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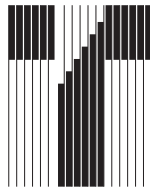
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Tern Properties Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO BUY BACK SHARES  
AND TO ISSUE SHARES  
AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Tern Properties Company Limited to be held in the conference room of Woo, Kwan, Lee & Lo, 25th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 16 August 2019 at 12:00 noon is set out on pages 14 to 18 of this circular to be despatched to shareholders together with this circular.

If you do not intend or are unable to be present at the annual general meeting and wish to appoint a proxy/proxies to attend, speak and vote on your behalf, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or adjourned meeting should you so wish.

18 July 2019

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## DEFINITIONS

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*In this circular (other than in the notice of AGM), unless the context otherwise requires, the following expressions shall have the following meanings :*

“AGM”	the annual general meeting of the Company to be held in the conference room of Woo, Kwan, Lee & Lo, 25th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 16 August 2019 at 12:00 noon
“Articles of Association”	the articles of association of the Company, as originally adopted, or as from time to time altered in accordance with the Companies Ordinance
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Tern Properties Company Limited 太興置業有限公司, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 July 2019, 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
“Noranger”	Noranger Company Limited, a company beneficially wholly owned by Beyers Investments Limited which is turn ultimately, indirectly and wholly owned by Sow Pin Trust, a discretionary trust, the beneficiaries of which are Mr. Chan Hoi Sow and his family members
“Securities and Futures Ordinance”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)

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## DEFINITIONS

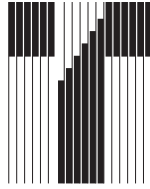
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“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Sow Pin Trust”	a discretionary trust of which the trustee is Credit Suisse Trust Limited, a substantial shareholder of the Company, and the beneficiaries are the family members of Mr. Chan Hoi Sow
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers

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LETTER FROM THE CHAIRMAN

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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)**

*Directors :*

Mr. Chan Hoi Sow (*Chairman and Managing Director*)

Mr. Chan Yan Tin, Andrew

Ms. Chan Yan Wai, Emily

Ms. Chan Yan Mei, Mary-ellen\*

Mr. Chan Kwok Wai\*\*

Mr. Tse Lai Han, Henry\*\*

Ms. Cheung Chong Wai, Janet\*\*

*Registered office :*

26th Floor

Tern Centre, Tower I

237 Queen's Road Central

Hong Kong

\* *Non-Executive Director*

\*\* *Independent Non-Executive Director*

18 July 2019

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO BUY BACK SHARES  
AND TO ISSUE SHARES  
AND NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to (i) the re-election of Directors; (ii) the granting to the Directors of general mandates for the issue of Shares and the buy-back of Shares up to 20% and 10% respectively of the Company's issued Shares as at the date of the resolutions.

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## LETTER FROM THE CHAIRMAN

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### RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Mr. Chan Hoi Sow, Mr. Chan Yan Tin, Andrew, Ms. Chan Yan Wai, Emily, Ms. Chan Yan Mei, Mary-ellen, Mr. Chan Kwok Wai, Mr. Tse Lai Han, Henry and Ms. Cheung Chong Wai, Janet.

Pursuant to Article 103 of the Articles of Association, Mr. Chan Hoi Sow, Ms. Chan Yan Wai Emily and Mr. Tse Lai Han, Henry shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

In compliance with the requirement of code provision E.1.1 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 of the Listing Rules, a separate resolution will be proposed at the AGM for the re-election of each individual director whether such Director is an Executive Director, Non-Executive Director or Independent Non-Executive Director.

Mr. Tse Lai Han, Henry has served as an Independent Non-Executive Director more than 9 years and the re-election of him will be subject to separate resolution to be approved by the Shareholders. As Independent Non-Executive Director with in-depth understanding of the Company's operations and business, Mr. Tse Lai Han, Henry has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating a firm commitment to his role.

The Nomination Committee and the Board considers that the long service of Mr. Tse Lai Han, Henry would not affect his exercise of independent judgement and is satisfied that Mr. Tse Lai Han, Henry has the required characters, integrities and experiences to continue fulfilling the role of Independent Non-Executive Director. The Nomination Committee and the Board have reviewed the annual written confirmation of independence of Mr. Tse and assessed his independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules. He does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. The Nomination Committee and the Board are also not aware of any circumstance that might influence Mr. Tse in exercising independent judgment. On this basis, Mr. Tse is considered independent. The Nomination Committee nominated Mr. Tse to the Board for it to propose to the Shareholders for re-election at the AGM. Accordingly, the Board proposed that Mr. Tse stands for re-election as independent non-executive Director at the AGM. Mr. Tse has considerable experience in both construction and property development in Hong Kong and overseas. The Board believes that the skills and experiences he acquired will be able to bring valuable contribution to the Group. The Board also considers that the re-election of Mr. Tse Lai Han, Henry as Director is in the best interests of the Company and Shareholders as a whole.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

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## LETTER FROM THE CHAIRMAN

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### GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 16 August 2018, a general mandate was given by the Company to the Directors to exercise the powers of the Company to buy back Shares. This general mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to give a general and unconditional mandate to the Directors to exercise the powers of the Company to buy back at any time until the next annual general meeting of the Company following the passing of the ordinary resolution or such earlier period as stated in the ordinary resolution Shares up to a maximum of 10% of the total number of Shares in issue at the date of the passing of the ordinary resolution (i.e. not exceeding 30,775,852 Shares based on 307,758,522 Shares in issue as at the Latest Practicable Date and assuming that the number of issued Shares remain the same at the date of the passing of the resolution) (the “Buy-Back Mandate”).

An explanatory statement providing the requisite information as required under the Listing Rules is set out in Appendix II to this circular.

### GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 16 August 2018, a general mandate was given by the Company to the Directors to exercise the powers of the Company to issue Shares. This general mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to issue during the period up to the next annual general meeting of the Company following the passing of the ordinary resolution or such earlier period as stated in the ordinary resolution Shares representing up to 20% of the total number of Shares in issue at the date of the passing of the resolution (i.e. not exceeding 61,551,704 Shares based on 307,758,522 Shares in issue as at the Latest Practicable Date and assuming that the number of issued Shares remain the same at the date of the passing of the resolution) (the “Issue Mandate”). In addition, an ordinary resolution will be proposed to authorise extension of the Issue Mandate which would increase the limit of the Issue Mandate by adding to it the total number of Shares bought back under the Buy-Back Mandate.

### ANNUAL GENERAL MEETING

At the AGM, resolutions will be proposed to the Shareholders to consider the ordinary business to be considered at the AGM, including the re-election of retiring Directors and the special business to be considered at the AGM, being the grant of the Buy-Back Mandate, the Issue Mandate and the extension of the Issue Mandate. The notice of AGM is set out on pages 14 to 18 of this circular expected to be despatched to Shareholders together with this circular.

A form of proxy for use at the AGM is enclosed with this circular. If you do not intend or are unable to be present at the AGM and wish to appoint a proxy/proxies to attend, speak and vote on your behalf, you are requested to complete the accompanying form of proxy and

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## LETTER FROM THE CHAIRMAN

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return it to the registered office of the Company in accordance with the instructions printed thereon not later than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting if you so desire.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders 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 and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **RECOMMENDATION**

The Directors consider that the re-election of the retiring Directors, the granting of the Buy-Back Mandate, the Issue Mandate and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed at the AGM to give effect to them.

Yours faithfully,  
**Chan Hoi Sow**  
*Chairman*



The biographical details of three Directors proposed to be re-elected at the AGM are set out as follows:–

**Chan Hoi Sow**

Mr. Chan Hoi Sow, aged 85, has been the Chairman and Managing Director of the Group since 1987. Mr. Chan has closed to 40 years of experience in property investment and development in Hong Kong, the Mainland China and overseas and in financial investment. He is also a director of various members of the Group. He is also a director of Beyers Investments Limited, a substantial shareholder of the Company holding 100% and 50% respectively of the issued share capital of Noranger and Evergrade Investments Limited (“Evergrade”). Noranger and Evergrade, substantial shareholders of the Company, hold 47.41% and 8.39% respectively of the issued Shares of the Company. Mr. Chan is also the sole director and sole shareholder of Smartprint Development Limited, a substantial shareholder of the Company hold 9.92% of the issued shares of the Company. Save as disclosed above, he has not held any directorship in other listed public companies in the last three years or any other positions with the Company or other members of the Group.

He is the father of Mr. Chan Yan Tin, Andrew, an Executive Director of the Company, Ms. Chan Yan Wai, Emily, an Executive Director of the Company and Ms. Chan Yan Mei, Mary-ellen, a Non-Executive Director of the Company. He is the founder of the Sow Pin Trust. As at the Latest Practicable Date, Mr. Chan has beneficial interest in 204,298,534 Shares within the meaning of Part XV of the Securities and Futures Ordinance, representing approximately 66.38% of the issued Shares. Save as disclosed above, he does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

The Company has entered into an appointment letter with Mr. Chan for a term of three years from 1 April 2018 to 31 March 2021 and he is subject to retirement by rotation and re-election at the AGM and vacation of office in accordance with the provisions of the Articles of Association. His emoluments comprise salary and other benefits. His emoluments are to be determined by the Board based on the recommendation of the Remuneration Committee of the Company and with reference to the prevailing market practice, the Company’s remuneration policy, his duties and responsibilities with the Group and his contribution to the Group. For the year ended 31 March 2019, he received a salary of HK\$516,120 per month and year end bonus of HK\$1,000,000. He was also entitled to rent-free accommodation provided by the Company of rateable value of HK\$929,400 per year.

Save as disclosed above, Mr. Chan has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Chan Yan Wai, Emily**

Ms. Chan, aged 54, has been appointed as an Executive Director of the Company on 15 June 2017. She is also a member of the Nomination Committee of the Company. She holds a Bachelor of Arts degree from the University of British Columbia. She has been serving in the Group since 2002 and is now the General Manager of operations and corporate functions. She is also a director of various members of the Group.

Save as disclosed above, Ms. Chan did not hold any directorship in other listed public companies in the past three years or any other positions with the Company or other members of the Group.

Ms. Chan is a daughter of Mr. Chan Hoi Sow who is the Chairman and Managing Director of the Group as well as sister of Mr. Chan Yan Tin, Andrew and Ms. Chan Yan Mei, Mary-ellen, who are the Executive Director and Non-Executive Director of the Company respectively. She is a discretionary beneficiary of the Sow Pin Trust. As at the Latest Practicable Date, Ms. Chan has beneficial interest in 171,736,896 Shares within the meaning of Part XV of the Securities and Futures Ordinance, representing approximately 55.80% of the total issued Shares. Save as disclosed above, she does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

The Company has entered into an appointment letter with Ms. Chan for a term of three years from 15 June 2017 to 14 June 2020 and she is subject to retirement by rotation and re-election at the AGM and vacation of office in accordance with the provisions of the Articles of Association. Her emoluments comprise salary and other benefits. Her emoluments are to be determined by the Board based on the recommendation of the Remuneration Committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy, her duties and responsibilities with the Group and her contribution to the Group. Pursuant to the appointment letter, her salary is HK\$146,430 per month plus one month bonus.

Save as disclosed above, Ms. Chan has confirmed that there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Tse Lai Han, Henry**

Mr. Tse, aged 54, has been an Independent Non-Executive Director since September 2004. He is also a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee. He holds Bachelor and Master of Applied Science (Civil Engineering) degrees from the University of British Columbia in Canada. He has considerable experience in both construction and property development in Hong Kong and overseas. Save as disclosed above, he has not held any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Tse did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Tse does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

The Company has entered into an appointment letter with Mr. Tse for a term of three years, from 1 April 2017 to 31 March 2020 and he is subject to retirement by rotation and re-election at the AGM and vacation of office in accordance with the provisions of the Articles of Association. His emoluments comprise a director's fee to be determined by the Board with authorisation from time to time given by the Shareholders in general meeting. His director's fee is to be determined by the Board based on the recommendation of the Remuneration Committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group and his contribution to the Group. For the year ended 31 March 2019, he received a director's fee of HK\$125,000 per annum.

Save as disclosed above, Mr. Tse has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

This appendix serves as an explanatory statement, as required by Rule 10.06(b) of the Listing Rules, to provide requisite information to shareholders for their consideration of the Buy-Back Mandate and also constitutes the memorandum as required under Section 239(2) of the Companies Ordinance.

## **1. LISTING RULES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their shares on the Stock Exchange or on any other stock exchange on which the shares of the companies may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose subject to certain restrictions, the most important of which are summarized below:

- (a) The shares proposed to be purchased by the company are fully-paid up.
- (b) The company has previously sent to its shareholders an explanatory statement complying with the Listing Rules.
- (c) The shareholders of the company have given a specific approval or a general mandate to the directors of the company to make such purchase, by way of an ordinary resolution which complies with the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

The company must report the outcome of the general meeting called to consider the proposed purchases to the Stock Exchange immediately following the meeting.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the share capital of the Company comprised 307,758,522 Shares in issue, all of which are fully paid up.

Subject to the passing of the proposed ordinary resolution and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Buy-Back Mandate to buy back a maximum of 30,775,852 Shares which are fully paid up, representing 10% of the total number of Shares in issue as at the Latest Practicable Date and date of the passing of the proposed ordinary resolution.

## **3. REASONS FOR BUY BACKS**

The Directors believe that it is in the best interests of the Company and its shareholders to have a general authority from shareholders to enable the Directors to buy back Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and its shareholders.

#### 4. FUNDING OF BUY-BACKS

It is proposed that buy-back of Shares under the Buy-Back Mandate in these circumstances would be financed from available cash flow or working capital facilities of the Company and its subsidiaries.

In buy back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a share buy-back may only be paid from the distributable profits of the company or from the proceeds of a new issue of shares made for the purpose.

There might be 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 for the year ended 31 March 2019) in the event that the proposed buy-back of Shares were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the 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. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	<b>Highest Price HK\$</b>	<b>Lowest Price HK\$</b>
<b>2018</b>		
July	4.420	4.220
August	_*	_*
September	_*	_*
October	_*	_*
November	_*	_*
December	_*	_*
<b>2019</b>		
January	_*	_*
February	_*	_*
March	4.150	4.150
April	3.950	3.940
May	_*	_*
June	4.800	4.430
July (up to the Latest Practicable Date)	_*	_*

\* There was no trading of shares during the month.

## 6. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the proposed ordinary resolution in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Buy-Back Mandate if such Buy-Back Mandate is approved by the Shareholders.

The Company has proposed an off market share buy-back of 30,525,639 shares of the Company from Grant Fort Investments Limited (“Grant Fort”), a substantial shareholder of the Company, on commercially reasonable terms which is subject to the approval by the independent shareholders of the Company at the extraordinary general meeting (“Share Buy-back”). The details of the proposed Share Buy-back were set out in the announcement of the Company dated 16 May 2019.

Save as disclosed above, no other core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Buy-Back Mandate is approved by the Shareholders.

If as a result of a share buy-back, 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 a group of shareholders acting in concert, depending on the level of increase of the shareholders’ interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Chan Hoi Sow, Mr. Chan Yan Tin, Andrew, Ms. Chan Yan Wai, Emily and Ms. Chan Yan Mei, Mary-ellen together with their respective close associates (as defined in the Listing Rules) (the “said Persons”) were beneficially interested in 205,090,534 Shares, representing approximately 66.64% of the total number of Shares in issue. Out of the 205,090,534 Shares, 145,914,000 Shares (representing approximately 47.41% of the entire issued share capital of the Company) were held by Noranger. In the event that the Directors exercised the Buy-Back Mandate in full, then (if the present shareholdings otherwise remained the same) the interests of the said Persons in the Company would be increased to approximately 74.04% of the total number of Shares in issue and the interests of Noranger would be increased to approximately 52.68% of the total number of Shares in issue, in which event Noranger would be obligated to make a mandatory general offer under the Takeovers Code unless a waiver is granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission. The Company does not presently envisage exercising the Buy-Back Mandate to effect on-market share buy-backs in circumstances where

this will trigger a mandatory general offer obligation on the part of Noranger under the Takeovers Code. As at the Latest Practicable Date, the public float of the Company was approximately 23.44%, which is below the minimum public float requirement of 25% under Rule 8.08 of the Listing Rules.

On 26 April 2019 (after trading hours), being the same date of execution of the Deed of Undertaking (as amended and supplemented on 16 May 2019 and 13 June 2019), the Board of the Company was informed by Mr. Chan Hoi Sow that, Grand Fort (as seller), Mr. Chim Pui Chung and Mr. Law Fei Shing (as the Guarantors), and Smartprint Development Limited (as purchaser) have entered into the Sale and Purchase Agreement, pursuant to which Smartprint Development Limited conditionally agreed to acquire and Grand Fort conditionally agreed to sell the 30,525,638 shares of the Company, representing approximately 9.92% of the entire issued share capital of the Company as at 16 May 2019. Smartprint Development Limited is a company wholly owned by Mr. Chan Hoi Sow.

Immediately upon completion of Share Buy-back and Sale and Purchase Agreement and cancellation of the 30,525,639 shares of the Company, the public float of the Company would be restored to approximately 26.02% which would meet the prescribed requirement under Rule 8.08 of the Listing Rules. The details of the proposals were set out in the announcement of the Company dated 16 May 2019.

## **7. SHARE BUY-BACK MADE BY THE COMPANY**

The Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

## **8. RESPONSIBILITY STATEMENT**

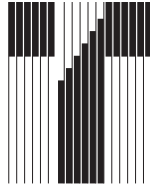
This circular includes particulars given in compliance with the Listing Rules for the purpose of providing information with regard to the Company.

The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement contained herein misleading.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Tern Properties Company Limited (the “Company”) will be held in the conference room of Woo, Kwan, Lee & Lo, 25th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 16 August 2019 at 12:00 noon for the following purposes:–

1. To receive and consider the audited consolidated Financial Statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 March 2019.
2. To declare a final dividend of HK3.2 cents per share for the year ended 31 March 2019.
3. Each as a separate resolution, to consider and, if thought fit, approve the following resolutions:
  - (a) To re-elect Mr. Chan Hoi Sow as an Executive Director;
  - (b) To re-elect Ms. Chan Yan Wai, Emily as an Executive Director;
  - (c) To re-elect Mr. Tse Lai Han, Henry as an Independent Non-Executive Director;
  - (d) To authorise the Board of Directors to fix the Directors’ remuneration.
4. To re-appoint HLM CPA Limited as Auditor and authorise the Board of Directors to fix their remuneration.



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## NOTICE OF ANNUAL GENERAL MEETING

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As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions of the Company:–

### ORDINARY RESOLUTIONS

5. **“THAT:**

- (i) subject to paragraph (ii) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back shares of the Company in issue on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the total number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (i) of this Resolution shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares of the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly, and the authority pursuant to paragraph (i) of this Resolution shall be limited accordingly; and
- (iii) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
  - (a) the conclusion of the next Annual General Meeting of the Company;
  - (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
  - (c) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “THAT :

- (i) subject to paragraph (iii) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of the Company and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted after the end of the Relevant Period;
- (iii) the total number of shares of the Company 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 (i) of this Resolution, otherwise than pursuant to (i) a Pro-rata Issue (as hereinafter defined); or (ii) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities of the Company; or (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue 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; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares of the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly, and the approval in paragraph (i) of this Resolution shall be limited accordingly;
- (iv) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
  - (a) the conclusion of the next Annual General Meeting of the Company;
  - (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or

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## NOTICE OF ANNUAL GENERAL MEETING

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

“Pro-rata Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities), (subject in all cases 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 any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

7. “**THAT** conditional upon the passing of Ordinary Resolutions Nos. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares of the Company pursuant to Ordinary Resolution No. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the total number of the shares of the Company bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 5 set out in the notice convening this meeting, provided that such extended number shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares of the Company into larger or smaller number of shares after the passing of this resolution).”

By order of the Board  
**Lee Ka Man**  
*Company Secretary*

Hong Kong, 18 July 2019

*Registered Office:*  
26th Floor  
Tern Centre, Tower I  
237 Queen’s Road Central  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.
2. 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 registered office of 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 meeting or adjourned meeting.
3. To ascertain the entitlement of the shareholders to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, 13 August 2019 to Friday, 16 August 2019, both days inclusive, during which period no transfer of shares will be registered by the Company. In order to be eligible to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 12 August 2019.

Subject to the approval of the shareholders at the meeting, the proposed final dividend will be payable to the shareholders whose names appear on the Register of Members of the Company on 23 August 2019. To ascertain the entitlement of the shareholders to the proposed final dividend, the Register of Members of the Company will be closed from Thursday, 22 August 2019 to Friday, 23 August 2019, both days inclusive, during which period no transfer of shares will be registered by the Company. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 21 August 2019.

4. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the meeting 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 and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. With regard to items 3 and 5 to 7 of this notice, a circular giving details of the proposals for re-election of Directors, general mandates to buy back shares and to issue shares will be despatched to the shareholders together with the 2019 Annual Report of the Company on 18 July 2019.
6. This notice is also available for viewing on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.tern.hk](http://www.tern.hk).
7. 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.