

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement appears for information purposes only and does not constitute an invitation or offer to sell, dispose, acquire, purchase or subscribe for securities in the Company.



**Greenland Financial Overseas
Investment Group Co., Ltd.**

**China Greenland Broad Greenstate
Group Company Limited**

綠地金融海外投資集團有限公司 中國綠地博大綠澤集團有限公司

(Incorporated in the British Virgin Islands with limited liability) (Incorporated in the Cayman Islands with limited liability)

(Stock code: 1253)

JOINT ANNOUNCEMENT

DESPATCH OF CIRCULAR IN RELATION TO

- (1) CONNECTED TRANSACTION IN RELATION TO ENTERING INTO THE CONVERSION AGREEMENT AND ISSUE OF CONVERSION SHARES UNDER SPECIFIC MANDATE;**
- (2) ISSUE OF SETTLEMENT SHARES UNDER SPECIFIC MANDATE;**
- (3) APPLICATION FOR WHITEWASH WAIVER; AND**
- (4) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

Financial Adviser to Greenland Financial



Shenwan Hongyuan Capital (H.K.) Limited

**Independent Financial Adviser
to the Independent Board Committee and the Independent Shareholders**



Euto Capital Partners Limited

References are made to (1) the announcement (the “**Joint Announcement**”) jointly issued by China Greenland Broad Greenstate Group Company Limited (the “**Company**”) and Greenland Financial Overseas Investment Group Co., Ltd. (“**Greenland Financial**”) on 27 September 2023 in relation to, among others, (i) the Conversion and issue of the Conversion Shares under the Specific Mandate for Issue of Conversion Shares; (ii) the Settlement and issue of the Settlement Shares under the Specific Mandate for Issue of Settlement Shares; and (iii) the application for the Whitewash Waiver; (2) the announcement jointly issued by the Company and Greenland Financial on 18 October 2023 in relation to the delay in despatch of the circular in relation to the aforesaid matters to no later than 5 December 2023; (3) the announcement jointly issued by the Company and Greenland Financial on 29 November 2023 in relation to the monthly update on the status and progress of, among others, the Conversion, the Settlement and the Whitewash Waiver; and (4) the circular (the “**Circular**”) jointly issued by the Company and Greenland Financial on 5 December 2023 in relation to the aforesaid matters.

Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

DESPATCH OF CIRCULAR

The Board and Greenland Financial are pleased to announce that the Circular containing, (i) details of the Conversion and the Whitewash Waiver; (ii) details of the Settlement; (iii) recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Conversion Agreement and the transactions contemplated thereunder, including the granting of the Specific Mandate for Issue of Conversion Shares, and the Whitewash Waiver; (iv) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Conversion Agreement and the transactions contemplated thereunder, including the granting of the Specific Mandate for Issue of Conversion Shares, and the Whitewash Waiver; (v) further details of the Increase in Authorised Share Capital; and (vi) a notice of the EGM with the form of proxy, has been despatched to the Shareholders on 5 December 2023.

The EGM 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., details of which are set out in the notice of the EGM despatched to the Shareholders on 5 December 2023.

WARNING

The Conversion and the Settlement are subject to the fulfilment (or waiver, if applicable) of a number of conditions precedent set out in the respective agreements, including the approval by the Independent Shareholders at the EGM of the Conversion and the transactions contemplated thereunder, including the granting of the Specific Mandate for Issue of Conversion Shares, and the Whitewash Waiver, and the granting of the Whitewash Waiver by the Executive. As such, the Conversion and the Settlement may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should consult their stockbroker, licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

By Order of the Board of
**Greenland Financial Overseas
Investment Group Co., Ltd**
SHI Zhengyu
Sole Director

By Order of the Board of
**China Greenland Broad Greenstate
Group Company Limited**
PEI Gang
Chairman and Executive Director

Shanghai, PRC, 5 December 2023

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

As at the date of this joint announcement, the sole director of Greenland Financial is Mr. Shi Zhengyu.

As at the date of this joint announcement, the sole director of Greenland Financial Technology Group Limited is Dr. Geng Jing.*

The Directors jointly and severally accept full responsibility for the accuracy of information (other than those relating to Greenland Financial and the parties acting in concert with it) contained in this joint announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed (other than those expressed by the sole director of Greenland Financial) in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The sole director of Greenland Financial accepts full responsibility for the accuracy of the information (other than information relating to the Group) contained in this joint announcement and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed (other than those expressed by the Directors) in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The sole director of Greenland Financial Technology Group Limited accepts full responsibility for the accuracy of the information (other than information relating to the Group) contained in this joint announcement and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed (other than those expressed by the Directors) in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

** For identification purpose only*