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GUANGDONG LAND HOLDINGS LIMITED
粤海置地控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00124)

Notice of Special General Meeting

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Guangdong Land Holdings Limited (the “**Company**”) will be held at Concord Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 16 June 2023 at 3:30 p.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at 3:00 p.m. on the same day at the same place) (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company. Unless otherwise specified, capitalised terms defined in the circular dated 29 May 2023 issued by the Company shall have the same meanings when used herein.

ORDINARY RESOLUTION

“**THAT** the Capital Increase Agreement and the transactions contemplated thereunder be and are hereby approved and confirmed.”

By Order of the Board
Guangdong Land Holdings Limited
LAN Runing
Chairman

Hong Kong, 29 May 2023

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office & Principal Place of Business in Hong Kong:
Office A, 18th Floor
Guangdong Investment Tower
148 Connaught Road Central
Hong Kong

Notes:

- (a) A shareholder entitled to attend and vote at the SGM may appoint a proxy to attend and vote in his place and such proxy needs not be a shareholder of the Company. A shareholder holding two or more shares may appoint more than one proxy.
- (b) To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) or the authority under which it is signed (or a notarially certified copy of such power or authority) must be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the SGM or any adjourned meeting thereof. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the SGM or any adjourned meeting thereof if he so wishes. If a shareholder who has lodged a form of proxy attends the SGM, his form of proxy will be deemed to have been revoked.
- (c) In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Company's Register of Members in respect of the joint holding.
- (d) The Register of Members of the Company will be closed and no transfer of shares will be effected during the period from Tuesday, 13 June 2023 to Friday, 16 June 2023, both days inclusive, for determining the shareholders' eligibility to attend and vote at the SGM. Holders of shares of the Company whose names appear on the Register of Members of the Company on 16 June 2023 (i.e. the record date) are entitled to attend and vote at the SGM following completion of the registration procedures of the share transfers.
- (e) In order to qualify for attending and voting at the SGM, unregistered holders of shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 12 June 2023.
- (f) Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be voted by way of a poll.

As at the date of this announcement, the Board comprises six Executive Directors, namely Mr. LAN Runing, Mr. KUANG Hu, Mr. LI Yonggang, Mr. WU Mingchang, Mr. LI Wenchang and Mr. JIAO Li; and three Independent Non-Executive Directors, namely Mr. Felix FONG Wo, Mr. Vincent Marshall LEE Kwan Ho and Mr. LEUNG Luen Cheong.