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**天德地產有限公司**  
**Tian Teck Land Limited**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 266)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of the Company will be held at GOLDEN PALACE SEAVIEW BANQUET HALL, 26TH FLOOR, iSQUARE, 63 NATHAN ROAD, TSIM SHA TSUI, KOWLOON, HONG KONG on Wednesday, 3 September 2014 at 12:00 noon for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 March 2014.
2. To consider and declare a final dividend for the year ended 31 March 2014.
3. To re-elect retiring directors.
4. To re-appoint KPMG as Auditor of the Company to hold office from the conclusion of this Meeting until conclusion of the next annual general meeting and to authorise the Directors to fix its remuneration.

To consider and, if thought fit, pass the following resolutions of which items 5 and 6 shall be proposed as Ordinary Resolutions and item 7 as a Special Resolution:

**ORDINARY RESOLUTIONS**

5. To authorise the Directors to fix the Directors' remuneration.
- 6.(1) THAT:
  - (a) subject to paragraph (c), pursuant to Section 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and dispose of additional shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

- (c) the total number of shares 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), otherwise than pursuant to a Rights Issue, shall not exceed the aggregate of (aa) 10 per cent. of the total number of shares of the Company in issue at the date of passing this Resolution plus (bb) (if the Directors are so authorised by a separate ordinary resolution of the Company) the total number of shares of the Company bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the total number of shares of the Company in issue at the date of passing this Resolution) and the said approval 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 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 the Companies Ordinance to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting;

‘Rights Issue’ means an offer of shares, or offer or issue of warrants or options to subscribe for shares, open for a period fixed by the Company or the Directors of the Company to holders of shares of the Company, or any class of shares, on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong including without limitation disposal of shares which, by reason of such exclusions or arrangements, are not allotted to the shareholders who would otherwise have been entitled thereto); and

‘shares’ shall, for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.

(2) THAT:

- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase ordinary shares in the Company (‘Shares’) be and is hereby generally and unconditionally approved;
- (b) the maximum number of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10 per

cent. of the total number of shares of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

- (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; and
  - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

‘shares’ shall, for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.

- (3) THAT the Directors of the Company be and they are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as resolution 6(1) in the notice of this Meeting in respect of the shares of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.

### **SPECIAL RESOLUTION**

7. THAT the new Articles of Association of the Company, a copy of which has been produced to the Meeting and initialed by the chairman of the Meeting for the purpose of identification, which, among other things, dispense with the “objects” clause, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Memorandum and Articles of Association of the Company as amended by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) when it came into force and THAT any Director or the Company Secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the new Articles of Association of the Company.

By Order of the Board  
**Tian Teck Land Limited**  
**Ng Sau Fong**  
Company Secretary

Hong Kong, 24 July 2014

*As at the date of this notice, Mr Cheong Hooi Hong, Mr Cheong Kheng Lim, Mr Cheong Keng Hooi, Mr Cheong Sim Lam and Miss Cheong Chong Ling are executive directors, Mr Sin Cho Chiu, Charles is a non-executive director, and Mr Chow Wan Hoi, Paul, Mr Yau Allen Lee-nam and Mr Tse Pang Yuen are independent non-executive directors.*

**NOTES:**

1. Any member entitled to attend, speak and vote is entitled to appoint one or more proxies to attend, speak and vote on his behalf. A proxy need not also be a member. Forms of proxy, to be valid, must be lodged at 9th Floor, iSQUARE, 63 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong not less than 24 hours before the time appointed for the taking of the poll.
2. Concerning item 6(1) above, approval is being sought from members for a general mandate to authorise allotment of shares under Section 141 of the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Directors have no present intention to issue any new shares of the Company pursuant to such approval.
3. Concerning items 6(2) and 6(3), approval is also being sought for a general mandate to purchase shares in the Company. A circular has been sent to members concerning these matters. The Directors have no present intention to effect such purchase.
4. The Register of Members will be closed for the purpose of determining shareholders' eligibility to attend, speak and vote at the Annual General Meeting from Monday, 1 September 2014 to Wednesday, 3 September 2014, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 29 August 2014.

Subject to shareholders' approval on the proposed final dividend at the Annual General Meeting, the Register of Members will be closed for the purpose of determining the identity of members who are entitled to receive the said final dividend from Wednesday, 10 September 2014 to Friday, 12 September 2014, both days inclusive, during which period no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited (whose address is shown in the preceding paragraph) not later than 4:30 p.m. on Monday, 8 September 2014. The proposed final dividend will be paid on Monday, 29 September 2014 to shareholders whose names appear on the Register of Members on Friday, 12 September 2014 following approval at the Annual General Meeting.

5. If typhoon signal no. 8 or above or a black rainstorm signal is in force after 8:00 a.m. on the date of the Annual General Meeting, the said Meeting will be postponed. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and of the Company at <http://tll.etnet.com.hk/ca-calendar-e.html> to notify shareholders of details of the rescheduled meeting.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.