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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 other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for independent advice.

If you have sold or transferred all your shares in SOCAM Development Limited, you should at once hand this circular and the accompanying forms of proxy and health declaration to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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瑞安建業有限公司*

SOCAM Development Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 983)

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

A notice convening the annual general meeting of SOCAM Development Limited (“AGM”) to be held at Concord Room I, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 1 June 2021 at 4:15 p.m. is set out on pages 14 to 17 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment or postponement thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and any adjournment or postponement thereof (as the case may be), should you so wish.

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing Novel Coronavirus (COVID-19) pandemic and the government regulations on prevention and control of its spread, the following precautionary measures (as detailed on pages 1 and 2 of this circular) will be implemented for the AGM to safeguard the health and safety of attendees:

- (1) Compulsory body temperature check
- (2) Submission of health declaration form (a copy of the form is enclosed with this circular)
- (3) Wearing of surgical face mask (please bring your own)
- (4) No provision of refreshments, drinks or corporate gifts

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above will be denied entry into the AGM venue.

The Company strongly encourages shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

* For identification purpose only

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING	1
DEFINITIONS	3
LETTER FROM THE BOARD	
Introduction	5
Re-election of directors	6
General mandates to buy back shares and to issue shares	6
Annual general meeting	7
Recommendation	8
APPENDIX I — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED	9
APPENDIX II — EXPLANATORY STATEMENT FOR GENERAL MANDATE TO BUY BACK SHARES	11
NOTICE OF ANNUAL GENERAL MEETING	14

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Capitalised terms used in this section have the same meanings as those defined in the section headed “Definitions” in this circular.

In view of the ongoing Novel Coronavirus (COVID-19) pandemic and the government regulations on prevention and control of its spread, the Company will implement the following precautionary measures for the AGM to safeguard the health and safety of attendees:

- (1) Compulsory body temperature check will be carried out on every attendee prior to admission to the AGM venue. Any person with a body temperature of 37.4 degrees Celsius or above, or is exhibiting flu-like symptoms will be denied entry into the AGM venue and be requested to leave the AGM venue.
- (2) Every attendee will be required to submit a completed health declaration form (a copy of the form is enclosed with this circular) prior to entry into the AGM venue. Please have the completed and signed form ready for collection at the entrance of the AGM venue to facilitate prompt and smooth processing.
- (3) Every attendee will be required to wear a surgical face mask prior to admission to the AGM venue and throughout the AGM. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM.
- (4) No refreshments, drinks or corporate gifts will be provided to attendees.

Pursuant to the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) (the “Regulation”) in force at the Latest Practicable Date, group gatherings of more than 20 persons for shareholders’ meetings must be accommodated in different rooms or partitioned areas with not more than 20 persons in each room or area. Subject to any amendment to the Regulation as may be announced subsequently by the Hong Kong Government from time to time, the Company may limit the number of attendees of the AGM as necessary in light of the latest requirements under the Regulation.

Attendees are requested to observe good personal hygiene at all times at the AGM venue. The Company reserves the right to deny entry into the AGM venue or require any person to leave the venue so as to ensure the health and safety of the attendees at the AGM.

In addition, the Company would like to remind Shareholders that physical attendance at the AGM is not necessary for the purpose of exercising voting rights. As an alternative to attending the AGM in person, Shareholders may appoint the Chairman of the AGM as their proxy to vote at the AGM according to their indicated voting instructions by completing and returning the enclosed form of proxy.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The deadline to submit completed proxy forms is Sunday, 30 May 2021 at 4:15 p.m. (and, in the event of any adjournment or postponement of the AGM, not less than 48 hours before the time appointed for holding the adjourned or postponed AGM, as the case may be). Completed proxy forms must be returned to the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. For Non-registered Shareholders whose Shares are held through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited, they should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

To prevent the spread of COVID-19 and for the sake of their own health and safety, Shareholders are strongly encouraged to cast their votes by submitting proxy forms to appoint the Chairman of the AGM as their proxy, instead of attending the AGM in person.

Subject to the development of the COVID-19 situation, the Company may implement changes to the precautionary measures for the AGM as appropriate. Shareholders should check the Company's website at www.socam.com or the Stock Exchange's website at www.hkexnews.hk for any further announcement that may be issued by the Company in respect of such measures.

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company convened to be held on Tuesday, 1 June 2021 at 4:15 p.m., the notice of which is set out on pages 14 to 17 of this circular
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to buy back Shares up to the number of not exceeding 10% of the number of issued Shares at the date of passing the relevant resolution
“Bye-laws”	the Bye-laws of the Company
“close associates” “core connected persons” and “substantial or controlling shareholders”	each has the meaning ascribed to it under the Listing Rules
“Company”	SOCAM Development Limited, a company incorporated in Bermuda with limited liability, whose Shares are listed on the main board of the Stock Exchange (stock code: 983)
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 April 2021, being the latest practicable date for ascertaining certain information contained herein prior to its printing
“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)
“Shares”	the ordinary shares of nominal value of HK\$1.00 each in the capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



瑞安建業有限公司*
SOCAM Development Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 983)

Executive Directors:

Mr. Lo Hong Sui, Vincent
Mr. Lee Chun Kong, Freddy

Non-executive Director:

Ms. Lo Bo Yue, Stephanie

Independent Non-executive Directors:

Ms. Li Hoi Lun, Helen
Mr. Chan Kay Cheung
Mr. William Timothy Addison

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

34th Floor
Shui On Centre
6-8 Harbour Road
Hong Kong

29 April 2021

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to approve, inter alia, (i) the re-election of Directors; and (ii) the grant of the general mandates to buy back Shares and to issue Shares.

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

* For identification purpose only

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Bye-law 87(1) of the Bye-laws, Mr. Chan Kay Cheung and Mr. William Timothy Addison will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

Both Mr. Chan Kay Cheung and Mr. William Timothy Addison, being Independent Non-executive Directors, have confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee of the Board has also reviewed and was satisfied with the independence of Mr. Chan and Mr. Addison based on the criteria set out in Rule 3.13 of the Listing Rules. Particular attention was given to reviewing the independence of Mr. Chan, who has served on the Board for more than nine years. The Nomination Committee was of the opinion that (i) during his tenure of office, Mr. Chan has been providing objective views and remains free of any relationship or circumstance that might influence him in exercising judgment; (ii) Mr. Chan has the required character, integrity and experience to continue fulfilling the role of an Independent Non-executive Director; and (iii) his long service on the Board would not affect his exercise of independent judgment in the interests of the Company and the Shareholders as a whole.

After reviewing the Board composition, the Nomination Committee nominated both Mr. Chan and Mr. Addison for the Board's recommendation to stand for re-election by Shareholders at the AGM. The nominations were made in accordance with the Nomination Policy adopted by the Board, having taken into account the respective contributions these Independent Non-executive Directors could provide to the Board and with due regard to the objective criteria for the benefits of diversity as set out in the Board Diversity Policy of the Company. Given the expertise of Mr. Chan and Mr. Addison in financial management, banking and/or property sectors along with the different ethnicity of Mr. Addison, the Nomination Committee considered that the Company would benefit from the proposed re-election of the two retiring Directors who could provide valuable advice to the Board offering various perspectives and contribute to the Board diversity.

The Board accepted the Nomination Committee's nomination and separate ordinary resolution relating to the re-election of each retiring Director will be proposed at the AGM for Shareholders' consideration and approval.

Details of the said Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES

At the annual general meeting of the Company held on 28 May 2020, ordinary resolutions were passed granting general mandates to the Directors (i) to buy back Shares on the Stock Exchange up to 10% of the number of issued Shares at the date of passing the resolution; and (ii) to allot, issue and otherwise deal with Shares up to a limit of (a) 20% of the number of issued Shares at the date of passing the resolution, plus (b) the number of any Shares bought back by the Company.

LETTER FROM THE BOARD

The general mandates mentioned above will expire at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM to renew these mandates in order to give the Directors flexibility to buy back or issue Shares in the circumstances as they consider appropriate. Subject to the passing of the relevant ordinary resolutions at the AGM, the proposed general mandates will continue in force for the period from the passing of such resolutions 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 law to be held; and (iii) the date on which such authority is revoked or varied by ordinary resolution of Shareholders at a general meeting of the Company.

At the Latest Practicable Date, the number of Shares in issue was 374,396,164 Shares. Subject to the passing of the resolution granting the Directors the Buy-back Mandate and on the basis that no further Shares will be issued or bought back after the Latest Practicable Date and up to the date of the passing of such resolution, the exercise in full of the Buy-back Mandate would result in the buy-back of up to a maximum of 37,439,616 Shares.

The explanatory statement in connection with the Buy-back Mandate as required by the Listing Rules to be sent to Shareholders is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Concord Room I, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 1 June 2021 at 4:15 p.m. is set out on pages 14 to 17 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other things, the re-election of Directors and the renewal of the general mandates to buy back Shares and to issue Shares.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment or postponement thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and any adjournment or postponement thereof (as the case may be), should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the AGM will be decided by poll. Accordingly, the Chairman of the AGM will demand a poll on each of the proposed resolutions at the AGM pursuant to Bye-law 66 of the Bye-laws. An explanation of the detailed procedures of voting by poll will be provided to Shareholders at the AGM. The Company will publish an announcement of the poll results on the websites of the Stock Exchange and the Company after the AGM in accordance with Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the proposed resolutions as set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of all the resolutions at the AGM.

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
On behalf of the Board
Lo Hong Sui, Vincent
Chairman

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The details of the Directors proposed to be re-elected at the AGM, as required to be disclosed under Rule 13.51(2) of the Listing Rules, are set out below.

Mr. Chan Kay Cheung

aged 74, has been an Independent Non-executive Director of the Company since January 2010. He is also the Chairman of the Audit Committee and a member of the Remuneration Committee, the Nomination Committee, the Finance Committee and the Investment Committee of the Board. Mr. Chan possesses extensive knowledge and experience in the banking industry. He joined The Bank of East Asia, Limited (“BEA”) in 1965 and was appointed as an Executive Director and Deputy Chief Executive of BEA in 1996 and 1997 respectively. He retired from BEA in May 2007 after serving it for over 41 years and is currently the Vice Chairman of The Bank of East Asia (China) Limited. Mr. Chan is a Fellow of The Hong Kong Institute of Bankers and a Member of the Committee of Overseers of Lee Woo Sing College of The Chinese University of Hong Kong. He is also an Independent Non-executive Director of China Electronics Huada Technology Company Limited and Chu Kong Shipping Enterprises (Group) Company Limited, both of which are listed on the Stock Exchange. Mr. Chan ceased to be an Independent Non-executive Director of Dah Chong Hong Holdings Limited, previously listed on the Stock Exchange, upon its privatisation in January 2020. He also retired as an Independent Non-executive Director of Hong Kong Food Investment Holdings Limited, a company listed on the Stock Exchange, in August 2020.

At the Latest Practicable Date, Mr. Chan did not have any interest in the Shares within the meaning of Part XV of the SFO, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Chan entered into a service contract with the Company for renewing his appointment as an Independent Non-executive Director for a term of two years commencing from 1 January 2020, subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the Bye-laws and other applicable laws, rules and regulations. His emoluments are determined by the Board, based on his contributions to the Board and the market level of directors’ fees. Pursuant to the terms of his service contract, he is currently entitled to receive an aggregate annual fee of HK\$595,000 for his membership in the Board and its committees, subject to annual review by the Board.

Save as disclosed herein, there are no other matters that need to be brought to the attention of Shareholders, nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. William Timothy Addison

aged 68, has been an Independent Non-executive Director of the Company since May 2016. He is also a member of the Audit Committee, the Remuneration Committee, the Nomination Committee, the Finance Committee and the Investment Committee of the Board. Mr. Addison is currently the Chairman and Chief Executive Officer of Theron Capital International Limited, a company that provides strategic advisory services for China businesses. He is a former investment banker with more than 30 years of investment banking and global capital and debt market experience. He worked previously at The Hongkong and Shanghai Banking Corporation Limited (“HSBC”) for over 21 years. He was a director of HSBC Corporate Finance Limited from 1992 until he left HSBC in 2002, at which time he held the position of Chief Operating Officer, Corporate Finance of HSBC Markets (Asia) Limited. Between 2005 and 2008, Mr. Addison served as a Managing Director and the Chief Financial Officer of Shui On Land Limited. He has not held any directorship in any other listed companies in the past three years.

At the Latest Practicable Date, Mr. Addison did not have any interest in the Shares within the meaning of Part XV of the SFO, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Addison entered into a service contract with the Company for renewing his appointment as an Independent Non-executive Director for a term of two years commencing from 25 May 2020, subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the Bye-laws and other applicable laws, rules and regulations. His emoluments are determined by the Board, based on his contributions to the Board and the market level of directors’ fees. Pursuant to the terms of his service contract, he is currently entitled to receive an aggregate annual fee of HK\$520,000 for his membership in the Board and its committees, subject to annual review by the Board.

Save as disclosed herein, there are no other matters that need to be brought to the attention of Shareholders, nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the Buy-back Mandate.

THE BUY-BACK MANDATE

It is proposed that the Buy-back Mandate will authorise the buy-back of up to 10% of the number of issued Shares at the date of passing the resolution to approve the Buy-back Mandate.

At the Latest Practicable Date, the number of Shares in issue was 374,396,164 Shares. Subject to the passing of the resolution granting the Directors the Buy-back Mandate and on the basis that no further Shares will be issued or bought back after the Latest Practicable Date and up to the date of the passing of such resolution, the exercise in full of the Buy-back Mandate would result in the buy-back of up to a maximum of 37,439,616 Shares.

REASONS FOR BUY-BACKS

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

FUNDING OF BUY-BACKS

Buy-backs of Shares pursuant to the Buy-back Mandate will be made out of the funds which are legally available for such purpose in accordance with the Company's Memorandum of Association and the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

There might be an adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the audited financial statements contained in the Annual Report for the year ended 31 December 2020, in the event that the Buy-back Mandate was exercised in full at any time during the Buy-back Mandate period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent that 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.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the power to buy back Shares, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

According to the best knowledge of the Company, at the Latest Practicable Date, Shui On Company Limited ("SOCL"), a company controlled by Mr. Lo Hong Sui, Vincent, the Chairman of the Company, and the parties acting in concert with it were interested in a total of 235,239,300 Shares, representing approximately 62.83% of the issued Shares. Assuming the shareholdings of SOCL and the parties acting in concert with it remain unchanged, full exercise of the Buy-back Mandate by the Company would result in an increase in the aggregate interest of SOCL and the parties acting in concert with it to approximately 69.81% of the issued Shares. Such increase would not give rise to an obligation of SOCL to make a mandatory general offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Buy-back Mandate.

SHARE BUY-BACKS MADE BY THE COMPANY

No buy-back of Shares (whether on the Stock Exchange or otherwise) has been made by the Company in the six months prior to the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months were as follows:

Month	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	1.80	1.61
May	1.84	1.58
June	1.74	1.58
July	1.73	1.51
August	1.58	1.43
September	1.51	1.29
October	1.38	1.21
November	1.28	1.16
December	1.44	1.23
2021		
January	1.37	1.27
February	1.37	1.28
March	1.34	1.15
April (up to the Latest Practicable Date)	1.37	1.19

GENERAL

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

No core connected persons of the Company 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 Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



瑞安建業有限公司*
SOCAM Development Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 983)

NOTICE IS HEREBY GIVEN that the annual general meeting of SOCAM Development Limited (the “Company”) will be held at Concord Room I, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 1 June 2021 at 4:15 p.m. for the following purposes:

1. To receive and consider the audited consolidated Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2020.
2. (A) To re-elect Mr. Chan Kay Cheung as Director.
(B) To re-elect Mr. William Timothy Addison as Director.
(C) To authorise the Board of Directors to fix the Directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as Auditor and authorise the Board of Directors to fix its remuneration.
4. To consider as special business and, if thought fit, pass (with or without amendments) the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (A) **“THAT:**
 - (a) subject to paragraph (b) below and compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares with a nominal value of HK\$1.00 each in the capital of the Company and to make or grant offers, agreements or options (including warrants, bonds, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which will or may require the exercise of such powers either during or after the Relevant Period be generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of shares or rights to acquire shares of the Company; (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; and (iv) any scrip dividend scheme or similar arrangement pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the number of issued shares of the Company at the date of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose 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 law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by ordinary resolution of shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares, or offer or issue of warrants, options or other securities giving the rights to subscribe for shares of the Company open for a period fixed by the Directors of the Company to holders of shares on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

(B) **“THAT:**

(a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares with a nominal value of HK\$1.00 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time be generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the number of shares of the Company to be bought back pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company at the date of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose 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 law to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by ordinary resolution of shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) above being passed, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares of the Company pursuant to the resolution numbered 4(A) above be extended by the addition thereto of the aggregate number of shares bought back by the Company under the authority granted pursuant to the resolution numbered 4(B) above, provided that such number shall not exceed 10% of the number of issued shares of the Company at the date of this resolution.”

By Order of the Board
Chan Yeuk Ho, Karen
Company Secretary

Hong Kong, 29 April 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) In view of the ongoing Novel Coronavirus (COVID-19) pandemic and the government regulations on prevention and control of its spread, certain precautionary measures will be implemented for the above meeting, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature checks; (b) submit health declaration forms; and (c) wear surgical masks prior to admission to the meeting venue and throughout the meeting; and (ii) no refreshments, drinks or corporate gifts being provided. For details of the measures, please refer to the section headed “PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING” in the circular of the Company dated 29 April 2021.

Subject to the development of the COVID-19 situation, the Company may implement changes to the precautionary measures for the meeting as appropriate. Shareholders should check the Company’s website at www.socam.com or the Stock Exchange’s website at www.hkexnews.hk for any further announcement that may be issued by the Company in respect of such measures.

- (2) Any shareholder entitled to attend and vote at the meeting or any adjournment or postponement thereof (as the case may be) is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. A proxy need not be a shareholder of the Company. To prevent the spread of COVID-19 and for the sake of their own health and safety, shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy to vote at the meeting, instead of attending the meeting in person.
- (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 certified copy thereof, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment or postponement thereof (as the case may be). Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the meeting or any adjournment or postponement thereof (as the case may be) should he/she so wish and in such event, the form of proxy shall be deemed to be revoked.
- (4) In accordance with Rule 13.39(4) of the Listing Rules, all the above resolutions will be put to vote at the meeting by way of poll. An explanation of the detailed procedures of voting by poll will be provided to shareholders at the meeting.
- (5) For the purpose of determining the shareholders’ entitlement to attend and vote at the meeting or any adjournment or postponement thereof (as the case may be), the register of members of the Company will be closed from Thursday, 27 May 2021 to Tuesday, 1 June 2021 (both dates inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting or any adjournment or postponement thereof (as the case may be), all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 26 May 2021.
- (6) If a Typhoon Signal No.8 or above is hoisted or “extreme conditions” caused by super typhoons or a Black Rainstorm Warning Signal is/are in force at or at any time after 2:15 p.m. on the day of the meeting, the meeting will be postponed to a later date. In this event, the Company will, as soon as practicable, post an announcement on its website and on the website of the Stock Exchange to notify shareholders of the date, time and place of the postponed meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under unfavourable weather conditions bearing in mind their own situations.

