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**恒隆集團有限公司**  
**HANG LUNG GROUP LIMITED**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 00010)

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders of Hang Lung Group Limited (the “Company”) will be held at 28th Floor, Standard Chartered Bank Building, 4 Des Voeux Road Central, Hong Kong on Tuesday, 18 October 2011 at 11:00 a.m. (the “Meeting”) for the following purposes:

1. To receive and consider the audited financial statements and reports of the directors and auditors for the year ended 30 June 2011.
2. To declare a final dividend.
3. To re-elect directors and authorize the board of directors to fix directors’ fees.
4. To re-appoint auditors and authorize the directors to fix their remuneration.

As special business to consider and, if thought fit, pass the following resolutions 5, 6 and 7 as ordinary resolutions and resolution 8 as a special resolution:

5. “THAT:
  - (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares in the capital of the Company be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of shares of the Company which may be purchased by the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.”

6. “THAT:

- (a) subject to paragraph (c) below, pursuant to Section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period (as defined in resolution 5(c) in the notice of the Meeting) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to allot, issue or grant securities convertible into shares in the capital of the Company or options, warrants or similar rights to subscribe for any such shares or such convertible securities and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to allot, issue or grant securities convertible into shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company, (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed the aggregate of: (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution plus (bb) if the directors are so authorized by a separate ordinary resolution of the shareholders of the Company set out as resolution 7 in the notice of the Meeting, the nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

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

7. “THAT the directors of the Company be and they are hereby authorized to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as resolution 6 in the notice of the Meeting in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

8. “THAT the Company’s articles of association be and are hereby amended as follows:

(a) The definition of “electronic communication” in article 2 be amended by replacing “by other means but while in an electronic form” by “by any other electronic means”;

(b) Article 2 be amended by adding the following immediately below the definition of “Listing Rules”:

“Notices, documents or other information are “in an electronic form” if stored on a CD, diskette, USB storage device or other similar media;”;

(c) Article 167(D) be deleted in its entirety and replaced by the following:

“167.(D) Subject to due compliance with the Companies Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, and to the obtaining of all necessary consents (including consents which are deemed pursuant to applicable laws, rules and regulations), if any, required thereunder, the requirements to send out copies of the Company’s financial documents referred to in paragraph (B) of this Article or a summary financial report referred to in paragraph (C) of this Article shall be deemed satisfied in relation to any person by publication of such financial documents or summary financial report, as the case may be, on the Company’s website or in any other permitted manner (including sending by electronic communication or in an electronic form) in place of sending printed copies of such documents if that person has agreed or is deemed pursuant to applicable laws, rules and regulations to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send out to him a copy of such documents.”;

(d) Article 171 be deleted in its entirety and replaced by the following:

“171.(A) Subject to due compliance with the Companies Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, and except where otherwise expressly stated in these Articles, any notice, document or other information (including any “corporate communication” as defined in the Listing Rules from time to time) to be given or issued under these Articles shall be in writing.

(B) Any notice, document or other information (including any “corporate communication” as defined in the Listing Rules from time to time) in writing may be (i) given in hard copy form; (ii) given in an electronic form; (iii) given by electronic communication; or (iv) made available on the Company’s website, in each case subject to due compliance with the Companies Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by The Stock Exchange of Hong Kong Limited from time to time.

(C) Subject to due compliance with the Companies Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, any notice, document or other information (including any “corporate communication” as defined in the Listing Rules from time to time) may be served on, delivered to or made available by the Company to any member by any of the following means:

- (i) personally by hand, or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid;
- (ii) by advertisement in English in an English language newspaper and in Chinese in a Chinese language newspaper circulating in Hong Kong; or
- (iii) in an electronic form or by electronic communication or by making it available on the Company’s website, in the manner set out in paragraph (D) below.

(D) For the purposes of paragraph (C)(iii) in this Article, the Company may deliver or make available any notice, document or other information (including any “corporate communication” as defined in the Listing Rules from time to time) to any member:

- (i) in an electronic form personally or by mail in the manner set out in paragraph (C)(i) in this Article or by electronic communication to the address specified by such member to the Company for such purpose or by making it available on the Company’s website provided that, in each case, such member has consented, in the manner permitted in the Companies Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, to the Company communicating with such member in such form or manner; or

(ii) by any other means authorized in writing by the member concerned.

For the purposes of making available notice, document or other information (including any “corporate communication” as defined in the Listing Rules from time to time) to a member on the Company’s website, the Company shall notify that member that such notice, document or other information (including any “corporate communication” as defined in the Listing Rules from time to time) has been made available on the Company’s website in the manner prescribed by the Companies Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by The Stock Exchange of Hong Kong Limited from time to time.

A member may revoke his agreement that notice, document or other information (including any “corporate communication” as defined in the Listing Rules from time to time) may be sent or supplied to such member in an electronic form or by electronic communication or made available to such member through the Company’s website in accordance with paragraph (D)(i) of this Article above by sending a notice of revocation to the Company within such period and in such manner as may be specified under the Companies Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by The Stock Exchange of Hong Kong Limited from time to time.

If upon a member receiving from the Company a notice, document or other information (including any “corporate communication” as defined in the Listing Rules from time to time) in an electronic form or by electronic communication or by the Company making such notice, document or information available on its website, he requests that the Company send or supply to him such notice, document or information (including any “corporate communication” as defined in the Listing Rules from time to time) in hard copy form, the Company shall, if so required under the Companies Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, send or supply to him such notice, document or information (including any “corporate communication” as defined in the Listing Rules from time to time) requested in hard copy form free of charge.

(E) Subject to due compliance with the Companies Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules, any other rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, in the case of joint holders of a share, all notices, documents or other information (including any “corporate communication” as defined in the Listing Rules from time to time) shall be given to that one of the joint holders whose name stand first in the register and notice, document or information so given shall be deemed to have been given to all the joint holders of such share.”; and

(e) Article 173 be deleted in its entirety and replaced by the following:

“173. Subject to due compliance with the Companies Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, any notice, document or other information (including any “corporate communication” as defined in the Listing Rules from time to time) given or issued by or on behalf of the Company:

- (i) if sent personally by hand, shall be deemed to have been served or delivered at the time of personal service or delivery, and in proving such service or delivery, a certificate in writing signed by the Secretary or other person appointed by the Board that the notice, document or information was so served or delivered shall be conclusive evidence thereof;
- (ii) if sent by post, shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the notice, document or information is put in the post and in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the same was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the document was so address and put into such post office shall be conclusive evidence thereof;
- (iii) if delivered or left by the Company at a registered address of a member, shall be deemed to have been served or delivered on the day it was delivered or left, and in proving such delivery, a certificate in writing signed by the Secretary or other person appointed by the Board that the notice, document or information was so served or delivered shall be conclusive evidence thereof;
- (iv) if published by way of advertisement, shall be deemed to have been served or delivered on the day it was published;
- (v) if sent by electronic communication (other than by making it available on the Company’s website), shall be deemed to have been served or delivered:
  - (aa) at the time when such communication is sent or supplied; or
  - (bb) at such time as prescribed under the Companies Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by The Stock Exchange of Hong Kong Limited from time to time,

whichever is later;

(vi) if made available by the Company on its website, shall be deemed to have been served or delivered:

(aa) at the later of: (1) the time that such notice, document or other information (including any “corporate communication” as defined in the Listing Rules from time to time) was first made available on the Company’s website; and (2) the time that a member was notified of the presence of such notice, document or other information (including any “corporate communication” as defined in the Listing Rules from time to time) on the Company’s website; or

(bb) at such time as prescribed under the Companies Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by The Stock Exchange of Hong Kong Limited from time to time,

whichever is later; and

(vii) if sent by any other means authorized in writing by the member concerned, shall be deemed to have been served or delivered when the Company has carried out the action it has been authorized to take for that purpose.”

By Order of the Board  
**Bella Peck Lim Chhoa**  
*Company Secretary*

Hong Kong, 16 September 2011

*Registered Office:*

28th Floor  
4 Des Voeux Road Central  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the Meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a shareholder of the Company.
2. In order to be valid, all proxies must be deposited at the registered office of the Company, 28th Floor, 4 Des Voeux Road Central, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
3. The register of members will be closed from Friday, 14 October 2011 to Tuesday, 18 October 2011, both days inclusive, during which period no share transfers will be effected. In order to qualify for attending and voting at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrars, Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 13 October 2011.
4. The register of members will be closed on Monday, 24 October 2011 on which no share transfers will be effected. In order to qualify for the proposed final dividend (subject to shareholders’ approval at the Meeting), all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrars, Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 21 October 2011.

5. Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the Meeting, the chairman of the Meeting will exercise his power under article 74 of the articles of association of the Company to put each of the resolutions set out in this notice of the Meeting (the "Notice") to be voted by way of poll. On a poll, every shareholder present in person (or in the case of a corporation by its corporate representative) or by proxy shall have one vote for each share of which he/she is the holder.
6. The results of the poll will be published on the Company's website at [www.hanglunggroup.com](http://www.hanglunggroup.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) on the date of the Meeting.
7. As at the date of the Notice, the board of the Company comprises the following directors:  
*Executive directors:* Mr. Ronnie C. CHAN, Mr. Philip N.L. CHEN, Mr. William P.Y. KO and Mr. H.C. HO  
*Non-executive director:* Mr. Gerald L. CHAN  
*Independent non-executive directors:* Mr. S.S. YIN, Dr. H.K. CHENG, Ms. Laura L.Y. CHEN and Mr. Simon S.O. IP