
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yuzhou Properties Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



禹洲地產股份有限公司
YUZHOU PROPERTIES COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01628)

RE-ELECTION OF DIRECTORS
GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Yuzhou Properties Company Limited to be held at Director's Room, 38/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 6 June 2017 at 10:00 a.m. is set out in this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in accordance with the instructions printed thereon 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 should you so wish.

28 April 2017

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	7
APPENDIX II – EXPLANATORY STATEMENT	11
NOTICE OF ANNUAL GENERAL MEETING	14

DEFINITIONS

In this circular, unless the context states otherwise, the following expressions have the following meaning:

“2016 Annual Report”	the annual report of the Company for the financial year ended 31 December 2016 dispatched to the Shareholders together with this circular
“AGM”	the annual general meeting of the Company to be held at Director’s Room, 38/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 6 June 2017 at 10:00 a.m., notice of which is set out in this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	Yuzhou Properties Company Limited (禹洲地產股份有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	20 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s) in issue
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



禹洲地產股份有限公司 YUZHOU PROPERTIES COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01628)

Executive Directors:

Lam Lung On (*Chairman*)
Kwok Ying Lan (*Vice Chairman*)
Lin Longzhi
Lin Conghui

Registered Address:

Cricket Square, Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Independent Non-Executive Directors:

Lam Kwong Siu
Wee Henny Soon Chiang
Zhai Pu

Principal place of business

in Hong Kong:
Units 4905-06, 49/F
The Center
99 Queen's Road Central
Hong Kong

28 April 2017

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS
GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give Shareholders information on matters to be dealt with at the forthcoming AGM, which include the (i) re-election of Directors; and (ii) grant of general mandates to issue and repurchase Shares.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In relation to resolution No. 3 in the notice of the AGM, Mr. Lam Lung On, Mr. Lin Longzhi, Mr. Wee Henny Soon Chiang and Dr. Zhai Pu will retire at the AGM by rotation pursuant to Article 84 of the Articles of Association and, being eligible, have offered themselves for re-election.

Each of Mr. Wee Henny Soon Chiang and Dr. Zhai Pu, being an independent non-executive Director eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is satisfied that both Mr. Wee and Dr. Zhai meet the independence requirements set out in Rule 3.13 of the Listing Rules and considers that each of the re-elections of Mr. Lam, Mr. Lin, Mr. Wee and Dr. Zhai as a Director is in the best interest of the Company and the Shareholders as a whole.

The biographical details and interests in the Shares of all retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

By ordinary resolutions passed by the Shareholders on 31 May 2016, general and unconditional mandates were granted to the Directors to issue and repurchase Shares.

During the period from 31 May 2016 and up to the Latest Practicable Date, there had been no purchase, sale or redemption by the Company, or any of its subsidiaries, of any listed securities of the Company. The above general and unconditional mandates will expire at the conclusion of the AGM.

The Directors believe that renewal of such general mandates is in the interest of the Company and the Shareholders. Accordingly, the following ordinary resolutions will be proposed at the AGM in order to grant to the Directors the new general and unconditional mandates to exercise the powers of the Company to issue and repurchase Shares:

- (i) an ordinary resolution (resolution No. 6) to grant to the Directors a general and unconditional mandate to authorise them to allot, issue and deal with additional Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of such resolution (the “**Issue Mandate**”);
- (ii) an ordinary resolution (resolution No. 7) to grant to the Directors a general and unconditional mandate to authorise them to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of such resolution (the “**Repurchase Mandate**”); and

LETTER FROM THE BOARD

- (iii) conditional upon the passing of the resolutions No. 6 and No. 7 as stated above, an ordinary resolution (resolution No. 8) to extend the Issue Mandate by an amount representing the aggregate nominal amount of Shares purchased by the Company under the Repurchase Mandate provided that such aggregated amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of such resolution.

As at the Latest Practicable Date, the number of Shares in issue was 3,816,399,999. On the basis that no further Shares will be issued or repurchased prior to the AGM, the Company would be allowed to allot and issue a maximum of 763,279,999 Shares under the Issue Mandate and to repurchase a maximum of 381,639,999 Shares under the Repurchase Mandate.

Shareholders are invited to refer to the notice of the AGM set out in this circular for details of the abovementioned ordinary resolutions. An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is also set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is the notice of the AGM to be held on Tuesday, 6 June 2017. A form of proxy for use in connection with the AGM is enclosed. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the commencement of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the AGM shall be taken by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the proposals mentioned above, including the proposals for re-election of the Directors, the grant of the general mandates to issue, allot and repurchase Shares, and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders. The Directors recommend the Shareholders to vote in favour of all the ordinary resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Yuzhou Properties Company Limited
Lam Lung On
Chairman

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected (as the case may be) at the AGM.

Lam Lung On (林龍安), aged 52, was designated as the Chairman of our Board and our Executive Director on 9 October 2009. He founded our Group in December 1994. He is also a member of the remuneration committee and the nomination committee of our Company. Since December 1994, Mr. Lam has held positions including but not limited to chairman, deputy chairman, director and/or general manager of most of our subsidiaries and is primarily responsible for overseeing the development planning and strategic layout of the Group as well as the major decisions on the investment and human resources of the Group. He has over 20 years of experience in residential, commercial and hotel property development and investment. In 2006, Mr. Lam became an honorary citizen of Xiamen accredited by the mayor of Xiamen. He has been a member of the Hong Kong Special Administrative Region Election Committee, a member of the Standing Committee of the All-China Federation of Returned Overseas Chinese, the Central Committee of the China Democratic National Construction Association and a member of the Fujian Committee and Tianjin Committee of the Chinese People's Political Consultative Conference, the Director of the Proposal Committee of the Provincial Association of Provincial CPPCC Members. Mr. Lam also serves as the president of the Hong-Kong Xiamen Friendship Union, the deputy chairman of the Hong Kong Federation of Fujian Associations, the Honorary President of the Hong Kong Chinese Importer's & Exporter's Association, executive deputy chairman of the board of the Hong Kong Volunteers Federation, the executive deputy chairman of the China Federation of Overseas Chinese Entrepreneurs, the Honorary President of Hong Kong Association of Overseas Chinese Society, the visiting professor of the University of Science and Technology of China and the executive director and visiting professor of Jimei University. Mr. Lam graduated from the University of Science and Technology of China with a master's degree in engineering in November 1996. Mr. Lam is the spouse of Ms. Kwok Ying Lan, our Executive Director, and the brother of Mr. Lin Longzhi, our Executive Director and brother-in-law of Mr. Lin Conghui, our Executive Director. Mr. Lam has not held any directorship in any other publicly listed companies in the past three years. Mr. Lam worked for Xiamen Land Development Company, a state-owned enterprise, before he founded our Group.

Mr. Lam entered into a service contract with the Company for a term of 3 years commencing from 2 November 2015 and such contract may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the service contract, Mr. Lam is entitled to a fixed remuneration of RMB1,544,156 per annum and discretionary annual bonus of an amount as shall be determined by the Board.

As at the Latest Practicable Date, Mr. Lam was the beneficial owner of 1,296,000,000 Shares (representing 33.96% of the issued share capital of the Company) and is also deemed to be interested in the 1,302,691,000 Shares (representing 34.13% of the issued share capital of the Company) held by his spouse, Ms. Kwok Ying Lan, an Executive Director and the Vice Chairman of the Board, pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Lam's re-election that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Lin Longzhi (林龍智), aged 48, was designated as our Executive Director on 9 October 2009. Since joining our Group in December 1997, Mr. Lin has held positions including but not limited to chairman, director and/or general manager in some of our subsidiaries and is primarily responsible for coordinating the public relationship and strategic layout of the Group. Mr. Lin has almost 19 years of experience in property development and investment. Mr. Lin was a member of the 12th Xiamen Municipal People's Congress. He also serves as the deputy president of the 6th Xiamen Real Estate Association, the deputy president of the 7th China Real Estate Association and deputy chairman of the Xiamen Association of Enterprises with Foreign Investment. Mr. Lin is the younger brother of Mr. Lam Lung On, our Executive Director, the brother-in-law of Ms. Kwok Ying Lan, our Executive Director and the brother-in-law of Mr. Lin Conghui, who is also our Executive Director. Mr. Lin has not held any directorship in any other publicly listed companies in the past three years.

Mr. Lin entered into a service contract with the Company for a term of 3 years commencing from 2 November 2015 and such contract may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the service contract, Mr. Lin is entitled to a remuneration of RMB1,500,000 per annum.

As at the Latest Practicable Date, Mr. Lin was interested in the share options to subscribe for an aggregate of 24,600,000 Shares, representing approximately 0.64% of the issued share capital of the Company. Save as disclosed above, Mr. Lin does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Lin's re-election that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Wee Henny Soon Chiang (also known as Wee Toon Kian) (黃循強), aged 70, was appointed as an independent non-executive Director on 9 October 2009. He is also the chairman of the audit committee, and a member of the remuneration committee and the nomination committee of our Company. He has more than thirty years of experience in public accounting practice. Mr. Wee was an independent non-executive director of The Quaypoint Corporation Limited (now known as China Uptown Group Company Limited), a Cayman Islands incorporated company listed on the Hong Kong Stock Exchange (02330), from September 2001 to November 2006. He is the founder of Henny Wee & Co., a firm of Certified Public Accountants (Practising) registered at Hong Kong Institute of Certified Public Accountants in February 1988. Mr. Wee has been the partner of Henny Wee & Co. since 1988 and following a merger with another local firm of certified public accountants on 1 April 2016, he is the managing partner of the merged SWC & Partners. He worked at Glass Radcliffe Chan & Wee as a partner. Mr. Wee received a bachelor's degree in Commerce from the University of Newcastle, New South Wales, Australia, in March 1971. He became an Associate Member of the Institute of Chartered Accountants (Australia) in July 1975, and a Certified Public Accountant (Practising) of the Hong Kong Society of Accountants, now known as the Hong Kong Institute of Certified Public Accountants, since 1988.

Mr. Wee entered into a letter of appointment with the Company for a term of 3 years commencing from 2 November 2015 and such appointment may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the letter of appointment, Mr. Wee is entitled to a remuneration of HK\$200,000 per annum.

Save as disclosed above, Mr. Wee has not held any directorship in any publicly listed companies in the past three years. As at the Latest Practicable Date, Mr. Wee does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Wee's re-election that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rule.

Dr. Zhai Pu (翟普), aged 42, was appointed as an independent non-executive Director on 28 December 2016. He is also a member of the audit committee of our Company. Dr. Zhai obtained a Ph.D from Cambridge University in the United Kingdom in 2000 and a bachelor's degree in material science and engineering from Tsinghua University, China, in 1996. He has been the Chief Executive Officer of China Alpha Fund Management (HK) Limited since July 2015. Dr. Zhai has worked in the field of investment banking as Managing Director of J.P. Morgan Securities (Asia Pacific) Limited from September 2009 to March 2015, and as Managing Director of Macquarie (Hong Kong) Limited from May 2007 to August 2009. He has over 15 years of experience in corporate development and investment banking in the Greater China market.

Dr. Zhai entered into a letter of appointment with the Company for a term of 3 years commencing from 28 December 2016 and such appointment may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the letter of appointment, Dr. Zhai is entitled to a remuneration of HK\$200,000 per annum.

Save as disclosed above, Dr. Zhai has not held any directorship in any publicly listed companies in the past three years. As at the Latest Practicable Date, Dr. Zhai does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Dr. Zhai's re-election that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to the Shareholders for their consideration of the proposed resolutions in relation to the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,816,399,999 Shares. Subject to the passing of resolution No. 7 approving the Repurchase Mandate as set out in the notice of the AGM set out in this circular and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 381,639,999 Shares until (i) the conclusion of the next annual general meeting; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (iii) the revocation or variation of the authority set out in resolution No. 6 by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

REASON FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an increase of the net asset value of the Company and/or its earnings per Share and will only be made as and when the Directors believe such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the Articles of Association, the Listing Rules and the applicable laws of Cayman Islands.

The Company may not repurchase its Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

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 Company's audited accounts contained in the 2016 Annual Report) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. The Directors, however, do not propose to exercise the 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 the gearing levels which in the opinion of the Directors may from time to time be appropriate for the Company.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Lam Lung On and his spouse, Ms. Kwok Ying Lan, the substantial shareholders of the Company, were the beneficial owners of an aggregate of 2,598,691,000 Shares, representing approximately 68.09% of the total issued share capital of the Company. In addition, Mr. Lam and Ms. Kwok were interested in the share options to subscribe for an aggregate of 8,400,000 Shares, representing approximately 0.22% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the aggregate shareholding of Mr. Lam Lung On and Ms. Kwok Ying Lan would be increased to approximately 75.90% of the issued share capital of the Company. Such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company or its subsidiaries in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any Share to the Company, or that he/she has undertaken not to do so in the event that the resolution in relation to the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any Share (whether on the Hong Kong Stock Exchange or otherwise) during the 6 months prior to the Latest Practicable Date.

SHARE PRICES

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

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	2.26	2.03
May	2.26	2.08
June	2.40	1.98
July	2.37	2.12
August	2.79	2.29
September	2.92	2.64
October	3.03	2.74
November	3.04	2.78
December	2.90	2.44
2017		
January	2.88	2.54
February	2.78	2.48
March	3.48	2.65
April (up to the Latest Practicable Date)	3.60	3.20

NOTICE OF ANNUAL GENERAL MEETING



禹洲地產股份有限公司 YUZHOU PROPERTIES COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01628)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Yuzhou Properties Company Limited (the “**Company**”) will be held at Director’s Room, 38/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 6 June 2017 at 10:00 a.m. for the following purposes:

As ordinary business:

1. To receive and adopt the audited financial statements and the reports of the directors (“**Directors**”) and the auditors of the Company for the year ended 31 December 2016.
2. To declare a final dividend of HK\$0.22 per share for the year ended 31 December 2016.
3. To re-elect the following retiring Directors of the Company:
 - (i) Mr. Lam Lung On as an executive Director;
 - (ii) Mr. Lin Longzhi as an executive Director;
 - (iii) Mr. Wee Henny Soon Chiang as an independent non-executive Director; and
 - (iv) Dr. Zhai Pu as an independent non-executive Director,
4. To authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
5. To re-appoint Messrs. Ernst & Young, Certified Public Accountants, as the auditors of the Company until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, to pass with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

6. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined in paragraph (d) below) all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.10 each in the share capital of the Company (“**Shares**”) and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate nominal value 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 mandate in paragraph (a), otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below); or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the purpose of granting or issuing Shares or rights to acquire Shares of the Company to the directors, officers and/or employees of the Company and/or any of its subsidiaries; or (iii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution and the said mandate shall be limited accordingly;
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company required by the Company's articles of association or any applicable law to be held; or
- (iii) the date on which authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Right Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

7. “**THAT**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph (b) below) all the powers of the Company to purchase or otherwise acquire Shares in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate nominal amount of Shares so purchased or otherwise acquired shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution.
- (b) for the purpose of this Resolution:

“**Relevant Period**” means the period from the 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 Company's articles of association or any applicable law to be held; or

NOTICE OF ANNUAL GENERAL MEETING

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

8. “**THAT**, conditional upon the passing of resolutions No. 6 and No. 7 above, the aggregate nominal amount of the Shares which are purchased or otherwise acquired by the Company pursuant to resolution No. 7 shall be added to the aggregate nominal amount of the Shares which may be issued pursuant to resolution No. 6, provided that such aggregated amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of this Resolution.”

By order of the Board
Yuzhou Properties Company Limited
Lam Lung On
Chairman

Hong Kong, 28 April 2017

Notes:

- (1) A shareholder entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (2) A form of proxy for use at the above meeting (or at any adjournment thereof) is enclosed. In order to be valid, the 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 such power or authority shall be deposited with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the commencement of the above meeting or any adjournment thereof.
- (3) The register of members of the Company will be closed from 2 June 2017 to 6 June 2017 (both dates inclusive), during which period no transfer of shares of the Company will be registered in order to determine the identities of shareholders entitled to attend and vote at the AGM. In order to be entitled to attend and vote at the AGM, all transfers (accompanied by the share certificates, as applicable) must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 1 June 2017 for registration.

NOTICE OF ANNUAL GENERAL MEETING

- (4) The final dividend is payable to Shareholders whose names appear on the register of members of the Company at the close of business on 21 June 2017, being the record date for determination of entitlement to the final dividend. In order to qualify for the proposed final dividend, all transfers (accompanied by the share certificates, as applicable) must be lodged with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 16 June 2017 for registration.
- (5) An explanatory statement containing further details in respect of resolution 7 is included in Appendix II of the circular.
- (6) **BAD WEATHER ARRANGEMENTS:** 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 8:00 a.m. on the date of the meeting, the meeting will be postponed and Shareholders will be informed of the date, time and venue of the postponed AGM by an announcement posted on the websites of the Company and the Hong Kong Stock Exchange. The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this notice, the executive Directors are Mr. Lam Lung On (Chairman), Ms. Kwok Ying Lan, Mr. Lin Longzhi and Mr. Lin Conghui, and independent non-executive Directors are Mr. Lam Kwong Siu, Mr. Wee Henny Soon Chiang and Dr. Zhai Pu.