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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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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SPRINGLAND
Springland International Holdings Limited
華地國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1700)

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

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the AGM of the Company to be held at 10:00 a.m. on Friday, 24 May 2019 at the Conference Room, 26th Floor, Wuxi Jinling Hotel, No.1 Xianqian East Street, Wuxi, Jiangsu, PRC is set out on pages 12 to 16 of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are intending to attend and vote at the AGM, you are requested to read the notice and complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 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. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company scheduled to be held at 10:00 a.m. on Friday, 24 May 2019 at the Conference Room, 26th Floor, Wuxi Jinling Hotel, No.1 Xianqian East Street, Wuxi, Jiangsu, PRC, or if applicable, any adjournment thereof, the notice of which is set out on pages 12 to 16 of this circular
“Articles”	the articles of association of the Company, as may be amended, supplemented or modified from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Springland International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$” and “cents”	Hong Kong dollars, and cents, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with new Shares of not exceeding 20% of the aggregate number of issued Shares as at the date of passing the relevant resolution for approving the grant of such mandate
“Latest Practicable Date”	8 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as may be amended, supplemented or modified from time to time

DEFINITIONS

“Memorandum”	the memorandum of association of the Company, as may be amended, supplemented or modified from time to time
“PRC”	The People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Relevant Period”	in respect of the Repurchase Mandate, has the meaning ascribed to it in paragraph (d) of resolution no. 7, and in respect of the Issue Mandate has the meaning ascribed to it in paragraph (d) of resolution no. 8 in the Notice of AGM in this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase the fully paid up Shares of not exceeding 10% of the aggregate number of issued Shares as at the date of passing the relevant resolution for approving the grant of such mandate
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as may be amended, supplemented or modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 30 September 2010
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as may be amended, supplemented or modified from time to time
“%”	per cent.

LETTER FROM THE BOARD



SPRINGLAND
Springland International Holdings Limited
華地國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1700)

Executive Director:
Chen Jianqiang

Non-executive Directors:
Tao Qingrong
Fung Hiu Chuen, John

Independent non-executive Directors:
Lin Zhijun
Zhang Weijiong
Cheung Yat Ming

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

Head office:
26th Floor,
Wuxi Jinling Hotel,
No. 1 Xianqian East Street,
Wuxi, Jiangsu, the PRC

*Principal place of business
in Hong Kong:*
Suite 1508, 15/F,
Cityplaza Four,
12 Taikoo Wan Road,
Taikoo Shing
Hong Kong

18 April 2019

To the Shareholders,

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM relating to: (i) grant of the Repurchase Mandate to the Directors; (ii) grant of the Issue Mandate to the Directors; and (iii) the proposed re-election of retiring Directors.

LETTER FROM THE BOARD

THE REPURCHASE MANDATE

As approved on the last annual general meeting of the Company held on 25 May 2018, a general unconditional mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of Shares in issue as at the date of passing the relevant resolution. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. As at the Latest Practicable Date, the Company has an issued share capital of HK\$20,250,000 divided into 2,025,000,000 Shares of HK\$0.01 each. Subject to the passing of an ordinary resolution to approve the Repurchase Mandate at the AGM and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, exercise of the Repurchase Mandate in full would result in up to a maximum of 202,500,000 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$2,025,000, being repurchased by the Company during the Relevant Period. An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

THE ISSUE MANDATE

As approved on the last annual general meeting of the Company held on 25 May 2018, a general mandate was granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate in order to provide flexibility and discretion to the Directors to issue new Shares. As at the Latest Practicable Date, the Company has an issued share capital of HK\$20,250,000 divided into 2,025,000,000 Shares of HK\$0.01 each. Subject to the passing of an ordinary resolution approving the Issue Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 405,000,000 Shares, representing 20% of the total number of Shares in issue and a share capital of HK\$4,050,000, being issued by the Company during the Relevant Period. In addition, an ordinary resolution will also be proposed to extend the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Chen Jianqiang and Mr. Fung Hiu Chuen, John will retire by rotation at the AGM. All the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice dated 18 April 2019 convening the AGM to be held at 10:00 a.m. on Friday, 24 May 2019 at the Conference Room, 26th Floor, Wuxi Jinling Hotel, No.1 Xianqian East Street, Wuxi, Jiangsu, PRC, is set out on pages 12 to 16 of this circular.

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at all general meetings of the Company 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. The chairman of the AGM will demand a poll for every resolution put to the vote at the AGM unless if there is any additional procedural or administrative matters to be voted at the AGM the chairman of the AGM may decide to allow such matters to be voted on by a show of hands.

A form of proxy for use by the 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 read the notice and complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Such form of proxy for use at the AGM is also published on the website of the Stock Exchange at www.hkexnews.hk. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that (i) the grant of the Repurchase Mandate and (ii) the grant of the Issue Mandate to the Directors (and the extension thereto as described in resolution 9 as set out in the notice of AGM on pages 12 to 16 of this circular); and (iii) the re-election of retiring Directors, are in the interests of the Company, the Group and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of all corresponding resolutions to be proposed at the AGM respectively.

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.

GENERAL

Your attention is also drawn to the appendices to this circular.

Yours faithfully,
By order of the Board
Springland International Holdings Limited
Chen Jianqiang
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement as required under the Listing Rules, to provide the requisite information to you for consideration of the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the Company has an issued share capital of HK\$20,250,000 divided into 2,025,000,000 Shares of HK\$0.01 each.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that none of the outstanding share options granted under the Share Option Scheme is exercised and no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to a maximum of 202,500,000 Shares, representing 10% of the total number of Shares in issue being repurchased by the Company during the Relevant Period.

REASONS FOR REPURCHASES

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to, and is in the best interests of, the Company and the Shareholders as a whole. Besides, the ability of the Company to repurchase Shares would also be beneficial to the Shareholders who retain their investment in the Company since their proportionate interest in the Company's assets would increase as a result of such repurchases. Furthermore, depending on market conditions and funding arrangements at that time, such repurchases may lead to an enhancement of the net value of the Company and its assets and/or earnings per Share. Such repurchases will only be made during the Relevant Period when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

The Directors propose that the repurchase of Shares under the proposed Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the Memorandum and the Articles and the applicable laws of the Cayman Islands. Under the laws of the Cayman Islands, repurchases of Shares by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or repurchase over the par value of the Shares to be repurchased must be paid out of the Company's profits or share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of the Company's capital.

The exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2018 in the results announcement of the Company dated 25 March 2019).

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the pertaining circumstances.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 months are as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	2.24	1.85
May	2.29	1.84
June	2.15	1.94
July	2.17	1.71
August	1.98	1.71
September	1.93	1.68
October	1.79	1.49
November	1.65	1.40
December	1.64	1.39
2019		
January	1.68	1.47
February	1.64	1.51
March	1.66	1.49
April (up to the Latest Practicable Date)	1.72	1.61

TAKEOVERS CODE

If, as a result of any Shares repurchased by the Company, a Shareholder's proportionate interest in voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, 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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, the Directors are not aware of any shareholder or a group of shareholders acting in concert who will become obliged to make a general offer under the Takeovers Code as a result of the exercise of the Repurchase Mandate. Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of repurchase, the exercise of the Repurchase Mandate in full may result in less than 25% of the total issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no present intention to exercise the Repurchase Mandate to the extent that less than 25% of the total number of issued Shares will be held by the public.

SHARE REPURCHASE BY THE COMPANY

The Company repurchased a total of 54,791,000 Shares on the Stock Exchange in the previous 6 months, details of which are set out as follows:

Date of Repurchase	No. of Shares	Highest HK\$	Lowest HK\$
6 December 2018	1,000,000	1.47	1.40
17 December 2018	949,000	1.60	1.57
18 December 2018	2,790,000	1.60	1.58
19 December 2018	629,000	1.60	1.58
20 December 2018	380,000	1.59	1.58
27 December 2018	700,000	1.50	1.47
3 January 2019	1,745,000	1.55	1.51
7 January 2019	1,462,000	1.55	1.52
14 January 2019	313,000	1.64	1.59
17 January 2019	8,066,000	1.67	1.64
18 January 2019	4,229,000	1.67	1.62
21 January 2019	937,000	1.66	1.63
22 January 2019	1,800,000	1.66	1.64
26 March 2019	10,328,000	1.59	1.56
28 March 2019	100,000	1.60	1.60
29 March 2019	2,170,000	1.62	1.61
3 April 2019	10,193,000	1.65	1.63
4 April 2019	7,000,000	1.65	1.65

GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and the Articles and the applicable laws of the Cayman Islands.

None of the Directors or, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected person has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

APPENDIX II PARTICULARS OF THE DIRECTORS TO BE RE-ELECTED AT THE AGM

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles:

EXECUTIVE DIRECTOR

Chen Jianqiang, aged 61, is the founder and Chairman of the Group and has been appointed as the Chief Executive Officer in March 2018. He has been the executive Director of the Company since June 2006. Mr. Chen is responsible for the overall corporate strategy planning, business development, investment and day-to-day business and management of the Group. Since the Group's incorporation in 1996, Mr. Chen has been engaging in retail business and actively participating in the management and development of the Group's business. He holds an executive master's degree in business administration from China Europe International Business School. Mr. Chen is the chairman of honors of the World Chinese Traders General Association (Hong Kong) Ltd. (香港華商世界貿易總會).

Pursuant to the existing service contract between Mr. Chen and the Company, the appointment of Mr. Chen was for a term of 3 years commencing from 21 October 2016 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Chen is the sole director and shareholder of Octopus Holdings Foundation, the controlling shareholder and an associated corporation of the Company. Save as disclosed above, Mr. Chen does not hold any other position in the Group and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Chen has not and did not hold any directorships in any other public listed companies in the last three years preceding the Latest Practicable Date. As at the Latest Practicable Date, Mr. Chen is interested in 1,442,500,000 Shares representing approximately 71.23% of the issued share capital of the Company and 1 share in Octopus Holdings Foundation, the controlling shareholder and an associated corporation of the Company, which are required to be disclosed pursuant to Part XV of the SFO. The current Director's fee payable to Mr. Chen is RMB1,073,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Chen is determined by reference to his duty and experience and the prevailing market rates for executives of a similar position.

Save as disclosed above, Mr. Chen has no other information which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

APPENDIX II PARTICULARS OF THE DIRECTORS TO BE RE-ELECTED AT THE AGM

NON-EXECUTIVE DIRECTOR

Mr. Fung Hiu Chuen, John (馮曉邨先生), aged 51, was appointed as a non-executive Director in July 2010. Mr. Fung is member of the nomination committee and remuneration committee of the Company. Mr. Fung is currently the managing director of Global Link (CHINA) Company Limited, a company engaged in supply of TV media programmes. He had previously worked as a senior manager of the North Asia division of ESPN ASIA Limited, a diversified sports, entertainment and media company from 1995 to 1997. Mr. Fung holds a Bachelor of Science degree from Cornell University in Ithaca, New York, the USA.

Pursuant to the letter of appointment entered into between Mr. Fung and the Company, the appointment of Mr. Fung was for a term of 3 years commencing from 21 October 2016 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Save as disclosed above, Mr. Fung does not hold any other position with the Group and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. He has not and did not hold any directorship in any other public listed companies in the last three year preceding the Latest Practicable Date. As at the Latest Practicable Date, Mr. Fung does not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO. The current Director's fee payable to Mr. Fung is HK\$360,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Fung was determined by reference to his duty and experience and the prevailing market rates for executives of a similar position.

Save as disclosed above, Mr. Fung has no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

NOTICE OF AGM



SPRINGLAND

Springland International Holdings Limited

華地國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1700)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (or at any adjournment thereof) (“AGM”) of Springland International Holdings Limited (the “Company”) will be held at 10:00 a.m. on Friday, 24 May 2019 at the Conference Room, 26th Floor, Wuxi Jinling Hotel, No.1 Xianqian East Street, Wuxi, Jiangsu, PRC, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and of the auditors for the year ended 31 December 2018;
2. To declare a final dividend of HK\$7 cents per share for the year ended 31 December 2018;
3. To re-elect Mr. Chen Jianqiang, as an executive director of the Company;
4. To re-elect Mr. Fung Hiu Cheun, John, as a non-executive director of the Company;
5. To authorize the board of directors of the Company to fix the directors’ remuneration;
6. To re-appoint Ernst & Young as the auditor of the Company and to authorize the board of directors of the Company to fix auditor’s remuneration;
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of HK\$0.01 each (“Share”) in the share capital of the Company, subject to and in accordance with all applicable laws and rules including the Rules (“Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Future Commission of Hong Kong (the “SFC”) and Stock Exchange for such purpose be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its Shares at a price to be determined by the Directors;
- (c) the Aggregate number of the Shares which are authorised to be repurchased by Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly. In case by operation of applicable laws and regulations the nominal value of the shares of the Company becomes zero or is abolished, the authority granted to the Directors to exercise the powers of the Company to repurchase Shares in paragraph (a) above shall be limited to such number of Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of this resolution subject to adjustment in a proportionate manner upon the occurrence of each of consolidation or subdivision of Shares during the Relevant Period, if any; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the 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 any applicable laws or the Company’s articles of association to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this resolution.”

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

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to Listing Rules and all applicable laws and regulations, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with new Shares or securities convertible into Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in the above paragraph (a) shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion during the Relevant Period (as hereinafter defined) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of any option scheme or similar arrangement for the time being adopted by the Company for the purpose of granting or issuing Shares or a right to acquire Shares to the Directors, officers and/or employees of the Company and/or any of its subsidiaries; or
 - (iii) issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrant of the Company or any securities which are convertible into Shares; or
 - (iv) issue of Shares as scrip dividend or similar arrangement in lieu of the whole or part of dividend on Shares in accordance with the articles of association of the Company and other relevant applicable laws and regulations from time to time, shall not exceed 20% of the number of issued Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly.

In case by operation of applicable laws and regulations the nominal value of the Shares becomes zero or is abolished, the authority granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares in paragraph (a) above, otherwise than pursuant to the circumstances set out in items (i) to (iv) in this paragraph (c), shall be limited to such number of Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of this resolution subject to adjustment in a proportionate manner upon the occurrence of each of consolidation or subdivision of Shares during the Relevant Period, if any; and

NOTICE OF AGM

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the 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 any applicable laws or the Company’s articles of association to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this resolution.

“**Rights issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares or offer or issue of warrants, option or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory applicable to the Company).”

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

“**THAT** conditional upon the passing of resolutions nos. 8 and 9 as set out in the notice convening the AGM, the general mandate granted to the Directors pursuant to resolution no. 8 as set out in the notice convening the AGM be and is hereby extended by the addition thereto of an amount representing the aggregate number of issued Shares repurchased by the Company under the authority granted pursuant to resolution no. 8 as set out in the notice convening the AGM, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this resolution.”

By order of the Board
Springland International Holdings Limited
Chen Jianqiang
Chairman

Hong Kong, 18 April 2019

NOTICE OF AGM

Notes:

1. The register of members of the Company will be closed from 20 May 2019 (Monday) to 24 May 2019 (Friday) (both days inclusive), during which period no transfer of share(s) will be effected. In order to be eligible to attend and vote at the AGM of the Company to be held on 24 May 2019 (Friday), all transfers documents, accompanied by the relevant share certificates, must be lodged with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 17 May 2019 (Friday).
2. Any shareholder entitled to attend and vote at the AGM or any adjournment thereof is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
4. In order to be valid, a form of proxy in the prescribed form 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 Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the AGM.
5. For the purpose of determining the entitlement to the final dividend for the year ended 31 December 2018 (if approved), the register of members of the Company will be closed from 30 May 2019 (Thursday) to 4 June 2019 (Tuesday) (both dates inclusive), during which period no transfer of share(s) will be effected. To be entitled to the final dividend for the year ended 31 December 2018 (if approved), all transfers documents, accompanied by the relevant share certificates, must be lodged with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 29 May 2019 (Wednesday).
6. Members of the Company are advised to read the circular dated 18 April 2019 which contains information concerning the relevant resolutions to be proposed in this notice.