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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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).

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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](http://www.ccland.com.hk)

(Stock Code: 1224)

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

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A notice convening the annual general meeting of the Company (the “AGM”) to be held at Shop 4, G/F, Causeway Centre, 28 Harbour Road, Wanchai, Hong Kong on Thursday, 7 May 2026 at 9:30 a.m. is set out on pages AGM-1 to AGM-3 of this circular. A proxy form 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 the proxy form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjourned thereof should you so wish and in such event, the returned proxy form shall be deemed to be revoked. No refreshments will be served at the AGM.

14 April 2026

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## DEFINITIONS

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*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 Thursday, 7 May 2026 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 of the Company
“Bye-laws”	the bye-laws of the Company
“CCASS”	Central Clearing and Settlement System
“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
“controlling shareholder(s)”	shall have the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	8 April 2026, 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 (excluding Treasury Shares, if any) as at the date of passing the relevant resolution as set out in Ordinary Resolution 5 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
“Treasury Share(s)”	shall have the same meaning ascribed to it under the Listing Rules
“%”	percent

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## LETTER FROM THE BOARD

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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](http://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 Wai Fai

Ms. Cheung Elaine Yu Ling

*Independent Non-executive Directors:*

Mr. Lam Kin Fung Jeffrey

Mr. Leung Yu Ming Steven

Mr. Luk Yu King James

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal place of business:*

33/F, China Resources Building

26 Harbour Road, Wanchai

Hong Kong

14 April 2026

*To Shareholders*

Dear Sir or Madam,

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

#### INTRODUCTION

The 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) the re-election of Directors; and (ii) the granting of general mandates to issue and repurchase Shares.

#### RE-ELECTION OF DIRECTORS

Mr. Cheung Chung Kiu and Mr. Wong Chi Keung, both Executive Directors, along with Mr. Luk Yu King James, an Independent Non-executive Director, shall retire by rotation in accordance with Bye-law 87 of the By-laws. The three retiring Directors, being eligible, have offered themselves for re-election at the AGM. All other Directors will continue to hold office.

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## LETTER FROM THE BOARD

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The Nomination Committee has analyzed the overall structure and composition of the Board with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Nomination Policy. The Nomination Committee also acknowledges the importance of diverse perspectives within the Board. Having considered the three retiring Directors' skills matrix, as well as their time commitments and contributions to the Board, the Nomination Committee is of the view that the three retiring Directors possess the required character, integrity, and experience to continue fulfilling their roles and are appropriate to stand for re-election and their re-appointment would enhance the diversity of the Board.

The Nomination Committee has conducted an assessment of the independence of Mr. Luk Yu King James, including a review of his annual confirmation of independence required under Rule 3.13 of the Listing Rules. During his tenure as an Independent Non-executive Director, Mr. Luk has not been involved in the daily operations of the Company, nor is he entangled in any relationship or circumstance that would affect his independent judgement. The Nomination Committee has therefore concluded that Mr. Luk remains independent and will continue to provide a balanced and independent view to the Board and the Board committees.

Having considered Mr. Luk's background and experience as set out in Appendix I to this circular, the Nomination Committee recognizes that his expertise in corporate finance, as well as in securities and commodities trading business, strengthens the Board's overall balance of skills and enhances its effectiveness. In particular, his experience with both international and local financial institutions provides global insights on capital raising, financing, and risk management. Throughout his tenure, he has consistently provided objective and professional views to the Board.

Based on the recommendation of the Nomination Committee, the Board considers that the diverse skills, experience, and individual attributes of each of the three retiring Directors will continue to enhance the Board's diversity and ensure an optimal composition. The Board has accepted the recommendations from the Nomination Committee and will propose to the Shareholders the re-election of Mr. Cheung Chung Kiu, Mr. Wong Chi Keung and Mr. Luk Yu King James as Directors at the AGM. The Board is of the view that the re-election of the retiring Directors is in the best interests of the Company and its Shareholders as a whole.

The particulars of the three retiring Directors proposed 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 19 May 2025 will expire at the conclusion of the AGM. In order to provide the Company with the flexibility to issue and repurchase Shares as 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 (including any sale and transfer of Treasury Shares) not exceeding 20% of the issued Shares (excluding Treasury Shares, if any) as at the date of passing the relevant resolution; (ii) to repurchase Shares up to a maximum of 10% of the issued Shares (excluding Treasury Shares, if any) 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 a total of 3,882,334,668 Shares in issue and did not hold any Treasury Shares. Subject to the passing of the relevant resolutions at the AGM and based on the assumption 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, representing 20% of the issued Shares (excluding Treasury Shares, if any) as at the date of the AGM, to repurchase up to a maximum of 388,233,466 Shares, representing 10% of the issued Shares (excluding Treasury Shares, if any) 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.

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## LETTER FROM THE BOARD

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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 regarding 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 the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjourned thereof should you so wish and in such event, the returned proxy form shall be deemed to be revoked.

### VOTING BY POLL

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

### 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 Board considers that the proposed resolutions set out in the AGM Notice are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions at the AGM.

### 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 Directors proposed for re-election at the AGM are set out below:

**Mr. Cheung Chung Kiu** – *Executive Director*

Mr. Cheung, aged 61, was first appointed Executive Director of the Company on 22 June 2000 and became Chairman on 22 November 2006. He is a member of the Executive Committee and the Remuneration Committee, and Chairman of the Nomination Committee of the Board. He also serves as a director of several subsidiaries of the Company. As Chairman, Mr. Cheung oversees the Group's entire business and is responsible for leading the Board and managing its work to ensure that the Board effectively operates and fully discharges its responsibilities. Mr. Cheung has a wide range of experience in investment and business management, including over 30 years of property development and investment experience, mainly in Hong Kong and in Chinese mainland as well as other major cities globally including London and Sydney. In addition, Mr. Cheung is the chairman and executive director of The Cross-Harbour (Holdings) Limited ("**CHH**"), the shares of which are listed on the Stock Exchange. Save as disclosed, Mr. Cheung 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. Mr. Cheung's emoluments received for the year ended 31 December 2025 were HK\$22,517,000, which had been determined with reference to the Group's operation results, duties and level of responsibility of the executive directors and the prevailing market conditions. His emoluments will be reviewed annually by the Remuneration Committee. Mr. Cheung has a service contract with the Company which is terminable on not less than three months' notice in writing served by either party. Mr. Cheung is subject to retirement by rotation and re-election pursuant to the Bye-laws. As at the Latest Practicable Date, Mr. Cheung is interested in 2,871,231,906 Shares, such shares are held directly by Fame Seeker Holdings Limited, which was wholly-owned by Windsor Dynasty Limited (Mr. Cheung is the sole director of both companies), which was in turn wholly-owned by Mr. Cheung. Save as disclosed, he does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Cheung is the father of Ms. Cheung Elaine Yu Ling, an Executive Director of the Company. Save as disclosed, he does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company.

**Mr. Wong Chi Keung** – *Executive Director*

Mr. Wong, aged 70, was appointed Executive Director and Deputy Chairman of the Company on 1 March 2016. He is a member of the Executive Committee of the Board. Mr. Wong also serves as a director of several subsidiaries of the Company. Mr. Wong oversees the Group's property development and investment business and is responsible for recommending investment strategies to the Board. He holds a degree of Doctor of Philosophy in Business from Honolulu University and is a professional member of the Royal Institution of Chartered Surveyors, and a member of The Hong Kong Institute of Housing and the Chartered Institute of Housing. He is a fellow member of Hong Kong Institute of Real Estate Administrators and The Hong Kong Institute of Directors and an honorary fellow of Guangxi Academy of Social Sciences. Prior to joining, Mr. Wong has held senior executive positions with various leading property companies and property consultant firms in Hong Kong for over 30 years. In addition, Mr. Wong is currently an executive director of CHH and an independent non-executive director of Water Oasis Group Limited, the shares of both companies are listed on the Stock Exchange. Save as disclosed, Mr. Wong 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. Mr. Wong was appointed as the director of Score Target Investment Limited ("**Score Target**") on 17 August 2004. Wholly owned by Y. T. Realty Group Limited ("**YTR**") indirectly, Score Target was a Hong Kong-incorporated private company limited by shares, engaging in property trading business in Hong Kong. Score Target was involved in a contractual dispute with the main contractor employed by Score Target in mid-1994 for a property development project. The said main contractor was placed into compulsory liquidation in 1997, and Score Target commenced a creditors' voluntary winding up on 21 September 2004. With no liability having been admitted, all disputes between Score Target and the said main contractor were settled in 2006, and the amount involved in such settlement was approximately HK\$5 million. Score Target was dissolved on 28 February 2007. Mr. Wong's emoluments received for the year ended 31 December 2025 were HK\$16,828,800, which had been determined with reference to the Group's operation results, duties and level of responsibility of the executive directors and the prevailing market conditions. Mr. Wong'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. Wong is subject to retirement by rotation and re-election pursuant to the Bye-laws. As at the Latest Practicable Date, Mr. 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.

**Mr. Luk Yu King James** – *Independent Non-executive Director*

Mr. Luk, aged 71, was appointed Independent Non-executive Director of the Company on 22 May 2023. He is a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Board. Mr. Luk graduated from The University of Hong Kong with a bachelor of science degree. He is a fellow of the Association of Chartered Certified Accountants in the United Kingdom, an associate of the Hong Kong Institute of Certified Public Accountants and an ordinary member of the Hong Kong Securities and Investment Institute. He has over 15 years of experience in corporate finance and in securities and commodities trading business, working with international and local financial institutions. Mr. Luk is an independent non-executive director of YTR. He was also an independent non-executive director of CHH from 10 September 2007 to 22 May 2023. The shares of both companies are listed on the Stock Exchange. Save as disclosed, Mr. Luk 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. Mr. Luk received as director fee for the year ended 31 December 2025 the sum of HK\$545,000, which had been determined with reference to his duties and level of responsibility with the Company. His director's fee will be reviewed annually. Mr. Luk has a service contract with the Company which is terminable on not less than one month's notice in writing served by either party. He has a term of service of not more than three years with Company and is subject to retirement by rotation and re-election pursuant to the Bye-laws. As at the Latest Practicable Date, Mr. Luk 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 obtain a general authority from Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, enhance the net assets and/or earnings per Share. Additionally, if repurchased Shares are held by the Company as Treasury Shares, they may be resold on the market at prevailing prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Bye-laws, applicable laws of Bermuda, and the Listing Rules. Repurchases 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 use funds that are 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, repurchases of Shares may only be effected out of the capital paid up on the Shares to be purchased or out of the funds of the Company which would otherwise be 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 which would otherwise be available for dividend or distribution or out of the Company's share premium account before the Shares are purchased.

Based on the position disclosed in the Company's most recent published audited accounts for the year ended 31 December 2025, 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, held 2,871,231,906 Shares, representing approximately 73.96% of the issued Shares (excluding Treasury Shares, if any) 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 (excluding Treasury Shares, if any) remains the same, the interest held by Fame Seeker in the issued Shares will increase to approximately 82.17%, but as Fame Seeker is already holding more than 50% of the issued Shares (excluding Treasury Shares, if any), 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.

Assuming that no further Shares were issued and/or repurchased between the Latest Practicable Date and the date of the resolution approving the Repurchase Mandate, exercising the Repurchase Mandate in full would result in, and in part might lead to, less than 25% of Shares being held by the public. Accordingly, the Directors do not intend to exercise the Repurchase Mandate to the extent that it would cause the percentage of Shares remaining in public hands to fall below the minimum prescribed percentage under the Listing Rules.

#### 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.

The Directors will exercise the power of the Company to make repurchases pursuant to the proposed resolution approving 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.

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.

Neither this explanatory statement nor the proposed share repurchases has any unusual features.

Following the settlement of any repurchase, the Company may either cancel all or any repurchased Shares or hold all or any of them as Treasury Shares subject to market conditions and its capital management needs, among other factors, at the relevant time of the repurchases.

For any Treasury Shares that the Company may hold in CCASS for resale on the Stock Exchange, the Company shall implement appropriate measures to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company's own name as Treasury Shares, which include (without limitation) an approval by the Board that:

- (i) the Company shall procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and
- (ii) in the case of dividends or distributions (if any and where applicable), the Company shall withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the relevant record date for the dividends or distributions.

## 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:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2025</b>		
April	1.38	1.10
May	1.24	1.11
June	1.27	1.19
July	1.22	1.06
August	1.24	1.14
September	1.24	1.15
October	1.55	1.18
November	1.25	1.16
December	1.21	1.16
<b>2026</b>		
January	1.26	1.19
February	1.21	1.19
March	1.21	1.19
April (up to and including the Latest Practicable Date)	1.20	1.20

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# NOTICE OF ANNUAL GENERAL MEETING

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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](http://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 Shop 4, G/F, Causeway Centre, 28 Harbour Road, Wanchai, Hong Kong on Thursday, 7 May 2026 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 2025.
2. (a) (i) To re-elect Mr. Cheung Chung Kiu as an executive director;  
(ii) To re-elect Mr. Wong Chi Keung as an executive director;  
(iii) To re-elect Mr. Luk Yu King James 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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.”

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

Hong Kong, 14 April 2026

*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 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 Monday, 4 May 2026 to Thursday, 7 May 2026, 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 Thursday, 30 April 2026.
- (d) Further information on the proposals regarding the (i) re-election of Directors; and (ii) granting of general mandates to issue and repurchase Shares are contained in this Circular.
- (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](http://www.ccland.com.hk) and the HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.