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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 1, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 15 December 2020 at 10:30 a.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company. Unless otherwise specified, capitalised terms defined in the circular dated 25 November 2020 issued by the Company shall have the same meanings when used herein.

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the Jiangmen Equity and Loan Transfer Agreement dated 29 October 2020, a copy of which is marked “A” and produced to the SGM and initialled by the chairman of the SGM for the purpose of identification, and entered into between Guangdong Land Shenzhen (as purchaser), Yuegang Investment (as vendor) and Jiangmen Yuehai (as target company) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any Director be and is hereby authorised to sign, execute and deliver all such documents and take all such actions and steps and do such acts, matters and things as he/she may consider necessary, appropriate, desirable or expedient to give full effect to this resolution, and for the purposes of or in connection with the Jiangmen Acquisition, the Jiangmen Equity and Loan Transfer Agreement and the transactions contemplated thereunder, or the implementation of any of them.”

2. **“THAT:**

- (a) the Huizhou Equity Transfer Agreement dated 29 October 2020, a copy of which is marked “B” and produced to the SGM and initialled by the chairman of the SGM for the purpose of identification, and entered into between Guangdong Land Shenzhen (as purchaser), and GDH (Hui Yang) and Yuegang Investment (as vendors) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any Director be and is hereby authorised to sign, execute and deliver all such documents and take all such actions and steps and do such acts, matters and things as he/she may consider necessary, appropriate, desirable or expedient to give full effect to this resolution, and for the purposes of or in connection with the Huizhou Acquisition, the Huizhou Equity Transfer Agreement and the transactions contemplated thereunder, or the implementation of any of them.”

By Order of the Board
Guangdong Land Holdings Limited
XU Yeqin
Chairman

Hong Kong, 25 November 2020

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
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 a proxy to attend and vote in his place and such proxy needs not be a Shareholder. A Shareholder holding two or more shares may appoint more than one proxy.
- (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) 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 54, 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 registered during the period from Thursday, 10 December 2020 to Tuesday, 15 December 2020, both days inclusive, for determining the Shareholders' eligibility to attend and vote at the SGM to be held on Tuesday, 15 December 2020.
- (e) In order to qualify for attending and voting at the SGM, unregistered holders of Shares 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 9 December 2020.
- (f) Pursuant to Rule 13.39(4) of the Listing Rules, each of the resolutions set out in this notice will be voted by way of a poll.

PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING

In consideration of the outbreak of the Novel Coronavirus (COVID-19), the following precautionary measures might be implemented by the Company at the SGM:

- Compulsory body temperature check
- Mandatory wearing of surgical face mask and maintaining a safe distance between seats
- Mandatory health declaration
- No provision of refreshment or drinks and no distribution of corporate gifts

Any person who does not comply with the precautionary measures or is subject to any compulsory quarantine by the Hong Kong Government on the date of the SGM will be denied entry into the SGM venue.

The Company suggests that Shareholders appoint the Chairman of the SGM as his/her proxy to vote on the relevant resolutions at the SGM as an alternative to attending the SGM in person.

As at the date of this announcement, the Board of Directors comprises five Executive Directors, namely Mr. XU Yeqin, Mr. LI Yonggang, Mr. WU Mingchang, Ms. ZHU Guang and Mr. ZHANG Jun; and three Independent Non-Executive Directors, namely Mr. Alan Howard SMITH, Mr. Felix FONG Wo and Mr. Vincent Marshall LEE Kwan Ho.