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**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.”

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.

*As at the date of this announcement, the Board comprises six Executive Directors, namely Mr. LAN Runing, Mr. KUANG Hu, Mr. LI Yonggang, Mr. WU Mingchang, Mr. LI Wenchang and Mr. JIAO Li; and three Independent Non-Executive Directors, namely Mr. Felix FONG Wo, Mr. Vincent Marshall LEE Kwan Ho and Mr. LEUNG Luen Cheong.*