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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, licensed corporation, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



GUANGDONG LAND HOLDINGS LIMITED
粤海置地控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00124)

CONTINUING CONNECTED TRANSACTIONS, RE-ELECTION OF DIRECTORS, AND NOTICE OF SPECIAL GENERAL MEETING

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**

BALLAS
C A P I T A L
A subsidiary of Crosby

All capitalised terms used in this circular have the meanings set out in the section headed “Definitions” of this circular.

A letter from the Board (as defined in this circular) is set out on pages 14 to 43 of this circular. A letter from the Independent Board Committee (as defined in this circular) to the Independent Shareholders (as defined in this circular) is set out on page 44 of this circular. A letter from the Independent Financial Adviser (as defined in this circular), containing its advice to the Independent Board Committee and the Independent Shareholders in relation to the Continuing Connected Transactions is set out on pages 45 to 67 of this circular.

A notice convening the SGM (as defined in this circular) to be held at Concord Room I, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 31 March 2023 at 10:30 a.m. (and at any adjournment thereof) is set out on pages 79 to 80 of this circular. A form of proxy for the SGM is enclosed with this circular. Whether or not you intend to attend the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

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DEFINITIONS

In this circular, the following terms or expressions shall have the meanings set out below unless the context requires otherwise:

“2021 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement”	the agreement dated 26 March 2021 entered into between Guangdong Yuehai Land and Teem Management Co in relation to the provision of property management services for the Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area by Teem Management Co to Guangdong Yuehai Land, details of which are set out in the announcement of the Company dated 26 March 2021
“2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement”	the agreement dated 30 March 2022 entered into between Guangdong Yuehai Land and Yuehai Yueshenghuo in relation to the provision of property management services for the Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area by Yuehai Yueshenghuo to Guangdong Yuehai Land, details of which are set out in the announcement of the Company dated 30 March 2022
“associate”	has the meaning ascribed to it under the Listing Rules
“Biennale Exhibition”	the 9th Bi-City Biennale of Shenzhen-Hong Kong Urbanism/Architecture (Shenzhen) for 2022, organised by the People’s Government of Shenzhen Municipal
“Board”	the board of Directors
“Buji Factory Property”	the factory property of the Group located at 54 Jizheng Road, Longgang District, Shenzhen City, Guangdong, the PRC
“Bye-Laws”	the bye-laws adopted by the Company, and as amended from time to time by resolution of the Shareholders
“Company”	Guangdong Land Holdings Limited (粵海置地控股有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Continuing Connected Transactions”	the proposed continuing connected transactions in relation to the provision of property management services by the Yuehai Property Management Group to the Group under the Six Property Management Services Agreements. Further details are provided under the section headed “B. Six Property Management Services Agreements” in the “Letter from the Board” contained in this circular
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

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“First GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 19 April 2022 entered into between GDL Development and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Yungang City Project site by Yuehai Property Management to GDL Development, details of which are set out in the announcement of the Company dated 19 April 2022
“First Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 26 March 2021 entered into between Jiangmen Yuehai Land and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Jiangmen GDH City Project site by Yuehai Property Management to Jiangmen Yuehai Land, details of which are set out in the announcement of the Company dated 26 March 2021
“First Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 13 November 2020 entered into between GDL Jiangmen and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Jiangmen Yiguifu Project site by Yuehai Property Management to GDL Jiangmen, details of which are set out in the announcement of the Company dated 13 November 2020
“First Zhongshan Ma’an Island Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 27 July 2021 entered into between GDL Zhongshan and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Zhongshan Ma’an Island Project site by Yuehai Property Management to GDL Zhongshan, details of which are set out in the announcement of the Company dated 27 July 2021
“First Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 10 May 2021 entered into between GDL Zhuhai and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Zhuhai Jinwan Project site by Yuehai Property Management to GDL Zhuhai, details of which are set out in the announcement of the Company dated 10 May 2021
“Foshan Wanhua Project”	the property development project of the Group in Chancheng District, Foshan City, the PRC
“Foshan Yuehai Shiguiyuan”	the legal standard geographical name of the Foshan Wanhua Project
“Foshan Yuehai Shiguiyuan Preliminary Property Services Agreement”	the agreement dated 27 July 2021 entered into between GDL Foshan and Yuehai Property Management in relation to the provision of property management services of Foshan Yuehai Shiguiyuan by Yuehai Property Management to GDL Foshan, details of which are set out in the announcement of the Company dated 27 July 2021
“GDH Plaza”	a property on one of the land plots of the Jiangmen Ganhua Project

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“GDH Plaza Preliminary Property Services Agreement”	the agreement dated 16 September 2021 entered into between Jiangmen Yuehai Land and Yuehai Property Management in respect of the provision of property management services of GDH Plaza by Yuehai Property Management to Jiangmen Yuehai Land, details of which are set out in the announcement of the Company dated 10 December 2021
“GDI”	Guangdong Investment Limited (粵海投資有限公司), a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“GDL Development”	廣東粵海置地發展有限公司 (Guangdong Yuehai Land Development Co., Ltd.), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“GDL Foshan”	佛山粵海置地有限公司 (Foshan Yuehai Land Co., Ltd.), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“GDL Jiangmen”	江門市粵海置地房地產投資有限公司 (Jiangmen Yuehai Land Real Estate Investment Co., Ltd.), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“GDL Zhongshan”	中山粵海置地有限公司 (Zhongshan Yuehai Land Co., Ltd.), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company
“GDL Zhuhai”	珠海粵海置地有限公司 (Zhuhai Yuehai Land Co., Ltd.), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries from time to time
“Guangdong Government”	中國廣東省人民政府 (the People’s Government of Guangdong Province, the PRC)
“Guangdong Holdings”	廣東粵海控股集團有限公司 (Guangdong Holdings Limited), a company established in the PRC with limited liability and the ultimate controlling shareholder of the Company
“Guangdong Property Development”	廣東粵海房地產開發有限公司 (Guangdong Yuehai Property Development Co., Ltd.), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Guangdong Yuehai Land”	廣東粵海置地集團有限公司 (Guangdong Yuehai Land Holdings Limited), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company

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“Guangzhou Yuehai Property”	廣州粵海物業服務有限公司 (Guangzhou Yuehai Property Service Co., Ltd.), a company established in the PRC with limited liability, being a wholly-owned subsidiary of Yuehai Property Management and an indirect non-wholly owned subsidiary of Guangdong Holdings
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huaxin”	廣東華信服務集團有限公司 (Guangdong Huaxin Service Group Co., Ltd.), a company established in the PRC with limited liability
“Huiyang Development”	惠陽粵海房產發展有限公司 (Huiyang Yuehai Property Development Co., Ltd.), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Huiyang Lijiang Garden Carpark”	the carpark located at basement level 1 of Lijiang Garden, Baiyun Second Road, Danshui, Huiyang District, Huizhou City, the PRC
“Huizhou Property”	惠州市粵海房地產開發有限公司 (Huizhou City Yuehai Property Development Co., Ltd.), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Huizhou Yuehai Riverside Garden Preliminary Property Services Agreement”	the agreement dated 28 January 2022 entered into between Huizhou Property and Yuehai Property Management in respect of the provision of property management services at the Huizhou Yuehai Riverside Garden by Yuehai Property Management to Huizhou Property, details of which are set out in the announcement of the Company dated 30 March 2022
“Huizhou Yuehai Riverside Garden Project”	the property development project of the Group located at Dayawan District, Huizhou City, the PRC
“Independent Board Committee”	an independent board committee of the Company comprising all of the independent non-executive Directors, namely Mr. Felix FONG Wo, Mr. Vincent Marshall LEE Kwan Ho and Mr. LEUNG Luen Cheong
“Independent Financial Adviser”	Ballas Capital Limited, a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Six Property Management Services Agreements
“Independent Shareholder(s)”	the Shareholders other than those who are required to abstain from voting at the SGM pursuant to the Listing Rules
“Independent Third Party(ies)”	independent third party(ies) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and Directors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates

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“Industrial Heritage”	located at No. 9 Dongchang Road, Luohu District, Shenzhen City (the original industrial heritage site of Kingway Brewery), it is one of the core businesses of the Shenzhen GDH City, a large-scale urban complex project of the Group, operated by Guangdong Yuehai Land
“Industrial Heritage (Biennale Exhibition Venue) Property Management Services Agreement”	the agreement dated 13 June 2022 entered into between Guangdong Yuehai Land and Yuehai Yueshenghuo in relation to the provision of property management services by Yuehai Yueshenghuo to Guangdong Yuehai Land in respect of the Industrial Heritage (as the venue of the Biennale Exhibition), details of which are set out in the announcement of the Company dated 26 July 2022
“Jiangmen Ganhua Project”	the property development project of the Group located at the east of Ganbei Road, Pengjiang District, Jiangmen City, the PRC
“Jiangmen GDH City Project”	the promotion name of the Jiangmen Ganhua Project
“Jiangmen Laurel House”	the properties located at the east of Ganbei Road, west of Xi River, south of Panbian Street and north of Beixin Road, Baisha Street, Pengjiang District, Jiangmen City, the PRC
“Jiangmen Yiguifu Project”	the property development project of the Group located at Tangxia Town, Pengjiang District, Jiangmen City, the PRC with the promotion name of One Mansion
“Jiangmen Yuehai Land”	江門粵海置地有限公司 (Jiangmen Yuehai Land Co., Ltd.), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company
“Laurel House Preliminary Property Services Agreement”	the agreement dated 26 March 2021 entered into between Jiangmen Yuehai Land and Yuehai Property Management in relation to the provision of property management services at the Jiangmen Laurel House by Yuehai Property Management to Jiangmen Yuehai Land, details of which are set out in the announcement of the Company dated 26 March 2021
“Latest Practicable Date”	8 March 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion herein
“Laurel House Properties”	the residential and commercial properties of the Laurel House project located at No. 43 Zhuguang Road, Yuexiu District, Guangzhou City, the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

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“New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 23 February 2023 entered into between GDL Development and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Yungang City Project site by Yuehai Property Management to GDL Development
“New Huiyang Lijiang Garden Carpark Management Services Agreement”	the agreement dated 1 February 2023 entered into between Huiyang Development and Yuehai Property Management Huiyang Branch in relation to the provision of property management services for the carpark of Huiyang Lijiang Garden by Yuehai Property Management Huiyang Branch to Huiyang Development, details of which are set out in the announcement of the Company dated 23 February 2023
“New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 23 February 2023 entered into between Jiangmen Yuehai Land and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Jiangmen GDH City Project site by Yuehai Property Management to Jiangmen Yuehai Land
“New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 23 February 2023 entered into between GDL Jiangmen and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Jiangmen Yiguifu Project site by Yuehai Property Management to GDL Jiangmen
“New Zhongshan Ma’an Island Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 23 February 2023 entered into between GDL Zhongshan and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Zhongshan Ma’an Island Project site by Yuehai Property Management to GDL Zhongshan
“New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 23 February 2023 entered into between GDL Zhuhai and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Zhuhai Jinwan Project site by Yuehai Property Management to GDL Zhuhai
“Nomination Committee”	the nomination committee of the Company
“percentage ratio”	has the meaning ascribed to it under the Listing Rules
“PRC”	the People’s Republic of China
“Preliminary Property Management Services Agreement of the Laurel House”	the agreement dated 26 October 2016 entered into between Guangdong Property Development and Yuehai Property Management (as amended by the supplemental agreements entered into between Guangdong Property Development and Yuehai Property Management and dated 30 August 2019, 13 November 2020 and 19 April 2022, respectively) in relation to the provision of property management services for the Laurel House Properties, details of which are set out in the announcements of the Company dated 30 August 2019, 13 November 2020 and 19 April 2022

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“Previous GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreements”	the First GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement and the Second GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement
“Previous Huiyang Lijiang Garden Carpark Management Services Agreement”	the agreement dated 31 December 2019 entered into between Huiyang Development and Yuehai Property Management Huiyang Branch in relation to the provision of property management services for the carpark of Huiyang Lijiang Garden by Yuehai Property Management Huiyang Branch to Huiyang Development
“Previous Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreements”	the First Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement, the Second Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement and the Third Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement
“Previous Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreements”	the First Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement, the Second Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement and the Third Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement
“Previous Property Management Services Agreements”	collectively: <ol style="list-style-type: none">(1) the Second Buji Factory Property Services Agreement;(2) the Yiguifu Preliminary Property Services Agreement;(3) the Laurel House Preliminary Property Services Agreement;(4) the Zhuhai Jinwan Project Preliminary Property Services Agreement;(5) the Zhongshan Yigui Garden Preliminary Property Services Agreement;(6) the Foshan Yuehai Shiguiyuan Preliminary Property Services Agreement;(7) the GDH Plaza Preliminary Property Services Agreement;(8) the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement;(9) the Yuecai City (Northwestern Land) Carpark Entrusted Management Agreement;(10) the Huizhou Yuehai Riverside Garden Preliminary Property Services Agreement;(11) the Preliminary Property Management Services Agreement of the Laurel House;(12) the Second Foshan Wanhua Project Site (Sales Centre and Sample Units) Property Services Agreement;(13) the Yuehai Yunyang Garden Preliminary Property Services Agreement;(14) the Industrial Heritage (Biennale Exhibition Venue) Property Management Services Agreement;

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	<p>(15) the Third Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement;</p> <p>(16) the Third Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement;</p> <p>(17) the Third Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement;</p> <p>(18) the Third Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement;</p> <p>(19) the Second GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement;</p> <p>(20) the Teem Tower Property Services Agreement;</p> <p>(21) the Second Huizhou Yuehai Riverside Garden Project Site (Sales Centre and Sample Units) Property Services Agreement;</p> <p>(22) the Yuehai Commercial Centre and Baiyun Yuehai Plaza Preliminary Property Services Agreement; and</p> <p>(23) the New Huiyang Lijiang Garden Carpark Management Services Agreement</p>
“Previous Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreements”	the 2021 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement and the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement
“Previous Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreements”	the First Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement, the Second Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement and the Third Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement
“Previous Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreements”	the First Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement, the Second Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement and the Third Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement
“Proposed Cap(s)”	the proposed cap(s) set for the transactions contemplated under each of the Six Property Management Services Agreements set out in the summary table under the section headed “B. Six Property Management Services Agreements – B7. Summary table of the Proposed Caps” in the “Letter from the Board” contained in this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Second Buji Factory Property Services Agreement”	the agreement dated 26 March 2021 entered into between Yuehai Technology and Yuehai Yueshenghuo in relation to the provision of property management services for Buji Factory Property by Yuehai Yueshenghuo to Yuehai Technology, details of which are set out in the announcement of the Company dated 26 March 2021

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“Second Foshan Wanhua Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 26 July 2022 entered into between GDL Foshan and Yuehai Property Management in relation to the provision of property management services at sales centre and sample units of the Foshan Wanhua Project site by Yuehai Property Management to GDL Foshan, details of which are set out in the announcement of the Company dated 26 July 2022
“Second GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 30 December 2022 entered into between GDL Development and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Yungang City Project site by Yuehai Property Management to GDL Development, details of which are set out in the announcement of the Company dated 30 December 2022
“Second Huizhou Yuehai Riverside Garden Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 30 August 2022 entered into between Huizhou Property and Yuehai Property Management (as amended by the supplemental agreement dated 14 December 2022) in respect of the provision of property management services at sales centre and sample units of the Huizhou Yuehai Riverside Garden Project site by Yuehai Property Management to Huizhou Property, details of which are set out in the announcement of the Company dated 30 December 2022
“Second Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 10 December 2021 entered into between Jiangmen Yuehai Land and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Jiangmen GDH City Project site by Yuehai Property Management to Jiangmen Yuehai Land, details of which are set out in the announcement of the Company dated 10 December 2021
“Second Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 10 December 2021 entered into between GDL Jiangmen and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Jiangmen Yiguifu Project site by Yuehai Property Management to GDL Jiangmen, details of which are set out in the announcement of the Company dated 10 December 2021
“Second Zhongshan Ma’an Island Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 10 December 2021 entered into between GDL Zhongshan and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Zhongshan Ma’an Island Project site by Yuehai Property Management to GDL Zhongshan, details of which are set out in the announcement of the Company dated 10 December 2021
“Second Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 10 December 2021 entered into between GDL Zhuhai and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Zhuhai Jinwan Project site by Yuehai Property Management to GDL Zhuhai, details of which are set out in the announcement of the Company dated 10 December 2021

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held to consider and, if thought fit, approve the transactions contemplated under the Six Property Management Services Agreements and the relevant Proposed Caps set for the aforementioned transactions
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Six Property Management Services Agreements”	collectively: <ol style="list-style-type: none">(1) the New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement;(2) the New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement;(3) the New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement;(4) the New Zhongshan Ma’an Island Project Site (Sales Centre and Sample Units) Property Services Agreement;(5) the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement; and(6) the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement (as amended by the Supplemental Agreement)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Supplemental Agreement”	the supplemental agreement dated 23 February 2023 entered into between Guangdong Yuehai Land and Yuehai Yueshenghuo in respect of the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement, in relation to the provision of property management services for the sales centre and sample unit demonstration area of Yuecai City North Tower by Yuehai Yueshenghuo to Guangdong Yuehai Land
“Teem Management Co”	廣東粵海天河城商業管理有限公司 (GDH Teem Commercial Management Co., Ltd.), a company established in the PRC with limited liability, being a wholly-owned subsidiary of Yuehai Property Management and an indirect non-wholly owned subsidiary of Guangdong Holdings

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“Teem Tower Property Services Agreement”	the agreement dated 30 December 2022 entered into between Guangdong Yuehai Land and Teem Management Co in relation to the provision of property management services by Teem Management Co to Guangdong Yuehai Land, details of which are set out in the announcement of the Company dated 30 December 2022
“Third Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 30 December 2022 entered into between Jiangmen Yuehai Land and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Jiangmen GDH City Project site by Yuehai Property Management to Jiangmen Yuehai Land, details of which are set out in the announcement of the Company dated 30 December 2022
“Third Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 30 December 2022 entered into between GDL Jiangmen and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Jiangmen Yiguifu Project site by Yuehai Property Management to GDL Jiangmen, details of which are set out in the announcement of the Company dated 30 December 2022
“Third Zhongshan Ma’an Island Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 30 December 2022 entered into between GDL Zhongshan and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Zhongshan Ma’an Island Project site by Yuehai Property Management to GDL Zhongshan, details of which are set out in the announcement of the Company dated 30 December 2022
“Third Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement”	the agreement dated 30 December 2022 entered into between GDL Zhuhai and Yuehai Property Management in respect of the provision of property management services at sales centre and sample units of the Zhuhai Jinwan Project site by Yuehai Property Management to GDL Zhuhai, details of which are set out in the announcement of the Company dated 30 December 2022
“Yiguifu”	the properties located at 132 Longteng Road, Tangxia Town, Pengjiang District, Jiangmen City, the PRC
“Yiguifu Preliminary Property Services Agreement”	the agreement dated 26 March 2021 entered into between GDL Jiangmen and Yuehai Property Management in relation to the provision of property management services at Yiguifu by Yuehai Property Management to GDL Jiangmen, details of which are set out in the announcement of the Company dated 26 March 2021

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“Yuecai City”	the GDH City Project located at the Buxin Area (布心片區), Luohu District, Shenzhen City, the PRC, a multi-module commercial complex development project of the Group with jewellery products industry as the theme (for details, please refer to the circular of the Company dated 22 June 2016). Yuecai City is the registered name of the Northwestern and Northern land properties of such project
“Yuecai City North Tower”	the North Tower of Yuecai City
“Yuecai City (Northwestern Land) Carpark Entrusted Management Agreement”	the agreement dated 30 March 2022 entered into between Guangdong Yuehai Land and Yuehai Yueshenghuo in relation to the provision of property management services for the carpark comprising Levels 1 to 3 on the ground floor of the Yuecai City Northwestern Land by Yuehai Yueshenghuo to Guangdong Yuehai Land, details of which are set out in the announcement of the Company dated 30 March 2022
“Yuehai Commercial Centre and Baiyun Yuehai Plaza Preliminary Property Services Agreement”	the agreement dated 20 October 2022 entered into between GDL Development and Guangzhou Yuehai Property in relation to the provision of property management services by Guangzhou Yuehai Property to GDL Development in respect of Yuehai Commercial Centre and Baiyun Yuehai Plaza of the Yungang City Project, details of which are set out in the announcement of the Company dated 30 December 2022
“Yuehai Property Management”	粵海物業管理有限公司 (Yuehai Property Management Co., Ltd.), a company established in the PRC with limited liability and a non-wholly owned subsidiary of Guangdong Holdings, whereas 92% of the equity interests is held by Guangdong Holdings, 6% of the equity interests is held by the Company and 2% of the equity interests is held by Huaxin as at the Latest Practicable Date
“Yuehai Property Management Group”	Yuehai Property Management and its subsidiaries
“Yuehai Property Management Huiyang Branch”	粵海物業管理有限公司惠陽分公司 (Yuehai Property Management Co., Ltd. Huiyang Branch), a company established in the PRC with limited liability, being a wholly-owned subsidiary of Yuehai Property Management and an indirect non-wholly owned subsidiary of Guangdong Holdings
“Yuehai Property Management Zhuhai Branch”	粵海物業管理有限公司珠海分公司 (Yuehai Property Management Co., Ltd. Zhuhai Branch), a company established in the PRC with limited liability, being a wholly-owned subsidiary of Yuehai Property Management and an indirect non-wholly owned subsidiary of Guangdong Holdings
“Yuehai Technology”	粵海科技(深圳)有限公司 (Yuehai Technology (Shenzhen) Co., Ltd.), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company

DEFINITIONS

“Yuehai Yueshenghuo”	深圳市粤海悦生活物業管理有限公司 (Shenzhen Yuehai Yueshenghuo Property Management Co., Ltd.), a company established in the PRC with limited liability, being a wholly-owned subsidiary of Yuehai Property Management and an indirect non-wholly owned subsidiary of Guangdong Holdings
“Yuehai Yunyang Garden”	the registered name of the residential portion (located in Lot AB2909011) of the Yungang City Project filed with the government of Baiyun District, Guangzhou City, the PRC
“Yuehai Yunyang Garden Preliminary Property Services Agreement”	the agreement dated 31 May 2022 entered into between GDL Development and Yuehai Property Management in relation to the provision of property management services at Yuehai Yunyang Garden by Yuehai Property Management to GDL Development, details of which are set out in the announcement of the Company dated 26 July 2022
“Yungang City Project”	the large-scale integrated property development project of the Group located at Baiyun New Town, Baiyun District, Guangzhou City, the PRC
“Zhongshan Ma’an Island Project”	the property development project of the Group at the starting area of Tsuihang New District, Zhongshan City, the PRC
“Zhongshan Yigui Garden”	the legal standard geographical name of the Zhongshan Ma’an Island Project
“Zhongshan Yigui Garden Preliminary Property Services Agreement”	the agreement dated 27 July 2021 entered into between GDL Zhongshan and Yuehai Property Management in relation to the provision of property management services for Zhongshan Yigui Garden by Yuehai Property Management to GDL Zhongshan, details of which are set out in the announcement of the Company dated 27 July 2021
“Zhuhai Jinwan Project”	the property development project of the Group in Jinwan District, Zhuhai City, the PRC
“Zhuhai Jinwan Project Preliminary Property Services Agreement”	the agreement dated 10 May 2021 entered into between GDL Zhuhai and Yuehai Property Management Zhuhai Branch in relation to the provision of property management services for the Zhuhai Jinwan Project by Yuehai Property Management Zhuhai Branch to GDL Zhuhai, details of which are set out in the announcement of the Company dated 10 May 2021
“%”	per cent.

In this circular, the English names of the PRC entities and technical terms are translations of their Chinese versions, and are included herein for identification purposes only. In the event of any inconsistency, the Chinese versions shall prevail.

LETTER FROM THE BOARD



GUANGDONG LAND HOLDINGS LIMITED
粤海置地控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00124)

Board of Directors:

Executive Directors

LAN Runing (*Chairman*)
KUANG Hu (*Vice Chairman*)
LI Yonggang (*Managing Director*)
WU Mingchang
LI Wenchang
JIAO Li (*Chief Financial Officer*)

Independent Non-Executive Directors

Felix FONG Wo *BBS, JP*
Vincent Marshall LEE Kwan Ho
*Member of the Chinese People's Political Consultative
Conference (CPPCC) National Committee
of PRC, BBS, Officer of the Order
of the Crown (Belgium)*
LEUNG Luen Cheong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

***Head Office & Principal Place
of Business in Hong Kong:***

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

14 March 2023

To the Shareholders

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTIONS,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A. INTRODUCTION

Reference is made to the announcement of the Company dated 23 February 2023 in relation to the Continuing Connected Transactions, which disclosed that on 23 February 2023, the Group and the Yuehai Property Management Group entered into the Six Property Management Services Agreements in relation to the provision of property management services by the Yuehai Property Management Group to the Group in respect of certain sales centres and sample units of the Group's property projects in the PRC.

The purpose of this circular is to provide Shareholders with, among other things, (i) further details of the Six Property Management Services Agreements and the transactions contemplated thereunder; (ii) a letter from the Independent Board Committee to the Independent Shareholders in relation to, among other things, the Six Property Management Services Agreements; (iii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders; and (iv) the notice convening the SGM.

LETTER FROM THE BOARD

B. SIX PROPERTY MANAGEMENT SERVICES AGREEMENTS

On 23 February 2023, the Group and the Yuehai Property Management Group entered into the Six Property Management Services Agreements in relation to the provision of property management services by the Yuehai Property Management Group to the Group.

B1. New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement

References are made to the announcements of the Company dated 10 May 2021, 10 December 2021 and 30 December 2022 in relation to, among other things, the Previous Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreements. According to the Third Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement, the relevant service term shall expire on 31 March 2023.

On 23 February 2023, GDL Zhuhai and Yuehai Property Management entered into the New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement in relation to the provision of property management services in respect of the sales centre and sample units of the Zhuhai Jinwan Project site by Yuehai Property Management to GDL Zhuhai.

A summary of the salient terms of the New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement is set out below:

<i>Date:</i>	23 February 2023
<i>Parties:</i>	(a) GDL Zhuhai (b) Yuehai Property Management
<i>Term:</i>	1 April 2023 to 30 April 2024 (both dates inclusive)
<i>Subject matter:</i>	Yuehai Property Management shall provide property management services in respect of the sales centre and sample units of the Zhuhai Jinwan Project site, including daily customer services, equipment maintenance, order maintenance, cleaning (including the display area) and pest control.
<i>Condition precedent:</i>	The New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement shall become effective on the day following the date on which the relevant resolution(s) for approving the transactions contemplated under the New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement and the relevant annual caps having been passed by the Independent Shareholders at a special general meeting of the Company in compliance with the Listing Rules.

If the said condition cannot be satisfied within six months from the date of the New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement (or such other date as the parties to the New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement may agree in writing), the New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement will terminate.

LETTER FROM THE BOARD

*Service fees and
payment terms:*

GDL Zhuhai shall pay service fees which comprise (i) labour costs, (ii) other staff costs, (iii) outsourcing service fees and (iv) property management remunerations to Yuehai Property Management on a monthly basis, within one month after receiving the relevant invoice issued by Yuehai Property Management. The actual service fees shall be calculated based on the following:

- (i) the labour costs include wages, overtime payment, welfare expenses and labour union fees, and shall be calculated based on the actual number of staff and their labour costs incurred;
- (ii) the other staff costs shall be calculated based on the actual number of staff and the expenses for providing meals and dormitory;
- (iii) the outsourcing service fees include the expenses related to cleaning and pest control and shall be calculated based on the actual number of staff for cleaning service, the agreed salary per person per month and the agreed monthly pest control fees under the agreement; and
- (iv) the property management remunerations shall be charged by Yuehai Property Management on a monthly basis, and shall be calculated based on 10% of the actual total amount of the labour costs, the other staff costs and the outsourcing service fees for the relevant month, which is determined with reference to the rate offered by two other service providers which are Independent Third Parties and provide similar property management services in the market and hence is in line with market rate. The relevant property management remunerations may be deducted by 5% to 10% depending on the service satisfaction rating given by GDL Zhuhai.

For reference only, based on the New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement, the total service fees to be charged by Yuehai Property Management for the period from 1 April 2023 to 31 December 2023 is expected to be approximately RMB2,768,000 and the total service fees to be charged by Yuehai Property Management for the period from 1 January 2024 to 30 April 2024 is expected to be approximately RMB1,230,000.

LETTER FROM THE BOARD

The service fees are determined after arm's length negotiations between the relevant parties, after having considered: (i) the area of the relevant properties; (ii) the number of staff required for the provision of services under the agreement (excluding the outsourced services); (iii) the outsourcing service fees which was agreed based on the fixed number of staff for outsourced cleaning services and the agreed monthly pest control service fees; (iv) the prevailing market rate for the property management remunerations; and (v) the prices offered to the Group by two other service providers who are Independent Third Parties for similar services. Having considered the quotations offered by two independent service providers which were comparable to those offered by Yuehai Property Management, the Company is of the view that the terms offered (including the expected service fees to be charged) by Yuehai Property Management to the Group are no less favourable than those offered by service providers which are Independent Third Parties and provide similar property management services.

Caps and basis of determination

Historical transaction amounts

The table below summarises the actual historical transaction amounts of the property management services provided by Yuehai Property Management to GDL Zhuhai in respect of the sales centre and sample units of the Zhuhai Jinwan Project site under the relevant Previous Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreements for the period from 10 May 2021 to 31 December 2021, for the year ended 31 December 2022 and for the period from 1 January 2023 to 31 January 2023:

	For the period from 10 May 2021 to 31 December 2021 (RMB)	For the year ended 31 December 2022 (RMB)	For the period from 1 January 2023 to 31 January 2023 (RMB)
Actual amount of service fees under the relevant Previous Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreements	3,802,000	3,888,000	368,000

Caps and basis of determination

The relevant caps for the transactions contemplated under the New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement have been set as:

- (a) RMB3,045,000 for the period from 1 April 2023 to 31 December 2023; and
- (b) RMB1,353,000 for the period from 1 January 2024 to 30 April 2024.

LETTER FROM THE BOARD

The above caps have been determined after having considered: (i) the above historical transaction amounts; (ii) the total service fees expected to be paid by GDL Zhuhai under the New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement; and (iii) the possible increase in demand for the service required (for example, number of staff and hours), depending on the actual circumstances, and is a buffer amount calculated as approximately 10% of the expected total service fees to be charged under the New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement.

B2. New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement

References are made to the announcements of the Company dated 26 March 2021, 10 December 2021 and 30 December 2022 in relation to, among other things, the Previous Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreements. According to the Third Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement, the relevant service term shall expire on 31 March 2023.

On 23 February 2023, Jiangmen Yuehai Land and Yuehai Property Management entered into the New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement in relation to the provision of property management services in respect of the sales centre and sample units of the Jiangmen GDH City Project site by Yuehai Property Management to Jiangmen Yuehai Land.

A summary of the salient terms of the New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement is set out below:

<i>Date:</i>	23 February 2023
<i>Parties:</i>	(a) Jiangmen Yuehai Land (b) Yuehai Property Management
<i>Term:</i>	1 April 2023 to 31 March 2024 (both dates inclusive)
<i>Subject matter:</i>	Yuehai Property Management shall provide property management services in respect of the sales centre and sample units of the Jiangmen GDH City Project site, including daily customer services, equipment maintenance, order maintenance and cleaning (including the display area).
<i>Condition precedent:</i>	The New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement shall become effective on the day following the date on which the relevant resolution(s) for approving the transactions contemplated under the New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement and the relevant annual caps having been passed by the Independent Shareholders at a special general meeting of the Company in compliance with the Listing Rules.

LETTER FROM THE BOARD

If the said condition cannot be satisfied within six months from the date of the New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement (or such other date as the parties to the New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement may agree in writing), the New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement will terminate.

*Service fees and
payment terms:*

Jiangmen Yuehai Land shall pay service fees which comprise (i) labour costs, (ii) other staff costs, (iii) outsourcing service fees and (iv) property management remunerations to Yuehai Property Management on a monthly basis, within one month after receiving the relevant invoice issued by Yuehai Property Management. The actual service fees shall be calculated based on the following:

- (i) the labour costs include wages, overtime payment, welfare expenses and labour union fees, and shall be calculated based on the actual number of staff and their labour costs incurred;
- (ii) the other staff costs shall be calculated based on the actual number of staff and the expenses for providing meals and dormitory;
- (iii) the outsourcing service fees include the cleaning fee and shall be calculated based on the actual number of staff and the salary per person per month as agreed under the agreement; and
- (iv) the property management remunerations shall be charged by Yuehai Property Management on a monthly basis, and shall be calculated based on 10% of the actual total amount of the labour costs, other staff costs and outsourcing service fees for the relevant month, which is determined with reference to the rate offered by two other service providers which are Independent Third Parties and provide similar property management services in the market and hence is in line with market rate. The relevant property management remunerations may be deducted by 5% to 10% depending on the service satisfaction rating given by Jiangmen Yuehai Land.

For reference only, based on the New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement, the total service fees to be charged by Yuehai Property Management for the period from 1 April 2023 to 31 December 2023 is expected to be approximately RMB2,880,000, and the total service fees to be charged by Yuehai Property Management for the period from 1 January 2024 to 31 March 2024 is expected to be approximately RMB960,000.

LETTER FROM THE BOARD

The service fees are determined after arm's length negotiations between the relevant parties, after having considered: (i) the area of the relevant properties; (ii) the number of staff required for the provision of services under the agreement (excluding the outsourced services); (iii) the outsourcing service fees which was agreed based on the fixed number of staff for outsourced cleaning services; (iv) the prevailing market rate for the property management remunerations; and (v) the prices offered to the Group by two other service providers who are Independent Third Parties for similar services. Having considered the quotations offered by two independent service providers which were comparable to those offered by Yuehai Property Management, the Company is of the view that the terms offered (including the expected service fees to be charged) by Yuehai Property Management to the Group are no less favourable than those offered by service providers which are Independent Third Parties and provide similar property management services.

Caps and basis of determination

Historical transaction amounts

The table below summarises the actual historical transaction amounts of the property management services provided by Yuehai Property Management to Jiangmen Yuehai Land in respect of the sales centre and sample units of the Jiangmen GDH City Project site under the relevant Previous Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreements for the period from 26 March 2021 to 31 December 2021, for the year ended 31 December 2022 and for the period from 1 January 2023 to 31 January 2023, respectively:

	For the period from 26 March 2021 to 31 December 2021 (RMB)	For the year ended 31 December 2022 (RMB)	For the period from 1 January 2023 to 31 January 2023 (RMB)
Actual amount of service fees under the relevant Previous Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreements	5,325,000	5,240,000	324,000

Caps and basis of determination

The relevant caps for the transactions contemplated under the New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement have been set as:

- (a) RMB3,167,000 for the period from 1 April 2023 to 31 December 2023; and
- (b) RMB1,056,000 for the period from 1 January 2024 to 31 March 2024.

LETTER FROM THE BOARD

The above caps have been determined after having considered: (i) the above historical transaction amounts; (ii) the total service fees expected to be paid by Jiangmen Yuehai Land under the New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement; and (iii) the possible increase in demand for the service required (for example, number of staff and hours), depending on the actual circumstances, and is a buffer amount calculated as approximately 10% of the expected total service fees to be charged under the New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement. Further to paragraph (ii) as mentioned, as sale of the units of Jiangmen GDH City Project site has already commenced for a period of time, the Group expects that visitor flow to the sales centre and sample units of the Jiangmen GDH City Project site will decrease. As such, the number of staff required and the demand of outsourcing services such as cleaning service are expected to decrease and result in a lower amount of expected total service fees.

B3. New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement

References are made to the announcements of the Company dated 13 November 2020, 10 December 2021 and 30 December 2022 in relation to, among other things, the Previous Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreements. According to the Third Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement, the relevant service term shall expire on 31 March 2023.

On 23 February 2023, GDL Jiangmen and Yuehai Property Management entered into the New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement in relation to the provision of property management services in respect of the sales centre and sample units of the Jiangmen Yiguifu Project site by Yuehai Property Management to GDL Jiangmen.

A summary of the salient terms of the New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement is set out below:

<i>Date:</i>	23 February 2023
<i>Parties:</i>	(a) GDL Jiangmen (b) Yuehai Property Management
<i>Term:</i>	1 April 2023 to 30 April 2024 (both dates inclusive)
<i>Subject matter:</i>	Yuehai Property Management shall provide property management services at sales centre and sample units of the Jiangmen Yiguifu Project site, including daily customer services, equipment maintenance, order maintenance and cleaning (including the display area).
<i>Condition precedent:</i>	The New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement shall become effective on the day following the date on which the relevant resolution(s) for approving the transactions contemplated under the New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement and the relevant annual caps having been passed by the Independent Shareholders at a special general meeting of the Company in compliance with the Listing Rules.

LETTER FROM THE BOARD

If the said condition cannot be satisfied within six months from the date of the New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement (or such other date as the parties to the New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement may agree in writing), the New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement will terminate.

***Service fees and
payment terms:***

GDL Jiangmen shall pay service fees which comprise (i) labour costs, (ii) other staff costs, (iii) outsourcing service fees and (iv) property management remunerations to Yuehai Property Management on a monthly basis, within one month after receiving the relevant invoice issued by Yuehai Property Management. The actual service fees shall be calculated based on the following:

- (i) the labour costs include wages, overtime payment, welfare expenses and labour union fees, and shall be calculated based on the actual number of staff and their labour costs incurred;
- (ii) the other staff costs shall be calculated based on the actual number of staff and the expenses for providing meals and dormitory;
- (iii) the outsourcing service fees include the cleaning fee and shall be calculated based on the actual number of staff and the salary per person per month as agreed under the agreement; and
- (iv) the property management remunerations shall be charged by Yuehai Property Management on a monthly basis, and shall be calculated based on 10% of the actual total amount of the labour costs, other staff costs and outsourcing service fees for the relevant month, which is determined with reference to the rate offered by two other service providers which are Independent Third Parties and provide similar property management services in the market and hence is in line with market rate. The relevant property management remunerations may be deducted by 5% to 10% depending on the service satisfaction rating given by GDL Jiangmen.

For reference only, based on the New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement, the total service fees to be charged by Yuehai Property Management for the period from 1 April 2023 to 31 December 2023 is expected to be approximately RMB1,907,000 and the total service fees to be charged by Yuehai Property Management for the period from 1 January 2024 to 30 April 2024 is expected to be approximately RMB847,000.

LETTER FROM THE BOARD

The service fees are determined after arm's length negotiations between the relevant parties, after having considered: (i) the area of the relevant properties; (ii) the number of staff required for the provision of services under the agreement (excluding the outsourced services); (iii) the outsourcing service fees which was agreed based on the fixed number of staff for outsourced cleaning services; (iv) the prevailing market rate for the property management remunerations; and (v) the prices offered to the Group by two other service providers who are Independent Third Parties for similar services. Having considered the quotations offered by two independent service providers which were comparable to those offered by Yuehai Property Management, the Company is of the view that the terms offered (including the expected service fees to be charged) by Yuehai Property Management to the Group are no less favourable than those offered by service providers which are Independent Third Parties and provide similar property management services.

Caps and basis of determination

Historical transaction amounts

The table below summarises the actual historical transaction amounts of the property management services provided by Yuehai Property Management to GDL Jiangmen in respect of the sales centre and sample units of the Jiangmen Yiguifu Project site under the relevant Previous Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreements for the period from 15 November 2020 to 31 December 2020, for each of the two years ended 31 December 2022 and for the period from 1 January 2023 to 31 January 2023, respectively:

	For the period from 15 November 2020 to 31 December 2020 (RMB)	For the year ended 31 December 2021 (RMB)	For the year ended 31 December 2022 (RMB)	For the period from 1 January 2023 to 31 January 2023 (RMB)
Actual amount of service fees under the relevant Previous Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreements	609,000	3,789,000	2,881,000	202,000

Caps and basis of determination

The relevant caps for the transactions contemplated under the New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement have been set as:

- (a) RMB2,097,000 for the period from 1 April 2023 to 31 December 2023; and
- (b) RMB932,000 for the period from 1 January 2024 to 30 April 2024.

LETTER FROM THE BOARD

The above caps have been determined after having considered: (i) the above historical transaction amounts; (ii) the total service fees expected to be paid by GDL Jiangmen under the New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement; and (iii) the possible increase in demand for the service required (for example, number of staff and hours), depending on the actual circumstances, and is a buffer amount calculated as approximately 10% of the expected total service fees to be charged under the New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement.

B4. New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement

References are made to the announcements of the Company dated 27 July 2021, 10 December 2021 and 30 December 2022 in relation to, among other things, the Previous Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreements. According to the Third Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement, the relevant service term shall expire on 31 March 2023.

On 23 February 2023, GDL Zhongshan and Yuehai Property Management entered into the New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement in relation to the provision of property management services in respect of the sales centre and sample units of the Zhongshan Ma'an Island Project site by Yuehai Property Management to GDL Zhongshan.

A summary of the salient terms of the New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement is set out below:

<i>Date:</i>	23 February 2023
<i>Parties:</i>	(a) GDL Zhongshan (b) Yuehai Property Management
<i>Term:</i>	1 April 2023 to 31 December 2023 (both dates inclusive)
<i>Subject matter:</i>	Yuehai Property Management shall provide property management services in respect of the sales centre and sample units of the Zhongshan Ma'an Island Project site, including daily customer services, equipment maintenance, order maintenance, cleaning (including the display area), greening and pest control.
<i>Condition precedent:</i>	The New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement shall become effective on the day following the date on which the relevant resolution(s) for approving the transactions contemplated under the New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement and the relevant annual caps having been passed by the Independent Shareholders at a special general meeting of the Company in compliance with the Listing Rules.

LETTER FROM THE BOARD

If the said condition cannot be satisfied within six months from the date of the New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement (or such other date as the parties to the New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement may agree in writing), the New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement will terminate.

*Service fees and
payment terms:*

GDL Zhongshan shall pay service fees which comprise (i) labour costs, (ii) other staff costs, (iii) outsourcing service fees and (iv) property management remunerations to Yuehai Property Management on a monthly basis, within one month after receiving the relevant invoice issued by Yuehai Property Management. The actual service fees shall be calculated based on the following:

- (i) the labour costs include wages, overtime payment, welfare expenses and labour union fees, and shall be calculated based on the actual number of staff and their labour costs incurred;
- (ii) the other staff costs shall be calculated based on the actual number of staff and the expenses for providing meals and dormitory;
- (iii) the outsourcing service fees include cleaning, greening and pest control fees and shall be calculated based on the actual number of staff and the agreed salary per person per month for cleaning and greening, and the agreed monthly pest control fees under the agreement; and
- (iv) the property management remunerations shall be charged by Yuehai Property Management on a monthly basis, and shall be calculated based on 10% of the actual total amount of the labour costs, other staff costs and outsourcing service fees for the relevant month, which is determined with reference to the rate offered by two other service providers which are Independent Third Parties and provide similar property management services in the market and hence is in line with market rate. The relevant property management remunerations may be deducted by 5% to 10% depending on the service satisfaction rating given by GDL Zhongshan.

For reference only, based on the New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement, the total service fees to be charged by Yuehai Property Management for the period from 1 April 2023 to 31 December 2023 is expected to be approximately RMB3,568,000.

LETTER FROM THE BOARD

The service fees are determined after arm's length negotiations between the relevant parties, after having considered: (i) the area of the relevant properties; (ii) the number of staff required for the provision of services under the agreement (excluding the outsourced services); (iii) the outsourcing service fees which was agreed based on the fixed number of staff for outsourced cleaning and greening services and the agreed monthly pest control service fees; (iv) the prevailing market rate for the property management remunerations; and (v) the prices offered to the Group by two other service providers who are Independent Third Parties for similar services. Having considered the quotations offered by two independent service providers which were comparable to those offered by Yuehai Property Management, the Company is of the view that the terms offered (including the expected service fees to be charged) by Yuehai Property Management to the Group are no less favourable than those offered by service providers which are Independent Third Parties and provide similar property management services.

Cap and basis of determination

Historical transaction amounts

The table below summarises the actual historical transaction amounts of the property management services provided by Yuehai Property Management to GDL Zhongshan in respect of the sales centre and sample units of the Zhongshan Ma'an Island Project site under the relevant Previous Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreements for the period from 27 July 2021 to 31 December 2021, for the year ended 31 December 2022, and for the period from 1 January 2023 to 31 January 2023, respectively:

	For the period from 27 July 2021 to 31 December 2021 (RMB)	For the year ended 31 December 2022 (RMB)	For the period from 1 January 2023 to 31 January 2023 (RMB)
Actual amount of service fees under the relevant Previous Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreements	3,359,000	5,660,000	407,000

LETTER FROM THE BOARD

Cap and basis of determination

The relevant cap for the transactions contemplated under the New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement has been set as RMB3,925,000 for the period from 1 April 2023 to 31 December 2023.

The above cap has been determined after having considered: (i) the above historical transaction amounts; (ii) the total service fees expected to be paid by GDL Zhongshan under the New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement and (iii) the possible increase in demand for the service required (for example, number of staff and hours), depending on the actual circumstances, and is a buffer amount calculated as approximately 10% of the expected total service fees to be charged under the New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement. Further to paragraph (ii) as mentioned, as sale of the units of Zhongshan Ma'an Island Project site has already commenced for a period of time, the Group expects that visitor flow to the sales centre and sample units of the Zhongshan Ma'an Island Project site will decrease. As such, the number of staff required and the demand of outsourcing services such as cleaning service are expected to decrease and result in a lower amount of expected total service fees.

B5. New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement

References are made to the announcements of the Company dated 19 April 2022 and 30 December 2022 in relation to, among other things, the Previous GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreements. According to the Second GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement, the relevant service term shall expire on 31 March 2023.

On 23 February 2023, GDL Development and Yuehai Property Management entered into the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement in relation to the provision of property management services in respect of the sales centre and sample units of the Yungang City Project site by Yuehai Property Management to GDL Development.

A summary of the salient terms of the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement is set out below:

<i>Date:</i>	23 February 2023
<i>Parties:</i>	(a) GDL Development (b) Yuehai Property Management
<i>Term:</i>	1 April 2023 to 31 December 2023 (both dates inclusive)
<i>Subject matter:</i>	Yuehai Property Management shall provide property management services in respect of the sales centre and sample units of the Yungang City Project site, including daily customer services, equipment maintenance, order maintenance, cleaning (including the display area) and pest control, etc.

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Condition precedent:

The New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement shall become effective on the day following the date on which the relevant resolution(s) for approving the transactions contemplated under the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement and the relevant annual caps having been passed by the Independent Shareholders at a special general meeting of the Company in compliance with the Listing Rules.

If the said condition cannot be satisfied within six months from the date of the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement (or such other date as the parties to the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement may agree in writing), the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement will terminate.

Service fees and payment terms:

GDL Development shall pay service fees which comprise (i) labour costs, (ii) other staff costs, (iii) outsourcing service fees, (iv) fees for consumables used at sales venue, (v) venue supplies fees, (vi) initial cleaning fees and (vii) property management remunerations to Yuehai Property Management. The actual service fees shall be calculated based on the following:

- (i) the labour costs include wages, overtime payment, welfare expenses and labour union fees, and shall be calculated based on the actual number of staff and their labour costs incurred;
- (ii) the other staff costs shall be calculated based on the actual number of staff and the expenses for providing uniform cleaning, meals and dormitory;
- (iii) the fees for consumables used at sales venue (such as fruit, beverages and anti-epidemic supplies, etc.) shall be calculated based on the estimated monthly average fee for each item to arrive at the estimated monthly amount agreed under the agreement;
- (iv) the outsourcing service fees include cleaning, pest control, stone and crystal surface care and wooden floor waxing services fees, and shall be calculated based on the actual number of cleaning staff and the agreed salary per person per month under the agreement, the agreed monthly fee for pest control under the agreement, the actual number of times and the relevant area in respect of stone and crystal surface care in sales centre and wooden floor waxing in sample units and the relevant agreed fees per square metre under the agreement;

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- (v) the venue supplies fees shall be calculated based on the unit price of the supplies as agreed under the agreement;
- (vi) the initial cleaning fees include initial cleaning and formaldehyde removal fees for the sample units and shall be calculated based on the relevant service fee per square metre as agreed in the agreement; and
- (vii) the property management remunerations shall be charged by Yuehai Property Management on a monthly basis, and shall be calculated based on 10% of the actual total amount of the labour costs, the other staff costs, the outsourcing service fees, the fees for consumables used at sales venue, the initial cleaning fees and the venue supplies fees for the relevant month, which is determined with reference to the rate offered by two other service providers which are Independent Third Parties and provide similar property management services in the market and hence is in line with market rate. The relevant property management remunerations may be deducted by 5% to 10% depending on the service satisfaction rating given by GDL Development.

GDL Development shall pay to Yuehai Property Management:

- (a) on a monthly basis, labour costs, certain other staff costs (excluding the fees for purchasing uniforms), certain outsourcing service fees (namely, cleaning and pest control) and fees for consumables used at sales venue, and the property management remunerations, within one month after receiving the relevant invoice issued by Yuehai Property Management; and
- (b) the fees for certain other staff cost (namely, fees for purchasing uniforms), certain outsourcing service fees (namely, stone and crystal surface care in sales centre and wooden floor waxing in sample units), the initial cleaning fees (including cleaning and formaldehyde removal fees for the sample units) and the venue supplies fees (such as two-way radio and electric two wheelers) for the month which the relevant service or purchase actually takes place, within one month after receiving the invoice of the relevant month issued by Yuehai Property Management.

For reference only, according to the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement, the total service fees to be charged by Yuehai Property Management for the period from 1 April 2023 to 31 December 2023 is expected to be approximately RMB7,646,000.

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The service fees are determined after arm's length negotiations between the relevant parties after taking into account: (i) the area of the relevant premises; (ii) the number of staff required for the provision of services under the agreement (excluding the outsourced services); (iii) the outsourcing service fees which was agreed based on the fixed number of staff for outsourced cleaning, the agreed monthly pest control service fees and the area required for stone and crystal surface care, wooden floor waxing, initial cleaning and formaldehyde removal; (iv) the market prices of the relevant consumables and supplies; (v) the prevailing market rate for the property management remunerations; and (vi) the prices offered to the Group by two other service providers who are Independent Third Parties for similar services. Having considered the quotations offered by two independent service providers which were comparable to those offered by Yuehai Property Management, the Company is of the view that the terms offered (including the expected service fees to be charged) by Yuehai Property Management to the Group are no less favourable than those offered by service providers which are Independent Third Parties and provide similar property management services.

Cap and basis of determination

Historical transaction amounts

The table below summarises the actual historical transaction amounts of the property management services provided by Yuehai Property Management to GDL Development in respect of the sales centre and sample units of the Yungang City Project site under the relevant Previous GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreements for the period from 19 April 2022 to 31 December 2022 and for the period from 1 January 2023 to 31 January 2023, respectively:

	For the period from 19 April 2022 to 31 December 2022 (RMB)	For the period from 1 January 2023 to 31 January 2023 (RMB)
Actual amount of service fees under the relevant Previous GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreements	5,200,000	654,000

Cap and basis of determination

The relevant cap for the transactions contemplated under the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement has been set as RMB8,410,000 for the period from 1 April 2023 to 31 December 2023.

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The relevant cap has been determined after having considered: (i) the above historical transaction amounts; (ii) the total service fees expected to be paid by GDL Development under the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement; and (iii) the possible increase in demand for the service required (for example, number of staff and hours), depending on the actual circumstances, and is a buffer amount calculated as approximately 10% of the expected total service fees to be charged under the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement. Further to paragraph (ii) as mentioned, Yungang City Project site is one of the key property development projects of the Group due to its scale and prime location in Guangzhou, the PRC and sale of the units of Yungang City Project site has just begun in the third quarter in 2022. As the restrictive measures (such as quarantine) imposed during COVID-19 pandemic have already been substantively lifted in the PRC in 2023, the Group has planned to further strengthen marketing of the Yungang City Project site and has expected that visitor flow to the sales centre and sample units of the Yungang City Project site will have a considerable increase. As such, the number of staff required, consumables used at sales venue (such as fruit, beverages and anti-epidemic supplies, etc.) and the demand of outsourcing services such as cleaning and wooden floor waxing services are expected to increase and result in a higher amount of expected total service fees.

B6. The Supplemental Agreement to the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement

References are made to the announcements of the Company dated 26 March 2021 and 30 March 2022 in relation to, among other things, the Previous Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreements. According to the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement, the relevant service term shall expire on 31 March 2023.

On 23 February 2023, Guangdong Yuehai Land and Yuehai Yueshenghuo entered into the Supplemental Agreement in respect of 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement in relation to the provision of property management services in respect of the sales centre and sample unit demonstration area of Yuecai City North Tower by Yuehai Yueshenghuo to Guangdong Yuehai Land.

A summary of the salient terms of the Supplemental Agreement and the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement are set out below:

<i>Date:</i>	23 February 2023
<i>Parties:</i>	(a) Guangdong Yuehai Land (b) Yuehai Yueshenghuo
<i>Term:</i>	1 April 2023 to 30 April 2024 (both dates inclusive)

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Subject matter: Pursuant to the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement (as amended by the Supplemental Agreement), Yuehai Yueshenghuo shall provide property management services in respect of the sales centre and sample unit demonstration area of Yuecai City North Tower, including security services, customer services, order maintenance, parking management, repair and maintenance of equipment and facilities, cleaning services, pest control, waste collection, tea and beverage services for visiting customers.

Condition precedent: The Supplemental Agreement shall become effective on the day following the date on which the relevant resolution(s) for approving the transactions contemplated under the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement (as amended by the Supplemental Agreement) and the relevant annual caps having been passed by the Independent Shareholders at a special general meeting of the Company in compliance with the Listing Rules.

If the said condition cannot be satisfied within six months from the date of the Supplemental Agreement (or such other date as the parties to the Supplemental Agreement may agree in writing), the Supplemental Agreement will terminate.

Service fees and payment terms: Pursuant to the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement (as amended by the Supplemental Agreement), Guangdong Yuehai Land shall pay the service fees which comprise (i) labour costs, (ii) administrative and daily operation costs, (iii) fees for consumables and beverage services, (iv) environmental maintenance fees and (v) property management remunerations, to Yuehai Yueshenghuo on a monthly basis, within 20 working days after receiving the relevant invoice issued before the 10th day of each month from Yuehai Yueshenghuo. The actual service fees shall be calculated based on the following:

- (i) the labour costs include wages, welfare expenses and labour union fees, etc, and shall be calculated based on the salary costs of the actual number of staff providing property management services;
- (ii) the administrative and daily operation costs (including staff uniform fees, laundry fees, meal fees and dormitory fees etc.) shall be calculated based on the actual number of staff providing the property management services and expenses related to uniforms, laundry, meal and dormitory, and maintenance fees shall be calculated based on the agreed service areas on a fixed basis;

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- (iii) the fees for consumables and beverage services for customers includes the fees for purchasing toilet papers, coffee beans, tea leaves, air fresheners, etc.;
- (iv) the environmental maintenance fees (such as daily cleaning, waste collection, greening and pest control, etc.), shall be calculated based on the actual number of staff, actual service areas or actual times of services required (as the case may be), and the relevant unit price agreed under the agreement; and
- (v) the property management remunerations shall be charged by Yuehai Yueshenghuo on a monthly basis, and shall be calculated based on 10% of the actual total amount of the labour costs, the administrative management fees and the fees for consumables and beverage services for the relevant month, which is determined with reference to the rate offered by two other service providers which are Independent Third Parties and provide similar property management services in the market and hence is in line with market rate. The relevant property management remunerations may be deducted by 20% to 40% depending on the service satisfaction rating given by Guangdong Yuehai Land. In light of the previous possible property management remuneration deduction rate offered under the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement (details of which are set out in the announcement of the Company dated 30 March 2022), the previous satisfactory relationship with Yuehai Yueshenghuo and the expectation of higher quality property management services provided in Shenzhen, the PRC, the Group has, after arm's length negotiation, successfully bargained a higher possible property management remuneration deduction rate at 20% to 40% as compared to that offered by Yuehai Property Management (i.e. 5% to 10%). As Yuehai Yueshenghuo and Yuehai Property Management are separate entities (albeit both belong to the Yuehai Property Management Group) with different management teams who would make their business decisions independently, the Company considers that the difference between the possible property management remuneration deduction rates offered by Yuehai Yueshenghuo and Yuehai Property Management are justifiable.

For reference only, based on the Supplemental Agreement, the total service fees to be charged by Yuehai Yueshenghuo for the period from 1 April 2023 to 31 December 2023 is expected to be approximately RMB1,267,000 and the total service fees to be charged by Yuehai Yueshenghuo for the period from 1 January 2024 to 30 April 2024 is expected to be approximately RMB563,000.

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The service fees are determined after arm's length negotiations between the relevant parties, after having considered: (i) the area of the relevant properties; (ii) the number of staff required for the provision of services under the agreement (excluding the environmental maintenance services); (iii) the environmental maintenance fees which is based on the number of staff required or the service area required (as the case may be); (iv) the prevailing market rate for the property management remunerations; and (v) the prices offered to the Group by two other service providers who are Independent Third Parties for similar services. Having considered the quotations offered by two independent service providers which were comparable to those offered by Yuehai Yueshenghuo, the Company is of the view that the terms offered (including the expected service fees to be charged) by Yuehai Yueshenghuo to the Group are no less favourable than those offered by service providers which are Independent Third Parties and provide similar property management services.

Caps and basis of determination

Historical transaction amounts

The table below summarises the actual historical transaction amounts of the property management services provided by the Yuehai Property Management Group (including Yuehai Yueshenghuo) to Guangdong Yuehai Land in respect of the sales centre and sample unit demonstration area of Yuecai City North Tower under the relevant Previous Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreements for the period from 1 April 2021 to 31 December 2021, for the year ended 31 December 2022 and for the period from 1 January 2023 to 31 January 2023, respectively:

	For the period from 1 April 2021 to 31 December 2021 (RMB)	For the year ended 31 December 2022 (RMB)	For the period from 1 January 2023 to 31 January 2023 (RMB)
Actual amount of service fees under the relevant Previous Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreements	3,437,000	4,566,000	530,000

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Caps and basis of determination

The relevant caps for the transactions contemplated under the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement (as amended by the Supplemental Agreement) have been set as:

- (a) RMB1,394,000 for the period from 1 April 2023 to 31 December 2023; and
- (b) RMB619,000 for the period from 1 January 2024 to 30 April 2024.

The above caps have been determined after having considered: (i) the above historical transaction amounts; (ii) the total service fees expected to be paid by Guangdong Yuehai Land under the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement (as amended by the Supplemental Agreement); and (iii) the possible increase in demand for the service required (for example, number of staff and hours), depending on the actual circumstances, and is a buffer amount calculated as approximately 10% of the expected total service fees under the Supplemental Agreement and the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement. Further to paragraph (ii) as mentioned, as sale and lease of the properties of, among others, Yuecai City North Tower has already commenced for a period of time, the Group expects that visitor flow to the sales centre and sample units of Yuecai City North Tower will decrease. As such, the number of staff required and the demand of outsourcing services such as cleaning service are expected to decrease and result in a lower amount of expected total service fees.

B7. Summary table of the Proposed Caps

The table below summarises the Proposed Caps in respect of each of the Six Property Management Services Agreements for the period from 1 April 2023 to 31 December 2023 and for the relevant period(s) in 2024.

Agreement	Proposed Caps (RMB)	
	For the period from 1 April 2023 to 31 December 2023	For the relevant period in 2024
1. New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement	3,045,000	1,353,000 (for the period from 1 January 2024 to 30 April 2024)
2. New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement	3,167,000	1,056,000 (for the period from 1 January 2024 to 31 March 2024)
3. New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement	2,097,000	932,000 (for the period from 1 January 2024 to 30 April 2024)

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Agreement	Proposed Caps (RMB)	
	For the period from 1 April 2023 to 31 December 2023	For the relevant period in 2024
4. New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement	3,925,000	Not applicable
5. New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement	8,410,000	Not applicable
6. 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement (as amended by the Supplemental Agreement)	1,394,000	619,000 (for the period from 1 January 2024 to 30 April 2024)

C. INTERNAL CONTROL MEASURES

The Group has adopted the following internal control measures in relation to the provision of property management services by the Yuehai Property Management Group to the Group under the Six Property Management Services Agreements:

- (1) regular checks will be conducted to review and assess whether the continuing connected transaction under each of the Six Property Management Services Agreements is conducted in accordance with the terms of the relevant property management service agreement;
- (2) the relevant staff of the Group will closely monitor the services fees and the relevant caps of the Six Property Management Services Agreements by preparing a checklist which record the actual service fee paid in each month under each of the Six Property Management Services Agreements on a quarterly basis and if the service fee reaches 80% of the relevant cap of the relevant property management services agreement, the management of the Company will be informed for considering if the relevant cap shall be revised and, if so, the Company will further comply with relevant requirements under the Listing Rules;
- (3) to ensure proper and complete separation of duties, no common staff, senior management or director of the Group and the Yuehai Property Management Group will be involved in the internal control procedures. The Company will conduct an annual review of the above internal control measures and report the review results to the Board;
- (4) the independent non-executive Directors and the independent auditor of the Company will conduct an annual review on the terms of the relevant transactions and the caps thereof; and
- (5) the Board will oversee the Company's internal control measures in relation to the Six Property Management Services Agreements on an ongoing basis.

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In light of the above, the Directors consider that the internal control mechanism of the Group is effective to ensure that the transactions contemplated under the Six Property Management Services Agreements will be conducted on normal commercial terms and not prejudicial to the interests of the Company and the Shareholders as a whole.

D. REASONS FOR AND BENEFITS OF ENTERING INTO THE SIX PROPERTY MANAGEMENT SERVICES AGREEMENTS

As the Group is principally engaged in property development and investment businesses, it requires quality property management services in respect of, among others, the sale centres and sample units of its various property projects in the PRC. Yuehai Property Management and its subsidiaries (including Yuehai Yueshenghuo) are principally engaged in property management business in the PRC, and are currently the property management service providers in respect of various property projects of the Group, including Zhuhai Jinwan Project, Jiangmen GDH City Project, Zhongshan Ma'an Island Project, etc. The Company considers that the Yuehai Property Management Group understands very well the standard of property management services required by the Group and has consistently provided excellent and reliable services to the Group. By entering into the Six Property Management Services Agreements, the Group will be able to enjoy un-interrupted, smooth and quality property management services provided to it by Yuehai Property Management and Yuehai Yueshenghuo.

The Board (including the independent non-executive Directors after taking into account the advice of the Independent Financial Adviser as contained in this circular (for details of the views of the Independent Board Committee comprising all the independent non-executive Directors, please refer to page 44 of this circular)) considers that the terms and conditions of the Continuing Connected Transactions are fair and reasonable, on normal commercial terms, in the usual and ordinary course of business of the Group and are in the interests of the Company and the Shareholders as a whole.

E. INFORMATION ON THE PARTIES TO THE SIX PROPERTY MANAGEMENT SERVICES AGREEMENTS

Information on GDL Zhuhai

GDL Zhuhai is a company established in the PRC with limited liability. It is principally engaged in property development and investment businesses in the PRC and is an indirect wholly-owned subsidiary of the Company.

Information on Jiangmen Yuehai Land

Jiangmen Yuehai Land is a company established in the PRC with limited liability. It is principally engaged in property development and investment businesses in the PRC and is an indirect non-wholly owned subsidiary of the Company. 51% of the equity interest of Jiangmen Yuehai Land is held by a wholly-owned subsidiary of the Company and the remaining 49% equity interest is held by a wholly-owned subsidiary of Guangdong Holdings (which is the ultimate controlling shareholder of the Company).

Information on GDL Jiangmen

GDL Jiangmen is a company established in the PRC with limited liability. It is principally engaged in property development and investment businesses in the PRC and is an indirect wholly-owned subsidiary of the Company.

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Information on GDL Zhongshan

GDL Zhongshan is a company established in the PRC with limited liability. It is principally engaged in property development and investment businesses in the PRC and is an indirect non-wholly owned subsidiary of the Company. Approximately 88.2128% of the equity interest of GDL Zhongshan is held by a wholly-owned subsidiary of the Company and the remaining approximately 11.7872% equity interest is held by a company controlled by the Company.

Information on GDL Development

GDL Development is a company established in the PRC with limited liability. It is principally engaged in property development and investment businesses in the PRC and is an indirect wholly-owned subsidiary of the Company.

Information on Guangdong Yuehai Land

Guangdong Yuehai Land is a company established in the PRC with limited liability. It is principally engaged in property development and investment businesses in the PRC and is an indirect wholly-owned subsidiary of the Company.

Information on the Company and the Group

The Company is a company incorporated in Bermuda with limited liability and is principally engaged in investment holding. The Group is principally engaged in property development and investment businesses. The ultimate controlling shareholder of the Company is Guangdong Holdings.

Information on Yuehai Property Management

Yuehai Property Management is a company established in the PRC with limited liability. It is principally engaged in property rental services and property management businesses in the PRC and is a non-wholly owned subsidiary of Guangdong Holdings. At as the Latest Practicable Date, 92% of the equity interest of Yuehai Property Management is held by Guangdong Holdings, 6% of the equity interest is held by the Company and 2% of the equity interest is held by Huaxin.

According to the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統), Huaxin is a company established in the PRC with limited liability and its equity interest is held as to approximately 41.22% in aggregate by YANG Shaoqiu (楊少秋) and the companies controlled by him, as to approximately 39.99% by YANG Jiarui (楊珈睿) and as to approximately 18.79% in aggregate by four other shareholders. Huaxin is principally engaged in property management business in the PRC. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Huaxin and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

Information on Yuehai Yueshenghuo

Yuehai Yueshenghuo is a company established in the PRC with limited liability. It is principally engaged in property management businesses in the PRC. The equity interest of Yuehai Yueshenghuo is wholly-owned by Yuehai Property Management.

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Information on Guangdong Holdings

Guangdong Holdings is the ultimate controlling shareholder of the Company and is principally engaged in investment holding. The Guangdong Holdings Group's business activities include public utilities and infrastructure, manufacturing, real estate, hotel, property management, retail and wholesale, finance, etc. The Guangdong Holdings Group takes capital investment as its core business, and invests mainly in business sectors including water and water environment management, urban complex development and related services, modern industrial park development and investment. Guangdong Holdings is held as to 90% by the Guangdong Government and as to 10% by the Department of Finance of the Guangdong Government while the State-owned Assets Supervision and Administration Commission of the Guangdong Government has been performing ownership and control functions in respect of Guangdong Holdings with the authorisation of the Guangdong Government.

F. LISTING RULES IMPLICATIONS

Guangdong Holdings is the ultimate controlling shareholder of the Company hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Yuehai Property Management (a non-wholly owned subsidiary of Guangdong Holdings) and Yuehai Yueshenghuo (an indirect non-wholly owned subsidiary of Guangdong Holdings) are both associates of Guangdong Holdings and therefore, they are connected persons of the Company. Accordingly, the transactions contemplated under the Six Property Management Services Agreements, being the transactions between the Group and the Yuehai Property Management Group, constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

On the basis that the Six Property Management Services Agreements are all related to the provision of property management services by the Yuehai Property Management Group to the Group and were entered into on the same date, the Six Property Management Services Agreements have been aggregated pursuant to the Listing Rules. As the highest applicable percentage ratio (on an aggregated basis) in respect of the annual caps set for the transactions under the Six Property Management Services Agreements calculated pursuant to the Listing Rules is more than 0.1% but all of the applicable percentage ratios are less than 5%, the Six Property Management Services Agreements are subject to the annual review and announcement requirements under the Listing Rules, but are exempt from the independent shareholders' approval requirement.

References are made to the announcements of the Company dated 13 November 2020, 26 March 2021, 10 May 2021, 27 July 2021, 10 December 2021, 30 March 2022, 19 April 2022, 26 July 2022, 30 December 2022 and 23 February 2023 in relation to, among other things, the Previous Property Management Services Agreements. For further details of the Previous Property Management Services Agreements, please refer to the relevant summary table set out in Appendix I to this circular.

On the basis that the Six Property Management Services Agreements and the Previous Property Management Services Agreements are all related to the provision of property management services by the Yuehai Property Management Group to the Group, the Six Property Management Services Agreements and the Previous Property Management Services Agreements have been aggregated pursuant to the Listing Rules. On an aggregated basis, as the highest applicable percentage ratio in respect of the annual caps set for the Six Property Management Services Agreements and the Previous Property Management Services Agreements calculated pursuant to the Listing Rules exceeds 5%, the Six Property Management Services Agreements are therefore subject to the annual review, announcement and independent shareholders' approval requirements under the Listing Rules.

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Mr. LAN Runing, Mr. LI Yonggang and Mr. LI Wenchang, being the Directors, are also directors of certain subsidiaries of Guangdong Holdings. All the abovementioned Directors have abstained from voting on the relevant board resolutions approving the Six Property Management Services Agreements and the transactions contemplated thereunder. Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Directors had any material interest in the Six Property Management Services Agreements and the transactions contemplated thereunder. The Shareholders and any of the abovementioned Directors (if any) who shall be entitled to vote at the SGM, but who have a material interest in the Six Property Management Services Agreements, and the associates of each of them, will abstain from voting at the SGM in respect of the proposed resolutions relating to the Six Property Management Services Agreements.

G. DIRECTORS PROPOSED TO BE RE-ELECTED AT THE SGM

Pursuant to Bye-law 86(2) of the Bye-Laws, the Director shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

Mr. LI Wenchang, who was appointed as an executive Director with effect from 14 July 2022, and Mr. LEUNG Luen Cheong (“**Mr. Leung**”), who was appointed as an independent non-executive Director with effect from 1 January 2023, will retire at the SGM in accordance with Bye-law 86(2) of the Bye-Laws. Being eligible, each of them will offer himself for re-election.

Particulars of Mr. LI Wenchang and Mr. Leung are set out in Appendix III to this circular.

Set out below is the information relating to the re-election of Mr. Leung as independent non-executive Director according to Rule 3.13 of the Listing Rules and code provision B.3.4 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules:

(a) Confirmation of Independence

Mr. Leung has provided the confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. He and his immediate family members do not have any relationship with any substantial shareholder, fellow Directors and management of the Company which would interfere with the exercise of his independent judgment.

The Company is therefore of the view that Mr. Leung meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

(b) Reasons for recommending the re-election of Mr. Leung as an independent non-executive Director

(i) Process for selecting Directors and attributes of Mr. Leung

The Board is responsible for recommending Directors for re-election by the Shareholders at the general meeting. It has delegated the relevant screening and evaluation process to the Nomination Committee, which identifies suitably qualified candidates and recommends them to the Board.

LETTER FROM THE BOARD

When evaluating Directors for nomination, the Nomination Committee mainly takes into account: (i) diversity; (ii) character and integrity; (iii) professional qualifications, skills and knowledge; (iv) experience relevant to the Company's business and corporate strategy; (v) commitment to enhancing shareholder value; and (vi) fulfillment of independence requirements (for independent non-executive Directors). The Nomination Committee then makes recommendation to the Board which in turn makes recommendation to the Shareholders in respect of the proposed re-election of Directors at the general meeting.

At the meeting of the Nomination Committee held on 23 February 2023 at which Mr. Leung has abstained from voting when his own nomination was being considered, the Nomination Committee recommended the re-election of Mr. Leung as an independent non-executive Director to the Board. The Nomination Committee considered that Mr. Leung is a highly regarded incumbent and his expertise and extensive experience are relevant to the future development and strategies of the Group. Mr. Leung is a Chartered Financial Analyst and has extensive experience and ample knowledge in finance, fund performance, investment risk, global investment performance standards and client reporting, which helps to add great value to the oversight of the Company's finance and investment activities for better protection of the Shareholders' interest. Being highly accomplished individual in his industries and fields, Mr. Leung could provide sound and valuable guidance to the Company, enabling the Board to fulfill its responsibilities effectively.

Having regard to the independence confirmation as well as the experience and knowledge of Mr. Leung as described herein, the Board considered that the re-election of Mr. Leung as independent non-executive Director is in the best interest of the Company and the Shareholders as a whole and accepted the Nomination Committee's recommendation.

(ii) *Other listed company directorships*

Mr. Leung is not holding seven or more directorships in listed companies.

(iii) *Skills and experience of Mr. Leung*

Mr. Leung also holds directorship in other company listed in Hong Kong. His sound finance and investment background as well as exposure to listed companies enable him to contribute effectively and to provide a panoramic view to the Board and the Group in respect of its business development.

(iv) *Contribution to diversity of the Board*

The Company considers diversity in a broad sense, including but not limited to gender, age, cultural and educational background, professional experience, skills, industry knowledge and length of service. It also takes into consideration its own business model and specific needs from time to time. As explained above, Mr. Leung possesses a diverse blend of skills, background, experience and viewpoint that are crucial to drive the Company forward in the ever-evolving competitive landscape. He brings a broad perspective to the Board and provides constructive thoughts for the Company's overall strategic planning and business development.

Separate resolutions will be put forward at the SGM for the re-election of Mr. LI Wenchang and Mr. Leung.

LETTER FROM THE BOARD

H. SGM

A notice of the SGM is set out on pages 79 to 80 of this circular. The SGM will be convened at Concord Room I, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 31 March 2023 at 10:30 a.m., at which the resolutions in respect of the Six Property Management Services Agreements, the transactions contemplated thereunder and the Proposed Caps will be proposed to be considered and, if thought fit, approved by the Independent Shareholders. Pursuant to Rule 13.39(4) of the Listing Rules, all votes to be taken at the SGM will be taken by way of poll.

Any Shareholder with a material interest in the Six Property Management Services Agreements and the transactions contemplated thereunder and its/his close associates are required to abstain from voting on the relevant proposed resolutions at the SGM. As at the Latest Practicable Date, GDI holds 1,263,494,221 Shares (representing approximately 73.82% of the total issued Shares), and the ultimate controlling shareholder of GDI is Guangdong Holdings. For the reasons aforementioned, GDI will therefore abstain from voting at the SGM.

Save as disclosed above, to the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, no other Shareholders or any of their respective associates have any material interest in the Six Property Management Services Agreements and the transactions contemplated thereunder and thus none of the other Shareholders is required to abstain from voting on the relevant proposed resolutions at the SGM.

A form of proxy for use at the SGM is accompanied with this circular. Whether or not you intend to attend the SGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

The register of members of the Company will be closed and no transfer of shares will be effected during the period from Tuesday, 28 March 2023 to Friday, 31 March 2023, both days inclusive, for determining the Shareholders' eligibility to attend and vote at the SGM.

I. RECOMMENDATION

Your attention is drawn to:

- (i) the letter from the Independent Board Committee (comprising Mr. Felix FONG Wo, Mr. Vincent Marshall LEE Kwan Ho and Mr. LEUNG Luen Cheong, all being independent non-executive Directors) set out on page 44 of this circular which contains the recommendation of the Independent Board Committee to the Independent Shareholders concerning the fairness and reasonableness of the Six Property Management Services Agreements, the transactions contemplated thereunder and the Proposed Caps; and
- (ii) the letter from the Independent Financial Adviser set out on pages 45 to 67 of this circular which contains its recommendations to the Independent Board Committee and the Independent Shareholders on whether the terms and conditions of the Six Property Management Services Agreements and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms and are in the interests of the Company and the Shareholders as a whole, and the principal factors and reasons taken into account by the Independent Financial Adviser in arriving at its recommendations.

LETTER FROM THE BOARD

Based on the reasons set out hereinabove, the Board recommends the Independent Shareholders to vote in favour of the proposed ordinary resolutions numbered 1 to 6 set out in the notice convening the SGM in respect of the Six Property Management Services Agreements and the Proposed Caps.

The Directors believe that the re-election of Directors are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the proposed ordinary resolutions numbered 7 and 8 set out in the notice convening the SGM.

J. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Guangdong Land Holdings Limited
LAN Runing
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



GUANGDONG LAND HOLDINGS LIMITED
粤海置地控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00124)

14 March 2023

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS

We refer to the circular of the Company to the Shareholders dated 14 March 2023 (the “**Circular**”), of which this letter forms part. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Circular.

We have been appointed by the Board as the Independent Board Committee to advise you as to whether, in our opinion, (i) the terms of the Continuing Connected Transactions are fair and reasonable; (ii) the Continuing Connected Transactions are entered into on normal commercial terms or better and in the ordinary and usual course of business of the Group; and (iii) the Six Property Management Services Agreements, the Continuing Connected Transactions and the Proposed Caps are in the interests of the Company and the Shareholders as a whole.

Ballas Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Six Property Management Services Agreements, the Continuing Connected Transactions and the Proposed Caps.

We would like to draw your attention to the letter from the Board set out on pages 14 to 43 of the Circular which contains, among other things, information on the Six Property Management Services Agreements, the Continuing Connected Transactions and the Proposed Caps, and the letter from the Independent Financial Adviser set out on pages 45 to 67 of the Circular which contains its advice in respect of the Six Property Management Services Agreements, the Continuing Connected Transactions and the Proposed Caps.

Having considered the Six Property Management Services Agreements, the Continuing Connected Transactions and the Proposed Caps, as well as the opinion and advice of the Independent Financial Adviser contained in their letter as set out on pages 45 to 67 of the Circular, we are of the opinion that (i) the terms of the Continuing Connected Transactions are fair and reasonable; (ii) the Continuing Connected Transactions are entered into on normal commercial terms or better and in the ordinary and usual course of business of the Group; and (iii) the Six Property Management Services Agreements, the Continuing Connected Transactions and the Proposed Caps are in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions in respect of the Six Property Management Services Agreements, the Continuing Connected Transactions and the Proposed Caps to be proposed at the SGM.

Yours faithfully,
For and on behalf of
the Independent Board Committee

Felix FONG Wo

Vincent Marshall LEE Kwan Ho

LEUNG Luen Cheong

Independent Non-Executive Directors

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER



5/F, Capital Centre,
151 Gloucester Road,
Wanchai, Hong Kong

14 March 2023

*To the Independent Board Committee and
the Independent Shareholders*

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We refer to our engagement as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Six Property Management Services Agreements, the transactions contemplated thereunder (including their respective annual caps (the “**Annual Caps**”)), details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in this circular (the “**Circular**”) of the Company to the Shareholders dated 14 March 2023, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

As set out in the Letter from the Board, as the Group is principally engaged in property development and investment businesses, it requires quality property management services in respect of, among others, the sales centres and sample units of its various property projects in the PRC.

Under the relevant previous property management agreements, the Yuehai Property Management Group has been providing property management services to the Group in respect of certain sales centres and sample units of the Group’s property projects in the PRC. As the service term for the relevant agreements shall expire on 31 March 2023, on 23 February 2023, the Group and the Yuehai Property Management Group entered into the Six Property Management Services Agreements, namely the (i) New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement (the “**First Agreement**”); (ii) the New Jiangment GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement (the “**Second Agreement**”); (iii) the New Jiangmen Yiguihu Project Site (Sales Centre and Sample Units) Property Services Agreement (the “**Third Agreement**”); (iv) the New Zhongshan Ma’an Island Project Site (Sales Centre and Sample Units) Property Services Agreement (the “**Fourth Agreement**”); (v) the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement (the “**Fifth Agreement**”); and (vi) the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement (as amended by the Supplemental Agreement) (the “**Sixth Agreement**”), to continue the provision of property management services in respect of the relevant sales centres and sample units by the Yuehai Property Management Group to the Group.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Guangdong Holdings is the ultimate controlling shareholder of the Company hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Yuehai Property Management (a non-wholly owned subsidiary of Guangdong Holdings) and Yuehai Yueshenghuo (an indirect non-wholly owned subsidiary of Guangdong Holdings) are both associates of Guangdong Holdings and therefore, they are connected persons of the Company. Accordingly, the transactions contemplated under the Six Property Management Services Agreements, being the transactions between the Group and the Yuehai Property Management Group, constitute continuing connected transactions (the “**Continuing Connected Transactions**”) of the Company under Chapter 14A of the Listing Rules.

As set out in the Letter from the Board, on the basis that the Six Property Management Services Agreements and the Previous Property Management Services Agreements are all related to the provision of property management services by the Yuehai Property Management Group to the Group, the Six Property Management Services Agreements and the Previous Property Management Services Agreements have been aggregated pursuant to the Listing Rules. On an aggregated basis, as the highest applicable percentage ratio in respect of the annual caps set for the Six Property Management Services Agreements and the Previous Property Management Services Agreements calculated pursuant to the Listing Rules exceeds 5%, the Six Property Management Services Agreements are therefore subject to the annual review, announcement and independent shareholders’ approval requirements under the Listing Rules.

The Independent Board Committee comprising all the independent non-executive directors of the Company (namely, Mr. Felix FONG Wo, Mr. Vincent Marshall LEE Kwan Ho and Mr. LEUNG Luen Cheong) has been formed to advise the Independent Shareholders in respect of the Six Property Management Services Agreements, the transactions contemplated thereunder and the Annual Caps.

INDEPENDENCE DECLARATION

We are not associated or connected with the Company, the counterparties of the Continuing Connected Transactions or their respective core connected persons or associates. In the two years immediately preceding the Latest Practicable Date, save for (i) the appointment as the independent financial adviser by the Company in respect of the term of certain lease agreement being longer than three years as disclosed in the announcement of the Company dated 16 September 2022; (ii) the appointment as the independent financial adviser by GDH Guangnan (Holdings) Limited (stock code: 1203), an associate of Guangdong Holdings, in November 2022 in respect of a proposed share option scheme of GDH Guangnan (Holdings) Limited; and (iii) this appointment as the independent financial adviser in relation to the Continuing Connected Transactions, we did not have any other relationship with or interests in the Company, the counterparties of the Continuing Connected Transactions or their respective core connected persons or associates nor had we acted as an independent financial adviser to other transactions of the Company that could reasonably be regarded as hindrance to our independence as defined under the Listing Rules. Accordingly, we consider we are eligible to give independent advice on the terms of the Continuing Connected Transactions.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

BASIS OF OUR OPINION

In formulating our advice and recommendation, we have relied on the information and facts contained or referred to in the Circular as well as the representations made or provided by the Directors and the senior management of the Company.

The Directors have declared in a responsibility statement set out in the Circular that they collectively and individually accept full responsibility for the accuracy of the information contained and representations made in the Circular and that there are no other matters the omission of which would make any statement in the Circular misleading. We have also assumed that the information and the representations made by the Directors as contained or referred to in the Circular were true and accurate at the time they were made and continue to be so up to the date of the SGM. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and the senior management of the Company. We have also been advised by the Directors and believe that no material facts have been omitted from the Circular.

We consider that we have reviewed sufficient information to reach an informed view, to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our recommendation. We have not, however, conducted an independent verification of the information nor have we conducted any form of in-depth investigation into the businesses and affairs or the prospects of the Company, the counterparties of the Continuing Connected Transactions or any of their respective subsidiaries or associates.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and advice, we have considered the following principal factors and reasons:

1. Background of the Group and reasons for entering into the Six Property Management Services Agreements

1.1 Information of the Group

The Company

The Company is a company incorporated in Bermuda with limited liability and is principally engaged in investment holding. The Group is principally engaged in property development and investment businesses. The ultimate controlling shareholder of the Company is Guangdong Holdings.

GDL Zhuhai

GDL Zhuhai (being party to the First Agreement) is a company established in the PRC with limited liability. It is principally engaged in property development and investment businesses in the PRC and is an indirect wholly-owned subsidiary of the Company.

Jiangmen Yuehai Land

Jiangmen Yuehai Land (being party to the Second Agreement) is a company established in the PRC with limited liability. It is principally engaged in property development and investment businesses in the PRC and is an indirect non-wholly owned subsidiary of the Company.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

GDL Jiangmen

GDL Jiangmen (being party to the Third Agreement) is a company established in the PRC with limited liability. It is principally engaged in property development and investment businesses in the PRC and is an indirect wholly-owned subsidiary of the Company.

GDL Zhongshan

GDL Zhongshan (being party to the Fourth Agreement) is a company established in the PRC with limited liability. It is principally engaged in property development and investment businesses in the PRC and is an indirect non-wholly owned subsidiary of the Company.

GDL Development

GDL Development (being party to the Fifth Agreement) is a company established in the PRC with limited liability. It is principally engaged in property development and investment businesses in the PRC and is an indirect wholly-owned subsidiary of the Company.

Guangdong Yuehai Land

Guangdong Yuehai Land (being party to the Sixth Agreement) is a company established in the PRC with limited liability. It is principally engaged in property development and investment businesses in the PRC and is an indirect wholly-owned subsidiary of the Company.

1.2 Information of the counterparties to the Continuing Connected Transactions

Yuehai Property Management

Yuehai Property Management is the counterparty to the First Agreement, the Second Agreement, the Third Agreement, the Fourth Agreement and the Fifth Agreement. Yuehai Property Management is a company established in the PRC with limited liability. It is principally engaged in property rental services and property management businesses in the PRC and is a non-wholly owned subsidiary of Guangdong Holdings.

Yuehai Yueshenghuo

Yuehai Yueshenghuo is the counterparty to the Sixth Agreement. Yuehai Yueshenghuo is a company established in the PRC with limited liability. It is principally engaged in property management businesses in the PRC. The equity interest of Yuehai Yueshenghuo is wholly-owned by Yuehai Property Management.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

1.3 Reasons for and benefits of entering into the Six Property Management Services Agreements

Under the relevant previous property management agreements, the Yuehai Property Management Group has been providing property management services to the Group in respect of certain sales centres and sample units of the Group's property projects in the PRC. As the service term for the relevant agreements shall expire on 31 March 2023, on 23 February 2023, the Group and the Yuehai Property Management Group entered into the Six Property Management Services Agreements to continue the provision of property management services in respect of the relevant sales centres and samples units by the Yuehai Property Management Group to the Group.

As set out in the Letter from the Board, as the Group is principally engaged in property development and investment businesses, it requires quality property management services in respect of, among others, the sale centres and sample units of its various property projects in the PRC. Yuehai Property Management and its subsidiaries (including Yuehai Yueshenghuo) are principally engaged in property management business in the PRC, and are currently the property management service providers in respect of various property projects of the Group, including Zhuhai Jinwan Project, Jiangmen GDH City Project, Zhongshan Ma'an Island Project, etc. The Company considers that the Yuehai Property Management Group understands very well the standard of property management services required by the Group and has consistently provided excellent and reliable services to the Group. By entering into the Six Property Management Services Agreements, the Group will be able to enjoy un-interrupted, smooth and quality property management services provided to it by Yuehai Property Management and Yuehai Yueshenghuo.

Given the above, and in particular taking into account (i) the nature of transactions (being property management services in respect of certain sales centres and sample units of the Group's property projects in the PRC) as contemplated under the Six Property Management Services Agreement; (ii) the principal business of the Group, being property development and investment businesses; (iii) the established and ongoing business relationship between the Yuehai Property Management Group and the Group (which the Yuehai Property Management Group is currently the property management service provider of various property projects of the Group) and our analysis on the major terms of the Six Property Management Services Agreements (as stated below), we concur with the view of the management of the Company that the transactions contemplated under the Six Property Management Services Agreements fall within the ordinary and usual course of business of the Group and is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2. Major terms of the Six Property Management Services Agreements

Set out below is a summary of the major terms of the Six Property Management Agreements that were entered into on 23 February 2023. Please also refer to the Letter from the Board for details of the Six Property Management Agreements.

Parties and Term

First Agreement	(1) GDL Zhuhai (2) Yuehai Property Management	1 April 2023 to 30 April 2024 (both dates inclusive)
Second Agreement	(1) Jiangmen Yuehai Land (2) Yuehai Property Management	1 April 2023 to 31 March 2024 (both dates inclusive)
Third Agreement	(1) GDL Jiangmen (2) Yuehai Property Management	1 April 2023 to 30 April 2024 (both dates inclusive)
Fourth Agreement	(1) GDL Zhongshan (2) Yuehai Property Management	1 April 2023 to 31 December 2023 (both dates inclusive)
Fifth Agreement	(1) GDL Development (2) Yuehai Property Management	1 April 2023 to 31 December 2023 (both dates inclusive)
Sixth Agreement	(1) Guangdong Yuehai Land (2) Yuehai Yueshenghuo	1 April 2023 to 30 April 2024 (both dates inclusive)

Subject Matter

First Agreement	Yuehai Property Management shall provide property management services in respect of the sales centre and sample units of the Zhuhai Jinwan Project site, including daily customer services, equipment maintenance, order maintenance, cleaning (including the display area) and pest control.
Second Agreement	Yuehai Property Management shall provide property management services in respect of the sales centre and sample units of the Jiangmen GDH City Project site, including daily customer services, equipment maintenance, order maintenance and cleaning (including the display area).
Third Agreement	Yuehai Property Management shall provide property management services at sales centre and sample units of the Jiangmen Yiguifu Project site, including daily customer services, equipment maintenance, order maintenance and cleaning (including the display area).

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Fourth Agreement	Yuehai Property Management shall provide property management services in respect of the sales centre and sample units of the Zhongshan Ma'an Island Project site, including daily customer services, equipment maintenance, order maintenance, cleaning (including the display area), greening and pest control.
Fifth Agreement	Yuehai Property Management shall provide property management services in respect of the sales centre and sample units of the Yungang City Project site, including daily customer services, equipment maintenance, order maintenance, cleaning (including the display area) and pest control, etc.
Sixth Agreement	Yuehai Yueshenghuo shall provide property management services in respect of the sales centre and sample unit demonstration area of Yuecai City North Tower, including security services, customer services, order maintenance, parking management, repair and maintenance of equipment and facilities, cleaning services, pest control, waste collection, tea and beverage services for visiting customers.

Pricing terms

Pricing terms in respect of (i) the First Agreement; (ii) the Second Agreement; (iii) the Third Agreement; (iv) the Fourth Agreement

Service fee and payment terms

The service fees paid by GDL Zhuhai, Jiangmen Yuehai Land, GDL Jiangmen and GDL Zhongshan to Yuehai Property Management under the respective agreements shall comprise (i) labour costs, (ii) other staff costs, (iii) outsourcing service fees and (iv) property management remunerations on a monthly basis, within one month after receiving the relevant invoice issued by Yuehai Property Management. The actual service fees shall be calculated based on the following:

- (i) the labour costs include wages, overtime payment, welfare expenses and labour union fees, and shall be calculated based on the actual number of staff and their labour costs incurred;
- (ii) the other staff costs shall be calculated based on the actual number of staff and the expenses for providing meals and dormitory;
- (iii) the outsourcing service fees include the expenses related to cleaning, greening (if applicable) and pest control (if applicable) and shall be calculated based on the actual number of staff and the agreed salary per person per month for cleaning and greening, and the agreed monthly pest control fees under the respective agreements; and

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

- (iv) the property management remunerations shall be charged by Yuehai Property Management on a monthly basis, and shall be calculated based on 10% of the actual total amount of the labour costs, the other staff costs and the outsourcing service fees for the relevant month, which is determined with reference to the rate offered by two other service providers which are Independent Third Parties and provide similar property management services in the market and hence is in line with market rate. The relevant property management remunerations may be deducted by 5% to 10% depending on the service satisfaction rating given by the relevant party of the Group.

The service fees are determined after arm's length negotiations between the relevant parties, after having considered: (i) the area of the relevant properties; (ii) the number of staff required for the provision of services under the agreement (excluding the outsourced services); (iii) the outsourcing service fees which was agreed based on the fixed number of staff for outsourced cleaning services and the agreed monthly pest control service fees; (iv) the prevailing market rate for the property management remunerations; and (v) the prices offered to the Group by two other service providers who are Independent Third Parties for similar services. Having considered the quotations offered by two independent service providers which were comparable to those offered by Yuehai Property Management, the Company is of the view that the terms offered (including the expected service fees to be charged) by Yuehai Property Management to the Group are no less favourable than those offered by service providers which are Independent Third Parties and provide similar property management services.

Estimated service fee amount

Based on the First Agreement, the total service fees to be charged by Yuehai Property Management for the period from 1 April 2023 to 31 December 2023 is expected to be approximately RMB2,768,000 and the total service fees to be charged by Yuehai Property Management for the period from 1 January 2024 to 30 April 2024 is expected to be approximately RMB1,230,000. The actual service fees to be charged by Yuehai Property Management will be determined in accordance with the pricing terms.

Based on the Second Agreement, the total service fees to be charged by Yuehai Property Management for the period from 1 April 2023 to 31 December 2023 is expected to be approximately RMB2,880,000, and the total service fees to be charged by Yuehai Property Management for the period from 1 January 2024 to 31 March 2024 is expected to be approximately RMB960,000. The actual service fees to be charged by Yuehai Property Management will be determined in accordance with the pricing terms.

Based on the Third Agreement, the total service fees to be charged by Yuehai Property Management for the period from 1 April 2023 to 31 December 2023 is expected to be approximately RMB1,907,000 and the total service fees to be charged by Yuehai Property Management for the period from 1 January 2024 to 30 April 2024 is expected to be approximately RMB847,000. The actual service fees to be charged by Yuehai Property Management will be determined in accordance with the pricing terms.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Based on the Fourth Agreement, the total service fees to be charged by Yuehai Property Management for the period from 1 April 2023 to 31 December 2023 is expected to be approximately RMB3,568,000. The actual service fees to be charged by Yuehai Property Management will be determined in accordance with the pricing terms.

Pricing terms in respect of the Fifth Agreement

Service fee and payment terms

The service fees paid by GDL Development to Yuehai Property Management shall comprise (i) labour costs, (ii) other staff costs, (iii) outsourcing service fees, (iv) fees for consumables used at sales venue, (v) venue supplies fees, (vi) initial cleaning fees and (vii) property management remunerations.

The actual service fees shall be calculated based on the following:

- (i) the labour costs include wages, overtime payment, welfare expenses and labour union fees, and shall be calculated based on the actual number of staff and their labour costs incurred;
- (ii) the other staff costs shall be calculated based on the actual number of staff and the expenses for providing uniform cleaning, meals and dormitory;
- (iii) the fees for consumables used at sales venue (such as fruit, beverages and anti-epidemic supplies, etc.) shall be calculated based on the estimated monthly average fee for each item to arrive at the estimated monthly amount agreed under the agreement;
- (iv) the outsourcing service fees include cleaning, pest control, stone and crystal surface care and wooden floor waxing services fees, and shall be calculated based on the actual number of cleaning staff and the agreed salary per person per month under the agreement, the agreed monthly fee for pest control under the agreement, the actual number of times and the relevant area in respect of stone and crystal surface care in sales centre and wooden floor waxing in sample units and the relevant agreed fees per square metre under the agreement;
- (v) the venue supplies fees shall be calculated based on the unit price of the supplies as agreed under the agreement;
- (vi) the initial cleaning fees include initial cleaning and formaldehyde removal fees for the sample units and shall be calculated based on the relevant service fee per square metre as agreed in the agreement; and

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

- (vii) the property management remunerations shall be charged by Yuehai Property Management on a monthly basis, and shall be calculated based on 10% of the actual total amount of the labour costs, the other staff costs, the outsourcing service fees, the fees for consumables used at sales venue, the initial cleaning fees and the venue supplies fees for the relevant month, which is determined with reference to the rate offered by two other service providers which are Independent Third Parties and provide similar property management services in the market and hence is in line with market rate. The relevant property management remunerations may be deducted by 5% to 10% depending on the service satisfaction rating given by GDL Development.

GDL Development shall pay to Yuehai Property Management within one month after receiving the relevant invoice issued by Yuehai Property Management Group.

The service fees are determined after arm's length negotiations between the relevant parties after taking into account: (i) the area of the relevant premises; (ii) the number of staff required for the provision of services under the agreement (excluding the outsourced services); (iii) the outsourcing service fees which was agreed based on the fixed number of staff for outsourced cleaning, the agreed monthly pest control service fees and the area required for stone and crystal surface care, wooden floor waxing, initial cleaning and formaldehyde removal; (iv) the market prices of the relevant consumables and supplies; (v) the prevailing market rate for the property management remunerations; and (vi) the prices offered to the Group by two other service providers who are Independent Third Parties for similar services. Having considered the quotations offered by two independent service providers which were comparable to those offered by Yuehai Property Management, the Company is of the view that the terms offered (including the expected service fees to be charged) by Yuehai Property Management to the Group are no less favourable than those offered by service providers which are Independent Third Parties and provide similar property management services.

Estimated service fee amount

According to the Fifth Agreement, the total service fees to be charged by Yuehai Property Management for the period from 1 April 2023 to 31 December 2023 is expected to be approximately RMB7,646,000. The actual service fees to be charged by Yuehai Property Management will be determined in accordance with the pricing terms.

Pricing terms in respect of the Sixth Agreement

Service fee and payment terms

The service fees paid by Guangdong Yuehai Land to Yuehai Yueshenghuo shall comprise (i) labour costs, (ii) administrative and daily operation costs, (iii) fees for consumables and beverage services, (iv) environmental maintenance fees and (v) property management remunerations, on a monthly basis, within 20 working days after receiving the relevant invoice issued before the 10th day of each month from Yuehai Yueshenghuo. The actual service fees shall be calculated based on the following:

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- (i) the labour costs include wages, welfare expenses and labour union fees, etc, and shall be calculated based on the salary costs of the actual number of staff providing property management services.
- (ii) the administrative and daily operation costs (including staff uniform fees, laundry fees, meal fees and dormitory fees etc.) shall be calculated based on the actual number of staff providing the property management services and expenses related to uniforms, laundry, meal and dormitory, and maintenance fees shall be calculated based on the agreed service areas on a fixed basis.
- (iii) the fees for consumables and beverage services for customers includes the fees for purchasing toilet papers, coffee beans, tea leaves, air fresheners, etc.
- (iv) the environmental maintenance fees (such as daily cleaning, waste collection, greening and pest control, etc.), shall be calculated based on the actual number of staff, actual service areas or actual times of services required (as the case may be), and the relevant unit price agreed under the agreement; and
- (v) the property management remunerations shall be charged by Yuehai Yueshenghuo on a monthly basis, and shall be calculated based on 10% of the actual total amount of the labour costs, the administrative management fees and the fees for consumables and beverage services for the relevant month, which is determined with reference to the rate offered by two other service providers which are Independent Third Parties and provide similar property management services in the market and hence is in line with market rate. The relevant property management remunerations may be deducted by 20% to 40% depending on the service satisfaction rating given by Guangdong Yuehai Land. In light of the previous possible property management remuneration deduction rate offered under the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement (details of which are set out in the announcement of the Company dated 30 March 2022), the previous satisfactory relationship with Yuehai Yueshenghuo and the expectation of higher quality property management services provided in Shenzhen, the PRC, the Group has, after arm's length negotiation, successfully bargained a higher possible property management remuneration deduction rate at 20% to 40% as compared to that offered by Yuehai Property Management (i.e. 5% to 10%). As Yuehai Yueshenghuo and Yuehai Property Management are separate entities (albeit both belong to the Yuehai Property Management Group) with different management teams who would make their business decisions independently, the Company considers that the difference between the possible property management remuneration deduction rates offered by Yuehai Yueshenghuo and Yuehai Property Management are justifiable.

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The service fees are determined after arm's length negotiations between the relevant parties, after having considered: (i) the area of the relevant properties; (ii) the number of staff required for the provision of services under the agreement (excluding the environmental maintenance services); (iii) the environmental maintenance fees which is based on the number of staff required or the service area required (as the case may be); (iv) the prevailing market rate for the property management remunerations; and (v) the prices offered to the Group by two other service providers who are Independent Third Parties for similar services. Having considered the quotations offered by two independent service providers which were comparable to those offered by Yuehai Yueshenghuo, the Company is of the view that the terms offered (including the expected service fees to be charged) by Yuehai Yueshenghuo to the Group are no less favourable than those offered by service providers which are Independent Third Parties and provide similar property management services.

Estimated service fee amount

Based on the Sixth Agreement, the total service fees to be charged by Yuehai Yueshenghuo for the period from 1 April 2023 to 31 December 2023 is expected to be approximately RMB1,267,000 and the total service fees to be charged by Yuehai Yueshenghuo for the period from 1 January 2024 to 30 April 2024 is expected to be approximately RMB563,000. The actual service fees to be charged by Yuehai Yueshenghuo will be determined in accordance with the pricing terms.

Assessment on the pricing terms of the Six Property Management Services Agreements

We understand from management of the Company that the pricing terms for the Six Property Management Services Agreements were determined after arm's length negotiations between the relevant parties having taken into account factors including (a) the areas of the relevant properties or premises; (b) the number of staff required for the provision of the property management services; (c) the cleaning and maintenance needs of the relevant properties or premises; and (d) the prices offered to the Group by other service providers who are Independent Third Parties for similar services.

In our assessment of the pricing terms of the Six Property Management Service Agreements, we note that the pricing terms for each agreement are largely similar. In respect of the First Agreement, the Second Agreement, the Third Agreement and the Fourth Agreement, the service fees comprise (i) labour costs (calculated based on actual labour costs incurred); (ii) other staff costs (calculated based on actual other staff costs incurred); (iii) outsourcing service fees (calculated based on the expenses relating to cleaning and pest control); and (iv) property management remuneration (calculated based on 10% of the actual total amount of the above-mentioned costs).

In respect of the Fifth Agreement, the cost components of the service fees are similar and also comprise (i) labour costs; (ii) other staff costs; (iii) outsourcing service fees, as well as other related property management service costs such as (iv) fees for consumables used at sales venue (calculated based on estimated expenses for items such as food and beverages). A property management remuneration (calculated based on 10% of actual total amount of the above-mentioned costs) is charged by Yuehai Property Management.

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In respect of the Sixth Agreement, the cost components of the service fees comprise (i) labour costs and (ii) other property management service related costs such as administrative fees, fees for consumables and environmental maintenance costs such as cleaning and pest control. A property management remuneration (calculated based on 10% of actual total amount of the above-mentioned costs) is charged by Yuehai Yueshenghuo.

For each of the Six Property Management Services Agreements, we note that the major cost components of the service fees (including labour costs, other staff costs and outsourcing fees) are determined mainly based on actual costs, i.e. in essence, represent an approximate reimbursement of actual costs incurred for such cost components, whilst a 10% property management fee (the “**10% Management Fee**”) is charged by the Yuehai Property Management Group based on the relevant service costs incurred for each of the Six Property Management Services Agreements.

We understand from management of the Company that the Group, apart from engaging members of the Guangdong Holdings, had not engaged other independent service providers to provide property management services to the Group. In determining the pricing terms for each of the Six Property Management Service Agreements, the Group had obtained two independent quotations from independent service providers for each of the Six Property Management Service Agreements (i.e. 12 independent quotations in total) as part of its internal control procedure to check that the terms offered by Yuehai Property Management and Yuehai Yueshenghuo are market commercial terms and not less favourable to the Group than those available from independent third parties.

We have obtained all of the 12 independent quotations in respect of the Six Property Management Agreements (which included obtaining two independent quotations for each of the First Agreement, the Second Agreement, the Third Agreement, the Fourth Agreement, the Fifth Agreement and the Sixth Agreement, i.e. 12 independent quotations in total) and note that the scope of services and pricing terms for each of the 12 independent quotations, including the key categories of service fees under the relevant quotation (such as labour costs, other staff costs and outsourcing fees and their basis of determination), were comparable to those offered by the Yuehai Property Management Group under the relevant agreement. Each of the independent service providers under each of the 12 independent quotations in respect of the Six Property Management Agreements proposed to charge a 10% property management fee remuneration (calculated based on 10% of the relevant costs incurred) for the relevant quotation, being the same as that charged by the Yuehai Property Management Group, which indicate that the 10% Management Fee is a normal remuneration charged by independent property service providers. We further note that the total estimated service fees offered by the independent third parties for each project site were all higher than those offered by the Yuehai Property Management Group, indicating that the expected service fees to be charged by the Yuehai Property Management Group were no less favourable to the Group.

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Service satisfaction rating

We further note that based on the pricing terms of each of the Six Property Management Agreements, the 10% Management Fee may be deducted by (i) 5% to 10% (in the case of the First Agreement, the Second Agreement, the Third Agreement, the Fourth Agreement and the Fifth Agreement) (the “**Possible Fee Deduction (First to Fifth)**”); or (ii) 20% to 40% (in the case of the Sixth Agreement) (the “**Possible Fee Deduction (Sixth)**”), depending on the service satisfaction rating given by the relevant member of the Group (the “**Possible Fee Deduction**”). Given that the Possible Fee Deduction results in a possible deduction to the 10% Management Fee payable by the relevant member of the Group to Yuehai Property Management and Yuehai Yueshenghuo subject to service satisfaction, we consider that the Possible Fee Deduction is favourable to the Group and is fair and reasonable.

The Possible Fee Deduction (First to Fifth) represents a possible 5% to 10% deduction to the 10% Management Fee payable by the relevant member of the Group under the First Agreement, Second Agreement, Third Agreement, Fourth Agreement and Fifth Agreement, whilst the Possible Fee Deduction (Sixth) represents a possible 20% to 40% deduction to the 10% Management Fee payable by the relevant member of the Group under the Sixth Agreement. The Possible Fee Deduction serves as a mechanism to uphold the quality of services provided by the Yuehai Property Management Group, as the 10% Management Fee payable by the relevant member of the Group to the Yuehai Property Management Group may be deducted if the Group is not satisfied with the quality of services received. Based on our discussion with management of the Company and as set out in the Letter from the Board, a higher possible fee deduction of 20% to 40% is adopted under the Sixth Agreement (as compared to 5% to 10% for the other five agreements) due to factors including the previous deduction rate offered under previous agreement, the relationship with Yuehai Yueshenghuo and the expectation of higher quality property management services provided in Shenzhen, the PRC, in respect of the project site under the Sixth Agreement. Taking into account that (i) the 10% Management Fee itself is a normal remuneration charged by independent property service providers; (ii) the Possible Fee Deduction (First to Fifth) and the Possible Fee Deduction (Sixth) would reduce the 10% Management Fee payable by the relevant member of the Group by 5% to 10% or 20% to 40% subject to service satisfaction, both ranges of possible fee deductions being favourable to the Group as the Group would pay lower fee; and (iii) the Possible Fee Deduction serves as a mechanism to uphold the quality of property management services provided by the Yuehai Property Management Group to the relevant member of the Group, we consider that the Possible Fee Deduction to deduct the 10% Management Fee (including the rate of adjustments to deduct the fee by 5% to 10% or 20% to 40%) is fair and reasonable.

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Our view

Taking into account the above, in particular (a) the scope of services and pricing terms of each of the Six Property Management Agreements (including the key categories of service fees under the relevant quotation such as labour cost, other staff cost and outsourcing service fees and their basis of determination) are comparable to those offered by independent service providers, and the estimated total service fees offered by the independent service providers for each project site were all higher than those offered by the Yuehai Property Management Group, indicating that the expected service fees to be charged by the Yuehai Property Management Group were no less favourable to the Group; (b) the major cost components of the service fees for the Six Property Management Services Agreements (including labour costs, other staff costs and outsourcing service fees) are determined mainly based on actual costs, i.e. in essence, represent an approximate reimbursement of actual costs incurred for such cost components; (c) the 10% Management Fee applicable to each of the Six Property Management Services Agreements is fair and reasonable considering that the 10% Management Fee is a normal remuneration that is charged by independent property management service providers (as indicated by the independent quotations); and (d) the Possible Fee Deduction represents a possible deduction to the 10% Management Fee payable by the relevant member of the Group subject to service satisfaction, we consider that the pricing terms of each of the Six Property Management Services Agreement are fair and reasonable.

Internal Control Measures

The Group has adopted the following internal control measures in relation to the provision of property management services by the Yuehai Property Management Group to the Group under the Six Property Management Services Agreements:

- (1) regular checks will be conducted to review and assess whether the continuing connected transaction under each of the Six Property Management Services Agreements is conducted in accordance with the terms of the relevant property management service agreement;
- (2) the relevant staff of the Group will closely monitor the services fees and the relevant caps of the Six Property Management Services Agreements by preparing a checklist which record the actual service fee paid in each month under each of the Six Property Management Services Agreements on a quarterly basis and if the service fee reaches 80% of the relevant cap of the relevant property management services agreement, the management of the Company will be informed for considering if the relevant cap shall be revised and, if so, the Company will further comply with relevant requirements under the Listing Rules;
- (3) to ensure proper and complete separation of duties, no common staff, senior management or director of the Group and the Yuehai Property Management Group will be involved in the internal control procedures. The Company will conduct an annual review of the above internal control measures and report the review results to the Board;

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- (4) the independent non-executive Directors and the independent auditor of the Company will conduct an annual review on the terms of the relevant transactions and the caps thereof; and
- (5) the Board will oversee the Company's internal control measures in relation to the Six Property Management Services Agreements on an ongoing basis.

The above internal control measures govern the transactions contemplated under the Six Property Management Services Agreement to ensure that the transactions will be conducted on normal commercial terms and not prejudicial to the interests of the Company and the Shareholders as a whole.

3. The Annual Caps

As set out in the Letter from the Board, the historical transaction amounts and the proposed Annual Caps in respect of the transactions contemplated under each of the Six Property Management Services Agreements are summarised below.

(1) First Agreement

Historical transaction amounts under the relevant Previous Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreements			Proposed Annual Caps for the transactions contemplated under the First Agreement (the "First Annual Cap")	
For the period from 10 May 2021 to 31 December 2021 (RMB)	For the year ended 31 December 2022 (RMB)	For the period from 1 January 2023 to 31 January 2023 (RMB)	For the period from 1 April 2023 to 31 December 2023 (RMB)	For the period from 1 January 2024 to 30 April 2024 (RMB)
3,802,000	3,888,000	368,000	3,045,000	1,353,000

(2) Second Agreement

Historical transaction amounts under the relevant Previous Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreements			Proposed Annual Caps for the transactions contemplated under the Second Agreement (the "Second Annual Cap")	
For the period from 26 March 2021 to 31 December 2021 (RMB)	For the year ended 31 December 2022 (RMB)	For the period from 1 January 2023 to 31 January 2023 (RMB)	For the period from 1 April 2023 to 31 December 2023 (RMB)	For the period from 1 January 2024 to 31 March 2024 (RMB)
5,325,000	5,240,000	324,000	3,167,000	1,056,000

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(3) Third Agreement

Historical transaction amounts under the relevant Previous Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreements			Proposed Annual Caps for the transactions contemplated under the Third Agreement (the “Third Annual Cap”)		
For the period from 15 November 2020 to 31 December 2021 <i>(RMB)</i>	For the year ended 31 December 2021 <i>(RMB)</i>	For the year ended 31 December 2022 <i>(RMB)</i>	For the period from 1 January 2023 to 31 January 2023 <i>(RMB)</i>	For the period from 1 April 2023 to 31 December 2023 <i>(RMB)</i>	For the period from 1 January 2024 to 30 April 2024 <i>(RMB)</i>
609,000	3,789,000	2,881,000	202,000	2,097,000	932,000

(4) Fourth Agreement

Historical transaction amounts under the relevant Previous Zhongshan Ma’an Island Project Site (Sales Centre and Sample Units) Property Services Agreements			Proposed Annual Caps for the transactions contemplated under the Fourth Agreement (the “Fourth Annual Cap”)
For the period from 27 July 2021 to 31 December 2021 <i>(RMB)</i>	For the year ended 31 December 2022 <i>(RMB)</i>	For the period from 1 January 2023 to 31 January 2023 <i>(RMB)</i>	For the period from 1 April 2023 to 31 December 2023 <i>(RMB)</i>
3,359,000	5,660,000	407,000	3,925,000

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(5) *Fifth Agreement*

Historical transaction amounts under the relevant Previous GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreements		Proposed Annual Caps for the transactions contemplated under the Fifth Agreement (the “Fifth Annual Cap”)
For the period from 19 April 2022 to 31 December 2022 (RMB)	For the period from 1 January 2023 to 31 January 2023 (RMB)	For the period from 1 April 2023 to 31 December 2023 (RMB)
5,200,000	631,000	8,410,000

(6) *Sixth Agreement*

Historical transaction amounts under the relevant Previous Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreements			Proposed Annual Caps for the transactions contemplated under the Sixth Agreement (the “Sixth Annual Cap”)	
For the period from 1 April 2021 to 31 December 2021 (RMB)	For the year ended 31 December 2022 (RMB)	For the period from 1 January 2023 to 31 January 2023 (RMB)	For the period from 1 April 2023 to 31 December 2023 (RMB)	For the period from 1 January 2024 to 30 April 2024 (RMB)
3,437,000	4,566,000	530,000	1,394,000	619,000

As set out in the Letter from the Board, the proposed Annual Caps for the transactions contemplated under each of the Six Property Management Agreements have been determined after having considered (i) the historical transaction amounts; (ii) the total service fees expected to be paid under the relevant property management services agreement; and (iii) the possible increase in demand for the service required (for example, number of staff and hours), depending on the actual circumstances, and is a buffer amount calculated as approximately 10% of the expected total service fees to be charged under the relevant property management agreement.

In assessing the fairness and reasonableness of each of the First Annual Cap, the Second Annual Cap, the Third Annual Cap, the Fourth Annual Cap, the Fifth Annual Cap and the Sixth Annual Cap, we have reviewed and discussed with the Company with regards to the underlying calculations.

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From our review of the calculations, we note that each of the First Annual Cap, the Second Annual Cap, the Third Annual Cap, the Fourth Annual Cap, the Fifth Annual Cap and the Sixth Annual Cap were respectively arrived at based on the sum of (a) the total service fees expected to be charged by the Yuehai Property Management Group for the relevant project site for the relevant period as stipulated under the relevant agreement (the “**Projected Service Fees**”); and (b) a 10% buffer amount (calculated as 10% of the Projected Service Fees for the relevant project site) (the “**10% Buffer**”).

As illustrated in the tables above, we note that the proposed Fifth Annual Cap of approximately RMB8.4 million for the period from 1 April 2023 to 31 December 2023 is substantially larger than the historical transaction amount under the relevant previous property management agreement of approximately RMB5.2 million for the period from 19 April 2022 to 31 December 2022. Based on our discussion with management of the Company and as set out in the Letter from the Board, we understand that the proposed amount of the Fifth Annual Cap (in respect of the Yungang Project Site) is larger than the historical transaction amount as the Yungang City Project Site is one of the key property development projects of the Group due to its scale and prime location in Guangzhou, the PRC, and the sale of the units of Yungang City Project site has just begun in the third quarter of 2022. With COVID-19 pandemic restrictions substantially lifted in the PRC in 2023, the Group has planned to further strengthen the marketing of the Yungang City Project Site and expects the visitor flow to the sales centre and sample units to the Yungang City Project Site to considerably increase. As such, the number of staff required, consumables used at sales venue and the demand of outsourcing services are expected to increase, resulting in higher amount of expected total service fees. We have reviewed the estimated service fees and historical fees for the Yungang City Project Site, and note that the estimated amounts of the main cost components (such as labour costs and outsourcing service fees) are higher than the amounts incurred under historical transactions, mainly due to an expected increase in manpower and property management services required for the period from April 2023 to December 2023 under the Fifth Annual Cap. Taking into account the expected increase in service needs for the sales centre and sample units of the Yungang City Project Site, we consider that the Fifth Annual Cap (including its increase as compared to historical transaction amounts) is fair and reasonable.

We further note that the proposed (i) Second Annual Cap, (ii) Fourth Annual Cap and (iii) Sixth Annual Cap were lower than their respective historical transaction amounts under the relevant previous property agreements. Based on our discussion with management of the Company and as set out in the Letter from the Board, the sale of units of the respective project sites, namely (i) the Jiangmen GDH City Project site; (ii) the Zhongshan Ma’an Island Project; and (iii) the Yuehai City North Tower under the Second Agreement, Fourth Agreement and Sixth Agreement, respectively have already commenced for a period of time since around 2021, and hence the Group expects the visitor flow to the sales centre and sample units of the respective project sites will decrease. As such, the number of staff required and demand for services are expected to decrease, resulting in lower amount of expected total service fees. We have reviewed the estimated service fees and historical fees for each of the respective project sites, and note that the estimated amounts of the main cost components (such as labour costs and outsourcing service fees) are lower than the amounts incurred under respective historical transactions, mainly due to an expected decrease in manpower and property management services required for the periods (in around 2023 and early 2024) under the Second Annual Cap, the Fourth Annual Cap and the Sixth Annual Cap. Taking into account the expected decrease in service needs for the sales centre and sample units of the Jiangmen GDH City Project site, Zhongshan Ma’an Island Project and Yuehai City North Tower, we consider that the Second Annual Cap, the Fourth Annual Cap and the Sixth Annual Cap (including their respective decrease as compared to historical transaction amounts) are fair and reasonable.

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From our review of the calculations, we note that the Projected Service Fees for each project site (that contribute around 90% of the respective annual caps) were allocated among the different cost components including labour costs, other staff costs and outsourcing service fees etc., in accordance with the pricing basis under the relevant agreements. Set out below is our assessment of the key cost components that contribute to the respective annual caps.

Labour costs

From our review of the calculations, we note that labour costs represented the largest cost component of the Projected Service Fees, and represented more than 60% of each of the First Annual Cap, the Second Annual Cap, the Third Annual Cap, the Fourth Annual Cap and the Fifth Annual Cap. The labour cost component represented more than 50% of the Sixth Annual Cap. Based on our review of the calculation of labour costs, we note that the projected labour costs for each project site were determined based on the total expected staff costs (including wages, welfare expenses and labour union fees) of the required number of staff to provide the property management services (excluding the outsourced services such as cleaning and pest control).

We note that the types of staff required for each project site typically include property managers, site managers, engineering staff, customer service staff, and supervisors. We have discussed with management of the Company and understand that the manpower required for each project site was determined based on factors including the size and scale of the relevant project sites (including the sales centre and sample units) and the service requirements of each project site. Furthermore, in assessing the reasonableness of the expected salary costs of different categories of staff, we have compared the monthly salaries of different categories of staff as quoted by the Yuehai Property Management Group, against the monthly salaries of similar categories of staff as quoted by the independent service providers, which we note were comparable and within a similar range of compensation.

Outsourcing service fees

From our review of the calculations, we note that outsourcing service fees (which mainly represented outsourced cleaning and pest control services) contributed around 9% to 15% of each of the First Annual Cap, the Second Annual Cap, the Third Annual Cap, the Fourth Annual Cap and the Fifth Annual Cap. The cleaning and related services for the Sixth Agreement were in the form of environmental maintenance services, which represented approximately 13% of the Sixth Annual Cap. Based on our review of the calculation of outsourcing service fees, we note that such fees were estimated based on factors including the estimated number of cleaning staff and cost per staff of each project site (which the cleaning cost per staff ranged from around RMB4,000 to RMB5,000 per month) and the expected expense of conducting pest control activities (ranging from around RMB2,500 to RMB4,000 per month).

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Other staff costs

Other staff costs mainly represented meal and dormitory expenses. From our review of the calculations, we note that other staff costs contributed around 5% to 10% of each of the First Annual Cap, the Second Annual Cap, the Third Annual Cap, the Fourth Annual Cap the Fifth Annual Cap and the Sixth Annual Cap. From our review of the calculations, we note that such costs were projected based on the estimated meal expenses per staff (ranging from around RMB25 to RMB50 per day) and estimated dormitory expenses (ranging from around RMB2,000 to RMB5,000 per dormitory per month). We have compared the estimated meal and dormitory expenses as quoted by the Yuehai Property Management Group against those quoted by the independent service providers, which we note were comparable and within similar range.

Property management remuneration

As set out in the section headed “2. Major terms of the Six Property Management Agreements – Assessment of the pricing terms of the Six Property Management Agreements”, the 10% Management Fee that is charged by the Yuehai Property Management Group for each project site is based on the relevant service costs incurred by the Yuehai Property Management Group under the respective agreements. Based on our review of the calculations, we note that the 10% Management Fee for each project site contributed around 8% of each of the First Annual Cap, the Second Annual Cap, the Third Annual Cap, the Fourth Annual Cap, the Fifth Annual Cap and the Sixth Annual Cap, and was calculated based on 10% of the Projected Service Fees for each project site, being consistent with the pricing basis.

10% Buffer

We note from the calculations that a 10% Buffer is applied to the Projected Service Fees for each project site, which contributed around 9% of each of the First Annual Cap, the Second Annual Cap, the Third Annual Cap, the Fourth Annual Cap the Fifth Annual Cap and the Sixth Annual Cap. We have discussed with management of the Company and understand that the 10% Buffer caters for any unexpected increase in actual costs of services, such as unexpected increase in manpower needed to satisfy service requirements. Given that some fluctuation in service costs due to unforeseen circumstances is not uncommon in the service industry, we consider the allowance of a 10% buffer that is applied to the Projected Service Fees is reasonable.

Our view

Based on the above, we concur with the view of the Directors that it is fair and reasonable and in the interests of both the Company and the Shareholders to set the respective Annual Caps (including each of the First Annual Cap, the Second Annual Cap, the Third Annual Cap, the Fourth Annual Cap, the Fifth Annual Cap and the Sixth Annual Cap) at the proposed levels. However, as the respective Annual Caps relate to future events and are based on assumptions that may or may not remain valid for the whole period of the respective Annual Caps, we express no opinion as to how closely the Continuing Connected Transactions shall correspond to the Annual Caps.

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4. Requirements by the Listing Rules regarding the Continuing Connected Transactions

Pursuant to Rules 14A.55 to 14A.59 of the Listing Rules, each of the Continuing Connected Transactions are subject to the following annual review requirements:

- (a) each year the independent non-executive Directors must review each of the Continuing Connected Transactions and confirm in the annual report and accounts that they have been entered into:
 - in the ordinary and usual course of business of the Group;
 - on normal commercial terms or better; and
 - according to the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.
- (b) each year the auditors of the Company must provide a letter to the Board (with a copy provided to the Stock Exchange at least 10 business days prior to the bulk printing of the Company's annual report) confirming whether anything has come to their attention that causes them to believe that each of the Continuing Connected Transactions:
 - has not been approved by the Board;
 - were not, in all material respects, in accordance with the pricing policies of the Group if the transactions involve the provision of goods or services by the Group;
 - were not entered into, in all material respects, in accordance with the terms of the respective agreements of each of the Continuing Connected Transactions; and
 - have exceeded the respective annual caps.
- (c) the Company must allow, and ensure that the relevant counter parties to each of the Continuing Connected Transactions allow, the Company's auditors sufficient access to their records for the purpose of reporting on each of the Continuing Connected Transactions; and
- (d) the Company must promptly notify the Stock Exchange and publish an announcement in accordance with the Listing Rules if the independent non-executive Directors and/or the auditors of the Company cannot confirm the matters set out in paragraphs (a) and/or (b) above, respectively.

In light of the review and reporting requirements attached to the Continuing Connected Transactions, in particular, (i) the restriction of transaction value by way of the annual caps; and (ii) the ongoing review by the independent non-executive Directors and the auditors of the Company on the terms of the Six Property Management Services Agreements and the respective Annual Caps not being exceeded, we are of the view that appropriate measures will be in place to govern the conduct of each of the Continuing Connected Transactions and safeguard the interests of the Company and the Shareholders as a whole.

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RECOMMENDATION

Having considered the principal factors and reasons referred to above, we are of the opinion that the Six Property Management Services Agreements and the transactions contemplated thereunder are on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole, and the terms thereof as well as the respective annual caps are fair and reasonable so far as the Company and the Shareholders are concerned.

Accordingly, we advise the Independent Shareholders and the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the SGM to approve the terms of and the respective annual caps in relation to the Six Property Management Services Agreements.

Yours faithfully,
For and on behalf of
Ballas Capital Limited

Alex Lau **Colin Lee**
Managing Director *Director*

Note: Mr. Alex Lau has been a responsible officer of Type 6 (advising on corporate finance) regulated activities since 2004 and Mr. Colin Lee has been a licensed representative of Type 6 (advising on corporate finance) regulated activities from 2013 to 2018 and since 2020.

APPENDIX I

SUMMARY TABLE OF THE PREVIOUS PROPERTY MANAGEMENT SERVICES AGREEMENTS

SUMMARY TABLE OF THE PREVIOUS PROPERTY MANAGEMENT SERVICES AGREEMENTS

Agreement	Parties to the agreement		Term	Nature of the transaction	Annual caps (RMB)	
	Relevant subsidiary of the Company	Connected person of the Company			2023	2024
1. Second Buji Factory Property Services Agreement	Yuehai Technology	Yuehai Yueshenghuo	1 April 2021 to 31 March 2023	Provision of property management service in respect of the Buji Factory Property by Yuehai Yueshenghuo to Yuehai Technology	210,000	Not applicable
2. Yiguifu Preliminary Property Services Agreement	GDL Jiangmen	Yuehai Property Management	26 March 2021 to 25 March 2024	Provision of property management services in respect of the public areas and public facilities at Yiguifu by Yuehai Property Management to GDL Jiangmen	2,300,000	800,000
3. Laurel House Preliminary Property Services Agreement	Jiangmen Yuehai Land	Yuehai Property Management	26 March 2021 to 25 March 2024	Provision of property management services in respect of the public areas and public facilities at the Jiangmen Laurel House by Yuehai Property Management to Jiangmen Yuehai Land	2,000,000	1,400,000
4. Zhuhai Jinwan Project Preliminary Property Services Agreement	GDL Zhuhai	Yuehai Property Management Zhuhai Branch	10 May 2021 to 9 May 2024	Provision of property management services in respect of the Zhuhai Jinwan Project by Yuehai Property Management Zhuhai Branch to GDL Zhuhai	6,600,000	400,000
5. Zhongshan Yigui Garden Preliminary Property Services Agreement	GDL Zhongshan	Yuehai Property Management	27 July 2021 to 9 May 2024	Provision of property management services in respect of Zhongshan Yigui Garden by Yuehai Property Management to GDL Zhongshan	7,700,000	8,200,000
6. Foshan Yuehai Shiguiyuan Preliminary Property Services Agreement	GDL Foshan	Yuehai Property Management	27 July 2021 to 9 May 2024	Provision of property management services in respect of Foshan Yuehai Shiguiyuan by Yuehai Property Management to GDL Foshan	730,000	1,210,000
7. GDH Plaza Preliminary Property Services Agreement	Jiangmen Yuehai Land	Yuehai Property Management	16 September 2021 to 9 May 2024	Provision of property management services in respect of GDH Plaza by Yuehai Property Management to Jiangmen Yuehai Land	1,232,000	539,000

APPENDIX I
SUMMARY TABLE OF THE PREVIOUS PROPERTY MANAGEMENT SERVICES AGREEMENTS

Agreement	Parties to the agreement		Term	Nature of the transaction	Annual caps (RMB)	
	Relevant subsidiary of the Company	Connected person of the Company			2023	2024
8. 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement	Guangdong Yuehai Land	Yuehai Yueshenghuo	1 April 2022 to 31 March 2023	Provision of property management services in respect of the sales centre and sample unit demonstration area of Yuecai City North Tower by Yuehai Yueshenghuo to Guangdong Yuehai Land	1,260,000	Not applicable
9. Yuecai City (Northwestern Land) Carpark Entrusted Management Agreement	Guangdong Yuehai Land	Yuehai Yueshenghuo	30 March 2022 to 29 March 2024	Provision of property management services in respect of the carpark comprising Levels 1 to 3 on the ground floor of the Yuecai City Northwestern Land by Yuehai Yueshenghuo to Guangdong Yuehai Land	2,150,000	540,000
10. Huizhou Yuehai Riverside Garden Preliminary Property Services Agreement	Huizhou Property	Yuehai Property Management	28 January 2022 to 9 May 2024	Provision of property management services in respect of Huizhou Yuehai Riverside Garden Project by Yuehai Property Management to Huizhou Property	530,000	860,000
11. Preliminary Property Management Services Agreement of the Laurel House	Guangdong Property Development	Yuehai Property Management	1 January 2022 to 31 December 2023	Provision of property management services in respect of the Laurel House Properties by Yuehai Property Management to Guangdong Property Development	3,060,000	Not applicable
12. Second Foshan Wanhua Project Site (Sales Centre and Sample Units) Property Services Agreement	GDL Foshan	Yuehai Property Management	1 August 2022 to 31 July 2023	Provision of property management services in respect of the sales centre and sample units of the Foshan Wanhua Project site by Yuehai Property Management to GDL Foshan	3,663,000	Not applicable
13. Yuehai Yunyang Garden Preliminary Property Services Agreement	GDL Development	Yuehai Property Management	31 May 2022 to 9 May 2024	Provision of property management services in respect of Yuehai Yunyang Garden by Yuehai Property Management to GDL Development	0	0

APPENDIX I
SUMMARY TABLE OF THE PREVIOUS PROPERTY MANAGEMENT SERVICES AGREEMENTS

Agreement	Parties to the agreement		Term	Nature of the transaction	Annual caps (RMB)	
	Relevant subsidiary of the Company	Connected person of the Company			2023	2024
14. Industrial Heritage (Biennale Exhibition Venue) Property Management Services Agreement	Guangdong Yuehai Land	Yuehai Yueshenghuo	5 November 2022 to the end date of the Biennale Exhibition (which is expected to be in March 2023 and subject to the confirmation by relevant government organiser of the Biennale Exhibition)	Provision of property management services in respect of the Industrial Heritage during the Biennale Exhibition by Yuehai Yueshenghuo to Guangdong Yuehai Land	716,000	Not applicable
15. Third Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement	GDL Zhuhai	Yuehai Property Management	1 January 2023 to 31 March 2023	Provision of property management services in respect of the sales centre and sample units of the Zhuhai Jinwan Project site by Yuehai Property Management to GDL Zhuhai	1,100,000	Not applicable
16. Third Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement	Jiangmen Yuehai Land	Yuehai Property Management	1 January 2023 to 31 March 2023	Provision of property management services in respect of the sales centre and sample units of the Jiangmen GDH City Project site by Yuehai Property Management to Jiangmen Yuehai Land	1,000,000	Not applicable
17. Third Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement	GDL Jiangmen	Yuehai Property Management	1 January 2023 to 31 March 2023	Provision of property management services in respect of the sales centre and sample units of the Jiangmen Yiguifu Project site by Yuehai Property Management to GDL Jiangmen	671,000	Not applicable
18. Third Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement	GDL Zhongshan	Yuehai Property Management	1 January 2023 to 31 March 2023	Provision of property management services in respect of the sales centre and sample units of the Zhongshan Ma'an Island Project site by Yuehai Property Management to GDL Zhongshan	1,420,000	Not applicable
19. Second GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement	GDL Development	Yuehai Property Management	1 January 2023 to 31 March 2023	Provision of property management services in respect of the sales centre and sample units of the Yungang City Project site by Yuehai Property Management to GDL Development	2,310,000	Not applicable

APPENDIX I
**SUMMARY TABLE OF THE PREVIOUS PROPERTY
MANAGEMENT SERVICES AGREEMENTS**

Agreement	Parties to the agreement		Term	Nature of the transaction	Annual caps (RMB)	
	Relevant subsidiary of the Company	Connected person of the Company			2023	2024
20. Teem Tower Property Services Agreement	Guangdong Yuehai Land	Teem Management Co	1 January 2023 to 9 May 2024	Provision of property management services in respect of the leased units of Teem Tower by Teem Management Co to Guangdong Yuehai Land	2,550,000	920,000
21. Second Huizhou Yuehai Riverside Garden Project Site (Sales Centre and Sample Units) Property Services Agreement	Huizhou Property	Yuehai Property Management	1 September 2022 to 31 August 2023	Provision of property management services in respect of the sales centre and sample units of the Huizhou Yuehai Riverside Garden Project site by Yuehai Property Management to Huizhou Property	2,400,000	Not applicable
22. Yuehai Commercial Centre and Baiyun Yuehai Plaza Preliminary Property Services Agreement	GDL Development	Guangzhou Yuehai Property	20 October 2022 to 9 May 2024	Provision of property management services in respect of the Yuehai Commercial Centre and Baiyun Yuehai Plaza of the Yungang City Project (after completion) by Guangzhou Yuehai Property to GDL Development	0	0
23. New Huiyang Lijiang Garden Carpark Management Services Agreement	Huiyang Development	Yuehai Property Management Huiyang Branch	1 February 2023 to 9 May 2024	Provision of property management services in respect of the Huiyang Lijiang Garden Carpark by Yuehai Property Management Huiyang Branch to Huiyang Development	93,000	37,000

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors or the chief executive of the Company were taken or deemed to have under such provisions of the SFO); or (ii) entered in the register kept by the Company pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) were as follows:

Interests and short positions in the Company

Name of Director	Capacity/ Nature of interest	Number of Shares held	Long/Short position	Approximate percentage of interests held ^(Note)
JIAO Li	Personal	200,000	Long position	0.012%
Vincent Marshall LEE Kwan Ho	Corporate	2,000,000	Long position	0.117%

Note: The approximate percentage of interests held was calculated on the basis of 1,711,536,850 Shares in issue as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, to the knowledge of the Company, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were taken or deemed to have under such provisions of the SFO); or (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

3. INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the following persons (other than Directors or chief executive of the Company) had, or were taken or deemed to have interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Name of Shareholder	Type of securities	Number of securities held	Long/Short position	Approximate percentage of interests held ^(Note 1)
廣東粵海控股集團有限公司 (Guangdong Holdings Limited) ^(Note 2)	Shares	1,263,494,221	Long position	73.82%
GDH Limited ^(Note 2)	Shares	1,263,494,221	Long position	73.82%
Guangdong Investment Limited ^(Note 2)	Shares	1,263,494,221	Long position	73.82%

Notes:

- The approximate percentage of interests held was calculated on the basis of 1,711,536,850 Shares in issue as at the Latest Practicable Date.
- The attributable interest which 廣東粵海控股集團有限公司 (Guangdong Holdings Limited) (“**Guangdong Holdings**”) has in the Company is held through its wholly-owned subsidiary, namely GDH Limited (“**GDH**”), and the attributable interest of the latter is held through its subsidiary, GDI.
- As at the Latest Practicable Date, each of the following Directors was an employee of Guangdong Holdings and held the positions in Guangdong Holdings and/or GDH as follows:

Name of Director	Position(s) held in Guangdong Holdings	Position(s) held in GDH
LAN Runing	deputy general manager	deputy general manager
WU Mingchang	general counsel	general counsel
LI Wenchang	deputy general manager of investment and capital operations department	Nil

Save as disclosed below, as at the Latest Practicable Date, so far as is known to the Directors or chief executive of the Company, no other person (other than a Director or chief executive of the Company) was directly or indirectly interested in 10% or more of the issued shares carrying rights to vote in all circumstances at general meetings of other member(s) of the Group or had any option in respect of such issued shares:

Name of shareholder interested in 10% or more of the subsidiary of the Company	Name of subsidiary of the Company	Long/Short position	Percentage of interests held by that shareholder
廣州市盈泰房地產有限公司 (Guangzhou Yingtai Real Estate Co., Ltd.)	廣州市番禺粵海房地產有限公司 (Guangzhou Panyu Yuehai Real Estate Company Limited)	Long position	20%
廣東粵港投資開發有限公司 (Guangdong Yuegang Investment Development Co., Ltd.)	廣州粵海置地投資有限公司 (Guangzhou Yuehai Land Investment Limited)	Long position	49%
廣東粵港投資開發有限公司 (Guangdong Yuegang Investment Development Co., Ltd.)	佛山粵海置地發展有限公司 (Foshan Yuehai Land Development Co., Ltd.)	Long position	49%
廣東粵港投資開發有限公司 (Guangdong Yuegang Investment Development Co., Ltd.)	江門粵海置地有限公司 (Jiangmen Yuehai Land Co., Ltd.)	Long position	49%

Save as disclosed herein, as at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, there was no other person, other than a Director or chief executive of the Company and (in the case of the other members of the Group) other than the Company, who had, or were taken or deemed to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO.

4. DISCLOSURE OF OTHER INTERESTS

(i) Interests in competing business

The Group is principally engaged in property development and investment, as at the Latest Practicable Date, so far as is known to the Board, the interests of Directors or their respective associates in the businesses which competed or were likely to compete, either directly or indirectly, with the property development and investment businesses of the Company (the “**Competing Business**”) as required to be disclosed were as follows:

Name of Director	Name of entity	Nature of interest
LAN Runing	粵海投資有限公司 (Guangdong Investment Limited)	non-executive director
LI Yonggang	廣東粵港投資開發有限公司 (Guangdong Yuegang Investment Development Co., Ltd.)*	chairman and managing director
	GDH Real Estates (China) Limited [#]	chairman and managing director

* *Subsidiary of Guangdong Holdings*

[#] *Subsidiary of GDH*

The aforementioned entities are engaged in, inter alia, property development and investment, and each of the aforementioned Directors is regarded as being interested in the Competing Business.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or their respective associates had an interest in any business that competes with or is likely to compete with the business of the Group.

(ii) Interests in assets

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by or leased to, or which were proposed to be acquired or disposed of by or leased to, any member of the Group since 31 December 2021 (being the date to which the latest published audited accounts of the Company were made up).

(iii) Interests in contract or arrangement

As at the Latest Practicable Date, there was no contract or arrangement in which any Director was materially interested in and which was significant in relation to the business of the Group.

5. DIRECTORS’ SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered or was proposing to enter into a service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

6. MATERIAL ADVERSE CHANGE

The Directors confirmed that there was no material adverse change in the financial or trading position of the Group since 31 December 2021, the date to which the latest published audited accounts of the Group were made up.

7. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion or advice which is contained herein:

Name	Qualification
Ballas Capital Limited	A corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO

The above expert has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its report and/or the reference to its name or opinion in the form and context in which they respectively appear as at the Latest Practicable Date.

As at the Latest Practicable Date, the expert above did not have any shareholding in any member of the Group, nor did the expert have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the expert did not have any direct or indirect interest in any assets which had been acquired, disposed of by or leased to, or which were proposed to be acquired, disposed of by or leased to, any member of the Group since 31 December 2021 (being the date to which the latest published audited accounts of the Company were made up).

8. DOCUMENTS ON DISPLAY

Electronic copies of the following documents will be published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.gdland.com.hk>) for a period of 14 days from the date of this circular:

- (i) the New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement;
- (ii) the New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement;
- (iii) the New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement;
- (iv) the New Zhongshan Ma'an Island Project Site (Sales Centre and Sample Units) Property Services Agreement;
- (v) the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement; and
- (vi) the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement and the Supplemental Agreement.

Set out below are the personal particulars of the Directors who offered themselves for re-election at the SGM:

Mr. LI Wenchang (李文昌), aged 40, has been appointed as an Executive Director in July 2022. He graduated from South China University of Technology, the PRC and obtained a Bachelor's degree in Administration and Management. He also obtained a Master's degree in Business Administration from South China University of Technology, the PRC. Mr. Li has extensive experience in investment and capital operations. From 2006 to 2022, he held various positions at 廣州富力地產股份有限公司 (Guangzhou R&F Properties Co., Ltd.) ("**R&F Properties**"), the shares of which are listed on The Stock Exchange of Hong Kong Limited. He successively served as the general manager of the personnel administration centre of the Malaysia company of R&F Properties, the deputy general manager of the group investment department of R&F Properties and the general manager of the group capital operations centre and the securities affairs representative of R&F Properties. Mr. Li joined Guangdong Holdings in May 2022 and acts as the deputy general manager of its investment and capital operations department. He is currently a director of 廣東省水利電力勘測設計研究院有限公司 (Guangdong Hydropower Planning & Design Institute Limited), a subsidiary of Guangdong Holdings. Guangdong Holdings is the ultimate controlling shareholder of the Company. He is also a director of a subsidiary of the Company.

Save as disclosed above, Mr. Li is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company and he did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Li did not have any interest in shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is a letter of appointment entered into between the Company and Mr. Li. His appointment is not under fixed term of employment. Mr. Li, if re-elected, will hold office as Director for a term of not more than approximately three years effective from the conclusion of the SGM to the conclusion of the Company's annual general meeting to be held in 2025, subject to earlier determination in accordance with the Bye-Laws and/or any applicable laws and regulations. Pursuant to the Bye-Laws, Mr. Li is entitled to such director's fee as determined by the Board pursuant to the authorisation of the Company in general meeting. The emoluments (if any) for Mr. Li will be determined in accordance with the Company's policy on the directors' remuneration and by reference to the responsibilities involved and the emoluments offered for similar positions in comparable companies. At present, Mr. Li does not receive any emoluments in his capacity as an Executive Director from the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Li as a Director that need to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to the requirement under Rule 13.51(2) of the Listing Rules.

Mr. LEUNG Luen Cheong (梁聯昌), aged 55, has been appointed as an Independent Non-Executive Director in January 2023. He is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company respectively. Mr. Leung graduated from the University of Leicester with first class-honours and holds a Master's degree in Economics from the University of Oxford. He is a Chartered Financial Analyst, a member of The Hong Kong Society of Financial Analysts and also holds the Diploma in Investment Analysis and Portfolio Management. Mr. Leung is the founder of autoPI. He worked for various international financial institutions and has over 30 years of working experience in fund performance, investment risk, global investment performance standards and client reporting. Mr. Leung is an independent non-executive director of Namyue Holdings Limited, the shares of which are listed on The Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Leung is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company and he did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Leung did not have any interest in shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is a letter of appointment entered into between the Company and Mr. Leung. His appointment is not under fixed term of employment. Mr. Leung, if re-elected, will hold office as Director for a term of not more than approximately three years effective from the conclusion of the SGM to the conclusion of the Company's annual general meeting to be held in 2025, subject to earlier determination in accordance with the Bye-laws and/or any applicable laws and regulations. Pursuant to the Bye-Laws, Mr. Leung is entitled to such director's fee as determined by the Board pursuant to the authorisation of the Company in general meeting. Mr. Leung is currently entitled to an annual director's fee of HK\$520,000, which comprises HK\$270,000 for his directorship and the additional fees of HK\$100,000, HK\$75,000 and HK\$75,000 for acting as a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company, respectively. Mr. Leung's director's fee is determined based on the remuneration policy adopted for the Independent Non-Executive Directors by the Company with reference to his responsibilities and prevailing market conditions.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Leung as a Director that need to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to the requirement under Rule 13.51(2) of the Listing Rules.

NOTICE OF SPECIAL GENERAL MEETING



GUANGDONG LAND HOLDINGS LIMITED
粤海置地控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00124)

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 I, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 31 March 2023 at 10:30 a.m. (and at any adjournment thereof) for the purpose 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 14 March 2023 issued by the Company (the “Circular”) shall have the same meanings when used herein.

ORDINARY RESOLUTIONS

1. “**THAT** the New Zhuhai Jinwan Project Site (Sales Centre and Sample Units) Property Services Agreement, the transactions contemplated thereunder, and the relevant Proposed Caps as referred to in the Circular be and are hereby approved and confirmed.”
2. “**THAT** the New Jiangmen GDH City Project Site (Sales Centre and Sample Units) Property Services Agreement, the transactions contemplated thereunder, and the relevant Proposed Caps as referred to in the Circular be and are hereby approved and confirmed.”
3. “**THAT** the New Jiangmen Yiguifu Project Site (Sales Centre and Sample Units) Property Services Agreement, the transactions contemplated thereunder, and the relevant Proposed Caps as referred to in the Circular be and are hereby approved and confirmed.”
4. “**THAT** the New Zhongshan Ma’an Island Project Site (Sales Centre and Sample Units) Property Services Agreement, the transactions contemplated thereunder, and the relevant Proposed Cap as referred to in the Circular be and are hereby approved and confirmed.”
5. “**THAT** the New GDH Yungang City Project Site (Sales Centre and Sample Units) Property Services Agreement, the transactions contemplated thereunder, and the relevant Proposed Cap as referred to in the Circular be and are hereby approved and confirmed.”
6. “**THAT** the 2022 Yuecai City North Tower Sales Centre and Sample Unit Demonstration Area Property Services Agreement and the Supplemental Agreement, the transactions contemplated thereunder, and the relevant Proposed Caps as referred to in the Circular be and are hereby approved and confirmed.”
7. “**THAT** Mr. LI Wenchang be re-elected as a Director of the Company.”
8. “**THAT** Mr. LEUNG Luen Cheong be re-elected as a Director of the Company.”

NOTICE OF SPECIAL GENERAL MEETING

By Order of the Board
Guangdong Land Holdings Limited
LAN Runing
Chairman

Hong Kong, 14 March 2023

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office & Principal Place of Business in Hong Kong:

Office A, 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 of the Company. 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) or the authority under which it is signed (or a notarially certified copy of such power or authority) must be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the SGM or any adjourned meeting thereof. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the SGM or any adjourned meeting thereof if he so wishes. If a shareholder who has lodged a form of proxy attends the SGM, his form of proxy will be deemed to have been revoked.
- (c) In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Company's Register of Members in respect of the joint holding.
- (d) The Register of Members of the Company will be closed and no transfer of shares will be effected during the period from Tuesday, 28 March 2023 to Friday, 31 March 2023, both days inclusive, for determining the shareholders' eligibility to attend and vote at the SGM.
- (e) In order to qualify for attending and voting at the SGM, unregistered holders of shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 27 March 2023.
- (f) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, each of the resolutions set out in this notice will be voted by way of a poll.
- (g) No refreshment or drinks will be provided at the SGM.