

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



寶新置地集團有限公司 GLORY SUN LAND GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 299)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Glory Sun Land Group Limited (the “**Company**”) will be held at Unit 1908, 19/F., Lippo Centre, Tower Two, No. 89 Queensway, Admiralty, Hong Kong at 11:00 a.m. on Wednesday, 20 March 2024 for the purpose of considering, and if thought fit, passing with or without modification the following resolution:

ORDINARY RESOLUTION

“**THAT:**

- (i) the conditional settlement agreement (the “**Settlement Agreement**”) (a copy of which has been produced at the EGM and marked “A” and initialled by the chairman of the EGM for the purpose of identification) dated 26 January 2024 entered into among the Company, Yunnan International Holding Group Limited (雲能國際控股集團有限公司) (“**Yunnan International**”), Shenzhen Chixu Industrial Co., Ltd.* (深圳馳旭實業有限公司) (an indirect non-wholly owned subsidiary of the Company) (“**Shenzhen Chixu**”), Shanghai Baoyi Supply Chain Co., Ltd.* (上海寶羿供應鏈有限公司) (an indirect wholly-owned subsidiary of the Company) (“**Shanghai Baoyi**”) and YEIG International Engineering Co., Ltd.* (雲南能投國際工程有限公司) (an associated company of Yunnan International) (“**YEIG International**”) in relation to, among other matters, the partial settlement of the outstanding corporate bonds (“**Corporate Bonds**”) issued by the Company to Yunnan International with outstanding principal amount and interest accrued thereon of approximately RMB413.21 million (equivalent to approximately HK\$450.40 million) in aggregate as at 26 January 2024. Pursuant to the Settlement Agreement,
- (a) the Company shall procure Shenzhen Chixu to transfer the entire equity interests in Shenzhen Hongguanghao Industrial Co., Ltd.* (深圳宏廣浩實業有限公司) (“**Shenzhen Hongguanghao**”) to YEIG International, as the nominee of Yunnan International. Shenzhen Hongguanghao holds a total of 29 commercial units in Block Nos. 16, 17, 18, 19 and 20 at Nos. 301-3, 301, 299, 299-1 and 299-2 Xijiang North Street, Yuhong District, Shenyang, Liaoning Province, the PRC (中國遼寧省瀋陽市於洪區西北北街301-3, 301, 299, 299-1及299-2號第16, 17, 18, 19及20座) for commercial use, with a total gross floor area of approximately 12,304.62 sq.m. and the term of the land use rights expiring on 6 December 2052; and

- (b) the Company shall procure Shenzhen Chixu to transfer the entire equity interests in Shenzhen Virdom Education Investments Company Limited* (深圳唯致教育投資有限公司) to YEIG International, as the nominee of Yunnan International. Shenzhen Virdom holds a total of 12 residential units in Block Nos. 1 and 2 at No. 307 Xijiang North Street, Yuhong District, Shenyang, Liaoning Province, the PRC (中國遼寧省瀋陽市於洪區西江北街307號第1及2座) for residential use, with a total gross floor area of approximately 1,733.26 sq.m. and the term of the land use rights expiring on 6 December 2082; and
- (c) the Company shall procure Shanghai Baoyi to transfer the entire equity interests of Shenzhen Baoxin Trading Company Limited* (深圳寶新商貿有限公司) (“**Shenzhen Baoxin Trading**”) to YEIG International, as the nominee of Yunnan International. Shenzhen Baoxin Trading holds (i) a total of 16 commercial units located at Hefei Time Original Garden, No. 82 Baxia Road, Hefei Economic and Technological Development Area, Hefei, Anhui Province, the PRC (中國安徽省合肥市經開區壩下路82號合肥時光原著花園) for residential and commercial services uses, with a total gross floor area of approximately 1,943.39 sq.m. and the term of the land use rights expiring on 30 July 2081; and (ii) a total of 33 commercial units located at Hefei Lingxiang Garden, No. 449 Huangshan Road, Shushan District, Hefei City, Anhui Province, the PRC (中國安徽省合肥市蜀山區黃山路449號合肥領翔花園) for commercial and commercial services uses, with a total gross floor area of approximately 6,062.52 sq.m. and the term of the land use rights expiring on 18 June 2049.

A total amount of not less than approximately RMB239.85 million (equivalent to approximately HK\$261.44 million) but not more than approximately RMB250.80 million (equivalent to approximately HK\$273.37 million) shall be offset against the outstanding Corporate Bonds pursuant to the Settlement Agreement. The transactions contemplated under the Settlement Agreement be and are hereby approved, ratified and confirmed; and

- (ii) any one Director (or any two Directors if the affixing of the common seal of the Company is necessary) be and is/are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Settlement Agreement and the transactions contemplated thereunder and the implementation thereof, including, without limitation, the affixing of common seal of the Company thereon.”

* *For identification purposes only*

By order of the Board of
Glory Sun Land Group Limited
Mr. Yao Jianhui
Chairman

Hong Kong, 29 February 2024

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Unit 1002, 10th Floor,
Silvercord Tower 1
30 Canton Road
Tsim Sha Tsui, Kowloon
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxy(ies) (if he/she/it is the holder of two or more shares) to attend and, on a poll, vote instead of him/her/it at the EGM that the appointment shall specify the number and class of shares in respect of which such proxy is so appointed. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be).
3. Completion and return of a form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or at any adjournment thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of that share shall be accepted to the exclusion of the votes of the other registered holders.
5. The register of members of the Company will be closed from Friday, 15 March 2024 to Wednesday, 20 March 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the EGM, all completed share transfer forms, accompanied by the relevant certificates, must be lodged 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 for registration not later than 4:30 p.m. on Thursday, 14 March 2024.

As at the date hereof, the executive Directors are Mr. Yao Jianhui and Ms. Xia Lingjie; the non-executive Director is Ms. Zhan Yushan; and the independent non-executive Directors are Ms. He Suying, Mr. Shi Fazhen and Dr. Tang Lai Wah.