

### Report Feedback Statement

Sun Hung Kai & Co. Limited (the “Company”) has prepared the following Report Feedback Statement in response to the Proxy Paper on the Company published by Glass Lewis dated 3 May 2021.

Resolution 2 – Re-election of Directors		
Director	Glass Lewis’ view	The Company’s response
AU YANG Chi Chun (“Mr. Au Yang”)	<p>Concern</p> <ul style="list-style-type: none"> <li>• Committee independence</li> <li>• Compensation chair not independent</li> <li>• Board independence</li> <li>• Professional services relationship</li> </ul>	<p>Background &amp; Contributions</p> <ul style="list-style-type: none"> <li>• Mr. Au Yang was appointed as an independent non-executive director of the Company (“INED”) and the chairman of the Remuneration Committee, a member of the Audit Committee and Nomination Committee respectively since 22 March 2018.</li> <li>• To remunerate the INEDs for their services rendered in connection to performing their directors’ duties, each of the INED will receive a consultancy fee (which forms part of the director’s remuneration and together with the annual director’s fee as the total director’s remuneration) with reference to his duties and responsibilities with the Company and based on the prevailing market conditions and the terms of the Company’s remuneration policy.</li> <li>• The said consultancy fee to INEDs is to remunerate them solely for acting as INEDs and the committees members for discharging their directors’ duties and is not for any other work whatsoever.</li> <li>• Mr. Au Yang does not have any relationship with any directors, senior management or substantial or controlling shareholders and does not held any positions or provide any professional services to the Company whatsoever except acting as an INED to serve on the Board and the aforesaid board committees. There is no doubt on the independency of Mr. Au Yang.</li> <li>• Acting as an INED, Mr. Au Yang has made significant contributions to the Board and has been providing independent judgment and</li> </ul>

		<p>advice as the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee.</p> <ul style="list-style-type: none"> <li>Mr. Au Yang has attended all meetings of the Board and the Committees and the annual general meeting of the Company in 2020.</li> </ul> <p>Recommendation</p> <ul style="list-style-type: none"> <li><b>The Company recommends that shareholders support Resolution 2(b) to re-elect Mr. Au Yang.</b></li> </ul>
<p>Jacqueline A. LEUNG ("Ms. Leung")</p>	<ul style="list-style-type: none"> <li>Committee independence</li> <li>Board independence</li> <li>Professional services relationship</li> </ul>	<p>Background &amp; Contributions</p> <ul style="list-style-type: none"> <li>Ms. Leung was appointed as an INED and a member of the Audit Committee, Remuneration Committee and Nomination Committee respectively since 1 November 2014.</li> <li>To remunerate the INEDs for their services rendered in connection to performing their directors' duties, each of the INED will receive a consultancy fee (which forms part of the director's remuneration and together with the annual director's fee as the total director's remuneration) with reference to her duties and responsibilities with the Company and based on the prevailing market conditions and the terms of the Company's remuneration policy.</li> <li>The said consultancy fee to INEDs is to remunerate them solely for acting as INEDs and the committees members for discharging their directors' duties and is not for any other work whatsoever.</li> <li>Ms. Leung does not have any relationship with any directors, senior management or substantial or controlling shareholders and does not held any positions or provide any professional services to the Company whatsoever except acting as an INED to serve on the Board and the aforesaid board committees. There is no doubt on the independency of Ms. Leung.</li> </ul>

		<ul style="list-style-type: none"> <li>Acting as an INED, Ms. Leung has made significant contributions to the Board and has been providing independent judgment and advice as a member of the Remuneration Committee, Audit Committee and Nomination Committee.</li> <li>Ms. Leung has attended 5 out of 6 meetings of the Board and all meetings of the Committees in 2020.</li> </ul> <p>Recommendation</p> <ul style="list-style-type: none"> <li><b>The Company recommends that shareholders support Resolution 2(c) to re-elect Ms. Leung.</b></li> </ul>
<b>Resolution 4 – General Mandate</b>		
<p>Authority to Issue Shares w/o Pre-emptive Rights</p>	<ul style="list-style-type: none"> <li>Excessive issuance</li> <li>Issue price discount not disclosed</li> </ul>	<p>Background</p> <ul style="list-style-type: none"> <li>A resolution was proposed to grant a general mandate to authorize the Directors to allot, issue or otherwise deal with additional securities of the Company up to 20% of the total number of shares in issue (“Issue Mandate”) as at the date of the annual general meeting to be held on 25 May 2021 (“AGM”).</li> </ul> <p>Response</p> <ul style="list-style-type: none"> <li>The Issue Mandate to the Directors is to provide the flexibility and discretion to the Board in case it is desirable to exercise the Issue Mandate. The Company will only consider issuing shares when it is in the interests of both the Company and the shareholders as a whole.</li> <li>The Board has no plans to issue any new shares of the Company pursuant to the Issue Mandate and therefore, no issue price is applicable.</li> <li>The Board has not exercised the powers of the Company to allot and issue new shares under the Issue Mandate since 2015.</li> </ul>

		<p>Recommendation</p> <ul style="list-style-type: none"> <li>• <b>The Company recommends that shareholders support Resolution 4A to grant the Issue Mandate to the Directors.</b></li> </ul>
<p>Authority to Issue Repurchase Shares</p>	<ul style="list-style-type: none"> <li>• Issue price discount not disclosed</li> </ul>	<p>Background</p> <ul style="list-style-type: none"> <li>• Subject to the passing of the resolution 4B granting the proposed mandate to repurchase shares and on the basis that no further shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 198,239,449 shares (“Repurchase Mandate”), during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in general meeting.</li> <li>• A resolution 4C was also proposed to authorize the extension of the general mandate to the Directors to issue securities of the Company to include the total number of such shares repurchased (if any) under the Repurchase Mandate (“Extension Mandate”) is to be proposed during the AGM.</li> </ul> <p>Response</p> <ul style="list-style-type: none"> <li>• The Extension Mandate increases the Company’s flexibility in dealing with its affairs and will only consider exercising the Extension Mandate when it is in the interests of both the Company and the shareholders as a whole.</li> <li>• The Board do not propose to exercise the Repurchase Mandate to repurchase shares to such an extent as would have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements of the Company or the gearing levels which, in the opinion of the Directors, are appropriate for the Company.</li> </ul>

		<ul style="list-style-type: none"> <li>The Board has no plans to issue any repurchase shares under the Extension Mandate and therefore, no issue price is applicable.</li> <li>The shares repurchased by the Company were cancelled, and the Company had not issued any shares pursuant to the Extension Mandate granted by the shareholders from time to time during the past years.</li> </ul> <p>Recommendation</p> <ul style="list-style-type: none"> <li><b>The Company recommends that shareholders support Resolution 4C to grant the Extension Mandate to the Directors to issue repurchase shares.</b></li> </ul>
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Should you have any further questions in relation to the proposed re-election of directors and general mandates, please contact our Investor Relations Team at (852)3748 2847 or by email ([investor.relation@shkco.com](mailto:investor.relation@shkco.com)).

For and on behalf of

Sun Hung Kai & Co. Limited

Robert James Quinlivan

Group Chief Financial Officer

Date: 7 May 2021