

If you are in 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 Ganglong China Property Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



港龍中國地產
GANGLONG CHINA PROPERTY

Ganglong China Property Group Limited
港龍中國地產集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6968)

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED RE-APPOINTMENT OF AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 26 May 2022 at No. 11 Building, PortMix South District, No. 2177 Shenkun Road, Minhang District, Shanghai, China and by way of live webcast to participate in the annual general meeting (“**Annual General Meeting**”) (or any adjournment thereof), is set out on pages 14 to 17 of this circular. A form of proxy for use at the Annual General Meeting is sent to you with this circular. If you do not intend to attend and vote at the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, or via the designated URL <https://spot-emeeting.tricor.hk> by using the username and password provided on the notification letter sent by the Company as soon as practicable but in any event by 10:00 a.m. on Tuesday, 24 May 2022 or not less than 48 hours before the time appointed for holding the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

CONTENTS

	<i>Page</i>
Definitions	ii
Letter from the Board	
Introduction	1
Granting of Share Issue Mandate, Repurchase Mandate and Extension Mandate	2
Re-election of retiring Directors	2
Re-appointment of Auditor	3
Annual General Meeting, Proxy Arrangement and Closure of Register of Members ..	3
Responsibility statement	5
Recommendation	5
Miscellaneous	5
Appendix I – Explanatory statement on the Repurchase Mandate	6
Appendix II – Details of retiring Directors proposed for re-election	10
Notice of Annual General Meeting	14

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 26 May 2022 at No. 11 Building, PortMix South District, No. 2177 Shenkun Road, Minhang District, Shanghai, China and by way of live webcast to participate in the annual general meeting, the notice of which is set out on pages 14 to 17 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Chairman”	the chairman of the Board
“Companies Law”	the Companies Law of the Cayman Islands for the time being in force
“Company”	Ganglong China Property Group Limited (港龍中國地產集團有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate
“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 the People’s Republic of China
“Latest Practicable Date”	4 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Date”	15 July 2020, the date on which the issued Shares were initially listed on the Main board of the Stock Exchange.
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buy back Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of HK\$0.01 each
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

English translation of names in Chinese or other language under which are marked with “” in this circular are for identification purpose only.*

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



港龍中國地產
GANGLONG CHINA PROPERTY

Ganglong China Property Group Limited
港龍中國地產集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6968)

Executive Directors:

Mr. Lui Ming (*Chairman and Chief Executive Officer*)
Mr. Lui Chi Chung Jimmy
Mr. Lui Jin Ling

Non-executive Directors:

Mr. Lui Wing Nam
Mr. Lui Wing Mau

Independent non-executive Directors:

Mr. Chan Pak Hung
Mr. Guo Shaomu
Ms Tang Lo Nar

Registered Office:

4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY 1-1002
Cayman Islands

Principal place of business in Hong Kong:

Suites 3620-22, 36th Floor
Two Pacific Place
88 Queensway
Hong Kong

11 April 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED RE-APPOINTMENT OF AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the ordinary resolutions to be proposed at the Annual General Meeting for the approval of (a) granting of the Share Issue Mandate; (b) granting of the Repurchase Mandate; (c) granting of the Extension Mandate; (d) the re-election of retiring Directors and (e) the re-appointment of auditor. This circular contains the explanatory statement and gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions to be proposed at the Annual General Meeting.

A notice convening the Annual General Meeting is set out on pages 14 to 17 to this circular.

LETTER FROM THE BOARD

GRANTING OF SHARE ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, the following resolutions, among other matters, will be proposed:

- (a) to grant the Share Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of issued shares of the Company on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued shares of the Company on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Share Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (b) the date by which the next annual general meeting is required to be held under the Articles or any applicable laws of the Cayman Islands or the Listing Rules; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plans to repurchase any Shares or allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company.

An explanatory statement containing all relevant information relating to the proposed granting of the Repurchase Mandate is set out in the Appendix I to this circular to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution in relation to the granting of the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the date of this circular, the executive Directors are Mr. Lui Ming, Mr. Lui Chi Chung Jimmy and Mr. Lui Jin Ling; the non-executive Directors are Mr. Lui Wing Nam and Mr. Lui Wing Mau; and the independent non-executive Directors are Mr. Chan Pak Hung, Mr. Guo Shaomu and Ms Tang Lo Nar.

Pursuant to Article 109 of the Articles, one-third of the Directors shall retire from office by rotation at each annual general meeting and shall then be eligible for re-election.

Pursuant to Article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under Article 112 of the Articles shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

LETTER FROM THE BOARD

Accordingly, Mr. Lui Ming, Mr. Lui Wing Mau, Ms. Tang Lo Nar and Mr. Chan Pak Hung (collectively, the “**Retiring Directors**”) will retire at the Annual General Meeting, and being eligible, offer themselves for re-election. Information on the retiring Directors as required to be disclosed under the Listing Rules is set out in Appendix II to this circular.

The nomination committee of the Company and the Board have reviewed the written confirmation of independence of each of Mr. Chan Pak Hung and Ms. Tang Lo Nar and assessed their independence based on the independence criteria as set out in rule 3.13 of the Listing Rules. All of them do not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders. The nomination committee and the Board are also not aware of any circumstance that might influence Mr. Chan Pak Hung and Ms. Tang Lo Nar in exercising independent judgment and are satisfied that they have the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director. On this basis, Mr. Chan Pak Hung and Ms. Tang Lo Nar are considered independent to act as independent non-executive Directors.

The nomination committee of the Company had also taken into account the working profile and extensive experience of each of the Retiring Directors as set out in Appendix II to this circular and their meeting of nomination criteria (including but not limited to, character, professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy, time commitment to effectively discharge duties as Board member) set out in the nomination policy of the Company and has considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the diversity policy of the Company, and has taken the view that the Retiring Directors have been contributing to the Group effectively and are committed to their role as Directors.

Having regard to the Board’s diversity policy and the nomination policy adopted by the Company, the nomination committee of the Company recommended re-election of the Retiring Directors to the Board. Accordingly, the Board has proposed that all the Retiring Directors stand for re-election as Directors at the Annual General Meeting. Each of them abstained from voting at the Board meeting regarding their nomination.

RE-APPOINTMENT OF AUDITOR

PricewaterhouseCoopers will retire as the auditor of the Company at the Annual General Meeting and being eligible, offer themselves for re-appointment as the auditor of the Company.

ANNUAL GENERAL MEETING, PROXY ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS

A notice convening the Annual General Meeting to be held at No. 11 Building, PortMix South District, No. 2177 Shenkun Road, Minhang District, Shanghai, China on 26 May 2022 at 10:00 a.m. is set out on pages 14 to 17 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

All the resolutions set out in the notice of the Annual General Meeting will be decided by poll in accordance with the Articles and the Listing Rules. The Company will announce results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company (www.glchina.group). Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof) to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or via the designated URL <https://spot-emeeting.tricor.hk> by using the username and password provided on the notification letter sent by the Company. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof, should you so wish.

To enable Shareholders to participate in the Annual General Meeting and to speak and observe in relation to the resolution(s) to be resolved at the Annual General Meeting, Shareholders not attending the Annual General Meeting in person may join a live streaming webcast of the Annual General Meeting via Zoom where they can also speak during the discussion session. Shareholders that intend to participate in the Annual General Meeting via Zoom shall contact Tricor Investor Services Limited the Company's branch share registrar in Hong Kong before 10:00 a.m. on Tuesday, 24 May 2022 (being not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting) to obtain the link and passcode to join the Annual General Meeting via the following means:

By email: is-enquiries@hk.tricorglobal.com

By telephone: (852) 2980 1333 (from 9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong public holidays)

Authenticated Shareholders will receive an email confirmation by 25 May 2022, which contains a link and password to join the Annual General Meeting via Zoom. Shareholders MUST NOT forward the link and password to other persons who are not the Shareholders and who are not entitled to attend the Annual General Meeting.

Shareholders should note that viewing the live streaming webcast of the Annual General Meeting via Zoom will not be counted towards a quorum nor will they be able to cast their votes online. Shareholders who wish to vote are strongly encouraged to appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) at the Annual General Meeting by completing and returning the Proxy Form in accordance with the instructions therein, or via the designated URL <https://spot-emeeting.tricor.hk> by using the username and password provided on the notification letter sent by the Company, by a time not less than 48 hours before the time appointed for the Annual General Meeting (i.e. 10:00 a.m. on Tuesday, 24 May 2022), if they have not already done so.

If you have any queries on the above, please contact Tricor Investor Services Limited via their hotline at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

LETTER FROM THE BOARD

The register of members will be closed from Monday, 23 May 2022 to Thursday, 26 May 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all share transfer documents must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 20 May 2022.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirmed, having made all reasonable enquiries, that, to the best of the knowledge and belief, there are no other facts, the omission of which would make any statement in this circular misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole, and, accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
Ganglong China Property Group Limited
Lui Ming
Chairman and Executive Director

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Repurchase Mandate for your consideration.

1. LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the important of which are summarised below:

(a) Shareholders' approval

All proposed repurchase of securities, which must be fully paid up in the case of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange, must be approved in advance by its shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

(b) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of the relevant resolution granting the Repurchase Mandate. As at the Latest Practicable Date, the Company has 1,626,457,000 Shares in issue. Subject to the passing of the proposed resolution for the granting of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would result in up to 162,645,700 Shares being repurchased by the Company.

(c) Reasons for repurchase

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

(d) Funding of repurchase

Repurchases must be funded out of the funds legally available for the purpose in accordance with the Articles, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Any purchase by the Company may be made out of the profits of the Company or out of a fresh issue of Shares made for the purpose of the purchase or, if authorized by the Articles and subject to the Companies Law, out of capital and, in the case of any premium payable on redemption or purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles and subject to the Companies Law, out of its capital.

(e) **Impact of repurchase**

As compared with the financial position of the Company as at 31 December 2021 (being the date of its latest audited accounts), the Directors consider that there would not be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate is to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

(f) **Undertaking**

None of the Directors nor, to the best knowledge of the Directors having made all reasonable enquiries, any of their associates has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

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

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Articles, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

(g) **Takeovers Code**

If as a result of a repurchase of Shares a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. Lui Ming, Mr. Lui Wing Nam, Mr. Lui Wing Mau, Mr. Lui Chi Chung Jimmy and Mr. Lui Jin Ling and persons acting in concert with them are entitled to exercise the voting rights of approximately 74.42% of the issued Shares through Huaxing Development Co., Ltd. (a company wholly-owned by Mr. Lui Ming), Hualian Development Co., Ltd. (a company owned as to 60% and 40% by Mr. Lui Wing Nam and Mr. Lui Chi Chung Jimmy respectively), and Hualong Development Co., Ltd. (a company owned as to 60% and 40% by Mr. Lui Jin Ling and Mr. Lui Wing Mau respectively) and Kin Hing Hong Textiles Limited (a company held by the spouses of Mr. Lui Ming, Mr. Lui Wing Nam and Mr. Lui Wing Mau), and together they constitute a group of controlling shareholders of the Company (the "**Controlling Shareholders Group**"). Based on such shareholdings and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date, in the event that the

Directors will exercise in full the Repurchase Mandate if so approved at the Annual General Meeting, the interest in the Company of the Controlling Shareholders Group would be increased to approximately 82.69% of the issued Shares and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would lead to less than 25% (or such prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital being in public hands. The Company will not repurchase Shares if that repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the Company's issued share capital.

2. SHARE PURCHASE MADE BY THE COMPANY

The Company purchased a total of 4,161,000 Shares on the Stock Exchange during the previous six months up to the Latest Practicable Date, with details as follows:

Date of Purchase	No. of Shares purchased	Per Share	
		Highest HK\$	Lowest HK\$
5 November 2021	803,000	4.27	4.13
8 November 2021	110,000	4.09	4.09
9 November 2021	120,000	4.18	4.11
15 November 2021	90,000	4.16	4.16
18 November 2021	809,000	4.08	4.00
22 November 2021	45,000	4.09	4.09
23 November 2021	50,000	4.11	4.11
1 December 2021	50,000	4.15	4.15
9 December 2021	391,000	4.10	4.05
10 December 2021	421,000	4.06	4.04
13 December 2021	200,000	4.12	4.12
15 December 2021	511,000	4.06	4.06
17 December 2021	300,000	4.07	4.07
20 December 2021	14,000	4.04	4.04
13 January 2022	247,000	4.41	4.23

3. SHARE PRICES

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

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<i>2021</i>		
April	4.93	4.29
May	4.95	4.29
June	4.78	4.29
July	4.59	4.12
August	4.74	4.12
September	4.68	4.01
October	4.71	4.03
November	4.50	3.94
December	4.60	3.96
<i>2022</i>		
January	4.68	4.20
February	5.00	4.30
March	4.77	3.96
April (up to the Latest Practicable Date)	4.62	4.36

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following is the information, as required to be disclosed by the Listing Rules, on the Directors proposed to be re-elected at the Annual General Meeting.

- (1) **Mr. Lui Ming (呂明)**, aged 59, is one of the executive Directors, one of the founders of the Group, chairman of the Board and chief executive officer of the Group. He is responsible for formulating and overseeing the strategic planning of the Group. Since the establishment of the Group, he has over 13 years of experience in the property development industry. He has also served as a director of various subsidiaries of the Group. Prior to founding the Group, Mr. Lui manages and operates the business in Kin Hing Hong Textiles Limited, a company principally engaged in trading of textile product from March 1993 to June 2005 as a director. He was appointed an executive Director on 8 October 2018. Mr. Lui did not hold any directorships in other listed public companies or any other major appointments in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Mr. Lui completed EMBA courses in Nanjing University of Science and Technology in Nanjing in 2013.

Mr. Lui is the younger brother of Mr. Lui Wing Mau and Mr. Lui Wing Nam, both non-executive Directors, and the uncle of Mr. Lui Chi Chung Jimmy and Mr. Lui Jin Ling, both executive Directors.

Mr. Lui has entered into a service contract with the Company pursuant to which he agreed to act as executive Directors for an initial term of three years with effect from the Listing Date subject to certain early termination clauses of the service contract. The appointment is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Under the service contract with the Company and/or the Group, Mr. Lui is entitled to a salary of RMB1,923,609 per annum with discretionary bonus which was determined with reference to his duties, responsibilities and the results of the Group.

By virtue of the SFO, as at the Latest Practicable Date, Mr. Lui was deemed to be interested in 514,437,000 Shares in the Company, representing approximately 31.63% of the total number of issued shares of the Company. Save as disclosed above, Mr. Lui does not have any other interests or short position in any shares, underlying shares or debentures of the Company or its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other information relating to Mr. Lui that needs to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of the Rule 13.51(2) of the Listing Rules.

- (2) **Mr. Lui Wing Mau (呂永茂)**, aged 69, is one of the non-executive Directors and one of the founders of the Group. He is responsible for advising on strategy and overall development of the Group. Prior to founding the Group, Mr. Lui manages and operates the business in Kin Hing Hong Textiles Limited, a company principally engaged in trading of textile products, from March 1993 to June 2005 as a director and remained responsible for the overall business strategy and business direction thereafter. He was appointed as a Director on 8 October 2018 and was appointed as a non-executive Director on 17 September 2019. Mr. Lui did not hold any directorships in other listed public companies or any other major appointments in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Mr. Lui completed his secondary education in the PRC in the 1960s.

Mr. Lui is the father of Mr. Lui Jin Ling, an executive Director, the elder brother of both Mr. Lui Ming, the chairman of the Board and executive Director and Mr. Lui Wing Nam, a non-executive Director, and the uncle of Mr. Lui Chi Chung Jimmy, an executive Director.

Mr. Lui has entered into an appointment letter with the Company as a non-executive Director for an initial term of three years with effect from the Listing Date, subject to certain early termination clauses of the letter. The appointment is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Mr. Lui is entitled to a Director's fee of RMB930,600 per annum, which is determined with reference to his duties, responsibilities, the prevailing market conditions and the recommendation of the remuneration committee of the Company.

By virtue of the SFO, as at the Latest Practicable Date, Mr. Lui was deemed to be interested in 310,437,000 Shares in the Company, representing approximately 19.09% of the total number of issued shares of the Company. Save as disclosed above, Mr. Lui does not have any other interests or short position in any shares, underlying shares or debentures of the Company or its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other information relating to Mr. Lui that needs to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of the Rule 13.51(2) of the Listing Rules.

- (3) **Ms. Tang Lo Nar (鄧露娜)**, aged 49, is appointed as an independent non-executive Director on 20 June 2020. She is responsible for providing independent advice to the Board. She is also a member of the audit committee, nomination committee and remuneration committee of the Board.

Ms. Tang has over 25 years of experience in accounting, tax, audit, company secretarial and finance. She began her career by joining Ernst & Young, an international accounting firm in September 1995 where she last served as a Senior Staff Accountant II. Ms. Tang then joined KPMG Tax Limited, an international tax service provider in March 2001, where she was involved in a wide range of tax compliance and advisory tasks and left in August 2004 as a Tax Manager. Ms. Tang began her own business by establishing TLN Co., Ltd. in Hong Kong in August 2004 to provide accounting, management consultancy, tax planning and company secretarial services. Ms. Tang was the company secretary of two Hong Kong Main Board listed companies, namely Asia Resources Holdings Limited (stock code: 899) and Karce

International Holdings Company Limited (currently known as Starlight Culture Entertainment Group Limited) (stock code: 1159), for the periods from December 2008 to April 2010 and from January 2009 to April 2010 respectively. She was then the company secretary of Yueshou Environmental Holdings Limited (currently known as China Gem Holdings Limited) (stock code: 1191), which is principally engaged in the provision of financial service, from March 2012 to October 2014. Ms. Tang also took up the role as the company secretary for ISP Global Limited (stock code: 8487) from September 2018 to March 2021, a company principally engaged in the sale of sound and communication systems and related services. Ms. Tang joined Shuanghua Holdings Limited (stock code: 1241), a China-based company principally engaged in the manufacture and sales of auto air-conditioner parts and components, since May 2011 as the chief financial officer and the company secretary, and she was re-elected as an executive director in June 2015.

Ms. Tang obtained a bachelor's degree in accountancy from The Hong Kong Polytechnic University in October 1995. She further obtained a master degree in English for the professions from The Hong Kong Polytechnic University and another master degree in applied finance from University of Western Sydney in November 2002 and September 2004 respectively. She is a Fellow of the Association of chartered Certified Accountants and a member of Hong Kong Society of Accountants, the Hong Kong Institute of Company Secretaries and the Institute of Chartered Secretaries and Administrators.

Ms. Tang has entered into an appointment letter with the Company as an independent non-executive Director for an initial term of three years with effect from the Listing Date, subject to certain early termination clauses of the letter. The appointment is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Ms. Tang is entitled to a Director's fee of RMB200,000 per annum, which is determined with reference to her duties, responsibilities, the prevailing market conditions and the recommendation of the remuneration committee.

Save as disclosed above, as at the Latest Practicable Date, Ms. Tang did not (i) hold any directorships in any other listed companies in Hong Kong or overseas in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; and (iv) have any relationship with any other Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Ms. Tang does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other information relating to Ms. Tang that needs to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of the Rule 13.51(2) of the Listing Rules.

- (4) **Mr. Chan Pak Hung** (陳栢鴻先生), aged 41, was appointed as an independent non-executive Director on 11 February 2022. He is responsible for providing independent advice to the Board. He is also a member of the remuneration committee and nomination committee and the chairman of the audit committee of our Board.

Mr. Chan has over 15 years of experience in corporate finance, compliance, auditing, and company secretarial fields. He is currently an independent non-executive director of JLogo Holdings Limited, the issued shares of which are listed on the Stock Exchange (stock code: 8527), and the company secretary of Shanghai Dongzheng Automotive Finance Co., Ltd., a joint stock company incorporated in the People's Republic of China with limited liability with its shares listed on the Stock Exchange (stock code: 2718). Prior to joining the Group, among other things, Mr. Chan had been a manager of the listing division of Hong Kong Exchanges and Clearing Limited and has worked in international accounting firms. Mr. Chan obtained a bachelor of Business Administration (Professional Accountancy) from the Chinese University of Hong Kong in 2002. He is also a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of Association of Chartered Certified Accountants and a CFA charterholder of the CFA Institute.

Mr. Chan has entered into an appointment letter with the Company as an independent non-executive Director for an initial term of three years with effect from 11 February 2022, subject to certain early termination clauses of the letter. The appointment is subject to retirement by rotation and reelection at annual general meetings of the Company pursuant to the Articles. Mr. Chan is entitled to a Director's fee of HK\$228,000 per annum, which is determined with reference to his duties, responsibilities, the prevailing market conditions and the recommendation of the remuneration committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan did not (i) hold any directorships in any other listed companies in Hong Kong or overseas in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; and (iv) have any relationship with any other Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Chan does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other information relating to Mr. Chan that needs to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of the Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



港龍中國地產
GANGLONG CHINA PROPERTY

Ganglong China Property Group Limited **港龍中國地產集團有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6968)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the abovenamed company (the “**Company**”) will be held at 10:00 a.m. on 26 May 2022 at No. 11 Building, PortMix South District, No. 2177 Shenkun Road, Minhang District, Shanghai, China and by way of live webcast to participate in the annual general meeting for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors and independent auditor for the year ended 31 December 2021.
2.
 - (i) To re-elect Mr. Lui Ming as an executive director of the Company.
 - (ii) To re-elect Mr. Lui Wing Mau as a non-executive director of the Company.
 - (iii) To re-elect Ms. Tang Lo Nar as an independent non-executive director of the Company.
 - (iv) To re-elect Mr. Chan Pak Hung as an independent non-executive director of the Company.
 - (v) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To appoint PricewaterhouseCoopers as auditor of the Company, to hold office until the conclusion of the next annual general meeting, and to authorise the board of directors of the Company to fix its remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

A. “THAT:

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed 20% of the total number of shares of the Company in issue as at the date 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 earlier 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 the Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company 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 exclusion 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).”

NOTICE OF ANNUAL GENERAL MEETING

B. “THAT:

- (a) the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the total number of shares of the Company in issue as at the date of this resolution and the said approval 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 earlier 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 the Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “THAT conditional upon resolution No. 4B above being passed, the total number of shares of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution No. 4B above shall be added to the total number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution No. 4A above.”

By Order of the Board
Ganglong China Property Group Limited
Lui Ming
Chairman and executive director

Hong Kong, 11 April 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) To enable Shareholders to participate in the Annual General Meeting and to speak and observe in relation to the resolution(s) to be resolved at the Annual General Meeting, Shareholders not attending the Annual General Meeting in person may join a live streaming webcast of the Annual General Meeting via Zoom where they can also speak during the discussion session. Shareholders that intend to participate in the Annual General Meeting via Zoom shall contact Tricor Investor Services Limited the Company's branch share registrar in Hong Kong before 10:00 a.m. on Tuesday, 24 May 2022 (being not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting) to obtain the link and passcode to join the Annual General Meeting via the following means:

By email: is-enquiries@hk.tricorglobal.com

By telephone: (852) 2980 1333 (from 9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong public holidays)

Authenticated Shareholders will receive an email confirmation by 25 May 2022, which contains a link and password to join the Annual General Meeting via Zoom. Shareholders MUST NOT forward the link and password to other persons who are not the Shareholders and who are not entitled to attend the Annual General Meeting.

Shareholders should note that viewing the live streaming webcast of the Annual General Meeting via Zoom will not be counted towards a quorum nor will they be able to cast their votes online. Shareholders who wish to vote are strongly encouraged to appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) at the Annual General Meeting by completing and returning the Proxy Form in accordance with the instructions therein, or via the designated URL <https://spot-meeting.tricor.hk> by using the username and password provided on the notification letter sent by the Company, by a time not less than 48 hours before the time appointed for the Annual General Meeting (i.e. 10:00 a.m. on Tuesday, 24 May 2022), if they have not already done so.

If you have any queries on the above, please contact Tricor Investor Services Limited via their hotline at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

- (2) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be delivered to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "**Share Registrar**") together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (3) In the case of appointment of proxies submitted in electronic form, the proxy appointments must be received by not less than 48 hours before the time appointed for the holding of the meeting (or at any adjournment thereof). You may submit your form of proxy electronically by scanning the QR code or visiting the designated URL <https://spot-meeting.tricor.hk>, through using the username and password provided on the notification letter sent to you by the Company on 11 April 2022. If your shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited and would like to appoint proxy to attend and vote at the meeting on your behalf, you should consult directly with your banks or brokers or custodians (as the case may be) for necessary arrangement.
- (4) The register of members of the Company will be closed from Monday, 23 May 2022 to Thursday, 26 May 2022, both days inclusive, during which period 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 with the Share Registrar not later than 4:30 p.m. on Friday, 20 May 2022.

As of the date of this announcement, the executive directors of the Company are Mr. Lui Ming (Chairman), Mr. Lui Jin Ling and Mr. Lui Chi Chung Jimmy. The non-executive directors of the Company are Mr. Lui Wing Mau and Mr. Lui Wing Nam. The independent non-executive directors of the Company are Mr. Chan Pak Hung, Mr. Guo Shaomu and Ms. Tang Lo Nar.