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China Greenland Broad Greenstate Group Company Limited
中國綠地博大綠澤集團有限公司

(formerly known as Broad Greenstate International Company Limited 博大綠澤國際有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1253)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of China Greenland Broad Greenstate Group Company Limited (the “**Company**”) will be held at Conference Room No. 5, Crowne Plaza Shanghai Noah Square, No. 1699 Jinshajiang Road, Putuo District, Shanghai, China, on Tuesday, 17 January 2017 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT

- (a) the onshore share purchase agreement dated 30 November 2016 entered into between the Company and 浙江雨林控股集團有限公司 (Zhejiang Yulin Holding Group Company Limited*) (the “**Onshore Vendor**”) in relation to the sale and purchase of 20% of the equity interests in 杭州蕭山江南園林工程有限公司 (Hangzhou Xiaoshan Jiangnan Garden Construction Company Limited*) (the “**Onshore Share Purchase Agreement**”, a copy of which marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the offshore share purchase agreement dated 30 November 2016 entered into between the Company and Golden Spring Landscape Limited (the “**Offshore Vendor**”) in relation to the sale and purchase of the entire issued share capital in National Landscape Limited (the “**Offshore Share Purchase Agreement**”, a copy of which marked “B” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM)) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (c) the allotment and issue of 35,920,957 ordinary shares of HK\$0.025 each in the share capital of the Company (the “**Consideration Shares**”) at an issue price of HK\$1.1875 per Consideration Share to the Offshore Vendor in accordance with the Offshore Share Purchase Agreement be and is hereby approved, confirmed and ratified; and
- (d) any one or more directors of the Company (the “**Directors**”) be and is hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Onshore Share Purchase Agreement, the Offshore Share Purchase Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares to the Offshore Vendor.”

By Order of the Board
China Greenland Broad Greenstate Group Company Limited
Wu Zhengping
Chairman and Executive Director

30 December 2016

Notes:

1. All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow the resolutions which relate to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order 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 of attorney or authority, must be deposited at the Company’s transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. A form of proxy for use at the EGM is enclosed with this circular.
5. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally 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 any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
6. For determining the entitlement to attend and vote at the above meeting, the record date will be Tuesday, 17 January 2017. In order to be eligible to attend and vote at the meeting, all unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 16 January 2017.

As of the date of this notice, our executive Directors are Mr. Wu Zhengping, Ms. Xiao Li, Ms. Zhu Wen and Mr. Wang Lei and our independent non-executive Directors are Mr. Dai Guoqiang, Mr. Zhang Qing and Dr. Jin Hexian.