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## **COFCO LAND HOLDINGS LIMITED**

**中糧置地控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 207)**

### **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of COFCO Land Holdings Limited (the “Company”) will be held at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 27 November 2014 at 9:30 a.m., for the purpose of considering and, if thought fit, passing, without modifications, the following resolution as special resolution of the Company. Capitalised terms defined in the circular dated 4 November 2014 issued by the Company shall have the same meanings when used herein unless otherwise specified.

#### **SPECIAL RESOLUTION**

“**THAT** subject to (i) the Completion of the Acquisition in accordance with the terms and conditions of the Acquisition Agreement; (ii) the entry of “Joy City Property Limited” as the new English name and the entry of “大悦城地產有限公司” as the new secondary name in Chinese of the Company in the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda:

- (a) the English name of the Company be changed to “Joy City Property Limited” and the secondary name in Chinese of the Company be changed to “大悦城地產有限公司” with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda; and

- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution.”

By Order of the Board  
**COFCO Land Holdings Limited**  
**ZHOU Zheng**  
*Chairman*

Hong Kong, 4 November 2014

*Notes:*

1. The register of members of the Company will be closed for registration of transfer of Shares from Tuesday, 25 November 2014 to Thursday, 27 November 2014, both days inclusive. In order to qualify for attending and voting at the SGM, all transfer documents should be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, on or before 4:30 p.m., Monday, 24 November 2014.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. To be effective, a 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 or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Progressive 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 SGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The Special Resolution at the SGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at <http://www.cofcolandholdings.com> in accordance with the Listing Rules.
5. As at the date of this announcement, the Board comprises Mr. ZHOU Zheng (Chairman) and Mr. HAN Shi as executive Directors; Mr. SHI Zhuowei, Mr. MA Jianping, Mr. MA Wangjun and Ms. JIANG Hua as non-executive Directors; and Mr. LAU Hon Chuen, Ambrose, *GBS, JP*, Mr. LAM Kin Ming, Lawrence and Mr. WU Kwok Cheung, *MH* as independent non-executive Directors.