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China Greenland Broad Greenstate Group Company Limited

中國綠地博大綠澤集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1253)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of China Greenland Broad Greenstate Group Company Limited (the “**Company**”) will be held at Floor 8, Block D3, 5th Building, Hongqiao World Center, 1588 Lane, Zhuguang Road, Shanghai, the PRC, on Wednesday, 27 December 2023 at 10:00 a.m., for the following purposes:

As ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. “**THE CONVERSION THAT:**

- (a) the Conversion Agreement (a copy of which has been produced to this meeting marked “A” and initialled by the Chairman for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified;
- (b) conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares, the Directors be and are hereby granted a specific mandate (the “**Specific Mandate for Issue of Conversion Shares**”) to allot and issue the Conversion Shares pursuant to the Conversion Agreement, provided that the Specific Mandate for Issue of Conversion Shares shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and
- (c) any one Director be and is hereby authorised to do all such acts and things and execute (or where execution under the common seal of the Company is required, execute under seal) all such document as he considers necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to or otherwise in connection with the Conversion Agreement and the transaction contemplated hereunder.”

2. **“THE SETTLEMENT THAT:**

- (a) the Settlement Agreements (a copy of which have been produced to this meeting marked “B” and initialled by the Chairman for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified;
- (b) conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Settlement Shares, and the passing of the ordinary resolution 1 above, the Directors be and are hereby granted a specific mandate (the “**Specific Mandate for Issue of Settlement Shares**”) to allot and issue the Settlement Shares pursuant to the Settlement Agreements, provided that the Specific Mandate for Issue of Settlement Shares shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and
- (c) any one Director be and is hereby authorised to do all such acts and things and execute (or where execution under the common seal of the Company is required, execute under seal) all such document as he considers necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to or otherwise in connection with the Settlement Agreements and the transaction contemplated hereunder.”

3. **“THAT:**

- (a) the authorised share capital of the Company be increased from HK\$ 100,000,000 divided into 4,000,000,000 Shares of HK\$0.025 each to HK\$200,000,000 divided into 8,000,000,000 Shares of HK\$0.025 each by the creation of an additional 4,000,000,000 Shares (the “**Increase in Authorised Share Capital**”); and
- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Increase in Authorised Share Capital.”

4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT, subject to and conditional upon the passing of ordinary resolutions no. 1 and the granting of the Whitewash Waiver by the Executive and any conditions that may be imposed thereon, the waiver of obligation on the part of Greenland Financial to make a mandatory general offer to the Shareholders for all the Shares not already owned or agreed to be acquired by Greenland Financial and any parties acting in concert with it which would, otherwise arise as a result of the issue and allotment of the Conversion Shares pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code, be and is hereby approved, and that any one Director be and is authorised to do all such acts and things and execute (or where execution under the common seal of the Company

is required, execute under seal) all such document as he considers necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to or otherwise in connection with any of the matters relating to, or incidental to, the Whitewash Waiver.”

By order of the Board
China Greenland Broad Greenstate Group Company Limited
Mr. Pei Gang
Chairman and Executive Director

Shanghai, the People’s Republic of China
5 December 2023

Registered Office:

The offices of Maples Corporate Services Limited
PO Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

Head Office:

Floor 8, Block D3, 5th Building
Hongqiao World Center
1588 Lane Zhuguang Road
Shanghai, the PRC

Principal Place of Business in Hong Kong:

5/F Manulife Place
348 Kwun Tong Road
Kowloon, Hong Kong

Notes:

1. All resolutions at the meeting (the “**Meeting**”) will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.greenland-broadgreenstate.com.cn>) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Monday, 25 December 2023) or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 20 December 2023 to Wednesday, 27 December 2023 to both days inclusive, during which period no transfer of Shares will be registered. For determining the entitlement to attend and vote at the Meeting, the record date will be Wednesday, 27 December 2023. In order to be eligible to attend and vote at the Meeting, unregistered holders of shares of the Company should ensure that all the transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday 19 December 2023.

In the event that Meeting is adjourned to a date later than Thursday, 28 December 2023 because of bad weather or other reasons, the record date for determination of the entitlement to attend and vote at the Meeting will remain as the aforesaid date.

5. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.

As at the date of this notice, our executive Directors are Mr. Pei Gang and Mr. Lin Guangqing and our independent non-executive Directors are Mr. Dai Guoqiang, Dr. Jin Hexian and Mr. Yang Yuanguang.