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GUANGDONG LAND HOLDINGS LIMITED

粵海置地控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0124)

Notice of Special General Meeting

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Guangdong Land Holdings Limited (the “**Company**”) will be held at Concord Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong, on Thursday, 7 June 2018 at 3:30 p.m., or immediately after the conclusion of the 2018 annual general meeting of the Company to be held at the same venue and on the same day for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the Acquisition (as defined and the particulars of which are set out in the circular of the Company dated 18 May 2018 to its shareholders), the agreement (the “**Agreement**”) dated 27 April 2018 in relation to the Acquisition entered into between (1) 廣東粵港投資開發有限公司 (Guangdong Yuegang Investment Development Co., Ltd.*) and 廣東粵港投資置業有限公司 (Guangdong Yuegang Investment Property Co., Ltd.*) as vendors; and (2) 粵海置地發展(深圳)有限公司 (Guangdong Land Development (Shenzhen) Limited*) as purchaser, and the transactions contemplated thereunder be and are hereby approved and confirmed; and
- (b) the authorisation of any one or more directors of the Company to sign, execute and deliver all such documents and take all such actions and steps and do such acts, matters and things as any one or more of them may consider necessary, appropriate, desirable or expedient to give full effect to this resolution, and for the purposes of or in connection with the Acquisition, the Agreement and the transactions contemplated thereunder, or the implementation of any of them, be and are hereby approved and confirmed.”

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

Hong Kong, 18 May 2018

* *In this notice, the English name of the entity marked with an * is a translation of its Chinese name, and is included herein for identification purposes only. In the event of any inconsistency, the Chinese name shall prevail.*

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office & Principal Place of Business in Hong Kong:

18th Floor
Guangdong Investment Tower
148 Connaught Road Central
Hong Kong

Notes:

- (a) A shareholder entitled to attend and vote at the SGM may appoint one or more proxy(ies) to attend and, on a poll, vote in his place and such proxy needs not be a shareholder of the Company.
- (b) A form of proxy is enclosed. To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) or the authority under which it is signed (or a notarially certified copy of such power or authority) must be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the SGM or any adjourned meeting thereof. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the SGM or any adjourned meeting thereof if he so wishes. If a shareholder who has lodged a form of proxy attends the SGM, his form of proxy will be deemed to have been revoked.
- (c) In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Company's Register of Members in respect of the joint holding.
- (d) The Register of Members of the Company will be closed and no transfer of shares will be effected during the period from Monday, 4 June 2018 to Thursday, 7 June 2018, both days inclusive, for determining the shareholders' eligibility to attend and vote at the SGM.
- (e) In order to qualify for attending and voting at the SGM, unregistered holders of shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 1 June 2018.

As at the date of this announcement, the Board of Directors of the Company comprises one Non-Executive Director, namely Mr. HUANG Xiaofeng; four Executive Directors, namely Ms. ZHAO Chunxiao, Mr. LI Wai Keung, Mr. WU Mingchang and Mr. ZENG Yi; and three Independent Non-Executive Directors, namely Mr. Alan Howard SMITH, Mr. Felix FONG Wo and Mr. Vincent Marshall LEE Kwan Ho.