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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 you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, company secretary, professional accountant or other professional adviser.

If you have sold or transferred all your shares in LVGEM (China) Real Estate Investment Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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 as 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.

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# 綠景(中國)地產投資有限公司

LVGEM (CHINA) REAL ESTATE INVESTMENT COMPANY LIMITED

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

(HKSE Stock Code: 95)

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

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A notice convening the annual general meeting of LVGEM (China) Real Estate Investment Company Limited to be held at Meeting Room 1, Level 25, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 29 June 2022 at 10:30 a.m. is set out on pages 13 to 16 of this circular.

#### **Precautionary measures and special arrangements for the Annual General Meeting**

To safeguard the health and safety of attendees, certain measures will be implemented at the Annual General Meeting with a view to addressing the risk to attendees of infection, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature check; and (b) wear surgical masks prior to admission to the venue of the Annual General Meeting; (ii) attendees who are subject to health quarantine prescribed by the HKSAR Government not being admitted to the venue of the Annual General Meeting; (iii) all attendees being required to wear surgical masks throughout the Annual General Meeting; (iv) each attendee being assigned a designated seat at the time of registration to ensure social distancing; and (v) no refreshment packs or coffee/tea being provided.

The Company reminds attendees that they should carefully consider the risks of attending the Annual General Meeting, taking into account their own personal circumstances. Furthermore, the Company would like to remind Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising their voting rights and strongly recommends that Shareholders appoint the Chairman of the Annual General Meeting as their proxy and submit their form of proxy as early as possible. The form of proxy can be downloaded from the Company's website ([www.lvgem-china.com](http://www.lvgem-china.com)) or the Stock Exchange's website.

The Company will keep monitoring the evolution of the COVID-19 pandemic situation and may implement additional measures as and when appropriate.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the principal place of business of the Company at Unit 2501, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or at any adjourned meeting should you desire.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Meeting Room 1, Level 25, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 29 June 2022 at 10:30 a.m. (and any adjournment thereof), the notice of which is set out on pages 13 to 16 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to buy back, during the period as set out in the Share Buy-back Resolution, Shares up to a maximum of 10% of the total number of shares in issue as at the date of passing the Share Buy-back Resolution
“Buy-back Proposal”	the proposal for granting the Buy-back Mandate
“Companies Law”	the Companies Law of the Cayman Islands (as amended, supplemented or otherwise modified from time to time)
“Company”	LVGEM (China) Real Estate Investment Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“Directors”	the directors 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 the People’s Republic of China
“Issue Mandate”	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and deal in, during the period as set out in the Issue Resolution, Shares up to a maximum of 20% of the total number of shares in issue as at the date of passing the Issue Resolution
“Issue Resolution”	the proposed ordinary resolution set out in the notice of the Annual General Meeting in respect of the Issue Mandate
“Latest Practicable Date”	22 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company

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## DEFINITIONS

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“Share Buy-back Resolution”	the proposed ordinary resolution set out in the notice of the Annual General Meeting in respect of the Buy-back Mandate
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong
“%”	per cent

*The circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text shall prevail.*

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## LETTER FROM THE BOARD

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# L.gem 綠景(中國)地產投資有限公司

LVGEM (CHINA) REAL ESTATE INVESTMENT COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(HKSE Stock Code: 95)

*Executive Directors:*

Ms. HUANG Jingshu (*Chairman*)  
Mr. TANG Shouchun (*Chief Executive Officer*)  
Mr. YE Xingan  
Mr. HUANG Hao Yuan

*Registered Office:*

Windward 3  
Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Non-Executive Director:*

Mr. CHEN Wei Sheng

*Head Office and Principal Place of Business:*

Unit 2501, NEO,  
123 Hoi Bun Road,  
Kwun Tong, Kowloon,  
Hong Kong

*Independent Non-Executive Directors:*

Mr. WANG Jing  
Ms. HU Gin Ing  
Mr. MO Fan

29 April 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES  
TO ISSUE AND BUY BACK SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to, inter alia, the re-election of Directors, the Issue Mandate and the Buy-back Mandate.

**RE-ELECTION OF DIRECTORS**

In accordance with Article 108(a) of the Articles, one-third of the Directors for the time being shall retire from office by rotation at the forthcoming Annual General Meeting. Accordingly, Mr. HUANG Hao Yuan, Mr. WANG Jing and Mr. MO Fan shall retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting.

Mr. CHEN Wei Sheng was appointed as a Director on 20 September 2021 to fill the casual vacancy of the Board left by the resignation of Ms. LI Lihong. Pursuant to Article 112 of the Articles, Mr. CHEN Wei Sheng will hold office until the next general meeting of the Company. Accordingly, Mr. CHEN Wei Sheng will retire at the forthcoming Annual General Meeting and being eligible, offer himself for re-election at the Annual General Meeting.

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## LETTER FROM THE BOARD

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The nomination committee of the Company (the “Nomination Committee”) has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, and contribution of the retiring Directors with reference to the Company’s corporate strategy and the nomination principles and criteria set out in the Company’s board diversity policy and directors’ nomination policy; and also reviewed the independence of all independent non-executive Directors.

The Nomination Committee has recommended to the Board on re-election of all of the above Directors who are due to retire at the Annual General Meeting. The Company considers that all of them will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

With respect to the re-election of Mr. WANG Jing and Mr. MO Fan, being the independent non-executive Directors, the Nomination Committee had reviewed their annual written confirmation of independence made pursuant to the independence guidelines set out in rule 3.13 of the Listing Rules, and considered that they are independent. Mr. WANG Jing and Mr. MO Fan had abstained from voting/had not expressed views at the meetings of the Nomination Committee and the Board regarding their own independence.

The Nomination Committee and the Board are not aware of any circumstance that would affect the independence of Mr. WANG Jing and Mr. MO Fan and are satisfied that each of them has the required character, integrity, experience and knowledge to continue fulfilling the role of independent non-executive Directors.

Details of the above-mentioned Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

### **GENERAL MANDATE TO ISSUE SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general mandate to allot, issue and deal in Shares up to 20% of the total number of Shares in issue as at the date of passing the Issue Resolution. In addition, an ordinary resolution will also be proposed to authorise an extension of the Issue Mandate by adding thereto the total number of Shares bought back under the Buy-back Mandate.

The Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles, or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

As at the Latest Practicable Date, the Company had 5,097,703,975 Shares in issue. Subject to the passing of the Issue Resolution and assuming that no further Shares will be issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to allot or issue a maximum of 1,019,540,795 Shares, representing 20% of the total number of Shares in issue as at the date of passing of the Issue Resolution at the Annual General Meeting.

### **GENERAL MANDATE TO BUY BACK SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to buy back Shares up to 10% of the total number of Shares in issue as at the date of passing of the Share Buy-back Resolution.

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## LETTER FROM THE BOARD

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The Buy-back Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles, or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

Subject to the passing of the Share Buy-back Resolution and assuming that no further Shares will be issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 509,770,397 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the Share Buy-back Resolution at the Annual General Meeting.

An explanatory statement to provide all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the Share Buy-back Resolution as required by the Listing Rules is set out in Appendix II hereto.

### ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 13 to 16 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the re-election of Directors, the Issue Mandate and the Buy-back Mandate.

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. The results of the poll will be published on the websites of the Company and the Stock Exchange following the Annual General Meeting.

A proxy form for use at the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the principal place of business of the Company at Unit 2501, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### RESPONSIBILITY STATEMENT

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 believe that the proposals for the re-election of Directors, the Issue Mandate and the Buy-back Mandate are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that you should vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

By Order of the Board  
**LVGEM (China) Real Estate Investment Company Limited**  
**HUANG Jingshu**  
*Chairman*

*The following are the details of Directors who are proposed to be re-elected at the Annual General Meeting in accordance with the Articles:*

**(1) Mr. HUANG Hao Yuan**

Mr. HUANG Hao Yuan, aged 31, is an Executive Director of the Company and is responsible for investment property operation and management of the Company. Mr. Huang joined Shenzhen LVGEM Entity Management Group Co., Ltd. (深圳市綠景企業管理集團有限公司) in 2014, and served as the deputy general manager of the Investment and Development Centre and was responsible for formulating its strategic development and investment plans, as well as responsible for project execution and the evaluation of potential projects. From August 2016 to February 2017, Mr. Huang served as a senior investment manager of 博商資產管理有限公司 (Boshuang Assets Management Co., Ltd.\*) and was responsible for project development and evaluation and monitoring of investments. Mr. Huang possesses 8 years' working experience in the real estate industry in China. Mr. Huang was appointed as an executive director of the Company on 21 February 2017.

Save as disclosed above, Mr. Huang did not hold any directorships in any public companies in the last three years in Hong Kong or overseas, and he did not have any other major appointments or professional qualifications.

Mr. Huang is the younger brother of Ms. HUANG Jingshu, an executive director and chairman of the Company and the son of Mr. WONG Hong King, the controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Huang is interested or deemed to be interested in 2,400,000,000 Shares and 4,500,000 share options exchangeable into Shares. Save as disclosed above, Mr. Huang is not interested in the Shares within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") and does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company.

Mr. Huang entered into a service agreement with the Company for a term of 2 years commencing from 31 March 2022 which is terminable by either party by giving to the other party not less than three months' written notice or by payment in lieu of such notice. Pursuant to the service agreement, Mr. Huang is entitled to an annual salary of HK\$910,000, which was determined by the remuneration committee of the Company and approved by the Board with reference to his responsibilities and duties in the Company, the remuneration policy of the Company as well as the prevailing market conditions. In addition, subject to the approval by the remuneration committee of the Company, Mr. Huang is also entitled to receive a discretionary bonus.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Huang's re-election and there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

\* For identification purposes only



**(2) Mr. CHEN Wei Sheng**

Mr. CHEN Wei Sheng, aged 54, is a Non-Executive Director of the Company. Mr. CHEN possesses more than 30 years' professional experience in the banking and financial industry. He is currently serves as the head of Risk Management Department of Shenzhen Branch of Ping An Bank and is responsible for risk management of the investment and loan business of Ping An Bank Shenzhen branch. Mr. Chen joined Shenzhen branch of Ping An Bank since March 2009 and held the position of the head of legal and compliance department until January 2020. Prior to joining Ping An Bank, Mr. Chen held various positions in Shenzhen Commercial Bank from January 1995 to August 1998, including the chief of the accounting department and the president of the sub-branch. Mr. Chen served as the president of Huaxin sub-branch and Jianshe Road sub-branch of Shenzhen Commercial bank from August 1998 to March 2009. In addition, Mr. Chen served as deputy officer of deposit and remittance department of Longhua sub-branch in Bao An sub-branch of Bank of China Shenzhen Branch from July 1992 to January 1995. Mr. Chen obtained his bachelor's degree in business from Jinan University (暨南大學) in June 1990, and his master's degree in management from Zhongnan University of Economics and Law (中南財經政法大學) in June 1992. Mr. Chen was appointed as a non-executive director of the Company on 20 September 2021.

Save as disclosed above, Mr. Chen did not hold any directorships in any public companies in the last three years in Hong Kong or overseas, and he did not have any other major appointments or professional qualifications.

Mr. Chen did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chen is not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Chen entered into a letter of appointment with the Company for a term of one year commencing from 20 September 2021 which is terminable by either party by giving to the other party not less than one month's written notice or by payment in lieu of such notice. Pursuant to the letter of appointment, Mr. Chen is not entitled to receive any remuneration from the Company to serve as a non-executive Director.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Chen's re-election and there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**(3) Mr. WANG Jing**

Mr. WANG Jing, aged 54, is an Independent Non-Executive Director of the Company and is responsible for providing independent judgement and scrutinising the performance of the Company. Mr. Wang currently serves as a vice president of 京東集團. From January 2017 to September 2018, he served as a chairman of the board of directors (chained supermarket of retail industry) of Beijing Ueater Technology Co. Ltd (北京優集客科技有限公司). Mr. Wang also served as a chief strategy officer of 京東集團 (7FRESH Business Unit) from October 2018 to April 2019. Mr. Wang served as an independent director of Dark Horse Venture (Beijing) Technology Co. Ltd (創業黑馬(北京)科技股份有限公司) (a company listed on the Shenzhen Stock Exchange with a stock code of 300688) from January 2016 to October 2021. Mr. Wang obtained his Bachelor of Engineering Degree from Heilongjiang Business School (黑龍江商學院) in the PRC in July 1990, and his master's degree in business administration from University of International Business and Economics (對外經濟貿易大學) in the PRC in July 1997. Mr. Wang was appointed as an independent non-executive director of the Company on 15 May 2014.

Save as disclosed above, Mr. Wang did not hold any directorships in any public companies in the last three years in Hong Kong or overseas, and he did not have any other major appointments or professional qualifications.

Mr. Wang did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wang is interested in 3,000,000 share options exchangeable into Shares. Save as disclosed above, Mr. Wang is not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Wang entered into a letter of appointment with the Company for a term of 2 years commencing from 15 May 2020 which is terminable by either party by giving to the other party not less than one month's written notice or by payment in lieu of such notice. Pursuant to the letter of appointment, Mr. Wang is entitled to an annual salary of HK\$260,000, which was determined by the remuneration committee of the Company and approved by the Board with reference to his responsibilities and duties in the Company, the remuneration policy of the Company as well as the prevailing market conditions.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Wang's re-election and there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**(4) Mr. MO Fan**

Mr. MO Fan, aged 39, is an Independent Non-Executive Director of the Company and is responsible for providing independent judgement and scrutinizing the performance of the Company. Mr. Mo obtained a Bachelor of Business Administration degree and a Bachelor of Communication Engineering degree from Zhejiang University in the PRC in June 2005 respectively, and a Master of Science degree in Banking and Finance from Loughborough University in the United Kingdom in December 2006. Mr. Mo has over 15 years of experience in financing. Mr. Mo currently serves as a Chief Financial Officer of the joint venture company of Vanke Service and Cushman & Wakefield. Mr. Mo was appointed as an independent non-executive director of the Company on 8 April 2019.

Save as disclosed above, Mr. Mo did not hold any directorships in any public companies in the last three years in Hong Kong or overseas, and he did not have any other major appointments or professional qualifications.

Mr. Mo did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Mo is not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Mo entered into a letter of appointment with the Company for a term of 2 years commencing from 8 April 2022 which is terminable by either party by giving to the other party not less than one month's written notice or by payment in lieu of such notice. Pursuant to the letter of appointment, Mr. Mo is entitled to an annual salary of HK\$260,000, which was determined by the remuneration committee of the Company and approved by the Board with reference to his responsibilities and duties in the Company, the remuneration policy of the Company as well as the prevailing market conditions.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Mo's re-election and there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the buy-back of Shares up to a maximum of 10% of the share capital of the Company in issue as at the date of passing the Share Buy-back Resolution.

**1. SHARE CAPITAL**

As at the Latest Practicable Date, there were 5,097,703,975 Shares in issue.

Subject to the passing of the Share Buy-back Resolution and assuming that no further Shares will be issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 509,770,397 Shares (representing 10% of the issued Shares as at the date of the Annual General Meeting).

**2. REASONS FOR BUY-BACK**

The Directors believe that the Buy-back Proposal is in the best interests of the Company and its Shareholders as a whole. Such buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders.

**3. FUNDING OF BUY-BACK**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association, the Articles and the applicable laws and regulations of the Cayman Islands. Pursuant to the Buy-back Mandate, buy-backs will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the buy-back or, if authorised by the Articles and subject to the Companies Law, out of capital and, in the case of any premium payable on the buy-back, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital of the Company. The Company may not buy back 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.

**4. GENERAL**

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2021 in the event that the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, under the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company. In the opinion of the Directors, exercising the Buy-back Mandate under suitable working capital conditions or gearing levels is from time to time appropriate for the Company.

## 5. SHARE PRICES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2021	2.33	2.02
May 2021	2.23	2.03
June 2021	2.14	1.99
July 2021	2.06	1.71
August 2021	1.93	1.79
September 2021	1.83	1.53
October 2021	1.87	1.69
November 2021	1.77	1.37
December 2021	1.72	1.28
January 2022	1.62	1.29
February 2022	1.61	1.32
March 2022	1.38	0.59
April 2022 (up to the Latest Practicable Date)	1.58	0.85

## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate and in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Buy-back Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Buy-Back Proposal is approved by the Shareholders.

## 7. TAKEOVERS CODE

If on the exercise of the power to buy-back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, 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, so far as is known to the Directors, Mr. WONG Hong King and his associates are interested in 3,760,019,094 Shares, representing 73.76% of the total number of Shares in issue as at the Latest Practicable Date.

On the basis that no further Shares are issued or bought back prior to the Annual General Meeting, and in the event that the Buy-back Mandate is exercised in full, the shareholding interests of Mr. WONG Hong King and his associates would be increased from approximately 73.76% to approximately 81.95%. Such increases will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code.

The Directors confirm that the Buy-back Mandate will not be exercised to an extent where the number of Shares held by the public would fall below 25%.

**8. SHARES BUY-BACK MADE BY THE COMPANY**

The Company has not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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**L.gem** **綠景(中國)地產投資有限公司**  
**LVGEM (CHINA) REAL ESTATE INVESTMENT COMPANY LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
(HKSE Stock Code: 95)

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of LVGEM (China) Real Estate Investment Company Limited (the “Company”) will be held at Meeting Room 1, Level 25, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 29 June 2022 at 10:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditor of the Company for the year ended 31 December 2021.
2. To re-elect Mr. HUANG Hao Yuan as an executive director.
3. To re-elect Mr. CHEN Wei Sheng as a non-executive director.
4. To re-elect Mr. WANG Jing as an independent non-executive director.
5. To re-elect Mr. MO Fan as an independent non-executive director.
6. To authorise the board of Directors to fix the Directors’ remuneration.
7. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company 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 the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

8. **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, dispose of and deal in additional shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures or securities; (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to directors and/or employees of the Company and/or any of its subsidiaries and associated companies of shares or rights of the Company; and (iv) an issue of shares as scrip dividend pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing 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 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 the laws of the Cayman Islands or any other applicable law 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 in general meeting of the Company;

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

9. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of HK\$0.01 each in the capital of the Company 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 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 of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 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 the laws of the Cayman Islands or any other applicable law 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 in general meeting of the Company.”
10. “**THAT** subject to the passing of Resolutions numbered 8 and 9, the general mandate granted to the directors of the Company to allot, issue, dispose of and deal in additional shares pursuant to Resolution numbered 8 and is hereby extended by the addition thereto of an amount representing the total number of shares bought back by the Company under the authority granted pursuant to Resolution numbered 9, provided that such amount of shares so bought back shall not exceed 10% of the total number of shares in issue as at the date of passing Resolution numbered 9.”

By Order of the Board  
**LVGEM (China) Real Estate Investment Company Limited**  
**HUANG Jingshu**  
*Chairman*

Hong Kong, 29 April 2022

*Principal place of business in Hong Kong:*  
Unit 2501, NEO  
123 Hoi Bun Road,  
Kwun Tong, Kowloon  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. To safeguard the health and safety of attendees, certain measures will be implemented at the annual general meeting with a view to addressing the risk to attendees of infection, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature check; and (b) wear surgical masks prior to admission to the annual general meeting venue; (ii) attendees who are subject to health quarantine prescribed by the HKSAR Government not being admitted to the annual general meeting venue; (iii) all attendees being required to wear surgical masks throughout the annual general meeting; (iv) each attendee being assigned a designated seat at the time of registration to ensure social distancing; and (v) no refreshment packs or coffee/tea being provided. The Company reminds attendees that they should carefully consider the risks of attending the annual general meeting, taking into account their own personal circumstances.

The Company will keep monitoring the evolution of the COVID-19 pandemic situation and may implement additional measures as and when appropriate.

2. Any member of the Company entitled to attend and vote at the annual general meeting (or at any adjournment thereof) is entitled to appoint one or, if he holds two or more shares, more person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. The Company would like to remind Shareholders that physical attendance in person at the annual general meeting is not necessary for the purpose of exercising their voting rights and strongly recommends that Shareholders appoint the Chairman of the annual general meeting as their proxy and submit their form of proxy as early as possible. The form of proxy can be downloaded from the Company's website ([www.lvgem-china.com](http://www.lvgem-china.com)) or the Stock Exchange's website.
3. The register of members of the Company will be closed from 24 June 2022 to 29 June 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 transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms 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, not later than 4:30 p.m. on 23 June 2022.
4. For details of the Directors to be re-elected, please refer to Appendix I of this circular.
5. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or the certified copy thereof, must be deposited at the principal place of business of the Company at Unit 2501, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting (or any adjournment thereof).
6. Completion and return of the form of proxy will not preclude members from attending and voting at the annual general meeting (or at any adjournment thereof).
7. Shareholders are requested to telephone the Company's hotline at (852) 2123 9530 for arrangements of the Annual General Meeting in the event that a number 8 (or above) typhoon or black rainstorm warning is hoisted on the day of the Annual General Meeting.