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GLORY 国瑞

GUORUI PROPERTIES LIMITED

國瑞置業有限公司

*(Incorporated in the Cayman Islands with limited liability
under the name of “Glory Land Company Limited (國瑞置業有限公司)”
and carrying on business in Hong Kong as “Guorui Properties Limited”)
(Stock Code: 2329)*

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the annual general meeting (the **“Meeting”**) of Guorui Properties Limited (the **“Company”**) will be held at 9:30 a.m. on Tuesday, May 29, 2018 at 10 Floor, East Block, Hademen Plaza, 8-1# Chongwenmenwai Street, Dongcheng District, Beijing, PRC to consider, if thought fit, transact the following ordinary resolutions in addition to the resolutions set out in the original notice of the Company dated April 25, 2018:

As Special Business

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

The capital contribution agreement among the Company (as the new investor through a designated subsidiary), Shantou Garden Group Co., Ltd.* (汕頭花園集團有限公司) (**“Garden Group”**), Beijing Guoxing Real Estate Limited* (北京國興地產有限公司), Chongqing Longsha Real Estate Development Co., Ltd.* (重慶龍廈房地產開發有限公司) (**“Chongqing Longsha”**) (as the existing shareholders) and Guangdong Hongtai Guotong Real Estate Co., Ltd.* (廣東宏泰國通地產有限公司) (**“Guangdong Hongtai Guotong”**) (as the target company), pursuant to which, among others, Garden Group will transfer all its equity interest (i.e. 10% equity interest) in the target company to a designated subsidiary of the Company, and the Company will further contribute RMB366.98 million in Guangdong Hongtai Guotong through a designated subsidiary, a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed.

Any one Director be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his opinion to implement and/or give effect to the terms of the above capital contribution agreement and to agree such variations, amendments or waivers thereof as are, in the opinion of such Director, in the interests of the Company.”

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

The capital contribution agreement among the Company (as the new investor through a designated subsidiary), Garden Group, Guangdong Hongtai Guotong (as the existing shareholders) and Guangdong Guosha Real Estate Co., Ltd.* (廣東國廈地產有限公司) (“**Guangdong Guosha**”) (as the target company), pursuant to which, among others, Garden Group will transfer all its equity interest (i.e. 10% equity interest) in the target company to a designated subsidiary of the Company, and the Company will further contribute RMB46.77 million in Guangdong Guosha through a designated subsidiary, a copy of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed.

Any one Director be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his opinion to implement and/or give effect to the terms of the above capital contribution agreement and to agree such variations, amendments or waivers thereof as are, in the opinion of such Director, in the interests of the Company.”

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

The capital contribution agreement among the Company (as the new investor through a designated subsidiary), Garden Group, Tianjin Guoxing Real Estate Co., Ltd.* (天津國興地產有限公司) (as the existing shareholders) and Tianjin Tianfu Rongsheng Real Estate Development Co., Ltd.* (天津天富融盛房地產開發有限公司) (“**Tianjin Tianfu Rongsheng**”) (as the target company), pursuant to which, among others, Garden Group will transfer all its equity interest (i.e. 10% equity interest) in the target company to a designated subsidiary of the Company, and the Company will further contribute RMB171.06 million in Tianjin Tianfu Rongsheng through a designated subsidiary, a copy of which has been produced to the Meeting marked “C” and signed by the chairman of the Meeting for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed.

Any one Director be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his opinion to implement and/or give effect to the terms of the above capital contribution agreement and to agree such variations, amendments or waivers thereof as are, in the opinion of such Director, in the interests of the Company.”

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

The capital contribution agreement among the Company (as the new investor through a designated subsidiary), Garden Group, Shantou Guosha Real Estate Co., Ltd.* (汕頭市國廈地產有限公司) (“**Shantou Guosha**”) (as the existing shareholders) and Sanya Jingheng Properties Co., Ltd.* (三亞景恒置業有限公司) (“**Sanya Jingheng**”) (as the target company), pursuant to which, among others, Garden Group will transfer all its equity interest (i.e. 10% equity interest) in the target company to a designated subsidiary of the Company, and the Company will further contribute RMB253.82 million in Sanya Jingheng through a designated subsidiary, a copy of which has been produced to the Meeting marked “D” and signed by the chairman of the Meeting for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed.

Any one Director be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his opinion to implement and/or give effect to the terms of the above capital contribution agreement and to agree such variations, amendments or waivers thereof as are, in the opinion of such Director, in the interests of the Company.”

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

The capital contribution agreement among the Company (as the new investor through a designated subsidiary), Garden Group, Shijiazhuang Guorui Real Estate Development Co., Ltd.* (石家莊國瑞房地產開發有限公司) (as the existing shareholders) and Handan Guoxia Real Estate Development Co., Ltd.* (邯鄲市國夏房地產開發有限公司) (“**Handan Guoxia**”) (as the target company), pursuant to which, among others, Garden Group will transfer all its equity interest (i.e. 10% equity interest) in the target company to a designated subsidiary of the Company, and the Company will further contribute RMB87.22 million in Handan Guoxia through a designated subsidiary, a copy of which has been produced to the Meeting marked “E” and signed by the chairman of the Meeting for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed.

Any one Director be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his opinion to implement and/or give effect to the terms of the above capital contribution agreement and to agree such variations, amendments or waivers thereof as are, in the opinion of such Director, in the interests of the Company.”

13. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

The capital contribution agreement among the Company (as the new investor through a designated subsidiary), Garden Group, Chongqing Longsha (as the existing shareholders) and Chongqing Guosha Real Estate Development Co., Ltd.* (重慶國慶房地產開發有限公司) (“**Chongqing Guosha**”) (as the target company), pursuant to which, among others, Garden Group will transfer all its equity interest (i.e. 10% equity interest) in the target company to a designated subsidiary of the Company, and the Company will further contribute RMB72.58 million in Chongqing Guosha through a designated subsidiary, a copy of which has been produced to the Meeting marked “F” and signed by the chairman of the Meeting for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed.

Any one Director be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his opinion to implement and/or give effect to the terms of the above capital contribution agreement and to agree such variations, amendments or waivers thereof as are, in the opinion of such Director, in the interests of the Company.”

14. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

The capital contribution agreement among the Company (as the new investor through a designated subsidiary), Garden Group, Heshan Tengyue Real Estate Development Co., Ltd.* (鶴山市騰悅房地產開發有限公司), Shantou Guosha (as the existing shareholders) and Jiangmen Yinghuiwan Real Estate Co., Ltd.* (江門映暉灣房地產有限公司) (“**Jiangmen Yinghuiwan**”) (as the target company), pursuant to which, among others, Garden Group will transfer all its equity interest (i.e. 10% equity interest) in the target company to a designated subsidiary of the Company, and the Company will further contribute RMB170.17 million in Jiangmen Yinghuiwan through a designated subsidiary, a copy of which has been produced to the Meeting marked “G” and signed by the chairman of the Meeting for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed.

Any one Director be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his opinion to implement and/or give effect to the terms of the above capital contribution agreement and to agree such variations, amendments or waivers thereof as are, in the opinion of such Director, in the interests of the Company.”

By order of the Board
Guorui Properties Limited
Zhang Zhangsun
Chairman

Beijing, May 10, 2018

Registered office:

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Suite 5103A, 51F, Central Plaza
18 Harbour Road
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares (the “**Shares**”) in the Company may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person 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 the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
3. A new form of proxy (the “**Second Proxy Form**”) for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the Second Proxy Form in accordance with the instructions printed thereon. Completion and return of the Second Proxy Form will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish and in such event, the Second Proxy Form shall be deemed to be revoked.
4. In order to be valid, the Second Proxy Form must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) before 9:30 a.m. on Sunday, May 27, 2018.

5. For particulars of other resolutions proposed at the AGM, eligibility for attending the AGM, registration procedures for attending the AGM, closure of register of members and other matters regarding the AGM, please refer to the notice and the circular of the AGM dated April 25, 2018.
6. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Directors are:

Executive Directors

Mr. Zhang Zhangsun (Chairman), Mr. Ge Weiguang, Ms. Ruan Wenjuan and Ms. Zhang Jin

Independent non-executive Directors

Mr. Luo Zhenbang, Mr. Lai Siming and Ms. Chen Jingru

This supplemental notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text