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# GR PROPERTIES LIMITED

國銳地產有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 108)

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a general meeting (the “**General Meeting**”) of GR Properties Limited (the “**Company**”) will be held at Capital Conference Services Limited at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on 7 November 2016, at 3:00 p.m. to consider and, if thought fit, pass the following resolutions:

### ORDINARY RESOLUTION

#### 1. THE SHARE OPTION SCHEME

“**THAT** subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, such number of shares (the “**Shares**”) in the capital of the Company which may fall to be issued pursuant to the exercise of any options that may be granted under the proposed share option scheme of the Company (the “**Share Option Scheme**”, a copy of which is produced to the General Meeting and marked “A” and signed by the chairman of the General Meeting for identification purpose); and (ii) the passing of an ordinary resolution by the shareholders of the Company at the General Meeting approving the adoption of the Share Option Scheme, the terms of the Share Option Scheme be and are hereby approved and adopted and that the directors of the Company (the “**Directors**”) be and are hereby authorised to:

- (a) administer the Share Option Scheme under which options will be granted to eligible participants under the Share Option Scheme to subscribe for Shares;
- (b) modify and/or amend the terms of the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (c) allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the Share Option Scheme;
- (d) make application at the appropriate time to the Stock Exchange for the listing of, and permission to deal in, the Shares which may thereafter from time to time be allotted and issued pursuant to the exercise of the options under the Share Option Scheme; and

- (e) take all such actions and do all such things as may be necessary, desirable or expedient to implement or to give effect to the Share Option Scheme from the close of business of the day on which this resolution is passed.”

## **SPECIAL RESOLUTION**

### **2. THE CAPITAL REDUCTION**

**“THAT**

- (a) conditional only upon the satisfaction of either one of the conditions set out in paragraph (b) of this special resolution and subject to any conditions imposed in accordance with paragraph (c) of this special resolution, the reduction of the amount standing to the credit of the share capital account of the Company by a sum equal to HK\$700,000,000 (the **“Capital Reduction”**) be and is hereby approved and the Directors be and are hereby authorised to apply the credit arising from the Capital Reduction to a capital reduction reserve account of the Company and as the Directors think fit to use such reserve to set off against accumulated realised losses standing in the accounts of the Company;
- (b) the approval and authorisation set out in paragraph (a) of this special resolution shall be conditional upon either (i) there being no application (the **“Application”**) to the Court of First Instance of the High Court of Hong Kong (the **“Court”**) for cancellation of the approval of the Capital Reduction, set out in this special resolution, by members of the Company or creditors of the Company within five weeks of the date of this special resolution; or (ii) if any such Application is made, the Court making an order to confirm this special resolution;
- (c) if an Application is made and the Court makes an order to confirm this special resolution upon the Application, the approval and authorisation in paragraph (a) of this special resolution shall be subject to any conditions that may be imposed by the Court; and
- (d) the Directors be and are hereby authorised to take all such actions and do all such things as may be necessary, desirable or expedient to implement or to give effect to the foregoing.”

By order of the Board  
**GR Properties Limited**  
**Wei Chunxian**  
*Chairman*

Hong Kong, 21 October 2016

*Registered office:*  
Suite 1603, 16th Floor  
Wheelock House  
20 Pedder Street  
Central  
Hong Kong

*Notes:*

- (1) The resolutions put to the vote at the General Meeting will be taken by poll except where the chairman of the General Meeting, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (2) Any member of the Company entitled to attend and vote at the General Meeting (or any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the articles of association of the Company. A proxy need not be a member of the Company.
- (3) In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the General Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the General Meeting or any adjournment thereof, should he/she/it so wish and in such event, the form of proxy shall be deemed to be revoked.
- (4) In the case of joint holders of Share(s) of the Company, any one of such holders may vote at the General Meeting, either personally or by proxy, in respect of such Share(s) as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.

*As at the date of this notice, the executive Directors of the Company are Mr. Wei Chunxian, Mr. Sun Zhongmin and Ms. Liu Shuhua; and the independent non-executive Directors of the Company are Mr. Tung Woon Cheung Eric, Mr. Guan Zheng Michael and Mr. Chui Tsan Kit.*