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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)**

**(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
- prohibit attendance at the Annual General Meeting if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance
- prohibit attendance at the Annual General Meeting if the attendee has been to the countries in the 14-day period prior to the Annual General Meeting as stated in page 3 of this circular and/or such other countries or time periods as may be required or recommended by any government agencies from time to time
- 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 Property Holdings Company Limited to be held at PLAZA Room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 22 May 2020 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 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, 20 May 2020) 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>).

20 April 2020

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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, 22 May 2020 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 2019
“Latest Practicable Date”	9 April 2020, 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 attendees will be required to undergo a temperature check and sign a health declaration form before entering the Annual General Meeting venue.
- Any person who has a fever will not be permitted to attend the Annual General Meeting. Persons exhibiting flu-like symptoms may also be refused admittance at the Company’s discretion.
- Any person, irrespective of nationality, who has been to France, Germany, Italy, Spain, Iran, Republic of Korea, Japan, ASEAN countries, Switzerland, United Kingdom and the People’s Republic of China in the 14-day period prior to the Annual General Meeting and/or such other countries or time periods as may be required or recommended by any government agencies from time to time, will not be permitted to attend the Annual General Meeting.
- 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. Attendees who feel unwell (even without flu-like symptoms) are encouraged to wear surgical masks.

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 am, 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. Lai Zhuobin  
Mr. Xiao Xu  
Mr. Wu Jian

*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

20 April 2020

*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. Kei Hoi Pang, Ms. Kei Perenna Hoi Ting and Mr. Cai Suisheng shall retire from office of Directors by rotation at the Annual General Meeting. In accordance with Article 83(3) of the Articles of Association, Mr. Wu Jian will hold office until the forthcoming 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. Kei Hoi Pang and Mr. Wu Jian as executive Directors, Ms. Kei Perenna Hoi Ting as non-executive Director, and Mr. Cai Suisheng 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 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 16 to 20 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 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 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, 20 May 2020) 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 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. Kei Hoi Pang, aged 53**

Mr. Kei Hoi Pang was appointed as an executive Director on 18 November 2013. Mr. Kei is also the founder and chairman of the Company. He is the chairman of Nomination Committee and a member of remuneration committee of the Company. Mr. Kei was also the chief executive officer of the Company from April 2011 to 29 January 2018. He is primarily responsible for the overall strategic planning of the Group's business. He is the father of Ms. Kei Perenna Hoi Ting, a non-executive Director. In March 1996, Mr. Kei was appointed as an executive director and chief executive officer of Guangdong Logan (Group) Co., Ltd., one of our predecessors. Since October 2009, Mr. Kei has also served as a director and chief executive officer of Shenzhen Logan Holdings Company Limited (formerly known as "Shenzhen Youkaisi Investment Co., Ltd."). Mr. Kei Hoi Pang is presently a member of the 13<sup>th</sup> National Committee of Chinese People's Political Consultative Conference. Mr. Kei has over 20 years of experience in the property development industry and possesses experience in corporate strategic planning and management as well as project management.

Mr. Kei 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. Kei 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 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. Kei 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. Kei was deemed to be interested in 4,269,081,250 Shares representing 77.46% of the Shares issued by the Company. Save as disclosed above, Mr. Kei 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 2019, his total remuneration was RMB25,060,000 which comprised salaries and allowances of RMB9,252,000, bonuses of RMB12,993,000, pension scheme contribution of RMB90,000.

**Mr. Wu Jian, aged 49**

Mr. Wu Jian was appointed as an executive Director on 12 September 2019. Mr. Wu joined the Company as the deputy president in August 2019. Mr. Wu has more than 15 years of experience in the property development industry. Mr. Wu was employed by Fuzhou Architectural Design Institute from April 1994 to March 2004. Mr. Wu joined Ronshine China Holdings Limited in March 2004 and had assumed various positions, including being the executive director from 1 December 2014 to 16 November 2018 and chief executive officer from January 2017 to November 2018. Mr. Wu graduated from Shanghai Jiao Tong University in July 1991 with a bachelor's degree in industrial and civil architecture and from Zhejiang University in March 1994 with a master degree in structural engineering.

Save as disclosed above, Mr. Wu 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. Wu has entered into a service contract with the Company under which he agreed to act as an executive Director for a period of 3 years commencing from 12 September 2019 until terminated by not less than three months' notice in writing served by either party on the other. Mr. Wu is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

Mr. Wu 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. Wu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations. For the year ended 31 December 2019, his total remuneration was RMB4,808,000 which comprised salaries and allowances of RMB2,317,000, bonuses of RMB2,469,000, pension scheme contribution of RMB22,000.

**Ms. Kei Perenna Hoi Ting, aged 30**

Ms. Kei Perenna Hoi Ting was appointed as a Director on 14 May 2010 and was re-designated as a non-executive Director on 18 November 2013. She is the daughter of Mr. Kei Hoi Pang, chairman of the Company and an executive Director. In August 2011, Ms. Kei obtained a bachelor's degree in Economics and Finance from the University of London.

Ms. Kei 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.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms. Kei was deemed to be interested in 4,254,681,250 Shares representing 77.20% of the Shares issued by the Company. Save as disclosed above, Ms. Kei 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. Ms. Kei has entered into a service agreement with the Company under which she agreed to act as a non-executive Director 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. Ms. Kei is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association. For the year ended 31 December 2019, her total remuneration was RMB7,249,000 which comprised Director's fee of RMB2,486,000, bonuses of RMB3,898,000, pension scheme contribution of RMB59,000.

**Mr. Cai Suisheng, aged 69**

Mr. Cai Suisheng was appointed as an independent non-executive Director on 18 November 2013. Mr. Cai is currently the honorary president of Guangdong Provincial Real Estate Association (廣東省房地產行業協會). Mr. Cai was appointed as a senior consultant of Shenzhen Real Estate Intermediary Association (深圳市房地產中介協會) in January 2019. Also, in 2004, Mr. Cai was a visiting scholar at the Institute of Housing and Urban Research of Uppsala University in Sweden (瑞典烏普薩拉大學住房與城市發展研究所). From 2006 to 2010, Mr. Cai served as a standing director of the China Real Estate Association (中國房地產業協會). From 2007 to 2016, Mr. Cai was appointed as the president of Guangdong Provincial Real Estate Association and the vice president of Guangdong Economics Association (廣東經濟學會) respectively. In June 2014, Mr. Cai was re-designated from independent non-executive director to the external director of Guangzhou Pearl River Industrial Development Co., Ltd. (廣州珠江實業開發股份有限公司), a company listed on the Shanghai Stock Exchange. In October 2013, Mr. Cai was appointed as honorary professor of the department of urban planning and design of the University of Hong Kong and visiting professor of College of Real Estate of Beijing Normal University Zhuhai. In September 2018, Mr. Cai was appointed as visiting professor of the department of urban planning and design of the University of Hong Kong. Mr. Cai has in-depth knowledge and extensive experience in real estate policies, market and urban management and has published numerous articles and reviews regarding the real estate market, housing policy as well as urban development and management in various newspaper and publications.

Save as disclosed above, Mr. Cai 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. Cai 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. Cai 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. Cai 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. Cai is entitled to receive an annual Director's fee of HK\$500,000. For the year ended 31 December 2019, his 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 5,510,994,450 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 551,099,445 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 2019) 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 <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2019</b>		
April	14.340	12.120
May	12.840	10.400
June	13.068 (Adjusted) <sup>1</sup>	10.860 (Adjusted) <sup>1</sup>
July	13.260	11.860
August	12.000	9.700
September	11.940	10.740
October	12.320	10.880
November	12.720	11.340
December	13.320	11.320
<b>2020</b>		
January	13.94	11.74
February	13.78	11.42
March	14.54	8.89
April (up to the Latest Practicable Date)	12.90	11.36

<sup>1</sup> Adjusted for declaration of a special dividend of HK\$7 cents per ordinary share by the Company with ex-dividend date on 24 June 2019.

## 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 77.15% of the total number of Shares in issue. In addition, Ms. Kei Perenna Hoi Ting holds 1,281,250 Shares, representing approximately 0.023% 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 85.75% and 85.91% 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**

During the 6 months prior to the Latest Practicable Date, the Company has bought back a total of 3,746,000 Shares of the Company on the Stock Exchange and the details are set out below.

<b>Day of Buy-Back</b>	<b>No. of Shares</b>	<b>Price per share</b>	
		<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
14 January 2020	500,000	12.74	12.66
15 January 2020	500,000	13.04	12.88
16 January 2020	46,000	13.28	13.22
20 January 2020	1,200,000	13.60	13.34
21 January 2020	500,000	12.88	12.82
23 January 2020	500,000	13.08	12.94
24 January 2020	500,000	13.20	12.82

# LOGAN

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## 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 Friday, 22 May 2020 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 2019.
2. To declare a final dividend of HK45 cents per share for the year ended 31 December 2019.
3. To re-elect Mr. Kei Hoi Pang as executive Director.
4. To re-elect Mr. Wu Jian as executive Director.
5. To re-elect Ms. Kei Perenna Hoi Ting as non-executive Director.
6. To re-elect Mr. Cai Suisheng as independent non-executive Director.
7. To authorize the board of Directors to fix the Director’ remuneration.
8. 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:

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;
- (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;

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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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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 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, 20 April 2020

**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, 20 May 2020) 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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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, 19 May 2020 to Friday, 22 May 2020, 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 Monday, 18 May 2020.
5. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Monday, 6 July 2020 to Wednesday, 8 July 2020, 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 Friday, 3 July 2020.
6. References to time and dates in this notice are to Hong Kong time and dates.