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



GUANGDONG LAND HOLDINGS LIMITED
粤海置地控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00124)

**GENERAL MANDATES FOR THE ISSUE OF
SHARES AND THE REPURCHASE OF SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Room 201, 2nd Floor, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Thursday, 18 June 2026 at 3:00 p.m. (and at any adjournment thereof) is set out on pages 20 to 24 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

29 April 2026

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DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at Room 201, 2nd Floor, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Thursday, 18 June 2026 at 3:00 p.m., notice of which is set out on pages 20 to 24 of this circular or, where the context so admits, any adjournment thereof
“AGM Notice”	the notice convening the AGM as set out on pages 20 to 24 of this circular
“Board”	the board of Directors
“Bye-Laws”	the bye-laws adopted by the Company, and as amended from time to time by resolution of the Shareholders
“Company”	Guangdong Land Holdings Limited (粵海置地控股有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, 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 at the AGM to issue Shares not exceeding 20% of the aggregate number of the Shares in issue as at the date of the passing of the relevant ordinary resolution
“Latest Practicable Date”	17 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“Ordinary Resolution(s)”	the proposed ordinary resolution(s) in the AGM Notice
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate number of the Shares in issue as at the date of the passing of the relevant ordinary resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	as defined in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

In this circular, the English names of the PRC entities are translations of their Chinese names, and are included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.

LETTER FROM THE BOARD



GUANGDONG LAND HOLDINGS LIMITED
粤海置地控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00124)

Board of Directors:

Executive Directors

ZHONG Yubin (*Chairman*)

WANG Jian (*Managing Director*)

Non-Executive Directors

WEN Yinheng

ZHANG Xiaoli

Independent Non-Executive Directors

Felix FONG Wo *BBS, JP*

Vincent Marshall LEE Kwan Ho

Member of the Chinese People's Political Consultative

Conference (CPPCC) National Committee of PRC,

BBS, Officer of the Order of the Crown (Belgium)

LEUNG Luen Cheong

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

**Principal Place of Business
in Hong Kong:**

Office B, 26th Floor

Guangdong Investment Tower

148 Connaught Road Central

Hong Kong

29 April 2026

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES FOR THE ISSUE OF
SHARES AND THE REPURCHASE OF SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you notice of the AGM, and information on matters to be dealt with at the AGM, inter alia:

- (a) the grant of the General Mandates and the extension of the Issue Mandate to the Directors by the addition of the number of Shares repurchased pursuant to the Repurchase Mandate;

LETTER FROM THE BOARD

- (b) the re-election of the retiring Directors; and
- (c) the proposed change of auditor.

2. GENERAL MANDATES

At the last annual general meeting of the Company held on 17 June 2025, resolutions were passed giving general mandates to the Directors (a) to allot, issue and otherwise deal with new Shares of up to 20% of the issued share capital of the Company as at 17 June 2025; (b) to repurchase Shares on the Stock Exchange of up to 10% of the issued share capital of the Company as at 17 June 2025; and (c) to extend the general mandate to allot and issue Shares granted to the Directors by adding to it the number of Shares that has been repurchased by the Company.

Pursuant to the Listing Rules, these general mandates will lapse at the conclusion of the AGM, unless renewed at the AGM. In order to provide continual flexibility to the Directors, resolutions will be proposed by the Company at the AGM to renew these mandates.

(a) Issue Mandate

At the AGM, an ordinary resolution, Ordinary Resolution No. 4 set out in the AGM Notice, will be proposed to grant a new general and unconditional mandate to the Directors to issue Shares, at any time during the Relevant Period (as defined in Ordinary Resolution No. 4(d) in the AGM Notice), up to a maximum 20% of the aggregate number of the Shares in issue on the date of the passing of Ordinary Resolution No. 4. In addition, an ordinary resolution, Ordinary Resolution No. 6 set out in the AGM Notice, will be proposed to extend the Issue Mandate which would increase the limit of the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the number of Shares in issue was 1,711,536,850 Shares. Subject to the passing of the proposed resolution for approving the Issue Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Company would be allowed under the Issue Mandate to issue up to a limit of 342,307,370 Shares as at the Latest Practicable Date.

(b) Repurchase Mandate

At the AGM, an ordinary resolution, Ordinary Resolution No. 5 set out in the AGM Notice, will also be proposed to grant a new general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase Shares, at any time during the Relevant Period (as defined in Ordinary Resolution No. 5(c) in the AGM Notice), up to a maximum of 10% of the aggregate number of the Shares in issue on the date of the passing of Ordinary Resolution No. 5. An explanatory statement setting out the requisite information regarding the Repurchase Mandate as required under the Listing Rules is set out in Appendix I to this circular.

Subject to the passing of the proposed resolution for approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a limit of 171,153,685 Shares.

LETTER FROM THE BOARD

3. DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Pursuant to Bye-law 86(2) of the Bye-Laws, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting.

Pursuant to Bye-law 87 of the Bye-Laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself/herself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment. Any Director appointed pursuant to Bye-law 86(2) of the Bye-Laws shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Ms. ZHANG Xiaoli, who has been appointed as a Director with effect from 8 December 2025, will retire at the AGM in accordance with Bye-law 86(2) of the Bye Laws. Being eligible, she has offered herself for re-election.

In addition, Mr. WANG Jian and Mr. Vincent Marshall LEE Kwan Ho (“**Mr. Lee**”) will retire by rotation at the AGM in accordance with Bye-law 87 of the Bye-Laws. Being eligible, they have offered themselves for re-election.

Particulars of Mr. WANG Jian, Ms. ZHANG Xiaoli and Mr. Lee are set out in Appendix II to this circular.

Set out below is the information relating to the re-election of Mr. Lee as an Independent Non-Executive Director according to Rule 3.13 of the Listing Rules and code provision B.2.3 and B.3.4 of the Corporate Governance Code contained in Appendix C1 to the Listing Rules:

(a) Confirmation of Independence

Mr. Lee has provided the annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. He and his immediate family members do not have any relationship with any substantial shareholder, fellow Directors and management of the Company which would interfere with the exercise of his independent judgment.

The Company is therefore of the view that Mr. Lee meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

LETTER FROM THE BOARD

(b) Reasons for recommending the re-election of Mr. Lee as an Independent Non-Executive Director

(i) Process for selecting Directors and attributes of Mr. Lee

The Board is responsible for recommending Directors for re-election by the Shareholders at the general meeting. It has delegated the relevant screening and evaluation process to the Nomination Committee, which identifies suitably qualified candidates and recommends them to the Board.

When evaluating Directors for nomination, the Nomination Committee mainly takes into account: (i) diversity; (ii) character and integrity; (iii) professional qualifications, skills and knowledge; (iv) experience relevant to the Company's business and corporate strategy; (v) commitment to enhancing shareholder value; and (vi) fulfillment of independence requirements (for Independent Non-Executive Directors). The Nomination Committee then makes recommendation to the Board which in turn makes recommendation to the Shareholders in respect of the proposed re-election of Directors at the general meeting.

At the meeting of the Nomination Committee held on 26 March 2026 at which Mr. Lee has abstained from voting when his own nomination was being considered, the Nomination Committee recommended the re-election of Mr. Lee as an Independent Non-Executive Director to the Board. The Nomination Committee considered that Mr. Lee is a highly regarded incumbent and his expertise and extensive experience are relevant to the future development and strategies of the Group. Mr. Lee has extensive experience and ample knowledge in the securities and futures industry, banking, corporate finance, investment and accounting fields, which helps to add great value to the oversight of the Company's finance and treasury activities for better protection of the Shareholders' interest. Being highly accomplished individual in his industries and fields, Mr. Lee provides sound and valuable guidance to the Company, enabling the Board to fulfill its responsibilities effectively.

Having regard to the independence confirmation as well as the contributions that Mr. Lee has made as described herein, the Board considered that the re-election of Mr. Lee as an Independent Non-Executive Director is in the best interest of the Company and the Shareholders as a whole and accepted the Nomination Committee's recommendation.

(ii) Other listed company directorships

Mr. Lee is not holding seven or more directorships in listed companies.

LETTER FROM THE BOARD

(iii) Skills and experience of Mr. Lee

Mr. Lee held directorship in other company listed in Hong Kong, and served a number of public services in the PRC and Hong Kong, and is currently a member of the Chinese People's Political Consultative Conference (CPPCC) National Committee of the PRC. His sound finance background as well as exposure to a variety of public organisational practices and listed companies, and his memberships or advisory roles in different institutions enable him to contribute effectively and to provide a panoramic view to the Board and the Group in respect of its business development.

(iv) Contribution to diversity of the Board

The Company considers diversity in a broad sense, including but not limited to gender, age, cultural and educational background, professional experience, skills, industry knowledge and length of service. It also takes into consideration its own business model and specific needs from time to time. As explained above, Mr. Lee possesses a diverse blend of skills, background, experience and viewpoint that are crucial to drive the Company forward in the ever-evolving competitive landscape. He brings a broad perspective to the Board and provides constructive thoughts for the Company's overall strategic planning and business development.

(v) Length of services

Pursuant to code provision B.2.3 of the Corporate Governance Code contained in Appendix C1 to the Listing Rules, serving more than nine years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by the Shareholders.

The Nomination Committee has assessed the independence of all the Independent Non-Executive Directors including Mr. Lee, and has concluded that he is independent within the definition of the Listing Rules, and made recommendations to the Board for his re-election be proposed for Shareholder's approval at the AGM.

Mr. Lee has served the Board for more than nine years. A separate resolution will be proposed for his re-election at the AGM. He has provided the annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. He and his immediate family members have no relationship with any Directors, senior management members, substantial or controlling shareholders of the Company. Mr. Lee does not have any management role in the Group and he has clearly demonstrated his diligence, willingness to exercise independent judgement and to provide objective views to the Company. There is no evidence that his length of tenure has had any adverse impact on his independence.

LETTER FROM THE BOARD

The Board is satisfied that, as proven by the valuable independent judgement and advice given by Mr. Lee over the years, he has the required character, integrity, independence and experience to fulfill the role of Independent Non-Executive Director. Mr. Lee has skills and experience in finance and investment areas which help to enhance the Board's balance of skills, experience and diversity of perspectives. The Board is not aware of any circumstance that might influence Mr. Lee in exercising his judgement independently. The Company is of the view that Mr. Lee meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Separate resolutions will be put forward at the AGM for the re-election of Mr. WANG Jian, Ms. ZHANG Xiaoli and Mr. Lee.

4. PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 26 March 2026 in relation to the proposed change of auditor of the Company.

In order to uphold good corporate governance and maintain the independence and objectivity of the Company's external auditor, the Board and the Audit Committee of the Company (the "**Audit Committee**") have reviewed the need for a change of auditor. Accordingly, Messrs. KPMG ("**KPMG**") will retire as the auditor of the Company with effect from the conclusion of the AGM and will not seek for re-appointment.

The Board resolved, at the recommendation from the Audit Committee and, to propose the appointment of Messrs. Deloitte Touche Tohmatsu ("**Deloitte**") as the new auditor of the Company following the retirement of KPMG, to hold office until the conclusion of the 2027 annual general meeting of the Company. Such proposed appointment is subject to the approval of the Shareholders at the AGM.

The Company is incorporated under the laws of Bermuda and to the knowledge of the Board there is no requirement under the laws of Bermuda for the retiring auditor to confirm whether or not there is any matter connected with its retirement which needs to be brought to the attention of the Shareholders or creditors of the Company. KPMG has therefore not issued such confirmation. The Board has confirmed that there is no matter in respect of the proposed change of auditor that needs to be brought to the attention of the Shareholders.

FACTORS CONSIDERED ON THE CHANGE OF AUDITOR

In considering the recommendation of Deloitte as the auditor of the Company, the Audit Committee has performed independent and objective assessment procedures in relation to the appointment of Deloitte and is satisfied that Deloitte is independent, competent and capable (in various aspects including manpower, expertise, time and other resources) to perform a high quality audit.

LETTER FROM THE BOARD

The Audit Committee participated in reviewing the criteria of the selection and appointment of auditor of the Company by way of referral. After considering a number of factors, including but not limited to (i) the current business size of the Group; (ii) Deloitte’s experience, industry knowledge and technical competence in providing audit work for companies listed on the Stock Exchange; (iii) its market reputation; (iv) its independence from the Group and objectivity; (v) its resources and capabilities including but not limited to the size and structure of the proposed audit team; (vi) its audit proposal and audit fee; and (vii) the relevant guidance issued by the Accounting and Financial Reporting Council (“AFRC”), the Audit Committee recommended Deloitte to be the auditor of the Company.

In reaching the above conclusion, the following factors were considered in particular:

(1) Experience, industry knowledge and technical competence

The Audit Committee reviewed the profile of Deloitte and noted that it is a multi-national professional service provider that is considered one of the “Big Four accounting firms” and obtained from Deloitte information about its experience in conducting audit for similar size in the same industry as the Company in the past. Deloitte has demonstrated its technical competence with its credentials as a public interest entity auditor, along with its track record in auditing large state-owned and other listed companies in Hong Kong and possess particularly strong audit experience in real estate industry in the PRC. Deloitte also provided a detailed outline for the Company in its audit services proposal, demonstrating its comprehensive knowledge of the recent development of the PRC’s real estate industry and challenges, opportunities and risks facing by the Group. The Audit Committee is satisfied that Deloitte is competent to perform high quality audit.

(2) Independence and objectivity

Deloitte has confirmed that there are no conflicts of interest that affect its acceptance decision in respect of the audit engagement of the Company for the year ending 31 December 2026. The Audit Committee also considered Deloitte’s internal independence policies and controls, the independence of the audit engagement team members and the monitoring measures, rotation requirements of partners and other team members, Deloitte’s measures in place to avoid conflicts of interest, etc. The Audit Committee is satisfied that there are no circumstances that may affect the independence of Deloitte, and is of the opinion that Deloitte meets the relevant regulatory requirements in terms of practice qualifications, professional competence, independence and integrity.

(3) Resources and capabilities

According to Deloitte’s audit services proposal, it will dedicate an audit engagement team of approximately 9 members, including one engagement partner with over 25 years of audit experience, one senior audit manager with over 14 years of audit experience and one audit manager with over 7 years of audit experience, to carry out the audit works of the Group for the financial year ending 31 December 2026. The Audit Committee has reviewed the profiles of the engagement partner, senior audit manager and audit manager and the professional qualifications held by them and is satisfied that the audit engagement team comprises an adequate number of staff with an appropriate mix of knowledge, skills, and other competencies required for the audit.

LETTER FROM THE BOARD

(4) Audit proposal and audit fee

The Audit Committee obtained the audit strategy from Deloitte indicating (i) time to be spent on different audit phases (i.e., planning, execution and reporting); (ii) team composition of audit engagement team; and (iii) key risk areas for material misstatements. The Audit Committee is satisfied that Deloitte assigns sufficient and appropriate resources to each audit phase and sufficiently addresses key risk areas and that the audit engagement partner will be actively involved in risk assessment, planning, supervising and reviewing the work performed by the audit engagement team, evaluating the evidence obtained and in reaching final conclusions.

In addition to considering Deloitte's audit proposal and its competencies as disclosed above, the Audit Committee also considered that the audit fee of HK\$1,380,000 proposed by Deloitte was more competitive, being approximately 18% lower than that of KPMG for the 2025 annual audit. The audit fee proposed by Deloitte was based on the estimated hours and hourly rates, the number and seniority of the audit engagement team members, the assumptions on the carrying out of the audit plan and timetable and the availability of resources of Deloitte for providing the audit services to the Group. The Audit Committee views Deloitte's proposed audit fee as commensurate with its committed resource input, professional competence and efficient execution strategy, and therefore justifiable.

(5) AFRC's Guide

In addition to the abovementioned factors, the Audit Committee also considered section 2, particularly paragraph 2.2.4 as described below, of the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors (the “**Guide**”) published by the AFRC in assessing the appointment of Deloitte as the auditor of the Company and is satisfied that Deloitte is independent, competent and capable to perform high quality audits as set out in the Guide.

(a) Governance and leadership

Deloitte is a multi-national professional service provider that is considered one of the “Big Four accounting firms”. It has extensive experience in auditing large state-owned and other listed companies in Hong Kong and possess particularly strong audit experience in real estate industry in the PRC. The Audit Committee has reviewed Deloitte's leadership profile, organisational structure and relevant policies in quality management regarding governance and leadership, and is satisfied that Deloitte is committed to performing the audit in the interests of the Company's stakeholders and in the wider public interest.

(b) Compliance with relevant ethical requirements

The Audit Committee has obtained a description of Deloitte's policies and procedures for monitoring and complying with relevant ethical requirements to which Deloitte and the audit engagement are subject, including integrity, objectivity, and independence requirements, and is satisfied with the effectiveness of such policies and procedures. Deloitte has confirmed their compliance with the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants, including the independence provision.

LETTER FROM THE BOARD

(c) *Industry knowledge and technical competence*

As disclosed above, the Audit Committee is satisfied that Deloitte is competent to perform high quality audit.

(d) *Engagement performance*

Deloitte's overall audit approach sets out a clear scope and tailored direction for the annual audit of the Group for the year ending 31 December 2026. Having reviewed its audit approach, audit strategy and the profiles of the audit engagement team, the Audit Committee is satisfied that Deloitte has sufficient resources, expertise and time to perform high quality audit.

(e) *Communication and interaction with the Audit Committee*

The Audit Committee is satisfied with the communication plan between Deloitte and the Audit Committee, which takes into account the requirements as set out under HKSA 260 (Revised). The Audit Committee believes that such communication plan will facilitate and maintain effective two-way communication between Deloitte and the Audit Committee on significant financial reporting and audit matters in a timely manner.

(f) *Monitoring process*

The Audit Committee has noted that Deloitte complies with the requirements of the Hong Kong Standard of Quality Management 1 and 2 (“**HKSQM 1 & 2**”) published by the Hong Kong Institute of Certified Public Accountants and conducts annual monitoring. The monitoring covers an evaluation of the system of quality management, which includes a review of the quality management manual, an annual quality risk assessment and a review of compliance with relevant standards such as the HKSQM 1 & 2. To the best knowledge of the Audit Committee, the Audit Committee is not aware of any behavior or activities from Deloitte or the audit engagement team members, including the audit engagement partner that would threaten the integrity, objectivity and independence, or adversely affect its quality of audit, to the Company.

The Board and the Audit Committee are of the view that the proposed change of auditor will enhance the cost-effectiveness of the Group's audit and is in the interest of the Company and the Shareholders as a whole.

The Board would like to express its appreciation to KPMG for its services rendered to the Company in the past years.

LETTER FROM THE BOARD

5. THE AGM

The AGM Notice is set out in Appendix III to this circular. Shareholders are advised to read the AGM Notice and to complete and return the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon and deposit the same with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the AGM Notice will be decided by poll. The chairman of the AGM will demand, pursuant to Bye-law 66 of the Bye-Laws, poll voting on all resolutions set out in the AGM Notice. An announcement of the poll results will be made after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATIONS

The Directors believe that the granting of the General Mandates, the re-election of Directors and the proposed change of auditor are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of all the resolutions to be proposed at the AGM.

7. 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.

Yours faithfully,
For and on behalf of the Board
Guangdong Land Holdings Limited
ZHONG Yubin
Chairman

This appendix serves as an explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

EXERCISE OF THE REPURCHASE MANDATE

Whilst the Directors do not at present intend to repurchase any Shares immediately, they believe that the flexibility afforded by the mandate granted to them if the relevant ordinary resolution to approve the grant of the Repurchase Mandate is passed would be beneficial to the Company.

It is proposed that up to 10% of the aggregate number of the Shares in issue on the date of the passing of the ordinary resolution may be repurchased. As at the Latest Practicable Date, 1,711,536,850 Shares were issued. On the basis of such figures, the Directors would be authorised to repurchase up to 171,153,685 Shares during the period from the passing of the ordinary resolution up to the conclusion of the next annual general meeting in 2027, or the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-Laws to be held, or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders at a general meeting of the Company, whichever of these events occurs first.

REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such repurchase in accordance with its Memorandum of Association and Bye-Laws, the laws of Bermuda and the Listing Rules. Repurchases pursuant to the Repurchase Mandate will be made out of funds of the Company legally permitted to be utilised in this connection, including the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of Shares made for such purpose.

IMPACT ON THE COMPANY

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2025) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS AND OTHERS

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

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, nor has undertaken not to do so, if the Repurchase Mandate is exercised.

The Directors will, so far as the same may be applicable, exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Memorandum of Association and Bye-Laws of the Company. Neither this Explanatory Statement nor the proposed share repurchase has any unusual features.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the last six months immediately preceding the Latest Practicable Date.

TAKEOVERS CODE CONSEQUENCES

If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the shareholders' interest, 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.

As at the Latest Practicable Date, GDH Limited ("GDH"), the immediate controlling shareholder of the Company, was recorded in the register required to be kept by the Company under section 336 of the SFO as having an interest in 735,182,843 Shares, representing approximately 42.95% of Shares issued by the Company. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held by GDH and there is also no change in the issued share capital of the Company, the shareholding interest of GDH in the Company would be increased to approximately 47.73% and such increase would give rise to an obligation for GDH to make a mandatory offer under Rule 26 of the Takeovers Code.

However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would trigger a mandatory offer obligation.

MARKET PRICES

The highest and lowest prices at which Shares had traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date are as follows:

	Traded market price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	0.265	0.204
May	0.232	0.203
June	0.219	0.204
July	0.265	0.222
August	0.285	0.265
September	0.315	0.265
October	0.285	0.260
November	0.285	0.260
December	0.255	0.226
2026		
January	0.250	0.230
February	0.242	0.225
March	0.249	0.206
April (up to the Latest Practicable Date)	0.225	0.207

Set out below are the personal particulars of the Directors who offered themselves for re-election at the AGM:

Mr. WANG Jian, aged 53, has been appointed as an Executive Director and the Managing Director of the Company in April 2024. He has extensive experience in real estate industry in the PRC. Mr. Wang obtained a Master's degree in architecture from South China University of Technology, the PRC and is a senior engineer. From 2006 to 2019, he was the deputy general manager of 保利發展控股集團股份有限公司 (Poly Developments and Holdings Group Co., Ltd.) and was an executive director and the managing director of Poly Property Group Co., Limited (Stock Code: 00119), a Hong Kong listed company, from February 2019 to November 2023. Prior to joining the Group, Mr. Wang was the officer of the science and technology information centre of 中國保利集團有限公司 (China Poly Group Corporation Limited). He is currently the vice chairman of 廣東粵港投資開發有限公司 (Guangdong Yuegang Investment Development Co., Ltd.) ("**Yuegang Development**") and vice chairman and general manager of GDH Real Estates (China) Limited ("**GDH Real Estates China**"), both companies are the wholly-owned subsidiaries of 廣東粵海控股集團有限公司 (Guangdong Holdings Limited) ("**Guangdong Holdings**"), and a director of certain subsidiaries of the Company. Guangdong Holdings is the ultimate controlling shareholder of the Company.

Other than as disclosed above, Mr. Wang is not related to any other 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 Latest Practicable Date, Mr. Wang did 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 SFO.

There is an employment contract entered into between the Company and Mr. Wang. His appointment is not under fixed term of employment. Mr. Wang, if re-elected, will be appointed as a Director of the Company with effect from the conclusion of the AGM for a term of not more than three years expiring at the conclusion of the Company's annual general meeting to be held in 2029, subject to earlier determination in accordance with the Bye-Laws and/or other applicable laws and regulations. Pursuant to the Bye-Laws, Mr. Wang is entitled to such director's fee as determined by the Board pursuant to the authorisation of the Company in general meeting. The emoluments of Mr. Wang under the employment contract with the Company is RMB750,000 per annum, plus a discretionary bonus which is performance-based. In addition, Mr. Wang also entered into an employment contract with a subsidiary of the Company with an annual salary of RMB120,000 per annum. Such emoluments are determined in accordance with the Company's policy on directors' remuneration and by reference to the responsibilities involved and the emoluments offered for similar positions in comparable companies.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Wang as a Director of the Company and there is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules.

Ms. ZHANG Xiaoli, aged 45, has been appointed as a Non-Executive Director and a member of the Nomination Committee of the Company in December 2025. She graduated from Guangdong University of Foreign Studies, the PRC with a Bachelor's degree in Economics, majoring in International Economics and Trade, and also graduated from Sun Yat-Sen University, the PRC with a Master's degree in Management, majoring in Management Science and Engineering. Ms. Zhang worked at 廣東省青年聯合會 (Guangdong Youth Federation) between 2004 to 2020 and has served as secretary-general of the federation. From April 2020 to April 2021, she worked for 廣東粵財投資控股有限公司 (Guangdong Yuecai Investment Holdings Co., Ltd.) and held position including general manager of the party and mass work department. Ms. Zhang has been serving as an executive director and general manager of 廣東粵海集團企業服務有限公司 (Guangdong Yuehai Group Enterprise Service Co., Ltd.), a wholly-owned subsidiary of Guangdong Holdings since May 2021 and deputy director of general office of Guangdong Holdings since May 2024. She is currently a director of Yuegang Development and GDH Real Estates China, the wholly-owned subsidiaries of Guangdong Holdings.

Other than as disclosed above, Ms. Zhang is not related to any other Director, senior management, substantial shareholder or controlling shareholder of the Company and she 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 Latest Practicable Date, Ms. Zhang did 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 SFO.

There is a letter of appointment entered into between the Company and Ms. Zhang. Her appointment is not under fixed term of employment. Ms. Zhang, if re-elected, will be appointed as a Director of the Company with effect from the conclusion of the AGM for a term of not more than three years expiring at the conclusion of the Company's annual general meeting to be held in 2029 subject to earlier determination in accordance with the Bye-Laws and/or other applicable laws and regulations. Pursuant to the Bye-Laws, Ms. Zhang is entitled to such director's fee as determined by the Board pursuant to the authorisation of the Company in general meeting. The emoluments (if any) of Ms. Zhang under the letter of appointment will be determined in accordance with the Company's policy on directors' remuneration and by reference to the responsibilities involved and the emoluments offered for similar positions in comparable companies. At present, Ms. Zhang does not receive any emoluments in her capacity as a Non-Executive Director from the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Ms. Zhang as a Director of the Company and there is no information which is discloseable nor is/was she involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules.

Mr. Vincent Marshall LEE Kwan Ho, *Member of the Chinese People's Political Consultative Conference (CPPCC) National Committee of PRC, BBS, Officer of the Order of the Crown (Belgium)*, aged 70, has been appointed as an Independent Non-Executive Director of the Company in March 2009. He is the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee of the Company respectively.

Mr. Lee is the chairman of Tung Tai Group of Companies. He was an independent non-executive director of Hong Kong Exchanges and Clearing Limited between April 2000 and April 2017 and HK Asia Holdings Limited (renamed as Moon Inc.) between August 2018 to March 2025, the shares of these companies are listed on the Stock Exchange, and was a non-executive director of Lerthai Group Limited between March 2013 and June 2017, the shares of this company were delisted from the Stock Exchange. Mr. Lee has over 40 years of experience in the securities and futures industry and has extensive experience in banking, corporate finance and investment. He worked for Coopers and Lybrand, Los Angeles & Boston from 1978 to 1981, and for HSBC group, Hong Kong & Vancouver from 1981 to 1990.

He has undertaken a number of public service and community activities. Mr. Lee is at present a member of the Chinese People's Political Consultative Conference (CPPCC) National Committee of PRC and vice-chairman of Standing Committee of the Hong Kong Association for the Promotion of Peaceful Reunification of China. He is also the chairman of Correctional Services Children's Education Trust Committee.

He was a deputy of the National People's Congress of PRC from March 2018 to March 2023. He was the chairman of the Sir Murray MacLehose Trust Fund Investment Advisory Committee between December 2012 and November 2018, a non-official member of Financial Services Development Council from 2013 to January 2019, the chairman of Correctional Services Children's Education Trust Investment Advisory Board from 2018 to 2023, and the chairman of Hong Kong Guangxi CPPCC Members Friendship Association Limited from 2016 to 2018. He was also a part-time member of Central Policy Unit of the Government of the HKSAR from 2007 to 2008, a member of Academic and Accreditation Advisory Committee of Securities and Futures Commission from 2002 to 2006, a member of Securities and Futures Appeals Tribunal from 2003 to 2009, and the chairman of the Institute of Securities Dealers Limited from 2005 to February 2009. He is a founding member of Canadian International School of Hong Kong Limited since 1990 and acted as its chairman from 2006 to 2008. He was a member of the Council of The Chinese University of Hong Kong from 2016 to May 2022.

Mr. Lee graduated Magna Cum Laude in Accounting and International Finance from the University of Southern California, USA and received a Master of Economics from the London School of Economics and Political Science at the University of London, UK. He is a certified public accountant in State of California, USA and a fellow member of Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Lee 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 Latest Practicable Date, Mr. Lee was interested in 2,000,000 Shares in the Company. Save as disclosed above, Mr. Lee did 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 SFO.

There is a letter of appointment entered into between the Company and Mr. Lee. His appointment is not under fixed term of employment. Mr. Lee, if re-elected, will hold office as Director for a term of not more than three years effective from the conclusion of the AGM to the conclusion of the Company's annual general meeting to be held in 2029, subject to earlier determination in accordance with the Bye-laws and/or any applicable laws and regulations. Pursuant to the Bye-Laws, Mr. Lee is entitled to such director's fee as determined by the Board pursuant to the authorisation of the Company in general meeting. Mr. Lee is currently entitled to an annual director's fee of HK\$392,000, which comprises HK\$189,000 for his directorship and an additional HK\$98,000, HK\$52,500 and HK\$52,500 for acting as the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee, respectively. Mr. Lee's director's fee is determined based on the remuneration policy adopted for the Independent Non-Executive Directors by the Company with reference to his responsibilities and prevailing market conditions.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Lee as a Director of the Company and there is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to the requirements of the provisions under Rule 13.51(2) of the Listing Rules.



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Meeting**”) of Guangdong Land Holdings Limited (the “**Company**”) will be held at Room 201, 2nd Floor, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Thursday, 18 June 2026 at 3:00 p.m. (and at any adjournment thereof) for the following purposes:

As Ordinary Business:

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company for the year ended 31 December 2025.
2. (A) To re-elect the following retiring Directors by separate resolutions:
 - (i) Mr. WANG Jian
 - (ii) Ms. ZHANG Xiaoli
 - (iii) Mr. Vincent Marshall LEE Kwan Ho
- (B) To authorise the Board of Directors to fix the remuneration of the Directors.
3. To appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company, following the retirement of Messrs. KPMG, to hold office until the next annual general meeting of the Company and authorise the Board of Directors to fix its remuneration.

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

ORDINARY RESOLUTIONS

4. “**THAT:**

- (a) subject to the other provisions of this resolution and in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) and/or options, warrants and/or instruments carrying rights to subscribe for any Shares or securities convertible into Shares, and to make and/or grant offers, agreements, options or warrants which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make and/or grant offers, agreements, options or warrants which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted, issued or dealt with, or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given under paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution), (ii) the exercise of the subscription or conversion rights attaching to any warrants, preference shares, convertible bonds or other securities issued by the Company which are convertible into Shares, (iii) the exercise of options granted by the Company under any option scheme or similar arrangement for the time being adopted for the grant to Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person (if any) of rights to acquire Shares, or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the bye-laws of the Company (the “**Bye-Laws**”), shall not exceed 20 per cent. of the aggregate number of the Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose 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 the Bye-Laws or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and,

“**Rights Issue**” means an offer of Shares open for a period fixed by the Company (or by the Directors) to holders of Shares on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such 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, or the requirements of any authorised regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and authorised by the Securities and Futures Commission and the Stock Exchange under the Hong Kong Code on Share Buy-backs for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent. of the aggregate number of the Shares in issue as at the date of the passing of this resolution; and
- (c) for the purpose 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 the Bye-Laws or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the passing of resolutions no. 4 and no. 5 set out in the notice convening this Meeting, the aggregate number of Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in the said resolution no. 5 shall be added to the aggregate number of Shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval in the said resolution no. 4.”

By Order of the Board
Guangdong Land Holdings Limited
ZHONG Yubin
Chairman

Hong Kong, 29 April 2026

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong:

Office B, 26th Floor
Guangdong Investment Tower
148 Connaught Road Central
Hong Kong

Notes:

- (a) A shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the Meeting may appoint a proxy to attend and vote in his place and such proxy need not be a Shareholder. A Shareholder holding two or more shares may appoint more than one proxy.
- (b) A form of proxy is enclosed. To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) 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 Investor Services 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 Meeting or adjourned meeting. The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting at the Meeting or any adjourned meeting if he so wishes. If a Shareholder who has lodged a form of proxy attends the Meeting, 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 registered during the period from Monday, 15 June 2026 to Thursday, 18 June 2026, both days inclusive, for determining the Shareholders’ eligibility to attend and vote at the Meeting to be held on Thursday, 18 June 2026. The record date for determining the shareholders’ eligibility to attend and vote at the Meeting will be 18 June 2026.

- (e) In order to qualify for attending and voting at the Meeting, 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 Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 12 June 2026.
- (f) In relation to resolution no. 2(A), Mr. WANG Jian, Ms. ZHANG Xiaoli and Mr. Vincent Marshall LEE Kwan Ho shall retire at the Meeting. Being eligible, they have offered themselves for re-election. The information relating to the Directors to be re-elected is set out in Appendix II to the circular of the Company dated 29 April 2026.
- (g) In relation to resolution no. 4, approval is being sought from the Shareholders for a general mandate to authorise the issue of Shares. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate so given.
- (h) In relation to resolution no. 5, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders. The Explanatory Statement containing the information necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own Shares, as required by the Listing Rules, is set out in Appendix I to the circular of the Company dated 29 April 2026.
- (i) Pursuant to Rule 13.39(4) of the Listing Rules, each of the resolutions set out in this notice will be voted by way of a poll.
- (j) In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Hong Kong Government is/are in force in Hong Kong at or at any time after 1:00 p.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company and the Stock Exchange to notify Shareholders of the date, time and place of the rescheduled meeting. The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Meeting under bad weather conditions bearing in mind their own situation.
- (k) No refreshment will be provided at the Meeting.