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WHARF

Established 1886

WHARF REAL ESTATE INVESTMENT COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1997

PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

This announcement is made by Wharf Real Estate Investment Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the existing amended and restated articles of association of the Company (the “**Articles**”).

The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the Articles in order to bring the Articles in line with the latest amendments to Appendix 3 of the Listing Rules regarding the core shareholder protection standards which became effective on 1 January 2022. Accordingly, the Board proposes to adopt a new set of second amended and restated articles of association (the “**New Articles**”) in substitution for, and to the exclusion of, the existing Articles.

A summary of the changes to be brought about by the proposed adoption of the New Articles are set out below:

- (i) necessary changes to conform to the core shareholder protection standards set out in Appendix 3 to the Listing Rules; and
- (ii) minor consequential and tidying-up amendments for house-keeping purposes.

The proposed adoption of the New Articles is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held on Tuesday, 9 May 2023 (the “**AGM**”). A circular containing, among other things, particulars relating to the proposed amendments to the existing Articles brought about by the proposed adoption of the New Articles, together with a notice convening the AGM, will be despatched to the Shareholders in due course.

By Order of the Board
**WHARF REAL ESTATE INVESTMENT
COMPANY LIMITED**
Kevin C. Y. Hui
Company Secretary

Hong Kong, 7 March 2023

As at the date of this announcement, the Board comprises Mr. Stephen T. H. Ng, Mr. Paul Y. C. Tsui, Ms. Y. T. Leng and Mr. Horace W. C. Lee, together with eight Independent Non-executive Directors, namely Mr. Alexander S. K. Au, Mr. Tak Hay Chau, Ms. Lai Yuen Chiang, Hon. Andrew K. Y. Leung, Mr. Desmond L. P. Liu, Mr. R. Gareth Williams, Dr. Glenn S. Yee and Professor E. K. Yeoh.