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GUANGDONG LAND HOLDINGS LIMITED

粵海置地控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0124)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 24 APRIL 2015**

Reference is made to the announcement of Guangdong Land Holdings Limited (the “Company”) dated 16 March 2015 and the circular of the Company dated 2 April 2015 (the “Circular”) in relation to the discloseable and connected transaction and re-election of director of the Company. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Circular.

The board of directors (the “Board”) of the Company is pleased to announce that, at the special general meeting of the Company (the “SGM”) held on 24 April 2015, all the proposed resolutions as set out in the notice of the SGM have been duly passed by way of poll. The poll results in respect of all the resolutions proposed at the SGM are as follows:

ORDINARY RESOLUTIONS	Number of Votes (Approximate %)	
	For	Against
1. To approve resolution no. 1 as set out in the notice of the SGM.	44,865,843 (94.17%)	2,776,000 (5.83%)
2. To re-elect Ms. Zhao Chunxiao as an Executive Director.	215,697,397 (100.00%)	0 (0.00%)

Note: The full text of the above resolutions was set out in the notice of the SGM dated 2 April 2015 attached as an appendix to the Circular.

As more than 50% of the votes were cast in favour of the above resolutions no. 1 and 2, the above resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the SGM, the number of issued Shares of the Company was 1,711,536,850 Shares.

In relation to resolution no. 1, as set out in the Circular, the Vendor, Mr. HUANG Xiaofeng, Ms. ZHAO Chunxiao and Mr. LUO Fanyu (all being directors of the Vendor), and the associates of each of them (who together held an aggregate of 1,268,522,665 Shares, representing approximately 74.12% of the total number of issued Shares as at the date of the SGM) have abstained from voting at the SGM. The total number of Shares entitling the Independent Shareholders to attend and vote for or against resolution no. 1 at the SGM was 443,014,185 Shares, representing approximately 25.88% of the total number of issued Shares as at the date of the SGM.

In relation to resolution no. 2, the total number of Shares entitling the holders to attend and vote for or against at the SGM was 1,711,536,850 Shares.

No person has stated in the Circular that he/she/it intended to vote against any of the resolutions at the SGM. Save as set out above, there were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the SGM.

Tricor Tengis Limited, the Company's Branch Share Registrar in Hong Kong, acted as scrutineer for the poll at the SGM.

By Order of the Board
Guangdong Land Holdings Limited
HUANG Xiaofeng
Chairman

Hong Kong, 24 April 2015

As at the date of this announcement, the Board comprises three non-executive directors, namely Mr. HUANG Xiaofeng, Mr. HUANG Zhenhai and Mr. LUO Fanyu; three executive directors, namely Mr. YE Xuquan, Ms. ZHAO Chunxiao and Mr. LI Wai Keung; and three independent non-executive directors, namely Mr. Alan Howard SMITH, Mr. Felix FONG Wo and Mr. Vincent Marshall LEE Kwan Ho.