
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).

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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
AND
PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND
INCREASE IN AUTHORISED SHARE CAPITAL**

A notice convening the annual general meeting of C C Land Holdings Limited to be held on Monday, 20 May 2019 at 11:45 a.m. at Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong is set out on pages AGM-1 to AGM-4 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 22, 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.

11 April 2019

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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, 20 May 2019 at 11:45 a.m.
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-4 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Capital Increase”	the proposed increase in the authorised share capital of the Company from HK\$500,000,000 to HK\$2,000,000,000 by the creation of an additional 15,000,000,000 Shares
“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”	4 April 2019, 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)

DEFINITIONS

“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

Independent Non-executive Directors:

Mr. Lam Kin Fung Jeffrey
Mr. Leung Yu Ming Steven
Dr. Wong Lung Tak Patrick

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

11 April 2019

To Shareholders

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
AND
PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND
INCREASE IN AUTHORISED SHARE CAPITAL**

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; (ii) granting of general mandates to issue and repurchase Shares; and (iii) Capital Increase.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-law 87 of the Bye-laws, Mr. Cheung Chung Kiu, Mr. Wong Chi Keung and Mr. Leung Yu Ming Steven will retire and, being eligible, have offered themselves for re-election at the AGM. All other Directors will continue to be in office.

Mr. Leung Yu Ming Steven has served the Board for more than 9 years. The Nomination Committee of the Board has assessed the independence of Mr. Leung 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 Mr. Leung 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 has also considered that, with due regard to a range of diversity perspectives in particular his skills and experience in accounting, Mr. Leung could help to enhance the Board's balance of skills, experience and diversity of perspectives. The Nomination Committee has therefore concluded that Mr. Leung 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 Mr. Leung 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 Mr. Leung 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 Mr. Cheung Chung Kiu and Mr. Wong Chi Keung 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 21 May 2018 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.

LETTER FROM THE BOARD

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.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$500,000,000 divided into 5,000,000,000 Shares, of which 3,882,334,668 Shares were in issue, representing approximately 77.6% of the authorised share capital of the Company. In order to provide the Company with sufficient capital raising capacity for expansion including meeting working capital requirements as and when necessary, the Board proposes to increase the authorised share capital of the Company from HK\$500,000,000 to HK\$2,000,000,000 by the creation of an additional 15,000,000,000 Shares ranking pari passu in all respects with the existing Shares. The Capital Increase is subject to the passing of an ordinary resolution by the Shareholders at the AGM.

The Directors have no present intention to issue any part of the Capital Increase once approved at the AGM.

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages AGM-1 to AGM-4 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 22, 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.

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.

LETTER FROM THE BOARD

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; (ii) granting of general mandates to issue and repurchase Shares; and (iii) Capital Increase.

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:

Mr. Cheung Chung Kiu — *Executive Director*

Mr. Cheung, aged 54, 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. Mr. Cheung 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 25 years of property development and investment experience mainly in Hong Kong and in the PRC as well as other mature cities globally including London and Sydney. In addition, Mr. Cheung is the founder and chairman of Yugang International Limited ("**Yugang**"), chairman and managing director of Y. T. Realty Group Limited ("**Y.T. Realty**") and chairman of The Cross-Harbour (Holdings) Limited ("**Cross-Harbour**"), the shares of all these companies 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 2018 were HK\$25,200,000, 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. 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 2,013,931,906 Shares, of which 1,606,215,346 Shares and 407,716,560 Shares are deemed interests held through Thrivetrade Limited and Fame Seeker Holdings Limited (Mr. Cheung is the sole shareholder and sole director of both companies). 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. Wong Chi Keung — *Executive Director*

Mr. Wong, aged 63, 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. Mr. Wong has held senior executive positions with various leading property companies and property consultant firms in Hong Kong in the past 30 years. In addition, Mr. Wong is currently an executive director of Cross-Harbour and an independent non-executive director of Water Oasis Group Limited, the shares of these 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 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 2018 were HK\$15,150,000, 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. 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. Leung Yu Ming Steven — *Independent Non-executive Director*

Mr. Leung, aged 59, was appointed Independent Non-executive Director of the Company on 1 October 2007. He is a member of the Audit Committee and the Nomination Committee, and Chairman of the Remuneration Committee of the Board. Mr. Leung holds a Degree of Master in Accountancy from Charles Sturt University in Australia and a Degree of Bachelor of Social Sciences from the Chinese University of Hong Kong. He is an associate of the Institute of Chartered Accountants in England and Wales, a certified practicing accountant of CPA Australia and a fellow of the Association of Chartered Certified Accountants in the United Kingdom, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong. Mr. Leung is a practicing certified public accountant in Hong Kong. He previously worked in Nomura International (Hong Kong) Limited as Assistant Vice-President in the International Finance and Corporate Finance Department. He commenced public practice in auditing and taxation in 1990 and is currently the senior partner of a firm of certified public accountants. He has over 30 years of experience in assurance, accounting, taxation, financial management and corporate finance. Mr. Leung is an independent non-executive director of Suga International Holdings Limited, Yugang, Y.T. Realty and Cross-Harbour, 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. Mr. Leung received as director's fee for the year ended 31 December 2018 the sum of HK\$630,000, 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. Leung has a service contract with the Company which is terminable on not less than one month notice in writing served by either party. He 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, Mr. Leung 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 2018, 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. Thrivetrade Limited and Fame Seeker Holdings Limited (both companies are wholly-owned by Mr. Cheung Chung Kiu, the controlling shareholder of the Company) held 1,606,215,346 Shares and 407,716,560 Shares respectively, representing approximately 41.37% and 10.50% of the issued Shares. Thrivetrade Limited and Fame Seeker Holdings Limited are parties acting in concert with Mr. Cheung Chung Kiu and the group held in the aggregate 2,013,931,906 Shares representing 51.87% 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 Thrivetrade Limited and Fame Seeker Holdings Limited in the issued Shares will increase to approximately 45.97% and 11.67% respectively and in aggregate approximately 57.64%, but as the group already holds collectively over 50% of the issued Shares, no obligation to make an offer by any member of the group will normally arise from acquisitions from non-members of the group. However, subject to relevant considerations set out in the Takeovers Code, the Executive (as defined in the Takeovers Code) may regard as giving rise to an obligation to make an offer the acquisition by a single member of a concert group of voting rights sufficient to increase its holding to 30% or more or, if it already holds between 30% and 50%, by more than 2% in any 12 month period. In such circumstances, the increase in the interest in the Shares held by Thrivetrade Limited upon the exercise in full of the Repurchase Mandate might be regarded as giving rise to an obligation to make a mandatory offer by Thrivetrade Limited in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any other 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>
2018		
April	1.82	1.73
May	1.82	1.71
June	1.81	1.73
July	1.82	1.70
August	1.96	1.72
September	2.00	1.85
October	1.97	1.82
November	1.95	1.62
December	1.94	1.74
2019		
January	1.89	1.71
February	1.84	1.75
March	1.85	1.71
April (up to and including the Latest Practicable Date)	1.82	1.76

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 Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 20 May 2019 at 11:45 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 2018.
2. To declare a final dividend for the year ended 31 December 2018.
3. (a) To re-elect the retiring directors, namely Mr. Cheung Chung Kiu, Mr. Wong Chi Keung and Mr. Leung Yu Ming Steven; 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.”
8. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$500,000,000 to HK\$2,000,000,000 by the creation of an additional 15,000,000,000 shares of HK\$0.10 each in the capital of the Company and the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the foregoing arrangement for the increase in authorised share capital.”

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

Hong Kong, 11 April 2019

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 22, 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.

NOTICE OF ANNUAL GENERAL MEETING

- (c) (i) The Register of Members of the Company will be closed from Wednesday, 15 May 2019 to Monday, 20 May 2019, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m., on Tuesday, 14 May 2019.
 - (ii) The Register of Members of the Company will also be closed from Friday, 24 May 2019 to Tuesday, 28 May 2019, 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, 23 May 2019.
- (d) Further information on the proposals regarding the of (i) re-election of retiring Directors; (ii) granting of general mandates to issue and repurchase Shares; and (iii) increase in authorised share capital are contained in this circular.