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If you have sold or transferred all your shares in Greenland Hong Kong Holdings Limited (the "Company"), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

GREENLAND HONG KONG HOLDINGS LIMITED **綠地香港控股有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 337)

PROPOSALS FOR THE RE-ELECTION OF RETIRING DIRECTORS, FINAL DIVIDEND, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A letter from the chairman of the Company is set out on pages 3 to 10 of this circular. A notice convening the annual general meeting (the "AGM") of the shareholders of the Company to be held at Victoria & Queensway Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 15 June 2017 at 9:00 a.m. is set out on pages 14 to 17 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM or any adjournment thereof, you are requested to complete the form of proxy and return it to the principal place of business of the Company at Unit 5711, 57th Floor, The Center, 99 Queen's Road Central, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person.

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange for the purpose of giving information with regard to the Company. The directors of the Company collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

28 April 2017

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DEFINITIONS

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

“2016 Annual Report”	the 2016 annual report of the Company
“AGM”	the annual general meeting of the Company to be held at Victoria & Queensway Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 15 June 2017 at 9:00 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors or a duly authorized committee of the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Greenland Hong Kong Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board operated by the Stock Exchange
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company from time to time
“Gluon Xima”	Gluon Xima International Limited, a wholly-owned subsidiary of Greenland Holdings
“Greenland Holdings”	Greenland Holdings Corporation Limited (綠地控股集團股份有限公司), a company established under the laws of PRC and listed on the Shanghai Stock Exchange (stock code: 600606.SH), and the controlling shareholder of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Vee Eight”	Hong Kong Vee Eight Limited, a wholly-owned subsidiary of Greenland Holdings
“Latest Practicable Date”	21 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.50 each in the share capital of the Company (or of such other nominal amount as comprising the ordinary share capital of the Company as shall result from any sub-division or consolidation of the share capital of the Company from time to time)
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE CHAIRMAN

GREENLAND HONG KONG HOLDINGS LIMITED

綠地香港控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 337)

Executive Directors:

Mr. Chen Jun (*Chairman and Chief Executive Officer*)

Mr. Wang Weixian (*Honorary Chairman*)

Mr. Hou Guangjun (*Chief Operation Officer*)

Mr. Wu Zhengkui

Ms. Wang Xuling

Mr. You Defeng (*Chief Financial Officer*)

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Cheong Ying Chew, Henry

Mr. Fong Wo, Felix, JP

Mr. Kwan Kai Cheong

*Principal place of business
in Hong Kong:*

Unit 5711, 57th Floor

The Center

99 Queen's Road Central

Hong Kong

28 April 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR THE
RE-ELECTION OF RETIRING DIRECTORS,
FINAL DIVIDEND,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM involving (1) the re-election of retiring Directors; (2) the declaration of a final dividend; and (3) the grant to the Directors of general mandates to allot, issue and deal with additional Shares and to repurchase Shares, and the extension of the general mandate to allot, issue and deal with new Shares by the addition thereto of any Shares repurchased by the Company.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles, Mr. Wang Weixian, Ms. Wang Xuling and Mr. Kwan Kai Cheong will retire at the AGM and all these Directors, being eligible, have offered themselves for re-election.

LETTER FROM THE CHAIRMAN

Recommendations of the Nomination Committee

In accordance with the terms of reference of the nomination committee of the Company (the “Nomination Committee”), the Nomination Committee has evaluated the performance and the contribution of each of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation. The Nomination Committee is of the opinion that the performance of each of the retiring Directors was satisfactory.

As at the Latest Practicable Date, Mr. Kwan Kai Cheong had served on the Board as an independent non-executive Director for more than 9 years. Pursuant to Code A.4.3 of the code provisions of Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules (the “CG Code”), (a) having served the Company for more than nine years could be relevant to the determination of an independent non-executive director’s independence and (b) if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

The Company has received from Mr. Kwan Kai Cheong a confirmation of his independence pursuant to rule 3.13 of the Listing Rules. Mr. Kwan has not engaged in any executive management of the Group. Taking into consideration of his extensive experience, knowledge in securities and understanding of the Group’s operations and business, and his independent scope of works in the past years, the Board and the Nomination Committee, therefore, consider Mr. Kwan to be independent of the Company under the Listing Rules despite the fact that he has served the Company for more than nine years. Accordingly, Mr. Kwan shall be subject to retirement rotation and re-election by way of a separate resolution to be approved by the Shareholders at the AGM.

Accordingly, the Nomination Committee and the Board propose to re-elect Mr. Wang Weixian, Ms. Wang Xuling and Mr. Kwan Kai Cheong as Directors.

The qualifications, previous experience and major appointments of all the Directors who stand for re-election at the AGM are set out in the “Directors and Senior Management Profiles” section contained in the 2016 Annual Report. The relevant biographical details of each of the retiring Directors required to be disclosed pursuant to rule 13.51(2) of the Listing Rules are set out below for Shareholders’ consideration.

Mr. Wang Weixian (age 53)

WANG Weixian, 53, is the Executive Director, Honorary Chairman and founder of the Company. Mr. WANG Weixian has over 20 years of experience in finance, construction, property investment and development. Mr. WANG Weixian graduated from South China University of Technology with a bachelor’s degree in building materials and University of Technology, Sydney (Australia) with a bachelor’s degree in commerce. He is also a councilor of the Shanghai Soong Ching Ling Foundation and a standing member of the Shanghai Overseas Exchange Association.

LETTER FROM THE CHAIRMAN

The appointment of Mr. Wang commenced from 13 April 2006. Mr. Wang entered into a service agreement with the Company for a term of three years commencing from 1 January 2017 provided that at any time during the term of appointment, either party may terminate the appointment by giving to the other three months' prior notice. Pursuant to Mr. Wang's service agreement, his monthly salary is HKD32,005. For the year ended 31 December 2016, Mr. Wang's annual salary and other benefits amounted to RMB338,000. The emoluments of Mr. Wang is determined by the Board with reference to his duties and responsibilities, experience, qualification and prevailing market conditions and will be subject to annual review.

Saved as disclosed above, Mr. Wang (i) does not hold any other position in the Group nor did he hold any directorship in any listed public company in the last three years; and (ii) does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Wang was deemed to be interested in an aggregate of 400,212,704 Shares (representing approximately 14.33% of the entire issued share capital of the Company) within the meaning of Part XV of the SFO, details of which are set out below:

- (a) 367,254,133 Shares, representing approximately 13.15% of the entire issued share capital of the Company, were held by The Duanyuan Trust, a trust of which Mr. Wang was the founder and his family members (including Ms. Wang Xuling) are discretionary objects; and
- (b) 32,958,571 Shares, representing approximately 1.18% of the entire issued share capital of the Company, were held by Prestige Glory Enterprises Limited which is entirely beneficially owned by Mr. Wang.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang did not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Ms. Wang Xuling (age 56)

WANG Xuling, 56, is the Executive Director of the Company. Ms. WANG Xuling graduated from Ji'nan University (Guangzhou). Prior to joining the Company, Ms. WANG was the executive director and deputy general manager of Mission Hills Golf Club (Mission Hills Group), responsible for sales and marketing of properties. Before joining Mission Hills Group (Mission Hills Golf Club), Ms. WANG Xuling had about 12 years of experience in the news and media business. Ms. WANG Xuling joined the Company as Executive Director in 2007 and was once the Chief Executive Officer of the Company since April 2011.

LETTER FROM THE CHAIRMAN

The appointment of Ms. Wang commenced from 10 July 2007. Ms. Wang entered into a service agreement with the Company for a term of three years commencing from 1 January 2017 provided that at any time during the term of appointment, either party may terminate the appointment by giving to the other three months' prior notice. Pursuant to Ms. Wang's service agreement, her monthly salary is HKD130,340. For the year ended 31 December 2016, Ms. Wang's annual salary and other benefits amounted to RMB1,952,000. The emoluments of Ms. Wang is determined by the Board with reference to her duties and responsibilities, experience, qualification and prevailing market conditions and will be subject to annual review.

Saved as disclosed above, Ms. Wang (i) does not hold any other position in the Group nor did she hold any directorship in any listed public company in the last three years; and (ii) does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Ms. Wang was deemed to be interested in an aggregate of 378,264,581 (together representing approximately 13.54% of the entire issued share capital of the Company) within the meaning of Part XV of the SFO. Out of these Shares, 7,010,448 Shares were held by Boom Rich Investments Limited which was in turn entirely beneficially owned by Ms. Wang, 367,254,133 Shares were held by The Duanyuan Trust, a trust of which Mr. Wang Weixian was the founder and his family members (including Ms. Wang) are discretionary objects, and 4,000,000 Shares which was beneficially owned by Ms. Wang.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wang did not have any interest or short position, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Kwan Kai Cheong (age 67)

KWAN Kai Cheong, 67, is an Independent Non-Executive Director of the Company. He is also the chairman of the audit and remuneration committees and a member of the nomination committee of the Company. Mr. Kwan holds a Bachelor of Accountancy (Honors) degree from the University of Singapore and is a member of the Institute of Chartered Accountants in Australia. He is also a fellow of the Hong Kong Institute of Directors. Mr. KWAN is presently the president of Morrison & Company Limited, a business consultancy firm.

Currently, Mr. Kwan is also a non-executive director of China Properties Group Limited which is listed on the Main Board of the Stock Exchange. In addition, he is an independent non-executive director for several listed companies in Hong Kong, namely, CK Life Sciences Int'l., (Holdings) Inc., Dynagreen Environmental Protection Group Co., Ltd., HK Electric Investments and HK Electric Investments Limited, United Photovoltaics Group Limited, Sunlight Real Estate Investment Trust and Win Hanverky Holdings Limited (which are all listed on the Main Board of the Stock Exchange). He was also an independent non-executive director of Galaxy Resources Limited, a company listed on the Australian Securities Exchange, from 13 October 2010 to 30 June 2014. Besides, Mr. Kwan

LETTER FROM THE CHAIRMAN

was appointed an independent non-executive director of China Oceanwide Holdings Limited, a company listed on the Main Board of the Stock Exchange, on 27 September 2004 and had resigned on 19 December 2014. Mr. Kwan was also a director of Yaohan International Holdings Limited, a company previously listed on the Main Board of the Stock Exchange and has withdrawn from listing with effect from 6 May 2002.

The appointment of Mr. Kwan commenced from 19 September 2006. Mr. Kwan entered into an agreement with the Company in relation to his appointment as an independent non-executive director for a term of two years commencing from 10 October 2006 and renewable by mutual agreement thereafter on an annual basis provided that at any time during the term of appointment, either party may terminate the appointment by giving to the other one months' prior notice. Pursuant to Mr. Kwan's service agreement, his annual Director's fee was RMB323,000 for the year ended 31 December 2016. The Director's fee of Mr. Kwan is determined by the Board with reference to his duties and responsibilities, experience, qualification and prevailing market conditions and will be subject to annual review.

Saved as disclosed above, Mr. Kwan (i) does not hold any other position in the Group nor did he hold any directorship in any listed public company in the last three years; and (ii) does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Kwan was interested (within the meaning of Part XV of the SFO) in 500,000 Shares beneficially.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kwan did not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

General

Save for the information set out in this section and in the Company's 2016 Annual Report, there is no other matter that needs to be brought to the attention of the Shareholders or any information that should be disclosed under rule 13.51(2) of the Listing Rules.

FINAL DIVIDEND

The directors resolved to recommend a final dividend of HK\$0.1 per Share to be paid to holders of Shares whose names appear on the register of members of the Company on Friday, 23 June 2017. Subject to the passing of the relevant resolution at the AGM, the final dividend is expected to be paid to the shareholders on or around Friday, 14 July 2017.

LETTER FROM THE CHAIRMAN

In order to determine the identity of the shareholders who are qualified to receive the proposed final dividend, the register of members will be closed on Wednesday, 21 June 2017 to Friday, 23 June 2017 (both days inclusive), during which period no transfer of shares will be effected. All duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 20 June 2017.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

As the general mandates granted to the Directors to allot, issue, and deal with and repurchase Shares (respectively) pursuant to resolutions passed by the Shareholders at the Company's previous annual general meeting held on 7 June 2016 will lapse at the conclusion of the AGM, resolutions will be proposed at the AGM to renew the grant of these general mandates. The relevant resolutions, in summary, are:

- an ordinary resolution to grant to the Directors a general and unconditional mandate to allot, issue, and deal with additional securities of the Company (including, inter alia, offers, agreements, options, warrants or similar rights in respect thereof) not exceeding 20% of the aggregate nominal value of the Company's Shares as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held, or at any time when the said mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the "Issue Mandate"). On the basis of 2,793,676,683 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, exercise in full of the Issue Mandate could result in up to 558,735,336 Shares being issued by the Company;
- an ordinary resolution to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the aggregate nominal value of the Company's Shares as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held, or at any time when the said mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the "Share Repurchase Mandate"); and
- conditional on the passing of the resolutions to grant the Issue Mandate and the Share Repurchase Mandate, an ordinary resolution to authorise the Directors to exercise the powers of the Company to allot, issue, and deal with additional securities under the Issue Mandate by adding those Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

LETTER FROM THE CHAIRMAN

The explanatory statement providing the requisite information regarding the Share Repurchase Mandate as required to be sent to Shareholders under the Listing Rules is set out in Appendix I to this circular.

AGM

The notice convening the AGM is set out in Appendix II to this circular. At the AGM, amongst others, ordinary resolutions will be proposed to approve the re-election of the retiring Directors, the re-appointment of auditor, the declaration of a final dividend, the granting of the Issue Mandate and the Share Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Share Repurchase Mandate.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's principal place of business at Unit 5711, 57th Floor, The Center, 99 Queen's Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

Pursuant to rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the AGM will be voted by way of a poll by the Shareholders.

If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of AGM, the AGM will be adjourned. The Company will post an announcement on its website (www.greenlandhk.com) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting. The AGM 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 AGM under bad weather conditions bearing in mind their own situations.

LETTER FROM THE CHAIRMAN

RECOMMENDATION

The Directors consider that the proposed resolutions regarding the re-election of the retiring Directors, the re-appointment of auditor, the declaration of a final dividend, the granting of the Issue Mandate and the Share Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Share Repurchase Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolutions.

Yours faithfully,
Chen Jun
Chairman

This is the explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to be given to all Shareholders relating to the resolutions to be proposed at the AGM authorizing the Share Repurchase Mandate.

1. EXERCISE OF THE SHARE REPURCHASE MANDATE

On the basis of 2,793,676,683 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, exercise in full of the Share Repurchase Mandate could result in up to 279,367,668 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Share Repurchase Mandate up to 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 the Articles or any applicable laws to be held; and (iii) the revocation or variation of the Share Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from Shareholders to enable the Company to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earnings per Share.

The Directors are seeking the grant of the Share Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the applicable laws of the Cayman Islands. Such funds include profits available for distribution. The repurchase of shares pursuant to the Share Repurchase Mandate will be made out of internal funds legally permitted to be utilised in this connection.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts as contained in the 2016 Annual Report) in the event that the Share Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

No Directors or (to the best knowledge of the Directors, having made all reasonable enquiries) any of their respective close associates have any present intention, in the event that the Share Repurchase Mandate is approved and exercised, to sell Shares to the Company. No core connected person has notified the Company that they have any present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Repurchase Mandate is approved and exercised.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company as amended from time to time, the Articles and the applicable laws of the Cayman Islands.

6. TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code. A waiver of this provision would not normally be given except in extraordinary circumstances. As at the Latest Practicable Date, Gluon Xima, Hong Kong Vee Eight and Greenland Holdings had or were taken or deemed to have aggregate interests (within the meaning of Part XV of the SFO) in 1,650,244,409 Shares, representing an approximately 59.07% of the issued ordinary share capital of the Company. In the event that the Directors should exercise in full the Share Repurchase Mandate, their aggregate interests would (assuming that there is no change in relevant circumstances) be increased to approximately 65.63% of the issued ordinary share capital of the Company.

The Directors will use their best endeavours to ensure the Share Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25% of the issued share capital of the Company.

7. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date are as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April 2016	3.5	2.31
May 2016	2.82	2.32
June 2016	2.88	2.48
July 2016	2.82	2.3
August 2016	2.56	2.26
September 2016	2.45	2.18
October 2016	2.33	1.95
November 2016	2.10	1.91
December 2016	2.12	1.82
January 2017	1.93	1.70
February 2017	2.27	1.63
March 2017	2.28	2.01
April 2017 (up to the Latest Practicable Date)	2.99	2.08

GREENLAND HONG KONG HOLDINGS LIMITED

綠地香港控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 337)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of the shareholders of Greenland Hong Kong Holdings Limited (the “Company”) will be held at Victoria & Queensway Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 15 June 2017 at 9:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2016.
2.
 - A. To re-elect Mr. Wang Weixian as an executive director of the Company.
 - B. To re-elect Ms. Wang Xuling as an executive director of the Company.
 - C. To re-elect Mr. Kwan Kai Cheong as an independent non-executive director of the Company.
3. To authorize the board of directors of the Company to fix the directors’ remuneration for the year ending 31 December 2016.
4. To re-appoint Deloitte Touche Tohmatsu, Certificate Public Accountants as auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.
5. To declare a final dividend for the year ended 31 December 2016.
6. As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:
 - 6.A. **“THAT:**
 - (a) subject to paragraph (c), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares (the “Shares”) in the capital of the Company or securities convertible into such Shares or warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; (iii) the exercise of options under the share option scheme of the Company for the time being adopted; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company's Articles of Association, shall not exceed 20 per cent. of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

"Relevant Period" means the period from the date of 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 the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their holdings of such Shares (subject to such exclusions or other arrangements as the Directors 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, any recognized regulatory body or any stock exchange in any territory outside Hong Kong)."

6.B. **“THAT:**

- (a) subject to paragraph (b), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own ordinary shares (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the ordinary share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

6.C. **“THAT** conditional upon resolutions 6.A. and 6.B. set out in this notice being passed, the aggregate nominal amount of ordinary shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution 6.B. shall be added to the aggregate nominal amount of ordinary share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution

6.A., provided that the amount of ordinary share capital repurchased by the Company shall not exceed 10 per cent. of the total nominal amount of the ordinary share capital of the Company in issue on the date of this resolution.”

By order of the Board
Greenland Hong Kong Holdings Limited
Lee Mei Yi
Company Secretary

Hong Kong, 28 April 2017

Principal office:

Unit 5711, 57th Floor
The Center
99 Queen’s Road Central
Hong Kong

Notes:

- (1) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, the completed form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the principal office of the Company at Unit 5711, 57th Floor, The Center, 99 Queen’s Road Central, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (3) The register of members of the Company will be closed from Monday, 12 June 2017 to Thursday, 15 June 2017 (both days inclusive), during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the AGM to be held on Thursday, 15 June 2017, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrars in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 9 June 2017.
- (4) Subject to the approval of the shareholders at the AGM, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company on Friday, 23 June 2017. In order to determine the identity of the shareholders who are qualified to receive the proposed final dividend, the register of members will be closed on Wednesday, 21 June 2017 to Friday, 23 June 2017 (both days inclusive), during which period no transfer of shares will be effected. All duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 20 June 2017.
- (5) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on its website (www.greenlandhk.com) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting. The AGM 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 AGM under bad weather conditions bearing in mind their own situations.
- (6) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.