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**If you have sold or transferred** all your shares in Greenland Hong Kong Holdings Limited, 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.

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## **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**

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Capitalised terms used in this cover page and the first page of this circular shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular.

A letter from the chairman of the Company is set out on pages 3 to 9 of this circular. A notice convening the AGM to be held at 7th Floor, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 23 May 2018 at 9:30 a.m. is set out on pages 13 to 16 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 Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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 Listing Rules for the purpose of giving information with regard to the Company. The Directors 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.

20 April 2018

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## DEFINITIONS

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

“2017 Annual Report”	the 2017 annual report of the Company
“AGM”	the annual general meeting of the Company to be held at 7th Floor, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 23 May 2018 at 9:30 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
“Greenland Holdings Group”	Greenland Holdings and its subsidiaries
“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”	16 April 2018, 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

*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

20 April 2018

*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. Wu Zhengkui, Mr. Cheong Ying Chew, Henry and Mr. Fong Wo, Felix 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, both Mr. Cheong Ying Chew, Henry and Mr. Fong Wo, Felix had served on the Board as an independent non-executive Director for more than nine 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 each of Mr. Cheong Ying Chew, Henry and Mr. Fong Wo Felix a confirmation of his independence pursuant to rule 3.13 of the Listing Rules. Each of Mr. Cheong and Mr. Fong has not engaged in any executive management of the Group. Taking into consideration of their extensive experience, knowledge in securities and understanding of the Group’s operations and business, and their independent scope of works in the past years, the Board and the Nomination Committee, therefore, consider each of Mr. Cheong and Mr. Fong to be independent of the Company under the Listing Rules despite the fact that they have served the Company for more than nine years. Accordingly, each of Mr. Cheong and Mr. Fong 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. Wu Zhengkui, Mr. Cheong Ying Chew, Henry and Mr. Fong Wo, Felix as Directors at the AGM.

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 2017 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.

#### **WU Zhengkui (age 44)**

**WU Zhengkui**, is the Executive Director of the Company. Mr. WU Zhengkui is also the deputy general manager of the Finance Department of Greenland Holdings Group. Mr. WU Zhengkui graduated from Fudan University with a master’s degree in accounting. He also has the professional title of intermediate accountant. Mr. WU Zhengkui has over 15 years of experience in the real estate and construction industry, with extensive experience in financial management within the industry. Since he joined Greenland Holdings Group in January 2002, Mr. WU Zhengkui has served as Finance Manager, Director and

## LETTER FROM THE CHAIRMAN

Supervisor of the subsidiaries of Greenland Holdings group and Assistant General Manager of the Finance Department of Greenland Holdings group.

The appointment of Mr. Wu commenced from 27 August 2013. Mr. Wu entered into a service agreement with the Company for a term of three years commencing from 27 August 2013 and renewable by mutual agreement 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 month's prior notice. Pursuant to Mr. Wu's service agreement, he does not have any monthly salary and for the year ended 31 December 2017, Mr. Wu's annual salary and other benefits amounted to nil. The emoluments of Mr. Wu 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. Wu (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. Wu 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.

### **CHEONG Ying Chew, Henry (aged 70)**

**CHEONG Ying Chew Henry**, has been an Independent Non-executive Director of the Company since 2006. Mr. Cheong holds a Bachelor of Science degree in Mathematics and a Master of Science degree in Operational Research and Management. Mr. Cheong is also an Independent Non-executive Director of CK Asset Holdings Limited (formerly known as Cheung Kong Property Holdings Limited), Cheung Kong Infrastructure Holdings Limited, CNNC International Limited, Hutchison Telecommunications Hong Kong Holdings Limited, New World Department Store China Limited, Skyworth Digital Holdings Limited and TOM Group Limited. Mr. Cheong currently serves as an executive director and the deputy chairman of Worldsec Limited, a company listed on the London Stock Exchange. He is also an Independent Director of BTS Group Holdings Public Company Limited, a company listed on the Stock Exchange of Thailand. Mr. Cheong was previously a member of the Securities and Futures Appeals Tribunal and the Advisory Committee of the Securities and Futures Commission.

The appointment of Mr. Cheong commenced from 19 September 2006. Mr. Cheong entered into an agreement with the Company in relation to his appointment as an independent non-executive director for a term of one year 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 month's prior notice. Pursuant to Mr. Cheong's service agreement, his annual Director's fee was RMB338,000 for the year ended 31 December 2017. The Director's fee of Mr. Cheong 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.

## LETTER FROM THE CHAIRMAN

Saved as disclosed above, Mr. Cheong (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. Cheong 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. Cheong 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).

### **FONG Wo, Felix, BBS, JP (aged 67)**

**FONG Wo, Felix**, BBS, JP, is an Independent Non-Executive Director of the Company since 2006, a practicing solicitor in Hong Kong and is also qualified in Canada and England. He is appointed by the Ministry of Justice of China as one of the China-Appointed Attesting Officers in Hong Kong. Mr. FONG is a consultant and the founding partner of the Hong Kong law firm, King & Wood (formerly known as Arculli Fong & Ng), and has practiced law for over 30 years, including eight years in Toronto. Mr. FONG is an independent non-executive director of a number of listed companies, namely Guangdong Land Holdings Limited (formerly known as Kingway Brewery Holdings Limited), Evergreen International Holdings Limited, China Investment Development Limited (formerly known as Temujin International Investments Limited), Sheen Tai Holdings Group Company Limited, and Xinming China Holdings Limited and WuXi Biologics (Cayman) Inc., whose shares are listed on the Stock Exchange. Mr. Fong is also an independent non-executive director of Bank of Shanghai (Hong Kong) Limited. From May 2010 to May 2016, Mr. Fong was an independent non-executive director of China Oilfield Services Limited, whose shares are listed on the Stock Exchange and the Shanghai Stock Exchange. Mr. FONG is a member of the Guangdong Provincial Committee of Chinese People's Political Consultative Conference (9th and 10th Sessions), a director of the China Overseas Friendship Association, a director of the Shanghai Chinese Overseas Friendship Association and an executive director of the Guangdong Overseas Friendship Association. He is a director of the Hong Kong Basic Law Institute and also the former chairman of the Advisory Council on Food and Environmental Hygiene and a member of the Hong Kong Communications Authority. Mr. FONG is a member of the first Selection Committee for the purposes of electing the Chief Executive for Hong Kong Special Administrative Region, a founding member of the Canadian International School of Hong Kong, a member of the Board of Advisers for the Faculty of Business of the University of Victoria, British Columbia, Canada and a visiting professor of the School of Law of Sun Yat-sen University China.



## LETTER FROM THE CHAIRMAN

The appointment of Mr. Fong commenced from 19 September 2006. Mr. Fong entered into an agreement with the Company in relation to his appointment as an independent non-executive director for a term of one year 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 month's prior notice. Pursuant to Mr. Fong's service agreement, his annual Director's fee was RMB338,000 for the year ended 31 December 2017. The Director's fee of Mr. Fong 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. Fong (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. Fong 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. Fong 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 2017 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\$0.15 per Share to be paid to holders of Shares whose names appear on the register of members of the Company on Thursday, 31 May 2018. 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 Thursday, 21 June 2018.

In order to determine the identity of the shareholders who are qualified to receive the proposed final dividend, the register of members of the Company will be closed on Tuesday, 29 May 2018 to Thursday, 31 May 2018 (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 Monday, 28 May 2018.

## LETTER FROM THE CHAIRMAN

### 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 15 June 2017 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.

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.

## LETTER FROM THE CHAIRMAN

### 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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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.

### 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 2017 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 persons have 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:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
April 2017	2.99	2.08
May 2017	3.04	2.38
June 2017	3.00	2.59
July 2017	3.17	2.71
August 2017	2.89	2.53
September 2017	3.63	2.66
October 2017	3.82	2.96
November 2017	3.98	3.10
December 2017	3.29	2.90
January 2018	4.80	3.14
February 2018	4.59	3.40
March 2018	4.23	3.57
April 2018 (up to the Latest Practicable Date)	4.24	3.65

**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 7th Floor, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 23 May 2018 at 9:30 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 2017.
2.
  - A. To re-elect Mr. Wu Zhengkui as an executive director of the Company.
  - B. To re-elect Mr. Cheong Ying Chew, Henry as an independent non-executive director of the Company.
  - C. To re-elect Mr. Fong Wo, Felix 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 2018.
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 2017.
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, 20 April 2018

*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 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 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 Thursday, 17 May 2018 to Wednesday, 23 May 2018 (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 Wednesday, 23 May 2018, 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 Wednesday, 16 May 2018.
- (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 Thursday, 31 May 2018. 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 Tuesday, 29 May 2018 to Thursday, 31 May 2018 (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 Monday, 28 May 2018.
- (5) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.