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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)

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES

This announcement is made by Greenland Hong Kong Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that it proposes (i) to make certain amendments (the “**Proposed Amendments**”) to the amended and restated articles of association of the Company currently in force (the “**Articles**”) and the memorandum of association of the Company currently in force (the “**Memorandum**”) for the purposes of, among other things, bringing the Memorandum and Articles in line with the Listing Rules, including Appendix 3 of the Listing Rules with respect to core shareholder protection standards, and making other consequential and housekeeping amendments including but not limited to better align the wording with those of the applicable laws of the Cayman Islands and the Listing Rules; and (ii) to adopt the amended and restated Memorandum and Articles (the “**Amended and Restated M&A**”) incorporating and consolidating all the Proposed Amendments and all other previous amendments thereto. The Proposed Amendments and the adoption of the Amended and Restated M&A are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held on Friday, 30 June 2023 (the “**AGM**”).

The major changes brought about by the Proposed Amendments are summarised below:

Amendment to the Memorandum

1. to reflect the current name of the Company;
2. to replace all references to the “Companies Law” with the “Companies Act”;
3. to reflect the current address of the registered office;
4. to update the subject clauses;

5. to reflect the current share capital of the Company; and
6. other housekeeping amendments to the Memorandum are also proposed, including to better align the wording with those of the applicable laws of the Cayman Islands.

Amendments to the Articles

1. to insert the definitions of “Act” and “close associate” and to make corresponding changes to the relevant provisions of the amended and restated Articles;
2. to remove the definitions of “associate”, “Law” and “Subsidiary and Holding Company”;
3. to clarify that references to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities;
4. to clarify that a reference to a meeting shall mean a meeting convened and held in any manner permitted by the amended and restated Articles and to provide that any Shareholder or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting and shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to the amended and restated Articles;
5. to clarify that references to a person’s participation in the business of a general meeting include the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes (as defined in the amended and restated Articles) or the amended and restated Articles to be made available at the meeting;
6. to clarify the share capital of the Company and that the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by the amended and restated Articles for purposes of the Act;
7. to clarify that the Board may accept the surrender for no consideration of any fully paid share;
8. to clarify that the necessary quorum (including at an adjourned meeting) of general meeting shall be two persons (or in the case of a Shareholder being a corporation, its duly authorised representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class;
9. to remove the provision that any holder of shares of the class present in person or by proxy or authorised representative may demand a poll;

10. to clarify that no shares of the Company may be issued at a discount to their nominal value;
11. to clarify that the seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors;
12. to provide that, in relation to the register and branch register of Shareholders maintained in Hong Kong which may be closed at such times or for such periods not exceeding in the whole 30 days in each year as the Board may determine and either generally or in respect of any class of shares, such period of 30 days may be extended for a further period or periods not exceeding 30 days in respect of any year if approved by the Shareholders by ordinary resolution;
13. to relax, subject to the Listing Rules, the fixing of record date for determining the Shareholders' entitlement to any dividend, distribution, allotment or issue, by removing the restriction that such record date may not fall on a date more than 30 days before or after any date on which such dividends, distribution, allotment or issue is declared, paid or made;
14. to provide that for so long as any shares are listed on the Designated Stock Exchange (as defined in the amended and restated Articles), titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register (as defined in the amended and restated Articles) or a branch register) may be kept by recording the particulars required by Section 40 of the Act (as defined in the amended and restated Articles) in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares;
15. to provide that notice to be given in relation to the registration of transfers of shares or of any class of shares may be given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange (as defined in the amended and restated Articles) to that effect be suspended at such times and for such periods (not exceeding in the whole 30 days in any year) as the Board may determine, and the period of 30 days may be extended for a further period or periods not exceeding 30 days in respect of any year if approved by the Shareholders by ordinary resolution;
16. to clarify that, in relation to the Company's power to sell any shares of a Shareholder who is untraceable, the Company has to, if so required by the Listing Rules, give notice of its intention to sell such shares and cause advertisement both in daily newspaper and in a newspaper circulating in the area of the last known address of such Shareholder or any person entitled to the share under Article 54 of the amended and restated Articles and where applicable, in each case in accordance with the requirements of the Designated Stock Exchange (as defined in the amended and restated Articles);

17. to provide that the Company shall hold an annual general meeting for each financial year and such annual general meeting must be held within six months after the end of the Company's financial year;
18. to provide that the Board may whenever it thinks fit call extraordinary general meetings. Any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition;
19. to provide that an annual general meeting of the Company must be called by notice of not less than 21 clear days. All other general meetings (including an extraordinary general meeting) must be called by notice of not less than 14 clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice if it is so agreed;
20. to allow, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy to form a quorum for a general meeting of the Company for all purposes;
21. to provide the procedure to elect the chairman of a general meeting; and to provide that, in relation to the election of chairman of meeting, if the chairman of a general meeting is participating using an electronic facility and becomes unable to participate in the general meeting using such electronic facility, another person (determined in accordance with Article 63(1) of the amended and restated Articles) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility;
22. to provide that when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the Shareholders of details of such change in such manner as the Board may determine;
23. to provide that when a meeting is postponed or changed, subject to and without prejudice to Article 64 of the amended and restated Articles, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Shareholders as the Board may determine; and all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by the Articles not less than 48 hours before the time of the postponed meeting;
24. to provide that votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine;

25. to provide that all Shareholders shall have the right to (a) speak at a general meeting of the Company; and (b) vote at a general meeting of the Company, except where any Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
26. to clarify that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
27. to clarify that every director shall be subject to retirement at an annual general meeting at least once every three years;
28. to provide that, in relation to a notice to propose a person for election as a Director and a notice signed by the person to be proposed of his willingness to be elected, such notices must be lodged with the Company at least 14 days prior to the date of the general meeting appointed for such election but no earlier than the day after despatch of the notice of the general meeting appointed for such election;
29. to make corresponding updates in light of the definition of “close associate” to the relevant articles in relation to any Board resolution approving any contract or arrangement or any other proposal in which any Director or any of his close associates is materially interested;
30. to provide that the secretary of the Company shall convene a meeting of the Board whenever he shall be required so to do by any Director and that notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or by telephone or in such other manner as the Board may from time to time determine;
31. to clarify that the Directors may participate in any meeting of the Board by means of a conference telephone, electronic or other communications equipment;
32. to provide the Board with the power to capitalise reserves of the Company to pay up in full Shares to be issued pursuant to a share incentive scheme or employee benefit scheme or other arrangement that has been adopted or approved by the Shareholders;
33. to clarify that the Shareholders shall by ordinary resolution appoint an auditor to audit the accounts of the Company;
34. to provide that the Shareholders may, at any general meeting, by ordinary resolution remove the auditor of the Company (the “**Auditor**”) at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term;

35. to provide that the remuneration of the Auditor shall be fixed by an ordinary resolution passed at a general meeting or in such manner as the Shareholders may by ordinary resolution determine;
36. to update the provision regarding the appointment of the Auditors by the Board to fill any casual vacancy therein that any such auditors appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders;
37. to allow the Company to issue notice, document or publication in both the English language and the Chinese language or, with the consent of or election by any Shareholder, in the Chinese language or the English language only to such Shareholder;
38. to clarify the signature to any notice or document to be given by the Company may be written, printed or in electronic form;
39. to remove the provision which provides that in the event of winding-up of the Company in Hong Kong, every Shareholder who is not for the time being in Hong Kong shall be bound to serve notice in writing on the Company appointing some person resident in Hong Kong upon whom summonses and other notices, process or orders under the winding up may be served;
40. to clarify that, in relation to indemnity, such indemnity shall extend to the Directors, secretary of the Company and other officers and every auditor of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) acting or who have acted in relation to any of the affairs of the Company and every one of them, and every one of their heirs, executors and administrators;
41. to clarify that unless otherwise determined by the Directors, the financial year of the Company shall end on the 31st day of December in each year;
42. to make other house-keeping amendments and making consequential amendments in line with the above amendments to the Articles; and
43. to make other amendments to update or clarify provisions where the Board consider desirable in accordance with or better align with the wording in the applicable laws of the Cayman Islands and the Listing Rules.

A circular containing, among other matters, full details of the Proposed Amendments and the adoption of the Amended and Restated M&A, together with a notice convening the AGM is to be despatched to the Shareholders on 29 April 2023.

GENERAL

The Board considers that the Proposed Amendments and the adoption of the Amended and Restated M&A are in the interests of the Company and the Shareholders as a whole.

By Order of the Board
Greenland Hong Kong Holdings Limited
Chen Jun
Chairman and Chief Executive Officer

Hong Kong, 29 April 2023

As at the date of this announcement, the executive directors of the Company are Mr. Chen Jun, Mr. Wang Weixian, Mr. Hou Guangjun, Mr. Wu Zhengkui, Ms. Wang Xuling and Dr. Li Wei; and the independent non-executive directors are Mr. Fong Wo, Felix, JP, Mr. Kwan Kai Cheong, and Dr. Lam, Lee G., JP.