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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 (the “**EGM**”) of China Greenland Broad Greenstate Group Company Limited (the “**Company**”) will be held at Conference Room No. 5, Crowne Plaza Shanghai Noah Square, No. 1699 Jinshajiang Road, Putuo District, Shanghai, China, on Monday, 15 January 2018 at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the deed of consent dated 15 November 2017 (the “**Deed of Consent**”) entered into between the Company and Greenland Financial Overseas Investment Group Co., Ltd. 綠地金融海外投資集團有限公司 (the “**Greenland Financial**”), in respect of the proposed Reissue (the “**Proposed Reissue of Notes**”) of a redeemable fixed coupon promissory note with a principal amount of US\$40,000,000 at the rate of 9.00% per annum to Greenland Financial (a copy of the Deed of Consent marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved and confirmed and ratified;
- (b) the reissue of the promissory note with a principal amount of US\$40,000,000 at the rate of 9.00% per annum in favour of Greenland Financial pursuant to the Deed of Consent (the “**New Note Instrument**”) (a copy of the final form of the New Note Instrument marked “B” and signed the chairman of the EGM for identification purpose has been tabled at the EGM) be and is hereby approved;
- (c) the new share charge (the “**New Company Share Charge**”) relating to all the charge of all rights, entitlements, interests and benefits in 50,000 ordinary shares of Greenstate Times, representing 50% of the entire issued share capital of Greenstate Times International Company Limited (綠澤時代國際有限公司) (“**Greenstate Times**”), legally and beneficially held by the Company as at the date of the Deed of Consent and charged in favour of Greenland Financial (a copy of the final form of the New Note Instrument marked “C” and signed the chairman of the EGM for identification purpose has been tabled at the EGM) be and is hereby approved;

- (d) the new share charge (the “**New Greenstate Times Shares Charge**”) relating to the charge of all rights, entitlement, interest and benefits in 5,000 ordinary shares of Greenstate International Company Limited (綠澤國際有限公司) (“**Greenstate International**”), representing 50% of the entire issued share capital of Greenstate International, legally and beneficially held by Greenstate Times as at the date of the Deed of Consent and charged in favour of Greenland Financial (a copy of the final form of the New Note Instrument marked “D” and signed the chairman of the EGM for identification purpose has been tabled at the EGM) be and is hereby approved; and
- (e) any director of the Company (the “**Director**”) be and is hereby authorized to do all such things and acts, including but not limited to the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements, as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purpose of or in connection with the implementation and/or giving effect to any matters relating to the Deed of Consent Agreement, the New Note Instrument, the New Company Share Charge, the New Greenstate Times Share Charge and all transactions contemplated thereunder.”

For and on behalf of the Board
China Greenland Broad Greenstate Group Company Limited
Wu Zhengping
Chairman and Executive Director

Shanghai, the People’s Republic of China
29 December 2017

Notes:

1. All resolutions at 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 and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above 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 certified copy of that power of attorney or authority, must be deposited at the Company’s transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery 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 above meeting, the record date will be Monday, 8 January 2018. In order to be eligible to attend and vote at the meeting, all unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 8 January 2018.
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. Wu Zhengping, Ms. Xiao Li, Ms. Zhu Wen and Ms. Chen Min and our independent non-executive directors are Mr. Dai Guoqiang, Mr. Zhang Qing and Dr. Jin Hexian.