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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 a licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Glorious Property Holdings Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**恒盛地產**  
GLORIOUS PROPERTY

**Glorious Property Holdings Limited**

**恒盛地產控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 845)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES  
AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Resolutions will be proposed at the AGM (as defined on page 1 of this circular) of Glorious Property Holdings Limited to be held at Harbour View Ballroom II & III (Level 4), Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 20 May 2011 at 10:00 a.m. to approve the matters referred to in the notice of AGM as enclosed with this circular.

The notice convening the AGM together with the form of proxy for use at the AGM are enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event, not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

8 April 2011

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Harbour View Ballroom II & III (Level 4), Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 20 May 2011 at 10:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments or other statutory modifications thereof
“Company”	Glorious Property Holdings Limited (恒盛地產控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the 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
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“Latest Practicable Date”	1 April 2011, being the latest practicable date for ascertaining certain information referred to in this circular prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the Share Repurchase Resolution

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Repurchase Resolution”	the proposed resolution no. 5B of the notice of AGM
“Share(s)”	the ordinary share(s) of a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers of the Securities and Futures Commission of Hong Kong

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LETTER FROM THE BOARD

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恒盛地產  
GLORIOUS PROPERTY

**Glorious Property Holdings Limited**  
**恒盛地產控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 845)**

*Executive Directors:*

Mr. Zhang Zhi Rong (*Chairman*)  
Mr. Ding Xiang Yang (*Vice Chairman*)  
Mr. Cheng Li Xiong (*Chief Executive Officer*)  
Mr. Liu Ning (*Chief Operating Officer*)  
Mr. Xia Jing Hua  
Mr. Li Xiao Bin  
Mr. Yan Zhi Rong

*Independent Non-executive Directors:*

Mr. Yim Ping Kuen  
Mr. Liu Shun Fai  
Mr. Wo Rui Fang  
Mr. Han Ping

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal place of business in  
Hong Kong:*

Suites 2501-2504, 25th Floor  
Two Exchange Square  
8 Connaught Place  
Central, Hong Kong

8 April 2011

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES  
AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the notice of AGM and more information regarding certain ordinary resolutions to be proposed at the AGM, including but not limited to (a) the proposed re-election of the retiring Directors; and (b) the grant to the Directors of general mandates to issue and repurchase Shares.

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## **LETTER FROM THE BOARD**

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### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

Messrs. Liu Ning, Li Xiao Bin, Yan Zhi Rong and Wo Rui Fang are due to retire from the Board by rotation at the AGM in accordance with Article 84(1) of the Articles of Association. All the retiring Directors, being eligible, offer themselves for re-election. Particulars of the retiring Directors required to be disclosed pursuant to Rule 13.74 of the Listing Rules are set out in Appendix I to this circular. The relevant resolution regarding the proposed re-election of the retiring Directors is set out as proposed resolution no. 2 in the notice of AGM.

### **3. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES**

Pursuant to the ordinary resolutions dated 31 May 2010 passed by the Shareholders in the 2010 annual general meeting of the Company, the Directors were given a general mandate to issue Shares. Such general mandate to issue Shares will lapse at the conclusion of the AGM.

An ordinary resolution to grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the relevant ordinary resolution which will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the proposed resolution no. 5A of the notice of AGM will be proposed at the AGM. An ordinary resolution to extend such general mandate by adding to it the number of Shares repurchased by the Company under the Proposed Share Repurchase Mandate will be proposed at the AGM as referred to in the proposed resolution no. 5C of the notice of AGM. The Board wishes to state that they have no immediate plans to issue any new Shares pursuant to such general mandate.

### **4. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES**

Pursuant to the ordinary resolutions dated 31 May 2010 passed by the Shareholders in the 2010 annual general meeting of the Company, the Directors were given a general mandate to repurchase Shares. Such general mandate to repurchase Shares will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to approve the grant of the Proposed Share Repurchase Mandate to the Directors. The Proposed Share Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the proposed resolution no. 5B of the notice of AGM. Shareholders should refer to the explanatory statement contained in Appendix II to this circular, which sets out further information in relation to the Proposed Share Repurchase Mandate.

### **5. VOTING BY POLL**

All the resolutions set out in the notice of AGM will be decided by poll in accordance with the Listing Rules and the Articles of Association. The chairman of the AGM will explain the detailed procedures for conducting a poll at the commencement of the AGM.

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## LETTER FROM THE BOARD

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The poll results will be published on the Company's website at [www.gloriousphl.com.cn](http://www.gloriousphl.com.cn) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) after the conclusion of the AGM.

### 6. AGM

Notice of AGM is set out on pages 11 to 15 of this circular. At the AGM, resolutions will be proposed to approve, *inter alias*, the re-election of retiring Directors and the general mandates to issue new Shares and repurchase Shares.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event, not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

### 7. RECOMMENDATION

The Directors consider that the proposed resolutions regarding, *inter alias*, the proposed re-election of the retiring Directors, the grant to the Directors of the general mandates to issue new Shares and repurchase Shares as set out respectively in the notice of AGM, are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Glorious Property Holdings Limited**  
Zhang Zhi Rong  
*Chairman*

The following are the biographical details of the four retiring Directors proposed to be re-elected at the AGM. Save for the information set out below, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of the following Directors who stand for re-election at the AGM.

- Mr. Liu Ning (劉寧)**, aged 46, is an executive Director, a vice president and the Chief Operating Officer of the Company, and the head of operations for projects of all PRC regions. Mr. Liu is a director of Glorious Fusheng Property Investment (Beijing) Co., Ltd. and Shanghai Xintai Property Development Co., Ltd. and the general manager of Glorious Yijing (Shanghai) Property Development Co., Ltd., all of which are the Company's subsidiaries. Prior to joining the Group as the chairman of Shanghai Xintai Property Development Co., Ltd. on 5 June 2005, Mr. Liu worked as the executive vice president of Shanghai Jinjiang Realty Co., Ltd., a wholly-owned subsidiary of Shanghai Jin Jiang International Hotels (Group) Company Limited, a company listed on the Stock Exchange with extensive hotel operations in the PRC, from June 2003 to April 2005. Mr. Liu worked for three years at Shanghai (New Asia) Group Co., Ltd. (上海新亞(集團)股份有限公司), a company listed on the Shanghai Stock Exchange, and was its general manager from June 2000 to June 2003. Mr. Liu is a senior economist and an experienced manager of hotel operations, with more than 9 years of experience in the hotel and property industry. He is currently the vice president of the Shanghai Young Entrepreneur Association. Mr. Liu graduated with a bachelor's degree in bridge construction from Tongji University in July 1986.
- Mr. Li Xiao Bin (李曉斌)**, aged 47, is an executive Director, a vice president of the Company and the head of operations for the northeast China region, responsible for the operational management and project development of the Company's property projects in the northeast China region. Mr. Li is also the chairman of Glorious Zhuoyi Property Investment (Dalian) Co., Ltd. and Dalian Runjing Property Development Co., Ltd., and a director and general manager of Glorious Yangguang Xindi (Liaoning) Property Development Co., Ltd., all of which are the Company's subsidiaries. Prior to joining the Group, Mr. Li worked for 16 years at China Timber General Co. (中國木材總公司), a state-owned enterprise, and was its general manager prior to his departure in January 2001. Mr. Li joined the Group on 17 May 2001. He has more than 8 years of experience in property management and development. He graduated with a master's degree in business administration from Peking University in July 2006 and obtained a doctorate degree in corporate management from Dongbei University of Finance and Economics in January 2008.
- Mr. Yan Zhi Rong (嚴志榮)**, aged 49, is an executive Director, a vice president and head of project budgeting of the Company. Mr. Yan is also a director of a number of the Company's subsidiaries, including Glorious Property Investment (Hefei) Co., Ltd., Glorious Property Investment (Harbin) Co., Ltd., Glorious Yijing (Shanghai) Property Development Co., Ltd., Shanghai Xintai Property Development Co., Ltd., Glorious Wangjiarui (Wuxi) Co., Ltd., Glorious Yangguang Xindi (Liaoning) Property Development Co., Ltd., Glorious Yangguang Xindi (Tianjin) Investment Co., Ltd., Glorious Yangguang Binhai (Harbin) Property Development Co., Ltd., Glorious Qiwei (Shanghai) Industries Co., Ltd. and Glorious Tianxingjian (Tianjin) Real Estate Investment Co., Ltd.. With more than 12 years of experience



in managing the construction and budgets of property projects, Mr. Yan is primarily responsible for supervision of the development and construction of projects, and management of project budgets of the Company. Mr. Yan joined the Group on 8 December 1996 as the manager of the project budgeting department. Prior to joining the Group, Mr. Yan served as the deputy general manager of the property development subsidiary company of Shanghai Materials Bureau (上海市物資局) from 1989 to 1996. Mr. Yan received a graduate diploma in Industrial and Civil Architecture from the Suzhou Industrial College in 1981 and is a qualified engineer in the PRC.

4. **Mr. Wo Rui Fang (沃瑞芳)**, aged 70, is an independent non-executive Director of the Company. From 1965 to 1993, Mr. Wo worked at the Design Administration Bureau of the PRC (now under the Ministry of Housing and Urban-Rural Construction of the PRC), and was head of its information technology division from 1988 to 1993, responsible for the development of new construction design technology and standards. From 1993 to 1997, Mr. Wo served as the vice mayor of Nantong City, Jiangsu Province, PRC and was in charge of the administration of the overall city planning and railway construction. Mr. Wo then re-joined the Design Administration Bureau as a senior engineer in 1997. From 1998 to 2001, he was the deputy chairman of the Practice Qualification Management Center of the Ministry of Construction. Mr. Wo has accumulated 30 years of experience in supervising the design and construction of various government property development projects and assessing the design techniques and standards of commercial and residential property development in the PRC. Mr. Wo retired from public service in 2001. He joined the Group on 17 June 2008, resigned on 16 March 2009 and rejoined the Group on 9 September 2009. He graduated from Jilin University with a bachelor's degree in construction in 1964.

The total amount of the directors' emoluments for the year ended 31 December 2010 received by each of the above Directors who stand for re-election at the AGM are set out in note 30 to the consolidated financial statements of the Company's annual report 2010. Each of Messrs. Liu Ning, Li Xiao Bin and Yan Zhi Rong has entered into a service contract with the Company for a term of three years commencing on 2 October 2009 while Mr. Wo Rui Fang has entered into an appointment letter with the Company for a term of one year commencing on 2 October 2009, which was renewed for one year from 2 October 2010. The emoluments of each of the retiring Directors are determined by reference to his duties and responsibilities, individual performances, the financial results of the Group, and the prevailing market benchmark. Pursuant to the Articles of Association, the Directors shall retire from office by rotation provided that each Director shall be subject to retirement at an annual general meeting at least once every three years.

As at the Latest Practicable Date, pursuant to Part XV of the SFO, each of Messrs. Liu Ning, Li Xiao Bin and Yan Zhi Rong is interested in options to subscribe for 5,000,000 Shares (representing approximately 0.064% of the total issued share capital of the Company) while Mr. Wo Rui Fang has no interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, each of the Directors who stands for re-election at the AGM did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company.

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Proposed Share Repurchase Mandate to be proposed at the AGM.

### **1. SHARE REPURCHASE PROPOSAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,792,645,623 fully paid-up Shares. It is proposed that up to a maximum of 10% of the fully paid-up Shares in issue at the date of passing of the Share Repurchase Resolution to approve the Proposed Share Repurchase Mandate may be repurchased by the Directors. Subject to the passing of the Share Repurchase Resolution and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the Proposed Share Repurchase Mandate to repurchase up to a maximum of 779,264,562 fully paid-up Shares during the proposed repurchase period.

### **2. REASONS FOR REPURCHASES**

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

### **3. FUNDING OF REPURCHASES**

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Companies Law. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Companies Law.

The Directors propose that such repurchases of Shares would be appropriately financed by the Company's internal resources and/or available banking facilities. In the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2010 and taking into account the financial position of the Company as at the Latest Practicable Date. However, the Directors do not propose to exercise the Proposed Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### **4. DIRECTORS' UNDERTAKING AND CONNECTED PERSONS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, the exercise of the power of the Company to make repurchases pursuant to the Proposed Share Repurchase Mandate will be in accordance with the Listing Rules and the Companies Law.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) have a present intention, in the event that the Share Repurchase Resolution is adopted by Shareholders, to sell Shares to the Group.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares held by them to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of its Shares.

#### **5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT REQUIREMENTS**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a Share repurchase, any such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Best Era International Limited, Market Victor Limited and Novel Ventures Limited, all of which are wholly-owned directly or indirectly by Mr. Zhang Zhi Rong, a director of the Company, held 4,978,923,436 Shares, 37,202,000 Shares and 101,280,000 Shares, respectively, representing in aggregate 5,117,405,436 Shares or approximately 65.67% of the total issued share capital of the Company. In addition, under the SFO, Mr. Zhang Zhi Rong is interested in options to subscribe for 15,000,000 Shares, representing approximately 0.19% of the total issued share capital of the Company. Were the Proposed Share Repurchase Mandate exercised in full, which is considered by the Directors to be unlikely in the current circumstances, Mr. Zhang Zhi Rong would (assuming that there is no change in the relevant shareholdings and the share options held by Mr. Zhang Zhi Rong are not exercised) beneficially hold in aggregate 5,117,405,436 Shares, representing approximately 72.97% of the total issued share capital of the Company. Such increase in the interest of Mr. Zhang Zhi Rong in the Company would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Proposed Share Repurchase Mandate.

In addition, in exercising the Proposed Share Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company complies with the requirements of the Listing Rules, including the minimum percentage of the Shares being held in public hands.

#### **6. SHARE REPURCHASES MADE BY THE COMPANY**

There was no repurchase of Shares made by the Company or any of its subsidiaries during the six months immediately preceding the Latest Practicable Date.

**7. MARKET PRICES**

During each of the 12 months preceding and up to the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

<b>Year</b>	<b>Month</b>	<b>Highest Price HK\$</b>	<b>Lowest Price HK\$</b>	
2010	March	3.35	3.07	
	April	3.44	2.68	
	May	2.82	2.17	
	June	2.57	2.16	
	July	2.70	2.13	
	August	2.66	2.00	
	September	2.30	2.04	
	October	2.94	2.15	
	November	3.30	2.56	
	December	2.97	2.60	
	2011	January	3.03	2.24
		February	2.42	2.00
March		2.19	1.90	
1st April (being the Latest Practicable Date)		2.28	2.11	

*Source: the Stock Exchange*

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## NOTICE OF ANNUAL GENERAL MEETING

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恒盛地產  
GLORIOUS PROPERTY

# Glorious Property Holdings Limited

## 恒盛地產控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 845)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Glorious Property Holdings Limited (the “**Company**”) will be held at Harbour View Ballroom II & III (Level 4), Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 20 May 2011 at 10:00 a.m. for the following purposes:

1. To consider and approve the audited financial statements and the reports of the directors and the auditor for the year ended 31 December 2010.
2. To re-elect the retiring directors of the Company.
3. To authorize the board of directors of the Company to fix the remuneration of all directors.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.
5. To consider as special business, and if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

A. “**THAT:**

- (a) subject to paragraph (c) below and in substitution for all previous authorities, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of shares in the Company; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
  - (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or
  - (v) a specified authority granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

**B. “THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to make repurchase of its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange (as the case may be) and the Code on Takeovers and Mergers of SFC be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation, variation or renewal of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- C. “**THAT**, conditional upon the passing of resolution nos. 5A and 5B, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot shares be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted by the resolution set out as resolution no. 5B, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By order of the board of  
**Glorious Property Holdings Limited**  
**Ching Yu Lung**  
*Company Secretary*

Hong Kong, 8 April 2011

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Suites 2501-2504, 25th Floor  
Two Exchange Square  
8 Connaught Place  
Central, Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting (or any adjournment thereof) is entitled to appoint one or more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. Where there are joint holders of share(s), any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) will alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the above meeting (or any adjournment thereof).



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## NOTICE OF ANNUAL GENERAL MEETING

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4. The register of members of the Company will be closed from Friday, 13 May 2011 to Friday, 20 May 2011, both days inclusive, during which no transfer of shares will be effected. In order to be entitled to attend and vote at the annual general meeting, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 12 May 2011.
5. All the resolutions set out in this notice shall be decided by poll.

*As at the date hereof, the executive directors of the Company are Messrs. Zhang Zhi Rong, Ding Xiang Yang, Cheng Li Xiong, Liu Ning, Xia Jing Hua, Li Xiao Bin and Yan Zhi Rong; the independent non-executive directors of the Company are Messrs. Yim Ping Kuen, Liu Shun Fai, Wo Rui Fang and Han Ping.*

*This circular (in both English and Chinese versions) ("Circular") has been posted on the Company's website at <http://www.gloriousphl.com.cn>. Shareholders who have chosen to read the Company's corporate communications (including but not limited to annual reports, summary financial reports (where applicable), interim reports, summary interim reports (where applicable), notices of meetings, listing documents, circulars and proxy forms) published on the Company's website in place of receiving printed copies thereof may request the printed copy of the Circular in writing to the Company c/o the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by email to [gloriousphl.com@computershare.com.hk](mailto:gloriousphl.com@computershare.com.hk).*

*Shareholders who have chosen to receive the corporate communications using electronic means through the Company's website and who for any reason have difficulty in receiving or gaining access to the Circular through electronic means will upon request in writing to the Company or by email to [gloriousphl.com@computershare.com.hk](mailto:gloriousphl.com@computershare.com.hk) promptly be sent the Circular in printed form free of charge.*

*Shareholders may at any time choose to change their choice as to the means of receipt (i.e. in printed form or by electronic means through the Company's website) and/or the language(s) of the Company's corporate communications by reasonable prior notice in writing to the Company or by email to [gloriousphl.com@computershare.com.hk](mailto:gloriousphl.com@computershare.com.hk).*

*Shareholders who have chosen to receive a printed copy of the corporate communications in either English or Chinese version will receive both English and Chinese versions of the Circular since both languages are bound together into one booklet.*