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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Longfor Group Holdings Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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LONGFOR GROUP HOLDINGS LIMITED

龍湖集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 960)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES, RE-ELECTION OF RETIRING
DIRECTORS, DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company (“AGM” or “**Annual General Meeting**” or “**Meeting**”) to be held by way of electronic means on Friday, 16 June 2023 at 2:30 p.m. is set out in this circular on pages 17 to 22.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to 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 Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

Hong Kong, 27 April 2023

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened and held by way of electronic means at 2:30 p.m. on Friday, 16 June 2023
“Articles of Association”	the amended and restated articles of association of the Company as amended, supplemented or modified from time to time
“Company”	Longfor Group Holdings Limited, an exempted company incorporated in the Cayman Islands on 21 December 2007 with limited liability, with its Shares listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 6 of the notice of the Annual General Meeting
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase during the period as set out in the Repurchase Resolution, up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing the Repurchase Resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time

DEFINITIONS

“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s)
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the proposed ordinary resolution as referred to in ordinary resolution no. 5, up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the resolution approving the Share Issue Mandate
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers
“%”	per cent.



LONGFOR GROUP HOLDINGS LIMITED

龍湖集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 960)

Executive Directors:

Mr. Chen Xuping (*Chairperson and Chief Executive Officer*)

Mr. Zhao Yi (*Chief Financial Officer*)

Mr. Zhang Xuzhong

Ms. Shen Ying

Non-executive Director:

Mr. Xia Yunpeng

Independent Non-executive Directors:

Mr. Frederick Peter Churchouse

Mr. Chan Chi On, Derek

Mr. Xiang Bing

Mr. Leong Chong

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of Business in

Hong Kong:

15th Floor

1 Duddell Street

Central, Hong Kong

27 April 2023

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES, RE-ELECTION OF RETIRING
DIRECTORS, DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to the granting to the Directors of the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate, the re-election of retiring Directors and the declaration of final dividend, to seek your approval of the relevant resolutions relating to these matters at the Annual General Meeting, and to give you a notice of the AGM.

LETTER FROM THE CHAIRMAN

GENERAL MANDATE TO ISSUE SHARES

On 16 June 2022, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors propose to seek your approval of the Share Issue Mandate to be proposed at the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,341,704,750 Shares. Subject to passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the Annual General Meeting, the Company would be allowed under the resolution approving the Share Issue Mandate to allot, issue and deal with a maximum of 1,268,340,950 Shares representing not more than 20% of the total number of issued shares of the Company as at the Latest Practicable Date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 5 and 7 respectively of the notice of the Annual General Meeting.

GENERAL MANDATE TO REPURCHASE SHARES

On 16 June 2022, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,341,704,750 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the Repurchase Resolution will be 634,170,475 Shares representing not more than 10% of the total number of issued shares of the Company as at the Latest Practicable Date.

An explanatory statement as required under the Share Repurchase Rules to provide the Shareholders with the requisite information necessary to enable them to make an informed decision on whether to vote for or against the resolution in respect of the Repurchase Mandate is set out in the Appendix I to this circular.

RE-ELECTION OF THE RETIRING DIRECTORS

The board of Directors currently comprises nine Directors, of which four are Executive Directors, namely Mr. Chen Xuping, Mr. Zhao Yi, Mr. Zhang Xuzhong and Ms. Shen Ying; of which, one is Non-Executive Director, namely Mr. Xia Yunpeng; and four are Independent Non-Executive Directors, namely Mr. Frederick Peter Churchouse, Mr. Chan Chi On, Derek, Mr. Xiang Bing and Mr. Leong Chong.

LETTER FROM THE CHAIRMAN

Pursuant to Article 84 of the Articles of Association, Mr. Zhao Yi and Mr. Frederick Peter Churchouse will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election. Pursuant to Article 83(3) of the Articles of Association, Mr. Zhang Xuzhong, Ms. Shen Ying, Mr. Xia Yunpeng and Mr. Leong Chong will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

Recommendation of the Nomination Committee with respect to the Independent Non-executive Director subject to Re-election at the Annual General Meeting

The Nomination Committee of the Company had assessed and reviewed the annual written confirmation of independence of Mr. Frederick Peter Churchouse for the year ended 31 December 2022 and considered that he satisfied all the independence criteria as set out in Rule 3.13 of the Listing Rules.

It is noted that three out of four independent non-executive Directors have served the Board for more than 10 years. Each of Mr. Frederick Peter Churchouse, Mr. Chan Chi On, Derek and Mr. Xiang Bing has served the Board for 13 years while Mr. Leong Chong joined the Board this year. As Mr. Frederick Peter Churchouse has served as independent non-executive directors for more than 10 years, his re-election will be subject to separate resolution to be approved by the Shareholders. As an independent non-executive director with in-depth understanding of the Company's operations and business, he has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating a firm commitment to their role. The Nomination Committee considers that the long service of Mr. Frederick Peter Churchouse would not affect his exercise of independent judgment and is satisfied that he has the required character, integrity and experience to continue fulfilling the role of Independent Non-executive Directors.

The Nomination Committee is of the view that Mr. Frederick Peter Churchouse is beneficial to the Board with diversity of his comprehensive business experience that contributes to invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Nomination Committee believes that he will continue to contribute effectively to the Board.

Having regard to the Board's diversity policy and the nomination policy adopted by the Company, the Board, with the recommendation of the Nomination Committee recommended re-election of the aforesaid retiring Directors to the Board. Accordingly, the Board has proposed that each of the above retiring Directors, namely Mr. Zhao Yi, Mr. Frederick Peter Churchouse, Mr. Zhang Xuzhong, Ms. Shen Ying, Mr. Xia Yunpeng and Mr. Leong Chong would be re-elected as Directors by way of separate resolution at the Annual General Meeting.

Details of the retiring Directors proposed to be re-elected in the Annual General Meeting are set out in the Appendix II to this circular.

LETTER FROM THE CHAIRMAN

DECLARATION OF FINAL DIVIDEND

As stated in the Company's announcement dated 17 March 2023, the Board recommends the payment of a final dividend of RMB0.80 per Share for the year ended 31 December 2022. Subject to the approval by the Shareholders at the Annual General Meeting, the proposed final dividend is expected to be paid on Monday, 21 August 2023 to the Shareholders whose names are on the registers of members of the Company on Wednesday, 12 July 2023.

Eligible Shareholders will be given an option to elect to receive the final dividend all in cash or all in new Shares or partly in new Shares and partly in cash (the "Scrip Dividend Scheme").

The Scrip Dividend Scheme is subject to (1) the approval of the proposed final dividend by the shareholders of the Company at the AGM; (2) the Stock Exchange granting the listing of and permission to deal in the new Shares to be issued pursuant thereto; and (3) where necessary, the whitewash waiver granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any of his/her delegate.

A circular containing full details of the Scrip Dividend Scheme together with the relevant form of election will be sent to the shareholders of the Company on or around Thursday, 20 July 2023. It is expected that the final dividend warrants and certificates for the new Shares (in case the eligible shareholders have elected to receive part or all their final dividend in the form of new Shares) will be dispatched to the shareholders of the Company on Monday, 21 August 2023.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held by way of electronic means on Friday, 16 June 2023 at 2:30 p.m. is set out on pages 17 to 22 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of poll by the Shareholders.

Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the AGM) for the proxy to receive the login access code to participate online in Tricor e-Meeting System.

Registered Shareholders will be able to attend the AGM, vote and submit questions online via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

LETTER FROM THE CHAIRMAN

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the AGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the “**Intermediary**”) and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the AGM electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary. Details regarding the e-Meeting System including the login details will be emailed to them by the Company’s branch share registrar, Tricor Investor Services Limited.

If any Shareholder has any question on the arrangements of the AGM, please contact Tricor Investor Services Limited, the Company’s branch share registrar, at the following:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Telephone: (852) 2980-1333
(From 9:00 a.m. to 5:00 p.m. Monday to Friday, excluding Hong Kong public holidays)

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed 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 Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

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.

LETTER FROM THE CHAIRMAN

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023, both dates inclusive, for the purpose of ascertaining the Shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 12 June 2023.

RECOMMENDATION

The Directors believe that the proposed resolutions referred to in this circular and the notice of Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed at the Annual General Meeting to give effect to them.

FURTHER INFORMATION

Your attention is drawn to the Appendices to this circular.

Yours faithfully
By Order of the Board
Longfor Group Holdings Limited
Chen Xuping
Chairman

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the Repurchase Resolution.

1. SHAREHOLDERS' APPROVAL

The Listing Rules provide that all on-market shares repurchased by company with its primary listing on the Stock Exchange must be of fully paid up shares and all share repurchases by such company must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval in relation to specific transactions.

Such authority may only continue in force during the period from the passing of the resolution in respect of the Repurchase Resolution until the earlier of: (i) the conclusion of the next annual general meeting of the Company; (ii) the revocation or variation of such authority by ordinary resolution of the shareholders of the Company in general meeting; and (iii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum of association and articles of association of the Company or any applicable law to be held.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,341,704,750 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 634,170,475 Shares representing not more than 10% of the total number of issued shares of the Company as at the Latest Practicable Date.

3. REASONS FOR REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cashflow or working capital facilities which will be legally available for such purpose in accordance with its memorandum of association, the Articles of Association, the Companies Act of the Cayman Islands and any other applicable law.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 December 2022 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARES PRICES

The table below is a summary of the monthly highest and lowest traded prices in each of the previous twelve months preceding the Latest Practicable Date:

	Shares Traded Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	43.55	37.05
May	40.80	34.70
June	40.00	31.60
July	37.60	25.95
August	27.15	19.98
September	30.35	21.90
October	25.50	7.26
November	23.65	9.15
December	29.80	21.20
2023		
January	28.90	22.55
February	26.65	22.40
March	26.00	19.96
April (up to the Latest Practicable Date)	24.85	21.40

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and articles of association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

According to the disclosure of interests dated 28 October 2022, Charm Talent International Limited (“**Charm Talent**”) was interested in an aggregate of 2,723,451,500 Shares, representing approximately 42.95% of the issued share capital of the Company as at the Latest Practicable Date. Based on such shareholding and in the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholding of Charm Talent would be increased to approximately 47.72% of the issued share capital of the Company. Accordingly, Charm Talent would be required under Rule 26 of the Takeovers Code to make a mandatory offer in respect of all the issued Shares by reason of such increase. However, the Directors will not repurchase Shares to such an extent as would result in takeover obligations. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchases made under the Repurchase Mandate.

The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than the amount of public float as required under the Listing Rules.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting in accordance with the Articles of Association:

Mr. Zhao Yi, aged 46, was appointed as an executive director of the Company on March 18, 2015, and is Chief Financial Officer of the Group and a member of Investment Committee. Mr. Zhao graduated from Zhongnan University of Economics and Law (中南財財經政法大學), majoring in international accounting and obtained a Bachelor Degree in business administration. He is a member of China Institute of Certified Public Accountants. He joined the Group since 2006 and has served as the senior manager of Chongqing Company, financial controller of Chengdu Company, the head of Financial Management Centre and General Manager of the Ministry of Finance of the Group. Before joining the Group, he served at Pan-China (Chongqing) Certified Public Accountants (重慶天健會計師事務所). Mr. Zhao is a director of certain subsidiaries of the Group.

Mr. Zhao has entered into a service contract as an executive director with the Company for a term of 3 years from 18 March 2021. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. According to the terms of the contract, Mr. Zhao will not receive any director's fee of the company. He will receive a basic annual salary of RMB14,000,000 and discretionary bonus. The director's emoluments of Mr. Zhao was determined by board of Directors based on the recommendations of the remuneration committee of the Company, with reference the prevailing market rate.

Mr. Zhao has personal interest in 1,609,114 Shares and he has interest in 7,684,463 Shares granted under a restricted share award scheme through a trust within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhao (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Zhao has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his re-election as Director.

Mr. Frederick Peter Churchouse, aged 73, was appointed as an independent non-executive director of the Company on November 1, 2009. Mr. Churchouse is also member of the Audit Committee and Environment, Social and Governance Committee of the Company. He has been involved in Asian securities and property investment markets for more than 30 years. Currently, he is a private investor including having his own family business, Portwood Company Limited. He is also an independent non-executive director of Hysan Development Company Limited (a company listed on the Stock Exchange).

In 2004, Mr. Churchouse set up an Asian investment fund under LIM Advisors. He acted as a director of LIM Advisors and as Responsible Officer until the end of 2009. Prior to this, Mr.

Churchouse worked at Morgan Stanley as a managing director and advisory director from early 1988. He acted in a variety of roles including head of regional research, regional strategist and head of regional property research. Mr. Churchouse gained a Bachelor of Arts degree and a Master of Social Sciences degree from the University of Waikato in New Zealand.

Mr. Churchouse has entered into a service contract as an independent non-executive director with the Company for a term of 3 years commencing from 1 November 2018. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Under the service contract, Mr. Churchouse will receive director's fees of HK\$400,000 per annum which was determined by board of Directors with reference to his duties and responsibilities with the Company and the prevailing market rate for his positions.

Mr. Churchouse has personal interests in 445,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Churchouse has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Churchouse has confirmed that there is no other information required to be brought to the attention of the shareholders and the Company or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his re-election as director of the Company.

Mr. Zhang Xuzhong, aged 48, was appointed as an executive director and a member of the Investment Committee of the Group on 10 January 2023. Mr. Zhang graduated from Southeast University (東南大學) in 1997 and obtained a Bachelor degree in civil engineering majoring in industrial and civil engineering (工民建). He graduated from the University of South Australia in 2004 and obtained a master degree in business administration. Mr. Zhang had served as the general manager of Zhejiang Longfor since joining the Group in 2014 and was re-designated as the vice president of the Group, as well as the general manager of the Group's property development segment in 2022. Mr. Zhang is a director of certain subsidiaries of the Group.

Mr. Zhang has entered into a service contract as an executive director with the Company for a term of 3 years from 10 January 2023. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. According to the terms of the contract, Mr. Zhang will not receive any director's fee of the company. He will receive a basic annual salary of RMB13,000,000 and discretionary bonus. The director's emoluments of Mr. Zhang was determined by board of Directors based on the recommendations of the remuneration committee of the Company, with reference the prevailing market rate.

Mr. Zhang has personal interest in 698,316 Shares and he has interest in 6,870,140 Shares granted under a restricted share award scheme through a trust within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, Mr. Zhang (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Zhang has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his re-election as Director.

Ms. Shen Ying, aged 47, she was appointed as an executive director and a member of the Remuneration Committee of the Company on October 28, 2022. Ms. Shen has been General Manager of Human Resources Department of the Group since October 2016. Ms. Shen has also served as chairperson of Longfor Foundation since September 2020. Ms. Shen obtained a Bachelor Degree in economics from Shanghai University (上海大學) in July 1998 and obtained a MBA at Boston College in May 2004. Prior to joining the Group, Ms. Shen worked at General Electric and CHP. Ms. Shen is a director of certain subsidiaries of the Group.

Ms. Shen has entered into a service contract as an executive director with the Company for a term of 3 years from 28 October 2022. She is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. According to the terms of the contract, Ms. Shen will not receive any director's fee of the company. She will receive a basic annual salary of RMB9,000,000 and discretionary bonus. The director's emoluments of Ms. Shen was determined by board of Directors based on the recommendations of the remuneration committee of the Company, with reference the prevailing market rate.

Ms. Shen has personal interest in 193,357 Shares. She is deemed to be interested in 29,000 shares of the Company through her spouse and she has interest in 4,118,670 Shares granted under a restricted share award scheme through a trust within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Shen (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Ms. Shen has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to her re-election as Director.

Mr. Xia Yunpeng, aged 48, he was appointed as a non-executive director, a member of each of the Remuneration Committee, Nomination Committee and Investment Committee of the Company on October 28, 2022. In July 2003, Mr. Xia obtained a Master Degree in Law from Tsinghua University. Mr. Xia served as the general manager of the Legal and Internal Audit Department of the Group from September 2007 to October 2013 and previously worked in the legal department of China Resources Land and Resources. Since November 2017, Mr. Xia has been the chief operating officer of Charm Talent International Limited, our controlling shareholder. Mr. Xia is a director of certain subsidiaries of the Group.

Mr. Xia has entered into a service contract as an independent non-executive director with the Company for a term of 3 years commencing from 28 October 2022. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Under the service contract, Mr. Xia will receive director's fees of HK\$400,000 per annum which was determined by board of Directors with reference to his duties and responsibilities with the Company and the prevailing market rate for his positions.

Mr. Xia does not have personal interests in any Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Xia has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Xia has confirmed that there is no other information required to be brought to the attention of the shareholders and the Company or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his re-election as director of the Company.

Mr. Leong Chong, aged 57, was appointed as an independent non-executive director of the Company on January 1, 2023. Mr. Leong is the chairman of the Remuneration Committee. He obtained his bachelor's degree in computer science from the University of California, Berkeley in the United States of America in December 1990. From July 1997 to June 2000, he worked as an analyst in the equity research division of Morgan Stanley Dean Witter. From June 2000 to October 2001, he was a director of the equity research department of Credit Suisse First Boston (Hong Kong) Limited. From June 2002 to September 2015, he worked in Morgan Stanley Asia Limited as the managing director of the investment banking division. From December 2016 to March 2019, he was the deputy general manager of S.F. Holding Co., Ltd. (順豐控股股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002352.SZ). Mr. Leong has been appointed as an independent non-executive director of JY Grandmark Holdings Limited (景業名邦集團控股有限公司) (a company listed on the Stock Exchange, stock code: 2231) and Central China New Life Limited (建業新生活有限公司) (a company listed on the Stock Exchange, stock code: 9983) since November 2019 and April 2020, respectively.

Mr. Leong has entered into a service contract as an independent non-executive director with the Company for a term of 3 years commencing from 1 January 2023. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Under the service contract, Mr. Chan will receive director's fees of HK\$400,000 per annum which was determined by board of Directors with reference to his duties and responsibilities with the Company and the prevailing market rate for his positions.

Mr. Leong is deemed to be interested in 200,000 shares of the Company through his spouse, and he owns \$2,000,000 interest in senior notes issued by the Company in 2018 and \$2,500,000 interest in senior notes issued in 2019 through his spouse as the beneficial owner pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO").

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, (i) Mr. Leong has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Leong has confirmed that there is no other information required to be brought to the attention of the shareholders and the Company or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his re-election as director of the Company.

NOTICE OF ANNUAL GENERAL MEETING



LONGFOR GROUP HOLDINGS LIMITED

龍湖集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 960)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Longfor Group Holdings Limited (the “**Company**”) will be held at 2:30 p.m., on Friday, 16 June 2023 electronically, for the purpose of considering and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2022;
2. To declare a final dividend of RMB0.80 per Share for the year ended 31 December 2022;
3.
 - (i) To re-elect Mr. Zhao Yi as an executive director of the Company;
 - (ii) To re-elect Mr. Frederick Peter Churchouse as an independent non-executive director of the Company;
 - (iii) To re-elect Mr. Zhang Xuzhong as an executive director of the Company;
 - (iv) To re-elect Ms. Shen Ying as an executive director of the Company;
 - (v) To re-elect Mr. Xia Yunpeng as a non-executive director of the Company;
 - (vi) To re-elect Mr. Leong Chong as an independent non-executive director of the Company; and
 - (vii) To authorise the board of directors of the Company to fix the Directors’ remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the board of directors to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolutions of the Company:

“THAT:

- (a) subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) or securities convertible into Shares and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power during or after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company as at the date of this Resolution carrying a right to subscribe for or purchase shares or otherwise convertible into shares; or (iii) the exercise of the subscription rights under the share option schemes of the Company; or (iv) any scrip dividend scheme or similar arrangement for the grant or issue of shares or rights to acquire Shares of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution); and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association of the Company and any applicable laws; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares on the Stock Exchange subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of the shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution); and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company and any applicable laws; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

- 7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** subject to the passing of ordinary resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to ordinary resolution numbered 5 be and is hereby extended by the addition to the total number of shares of the Company which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6, provided that such extended amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of the said Resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution).”

By Order of the Board
Longfor Group Holdings Limited
Chen Xuping
Chairman

Hong Kong, 27 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the AGM) for the proxy to receive the login access code to participate online in Tricor e-Meeting System.

Registered Shareholders will be able to attend the AGM, vote and submit questions online via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

Non-registered holders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the AGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the “**Intermediary**”) and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the AGM electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary.

Details regarding the e-Meeting System including the login details will be emailed to them by the Company’s branch share registrar, Tricor Investor Services Limited.

- (b) Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member. In addition, a proxy or proxies representing a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- (c) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, or via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting (as the case may be).
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
- (e) The register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the annual general meeting to be held on Friday, 16 June 2023, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 12 June 2023.
- (f) The register of members of the Company will be closed from Tuesday, 11 July 2023 to Wednesday, 12 July 2023, both days inclusive, during which period no transfer of shares of the Company will be effected. To qualify for the proposed dividend, all share transfers documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 10 July 2023.

NOTICE OF ANNUAL GENERAL MEETING

- (g) Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof should such member so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.
- (h) An explanatory statement containing further details regarding ordinary resolutions numbered 5 to 7 above will be sent to shareholders together with the 2022 Annual Report.
- (i) With regard to item no. 3 in this notice, details of the retiring Directors, namely Mr. Zhao Yi, Mr. Frederick Peter Churchouse, Mr. Zhang Xuzhong, Ms. Shen Ying, Mr. Xia Yunpeng and Mr. Leong Chong proposed be re-elected as directors of the Company are set out in the Appendix II to the circular to shareholders of the Company dated 27 April 2023.
- (j) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the Meeting will be taken by poll except where the chairman of the Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

As at the date of this announcement, the Board comprises nine members: Mr. Chen Xuping, Mr. Zhao Yi, Mr. Zhang Xuzhong and Ms. Shen Ying who are executive directors; Mr. Xia Yunpeng who is non-executive director; and Mr. Frederick Peter Churchouse, Mr. Chan Chi On, Derek, Mr. Xiang Bing and Mr. Leong Chong who are independent non-executive directors.