

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

Hong Kong Exchange 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.

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a 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 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.

---

## **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**

---

Capitalised terms used in this cover page and the first page of this circular shall have the same 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 8 of this circular. A notice convening the AGM to be held at 7th Floor, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 28 June 2019 at 9:00 a.m. is set out on pages 12 to 15 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.

30 April 2019

# CONTENTS

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE CHAIRMAN</b> .....	3
<b>APPENDIX I — EXPLANATORY STATEMENT FOR THE SHARE REPURCHASE MANDATE</b> .....	9
<b>APPENDIX II — NOTICE OF AGM</b> .....	12

## DEFINITIONS

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

“2018 Annual Report”	the 2018 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 Friday, 28 June 2019 at 9:00 a.m.
“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” or “Greenland Hong Kong”	Greenland Hong Kong Holdings Limited, a company incorporated in the Cayman Islands with limited liability, 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
“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”	23 April 2019, 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
“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

30 April 2019

*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, among other things, (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. Chen Jun, Mr. Hou Guangjun and Ms. Wang Xuling 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. Accordingly, the Nomination Committee and the Board propose to recommend the re-election of Mr. Chen Jun, Mr. Hou Guangjun and Ms. Wang Xuling as Directors at the AGM.

The qualifications, 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 2018 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.

#### **Chen Jun (age 44)**

**CHEN Jun**, is a member of the Communist Party, senior engineer and the Executive President of Greenland Holdings, Chairman of the Board and Chief Executive Officer of Greenland Hong Kong. Mr. CHEN Jun joined Greenland Hong Kong on 27 August 2013. Mr. CHEN Jun is responsible for the overall planning, formulation of strategies and overall daily operations of Greenland Hong Kong. Mr. CHEN Jun has more than 20 years of experience in the real estate and construction industry, with extensive management experience in the industry. Since he joined Greenland Holdings in February 2001, Mr. CHEN Jun has served as project manager, assistant general manager, deputy general manager and general manager of the Business Divisions of Greenland Holdings and vice president and executive vice president of Greenland Holdings. Mr. CHEN Jun also serves as the honorary chairman of The Shanghai Chamber of Commerce in Shaanxi, vice chairman of the Air City Development Committee under the China Research Society of Urban Development and a member of the 10th standing committee of the Shaanxi Youth Federation. He has also been elected as a deputy of the 11th and 12th People’s Congress of Shaanxi Province successively. Mr. CHEN Jun obtained a bachelor’s degree in industrial and civil architecture from the College of Architecture and Engineering of Nanjing Tech University, a master’s degree in architectural and civil engineering from Xi’an University of Architecture and Technology, an EMBA degree from Tsinghua University School of Economics and Management and a PhD degree in national economics from the Chinese Academy of Social Sciences.

Mr. Chen entered into a service agreement with the Company for a term of three years commenced from 27 August 2017 and renewable by mutual agreement thereafter every three years 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. Chen’s service agreement, he is entitled to a basic salary of approximately RMB4,742,000 per annum plus discretionary management bonus dependent on the performance of the Group for the year ended 31 December 2018. Mr. Chen does not have any relationship with any other director, senior management or substantial or controlling

## LETTER FROM THE CHAIRMAN

shareholders or hold any other position with the Company or any member of the Group save as disclosed above. As at the Latest Practicable Date, Mr. Chen was deemed to be interested in 3,500,000 Shares under Part XV of the SFO, details of which are set out in the Report of the Board of Directors contained in the 2018 Annual Report.

### **HOU Guangjun (aged 47)**

**HOU Guangjun**, is a member of the Communist Party, the Executive Director and Chief Operating Officer of the Company. Mr. Hou Guanjun joined Greenland Hong Kong on 27 August 2013. Mr. HOU Guangjun has over 20 years of experience in the real estate and construction industry, with extensive management experience in the industry. Since he joined Greenland Holdings in November 1996, Mr. HOU Guangjun has held the posts of engineer, project manager, assistant general manager, deputy general manager and general manager of the Business Divisions of Greenland Holdings. Before joining Greenland Holdings, he worked for Shanghai Railway Sub-administration. Mr. HOU Guangjun graduated from Tongji University with a bachelor's degree in materials engineering and from China Europe International Business School with an EMBA degree.

Mr. Hou entered into a service agreement with the Company for a term of three years commenced from 27 August 2017 and renewable by mutual agreement thereafter every three years 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. Hou's service agreement, he is entitled to a basic salary of approximately RMB2,797,000 per annum plus discretionary management bonus dependent on the performance of the Group for the year ended 31 December 2018. Mr. Hou does not have any relationship with any other director, senior management or substantial or controlling shareholders or hold any other position with the Company or any member of the Group save as disclosed above. As at the Latest Practicable Date, Mr. Hou was deemed to be interested in 2,700,000 Shares under Part XV of the SFO, details of which are set out in the Report of the Board of Directors contained in the 2018 Annual Report.

### **WANG Xuling (aged 58)**

**WANG Xuling**, is the Executive Director of the Company. Ms. WANG Xuling graduated from Ji'nan University (Guangzhou). Ms. WANG Xuling has over 30 years of experience in real estate industry and construction industry. Prior to joining the Company, she 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 around 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.

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 and renewable by mutual agreement thereafter every three years 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

## LETTER FROM THE CHAIRMAN

service agreement, she is entitled to a basic salary of approximately RMB1,991,000 per annum plus discretionary management bonus dependent on the performance of the Group for the year ended 31 December 2018. Ms. Wang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders save as disclosed in the 2018 Annual Report.

As at the Latest Practicable Date, Ms. Wang was deemed to be interested in 381,654,581 Shares (representing approximately 13.67% of the entire issued share capital of the Company) under Part XV of the SFO, details of which are set out in the Report of the Board of Directors contained in the 2018 Annual Report.

### General

Save for the information set out above, 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 in respect of Messrs. Chen Jun, Hou Guangjun and Ms. Wang Xuling.

### FINAL DIVIDEND

The directors resolved to recommend a final dividend of HK\$0.2 per Share to be paid to holders of Shares whose names appear on the register of members of the Company on Tuesday, 9 July 2019. 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 Monday, 29 July 2019.

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 Friday, 5 July 2019 to Tuesday, 9 July 2019 (both days inclusive), during which period no transfer of shares will be effected. To qualify for the proposed final dividend, 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 Thursday, 4 July 2019.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

As the general mandates granted to the Directors to allot, issue, and deal with and repurchase Shares pursuant to resolutions passed by the Shareholders at the Company's previous annual general meeting held on 23 May 2018 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

## LETTER FROM THE CHAIRMAN

period commencing from the close of the AGM until (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 of the Cayman Islands to be held, or (iii) 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 2,791,884,683 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 558,376,936 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 commencing from the close of the AGM until (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 of the Cayman Islands to be held, or (iii) 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.

### AGM

The notice convening the AGM is set out in Appendix II to this circular. At the AGM, ordinary resolutions will be proposed to approve, among other things, 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

## LETTER FROM THE CHAIRMAN

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, all resolutions set out in the notice of AGM will be voted by poll at the AGM.

If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time between 7:00 a.m. and 9:00a.m. on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on the websites of the Company and the Stock Exchange to notify Shareholders of the date, time and place of the adjourned AGM. The AGM 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 conditions bearing in mind their own situation.

### 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 2,791,884,683 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 279,188,468 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 2018 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. As at the Latest Practicable Date, Gluon Xima, Hong Kong Vee Eight and Greenland Holdings had interests in or were deemed to be interested under Part XV of the SFO in 1,650,244,409 Shares, representing an approximately 59.11% 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 65.68% of the issued ordinary share capital of the Company. As at the Latest Practicable Date, the Directors are not aware of any Shareholder or group of Shareholders acting in concert who may become obliged, on full exercise of the Share Repurchase Mandate by the Company, to make a mandatory offer to Shareholders under rules 26 and 32 of the Takeovers Code.

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**

Save for the repurchases of ordinary shares of the Company set out below, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2018:

Month	Number of shares repurchased	Repurchase price		Aggregate consideration (HK\$)
		Highest price per share (HK\$)	Lowest price per share (HK\$)	
June	565,000	2.98	2.91	1,664,200
July	1,227,000	2.94	2.74	3,562,820

**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 (HK\$)	Lowest (HK\$)
April 2018	4.07	3.55
May 2018	3.90	3.50
June 2018	3.76	2.90
July 2018	2.99	2.78
August 2018	2.88	2.61
September 2018	2.68	2.38
October 2018	2.36	1.78
November 2018	2.07	1.86
December 2018	2.22	1.90
January 2019	2.28	1.85
February 2019	2.41	2.24
March 2019	3.19	2.31
April 2019 (up to the Latest Practicable Date)	3.61	3.19

# 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 Friday, 28 June 2019 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 2018.
2. To re-elect retiring directors of the Company:
  - A. Mr. Chen Jun;
  - B. Mr. Hou Guangjun; and
  - C. Ms. Wang Xuling.
3. To authorize the board of directors of the Company to fix the directors’ remuneration for the year ending 31 December 2019.
4. To re-appoint Deloitte Touche Tohmatsu 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 2018.
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 commencing 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 or securities 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 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 commencing 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 pursuant to 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**  
**Chen Jun**  
*Chairman*

Hong Kong, 30 April 2019

*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 Tuesday, 25 June 2019 to Friday, 28 June 2019 (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 Friday, 28 June 2019, 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 Monday, 24 June 2019.
- (4) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time between 7:00 a.m. and 9:00a.m. on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on the websites of the Company and the Stock Exchange to notify Shareholders of the date, time and place of the adjourned AGM. The AGM 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 conditions bearing in mind their own situation.
- (5) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.