

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 DIRECTORS FINAL DIVIDEND GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

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

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the AGM to be held via e-Meeting System at 9:00 a.m. on Thursday, 30 June 2022 is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend the AGM via e-Meeting System, 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 54, 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 in person via e-Meeting System at the AGM.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

27 May 2022

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
SPECIAL ARRANGEMENTS FOR THE AGM	7
APPENDIX I — EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE	I-1
APPENDIX II — DETAILS OF THE DIRECTORS TO BE RE-ELECTED ..	II-1
NOTICE OF AGM	AGM-1

DEFINITIONS

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

“2021 Annual Report”	the 2021 annual report of the Company
“AGM”	the annual general meeting of the Company to be held via e-Meeting System at 9:00 a.m. on Thursday, 30 June 2022
“Articles”	Articles of Association of the Company
“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), 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
“Hong Kong Vee Eight”	Hong Kong Vee Eight Limited, a wholly-owned subsidiary of Greenland Holdings

DEFINITIONS

“Latest Practicable Date”	24 May 2022, 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
“PRC”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“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 BOARD

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. Fong Wo, Felix, JP

Mr. Kwan Kai Cheong

Dr. Lam, Lee G.

*Principal place of business
in Hong Kong:*

Unit 5711, 57th Floor

The Center

99 Queen's Road Central

Hong Kong

27 May 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR THE
RE-ELECTION OF 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 matters, (1) the re-election of Directors; (2) the declaration of a final dividend; (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.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with the Articles, Mr. Hou Guangjun, Mr. Fong Wo, Felix, JP and Mr. Kwan Kai Cheong will retire at the AGM and all these Directors, being eligible, have offered themselves for re-election at the AGM.

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 to be re-elected 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 Directors was satisfactory.

Both Mr. Fong Wo, Felix, JP and Mr. Kwan Kai Cheong had served on the Board as an independent non-executive Director for more than nine years. Pursuant to code provision B.2.3 in Part 2 of the Corporate Governance Code 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. Accordingly, each of Mr. Fong and Mr. Kwan shall be subject to retirement by rotation and re-election by way of a separate resolution to be approved by the Shareholders at the AGM.

The Company has received from each of Mr. Fong Wo, Felix, JP and Mr. Kwan Kai Cheong a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Each of Mr. Fong and Mr. Kwan 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. Fong and Mr. Kwan to be independent of the Company under the Listing Rules despite the fact that each of them has served the Company for more than nine years.

Accordingly, the Nomination Committee and the Board propose to recommend the re-election of Mr. Hou Guangjun, Mr. Fong Wo, Felix, JP and Mr. Kwan Kai Cheong as Directors at the AGM.

The relevant biographical details of each of the Directors to be re-elected are set out in Appendix II to this circular for Shareholders’ consideration.

FINAL DIVIDEND

The directors resolved to recommend a final dividend of HK\$0.3 per Share to be paid to holders of Shares whose names appear on the register of members of the Company on Tuesday, 12 July 2022. 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 Friday, 29 July 2022.

LETTER FROM THE BOARD

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, 8 July 2022 to Tuesday, 12 July 2022 (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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 7 July 2022.

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 30 June 2021 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, among other things, offers, agreements, options, warrants or similar rights in respect thereof) not exceeding 20% of the aggregate nominal value of the 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 "**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 Shares of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the 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 "**Repurchase Mandate**"); and

LETTER FROM THE BOARD

- conditional on the passing of the resolutions to grant the Issue Mandate and the 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 Repurchase Mandate.

The explanatory statement providing the requisite information regarding the 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 on pages AGM-1 to AGM-5 of this circular. At the AGM, resolutions will be proposed to approve, among other matters, the re-election of the Directors, the re-appointment of auditor, the declaration of a final dividend, the granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the 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 via e-Meeting System, 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 54, 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 in person via e-Meeting System 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.

RECOMMENDATION

The Directors consider that the proposed resolutions regarding the re-election of the Directors, the re-appointment of auditor, the declaration of a final dividend, the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Repurchase Mandate are in the 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,
By Order of the Board
Greenland Hong Kong Holdings Limited
Chen Jun
Chairman

SPECIAL ARRANGEMENTS FOR THE AGM

All registered shareholders will be able to join the AGM via the e-Meeting System. Our e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer.

Through the e-Meeting System, our registered shareholders will be able to view the live video broadcast and participate in voting and submit questions online. Login details and information will be included in our letters to registered shareholders regarding the e-Meeting System.

The live broadcast can broaden the reach of the AGM to Shareholders who do not wish to attend physically due to concerns on attending events under the current COVID-19 situation, or for other overseas Shareholders who are unable to attend in person.

HOW TO ATTEND AND VOTE

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the AGM via the e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or
- (2) appoint the Chairman of the AGM or other persons as your proxy by providing their email address for receiving the designated log-in username and password to attend and vote on your behalf via the e-Meeting System.

Your proxy's authority and instruction will be revoked if you attend and vote via the e-Meeting System.

If you are a non-registered shareholder, you may instruct your banks, brokers or other custodians to appoint a proxy to attend and vote via the e-Meeting System for the AGM on your behalf if you wish.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to adopt further changes to the AGM arrangements at short notice. Shareholders are advised to check the websites of the Company (<http://www.greenlandhk.com>) and HKEX (www.hkexnews.hk) for the latest announcement and information relating to the AGM.

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 Repurchase Mandate.

1. EXERCISE OF THE 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 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 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 Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the 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 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 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 2021 Annual Report) in the event that the Repurchase Mandate is exercised in full at any time during the period in which the Repurchase Mandate is exercisable. However, the Directors do not propose to exercise the 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 position 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 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 Repurchase Mandate is approved and exercised.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the 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 of 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 59.1% of the issued ordinary share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate, their aggregate interests would (assuming that there is no change in relevant circumstances) be increased to approximately 65.7% 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 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 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

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) within six months 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:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April 2021	2.89	2.67
May 2021	2.74	2.58
June 2021	2.66	2.49
July 2021	2.51	1.88
August 2021	2.18	1.88
September 2021	2.22	1.82
October 2021	1.94	1.66
November 2021	1.69	1.49
December 2021	1.65	1.50
January 2022	1.65	1.50
February 2022	1.62	1.34
March 2022	1.77	1.03
April 2022	1.96	1.56
May 2022 (up to the Latest Practicable Date)	1.69	1.47

The following are the relevant biographical details of each of the Directors proposed to be re-elected:

HOU Guangjun (aged 50)

HOU Guangjun, is a member of the Communist Party, the Executive Director and Chief Operating Officer of the Company, and the general manager of the Greater Bay Area branch 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 party three months' prior notice. Pursuant to Mr. Hou's service agreement, he is entitled to a basic salary of approximately RMB2,427,000 per annum plus discretionary management bonus dependent on the performance of the Group for the year ended 31 December 2021. 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 2021 Annual Report.

Fong Wo, Felix, JP (aged 71)

Mr. Fong Wo, Felix, JP ("**Mr. Fong**") was appointed as an independent non-executive Director on 19 September 2006. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. Fong is a practicing solicitor in Hong Kong and is also qualified in Canada and England. Mr. Fong 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 Mallesons (formerly known as Arculli Fong & Ng), and has practiced law for over 40 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), Television Broadcasts Limited and Vesync Co., Ltd, the shares of the above three companies are listed on the Stock Exchange. Mr. Fong is also an independent non-executive director of Bank of Shanghai (Hong Kong) Limited. Mr. Fong was an independent non-executive director of Evergreen International Holdings Limited from October 2010 to March 2020, Sheen Tai Holdings Group Company Limited from June 2012 to May 2020, WuXi Biologics (Cayman) Inc. from May 2017 to June 2020 and Xinming

China Holdings Limited from May 2015 to October 2021, the share of these companies are listed on the 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 former 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 and a visiting professor of the School of Law of Sun Yat-sen University, China. Save as disclosed, Mr. Fong did not hold any directorship in other listed companies in the last three years.

Mr. Fong entered into a service agreement with the Company commencing from 10 October 2006 for a term of one year and renewable by mutual agreement on annual basis. Mr. Fong received a Director's fee of approximately RMB322,000 for the year ended 31 December 2021.

Mr. Fong does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any other position with the Company or any member of the Group. As at the Latest Practicable Date, Mr. Fong was interested (within the meaning of Part XV of the SFO) in 500,000 Shares.

Kwan Kai Cheong (aged 72)

Mr. Kwan Kai Cheong ("**Mr. Kwan**") was appointed as an independent non-executive Director on 19 September 2006. He is also the Chairman of the Audit Committee and Remuneration Committee and a member of the Nomination Committee of the Company. Mr. Kwan holds a Bachelor of Accountancy (Honors) degree from the University of Singapore. He is also a fellow of the Institute of Chartered Accountants in Australia, the Hong Kong Institute of Certified Public Accountants and The Hong Kong Institute of Directors. He completed the Stanford Executive Program in 1992. Mr. Kwan worked for Merrill Lynch & Co. Inc. for over 10 years during 1982 to 1993, with his last position as President for its Asia Pacific region. Mr. Kwan is presently Chairman of the Board of GT Land Holdings Limited, a commercial property company in China, and the Managing Director of Morrison & Company Limited, a business consultancy firm. Mr. Kwan is also a non-executive director of China Properties Group Limited, which is listed on the Main Board of the Stock Exchange. He is an independent non-executive director for several listed companies in Hong Kong, namely Henderson Sunlight Asset Management Limited (as the manager of Sunlight Real Estate Investment Trust), Win Hanverky Holdings Limited, CK Life Sciences Int'l. (Holdings) Inc., HK Electric Investments Limited and HK Electric Investments Manager Limited (as the trustee manager of HK Electric Investments Limited (which are all listed on the Main Board of the Stock Exchange)). Mr. Kwan was an independent non-executive director of Hutchison Telecommunications International Limited, a company previously listed on the Main Board of the Stock Exchange, which has withdrawn from listing with effect from 25 May 2010. He was also an independent non-executive director of Beijing Energy International

Holding Co., Limited (formerly known as Panda Green Energy Group Limited) until 18 June 2021. Further, Mr. Kwan was also a director of Yaohan International Holdings Limited, a company previously listed on the Main Board which is pending liquidation. Save as disclosed above, Mr. Kwan does not hold any directorship in other listed companies in the past three years.

Mr. Kwan has entered into a service agreement with the Company for a term of one year commenced from 10 October 2006 and renewable by mutual agreement on annual basis. Mr. Kwan received a Director's fee of approximately RMB322,000 for the year ended 31 December 2021.

Mr. Kwan does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any other position with the Company or any member of the Group. As at the Latest Practicable Date, Mr. Kwan was interested (within the meaning of Part XV of the SFO) in 500,000 Shares.

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 Mr. Hou Guangjun, Mr. Fong Wo, Felix, JP and Mr. Kwan Kai Cheong.

NOTICE OF AGM

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 via e-Meeting System at 9:00 a.m. on Thursday, 30 June 2022 for the following purposes:

1. To receive 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 2021.
2. To re-elect directors of the Company:
 - A. Mr. Hou Guangjun;
 - B. Mr. Fong Wo, Felix, JP
 - C. Mr. Kwan Kai Cheong
3. To authorise the board of directors of the Company to fix the directors’ remuneration for the year ending 31 December 2022.
4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.
5. To declare a final dividend for the year ended 31 December 2021.
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;

NOTICE OF AGM

- (b) the approval in paragraph (a) shall authorise 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 of members 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)."

NOTICE OF AGM

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.”

NOTICE OF AGM

6.C. **“THAT** conditional upon resolutions 6.A and 6.B set out in this notice having been 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, 27 May 2022

Principal place of business in Hong Kong:
Unit 5711, 57th Floor
The Center
99 Queen’s Road Central
Hong Kong

NOTICE OF AGM

Notes:

1. All registered shareholders will be able to join the AGM via the e-Meeting System. Our e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer.
2. Any registered shareholder entitled to attend and vote at the AGM convened by this notice is entitled to appoint one or more (if he/she/it holds two or more Shares) proxies to attend and vote via the e-Meeting System in his/her/its stead. A proxy need not be a shareholder of the Company.
3. In order to be valid, the completed form of proxy together with a power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power or other authority) must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude a member from attending and voting via the e-Meeting System at the AGM or at any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of any share(s), only **ONE PAIR** of log-in username and password will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.
6. For the purpose of determining shareholder's eligibility to attend and vote via the e-Meeting System at the AGM, the register of members of the Company will be closed from Monday, 27 June 2022 to Thursday, 30 June 2022 (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 Thursday, 30 June 2022, all 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 24 June 2022.
7. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.