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

If you have sold or transferred all your shares in Wing Tai Properties Limited, you should at once hand this circular and the enclosed proxy form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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WING TAI PROPERTIES LIMITED

永泰地產有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 369)



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

A notice convening the annual general meeting of the Company to be held at 27th Floor, AIA Kwoloon Tower, Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 6 June 2018 at 3:30 p.m. is set out in Appendix I to this circular.

Whether or not you are able to attend the meeting, you are advised to read this circular and to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's Hong Kong Branch Share Registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but, in any event, not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

20 April 2018

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Annual General Meeting	4
2. Proposed Re-election of Directors	4
3. General Mandates to Issue New Shares and Repurchase Shares	5
4. Recommendation	6
Appendix I – Notice of Annual General Meeting	7
Appendix II – Details of Directors proposed to be Re-elected	11
Appendix III – Explanatory Statement for Share Repurchase Mandate	16

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held on Wednesday, 6 June 2018 at 3:30 p.m., notice of which is set out in Appendix I to this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Bye-law(s)”	the bye-law(s) of the Company;
“CG Code”	Corporate Governance Code of the Listing Rules;
“Company”	Wing Tai Properties Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange;
“Directors”	directors 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;
“Latest Practicable Date”	11 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	the share(s) in the capital of the Company with a par value of HK\$0.5 each;
“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the ordinary resolution no. 5 in the notice of the Annual General Meeting up to 20% of the total number of Shares in issue as at the date of passing the resolution;

DEFINITIONS

“Share Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the ordinary resolution no. 6 in the notice of the Annual General Meeting up to 10% of the total number of Shares in issue as at the date of passing the resolution;
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing of their securities on the Stock Exchange;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong.

LETTER FROM THE BOARD

WING TAI PROPERTIES LIMITED

永泰地產有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 369)

Executive Directors:

Cheng Wai Chee, Christopher *GBS OBE JP (Chairman)*

Cheng Wai Sun, Edward *SBS JP*

(Deputy Chairman and Chief Executive)

Cheng Man Piu, Francis

Chow Wai Wai, John

Ng Kar Wai, Kenneth

Head Office and Principal

Place of Business:

27th Floor

AIA Kowloon Tower

Landmark East

100 How Ming Street

Kwun Tong

Kowloon, Hong Kong

Non-Executive Directors:

Kwok Ping Luen, Raymond *JP*

(Kwok Ho Lai, Edward as his alternate)

Hong Pak Cheung, William

Ng Tak Wai, Frederick

Chen Chou Mei Mei, Vivien

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Independent Non-Executive Directors:

Simon Murray *CBE*

Fang Hung, Kenneth *GBS CBE JP*

Yeung Kit Shing, Jackson

Haider Hatam Tyebjee Barma *GBS CBE ISO JP*

Cheng Hoi Chuen, Vincent *GBS OBE JP*

20 April 2018

Dear Shareholders,

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

The purpose of this circular is to provide you with information with respect to the following resolutions to be proposed at the Annual General Meeting relating to:

- (a) re-election of Directors who are due to retire at the Annual General Meeting;

LETTER FROM THE BOARD

- (b) grant of Share Issue Mandate to issue, allot and deal with Shares; and
- (c) grant of Share Repurchase Mandate to repurchase Shares and grant of general extension mandate to extend the Share Issue Mandate to include Shares purchased under the Share Repurchase Mandate.

1. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 27th Floor, AIA Kowloon Tower, Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 6 June 2018 at 3:30 p.m. is set out in Appendix I to this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll, except where the chairman of the meeting, 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. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote at the Annual General Meeting pursuant to Bye-law 71(i) of the Company.

An announcement of the poll results of the Annual General Meeting will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company.

A proxy form for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are advised to read this circular and to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's Hong Kong Branch Share Registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) if you so wish.

2. PROPOSED RE-ELECTION OF DIRECTORS

Dr. Cheng Wai Chee, Christopher, Mr. Ng Kai Wai, Kenneth, Mr. Hong Pak Cheung, William and Mr. Simon Murray will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election in accordance with the Company's Bye-law 100(A) and/or code provision A.4.2 of the CG Code. Mr. Fang Hung, Kenneth will retire by rotation at the Annual General Meeting in accordance with Bye-Law 100(A) and will not offer himself for re-election as he will reach 80 by the end of 2018 and would like to devote more time to himself and his family.

The Nomination Committee of the Company made a recommendation to the Board to recommend the proposed re-election of Dr. Cheng Wai Chee, Christopher, Mr. Ng Kar Wai, Kenneth, Mr. Hong Pak Cheung, William and Mr. Simon Murray at the Annual General Meeting. The Nomination Committee of the Company also reviewed the independence of all the independent non-executive Directors including Mr. Simon Murray.

LETTER FROM THE BOARD

Mr. Simon Murray has been an Independent Non-Executive Director of the Company since 1994 and has served on the Remuneration Committee of the Company since 2005. The Board noted the contributions of Mr. Murray to the development of the Company's strategies and policies through independent, constructive and informed contributions. The Group benefits from his skills, expertise, backgrounds and qualifications as well as from his regular attendance and his active participation at meetings. Mr. Murray has confirmed that he meets the independence guidelines set out in rule 3.13 of the Listing Rules and that there are no factors that may affect his independence as an Independent Non-Executive Director of the Company. Having considered the factors affecting the independence of a non-executive director under the Listing Rules, the Board believes that Mr. Murray would continue to be independent and proposes his re-election as an Independent Non-Executive Director of the Company, subject to the approval by a separate resolution at the Annual General Meeting pursuant to code provision A.4.3 of the CG Code contained in Appendix 14 to the Listing Rules.

Details of the retiring Directors who have offered themselves for re-election at the Annual General Meeting are set out in Appendix II to this circular .

3. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 9 June 2017, resolutions were passed giving general mandates to the Directors to allot, issue and deal with Shares and to exercise the powers of the Company to repurchase Shares. Such general mandates will expire at the conclusion of the Annual General Meeting. It is therefore proposed to renew these general mandates by ordinary resolutions to be passed at the Annual General Meeting. The relevant resolutions, in summary, are:

- an ordinary resolution to give the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue on the date of passing the resolution approving the Share Issue Mandate; and
- an ordinary resolution to give the Directors a general mandate to exercise all the powers of the Company to purchase Shares in the Company not exceeding 10% of the total number of Shares in issue on the date of passing the resolution approving the Share Repurchase Mandate.

The full text of the Share Issue Mandate are set out in the ordinary resolution no. 5 in the Notice of Annual General Meeting. An explanatory statement giving certain information regarding the Share Repurchase Mandate is set out in Appendix III to this circular in accordance with the requirements under the Share Repurchase Rules. The full text of the Share Repurchase Mandate are set out in the ordinary resolution no. 6 in the Notice of Annual General Meeting.

LETTER FROM THE BOARD

Both the Share Issue Mandate and the Share Repurchase Mandate will expire at the earliest of: a) the conclusion of the next annual general meeting of the Company; b) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the Company's Bye-laws to be held; or c) the date on which the authority given under the ordinary resolution is revoked or varied by an ordinary resolution of Shareholders.

Conditional on the passing of the resolution granting the Share Issue Mandate and the resolution granting the Share Repurchase Mandate, an ordinary resolution will also be proposed for Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares purchased under the Share Repurchase Mandate.

The full text of the extension of the Share Issue Mandate are set out in the ordinary resolution no. 7 in the Notice of Annual General Meeting.

4. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the Notice of Annual General Meeting are all in the best interests of the Company and Shareholders. The Directors therefore recommend Shareholders to vote in favour of all these resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Wing Tai Properties Limited
Cheng Wai Chee, Christopher
Chairman

WING TAI PROPERTIES LIMITED**永泰地產有限公司**

(Incorporated in Bermuda with limited liability)

(Stock Code: 369)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Wing Tai Properties Limited (the "Company") will be held at 27th Floor, AIA Kowloon Tower, Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 6 June 2018 at 3:30 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive the audited financial statements, the report of the Auditor thereon and the report of the Directors for the year ended 31 December 2017;
2. To consider and, if thought fit, declare a final dividend for the year ended 31 December 2017;
3. To re-elect the Directors;
4. To re-appoint Auditor and authorize the Directors to fix the Auditor's remuneration;

SPECIAL BUSINESS

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

Ordinary Resolutions

5. **"THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the relevant period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the relevant period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the relevant period;

- (c) the shares in the Company to be 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 in paragraph (a) of this resolution, otherwise than pursuant to (i) a rights issue; (ii) any issue of shares in the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers, eligible persons and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any issue of shares in the Company as scrip dividend or any similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “relevant period” means the period from the date of 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 laws of Bermuda or the Company’s Bye-laws to be held; or
 - (iii) the revocation or variation of this resolution by an ordinary resolution in a general meeting of the Company.”

6. **“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 purchase its fully paid-up shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with the Rules Governing the Listing of Securities on the Stock Exchange and all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares in the Company to be purchased by the Company pursuant to paragraph (a) of this resolution shall be no more than 10% of the total number of shares of the Company in issue as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (c) for the purpose of this resolution, “relevant period” means the period from the date of 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 laws of Bermuda or the Company’s Bye-laws to be held; or
 - (iii) the revocation or variation of this resolution by an ordinary resolution in a general meeting of the Company.”
7. “**THAT** conditional upon ordinary resolutions no. 5 and no. 6 set out in the notice convening the Annual General Meeting to be held on 6 June 2018 (the “Notice”) being duly passed, the general mandate granted to the Directors pursuant to ordinary resolution no. 5 set out in the Notice be and is hereby extended by the addition thereto of the aggregate number of shares of the Company which may be repurchased by the Company under the authority granted pursuant to ordinary resolution no. 6 set out in the Notice, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution.”

By Order of the Board
Wing Tai Properties Limited
Chung Siu Wah, Henry
Company Secretary and Group Legal Counsel

Hong Kong, 20 April 2018

Notes:

- (1) A shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint a proxy to attend and, on a poll, vote instead of him. A shareholder holding two or more shares is entitled to appoint more than one proxy. A proxy need not be a shareholder of the Company but must be present in person to represent the shareholder. Completion and return of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the above meeting.
- (2) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, the proxy form and any power of attorney (if any) or other authority (if any) under which it is signed, or a copy of such authority certified notarially, must be delivered to the Company's Hong Kong Branch Share Registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the above meeting or any adjournment thereof (as the case may be).
- (4) The register of members of the Company will be closed from 31 May 2018 to 1 June 2018, both days inclusive. During such period, the registration of transfers of shares of the Company will be suspended. In order to qualify for attending the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 30 May 2018.

In accordance with the Bye-laws and the CG Code, the following Directors shall retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election.

Dr. CHENG Wai Chee, Christopher GBS OBE JP, aged 69, was appointed Chairman of the Company in 1991. Dr. Cheng is a member of the Remuneration Committee and Nomination Committee of the Company. He is also a director of certain members of the Group. Dr. Cheng is an independent non-executive director of NWS Holdings Limited, The Hongkong and Shanghai Banking Corporation Limited and Eagle Asset Management (CP) Limited (manager of publicly listed Champion Real Estate Investment Trust). He holds a Doctorate in Social Sciences honoris causa from The University of Hong Kong and a Doctorate in Business Administration honoris causa by The Hong Kong Polytechnic University. Dr. Cheng graduated from the University of Notre Dame, Indiana with a BBA degree, and from Columbia University, New York with an MBA degree.

Dr. Cheng plays an active role in public service. He is a member of the Judicial Officers Recommendation Commission of the Government of the HKSAR. He is a member of the board of overseers of Columbia Business School, a member of the President's Council on International Activities of Yale University and a member of the International Advisory Board of the Hong Kong Polytechnic University. Dr. Cheng is also a steward of the board of The Hong Kong Jockey Club.

Dr. Cheng is a brother of Mr. Cheng Wai Sun, Edward and Mr. Cheng Man Piu, Francis. He is a director of Wing Tai Corporation Limited, Renowned Development Limited, Wing Tai (Cheng) Holdings Limited and Brave Dragon Limited which are substantial shareholders of the Company within the meaning of Part XV of the SFO.

Dr. Cheng retired as an independent non-executive director of Kingboard Chemical Holdings Limited in May 2017 and New World China Land Limited in September 2016 respectively.

As at the Latest Practicable Date, Dr. Cheng was beneficially owned 12,602,816 Shares and was taken or deemed to be interested in (i) 1,240,750 share options granted under the Share Option Plan of the Company and (ii) 462,488,185 Shares via a family trust (together representing approximately 35.31% of the issued share capital of the Company) within the meaning of Part XV of the SFO.

Dr. Cheng is a beneficiary of a family trust whose assets include indirect interests in Wing Tai Holdings Limited, a substantial shareholder of the Company.

Dr. Cheng entered into a letter of appointment as a director with the Company. Such appointment is subject to retirement by rotation and re-election in accordance with the CG Code.

Details of the remuneration package of Dr. Cheng for the year ended 31 December 2017 are as follows:

	<i>HK\$'000</i>
1. Director's fee	25
2. Salaries and allowances	7,257
3. Retirement benefits	<u>350</u>
Total	<u><u>7,632</u></u>

In 2017, Dr. Cheng was granted 995,000 share options at the exercise price of HK\$4.75 per share pursuant to the Share Option Plan adopted by the Shareholders on 27 October 2015.

The remuneration package of Dr. Cheng was determined by the Remuneration Committee based on (a) his responsibilities, (b) his performance, (c) performance of the Board led by him, and (d) the performance of the Group as a whole. In accordance with the terms of reference of the Remuneration Committee, no director shall be involved in deciding his own remuneration.

Dr. Cheng was a director of Central Park Limited during the 4-month period from 27 June 1998 to 28 October 1998. This company was incorporated in Australia and ran apparel retail chains. After his resignation as a director, a receiver was appointed for this company on 2 November 1998. The receiver generated sufficient funds from this company to repay in full the debt owed to his appointer.

Mr. NG Kar Wai, Kenneth, aged 62, was appointed executive director of the Company in January 2015. He is the Managing Director of the Group's Property Division and a director of a number of members of the Group. He is a seasoned Chartered Civil Engineer with considerable expertise in the development and construction of a variety of properties, ranging from commercial and residential to hospitality developments, in Hong Kong, Mainland China and other Asian cities. Prior to joining the Company, Mr. Ng worked for various well-known property development and construction companies including Shangri-La Hotels and Resorts Group, CITIC Pacific Limited, Hsin Chong Construction Group and Swire Properties Limited.

A Registered Structural Engineer and Chartered Engineer, Mr. Ng is a member of the Hong Kong Institution of Engineers, Institution of Civil Engineers, UK and Institution of Structural Engineers, UK and an Adjunct Professor, Department of Real Estate and Construction, The University of Hong Kong.

As at the Latest Practicable Date, Mr. Ng was personally interested in (i) 359,250 Shares, (ii) 954,000 incentive shares awarded under the Share Incentive Scheme and (iii) 67,750 share options granted under the Share Option Plan of the Company (together representing approximately 0.10% of the issued share capital of the Company) within the meaning of Part XV of the SFO.

Mr. Ng entered into a letter of appointment as a director with the Company in 2015. Such appointment is subject to retirement by rotation and re-election in accordance with the Bye-laws and the CG Code.

Details of the remuneration package of Mr. Ng for the year ended 31 December 2017 are as follows:-

	<i>HK\$'000</i>
1. Fee	25
2. Salaries and allowances	4,698
3. Bonus	1,160
4. Retirement benefits	<u>162</u>
Total	<u><u>6,045</u></u>

In 2017, Mr. Ng was granted 53,000 share options at the exercise price of HK\$4.75 per share pursuant to the Share Option Plan adopted by the shareholders of the Company on 27 October 2015. In 2015, he was awarded the right to subscribe for 1,272,000 Shares pursuant to the Share Incentive Scheme approved by the Shareholders on 17 June 2005. Out of these Shares, 424,000 Shares are related to his service in 2017.

The remuneration package of Mr. Ng was determined by the Remuneration Committee based on (a) his responsibilities, (b) his performance, (c) performance of the business units headed by him, (d) the performance of the Group as a whole and (e) the service contract between Mr. Ng and the Company entered into in October 2014. In accordance with the terms of reference of the Remuneration Committee, no director shall be involved in deciding his own remuneration.

Mr. HONG Pak Cheung, William, aged 63, was appointed non-executive director of the Company in 2002. Mr. Hong is a member of the Audit Committee of the Company. He received a Bachelor of Science degree in Mathematics from the University of Saskatchewan in Canada and completed the Advanced Management Program at Harvard University Graduate School of Business. Mr. Hong currently holds the position of Manager at Sun Hung Kai Properties Limited (a substantial shareholder of the Company within the meaning of Part XV of the SFO).

As at the Latest Practicable Date, Mr. Hong has no interests in Shares within the meaning of Part XV of the SFO.

Mr. Hong entered into a letter of appointment as a director with the Company for a term of three years commencing from 1 April 2012, renewable or extendable automatically by three years on the expiry of such term and every successive period of three years thereafter. Such appointment is subject to retirement by rotation and re-election in accordance with the Bye-laws and the CG Code.

Mr. Hong is entitled to receive from the Company a director's fee of HK\$70,000 for the year ended 31 December 2017 which was approved by the shareholders of the Company in general meeting. His director's fee was determined with reference to his responsibilities with the Company.

Mr. Simon MURRAY CBE, aged 77, was appointed independent non-executive director of the Company in 1994. Mr. Murray is the Chairman of the Remuneration Committee of the Company. He is the Chairman of General Enterprise Management Services Limited, a private equity fund management company. Mr. Murray is an independent non-executive director of Orient Overseas (International) Limited, Spring Asset Management Limited (Manager of the listed Spring Real Estate Investment Trust) and IRC Limited. He is also a non-executive director of Greenheart Group Limited and China LNG Group Limited. Mr. Murray stepped down as a non-executive director of Compagnie Financière Richemont SA (listed on SWX Swiss Exchange) on 13 September 2017. He has been the Executive Chairman of Asia Pacific for the Deutsche Bank Group. Mr. Murray was the Group Managing Director of Hutchison Whampoa Limited for 10 years.

Mr. Murray resigned as an independent non-executive director of CK Hutchison Holdings Limited and Cheung Kong (Holdings) Limited both in June 2015. He also retired as an independent non-executive director of Cheung Kong Property Holdings Limited in May 2017.

As at the Latest Practicable Date, Mr. Murray has no interests in Shares within the meaning of Part XV of the SFO.

Mr. Murray entered into a letter of appointment as a director with the Company for a term of three years commencing from 1 April 2012, renewable or extendable automatically by three years on the expiry of such term and every successive period of three years thereafter. Such appointment is subject to retirement by rotation and re-election in accordance with the Bye-laws and the CG Code.

Mr. Murray is entitled to receive from the Company a director's fee of HK\$280,000 and a fee of HK\$60,000 for serving as Chairman of the Remuneration Committee for the year ended 31 December 2017 which were approved by the shareholders of the Company in general meeting. His director's fees were determined with reference to his responsibilities with the Company.

Mr. Murray was an independent director of Sino-Forest Corporation ("Sino-Forest") until 30 January 2013. Sino-Forest was incorporated in Canada and was, according to published information, a commercial forest plantation operator in China. Its shares were formerly listed on the Toronto Stock Exchange.

During 2011, Sino-Forest experienced certain financial difficulties and resulted in default on certain of its obligations under its notes (the outstanding principal amount, based on public information, was approximately US\$1.8 billion). On 30 March 2012, Sino-Forest entered into a restructuring and a support agreement with certain noteholders. It initiated proceedings and obtained from the Ontario Superior Court of Justice (the "Court") protection to rearrange its affairs under a Court-appointed monitor in implementing its restructuring plan. Sino-Forest subsequently filed a plan of compromise and reorganisation by way of a debt-equity conversion which was approved by the creditors and the Court and subsequently implemented on 30 January 2013.

In May 2012, Ontario Securities Commission made a statement of allegations against Sino-Forest and some directors but Mr. Murray was not a defendant under this statement of allegations.

A number of class actions have been brought against Sino-Forest and, among others, its directors at the relevant time (including Mr. Murray). The class actions include allegations of misstatements in offering circulars and announcements issued by Sino-Forest. In relation to such class actions, on 10 December 2012, the Court ruled that the plaintiffs, if they are successful in the actions, are only entitled to recover damages from applicable insurance coverage and, to the extent claims are not covered by insurance, they have been released. All class actions against Mr. Murray were either withdrawn or dismissed.

In 2002, Mr. Murray admitted to two breaches of the repealed Securities (Disclosure of Interests) Ordinance and was fined by the Securities and Futures Commission ("SFC") for a total of HK\$8,000 for the failure to report within a timely manner the purchase of 16,000 shares in Hutchison Whampoa Limited (which was delisted from the Hong Kong Stock Exchange in 2015) on 7 June 2000. The SFC accepted that Mr. Murray has no intention of concealing the purchase.

Save as disclosed above, all the above Directors did not hold any directorships in any other listed public companies in Hong Kong or overseas in the last three years and do not have any relationships with any other Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information that needs to be disclosed pursuant to the requirements of the Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in connection with the above Directors' re-election.

The following is the Explanatory Statement required to be sent to Shareholders under the Listing Rules in connection with the proposed Share Repurchase Mandate. The Listing Rules provide that all share repurchases of a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by a general mandate to the directors to make such repurchases or by a specific approval of a particular transaction. The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 1,349,158,029.

Subject to the passing of the ordinary resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 134,915,802 Shares, representing 10% of the total number of Shares in issue as at the date of passing the resolution.

2. REASONS FOR REPURCHASE

The Directors believe that the Share Repurchase Mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Repurchase of Shares made under the Share Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of Shares and/or the Company's earnings per Share and will only be made when the Directors believe that such repurchase will benefit and be in the best interest of the Company and Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, its Bye-laws and the laws of Bermuda.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements of the Company) in the event that the Share Repurchase Mandate were to be exercised in full at any time during the repurchase period. 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 gearing level which in the opinion of the Directors is from time to time appropriate to the Company.

4. UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in relation to the Share Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda pursuant to which the Company is incorporated.

None of the Directors, and to the best of the knowledge of the Directors having made all reasonable enquiries, none of the close associates (as defined in the Listing Rules) of the Directors have a present intention, in the event that the proposal in relation to the Share Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Company is authorized to make repurchases of the Shares.

5. THE TAKEOVERS CODE

If as a result of the repurchase of Shares by the Company pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the 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 the Takeovers Code.

Brave Dragon Limited, Crossbrook Group Limited, Wing Tai Retail Pte. Ltd., Bestime Resources Limited, Pofung Investments Limited, Broxbourne Assets Limited, Dr. Cheng Wai Chee, Christopher and Mr. Cheng Wai Sun, Edward (the "Concerted Group") are shareholders of the Company and would be treated as "acting in concert" for the purposes of the Takeovers Code. As at the Latest Practicable Date, to the best knowledge of the Company, the Concerted Group was beneficially interested in 685,511,265 Shares, representing approximately 50.81% of the total number of Shares in issue. On the basis that the total number of Shares in issue remains unchanged on the date of the Annual General Meeting and in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the Share Repurchase Mandate, the shareholding of the Concerted Group would be increased from 50.81% to approximately 56.46% of the issued Shares. The Directors are not aware of any obligation to make a mandatory offer pursuant to Rule 26 or Rule 32 of the Takeovers Code as a result of such an increase in shareholding.

In the event that the Share Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25%.

6. SHARES PURCHASE BY THE COMPANY

No purchase of Shares has been made by the Company during the six months prior to the Latest Practicable Date.

7. SHARE PRICES

The highest and lowest prices at which Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Per Share	
	Highest (HK\$)	Lowest (HK\$)
2017		
April	5.57	5.11
May	5.30	5.00
June	5.51	5.20
July	5.42	5.19
August	5.46	5.30
September	5.58	5.30
October	5.43	5.33
November	5.43	5.14
December	5.46	5.20
2018		
January	5.89	5.38
February	6.33	5.67
March	6.30	5.88
April (up to the Latest Practicable Date)	6.12	5.98