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If you are in any doubt about this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hysan Development Company Limited 希慎興業有限公司 (the “Company” or “Hysan”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HYSAN DEVELOPMENT COMPANY LIMITED

希慎興業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00014)

**NOTICE OF ANNUAL GENERAL MEETING
AND
PROPOSALS FOR
RE-ELECTION OF DIRECTORS
AND
GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES**

The notice convening the annual general meeting of the Company (“AGM” or “Annual General Meeting”) to be held at the principal meeting place at Meeting Rooms N101-N108, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong (the “Principal Meeting Place”) and online on Thursday, 5 June 2025 at 3:00 p.m. is set out in this circular on pages 4 to 8.

The AGM will be held in hybrid format. In addition to physical attendance, shareholders of the Company (“Shareholders”) will have the option to attend the AGM via the live online webcast and voting system (the “Online AGM” and the “eVoting Portal” respectively). Attending the Online AGM will also allow Shareholders to view the live meeting proceedings, attend the meeting, submit questions by text to the interactive platform for Q&A, call to raise questions and vote online in real-time. Please refer to pages 1 to 2 for details.

There will be NO distribution of gifts or service of refreshment at the AGM.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

31 March 2025

GUIDANCE FOR THE ANNUAL GENERAL MEETING

A. Hybrid AGM

1. The AGM will be a hybrid meeting. Apart from attending and voting at the AGM in person at the Principal Meeting Place, Shareholders have the option of attending and voting at the Online AGM. Shareholders attending the Online AGM (not as guests) will also be counted towards the quorum.

B. Our Online AGM

1. Both registered and non-registered Shareholders can attend the Online AGM. Through the eVoting Portal provided by the Company's registrar, Tricor Investor Services Limited (the "**Company's Registrar**"), Shareholders will be able to view the live meeting proceedings, attend the Online AGM, submit questions by text to the interactive platform for Q&A, call to raise questions and vote online in real-time. The eVoting Portal will be opened for the Shareholders to log in approximately 30 minutes prior to the commencement of the Online AGM from any location with access to the internet with a smart phone, tablet or computer.
2. Login details for registered Shareholders – details regarding the Online AGM including the login details of the eVoting Portal will be sent to the registered Shareholders 10 business days prior to the commencement of the AGM.
3. Login details for non-registered Shareholders – non-registered Shareholders whose shares are held in the Central Clearing and Settlement System through banks, brokers, custodians, nominees or Hong Kong Securities Clearing Company Limited (as the case may be) (collectively the "**Intermediary**") should instruct their Intermediary to appoint them as proxies or corporate representatives to attend the Online AGM and in doing so, they will be requested to provide their email addresses. Details regarding the eVoting Portal including the login details for the non-registered Shareholders will be circulated by the Company's Registrar by email.

C. Attendance in Person

1. On-site electronic voting system will be used at the AGM at the Principal Meeting Place for enhancing efficiency in the vote counting process. Every Shareholder or proxy can vote via smartphones or designated electronic devices to be provided at the Principal Meeting Place. This is a full paperless AGM process that facilitates easy and intuitive voting procedures for Shareholders as well as to allow instant declaration of voting results during the AGM.
2. No refreshments or drinks will be served.
3. No gifts will be distributed at the AGM.

GUIDANCE FOR THE ANNUAL GENERAL MEETING

D. QUESTIONS PRIOR TO AND AT THE AGM

1. Shareholders attending the Online AGM will be able to submit questions relating to the proposed resolutions by submitting text to the interactive platform for Q&A or by calling via the eVoting Portal. Shareholders can also send their questions in writing before the AGM, to the registered office of the Company or to the email at investor@hysan.com.hk.
2. The Company will endeavor to address relevant questions in relation to the proposed resolutions. The Company may not be able to answer all the questions during the time allocated. Unanswered questions may be responded to after the AGM.

E. APPOINTMENT OF PROXY

1. Shareholders may exercise their voting rights by submitting an original of the completed form of proxy appointing the chairman of the AGM or other persons as their proxies to vote on their behalf at the AGM (whether in person or online), to the Company's Registrar of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as early as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM (or any adjournment thereof).
2. If Shareholders have any questions relating to the AGM, please contact the Company's Registrar:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email: emeeting@vistra.com
Telephone: +852 2980 1333
Fax: +852 2810 8185

LETTER FROM THE BOARD OF DIRECTORS



HYSAN DEVELOPMENT COMPANY LIMITED

希慎興業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00014)

Board of Directors:

Lee Irene Yun-Lien (*Chairman*)

Lui Kon Wai (*Executive Director and Chief Operating Officer*)

Chung Cordelia**

Churchouse Frederick Peter**

Poon Chung Yin Joseph**

Wong Ching Ying Belinda**

Young Elaine Carole**

Zhang Yong**

Lee Anthony Hsien Pin*

(*Lee Irene Yun-Lien as his alternate*)

Lee Chien*

Lee Tze Hau Michael*

Registered Office:

50/F Lee Garden One

33 Hysan Avenue

Hong Kong

* *Non-Executive Directors of the Company*

** *Independent Non-Executive Directors of the Company*

31 March 2025

Dear Shareholders,

The Company's AGM will be held on Thursday, 5 June 2025 at 3:00 p.m. Notice of the AGM is set out on pages 4 to 8. Information regarding the business to be considered at the AGM is set out on pages 9 to 13.

You are advised to read this circular. Whether or not you are able to attend the AGM in person or online, please complete and deliver the enclosed form of proxy, in accordance with the instructions printed thereon, to the Company's Registrar, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as early as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM (or any adjournment thereof). Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting (whether in person or online) at the AGM or at any adjourned meeting thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

The board of directors of the Company ("**Board**") considers that the proposed resolutions as set out in the notice of the AGM are in the best interests of the Company and its Shareholders as a whole, and recommends you to vote in favour of all the resolutions.

If you have any questions concerning the AGM, please contact the Company's Registrar (telephone: +852 2980 1333).

Yours faithfully,

Lee Irene Yun-Lien

Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Hysan Development Company Limited 希慎興業有限公司 will be held at the Principal Meeting Place at Meeting Rooms N101-N108, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong and online on Thursday, 5 June 2025 at 3:00 p.m. for the following purposes:

1. To receive and consider the Statement of Accounts for the year ended 31 December 2024 together with the Reports of Directors and Auditor thereon.
2. To re-elect directors of the Company (“**Directors**”).
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company (“**Auditor**”) and authorise the Directors to fix their remuneration.

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

4. “**That:**
 - (a) subject to paragraphs (b) to (d), a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to allot, issue and deal with additional shares of the Company, to make or grant offers, agreements or options which would or might require the exercise of such powers, and to grant rights to subscribe for, or to convert any security into, shares of the Company;
 - (b) the mandate in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to a share option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any share scheme or similar arrangement for the time being adopted for the grant or issue to the eligible participants of shares or rights to acquire shares of the Company, or (iii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company (the “**Articles**”) from time to time, or (iv) the exercise of rights to subscribe for, or convert any security into shares provided that the right has been approved in advance by a resolution of the Company whether conditionally or unconditionally, shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution and the said mandate shall be limited accordingly;
 - (d) any shares to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this Resolution shall not be at a discount of more than 10% to the Benchmarked Price (as defined below) of such shares; and

NOTICE OF ANNUAL GENERAL MEETING

(e) for the purpose of this Resolution:

“**Benchmarked Price**” means the price which is the higher of:

- (i) the closing price of the shares as quoted on the Stock Exchange on the date of the agreement involving the relevant proposed issue of the shares; and
- (ii) the average closing price as quoted on the Stock Exchange of the shares for the five trading days immediately preceding the earlier of:
 - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of the shares;
 - (B) the date of the agreement involving the relevant proposed issue of shares; and
 - (C) the date on which the price of the shares that are proposed to be issued is fixed.

“**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 law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. “**That:**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase or otherwise acquire shares of the Company on the Stock Exchange in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), provided that the aggregate number of shares so purchased or otherwise acquired shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this Resolution, and the said mandate shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(b) for the purpose 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 law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

By order of the Board
Lee Irene Yun-Lien
Chairman

Hong Kong, 31 March 2025

Notes:

1. A Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy need not be a Shareholder. The form of proxy can also be downloaded from the Company's website (www.hysan.com.hk) or the Stock Exchange's website (www.hkexnews.hk).
2. An original of the completed form of proxy must be returned to the Company's Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as early as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM (or any adjourned thereof). Form of proxy sent electronically will not be accepted. If your shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited (collectively the “**Intermediary**”) and you would like to appoint proxy to attend and vote at the AGM on your behalf, you should consult directly with your Intermediary (as the case may be) for necessary arrangement.
3. Completion of a form of proxy and its delivery will not preclude a Shareholder from attending and voting in person or online at the AGM (or any adjournment thereof) if a Shareholder so wishes, a proxy's authority to vote on a resolution shall, however, be deemed to be revoked if the Shareholder attends the AGM and votes (whether in person or online) on that particular resolution.
4. In the case of joint holders of any share, the form of proxy must be signed by all Shareholders whose names appear in the register of members of the Company (“**Register of Members**”). Where there are joint holders of any share, any one of the persons may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were a sole holder; but if more than one of such joint holders are present at the AGM in person or by proxy, the person whose name stands first in the Register of Members in respect of such share shall alone be entitled to vote in respect of it. Only **ONE PAIR** of log-in username and password for the eVoting Portal will be provided to joint holders.
5. The Register of Members will be closed from Saturday, 31 May 2025 to Thursday, 5 June 2025, both dates inclusive, during which period the registration of transfers of shares will be suspended. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:00 p.m. on Friday, 30 May 2025.

NOTICE OF ANNUAL GENERAL MEETING

6. Detailed information on the business to be transacted at the AGM is set out in the section “Business of the Annual General Meeting” of the circular that has been sent to Shareholders.
7. Each of the resolutions set out in this notice will be decided by poll.
8. If a Tropical Cyclone Warning Signal No. 8 or above, a Black Rainstorm Warning Signal or “extreme conditions” announced by the HKSAR Government is/are in force at or at any time after 12:00 noon on the date of the AGM, the AGM (both physical and the Online AGM) will be automatically postponed or adjourned. The Company will post an announcement on the websites of the Company (www.hysan.com.hk) and the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholder should decide on their own whether they would attend the AGM in person under bad weather condition bearing in mind their own situations.

9. **Hybrid AGM**

The AGM will be held in hybrid format at the Principal Meeting Place and online. In addition to physical attendance, Shareholders will have the option to attend the Online AGM which allow Shareholders to view the live meeting proceedings, submit questions by text to the interactive platform for Q&A, call to raise questions and vote online in real-time. The Online AGM can broaden the reach of the AGM and provide flexibility to Shareholders who do not wish to attend in person or for other overseas Shareholders who are unable to attend in person.

How to attend and vote

Shareholders who wish to attend the AGM and exercise their voting rights can:

- (1) attend the AGM in person and vote via smartphones or designated electronic devices to be provided at the Principal Meeting Place; or
- (2) attend the Online AGM via the eVoting Portal to view the live meeting proceedings, make use of the interactive platform for Q&A, call to raise questions and vote online in real-time; or
- (3) appoint the Chairman of the AGM or other persons as your proxy to vote on your behalf.

Your proxy's authority and instruction will be revoked if you attend and vote at the AGM physically or online.

Non-registered Shareholders whose shares are held in the Intermediary may also be able to attend the Online AGM, which allows them to view live meeting proceedings of the AGM, submit questions by text to the interactive platform for Q&A, call to raise questions and vote online in real time via the eVoting Portal. In this regard, they should:

1. contact and instruct their Intermediary that they want to attend the Online AGM; and
2. provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the Online AGM arrangements including login details to access the eVoting Portal will be sent by the Company's Registrar to the email address of the non-registered Shareholders provided by the Intermediary. Without the login details, non-registered Shareholders will not be able to attend the Online AGM or use the eVoting Portal. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

NOTICE OF ANNUAL GENERAL MEETING

Registered Shareholders, their proxy (or proxies) and non-registered Shareholders should note that **ONLY ONE** device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the Online AGM and do not disclose them to anyone else. Neither the Company nor the Company's Registrar assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

If you encounter any technical problems in using the eVoting Portal or have any questions relating to the AGM, please contact the Company's Registrar:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Email: emeeting@vistra.com

Telephone: +852 2980 1333

Fax: +852 2810 8185

On-site electronic voting system will be used at the AGM at the Principal Meeting Place to enhance the efficiency in the poll counting process. This is a full paperless AGM process that facilitates easy and intuitive voting procedures for Shareholders as well as allowing instant declaration of voting results during the AGM.

BUSINESS OF THE ANNUAL GENERAL MEETING

RESOLUTION 1 – RECEIVING 2024 FINANCIAL STATEMENTS

1. The full audited financial statements together with the Reports of Directors and Auditor thereon, are set out on pages 157 to 218, pages 144 to 151 and pages 153 to 156 of the Annual Report 2024.
2. The audited financial statements have been reviewed by the audit and risk management committee of the Company (“**Audit and Risk Management Committee**”). A report of the Audit and Risk Management Committee is set out on pages 112 to 118 of the Annual Report 2024.

RESOLUTION 2 – RE-ELECTION OF DIRECTORS

3. Mr. Churchouse Frederick Peter, Ms. Young Elaine Carole, Mr. Lee Anthony Hsien Pin and Mr. Lee Tze Hau Michael will retire by rotation at the AGM. Mr. Churchouse, Ms. Young, Mr. Anthony Lee and Mr. Michael Lee, being eligible, offer themselves for re-election at the AGM in accordance with Article 114 of the Articles. Their proposed re-election will be considered by separate resolutions.
4. According to Article 97 of the Articles, a Director appointed as an addition to the Board shall hold office only until the next following annual general meeting. Mr. Zhang Yong, being a Director so appointed on 9 December 2024, will accordingly retire and, being eligible, offer himself for re-election at the AGM. His proposed re-election will be considered by separate resolution.
5. Mr. Poon Chung Yin Joseph has informed the Board that he will retire as an Independent Non-Executive Director after the conclusion of the forthcoming 2025 AGM and will not stand for re-election.
6. In considering the re-appointment of any existing members of the Board, the nomination committee of the Company (“**Nomination Committee**”) shall review the retiring Directors’ overall contribution to the Company, the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), as well as selection criteria set out in the Nomination Policy and Board Diversity Policy of the Company. The Nomination Committee will then make recommendations to the Board for its consideration, with the Board determining whether to recommend the proposed candidates for re-election at an annual general meeting of the Company. Further details of the Board’s composition and diversity (including Directors’ gender, age, length of services and skill matrix), Directors’ attendance record at Board and Board Committee meetings, and the number of other public company directorships held by the Directors, are disclosed in the Corporate Governance Report of the Annual Report 2024.
7. The Nomination Committee, having reviewed the Board’s composition, recommended to the Board the re-election of Mr. Churchouse, Ms. Young, Mr. Zhang, Mr. Anthony Lee and Mr. Michael Lee at the AGM. Mr. Churchouse, being a member of the Nomination Committee, abstained from voting at the Nomination Committee meeting when his own nomination was being considered.
8. In nominating the Directors, the Nomination Committee has also taken into account the expertise and experience of Mr. Churchouse, Ms. Young, Mr. Zhang, Mr. Anthony Lee and Mr. Michael Lee in real estate, financial acumen, risk management, people and culture, technology as well as sustainability, all of which are relevant to the business of the Company and its subsidiaries (the “**Group**”), as well as their respective contributions to the diversity of the Board detailed in the section headed “Information on Directors Proposed to be Re-elected” of this circular.

BUSINESS OF THE ANNUAL GENERAL MEETING

9. Mr. Churchouse, Ms. Young, Mr. Anthony Lee and Mr. Michael Lee all attended 100% of the Board and the relevant Board Committee meetings and annual general meeting of the Company held in 2024.
10. The Nomination Committee has carried out a detailed review of the Independent Non-Executive Directors' independence on a case-by-case basis and considered the relevant independence assessment requirements set out in Rule 3.13 of the Listing Rules. Mr. Churchouse, Ms. Young and Mr. Zhang do not hold any cross-directorships, nor have any significant links with other Directors through involvement in other companies or bodies that could give rise to conflicts of interests in the role of Independent Non-Executive Director or affect their independent judgement. Mr. Churchouse, Ms. Young and Mr. Zhang has confirmed to the Company that they are independent based on the independence criteria as set out in Rule 3.13 of the Listing Rules.
11. With a career spanning more than 30 years in Asian and global securities markets, Mr. Churchouse brings expertise and hands-on experience in property investment, asset management, research and valuation, offering exceptional value to the Board. His strategic insights and deep market understanding are instrumental in guiding the Group through periods of economic uncertainty, underpinning critical financial and risk management decisions, particularly in the realms of investment and capital allocation. Mr. Churchouse's profound knowledge of asset valuation and financial analysis plays a central role within the Audit and Risk Management Committee in advising the Board on risk management strategies and ensuring the integrity of the Group's fair value assessment and financial reporting, which are essential for maintaining trust with Shareholders and the broader investment community.
12. After considering the above reasons and the relevant independence assessment requirements set out in Rule 3.13 of the Listing Rules, the Nomination Committee formed the view that, notwithstanding that Mr. Churchouse has served on the Board for over nine years, he remains independent, taking into account his impartial views and comments expressed during the Board and Board Committee meetings, his positive and significant contributions, deep insights and guidance in the Company's strategies and business development. Mr. Churchouse has exercised independent judgement and consistently demonstrated a healthy level of professional scepticism, and has not refrained from asking probing questions and challenging management's views and recommendations. There is no evidence to suggest that his tenure has had any impact on his independence. In addition, the unique expertise of Mr. Churchouse in real estate, capital management, financial acumen, together with his comprehensive understanding of the operations of the Company, enable him to provide valuable and objective guidance for the Group's business. At each of the Company's 2013, 2016, 2019, 2021 and 2023 annual general meetings, over 96% of the votes were casted in favour of Mr. Churchouse's re-election as Director.
13. Ms. Young brings entrepreneurial expertise in real estate and hospitality that enhances Hysan's approach to creating distinctive retail experiences. Her background in co-founding successful serviced apartment and co-living ventures demonstrates her ability to develop innovative property concepts aligned with evolving consumer preferences. Her board experience with a prominent property investment group strengthens the Board's capability to evaluate complex opportunities in today's dynamic property landscape.

BUSINESS OF THE ANNUAL GENERAL MEETING

14. With a distinguished career as former chief executive officer and chairman of Alibaba Group, Mr. Zhang brings exceptional expertise in digital transformation and innovative business models that directly align with Hysan's evolving retail strategy. His pioneering "New Retail" concept revolutionised the integration of online and offline commerce experiences, offering invaluable insights for the Group's retail asset enhancement and digital engagement initiatives. Mr. Zhang's extraordinary success in transitioning Alibaba from PC-centric to mobile-first platforms provides critical knowledge in adapting traditional shopping environments to meet changing consumer expectations through technology. His visionary leadership in creating ecosystem-based business models offers Hysan a competitive edge in reimagining retail spaces as integrated lifestyle destinations rather than conventional shopping venues. Mr. Zhang's deep understanding of customer experience design and omnichannel strategies would significantly strengthen the Board's capacity to navigate retail disruption and position Hysan's properties at the forefront of next-generation commercial real estate development.
15. The Board has resolved that Mr. Churchouse, Ms. Young and Mr. Zhang continue to be independent and recommended them to be re-elected as Directors at the AGM upon the recommendation of the Nomination Committee.
16. The Nomination Committee and the Board are satisfied that the Directors for re-election have a strong commitment to the Company and positively contributed to the Board through their participation in the Company's affairs and the Board's discussions and decisions. All of them have also committed to the Company that they will be able to devote sufficient time and attention to the affairs of the Company and the high expectations placed upon them. Accordingly, the Board has recommended Mr. Churchouse, Ms. Young, Mr. Zhang, Mr. Anthony Lee and Mr. Michael Lee, the retiring Directors, to stand for re-election as Directors at the AGM.
17. Details of the information of the retiring Directors who are proposed for re-election are set out on pages 14 to 19 of this circular. Information includes the number of other public company directorships held by the Directors in the last three years, their emoluments (representing total cash) received for 2024, and their interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") as at 21 March 2025, being the latest practicable date prior to the printing of this circular for ascertaining information referred to in this circular ("**Latest Practicable Date**"). Details of their emoluments for year 2024 are set out in "Remuneration Committee Report" and notes to the consolidated financial statements set out in the Annual Report 2024.
18. No Director proposed for re-election at the AGM has a service contract with the Company or any of its subsidiaries that is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

RESOLUTION 3 – RE-APPOINTMENT OF AUDITOR

19. The Audit and Risk Management Committee has recommended to the Board (which in turn endorsed the view) that, subject to Shareholders' approval at the AGM, Deloitte Touche Tohmatsu be re-appointed as the external auditor of the Company for 2025.

BUSINESS OF THE ANNUAL GENERAL MEETING

RESOLUTIONS 4 AND 5 – GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

20. At the last annual general meeting of the Company held on 5 June 2024, ordinary resolutions were passed giving general mandates to the Directors to issue and purchase shares in the Company. These general mandates will lapse at the conclusion of the AGM. Resolutions will therefore be proposed at the AGM to renew the grant of these general mandates. The relevant resolutions, in summary, are:
- a. **Resolution 4** – to give the Directors a general and unconditional mandate to allot, issue and deal with additional shares of the Company, not exceeding 10% of the Company's total number of shares in issue as at the date of passing the Resolution (below the 20% limit permitted under the Listing Rules), for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "**Share Issue Mandate**"). In addition, any shares to be issued under the Share Issue Mandate shall not be issued at a discount of more than 10% to the Benchmarked Price (below the 20% limit permitted under the Listing Rules). Having taken into consideration stakeholders' concerns on the possible dilution of their shareholding interest resulting from the exercise of the general mandate to issue shares, the aforesaid maximum issue limit and discount rate were introduced in 2018, and both the issue limit and the discount limit are below the permitted limits under the Listing Rules; and
 - b. **Resolution 5** – to give the Directors a general and unconditional mandate to exercise all the powers of the Company to purchase shares in the Company not exceeding 10% of the Company's total number of shares in issue as at the date of passing the Resolution, for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "**Share Repurchase Mandate**").
21. The full text of these resolutions is set out in the Notice of AGM. The Explanatory Statement required by the Listing Rules to be sent to Shareholders in connection with the Share Repurchase Mandate is set out on pages 20 to 22 of this circular.
22. The Articles empower Directors to allot unissued shares. Under the Companies Ordinance, a company issuing shares (or granting rights to subscribe for shares or converting any securities into shares) for cash must offer its shareholders the first opportunity to subscribe for such shares or rights save where the shareholders have granted its (general or specific) approval. The Listing Rules further require that the maximum number of shares to be allotted shall not exceed 20% of a listed issuer's then issued shares, without differentiating between cash and non-cash issuances.
23. The Board noted concerns expressed over cash issuance exercises in the market, particularly as regards the frequency and size of such issuances. The Board aims to strike a balance with business flexibility and the need to raise capital quickly in a cost-effective way, which, in turn, fosters the Company's growth.
24. The Board therefore reduces the amount of equity securities to be issued to 10% (whether wholly or partly for cash or otherwise). This is below the maximum limit permitted under the Listing Rules and in line with international best practices.
25. The Company has not issued any new shares pursuant to the Share Issue Mandate granted in previous general meetings in the past decade.
26. The Directors wish to state that they have no immediate plan to issue any new shares other than relating to: (i) the scrip dividends alternative; and (ii) the exercise of the options granted under the Company's share option schemes.

BUSINESS OF THE ANNUAL GENERAL MEETING

BOARD RECOMMENDATIONS

27. The Directors consider that each of the Resolutions (1) to (5) as set out in the Notice of AGM is in the best interests of the Company and its Shareholders as a whole, accordingly, recommend Shareholders to vote in favour of the proposed resolutions.

VOTING ARRANGEMENT

28. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the Notice of the AGM will be decided by poll. The chairman of the AGM will demand, pursuant to Article 78 of the Articles, that all resolutions set out in the Notice of the AGM be decided by poll.
29. On a poll, every Shareholder presents in person or by proxy shall have one vote for every share held by that Shareholder. An explanation of the detailed procedures of voting by poll will be provided to the Shareholders at the AGM. The results of the poll will be published on the websites of the Company and the Stock Exchange after market close on the AGM date.

INFORMATION ON DIRECTORS PROPOSED TO BE RE-ELECTED

Information on Directors standing for re-election at the AGM is set out below:



	Director Since	Board Committee membership(s)	Emoluments received for 2024 (HK\$)	Interests in shares within the meaning of Part XV of SFO as at the Latest Practicable Date
Churchouse Frederick Peter <i>Independent Non-Executive Director</i> Age: 75	2012	Member of Audit and Risk Management Committee, Remuneration Committee and Nomination Committee	463,000	Nil

Mr. Churchouse has been involved in Asian securities and property investment markets for more than 30 years. Currently, he is a private investor and has his own private family office company, Portwood Company Ltd. Mr. Churchouse is an independent non-executive director of Longfor Group Holdings Limited. He was the publisher and author of *The Churchouse Letter*. In 2004, Mr. Churchouse set up an Asian investment fund under LIM Advisors. He acted as the director and Responsible Officer of LIM Advisors until the end of 2009. Prior to this, Mr. Churchouse worked at Morgan Stanley as a managing director and advisory director from early 1988. He acted in a variety of roles, including head of regional research, regional strategist, and head of regional property research. He was also a board member of Macquarie Retail Management (Asia) Limited. Mr. Churchouse gained a Bachelor of Arts degree and a Master of Social Sciences degree from the University of Waikato in New Zealand.

Mr. Churchouse has confirmed to the Board his independence as regard each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules. He has no relationship with any Directors, senior management, substantial or controlling Shareholders of the Company. The Board is not aware of any circumstance that might influence Mr. Churchouse in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an Independent Non-Executive Director.

Mr. Churchouse was appointed as an Independent Non-Executive Director in December 2012. He received Director fee of HK\$280,000 and a fee of HK\$183,000 in total for serving as a member of the Audit and Risk Management Committee, Remuneration Committee and Nomination Committee in 2024. Upon his re-election, Mr. Churchouse will receive a Director's fee of HK\$280,000 per annum and a fee of HK\$183,000 in total per annum for serving as a member of the Audit and Risk Management Committee, Remuneration Committee and Nomination Committee, which are reviewed by the Board from time to time having considered the level of responsibility, experience and abilities required of, the level of care and amount of time required and the fees offered for, similar positions in comparable companies. He will receive no other compensation from, and has no service contract with, the Company or any of its subsidiaries.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules.

INFORMATION ON DIRECTORS PROPOSED TO BE RE-ELECTED



	Director Since	Board Committee membership(s)	Emoluments received for 2024 (HK\$)	Interests in shares within the meaning of Part XV of SFO as at the Latest Practicable Date
Young Elaine Carole <i>Independent Non-Executive Director</i> Age: 60	2022	Chairman of Sustainability Committee and Member of Remuneration Committee	355,715	11,000 shares (Personal Interests)

Ms. Young has extensive experience in both real estate and hospitality across Asia. She is the co-founder of the boutique serviced apartment brand, Shama. After Shama was acquired by ONYX Hospitality Group in 2010, Ms. Young founded her own real estate and hospitality consultancy firm. In 2017, Ms. Young co-founded TULU, a Shanghai based Co-Living brand. Ms. Young is a special advisor to one of Warburg Pincus' joint ventures in China, NOVA Property Investment Co. Ltd., and sits on its board. Ms. Young is also the co-chair of The Mekong Club, a non-profit organisation that fights modern day slavery. She was named "Entrepreneur of the Year" at the prestigious RBS Coutts / Financial Times Woman in Asia Awards in 2009.

Ms. Young served as an independent non-executive director of Link Asset Management Limited (as manager of Link Real Estate Investment Trust) for nine years until 31 January 2022 and was a member of its finance and investment committee and remuneration committee. She was an independent non-executive director of Ascott Residence Trust Management Limited, the manager of Ascott Residence Trust listed on The Singapore Exchange Securities Trading Limited and was a member of its audit committee.

Ms. Young has confirmed to the Board her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules. She has no relationship with any Directors, senior management, substantial or controlling Shareholders of the Company. The Board is not aware of any circumstance that might influence Ms. Young in exercising independent judgment, and is satisfied that she has the required character, integrity, independence and experience to continue to fulfill the role of an Independent Non-Executive Director.

Ms. Young was appointed as an Independent Non-Executive Director in March 2022. She received Director fee of HK\$280,000, a fee of HK\$50,000 for serving as the chairman of Sustainability Committee and HK\$25,715 as a member of the Remuneration Committee on a pro-rata basis in 2024. Upon her re-election, Ms. Young will receive a Director's fee of HK\$280,000 per annum, a fee of HK\$50,000 per annum for serving as a chairman of Sustainability Committee and HK\$45,000 per annum for serving as a member of the Remuneration Committee, which are reviewed by the Board from time to time having considered the level of responsibility, experience and abilities required of, the level of care and amount of time required and the fees offered for, similar positions in comparable companies. She will receive no other compensation from, and has no service contract with, the Company or any of its subsidiaries.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules.

INFORMATION ON DIRECTORS PROPOSED TO BE RE-ELECTED



Zhang Yong <i>Independent Non-Executive Director</i> Age: 53	Director Since	Board Committee membership(s)	Emoluments received for 2024 (HK\$)	Interests in shares within the meaning of Part XV of SFO as at the Latest Practicable Date
	2024	Member of Audit and Risk Management Committee	24,250	Nil

Mr. Zhang is currently the managing partner of Firstlight Capital. Mr. Zhang was appointed as the chief executive officer of Alibaba Group in May 2015 and its chairman in September 2019 until September 2023. Mr. Zhang is a founding member of the Alibaba Partnership and was recognised the distinct honor of the first-ever “Aliren Emeritus” title in Alibaba Group’s history.

During his 16-year journey with Alibaba Group, Mr. Zhang was a driving force behind numerous groundbreaking initiatives and was the ingenious architect of the “11.11 Global Shopping Festival”, the most lucrative shopping day globally. He began in 2007, serving first as the chief financial officer and then the chief operating officer of Taobao Marketplace. He later also became the general manager of Taobao Mall and was appointed president in June 2011 when Taobao Mall became an independent platform and rebranded as Tmall.com. His strategic foresight and leadership were pivotal in the creation and evolution of Tmall.com, which would become the world’s largest e-commerce platform. In his role as chief operating officer of Alibaba Group from 2013 to 2015, Mr. Zhang successfully steered Alibaba Group from a PC-centric to a “mobile-first” ecosystem, establishing Alibaba’s significant presence in the mobile internet era. Mr. Zhang also served as the chairman of Cainiao Network from 2018 to 2023. His “New Retail” strategy revolutionised traditional business models, exemplified by Freshippo. Mr. Zhang became chief executive officer of Alibaba Cloud Intelligence Group in December 2022, and its chairman in May 2023, in addition to his other roles with Alibaba Group, until September 2023. Mr. Zhang was also the chief architect of Alibaba business operating system, facilitating global businesses in leveraging the Alibaba ecosystem for digital transformation and promoting data integration and value enhancement across Alibaba Group.

Before his career at Alibaba Group, Mr. Zhang had extensive experience in financial management. He served as the chief financial officer of Shanda Interactive Entertainment Limited between 2005 and 2007, with former roles at Arthur Andersen and PricewaterhouseCoopers accounting firms from 1995 to 2005.

Mr. Zhang has served as a member of the World Economic Forum International Business Council and as the co-chair of the Consumer Goods Forum in both its Global and China divisions. TIME magazine listed him among the 100 Most Influential People, Forbes China named him the Best CEO in 2020, and Fortune magazine honored him as the Businessperson of the Year in 2019 and 2020. Mr. Zhang graduated from the Finance Department of the Shanghai University of Finance and Economics.

INFORMATION ON DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Zhang has confirmed to the Board his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules. He has no relationship with any Directors, senior management, substantial or controlling Shareholders of the Company. The Board is not aware of any circumstance that might influence Mr. Zhang in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to continue to fulfill the role of an Independent Non-Executive Director.

Mr. Zhang was appointed as an Independent Non-Executive Director and a member of the Audit and Risk Management Committee on 9 December 2024. He received Director fee of HK\$17,500 and a fee of HK\$6,750 for serving as a member of the Audit and Risk Management Committee (on a pro-rata basis) in 2024. Upon his re-election, Mr. Zhang will receive a Director's fee of HK\$280,000 per annum and a fee of HK\$108,000 per annum for serving as a member of the Audit and Risk Management Committee, which are reviewed by the Board from time to time having considered the level of responsibility, experience and abilities required of, the level of care and amount of time required and the fees offered for, similar positions in comparable companies. He will receive no other compensation from, and has no service contract with, the Company or any of its subsidiaries.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules.

INFORMATION ON DIRECTORS PROPOSED TO BE RE-ELECTED



	Director Since	Board Committee membership(s)	Emoluments received for 2024 (HK\$)	Interests in shares within the meaning of Part XV of SFO as at the Latest Practicable Date
Lee Anthony Hsien Pin <i>Non-Executive Director</i> Age: 67	1994	Member of Audit and Risk Management Committee	388,000	851 shares (Personal Interests)

Mr. Anthony Lee is a non-executive director and the chairman of the investment committee of Television Broadcasts Limited, as well as a member of the Board of Trustees of Princeton University. He was previously a director and substantial shareholder of the Australian-listed Beyond International Limited, principally engaged in television programme production and international sales of television programmes and feature films. Mr. Anthony Lee is a member of the founding Lee family and a director of Lee Hysan Company Limited, a substantial Shareholder. He is the brother of Ms. Lee Irene Yun-Lien, the Executive Chairman of the Company.

Mr. Anthony Lee received a Bachelor of Arts degree from Princeton University and a Master of Business Administration degree from The Chinese University of Hong Kong.

Mr. Anthony Lee was appointed as a Non-Executive Director in 1994. He received Director fee of HK\$280,000 and a fee of HK\$108,000 for serving as a member of the Audit and Risk Management Committee in 2024. Upon his re-election, Mr. Anthony Lee will receive a Director's fee of HK\$280,000 per annum and a fee of HK\$108,000 per annum for serving as a member of the Audit and Risk Management Committee, which are reviewed by the Board from time to time having considered the level of responsibility, experience and abilities required of, the level of care and amount of time required and the fees offered for, similar positions in comparable companies. He will receive no other compensation from, and has no service contract with, the Company or any of its subsidiaries.

Save as disclosed above, Mr. Anthony Lee has no relationships with any Directors, senior management, substantial or controlling Shareholders of the Company. There is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules.

INFORMATION ON DIRECTORS PROPOSED TO BE RE-ELECTED



Director Since	Board Committee membership(s)	Emoluments received for 2024 (HK\$)	Interests in shares within the meaning of Part XV of SFO as at the Latest Practicable Date
Lee Tze Hau Michael <i>Non-Executive Director</i> Age: 63	Member of Sustainability Committee	310,000	Nil

Mr. Michael Lee is an independent non-executive director and the chairman of the corporate governance committee of Chen Hsong Holdings Limited, as well as the chairman of the Board of Stewards of The Hong Kong Jockey Club. He is also currently a director of Oxer Limited, a private investment company. Mr. Michael Lee was previously an independent non-executive director of Hong Kong Exchanges and Clearing Limited and Trinity Limited, and an independent non-executive director and chairman of OTC Clearing Hong Kong Limited. He was also a member of the Main Board and Growth Enterprise Market Listing Committees of The Stock Exchange of Hong Kong Limited.

Mr. Michael Lee is a member of the founding Lee family and a director of Lee Hysan Company Limited, a substantial Shareholder. He received his Bachelor of Arts degree from Bowdoin College and his Master of Business Administration degree from Boston University.

Mr. Michael Lee joined the Board in January 2010, having previously served as a Director from 1990 to 2007. He received Director fee of HK\$280,000 and a fee of HK\$30,000 for serving as a member of the Sustainability Committee in 2024. Upon his re-election, Mr. Michael Lee will receive a Director's fee of HK\$280,000 per annum and a fee of HK\$30,000 per annum for serving as a member of the Sustainability Committee, which are reviewed by the Board from time to time having considered the level of responsibility, experience and abilities required of, the level of care and amount of time required and the fees offered for, similar positions in comparable companies. He will receive no other compensation from, and has no service contract with, the Company or any of its subsidiaries.

Save as disclosed above, Mr. Michael Lee has no relationships with any Directors, senior management, substantial or controlling Shareholders of the Company. There is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules.

EXPLANATORY STATEMENT ON PROPOSED SHARE REPURCHASE MANDATE

This Explanatory Statement includes information required under Rule 10.06(1)(b) of the Listing Rules to be given to the Shareholders in connection with the proposed Share Repurchase Mandate to be granted to the Directors.

Share Capital

1. As at the Latest Practicable Date, the Company has a total of 1,027,008,223 issued shares.
2. On the basis that no further shares are issued or repurchased prior to the AGM, the Directors would be authorised to repurchase a maximum of 102,700,822 shares.

Reasons for Repurchase

3. The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole.
4. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders.

Funding of Repurchase

5. In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the laws of Hong Kong. Such funds may include the distributable profits of the Company and/or the proceeds of a new issue of shares made for the purpose of the repurchase.
6. In the event that the proposed Share Repurchases Mandate is exercised in full, there might have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Annual Report 2024 and Financial Statements for the year ended 31 December 2024). However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

EXPLANATORY STATEMENT ON PROPOSED SHARE REPURCHASE MANDATE

Share Prices

7. The highest and lowest prices at which the shares have traded on the Stock Exchange during each of the previous 12 months and as at the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
Year of 2024		
March	13.04	11.64
April	12.86	11.14
May	13.26	11.82
June	12.40	11.14
July	11.76	10.46
August	12.68	10.36
September	14.00	11.80
October	14.50	12.54
November	12.98	12.30
December	13.00	11.56
Year of 2025		
January	11.96	10.94
February	13.62	11.00
21 March (Latest Practicable Date)	13.36	12.24

Exercise of Repurchase Power

8. The Directors will exercise the power of the Company to repurchase its own shares pursuant to resolution 5 in accordance with the Listing Rules and the laws of Hong Kong.
9. None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any shares to the Company under the Share Repurchase Mandate if such mandate is approved by the Shareholders.
10. No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell shares to the Company or has undertaken not to do so in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Codes on Takeovers and Mergers and Share Buy-backs (the "Takeovers Code")

11. If, as a result of share repurchases by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could, depending on the level of increase of Shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.
12. As at the Latest Practicable Date, Lee Hysan Company Limited is the substantial Shareholder, interested in approximately 42.17% of the issued shares of the Company and in the event that the Directors exercise in full the power to repurchase shares which are proposed to be granted pursuant to the Share Repurchase Mandate, the shareholding of Lee Hysan Company Limited would be increased to approximately 46.86%.

EXPLANATORY STATEMENT ON PROPOSED SHARE REPURCHASE MANDATE

13. Such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would result in takeover obligations.
14. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Share Repurchase Mandate.

Share Repurchase made by the Company

15. The Company has not made any repurchase of the shares during six months prior to the Latest Practicable Date.

No Unusual Feature

16. The Directors confirm neither this Explanatory Statement nor the Share Repurchase Mandate has any unusual features.

Status of Re-purchased Shares

17. The new amendments to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) which allow Hong Kong incorporated listed companies to hold and resell its treasury shares will commence operation on 17 April 2025. If the Company repurchases any shares pursuant to the Share Repurchase Mandate, the Company may cancel the shares following settlement of any such repurchase or hold the shares as treasury shares after taking into account, among others, market conditions and its capital management needs at the relevant time of the repurchase. If the Company holds treasury shares, any resale of such treasury shares will be subject to the proposed Share Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of Hong Kong.