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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**  
**龍光地產**

**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)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS**  
**PROPOSED GENERAL MANDATES TO BUY BACK SHARES**  
**PROPOSED GENERAL MANDATE TO ISSUE SHARES**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A 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 Wednesday, 20 June 2018 at 4:00 p.m. is set out on pages 13 to 17 of this circular. A form of proxy for use at the Annual General Meeting is enclosed. 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>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy 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 22, 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. 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.

30 April 2018

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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 Wednesday, 20 June 2018 at 4:00 p.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 27 June 2017
“Latest Practicable Date”	23 April 2018, 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
“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

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## DEFINITIONS

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“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 Repurchases

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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)*  
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*Executive Directors:*

Mr. Kei Hoi Pang  
Mr. Ji Jiande  
Mr. Xiao Xu  
Mr. Lai Zhuobin

*Non-executive Director:*

Ms. Kei Perenna Hoi Ting

*Independent Non-executive Directors:*

Mr. Zhang Huaqiao  
Dr. 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

30 April 2018

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS**  
**PROPOSED GENERAL MANDATES TO BUY BACK SHARES**  
**PROPOSED GENERAL MANDATE TO ISSUE SHARES**  
**AND**  
**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 the 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. Lai Zhuobin, Mr. Zhang Huaqiao and Mr. Cai Suisheng shall retire from office of Directors by rotation at the Annual General Meeting. All of the above retiring Directors, being eligible, have offered themselves for re-election at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Lai Zhuobin as executive Director, and Mr. Zhang Huaqiao and Mr. Cai Suisheng as independent non-executive Directors.

Details of the retiring Directors 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 8 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.

### **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 9 and 10 of the notice of Annual General Meeting.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 13 to 17 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 vote 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 22, 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. 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.

### 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. Lai Zhuobin, aged 46**

Mr. Lai Zhuobin was appointed as an executive Director on 18 November 2013 and the chief financial officer of the Company in July 2015. He is also the financial director of the Group. Mr. Lai is mainly responsible for the financial management and capital markets functions of the Group. Mr. Lai was employed by Logan Property Limited Liability Company (formerly known as “Logan Real Estate Holdings Co., Ltd.”) in 2007 and held various senior positions within the financial management division during the period from November 2007 to May 2011. In May 2011, Mr. Lai was appointed and has since served as the financial controller of Shenzhen Logan Holdings Company Limited. He is a member of the Chinese Institute of Certificate Public Accountants. Mr. Lai obtained a bachelor’s degree in science from Sun Yat-sen University (中山大學) in July 1993 and obtained a master’s degree in engineering from Beijing Institute of Technology in July 2003. Mr. Lai also obtained an executive master’s degree in business management from Peking University in 2013.

Mr. Lai did not held any directorship in other listed companies in the last three years.

Mr. Lai 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. Lai had beneficial interest in 521,250 Shares, an option to subscribe for 3,127,500 Shares at a subscription price of HK\$2.34 per Share and an option to subscribe for 2,800,000 Shares at a subscription price of HK\$7.43 per Share within the meaning of Part XV of the SFO.

Mr. Lai 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 2016 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. Lai is entitled to receive an annual basic salary of RMB1,500,000. Mr. Lai is also entitled to receive discretionary bonuses, share options or other benefits as may be decided by the Board having regard to his performance and duties, the Company’s performance and profitability and the prevailing market condition. For the year ended 31 December 2017, his total remuneration was RMB7,203,000 which comprised salaries and allowances of RMB2,751,000, bonuses of RMB4,377,000, pension scheme contribution of RMB75,000.

**Mr. Zhang Huaqiao, aged 54**

Mr. Zhang Huaqiao was appointed as an independent non-executive Director on 18 November 2013. Mr. Zhang is a director of various companies the shares of which are listed on the Hong Kong Stock Exchange, including as a non-executive director of Boer Power Holdings Limited (Stock Code: 1685), an independent non-executive director of Fosun International Limited (Stock Code: 656), Zhong An Real Estate Limited (Stock Code: 672), China Huirong Financial Holdings Limited (Stock Code: 1290), Luye Pharma Group Ltd. (Stock Code: 2186) and Wanda Hotel Development Company Limited (Stock Code: 169). Mr. Zhang is the chairman of the board of China Smartpay Group Holdings Limited (formerly known as “Oriental City Group Holdings Limited”) (Stock code: 8325). Mr. Zhang has resigned as a director of Nanjing Central Emporium Group Stocks Co., Ltd. in June 2015 (SS Stock Code: 600280), a company the shares of which are listed on Shanghai Stock Exchange. Mr. Zhang has resigned as an independent non-executive director of Yancoal Australia Ltd on 30 January 2018 (Stock Code: YAL), a company listed on the Australia Securities Exchange and Sinopec Oilfield Service Corporation (formerly known as “Sinopec Yizheng Chemical Fibre Company Limited”) (Stock Code: 1033) on 28 March 2018 respectively. Since April 2017, Mr. Zhang has also been an independent non-executive director of China Rapid Financial Limited (Stock Code: XRF), a company listed on the New York Stock Exchange. From June 1999 to April 2006, Mr. Zhang had worked with UBS AG, Hong Kong Branch and held positions as a director, executive director, managing director and the co-head of its China Research team. Mr. Zhang obtained a master’s degree in economics from the Graduate School of the People’s Bank of China in July 1986 and obtained a master’s degree in economics of development from the Australian National University in April 1991.

Save as disclosed above, Mr. Zhang did not held any directorship in other listed companies in the last three years.

Mr. Zhang 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. Zhang 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. Zhang 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 2016 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. Zhang is entitled to receive an annual Director’s fee of HK\$400,000. For the year ended 31 December 2017, his total Director’s fee was HK\$400,000.

**Mr. Cai Suisheng, aged 67**

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). 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. 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.

Mr. Cai did not held any directorship in other listed companies 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 three years commencing from 20 December 2016 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\$400,000. For the year ended 31 December 2017, his total Director's fee was HK\$400,000.

Save as disclosed above, there is no information which is discloseable nor the above Directors 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.

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## **APPENDIX II EXPLANATORY STATEMENT ON SHARE BUY-BACK MANDATE**

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This appendix serves as an explanatory statement required to be sent to the Shareholders under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information to Shareholders for their consideration of the Share Buy-back Mandate.

### **1. SHARES IN ISSUE**

As at the Latest Practicable Date, there are a total number of 5,492,507,250 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 8 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 549,250,725 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**

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 2017) 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:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2017</b>		
March	4.10	3.24
April	4.73	4.15
May	4.99	4.12
June	5.39	4.69
July	7.08	5.24
August	7.60	6.50
September	10.40	7.11
October	8.77	7.14
November	7.49	6.60
December	8.18	6.80
<b>2018</b>		
January	12.20	8.10
February	12.44	9.16
March	12.88	10.60
April ( <i>up to the Latest Practicable Date</i> )	12.60	10.72

**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 77.41% of the total number of Shares in issue. In addition, Ms. Kei Perenna Hoi Ting holds 256,250 Shares, representing approximately 0.005% of the total number of Shares in issue. Mr. Kei Hoi Pang holds 1,640,000 Shares and is deemed to be interested in 256,250 Shares held by Ms. Kei Perenna Hoi Ting, representing approximately 0.03% 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 86.01% and 86.05% 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 the result of the buy-back would be that less than 15% (as approved by the Stock Exchange) of the total number of Shares in issue would be 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 15,652,000 Shares of the Company on the Stock Exchange and the details are set out below.

<b>Date of Buy-back</b>	<b>No. of Shares</b>	<b>Price Per Share</b>	
		<b>Highest HK\$</b>	<b>Lowest HK\$</b>
9 October 2017	492,000	8.00	7.90
11 October 2017	500,000	8.00	7.92
12 October 2017	24,000	7.99	7.95
16 October 2017	486,000	8.00	7.89
17 October 2017	580,000	7.93	7.89
18 October 2017	244,000	7.98	7.91
19 October 2017	426,000	8.02	7.88
26 October 2017	304,000	7.95	7.91
27 October 2017	644,000	7.92	7.48
31 October 2017	390,000	7.25	7.20
2 November 2017	1,300,000	7.30	7.16
6 November 2017	580,000	7.15	7.08
10 November 2017	660,000	7.20	7.01
20 November 2017	6,532,000	6.93	6.64
21 November 2017	392,000	6.85	6.74
23 November 2017	200,000	7.15	7.08
24 November 2017	350,000	7.20	7.17
27 November 2017	512,000	7.01	6.98
6 December 2017	722,000	7.15	7.09
7 December 2017	314,000	7.04	6.98

# LOGAN

龍光地產

## 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 Wednesday, 20 June 2018 at 4:00 p.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 2017.
2. To declare a final dividend of HK17 cents per share and a special dividend of HK2 cents per share for the year ended 31 December 2017.
3. To re-elect Mr. Lai Zhuobin as executive Director.
4. To re-elect Mr. Zhang Huaqiao as independent non-executive Director.
5. To re-elect Mr. Cai Suisheng as independent non-executive Director.
6. To authorize the board of Directors to fix the Director’ remuneration.
7. To re-appoint Ernst & Young as the Auditors and to authorize the board of directors to fix their remuneration.

To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

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## NOTICE OF ANNUAL GENERAL MEETING

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8. 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.”

9. 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;
- (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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## NOTICE OF ANNUAL GENERAL MEETING

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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.

“Right 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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## NOTICE OF ANNUAL GENERAL MEETING

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10. 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 8 and 9 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 9 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 8 of the Notice, provided that such amount 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, 30 April 2018

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 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM. Delivery 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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## NOTICE OF ANNUAL GENERAL MEETING

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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 Thursday, 14 June 2018 to Wednesday, 20 June 2018, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 13 June 2018.
5. To ascertain the shareholders' entitlement to the proposed final dividend and special dividend, the register of members of the Company will be closed from Wednesday, 27 June 2018 to Friday, 29 June 2018, both days inclusive. In order to qualify for the proposed final dividend and special dividend, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 26 June 2018.
6. References to time and dates in this notice are to Hong Kong time and dates.