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C C Land Holdings Limited **中渝置地控股有限公司**

(Incorporated in Bermuda with limited liability)

Website: www.ccland.com.hk

(Stock Code: 1224)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of C C Land Holdings Limited (the “**Company**”) will be held at Shop 4, G/F, Causeway Centre, 28 Harbour Road, Wanchai, Hong Kong on Monday, 19 May 2025 at 9:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors and the independent auditor for the year ended 31 December 2024.
2. (a) (i) To re-elect Dr. Lam How Mun Peter as an executive director;
(ii) To re-elect Mr. Leung Wai Fai as an executive director;
(iii) To re-elect Ms. Cheung Elaine Yu Ling as an executive director;
(iv) To re-elect Mr. Leung Yu Ming Steven as an independent non-executive director; and
(b) To authorise the board of directors to fix the remuneration of the directors.
3. To re-appoint Messrs. Ernst & Young as independent auditors and to authorise the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, each of the following resolutions as an Ordinary Resolution:

4. **“THAT**

- (a) a general mandate be and is hereby unconditionally granted to the directors of the Company (the **“Directors”**) to exercise, during the Relevant Period (as hereinafter defined), all the powers of the Company to allot, issue and deal with ordinary share(s) of HK\$0.10 each in the share capital of the Company (**“Shares”**), including the sale or transfer of any Treasury Shares (which shall have the same meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**)), or securities convertible into Shares, or warrants, options, or similar rights to subscribe for Shares and to make or grant offers, agreements or options which would or might require Shares to be issued, allotted or disposed of, either during or after the Relevant Period, in addition to any Shares which may be issued on a Rights Issue (as hereinafter defined) or under any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of the Company and/or any of its subsidiaries or any other eligible person(s) of Shares or rights to acquire Shares, or upon the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares or any scrip dividend pursuant to the bye-laws of the Company from time to time, subject to the restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed the aggregate of (i) 20% of the aggregate number of issued Shares (excluding Treasury Shares, if any) as at the date of passing this Resolution, and (ii) subject to the passing of both Ordinary Resolutions 5 and 6 as set out in the notice convening this meeting, the number of Shares repurchased by the Company since the granting of the general mandate to repurchase Shares by Ordinary Resolution 5 as set out in the notice convening this meeting; and

- (b) for the purpose of this Resolution:

“Relevant Period” means the period from the date of passing this Resolution until the earlier to occur of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company following the passing of this Resolution is required by the bye-laws of the Company or any applicable laws to be held; or
- (iii) the authority conferred by this Resolution is revoked or varied by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company (excluding holders of Treasury Shares) on a fixed record date pro rata (apart from fractional entitlements) to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient on account either of any legal restrictions under the laws of any relevant jurisdiction or the requirements of any relevant regulatory body or any stock exchange).”

5. “**THAT** a general mandate be and is hereby granted to the Directors to exercise all powers of the Company to repurchase Shares on the Stock Exchange subject to and in accordance with all applicable laws and regulations, subject to the following conditions:

- (a) such mandate shall not be extended beyond the Relevant Period;
- (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
- (c) the aggregate number of Shares to be repurchased by the Company pursuant to the authority conferred by this Resolution during the Relevant Period shall be no more than 10% of the aggregate number of the issued Shares (excluding Treasury Shares, if any) at the date of passing this Resolution; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the date of passing this Resolution until the earlier to occur of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company following the passing of this Resolution is required by the bye-laws of the Company or any applicable laws to be held; or
- (iii) the authority conferred by this Resolution is revoked or varied by ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the passing of Ordinary Resolutions 4 and 5 as set out in the notice convening this meeting, the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the general mandate granted by Ordinary Resolution 5 set out in the notice convening this meeting shall be added to the aggregate number of Shares that may be allotted or agreed to be allotted, conditionally or unconditionally, by the Directors pursuant to and in accordance with the general mandate granted by Ordinary Resolution 4 as set out in the notice convening this meeting.”

7. **“THAT**

- (a) the new share option scheme of the Company (the **“New Share Option Scheme”**) (a copy of which has been produced to this meeting and marked “A” and for the purpose of identification, initialed by the chairman of the Annual General Meeting) be and is hereby approved and adopted;
- (b) the total number of Shares to be allotted and issued pursuant to (a) above, together with any issue of Shares upon the exercise of any options and awards granted under any other share schemes of the Company as may from time to time be adopted by the Company, shall not exceed such number of Shares as equals to 10% of the Shares in issue as at the date of passing this Resolution (excluding Treasury Shares, if any); and
- (c) the Directors be and are hereby authorised to do all such acts and to enter into all such arrangements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including without limitation: (i) administering the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares; (ii) modifying and/or amending the New Share Option Scheme from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to such modification and/or amendment; (iii) granting options to subscribe for Shares under the New Share Option Scheme and allotting and issuing from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme and subject to the Listing Rules; (iv) making application at the appropriate time or times to the Listing Committee of the Stock Exchange and any other stock exchanges upon which the issued Shares may, for the time being, be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme; and (v) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”

By order of the board of directors of
C C Land Holdings Limited
Lam How Mun Peter
Deputy Chairman & Managing Director

Hong Kong, 15 April 2025

Notes:

- (a) A member who is entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies or a duly authorised corporate representative to attend and vote instead of him. A proxy need not be a member of the Company.
- (b) 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 or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending at the Annual General Meeting or any adjournment thereof and voting in person. In such event, the returned proxy form shall be deemed to be revoked.
- (c) The Register of Members of the Company will be closed from Wednesday, 14 May 2025 to Monday, 19 May 2025, both days inclusive, for determining the eligibility of shareholders for attending and voting at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates should be lodged for registration with Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m., on Tuesday, 13 May 2025.
- (d) Further information on the proposals regarding the (i) re-election of Directors; (ii) granting of general mandates to issue and repurchase Shares; and (iii) adoption of New Share Option Scheme are contained in the Company's circular dated 15 April 2025.
- (e) No refreshments will be served at the Annual General Meeting.
- (f) In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Government is/are in force in Hong Kong at any time on the date before the commencement of the Annual General Meeting, the Annual General Meeting may be adjourned. If adjourned, the Company will publish announcement(s) on the Company's website at www.ccland.com.hk and the HKEXnews website at www.hkexnews.hk to notify Shareholders of the date, time and place of the adjourned meeting.

As at the date of this notice, the Board comprises Mr. Cheung Chung Kiu, Dr. Lam How Mun Peter, Mr. Wong Chi Keung, Mr. Leung Wai Fai, and Ms. Cheung Elaine Yu Ling as Executive Directors; and Mr. Lam Kin Fung Jeffrey, Mr. Leung Yu Ming Steven, and Mr. Luk Yu King James as Independent Non-executive Directors.