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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 10:00 a.m. (or immediately following the Change of Name SGM convened on the same day) for the purposes of considering and, if thought fit, passing the following resolutions numbered 1 to 3 as ordinary resolutions of the Company, with or without amendments. Capitalised terms contained in the circular dated 5 November 2014 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified.

### **ORDINARY RESOLUTIONS**

#### **Resolution in relation to the Acquisition**

1. “**THAT:**

- (a) the Acquisition Agreement (including the supplemental agreement thereto) and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified; 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.”

### **Resolution in relation to the grant of the Specific Mandate**

2. “**THAT** subject to the passing of ordinary resolution No. 1:
- (a) the grant of the Specific Mandate for the allotment and issue of the Placing Shares, the proceeds of which shall be applied for the settlement of the Consideration, subject to the terms and conditions as set out in the Circular, be and is hereby approved; 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.”

### **Resolution in relation to the grant of the COFCO Specific Mandate**

3. “**THAT** subject to the passing of ordinary resolution No. 1:
- (a) the grant of the COFCO Specific Mandate for the allotment and issue of the COFCO Subscription Shares to Achieve Bloom, the proceeds of which shall be applied for the settlement of the Consideration, subject to the terms and conditions as set out in the Circular, be and hereby approved; 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 agreement 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, 5 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 Tricor Progressive Limited, the Company's branch share registrar and transfer office in Hong Kong, 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 SGM is entitled to appoint a proxy to attend and vote instead of him/her. 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/her to attend and vote on his/her 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) Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.
- (4) 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 Tricor Progressive Limited, the Company's branch share registrar and transfer office in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return 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.
- (5) The 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 websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (6) As at the date of this notice, the board of directors of the Company 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.