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GR PROPERTIES LIMITED

國 銳 地 產 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 108)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HERE BY GIVEN that an extraordinary general meeting (the “**Meeting**”) of GR Properties Limited (the “**Company**”) will be held at Unit 1103-06, China Building, 29 Queen’s Road Central, Hong Kong on Wednesday, 23 December 2020 at 10:00 a.m., as special business, to consider and, if thought fit, pass with or without amendments the following resolutions as the ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the new heat supply services agreement (the “**2021 New Heat Supply Services Agreement**”) dated 2 November 2020 and entered into between Beijing AOCEAN Property Management Company Limited* (北京澳西物業管理有限公司) (“**AOCEAN**”) and Beijing Guorui Property Development Company Limited* (北京國銳房地產開發有限公司) (“**Beijing Guorui Property**”, and together with its subsidiaries, “**Beijing Guorui Group**”) under which AOCEAN shall provide heat supply and maintenance services of heat exchange stations and facilities and pipeline networks to the vacant units and units occupied by Beijing Guorui Group of certain property projects developed by Beijing Guorui Group (a copy of which is marked “A” and produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), and the terms and conditions thereof, its proposed annual cap amounts, the transactions contemplated thereunder and the implementation thereof be and are hereby confirmed, ratified and approved; and
- (b) any one director of the Company, or any two directors of the Company if affixation of the Company’s common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company’s common seal to, if necessary) all such documents, instruments or agreements and to do all such other acts or things which he/she/they may in his//her/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the 2021 New Heat Supply Services Agreement for a term up to 31 December 2023 and/or the said annual caps.”

2. “**THAT:**

- (a) the new property management agreement (the “**2021 New Property Management Agreement**”) dated 2 November 2020 and entered into between AOCEAN and Beijing Guorui Property under which AOCEAN shall provide property management services to the vacant units and units occupied by Beijing Guorui Group of certain property projects developed by Beijing Guorui Group (a copy of which is marked “B” and produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), and the terms and conditions thereof, its proposed annual cap amounts, the transactions contemplated thereunder and the implementation thereof be and are hereby confirmed, ratified and approved; and
- (b) any one director of the Company, or any two directors of the Company if affixation of the Company’s common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company’s common seal to, if necessary) all such documents, instruments or agreements and to do all such other acts or things which he/she/they may in his//her/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the 2021 New Property Management Agreement for a term up to 31 December 2023 and/or the said annual caps.”

By Order of the Board
GR Properties Limited
Wei Chunxian
Chairman

Hong Kong, 4 December 2020

Registered Office:

Suite 1603, 16/F
Wheelock House
20 Pedder Street
Central, Hong Kong

Notes:

- (1) The resolutions put to vote at the Meeting will be taken by poll except where the chairman of the Meeting, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

- (2) Any member of the Company entitled to attend and vote at the Meeting (or any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the articles of association of the Company. A proxy needs not be a member of the Company.
- (3) In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's share registrar, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than Monday, 21 December 2020 at 10:00 a.m. (Hong Kong Time) (i.e. at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding this Meeting or adjourned meeting (as the case may be)). Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish and in such event, the form of proxy shall be deemed to be revoked.
- (4) In the case of joint holders of share(s) of the Company, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
- (5) For determining the entitlement to attend and vote at the above Meeting, the register of members of the Company will be closed from Friday, 18 December 2020 to Wednesday, 23 December 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 17 December 2020.
- (6) 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 9:00 a.m. and 3:00 noon on the date of the Meeting, the Meeting will be automatically postponed or adjourned. The Company will post an announcement on the Company's website (www.grproperties.com.hk) and the Stock Exchange's website (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting. The Meeting will be held as scheduled when an Amber or a 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.
- (7) All references to times and dates in this notice are to Hong Kong times and dates.
- (8) Please see pages 6 to 7 of the circular of the Company dated 4 December 2020 for measures being taken to try to prevent and control the spread of the novel coronavirus (COVID-19) at the Meeting, including:
- compulsory temperature checks and health declaration
 - recommended wearing of surgical face masks
 - no distribution of corporate gifts and refreshments
 - appropriate distancing and spacing in line with the guidance from the Hong Kong Government will be maintained and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding

- (9) Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the Meeting venue. In order to facilitate the prevention and control of the novel coronavirus (COVID-19), and to safeguard the health and safety of attending shareholders, the Company encourages shareholders to consider NOT to attend the EGM in person, and advises Shareholders to appoint the chairman of the Meeting as their proxy to vote on the relevant resolutions at the Meeting as an alternative to attending the Meeting in person.
- (10) Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further notice on such measures as appropriate.

The English names of Chinese entities marked with “” are translations of their Chinese names and are included for identification purpose only, and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese name prevails.*

As at the date of this notice, the executive directors of the Company are Mr. Wei Chunxian, Mr. Sun Zhongmin, Ms. Liu Shuhua, Ms. Huang Fei and Ms. Li Bing; and the independent non-executive directors of the Company are Mr. Tung Woon Cheung Eric, Ms. To Tsz Wan Vivien and Mr. Leung Louis Ho Ming.