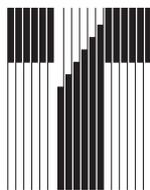


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## **TERN PROPERTIES COMPANY LIMITED**

**太興置業有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 277)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Tern Properties Company (the “**Company**”) (the “**EGM**”) will be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 30 July 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution.

#### **SPECIAL RESOLUTION**

**“THAT:**

- (a) the terms of the agreed form of the share buy-back agreement (the “**Share Buy-back Agreement**”) (a copy of which is tabled at the EGM and marked “A” and initialled by the chairman of the EGM for identification purposes) proposed to be entered into between the Company, Grand Fort Investments Limited (“**Grand Fort**”), Mr. Chim Pui Chung and Mr. Law Fei Shing, pursuant to which Grand Fort will transfer to the Company 30,525,639 shares of the Company on terms contained therein at a consideration of HK\$155,680,758.90, be and are hereby approved;
- (b) the transactions contemplated under the Share Buy-back Agreement be and are hereby approved; and
- (c) the directors of the Company (or a duly authorised person hereof) be and are hereby authorised to take all such steps to implement and give effect to the Share Buy-back Agreement and the transactions thereunder (including the execution of all documents or deeds as they may consider necessary or appropriate in relation thereto and the making of any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions as they think fit).”

By order of the Board of  
**Tern Properties Company Limited**  
**Chan Hoi Sow**  
*Chairman*

Hong Kong, 28 June 2019

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a shareholder of the Company.
2. The register of members of the Company will be closed from Thursday, 25 July 2019 to Tuesday, 30 July 2019 (both dates inclusive) for determining the entitlements to attend the EGM. No transfer of Shares will be registered during this period. Shareholders are reminded that, in order to qualify for attendance of the EGM, all transfers accompanied by the certificates for the relevant Shares must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 July 2019.
3. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy thereof, must be deposited at the Company at 26th Floor, Tern Centre, Tower I, 237 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for holding the EGM or adjourned meeting.
4. Completion and return of the form of proxy shall not preclude a shareholder from attending and voting in person at the EGM or at any adjournment thereof if the shareholder so wishes.
5. The resolution set out in the notice will be taken by way of poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the results will be published on the website of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.

*As at the date of this notice, the Board of Directors of the Company comprises seven Directors, of which three are Executive Directors, namely Mr. CHAN Hoi Sow, Mr. CHAN Yan Tin, Andrew and Ms. CHAN Yan Wai, Emily, one is Non-Executive Director, namely Ms. CHAN Yan Mei, Mary-ellen and three are Independent Non-Executive Directors, namely Mr. CHAN Kwok Wai, Mr. TSE Lai Han, Henry and Ms. CHEUNG Chong Wai, Janet.*