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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Logan Group Company Limited, you should at once hand this circular, together with the enclosed form of proxy, 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 transferee.

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**LOGAN**

**龙光集团**

**Logan Group Company Limited**

**龍光集團有限公司**

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

**(Stock Code: 3380)**

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
(2) PROPOSED GENERAL MANDATES TO BUY BACK SHARES;  
(3) PROPOSED GENERAL MANDATE TO ISSUE SHARES;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**MEASURES TAKEN IN LIGHT OF CORONAVIRUS DISEASE 2019 (“COVID-19”)**

Please see page 3 of this document for measures being taken to try to prevent and control the spread of the COVID-19 at the Annual General meeting, including:

- compulsory temperature check and health declaration
- compulsory wearing of surgical face masks for each attendee
- no food served at the Annual General Meeting

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. The Company encourages attendees who feel unwell (even without flu-like symptoms) to wear surgical masks and reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attend the Annual General Meeting in person.

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The notice convening the Annual General Meeting of Logan Group Company Limited to be held at PLAZA Room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 18 June 2021 at 11:00 a.m. is set out on pages 15 to 19 in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 16 June 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.logangroup.com>).

23 April 2021

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## DEFINITIONS

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*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 at PLAZA Room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 18 June 2021 at 11:00 a.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Logan Group Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with new Shares of not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution
“Last Annual General Meeting”	the annual general meeting of the Company held on 22 May 2020
“Latest Practicable Date”	16 April 2021, 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
“Memorandum”	the memorandum of association of the Company
“Nomination Committee”	the nomination committee of the Board
“RMB”	Renminbi, the lawful currency of the People’s Republic of China

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.1 each of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the Coronavirus Disease 2019 (“COVID-19”) situation, the Company will be taking the following precautionary measures at the Annual General Meeting:

- All Shareholders, proxies and other attendees will be required to undergo a temperature check and sign a health declaration form before entering the Annual General Meeting venue.
- All Shareholders, proxies and other attendees that (a) have travelled, and have been in close contact with any person who has travelled from the mainland China, Macao and Taiwan at any time in the preceding fourteen (14) days, or from overseas at any time in the preceding twenty-one (21) days (as per guidelines issued by the Hong Kong Government from time to time at [www.chp.gov.hk](http://www.chp.gov.hk)); (b) are, and have been, in close contact with any person who is, subject to any Hong Kong Government prescribed compulsory quarantine (including home quarantine); (c) are, and have been, in close contact with anyone who has contracted COVID-19, has been tested preliminarily positive of COVID-19 or is suspected of contracting COVID-19; or (d) have any flu-like symptoms, may be denied entry into the Annual General Meeting venue and be asked to leave the Annual General Meeting venue.
- All Shareholders, proxies and other attendees are required to wear surgical face masks inside the Annual General Meeting venue at all times. Any person who does not comply with this requirement may be denied entry into the Annual General Meeting venue and be asked to leave the Annual General Meeting venue. A safe distance between seats are also recommended.
- There will not be any food served at the Annual General Meeting.

Shareholders who are feeling unwell or have been placed on leave of absence on the date of the Annual General Meeting are advised not to attend the Annual General Meeting.

Shareholders who prefer not to attend or are restricted from attending the Annual General Meeting, may still vote by proxy and are advised to take note of the last date and time for the lodgement of the proxy form.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to Shareholders and others attending the Annual General Meeting and to comply with any requirements or recommendations of any government agencies from time to time.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.

The Annual General Meeting will commence sharply at 11:00 a.m., and Shareholders are encouraged to arrive at the Annual General Meeting venue at least half an hour prior to the meeting commencement time to avoid delays from precautionary measures mentioned above in the registration process. There will not be any vouchers or door gifts issued.

# LOGAN

龙光集团

**Logan Group Company Limited**  
**龍光集團有限公司**

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

**(Stock Code: 3380)**

*Executive Directors:*

Mr. Kei Hoi Pang  
Mr. Lai Zhuobin  
Mr. Xiao Xu  
Mr. Zhong Huihong

*Non-executive Director:*

Ms. Kei Perenna Hoi Ting

*Independent Non-executive Directors:*

Mr. Zhang Huaqiao  
Ms. Liu Ka Ying, Rebecca  
Mr. Cai Suisheng

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman  
KY1-1111, Cayman Islands

*Principal Place of Business in  
Hong Kong:*

Unit Nos. 02-03A, Level 68  
International Commerce Centre  
1 Austin Road West, Hong Kong

23 April 2021

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**  
**(2) PROPOSED GENERAL MANDATES TO BUY BACK SHARES;**  
**(3) PROPOSED GENERAL MANDATE TO ISSUE SHARES;**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of retiring Directors; (ii) the grant of the Share Buy-back Mandate; and (iii) the grant of the Issuance Mandate and the extension of the Issuance Mandate and to give you the notice of Annual General Meeting.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, Mr. Lai Zhuobin, Mr. Zhang Huaqiao and Ms. Liu Ka Ying, Rebecca shall retire from office of Directors by rotation at the Annual General Meeting. On 1 January 2021, Mr. Zhong Huihong was appointed as an executive Director of the Company. In accordance with Article 83(3) of the Articles of Association, Mr. Zhong Huihong will hold office until the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Lai Zhuobin and Mr. Zhong Huihong as executive Directors, and Mr. Zhang Huaqiao and Ms. Liu Ka Ying, Rebecca as independent non-executive Directors.

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

### 3. PROPOSED GENERAL MANDATE TO BUY BACK SHARES

An ordinary resolution was passed at the Last Annual General Meeting whereby a general mandate was granted to the Directors to buy back Shares up to 10% of the total number of Shares in issue at the date of passing of that resolution. Such general mandate will lapse at the conclusion of the Annual General Meeting. Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant the Share Buy-back Mandate, details of which are set out in item 9 of the notice of Annual General Meeting.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the grant of the Share Buy-back Mandate is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. PROPOSED GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions were passed at the Last Annual General Meeting whereby (i) a general mandate was given to the Directors to allot, issue and deal with new Shares up to 20% of the total number of Shares in issue at the date of passing of that resolution and (ii) such a general mandate was extended by adding thereto of the number of Shares being bought back by the Company pursuant to the general mandate to buy back Shares granted to the Directors. Such general mandates will lapse at the conclusion of the Annual General Meeting. Therefore, ordinary resolutions will be proposed at the Annual General Meeting to (i) grant to the Directors the Issuance Mandate and (ii) extend the Issuance Mandate by adding to the number of Shares being bought back under the Share Buy-back Mandate in order to allow flexibility and discretion to the Directors to issue any Shares, details of which are set out in items 10 and 11 of the notice of Annual General Meeting. In the exercise of such Issuance Mandate to allot and issue Shares, the Company will comply with Rules 13.36(3) to 13.36(7) of the Listing Rules.

### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.logangroup.com>) in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.logangroup.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 16 June 2021) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.



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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Share Buy-back Mandate, the Issuance Mandate and the extension of the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Logan Group Company Limited**  
**Kei Hoi Pang**  
*Chairman*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

**Mr. Lai Zhuobin, aged 49**

Mr. Lai was appointed as an executive Director of the Company on 18 November 2013. He was appointed as the chief financial officer of the Company in July 2015. In September 2019, he was appointed as the chief executive officer of the Company. Mr. Lai was employed by Logan Property Limited Liability Company (formerly known as “Logan Real Estate Holdings Co., Ltd.”) in 2007 and held various senior positions within the financial management division during the period from November 2007 to May 2011. In May 2011, Mr. Lai was served as the financial controller of Shenzhen Logan Holdings Company Limited. He is a member of the Chinese Institute of Certificate Public Accountants. Mr. Lai obtained a bachelor’s degree in science from Sun Yat-sen University (中山大學) in July 1993 and obtained a master’s degree in engineering from Beijing Institute of Technology in July 2003. Mr. Lai also obtained an executive master of business administration from Peking University in 2013.

Mr. Lai has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. Lai has entered into a service agreement with the Company under which he agreed to act as an executive Director and the chief executive officer of the Company for a period of 3 years commencing from 20 December 2019 and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. Mr. Lai is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Lai was deemed to be interested in 5,406,250 Shares representing approximately 0.10% of the Shares issued by the Company. Save as disclosed above, Mr. Lai was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO. For the year ended 31 December 2020, his total remuneration was RMB10,174,000 which comprised salaries and allowances of RMB4,501,000, bonuses of RMB4,985,000, pension scheme contribution of RMB53,000.

**Mr. Zhong Huihong, aged 50**

Mr. Zhong was appointed as an executive Director of the Company on 1 January 2021. He has extensive experience in corporate operations, investment development and urban redevelopment affairs. He joined the Group as a vice president in May 2018. Prior to joining the Group, he served as a vice president and the chief operating officer of Top Spring International Holdings Limited, the shares of which are listed on the Stock Exchange (Stock Code: 3688) from January 2014 to May 2018. He was employed as the vice president of Shenzhen Agricultural Products Co., Ltd, the shares of which are listed on

Shenzhen Stock Exchange (Stock Code: 000061) from January 1995 to December 2013. Mr. Zhong holds a Bachelor's degree in Environmental Engineering and a Master's degree in Architectural and Civil Engineering from Tsinghua University. He is a senior engineer (construction) (施工高級工程師) accredited by the Shenzhen Professional and Technological Qualifications Evaluation Committee for Senior Engineers (Construction) (深圳市建築工程高級專業技術資格評審委員會).

Save as disclosed above, Mr. Zhong has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and Mr. Zhong does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. Zhong has entered into a service agreement with the Company under which he agreed to act as an executive Director for a period of 3 years commencing from 1 January 2021 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Zhong is entitled to a remuneration of RMB1,500,000 per annum with discretionary bonus to be determined with reference to his target performance of the relevant year. Mr. Zhong is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Zhong was deemed to be interested in 882,000 Shares representing approximately 0.02% of the Shares issued by the Company. Save as disclosed above, Mr. Zhong was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

#### **Mr. Zhang Huaqiao, aged 57**

Mr. Zhang Huaqiao was appointed as an independent non-executive Director of the Company on 18 November 2013. Mr. Zhang is a director of various companies the shares of which are listed on the Hong Kong Stock Exchange, including an independent non-executive director of Fosun International Limited (Stock Code: 656), Zhong An Group Limited (Stock Code: 672), China Huirong Financial Holdings Limited (Stock Code: 1290) and Luye Pharma Group Ltd. (Stock Code: 2186). Mr. Zhang was appointed as independent non-executive director of Radiance Holdings (Group) Company Limited (Stock Code: 9993) on 5 October 2020. Mr. Zhang resigned as a non-executive director and the chairman of the board of China Smartpay Group Holdings Limited (formerly known as "Oriental City Group Holdings Limited") (Stock code: 8325) on 20 January 2020. Mr. Zhang resigned as an independent non-executive director of Yancoal Australia Ltd (Stock Code: YAL, a company listed on the Australia Securities Exchange) on 30 January 2018, Sinopec Oilfield Service Corporation (formerly known as "Sinopec Yizheng Chemical Fibre Company Limited") (Stock Code: 1033) on 20 June 2018, Wanda Hotel Development Company Limited (Stock Code: 169) on 30 May 2018 and China Rapid Finance Limited (Stock Code: XRF, a company listed on the New York Exchange) on 28 March 2019 respectively. He retired as a non-executive director of Boer Power Holdings Limited (Stock Code: 1685) on 6 May 2019. From June 1999 to April 2006, Mr. Zhang had worked with UBS AG, Hong Kong Branch and held positions as a director, executive director, managing

director and the co-head of its China Research team. Mr. Zhang obtained a master's degree in economics from the Graduate School of the People's Bank of China in July 1986 and obtained a master's degree in economics of development from the Australian National University in April 1991.

Save as disclosed above, Mr. Zhang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Zhang was not interested or deemed to be interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhang has entered into a service agreement with the Company under which he agreed to act as an independent non-executive Director for a period of 3 years commencing from 20 December 2019 until terminated by not less than three months' notice in writing served by either party to the other. He is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under the service agreement, Mr. Zhang is entitled to receive an annual Director's fee of HK\$500,000. For the year ended 31 December 2020, his total Director's fee was HK\$500,000.

**Ms. Liu Ka Ying, Rebecca, aged 51**

Ms. Liu was appointed as an independent non-executive Director of the Company on 18 November 2013. She was appointed as an independent non-executive director of SITC International Holdings Company Limited (Stock Code: 1308) on 18 December 2020. From June 1996 to March 2002, Ms. Liu served as the general manager for the Asia and China region of The PRG-Schultz International, Inc., a company listed on NASDAQ. In January 2007, Ms. Liu was appointed as the chief executive officer of AllPanther Asset Management Limited (竣富(資產)管理有限公司) and served at such position since then. She possesses experience in management, investment in real estate development and private investment funds, as well as accounting and financial management.

Ms. Liu is a member of the American Institute of Certified Public Accountants (AICPA), Illinois CPA Society (ICPAS) of the United States and Hong Kong Institute of Certified Public Accountants (HKICPA). Ms. Liu obtained a double bachelor's degree in Business Administrative Studies from York University, Canada with major in management and in accounting (with honours) in 1992 and 1994, respectively. She also obtained a doctoral's degree in business administration from Victoria University of Switzerland in November 2011. She is also a member of the Hong Kong Institute of Bankers, Association of Women Accountants (Hong Kong) Limited, Hong Kong Professionals and Senior Executives Association. She was also a former member of the Tenth and the Eleventh Jilin Provincial Committee of the Chinese People's Political Consultative Conference.

Save as disclosed above, Ms. Liu has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Ms. Liu was not interested or deemed to be interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. Liu has entered into a service agreement with the Company under which she agreed to act as an independent non-executive Director for a period of 3 years commencing from 20 December 2019 until terminated by not less than three months' notice in writing served by either party to the other. She is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under the service agreement, Ms. Liu is entitled to receive an annual Director's fee of HK\$500,000. For the year ended 31 December 2020, her total Director's fee was HK\$500,000.

Save as disclosed above, there is no information which is discloseable nor the above Directors was involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning the above Directors that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

## **1. SHARES IN ISSUE**

As at the Latest Practicable Date, there are a total number of 5,520,961,450 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, the Directors would be allowed under the Share Buy-back Mandate to buy back, a maximum of 552,096,145 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

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

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

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

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE BUY-BACK**

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 audited accounts contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such 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.

## 5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months before the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2020</b>		
April	13.28	11.36
May	12.34	11.12
June	14.38	11.80
July	15.42	12.92
August	15.26	13.22
September	14.96	11.74
October	12.60	11.34
November	13.76	11.90
December	12.96	11.48
<b>2021</b>		
January	13.42	11.52
February	12.48	11.20
March	13.62	11.30
April (up to the Latest Practicable Date)	13.46	11.98

## 6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE AND PUBLIC FLOAT REQUIREMENT

If on the exercise of the power to buy back Shares pursuant to the Share Buy-back Mandate, 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 Rule 32 of the Takeovers Code. As a result, 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 Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, (i) Ms. Kei Perenna Hoi Ting, as the settlor and a beneficiary of a family trust (a trust set up to hold the interest of Ms. Kei Perenna Hoi Ting and her family in the Company) and through her interest in Dragon Jubilee Investments Limited, Gao Run Holdings Limited and Thrive Ally Limited; and (ii) Mr. Kei Hoi Pang, as a beneficiary of the family trust and the person to whom Ms. Kei Perenna Hoi Ting is accustomed to act in accordance to, being the ultimate controlling shareholders, are interested in 4,251,600,000 Shares, representing approximately 77.01% of the total number of Shares in issue. In addition, Ms. Kei Perenna Hoi Ting holds 1,281,250 Shares, representing approximately 0.02% of the total number of Shares in issue. Mr. Kei Hoi Pang holds 8,200,000 Shares and is deemed to be interested in 1,281,250 Shares held by Ms. Kei Perenna Hoi Ting, representing approximately 0.17% of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy back Shares under the Share Buy-back Mandate, then (assuming the present shareholdings remain the same) the attributable shareholding of Ms. Kei Perenna Hoi Ting and Mr. Kei Hoi Pang would be increased to approximately 85.59% and 85.76% of the total number of Shares in issue, respectively. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rules 26 of the Takeovers Code but the number of Shares held in the hands of the public will fall below the limit of 15% of the total number of Shares in issue as approved by the Stock Exchange. The Listing Rules prohibit a company from making buy-back on the Stock Exchange if such buy-back would result in less than 15% (as approved by the Stock Exchange) of the total number of Shares in issue in public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

## 8. SHARE BUY-BACK MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.



# LOGAN

## 龙光集团

### Logan Group Company Limited

### 龍光集團有限公司

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

**(Stock Code: 3380)**

Notice is hereby given that an annual general meeting (the “AGM”) of Logan Group Company Limited (the “Company”) will be held at PLAZA Room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 18 June 2021 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors of the Company (“**Directors**”) and the auditors of the Company (“**Auditors**”) for the year ended 31 December 2020.
2. To declare a final dividend of HK58 cents per share for the year ended 31 December 2020.
3. To re-elect Mr. Lai Zhuobin as executive Director.
4. To re-elect Mr. Zhong Huihong as executive Director.
5. To re-elect Mr. Zhang Huaqiao as independent non-executive Director.
6. To re-elect Ms. Liu Ka Ying, Rebecca as independent non-executive Director.
7. To authorize the board of Directors to fix the Directors’ remuneration
8. To re-appoint Ernst & Young as the Auditors and to authorize the board of Directors to fix their remuneration.

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

9. To grant a general mandate to Directors to buy back shares of the Company:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;

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(b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws 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.”

10. To grant a general mandate to Directors to allot, issue and deal with new shares of the Company:

**“THAT:**

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to Directors during the Relevant Period (as defined below) to allot, issue and deal with new shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period in accordance with all applicable laws, rules and regulations;

(b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period 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 by Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company;  
and

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(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws 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 Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their holdings of such shares or class thereof (subject to such exclusions or other arrangements as Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

11. To extend the general mandate granted to Directors to allot, issue and deal with new shares of the Company:

**“THAT**

conditional upon the passing of the resolutions set out in items 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by Directors pursuant to such general mandate of the number of shares being bought back by the Company pursuant to the mandate referred to in resolution set out in item 9 of

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the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By order of the Board  
**Logan Group Company Limited**  
**Kei Hoi Pang**  
*Chairman*

Hong Kong, 23 April 2021

**Notes:**

1. All resolutions at the AGM will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 11:00 a.m. on Wednesday, 16 June 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. To ascertain the shareholders’ entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 15 June 2021 to Friday, 18 June 2021, both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 11 June 2021.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 6 July 2021 to Thursday, 8 July 2021, both days inclusive. In order to qualify for the proposed final dividend, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 5 July 2021.
6. If Typhoon Signal No. 8 or above, or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning is in effect any time after 9:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.logangroup.com> and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.
7. References to time and dates in this notice are to Hong Kong time and dates.