and Auditor for the year ended 31 December 2020.
- (2) To declare a final dividend.
- (3) To re-elect retiring Directors and to authorise the Board of Directors to fix the emolument of the Directors.
- (4) To re-appoint KPMG as Auditor and to authorise the Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

### **Ordinary Resolutions**

- (5) **“THAT:**
  - (a) subject to paragraph (c) of this Resolution and pursuant to sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) the total number of shares in the Company 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) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares in the Company upon the exercise of the subscription rights under 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 20% of the total number of issued shares of the Company as at the date of passing this Resolution 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:

(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 of the Company is required by the Articles of Association of the Company or the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; and

(iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company.

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions 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:**

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back its own shares subject to the conditions set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the total number of shares in the Company which may be bought back by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total number of issued shares in the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 of the Company is required by the Articles of Association of the Company or the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; and

(iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company.”

(7) “**THAT** conditional upon the passing of Ordinary Resolutions (5) and (6) as set out in the notice of this meeting of which this Resolution forms part, the total number of shares in the Company which shall have been bought back by the Company after the date hereof pursuant to and in accordance with the said Ordinary Resolution (6) shall be added to the total number of shares in the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the general mandate to allot, issue and deal with additional shares in the Company granted to the Directors of the Company by the said Ordinary Resolution (5).”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as special resolution:

### Special Resolution

(8) “**THAT** the new articles of association of the Company (the “New Articles”), a copy of which has been produced to the meeting marked “A” and for identification purpose signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the announcement by the Company of the poll result that this resolution was duly passed as a Special Resolution and that the Directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Articles.”

By Order of the Board  
**Yuen Wai Kuen**  
*Company Secretary*

Hong Kong, 22 April 2021

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member of the Company entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and on a poll, to vote for him or her provided that each proxy is appointed to represent the respective number of shares held by such member as specified in the relevant form of proxy. A proxy need not be a member of the Company. Form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged with the Company's Share Registrar, Tricor Standard 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 (accordingly, no later than 12:00 noon on 25 May 2021) or adjourned 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 before the time appointed for the taking of the poll. In calculating the periods for depositing the instrument appointing a proxy, no account is to be taken of any part of a day that is a public holiday.
2. Where there are joint registered holders of any share, any one of such persons 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 joint holders are present at the meeting personally or by proxy, that one of the said persons 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.
3.
  - (i) The register of members of the Company will be closed from Monday, 24 May 2021 to Thursday, 27 May 2021 (both days inclusive), during which period no requests for transfer of shares will be accepted. In order to determine members who are entitled to attend, speak and vote at the meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Friday, 21 May 2021.
  - (ii) The register of members of the Company will be closed on Tuesday, 8 June 2021 and Wednesday, 9 June 2021, during which period no requests for transfer of shares will be accepted. In order to qualify for the proposed final dividend for the year, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 7 June 2021.
4. With respect to ordinary resolution of item (3) above regarding re-election of Directors, Mr. Li Ning, Mr. Ho Hau Chong, Norman and Mr. Wu King Cheong shall retire by rotation pursuant to Article 103(A) of the Articles of Association of the Company and the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited at the Annual General Meeting and, being eligible, offer themselves for re-election as Directors. The details and interests in the shares of the Company of the said Directors to be re-elected at the Annual General Meeting are set out on pages 9 to 11 of this circular.
5. With respect to ordinary resolutions of items (5) and (6) above, the Directors wish to state that they have no immediate plan to issue any new shares of the Company or to buy back any existing shares of the Company.
6. If a tropical cyclone warning signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or a black rainstorm warning signal 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 websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.hkf.com](http://www.hkf.com)) to notify Shareholders of the date, time and venue of the rescheduled meeting.

Shareholders of the Company should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

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## NOTICE OF ANNUAL GENERAL MEETING

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7. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.hkf.com](http://www.hkf.com)) for future announcements and updates on the arrangements of the Annual General Meeting. Shareholders are advised to read the leaflet attached to this notice for further detail and monitor the development of COVID-19.

**As at the date of this notice, the executive directors of the Company are Dr. Lam Ko Yin, Colin (Chairman) and Mr. Li Ning; the non-executive directors are Mr. Au Siu Kee, Alexander and Mr. Lau Yum Chuen, Eddie; and the independent non-executive directors are Mr. Ho Hau Chong, Norman, Ms. Wong Yu Pok, Marina and Mr. Wu King Cheong.**

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the spreading of the Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to safeguard the health and safety of attending Shareholders, staff and stakeholders from the risk of infection:

- (1) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at the entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius will be denied entry into the meeting venue or be required to leave the meeting venue. Every attendee will be required to submit a Completed Health Declaration Form prior to entry into the Annual General Meeting venue.
- (2) Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting and sit at a safe distance from other attendees. Please note that no masks will be provided at the Annual General Meeting venue and attendees should bring and wear their own masks.
- (3) There will be no gift and no refreshment will be served.
- (4) Any attendee who has any flu-like symptoms or is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine will be denied entry into the meeting venue.
- (5) Other measures as may be required by governmental bodies.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the Chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the form of proxy. The form of proxy for use at the Annual General Meeting is enclosed and can also be downloaded from the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.hkf.com](http://www.hkf.com)).

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, he/she is welcome to send such question or matter in writing to our registered office or to our e-mail at [hkferry@hkf.com](mailto:hkferry@hkf.com). If any Shareholder has any question relating to the meeting, please contact Tricor Standard Limited, the Company's Share Registrar as follows:

Tricor Standard Limited  
Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong  
Telephone: (852) 2980 1333  
Facsimile: (852) 2810 8185  
E-mail: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)