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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: 0124)

**Change of Non-Executive Director, Chairman of the Board
and
Chairman of the Nomination Committee**

The Board announces that:

- (1) as Mr. HUANG Xiaofeng has reached his retirement age, he has tendered his resignation as Non-Executive Director of the Company and accordingly will cease to be the Chairman of the Board and the Chairman of the Nomination Committee of the Company with effect from 5 June 2019; and**
- (2) Mr. HOU Wailin will be appointed as a Non-Executive Director, the Chairman of the Board and the Chairman of the Nomination Committee of the Company with effect from 5 June 2019.**

The board of directors (the “Board”) of Guangdong Land Holdings Limited (the “Company”) announces that, as Mr. HUANG Xiaofeng has reached his retirement age, he has tendered his resignation as Non-Executive Director of the Company and accordingly will cease to be the Chairman of the Board and the Chairman of the Nomination Committee of the Company with effect from 5 June 2019.

Mr. HUANG Xiaofeng has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board also announces that Mr. HOU Wailin (“Mr. Hou”) will be appointed as a Non-Executive Director, the Chairman of the Board and the Chairman of the Nomination Committee of the Company with effect from 5 June 2019.

Pursuant to the requirements under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the personal particulars of Mr. Hou are set out below:

Mr. HOU Wailin (侯外林), aged 56, graduated from Faculty of Finance of Hunan University (major in Finance) and holds a Bachelor's degree in Economics. Mr. Hou has worked as director-general of Guangdong Regulatory Bureau of the China Securities Regulatory Commission ("CSRC") and the chief inspector of the General Inspection Taskforce of CSRC. He was the chairman of 廣東省粵科金融集團有限公司 (Guangdong Technology Financial Group Co., Ltd.*) during the period from 2016 to April 2019. Mr. Hou was appointed the chairman of 廣東粵海控股集團有限公司 (Guangdong Holdings Limited*) ("Guangdong Holdings") and GDH Limited ("GDH") in May 2019. Guangdong Holdings and GDH are the ultimate controlling shareholder and the indirect controlling shareholder of the Company, respectively.

Other than as disclosed above, Mr. Hou is not related to any Director, senior management, substantial shareholder or controlling shareholder of the Company and he did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

As at the date of this announcement, Mr. Hou does not have any interest in shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no employment contract between the Company and Mr. Hou. His appointment is not under fixed term of employment while his appointment will continue until the conclusion of the next general meeting, which will be the annual general meeting of the Company to be held on 6 June 2019 (the "AGM"). Upon the conclusion of the AGM, it is expected that the Board will re-appoint him for the abovementioned posts for the period until the next general meeting of the Company at which, if eligible, he can offer himself for re-election, subject to earlier determination in accordance with the Bye-laws of the Company and/or other applicable laws and regulations. Pursuant to the Bye-laws of the Company, Mr. Hou is entitled to such director's fee as determined by the Board pursuant to the authorisation of the Company in general meeting. Remuneration (if any) for Mr. Hou will be determined in accordance with the Company's policy on Directors' remuneration by reference to the responsibilities involved and the remuneration offered for similar positions in comparable companies. At present, Mr. Hou is not receiving any remuneration from the Company.

Other than as disclosed above, there are no other matters relating to the above appointment of director that need to be brought to the attention of the shareholders of the Company nor is there any other information required to be disclosed pursuant to the requirement under Rule 13.51(2) of the Listing Rules.

The Board would like to express its sincere gratitude and appreciation to Mr. HUANG Xiaofeng for his valuable contributions to the Company during his tenure of office, and take this opportunity to extend the warmest welcome to Mr. HOU Wailin in joining the Board and becoming the Chairman of the Board of the Company.

** In this announcement, the English name of the entity marked with an * is a translation of its Chinese name, and is included herein for identification purposes only. In the event of any inconsistency, the Chinese name shall prevail.*

By Order of the Board
Guangdong Land Holdings Limited
LI Wai Keung
Executive Director and Company Secretary

Hong Kong, 4 June 2019

As at the date of this announcement, the Board comprises one Non-Executive Director, namely Mr. HUANG Xiaofeng; four Executive Directors, namely Ms. ZHAO Chunxiao, Mr. LI Wai Keung, Mr. WU Mingchang and Mr. ZENG Yi; and three Independent Non-Executive Directors, namely Mr. Alan Howard SMITH, Mr. Felix FONG Wo and Mr. Vincent Marshall LEE Kwan Ho.