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嘉里建設有限公司*

KERRY PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

website: www.kerryprops.com

(Stock Code: 683)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Kerry Properties Limited (the “**Company**”) will be held at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 31 May 2019 at 11:00 a.m. for the following purpose:–

To consider, and if thought fit, passing with or without modification the following resolution as an **ORDINARY RESOLUTION**:–

“**THAT**

- (1) the Sale and Purchase Agreements (copies of the Sale and Purchase Agreements have been produced to this meeting marked “A” and signed by the Chairman of the special general meeting for the purpose of identification) and the Transactions be and are hereby confirmed, ratified and approved; and
- (2) the board of directors of the Company be and is hereby authorised to take all such actions as it considers necessary or desirable to implement and give effect to the Sale and Purchase Agreements and the Transactions.

For the purposes of this resolution, the terms “**Sale and Purchase Agreements**” and “**Transactions**” shall have the same definition as defined in the circular to the shareholders of the Company dated 3 May 2019.”

By order of the Board
Li Siu Ching, Liz
Company Secretary

Hong Kong, 3 May 2019

* *For identification purpose only*

*Head Office and Principal Place
of Business in Hong Kong:*
25/F, Kerry Centre
683 King's Road
Quarry Bay
Hong Kong

Notes:

1. Every member entitled to attend and vote at the above meeting (or at any adjournment thereof) (the "SGM") is entitled to appoint up to two individuals as his proxies. A proxy need not be a member of the Company. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.
2. Where there are joint holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the registers of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus 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 SGM. Completion and return of the form of proxy will not preclude a member from attending the SGM and voting in person if he so wishes.
4. The registers of members of the Company will be closed from Tuesday, 28 May 2019 to Friday, 31 May 2019, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the SGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Tricor Abacus Limited at the above address not later than 4:30 p.m. on Monday, 27 May 2019.
5. Shareholders are advised to read the circular to the shareholders of the Company dated 3 May 2019 which contains information concerning the resolution to be proposed in this notice.
6. The resolution to be proposed at the SGM shall be decided by poll.

As at the date of this announcement, the Directors of the Company are:

Executive Directors: *Messrs. Wong Siu Kong, Bryan Pallop Gaw and Wong Chi Kong, Louis*

Non-executive Director: *Mr. Kuok Khoon Hua*

Independent Non-

executive Directors: *Mr. Ku Moon Lun, Ms. Wong Yu Pok, Marina, JP and Mr. Chang Tso Tung, Stephen*