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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 Property Holdings 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**

**龙光地产**

## **Logan Property Holdings Company Limited**

**龍光地產控股有限公司**

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

**(Stock code: 3380)**

### **PROPOSED RE-ELECTION OF RETIRING DIRECTORS PROPOSED GENERAL MANDATES TO BUY BACK SHARES PROPOSED GENERAL MANDATE TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of Logan Property Holdings Company Limited to be held at PLAZA Room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 20 June 2019 at 11:00 a.m. is set out 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 22, 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 Tuesday, 18 June 2019) 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.loganproperty.com>).

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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 Thursday, 20 June 2019 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 Property Holdings 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 20 June 2018
“Latest Practicable Date”	9 April 2019, 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”	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

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## **DEFINITIONS**

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“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 Repurchases

# LOGAN

## 龙光地产

### Logan Property Holdings Company Limited 龍光地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 3380)

*Executive Directors:*

Mr. Kei Hoi Pang

Mr. Ji Jiande

Mr. Xiao Xu

Mr. Lai Zhuobin

*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

16 April 2019

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
PROPOSED GENERAL MANDATES TO BUY BACK SHARES  
PROPOSED GENERAL MANDATE TO ISSUE SHARES  
AND  
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. Ji Jiande, Mr. Xiao Xu and Ms. Liu Ka Ying, Rebecca shall retire from office of Directors by rotation at 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 Director who is due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Director is 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. Ji Jiande and Mr. Xiao Xu as executive Directors, and Ms. Liu Ka Ying, Rebecca as independent non-executive Director.

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 8 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.

### **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

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## LETTER FROM THE BOARD

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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 9 and 10 of the notice of Annual General Meeting.

### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 12 to 16 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 vote results will be published by the Company after the Annual General Meeting 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.loganproperty.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 22, 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 Tuesday, 18 June 2019) 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.

### **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 Property Holdings 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. Ji Jiande, aged 44**

Mr. Ji Jiande was appointed as an executive director of the Company on 18 November 2013 and the chief executive officer of the Company on 29 January 2018. He is primarily responsible for managing the business development and daily management and operations of the Group. He is the younger brother of Mr. Kei Hoi Pang, the chairman and an executive director of the Company and the uncle of Ms. Kei Perenna Hoi Ting, a non-executive director of the Company. Mr. Ji Jiande served as the general manager of various companies of the Group. In December 2009, Mr. Ji Jiande was appointed as a director of Shenzhen Logan Holdings Company Limited and primarily responsible for the operational management of the Group.

Mr. Ji Jiande 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.

Mr. Ji Jiande has entered into a service agreement with the Company under which he agreed to act as an executive Director for a period of 36 months commencing from 20 December 2016 until terminated by not less than three months' notice in writing served by either party on the other. He is also subject to retirement and re-election at the Annual General Meeting of the Company 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. Ji has personal interests in 3,690,000 Shares, share options to subscribe for (i) 4,920,000 Shares at an exercise price of HK\$2.34 per Share; and (ii) 6,400,000 Shares at an exercise price of HK\$7.43 per Share under the share option scheme adopted by the Company on 18 November 2013, representing a total of 0.27% of the Shares issued by the Company. Under the service agreement entered into between Mr. Ji and the Company, Mr. Ji is entitled to receive an annual salary of RMB3,000,000. Mr. Ji is also entitled to receive discretionary bonuses, share options or other benefits as may be decided by the Board having regard to his performance and duties, the Company's performance and profitability and the prevailing market condition. For the year ended 31 December 2018, his total remuneration was RMB19,000,000 which comprised salaries and allowances of RMB5,501,000, bonuses of RMB13,424,000, pension scheme contribution of RMB75,000.

**Mr. Xiao Xu, aged 47**

Mr. Xiao Xu was appointed as an executive director of the Company on 18 November 2013 and the vice president of the Company in July 2015. Mr. Xiao is mainly responsible for implementing strategic development, investment analysis and external affairs of the Group. Mr. Xiao was employed by Logan Property Limited Liability Company (formerly known as "Logan Real Estate Holdings Co., Ltd.") in 2007 and held various senior management positions during the period from August 2007 to April 2011 prior to his appointment as the assistant to the president of Shenzhen Logan Holdings Company Limited in April 2011. Mr. Xiao was also appointed as the director of Shenzhen Logan Junchi Property Development Co., Ltd. (深圳市龍光駿馳房地產開發有限公司) and Zhuhai Bojun Property Development Co., Ltd. (珠海市鉑駿房地產開發有限公司) in August 2014. He has substantial experience in investment analysis, corporate management, secretarial work and external liaison. Mr. Xiao obtained a bachelor's degree in business management from Jinan University (暨南大學) in June 1993 and obtained a postgraduate diploma in economics from the Party School of Chinese Communist Party of Guangdong Province (中共廣東省委黨校) in July 1998.

Mr. Xiao 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.

Mr. Xiao has entered into a service agreement with the Company under which he agreed to act as an executive Director for a period of 36 months commencing from 20 December 2016 until terminated by not less than three months' notice in writing served by either party on the other. He is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Mr. Xiao does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Xiao has personal interests in 1,676,250 Shares, share options to subscribe for (i) 2,235,000 Shares at an exercise price of HK\$2.34 per Share; and (ii) 2,800,000 Shares at an exercise price of HK\$7.43 per Share under the share option scheme adopted by the Company on 18 November 2013, representing a total of 0.12% of the Shares issued by the Company. Under the service agreement entered into between Mr. Xiao and the Company, Mr. Xiao is entitled to receive an annual salary of RMB1,500,000. Mr. Xu is also entitled to receive discretionary bonuses, share options or other benefits as may be decided by the Board having regard to his performance and duties, the Company's performance and profitability and the prevailing market condition. For the year ended 31 December 2018, his total remuneration was RMB7,273,000 which comprised salaries and allowances of RMB3,001,000, bonuses of RMB4,194,000, pension scheme contribution of RMB78,000.

**Ms. Liu Ka Ying, Rebecca, aged 49**

Ms. Liu Ka Ying, Rebecca was appointed as an independent non-executive director of the Company on 18 November 2013. 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 and Hong Kong China Chamber of Commerce. She was also a member of the Tenth and the Eleventh Jilin Provincial Committee of the Chinese People's Political Consultative Conference.

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.

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 three years commencing from 20 December 2016 until terminated by not less than three months' notice in writing served by either party on the other. She is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Ms. Liu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, she was not interested or deemed to be interested in any Shares or underlying Shares of the Company. Ms. Liu is entitled to receive a director's fee of HK\$500,000 per annum.

Save as disclosed above, there is no information which is discloseable nor the above Directors 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 5,499,937,750 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 8 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 549,993,775 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 2018) 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:

Month	Highest HK\$	Lowest HK\$
<b>2018</b>		
April	12.600	10.720
May	13.120	11.100
June	13.038 (Adjusted) <sup>1</sup>	9.570
July	10.820	9.500
August	10.180	8.110
September	10.000	8.450
October	8.881 (Adjusted) <sup>2</sup>	6.725 (Adjusted) <sup>2</sup>
November	9.550	7.360
December	10.100	8.540
<b>2019</b>		
January	10.960	9.350
February	11.940	10.440
March	13.100	11.020
April ( <i>up to the Latest Practicable Date</i> )	13.920	12.900

1 Adjusted for declaration of a special dividend of HK2 cents per ordinary share by the Company with ex-dividend date on 25 June 2018.

2 Adjusted for declaration of a special dividend of HK8 cents per ordinary share by the Company with ex-dividend date on 31 October 2018.

## 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 77.30% of the total number of Shares in issue. In addition, Ms. Kei Perenna Hoi Ting holds 768,750 Shares, representing approximately 0.014% of the total number of Shares in issue. Mr. Kei Hoi Pang holds 4,920,000 Shares and is deemed to be interested in 768,750 Shares held by Ms. Kei Perenna Hoi Ting, representing approximately 0.1% 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 85.91% and 86.01% 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 the result of the buy-back would be that less than 15% (as approved by the Stock Exchange) of the total number of Shares in issue would be 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

During the 6 months prior to the Latest Practicable Date, the Company has bought back a total of 19,680,000 Shares of the Company on the Stock Exchange and the details are set out below.

<b>Date of Buy-back</b>	<b>No. of Shares</b>	<b>Price Per Share</b>	
		<b>Highest HK\$</b>	<b>Lowest HK\$</b>
18 October 2018	800,000	7.20	7.11
25 October 2018	250,000	7.24	6.89
30 January 2019	15,330,000	10.40	9.50
31 January 2019	3,300,000	10.68	10.46

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**NOTICE OF ANNUAL GENERAL MEETING**

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**LOGAN**  
龙光地产

**Logan Property Holdings Company Limited**  
**龍光地產控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 3380)**

**Notice is hereby given** that an Annual General Meeting (the “AGM”) of Logan Property Holdings Company Limited (the “Company”) will be held at PLAZA Room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 20 June 2019 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 2018.
2. To declare a final dividend of HK40 cents per share and a special dividend of HK7 cents per share for the year ended 31 December 2018.
3. To re-elect Mr. Ji Jiande as executive Director.
4. To re-elect Mr. Xiao Xu as executive Director.
5. To re-elect Ms. Liu Ka Ying, Rebecca as independent non-executive Director.
6. To authorize the board of Directors to fix the Director’ remuneration.
7. To re-appoint Ernst & Young as the Auditors and to authorize the board of directors to fix their remuneration.

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## **NOTICE OF ANNUAL GENERAL MEETING**

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

8. 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;
- (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.”

9. 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 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 (as defined below) 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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
  - (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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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10. 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 8 and 9 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 9 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 8 of 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 Property Holdings Company Limited**  
**Kei Hoi Pang**  
*Chairman*

Hong Kong, 16 April 2019

**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 22, 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 Tuesday, 18 June 2019) 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.

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## **NOTICE OF ANNUAL GENERAL MEETING**

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4. To ascertain the shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 14 June 2019 to Thursday, 20 June 2019, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 13 June 2019.
5. To ascertain the shareholders' entitlement to the proposed final dividend and special dividend, the register of members of the Company will be closed from Wednesday, 26 June 2019 to Friday, 28 June 2019, both days inclusive. In order to qualify for the proposed final dividend and special dividend, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 25 June 2019.
6. References to time and dates in this notice are to Hong Kong time and dates.