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If you have sold or transferred all your shares in Greenland Hong Kong Holdings Limited (the "Company"), you should at once hand this document to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

GREENLAND HONG KONG HOLDINGS LIMITED

綠地香港控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 337)

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

A letter from the chairman of the Company is set out on pages 3 to 9 of this document. A notice convening the annual general meeting (the "AGM") of the shareholders of the Company to be held at Queensway and Victoria Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 4 June 2014 at 10:00 a.m. is set out on pages 13 to 16 of this document.

A form of proxy for the AGM is enclosed with this document. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the principal place of business of the Company at Unit 5711, 57th Floor, The Center, 99 Queen's Road Central, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion and return of a form of proxy will not preclude you from attending and voting at the AGM in person.

This document includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange for the purpose of giving information with regard to the Company. The directors of the Company collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2 May 2014

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE CHAIRMAN	3
APPENDIX I — EXPLANATORY STATEMENT FOR THE SHARE REPURCHASE MANDATE	10
APPENDIX II — NOTICE OF AGM	13

DEFINITIONS

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

“2013 Annual Report”	the 2013 annual report of the Company
“AGM”	the annual general meeting of the Company to be held at Queensway and Victoria Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 4 June 2014 at 10:00 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors or a duly authorized committee of the board of Directors
“Company”	Greenland Hong Kong Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the main board operated by the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“CPS”	non-voting convertible preference shares of HK\$0.50 each in the share capital of the Company
“Director(s)”	director(s) of the Company from time to time
“Gluon Xima”	Gluon Xima International Limited, a wholly-owned subsidiary of Greenland Holding Group
“Greenland Holding Group”	Greenland Holding Group Company Limited (綠地控股集團有限公司), a state-controlled enterprise group headquartered in Shanghai and principally engaged in real estate, energy and finance business
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	29 April 2014, being the latest practicable date prior to the printing of this document for ascertaining certain information for inclusion in this document
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum”	the memorandum of association of the Company as amended from time to time
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.50 each in the share capital of the Company (or of such other nominal amount as comprising the ordinary share capital of the Company as shall result from any sub-division or consolidation of the share capital of the Company from time to time)
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE CHAIRMAN

GREENLAND HONG KONG HOLDINGS LIMITED

綠地香港控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 337)

Executive Directors:

Mr. Chen Jun *(Chairman and Chief Executive Officer)*

Mr. Wang Weixian *(Honorary Chairman)*

Mr. Hou Guangjun *(Chief Operation Officer)*

Mr. Wu Zheng Kui

Ms. Wang Xuling

Mr. You Defeng *(Chief Financial Officer)*

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Cheong Ying Chew, Henry

Mr. Fong Wo, Felix, JP

Mr. Jiang Simon X.

Mr. Kwan Kai Cheong

*Principal place of business
in Hong Kong:*

Unit 5711, 57th Floor

The Center

99 Queen's Road Central

Hong Kong

2 May 2014

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this document is to provide you with information regarding the resolutions to be proposed at the AGM involving (1) the re-election of retiring Directors; (2) the change of auditors of the Company; (3) the declaration of a final dividend; and (4) the grant to the Directors general mandates to allot, issue and deal with additional Shares and to repurchase Shares, and the extension of the general mandate to allot, issue and deal with new Shares by the addition thereto of any Shares repurchased by the Company.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles, Mr. Wang Weixian, Ms. Wang Xuling, Mr. Jiang Simon X. and Mr. Kwan Kai Cheong will retire at the AGM and all these Directors (except Mr. Jiang Simon X.), being eligible, have offered themselves for re-election. Mr. Jiang

LETTER FROM THE CHAIRMAN

Simon X. has decided not to stand for re-election due to personal commitments and will retire from the Board with effect from the conclusion of the AGM. There is no disagreement between Mr. Jiang Simon X. and the Board, and there is no matter which needs to be brought to the attention of the Shareholders relating to his retirement.

Recommendations of the Nomination Committee

In accordance with the terms of reference of the nomination committee of the Company (the “Nomination Committee”), the Nomination Committee has:

- (a) evaluated the performance and the contribution of each of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation; and
- (b) assessed the independence of the independent non-executive Director to be re-elected, being Mr. Kwan Kai Cheong.

The Nomination Committee is of the opinion that:

- (a) the performance of each of Mr. Wang Weixian, Ms. Wang Xuling, and Mr. Kwan Kai Cheong was satisfactory; and
- (b) based on the information available to the Nomination Committee, the Nomination Committee considered Mr. Kwan Kai Cheong as independent of the Company.

Accordingly, the Nomination Committee recommended to the Board to propose to re-elect Mr. Wang Weixian, Ms. Wang Xuling, and Mr. Kwan Kai Cheong as Directors.

Mr. Kwan Kai Cheong has also given to the Company an annual confirmation of his independence. The Board, therefore, considers Mr. Kwan Kai Cheong to be independent of the Company. The Board believes the retiring directors should be re-elected.

The qualifications, previous experience and major appointments of all the Directors who stand for re-election at the AGM are set out in the “Directors and Senior Management Profiles” section contained in the 2013 Annual Report. The biographical details of each of the retiring Directors, as required to be disclosed pursuant to rule 13.51(2) of the Listing Rules, are set out below for the Shareholders’ consideration.

Mr. Wang Weixian (aged 50)

Mr. Wang is the Honorary Chairman and founder of the Company.

He is the brother of Ms. Wang Xuling, an executive Director of the Company. Mr. Wang did not hold any directorship in other listed companies in the last three years.

LETTER FROM THE CHAIRMAN

Mr. Wang entered into a service agreement with the Company commenced from 10 October 2006 for a term of three years and renewable thereafter by mutual agreement provided that at any time during the term of appointment, either party may terminate the appointment by giving to the other six months' prior notice. Pursuant to Mr. Wang's service agreement, he was entitled to a monthly remuneration of RMB51,750 and HK\$250,000 for the year 2013.

As at the Latest Practicable Date, Mr. Wang was deemed to be interested in an aggregate of 148,552,925 Shares and 594,211,704 CPS (together representing approximately 28.27% of the entire issued share capital of the Company) within the meaning of Part XV of the SFO, details of which are set out below:

- (a) 123,450,826 Shares and 493,803,306 CPS, together representing approximately 23.49% of the entire issued share capital of the Company, were held by SPG Investment Holdings Ltd., a wholly-owned subsidiary of SPG Asset Management Limited, which is a wholly-owned subsidiary of Brilliant Bright Investment Limited, which is a wholly-owned subsidiary of HSBC International Trustee Limited as trustee of a discretionary trust of which family members of Mr. Wang including Mr. Wang and Ms. Wang Xuling are discretionary objects; and
- (b) 25,103,099 Shares and 100,408,398 CPS, together representing approximately 4.78% of the entire issued share capital of the Company, were held by Prestige Glory Enterprises Limited which is entirely beneficially owned by Mr. Wang.

Save as disclosed, Mr. Wang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders.

Ms. Wang Xuling (aged 53)

Ms. Wang was appointed as an executive Director on 10 July 2007 and is also a member of the Remuneration Committee. She is a sister of Mr. Wang Weixian, the Honorary Chairman of the Board. Ms. Wang did not hold any directorship in other listed companies in the last three years.

Ms. Wang entered into a service agreement with the Company for a term of three years commenced from 10 July 2010. Pursuant to Ms. Wang's service agreement, her monthly remuneration was RMB50,000 and HK\$380,000 for the year ended 31 December 2013.

LETTER FROM THE CHAIRMAN

As at the Latest Practicable Date, Ms. Wang was deemed to be interested in an aggregate of 137,701,274 Shares and 493,803,306 CPS (together representing approximately 24.03% of the entire issued share capital of the Company) within the meaning of Part XV of the SFO. Out of these Shares, 10,250,448 Shares were held by Boom Rich Investments Limited which is in turn entirely beneficially owned by Ms. Wang, 123,450,826 Shares and 493,803,306 CPS were held by a discretionary trust of which family members of Mr. Wang including Ms. Wang are discretionary objects and 4,000,000 Shares being Ms. Wang's interest in an award of 4,000,000 Shares made to her under the Company's share award scheme. Save as disclosed above, as at the Latest Practicable Date, Ms. Wang did not have any interest (within the meaning of Part XV of the SFO) in the securities of the Company.

Save as disclosed, Ms. Wang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders.

Mr. Kwan Kai Cheong (aged 64)

Mr. Kwan was appointed as an independent non-executive Director on 19 September 2006. He is also the Chairman of the audit and remuneration committees and a member of the nomination committee of the Company. Mr. Kwan is also a non-executive director of China Properties Group Limited which is listed on the Main Board of the Stock Exchange. He is an independent non-executive director for several listed companies in Hong Kong, namely Hutchison Harbour Ring Limited, Win Hanverky Holdings Limited, United Photovoltaics Group Limited and Sunlight REIT (which are all listed on the Main Board of the Stock Exchange). He is also an independent non-executive director of Galaxy Resources Limited, a company listed on the Australian Securities Exchange, with effect from 13 October 2010. Mr. Kwan was appointed an independent non-executive director of Soundwill Holdings Limited, a company listed on the Main Board of the Stock Exchange, on 30 September 2004 and had resigned on 7 January 2011. He was appointed an independent non-executive director of JF Household Furnishings Limited on 8 March 2005 and had resigned on 16 August 2011. Mr. Kwan was an independent non-executive director of Hutchison Telecommunications International Limited, a company previously listed on the Main Board of the Stock Exchange which has withdrawn from listing with effect from 25 May 2010. Further, Mr. Kwan was also a director of Yaohan International Holdings Limited, a company previously listed on the Main Board which is pending liquidation. Save as disclosed above, Mr. Kwan does not hold any directorship in other listed companies in the past three years.

Mr. Kwan has entered into a service agreement with the Company for a term of one year commenced from 10 October 2006 and renewable by mutual agreement on annual basis. Mr. Kwan received a Director's fee of HK\$349,140 for the year 2013. Mr. Kwan does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any other position with the Company or any member of the Group. As at the Latest Practicable Date, Mr. Kwan was interested (within the meaning of Part XV of the SFO) in 500,000 Shares.

LETTER FROM THE CHAIRMAN

General

- (i) The emoluments of all Directors are determined on the basis of the relevant Director's experience, level of responsibilities within the Group and the current market situation.
- (ii) Save for the information set out in this section and in the 2013 Annual Report, there is no other matter that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules.

CHANGE OF AUDITORS

As disclosed in the Company's announcement on 29 April 2014, KPMG, Certified Public Accountants ("KPMG") will retire as the auditors of the Company with effect from the conclusion of the AGM and will not seek re-appointment. KPMG has confirmed in writing that there were no matters connected with its retirement that need to be brought to the attention of the shareholders of the Company. To the best knowledge of the Board and the Audit Committee, there are no matters in respect of the proposed change of auditors of the Company that need to be brought to the attention of the shareholders of the Company.

The Board considered that, since KPMG have been the auditors of the Company for a number of years, it is an appropriate time to change the auditors of the Company. With the recommendation of the Audit Committee, it is proposed to appoint Deloitte Touche Tohmatsu, Certified Public Accountants as the new auditors of the Company to fill the vacancy following the retirement of KPMG, and to hold office until the conclusion of the next annual general meeting of the Company in 2015, subject to the approval of the shareholders of the Company at the AGM. An ordinary resolution will be put forward at the AGM for the proposed appointment of auditors.

FINAL DIVIDEND

The directors resolved to recommend a final dividend of HK\$0.05 per Share and HK\$0.05 per CPS to be paid to holders of Shares and CPS whose names appear on the register of members of the Company on 13 June 2014. Subject to the passing of the relevant resolution at the AGM, the final dividend is expected to be paid to the shareholders in or before July 2014, in cash in Hong Kong dollars.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

As the general mandates granted to the Directors to allot, issue, and deal with and repurchase Shares respectively pursuant to resolutions passed by the Shareholders at the Company's previous annual general meeting held on 3 June 2013 will lapse at the conclusion of the AGM, resolutions will be proposed at the AGM to renew the grant of these general mandates. The relevant resolutions, in summary, are:

- an ordinary resolution to grant to the Directors a general and unconditional mandate to allot, issue, and deal with additional securities of the Company

LETTER FROM THE CHAIRMAN

(including, inter alia, offers, agreements, options, warrants or similar rights in respect thereof) not exceeding 20% of the aggregate nominal value of the Company's Shares as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held, or at any time when the said mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the "Issue Mandate"). On the basis of 1,142,291,423 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, exercise in full of the Issue Mandate could result in up to 228,458,284 Shares being issued by the Company;

- an ordinary resolution to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the aggregate nominal value of the Company's Shares as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held, or at any time when the said mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the "Share Repurchase Mandate"); and
- conditional on the passing of the resolutions to grant the Issue Mandate and the Share Repurchase Mandate, an ordinary resolution to authorise the Directors to exercise the powers of the Company to allot, issue, and deal with additional securities under the Issue Mandate by adding those Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

The explanatory statement providing the requisite information regarding the Share Repurchase Mandate as required to be sent to Shareholders under the Listing Rules is set out in Appendix I to this document.

AGM

The notice convening the AGM is set out in Appendix II to this document. At the AGM, amongst others, ordinary resolutions will be proposed to approve the re-election of the retiring Directors, the change of auditors, the declaration of a final dividend, the granting of the Issue Mandate and the Share Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Share Repurchase Mandate.

A form of proxy for use at the AGM is enclosed with this document. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's principal place of

LETTER FROM THE CHAIRMAN

business at Unit 5711, 57th Floor, The Center, 99 Queen's Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

Pursuant to rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the AGM will be voted by way of a poll by the Shareholders.

RECOMMENDATION

The Directors consider that the proposed resolutions regarding the re-election of the retiring Directors, the change of auditors, the declaration of a final dividend, the granting of the Issue Mandate and the Share Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Share Repurchase Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolutions.

Yours faithfully,
Chen Jun
Chairman

This is the explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to be given to all Shareholders relating to the resolutions to be proposed at the AGM authorizing the Share Repurchase Mandate.

1. EXERCISE OF THE SHARE REPURCHASE MANDATE

On the basis of 1,142,291,423 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, exercise in full of the Share Repurchase Mandate could result in up to 114,229,142 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Share Repurchase Mandate up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and (iii) the revocation or variation of the Share Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from Shareholders to enable the Company to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earnings per Share.

The Directors are seeking the grant of the Share Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the applicable laws of the Cayman Islands. Such funds include profits available for distribution.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts as contained in the 2013 Annual Report) in the event that the Share Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

No Directors or (to the best knowledge of the Directors having made all reasonable enquiries) any of their respective associates have any present intention, in the event that the Share Repurchase Mandate is approved and exercised, to sell Shares to the Company. No connected persons have notified the Company that they have any present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Repurchase Mandate is approved and exercised.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the Memorandum, the Articles and the applicable laws of the Cayman Islands.

6. TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code. A waiver of this provision would not normally be given except in extraordinary circumstances. As at the Latest Practicable Date, Gluon Xima and Greenland Holding Group had or were taken or deemed to have an aggregate interests (within the meaning of Part XV of the SFO) of approximately 60.0% of the issued ordinary share capital of the Company. In the event that the Directors should exercise in full the Share Repurchase Mandate, their aggregate interests would (assuming that there is no change in relevant circumstances) be increased to approximately 66.67% of the issued ordinary share capital of the Company.

The Directors are not aware of any Shareholder, or group of Shareholders acting in concert, who will become obliged to make a general offer to Shareholders under Rules 26 and 32 of the Takeovers Code.

The Directors will use their best endeavors to ensure the Share Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25% of the issued share capital of the Company.

7. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date are as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April 2013	19.25	13.05
May 2013	51.60	28.55
June 2013	48.00	34.15
July 2013	41.00	32.10
August 2013	39.00	7.05
September 2013	7.25	5.61
October 2013	6.53	5.28
November 2013	5.56	4.08
December 2013	4.47	3.38
January 2014	5.84	3.50
February 2014	5.03	3.98
March 2014	4.65	3.50
April 2014 (up to the Latest Practicable Date)	4.20	3.39

GREENLAND HONG KONG HOLDINGS LIMITED

綠地香港控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 337)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Greenland Hong Kong Holdings Limited (the “Company”) will be held at Queensway and Victoria Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 4 June 2014 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2013.
2.
 - A. To re-elect Mr. Wang Weixian as an executive director of the Company (“Director”).
 - B. To re-elect Ms. Wang Xuling as an executive Director.
 - C. To re-elect Mr. Kwan Kai Cheong as an independent non-executive Director.
3. To authorize the board of Directors to fix the Directors’ remuneration for the year ending 31 December 2014.
4. To appoint Deloitte Touche Tohmatsu, Certificate Public Accountants as auditors of the Company and to authorize the board of Directors to fix their remuneration.
5. To declare a final dividend for the year ended 31 December 2013 of HK\$0.05 per Share and HK\$0.05 per CPS.
6. As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:
 - 6.A. “THAT:
 - (a) subject to paragraph (c), the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional ordinary shares (the “Shares”) in the capital of the Company or securities convertible into such Shares or warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; (iii) the exercise of options under the share option scheme of the Company for the time being adopted; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company's Articles of Association, shall not exceed 20 per cent. of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

"Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

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

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of Shares of the Company on the register on a fixed record date in proportion to their holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong)."

6.B. "THAT:

- (a) subject to paragraph (b), the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase its own ordinary shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the ordinary share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) the expression "Relevant Period" shall for the purposes of this resolution have the same meaning as ascribed to it in ordinary resolution 6.A. set out in this notice."

6.C. "THAT conditional upon resolutions 6.A. and 6.B. set out in this notice being passed, the aggregate nominal amount of ordinary shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution 6.B. shall be added to the aggregate nominal amount of ordinary share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution 6.A., provided that the amount of ordinary share capital repurchased by the Company shall not exceed 10 per cent. of the total nominal amount of the ordinary share capital of the Company in issue on the date of this resolution."

By order of the Board
Greenland Hong Kong Holdings Limited
Lee Mei Yi
Company Secretary

Hong Kong, 2 May 2014

Principal office:
Unit 5711, 57th Floor
The Center
99 Queen's Road Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the principal office of the Company at Unit 5711, 57th Floor, The Center, 99 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
3. The register of members of the Company will be closed from Friday, 30 May 2014 to Wednesday, 4 June 2014 (both days inclusive) during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the annual general meeting to be held on Wednesday, 4 June 2014, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrars in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 29 May 2014.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.