
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **C C Land Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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 AND PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS AND GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Precautionary measures for the Annual General Meeting

Please take special note of page 4 of this circular and note (e) to the Notice of Annual General Meeting for measures to be taken at the annual general meeting to reduce the risk of novel coronavirus spreading.

A notice convening the annual general meeting of C C Land Holdings Limited to be held on Monday, 18 May 2020 at 9:30 a.m. at Grand Ballroom, Lobby, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong is set out on pages AGM-1 to AGM-3 of this circular. A form of proxy for use at the annual general meeting is enclosed. Whether or not you intend to attend and vote at the meeting in person, you are requested to complete and return it to the branch share registrar of C C Land Holdings Limited in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire.

9 April 2020

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the board	2
Appendix I — Particulars of retiring directors	5
Appendix II — Explanatory statement	7
Notice of annual general meeting	AGM-1

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held on Monday, 18 May 2020 at 9:30 a.m.
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-3 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	C C Land Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	6 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to repurchase Shares up to a maximum of 10% of the issued Shares as at the date of passing the relevant resolution as set out in Ordinary Resolution 6 in the AGM Notice
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	percent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Cheung Chung Kiu (*Chairman*)

Dr. Lam How Mun Peter

(Deputy Chairman & Managing Director)

Mr. Wong Chi Keung (*Deputy Chairman*)

Mr. Leung Chun Cheong

Mr. Leung Wai Fai

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

25/F, China Resources Building

26 Harbour Road, Wanchai

Hong Kong

Independent Non-executive Directors:

Mr. Lam Kin Fung Jeffrey

Mr. Leung Yu Ming Steven

Dr. Wong Lung Tak Patrick

9 April 2020

To Shareholders

Dear Sir or Madam,

NOTICE OF ANNUAL GENERAL MEETING AND PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS AND GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

INTRODUCTION

The main purpose of this circular is to provide you with the AGM Notice and information in respect of the resolutions to be proposed at the AGM for the approval of (i) re-election of retiring Directors; and (ii) granting of general mandates to issue and repurchase Shares.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-law 87 of the Bye-laws, Dr. Lam How Mun Peter, Mr. Leung Chun Cheong and Dr. Wong Lung Tak Patrick will retire and, being eligible, have offered themselves for re-election at the AGM. All other Directors will continue to be in office.

LETTER FROM THE BOARD

Dr. Wong Lung Tak Patrick has served the Board for more than 9 years. The Nomination Committee of the Board has assessed the independence of Dr. Wong including reviewing his annual confirmation of independence provided in accordance with Rule 3.13 of the Listing Rules and has considered his business and professional experience and qualifications, skills, education, knowledge, character and integrity. The Nomination Committee is of the view that Dr. Wong has satisfied the criteria of independence as set out in Rule 3.13 of the Listing Rules and his long service to the Company will not affect his independence. The Nomination Committee is aware that Dr. Wong would be holding his seventh listed company directorship if re-elected, and that, based on his past performance and full attendance at all regular Board meetings and committee meetings for the past year when he has been holding seven listed companies directorship and his assurance to the Board to devote sufficient time to the Board if re-elected, the Nomination Committee is satisfied that Dr. Wong would still be able to devote sufficient time to the Board if re-elected. The Nomination Committee has also considered that, with due regard to a range of diversity perspectives in particular his skills and experience in accounting, Dr. Wong could help to enhance the Board's balance of skills, experience and diversity of perspectives. The Nomination Committee has therefore concluded that Dr. Wong possesses the required character, integrity and experience to continuously fulfill his role as an Independent Non-executive Director effectively. Following the Company's Nomination Policy including taking into account the evaluation criteria, the Nomination Committee has therefore recommended to the Board that Dr. Wong be re-elected as Independent Non-executive Director. With his valuable guidance and contribution made to the Company over the years, his extensive experience and understanding of the operation and business of the Company, and based on the recommendation of the Nomination Committee, the Board considers Dr. Wong to be independent and believes that his re-election as Independent Non-executive Director will be in the interests of the Company and Shareholders as a whole.

The Nomination Committee has also recommended to the Board that Dr. Lam How Mun Peter and Mr. Leung Chun Cheong be re-elected as Executive Directors.

Particulars of the retiring Directors who have offered themselves for re-election at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The existing general mandates to issue and repurchase Shares granted to the Directors at the last annual general meeting of the Company held on 20 May 2019 will expire at the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors: (i) to allot, issue and otherwise deal with the aggregate number of securities of the Company not exceeding 20% of the issued Shares as at the date of passing the relevant resolution; (ii) to repurchase Shares up to a maximum of 10% of the issued Shares as at the date of passing the relevant resolution; and (iii) to extend the general mandate granted to the Directors to issue Shares by the addition of an amount representing the aggregate number of any Shares that may be repurchased.

As at the Latest Practicable Date, the Company had in the aggregate 3,882,334,668 Shares in issue. Subject to the passing of the relevant resolutions at the AGM and on the basis that no further Shares would be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the new general mandates would allow the Directors to allot and issue up to 776,466,933 Shares, being 20% of the issued Shares as at the date of the AGM, to repurchase up to a maximum of 388,233,466 Shares, being 10% of the issued Shares as at the date of the AGM, and to further issue up to 388,233,466 Shares if the same amount of Shares were repurchased.

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the proposed resolution concerning the Repurchase Mandate at the AGM.

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages AGM-1 to AGM-3 of this circular and a form of proxy for use at the AGM is enclosed. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the form of proxy to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so desire.

LETTER FROM THE BOARD

VOTING BY POLL

All the proposed resolutions set out in the AGM Notice will be voted on by way of a poll pursuant to the Listing Rules.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In response to the current situation of the novel coronavirus infection in Hong Kong, the following measures will be taken at the AGM:

- (i) Entry to the AGM venue will only be allowed to Shareholder or proxy who does not have any symptoms of the novel coronavirus, including runny nose, headache, cough, sore throat, and fever, and has passed temperature test;
- (ii) No entry will be allowed to any Shareholder or proxy who is subject to mandatory quarantine order imposed by the Government;
- (iii) All Shareholders and proxies allowed to enter the AGM venue must properly wear surgical facial masks at all times until after they have left the venue; and
- (iv) No refreshments will be served.

To further reduce the risk of the novel coronavirus spreading at the AGM by limiting the number of attendees, Shareholders are strongly encouraged to consider appointing Chairman of the AGM as their proxy to vote on the resolutions for them.

RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions referred to above are in the interests of the Company and Shareholders as a whole. The Directors therefore recommend Shareholders to vote in favour of the ordinary resolutions in respect of the approval of (i) re-election of retiring Directors; and (ii) granting of general mandates to issue and repurchase Shares.

OTHER INFORMATION

Your attention is also drawn to the information set out in the Appendices to this circular and the AGM Notice.

Yours faithfully,
By order of the Board of
C C Land Holdings Limited
Lam How Mun Peter
Deputy Chairman & Managing Director

Particulars of the retiring Directors for re-election at the AGM are set out below:

Dr. Lam How Mun Peter — *Executive Director*

Dr. Lam, aged 72, was first appointed Executive Director of the Company on 3 June 1998 and became Managing Director and Deputy Chairman on 9 April 1999 and on 22 November 2006 respectively. He is a member of the Executive Committee, the Remuneration Committee and the Nomination Committee of the Board and an Authorised Representative of the Company under the Rule 3.05 of the Listing Rules. Dr. Lam is one of the founders of our Group established in 1989. He also serves as a Director of several subsidiaries of the Company. As Managing Director, Dr. Lam oversees the Group's business and is responsible for overseeing the Group's day-to-day management, recommending strategies to the Board, and determining and implementing operational decisions. Dr. Lam graduated from the University of Hong Kong with a bachelor's degree in Medicine and Surgery in 1972. He is a fellow of the Royal College of Surgeons of Edinburgh and the American College of Surgeons. In addition to his extensive experience in medical practice, Dr. Lam has over 30 years of extensive experience in corporate management, real estate and investment. Save as disclosed, Dr. Lam does not hold any other positions with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. His emoluments received for the year ended 31 December 2019 were HK\$19,077,000, which had been determined with reference to the Group's operating results, duties and level of responsibility of the executive directors and the prevailing market conditions. Dr. Lam's emoluments will be reviewed annually by the Remuneration Committee. He has a service contract with the Company which is terminable on not less than three months' notice in writing served by either party. Dr. Lam is subject to retirement by rotation and re-election pursuant to the Bye-laws. As at the Latest Practicable Date, Dr. Lam is interested in 486,753 Shares and the share options under the share option scheme adopted by the Company on 29 April 2005 ("**2005 Scheme**") entitling him to subscribe for 25,911,869 Shares at the exercise price of HK\$3.2624 per Share. Save as disclosed, he does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. Leung Chun Cheong — *Executive Director*

Mr. Leung, aged 70, was appointed Executive Director of the Company on 3 June 1998. He is a member of the Executive Committee of the Board and an Authorised Representative of the Company under the Rule 3.05 of the Listing Rules. He also serves as a Director of several subsidiaries of the Company. Mr. Leung joined the Group in 1995. He is mainly responsible for overseeing the Group's financial management and financial functions and governance. Prior to joining the Group, Mr. Leung had held senior positions in both multi-national companies and audit professions in Hong Kong. He has over 35 years of extensive experience in auditing and financial management. Mr. Leung is a fellow of the Association of Chartered Certified Accountants in the United Kingdom and an associate of the Hong Kong Institute of Certified Public Accountant. Save as disclosed, Mr. Leung does not hold any other positions with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. His emoluments received for the year ended 31 December 2019 were HK\$4,964,000, which had been determined with reference to Group's operation results, duties and level of responsibility of the executive directors and the prevailing market conditions. Mr. Leung's emoluments will be reviewed annually by the Remuneration Committee. He has a service contract with the Company which is terminable on not less than three months' notice in writing served by either party. Mr. Leung is subject to retirement by rotation and re-election pursuant to the Bye-laws. As at the Latest Practicable Date, Mr. Leung is interested in 667,000 Shares and the share options under the 2005 Scheme entitling him to subscribe for 1,521,900 Shares at the exercise price of HK\$3.2624 per Share. Save as disclosed, he does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Dr. Wong Lung Tak Patrick — *Independent Non-executive Director*

Dr. Wong, BBS, JP, aged 72, was appointed Independent Non-executive Director of the Company on 1 October 2007. He is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Board. Dr. Wong is a Certified Public Accountant (Practicing) and a Certified Tax Adviser in Hong Kong and also a Chartered Secretary in the United Kingdom and in Hong Kong. He is currently the Managing Practicing Director of Patrick Wong CPA Limited. He has over 40 years' experience in the accountancy profession. Dr. Wong holds a Doctor of Philosophy in Business degree, was awarded a Badge of Honour by the Queen of England in 1993 and was appointed a Justice of the Peace in 1998. He was also awarded a Bronze Bauhinia Star by the Government of the HKSAR in 2010. Dr. Wong is an independent non-executive director of 北京汽車股份有限公司 (BAIC Motor Corporation Limited), Galaxy Entertainment Group Limited, Li Bao Ge Group Limited, Sino Oil and Gas Holdings Limited, Water Oasis Group Limited and Winox Holdings Limited. Dr. Wong was an independent non-executive director of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited from 28 June 2010 to 23 June 2017, Real Nutraceutical Group Limited from 28 March 2008 to 11 October 2017 and National Arts Entertainment and Culture Group Limited from 3 February 2010 to 31 December 2018. The shares of all these companies are listed on the Stock Exchange. Save as disclosed, he does not hold any other positions with the Company or its subsidiaries, and has not held any directorship in other listed public companies in the last three years. Dr. Wong received as director's fee for the year ended 31 December 2019 the sum of HK\$650,000 which had been determined with reference to his duties and level of responsibility with the Company. His director's fee will be reviewed annually. He has a service contract with the Company which is terminable on not less than one month's notice in writing served by either party. Dr. Wong has a term of service of not more than three years with the Company and is subject to retirement by rotation and re-election pursuant to the Bye-laws. As at the Latest Practicable Date, Dr. Wong does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed re-election of the above Directors that need to be brought to the attention of Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules.

1. EXERCISE OF THE REPURCHASE MANDATE

On the basis that (i) 3,882,334,668 Shares in issue as at the Latest Practicable Date and (ii) no further Shares were issued and/or repurchased between the Latest Practicable Date and the date of the resolution approving the Repurchase Mandate, exercise in full of the Repurchase Mandate would result in up to 388,233,466 Shares being repurchased by the Company during the period from the date of passing the resolution granting the Repurchase Mandate until the earlier to occur of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; and (iii) the revocation or variation of the Repurchase Mandate by Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-laws and the applicable laws of Bermuda.

Under Bermuda law, purchases of Shares may only be effected out of the capital paid up on the Shares to be purchased or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for such purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account.

Based on the position disclosed in the Company's most recent published audited accounts for the year ended 31 December 2019, and taking into account the current working capital position of the Company, the Directors consider that no material adverse effect on the working capital and gearing position of the Company may result in the event that the Repurchase Mandate is exercised in full in the period before expiration of the Repurchase Mandate. In any event, the Directors do not propose to exercise the Repurchase Mandate to such an extent that it would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. EFFECT OF TAKEOVERS CODE

If, as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert could, as a result of an increase in its or their interest in the voting rights of the Company, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Company had in the aggregate 3,882,334,668 Shares in issue. Fame Seeker Holdings Limited (“**Fame Seeker**”), which is wholly-owned by Windsor Dynasty Limited, which is in turn wholly-owned by Mr. Cheung Chung Kiu (the controlling shareholder of the Company), held 2,057,254,906 Shares, representing approximately 52.99% of the issued Shares as at the Latest Practicable Date. In the event that the Repurchase Mandate is exercised in full and assuming that no further Shares are issued after the date of passing the resolution granting the Repurchase Mandate such that the total number of Shares in issue remains the same, the interest held by Fame Seeker in the issued Shares will increase to approximately 58.88%, but as Fame Seeker is already holding more than 50% of the issued Shares, no obligation to make an offer will be expected to arise.

The Directors are not aware of any consequences of the exercise in full of the Repurchase Mandate which will arise under the Takeovers Code.

5. GENERAL

None of the Directors and, to the best of their knowledge and belief having made all reasonable enquiries, none of their close associates (as defined in the Listing Rules), have any present intention, in the event that the Repurchase Mandate is approved by Shareholders to sell Shares to the Company.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

The Company has not repurchased any Shares, whether on the Stock Exchange or otherwise, during the six months preceding the Latest Practicable Date.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	1.83	1.75
May	1.82	1.74
June	1.82	1.78
July	1.83	1.78
August	1.82	1.51
September	1.92	1.75
October	1.85	1.75
November	1.80	1.68
December	1.80	1.63
2020		
January	1.85	1.70
February	1.85	1.78
March	1.85	1.55
April (up to and including the Latest Practicable Date)	1.81	1.67

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN THAT the Annual General Meeting of C C Land Holdings Limited (the “**Company**”) will be held at Grand Ballroom, Lobby, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 18 May 2020 at 9:30 a.m. for the following purposes:

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 2019.
2. To declare a final dividend for the year ended 31 December 2019.
3. (a) To re-elect the retiring directors, namely Dr. Lam How Mun Peter, Mr. Leung Chun Cheong and Dr. Wong Lung Tak Patrick; and

(b) To authorise the board of directors to fix the remuneration of the directors.
4. 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:

5. “**THAT**
 - (a) a general mandate be and is hereby unconditionally given 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 unissued shares in the share capital of the Company or securities convertible into shares of the Company (“**Shares**”) or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements or options which would or might require the exercise of such powers 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, not exceeding twenty percent of the aggregate number of issued Shares as at the date of passing this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an 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 on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

6. **“THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all the powers of the Company to purchase Shares subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved, 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 this Resolution during the Relevant Period shall be no more than ten percent of the aggregate number of the issued Shares at the date of passing this Resolution; and
- (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until the earlier to occur of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

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

Hong Kong, 9 April 2020

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) A form of proxy for use at the Annual General Meeting or any adjournment thereof is enclosed. 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 Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending the Annual General Meeting or any adjournment thereof and voting in person. In such event, his form of proxy will be deemed to have been revoked.
- (c) (i) The Register of Members of the Company will be closed from Wednesday, 13 May 2020 to Monday, 18 May 2020, 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 Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m., on Tuesday, 12 May 2020.
- (ii) The Register of Members of the Company will also be closed from Friday, 22 May 2020 to Tuesday, 26 May 2020, both days inclusive, for determining the eligibility of shareholders for the proposed final dividend. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates should be lodged for registration with Tricor Secretaries Limited of above address no later than 4:30 p.m., on Thursday, 21 May 2020.
- (d) Further information on the proposals regarding the of (i) re-election of retiring Directors; and (ii) granting of general mandates to issue and repurchase Shares are contained in this circular.
- (e) **In response to the current situation of the novel coronavirus infection in Hong Kong, the following measures will be taken at the Annual General Meeting (“AGM”):**
- (i) **Entry to the AGM venue will only be allowed to Shareholder or proxy who does not have any symptoms of the novel coronavirus, including runny nose, headache, cough, sore throat, and fever, and has passed temperature test;**
- (ii) **No entry will be allowed to any Shareholder or proxy who is subject to mandatory quarantine order imposed by the Government;**
- (iii) **All Shareholders and proxies allowed to enter the AGM venue must properly wear surgical facial masks at all times until after they have left the venue; and**
- (iv) **No refreshments will be served.**

To further reduce the risk of the novel coronavirus spreading at the AGM by limiting the number of attendees, Shareholders are strongly encouraged to consider appointing Chairman of the AGM as their proxy to vote on the resolutions for them.