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瑞安房地產  
SHUI ON LAND

**Shui On Land Limited**

瑞安房地產有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 272)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**Notice is hereby given** that the Annual General Meeting (the “Meeting”) of Shui On Land Limited (the “Company”) will be held at Salons, M/F, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 26 May 2022 at 4:00 p.m. for the following purposes:

1. To receive and adopt the audited financial statements of the Company and the reports of the directors and the independent auditor for the year ended 31 December 2021.
2. To declare a final dividend for the year ended 31 December 2021.
3.
  - (a) To re-elect Professor Gary C. BIDDLE as director of the Company;
  - (b) To re-elect Dr. Roger L. McCARTHY as director of the Company;
  - (c) To re-elect Ms. Stephanie B. Y. LO as director of the Company;
  - (d) To re-elect Ms. Ying WANG as director of the Company;
  - (e) To authorize the Company’s board of directors to fix the directors’ remuneration.
4. To re-appoint the Company’s auditor and to authorize the Company’s board of directors to fix their remuneration.

\* For identification purposes only

5. To consider and, if thought fit, pass the following resolutions, with or without modifications, as ordinary resolutions:

### ORDINARY RESOLUTIONS

A. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “Shares”) and to make or grant offers, agreements and share options (including warrants, bonds, debentures and other securities convertible into Shares) which might require the exercise of such powers be and are hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall be in addition to any other authorizations given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and share options which 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 an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) an issue of Shares upon the exercise of the rights of subscription or conversion attaching to any warrants which might be issued by the Company or any existing securities of the Company which carry the rights to subscribe for or are convertible into Shares;
  - (iii) an issue of Shares upon the exercise of any share options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to the officers and/or employees of the Company and/or any of its subsidiaries of option to subscribe for, or rights to acquire Shares; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares or any issue of bonus Shares in accordance with the articles of association of the Company from time to time;

shall not exceed 10% of the aggregate number of the Shares in issue at the date of passing this Resolution and the said approval shall be limited accordingly;

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(e) 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 the articles of association of the Company or any applicable laws of the Cayman Islands and other relevant jurisdiction to be held; and
- (iii) the date of the revocation or variation of the authority given to the Directors under this Resolution by an ordinary resolution of the Company’s shareholders in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at the date (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 or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

**B. “THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate number of the Shares in issue at the date of passing of this Resolution and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;

- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and hereby revoked; and
- (d) 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 the articles of association of the Company or any applicable laws of the Cayman Islands and other relevant jurisdiction to be held; and
- (iii) the date of the revocation or variation of the authority given to the Directors under this Resolution by an ordinary resolution of the Company’s shareholders in general meeting.”

C. “**THAT** conditional upon the passing of Resolutions A and B above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional Shares pursuant to Resolution A above be and hereby extended by the addition thereto of such number of Shares representing the aggregate number of the Shares repurchased by the Company under the authority granted pursuant to Resolution B above, provided that such number of Shares shall not exceed 10% of the aggregate number of the Shares in issue at the date of passing of this Resolution.”

6. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

#### **SPECIAL RESOLUTION**

“**THAT** the amended and restated memorandum and articles of association of the Company (the “New Articles”), a copy of which has been produced to the Meeting and marked “A” and signed by the chairman of the Meeting for the purpose of identification, be and are hereby approved and adopted as the new memorandum and articles of association of the Company, in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect after the close of the Meeting and that any one Director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Articles.”

By Order of the Board  
**Shui On Land Limited**  
**UY Kim Lun**  
*Company Secretary*

Hong Kong, 22 April 2022

*Notes:*

- (1) Any shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, a proxy form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company's place of business in Hong Kong at 34/F, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong or the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at least 48 hours before the time appointed for holding the Meeting (i.e. by 4:00 p.m., 24 May 2022 (Hong Kong time)) or any adjournment thereof. Completion and return of a proxy form will not preclude a shareholder from attending and voting either in person or online at the Meeting or any adjourned meeting thereof should the shareholder so wish.
- (3) The register of members will be closed from Friday, 13 May 2022 to Thursday, 26 May 2022 (both dates inclusive) during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 12 May 2022 shall be entitled to attend and vote at the Meeting. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 May 2022.

*At the date of this announcement, the executive directors of the Company are Mr. Vincent H. S. LO (Chairman), Ms. Stephanie B. Y. LO, Ms. Ying WANG (Chief Executive Officer) and Mr. Douglas H. H. SUNG (Chief Financial Officer and Chief Investment Officer); and the independent non-executive directors of the Company are Professor Gary C. BIDDLE, Dr. Roger L. McCARTHY, Mr. David J. SHAW, Mr. Anthony J. L. NIGHTINGALE, Mr. Shane S. TEDJARATI and Ms. Ya Ting WU.*

# **GUIDANCE NOTES AND PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING (“AGM”)**

## **GUIDANCE NOTES**

The AGM of Shui On Land Limited (the “**Company**”) will be in the form of a hybrid meeting. In addition to the traditional physical attendance at the AGM, shareholders of the Company (the “**Shareholders**”) have the option of attending, participating and voting in the AGM through online access by visiting the website at <http://meetings.computershare.com/SOL2022AGM> (the “**Online Platform**”). Shareholders participating in the AGM using the Online Platform will also be counted towards the quorum and you will be able to cast your votes and submit questions relevant to the proposed resolutions through the Online Platform.

Shareholders attending the AGM using the Online Platform are expected to have a reliable and stable internet connection that can support audio live streaming and be able to follow the AGM proceedings in order to cast the votes and submit questions online. If for any reasons the internet connection is lost or interrupted, it may affect the ability of the Shareholders to follow the AGM proceedings. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated. Each set of Shareholder login details can be used on one electronic device (either smartphone, tablet device or computer) at a time only. If Shareholders experience any technical difficulties or require assistance while using the Online Platform, please contact the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (“**Computershare**”) at (852) 2862 8689 from 9:00 a.m. until the end of the AGM (Hong Kong time) on the date of the AGM. Please note that Shareholders’ votes on the proposed resolutions cannot be recorded at, or taken by, Computershare’s service hotline. In the event that Shareholders have any concerns or issues attending the physical AGM or using the Online Platform, they are encouraged appointing the Chairman of the AGM as your proxy to exercise your voting rights.

The Online Platform will be opened to registered Shareholders (the “**Registered Shareholders**”) and non-registered Shareholders (the “**Non-registered Shareholders**”) (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with connection to the internet with a smartphone, tablet device or computer.

### **Login details for Registered Shareholders**

For details regarding the arrangements of the AGM, including login details to access the Online Platform and online voting, an invitation letter will be dispatched together with the Company’s notification letter to Registered Shareholders on 22 April 2022.

### **Login details for Non-registered Shareholders**

Non-registered Shareholders who wish to attend and participate in the AGM using the Online Platform should liaise with your bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which your shares are held (collectively, the “**Intermediaries**”) and provide your email addresses to your Intermediaries. Details regarding the arrangements of the AGM, including login details to access the Online Platform and online voting, will be sent by Computershare to the email addresses provided by the Non-registered Shareholders.

## PRECAUTIONARY MEASURES

In compliance with the HKSAR Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (COVID-19), the Company will implement additional precautionary measures at the AGM in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the AGM (the "Stakeholders") which include without limitation:

1. All attendees will be required to wear medical face masks before they are permitted to attend, and during their attendance of, the AGM. Attendees are advised to maintain appropriate social distance with each other at all times when attending the physical AGM.
2. There will be compulsory body temperature screening for all persons before entering the AGM venue. Any person with a body temperature of 37.4 degrees Celsius or above will not be given access to the AGM venue. Denied entry to AGM venue also means the person will not be allowed to attend the physical AGM.
3. Attendees will complete the health declaration form and be asked, amongst others, if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the AGM; and (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement. Any person who responds positively to any of these questions will be denied entry into the AGM venue or be required to promptly leave the AGM venue.
4. The Company will not arrange refreshment or distribute meal coupon, gift coupon or souvenir.
5. The Networking with shareholders session after the AGM will be cancelled.
6. Anyone attending the AGM is reminded to observe good personal hygiene at all times.
7. Appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.
8. Attendees must comply with the arrangement and measures of the venue where the AGM will be held.

It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on prevailing Government regulations and the level of risks posed by the COVID-19 pandemic on or around the date of the AGM. The Company strongly encourages Shareholders **NOT to attend the AGM in person** and advises Shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions or to participate in the AGM using the Online Platform as mentioned above as alternatives to attending the AGM in person.

**Subject to the development of COVID-19 pandemic and the requirements or guidelines of the Government and/or regulatory authorities, the Company may implement further changes and precautionary measures and may issue an announcement to provide further update on the AGM arrangement on the Company's website ([www.shuionland.com](http://www.shuionland.com)) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) as and when appropriate.**