



China Great Land

華地控股

## CHINA GREAT LAND HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

(Company registration no. 200312792W)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of China Great Land Holdings Ltd. (the "**Company**") will be held at Seletar Country Club, 101 Seletar Club Road, Eagle's View, Level 2, Singapore 798273 on 10 March 2014 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

#### **THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY FROM MAZARS LLP TO FOO KON TAN GRANT THORNTON LLP**

That:

- (a) Foo Kon Tan Grant Thornton LLP be hereby appointed as the Auditors of the Company in place of Mazars LLP to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms to be agreed between the Directors and Foo Kon Tan Grant Thornton LLP (the "**Proposed Change of Auditors**").
- (b) The Directors of the Company and any of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give effect to the proposed Change of Auditors and/or any transaction authorised by this Resolution.

[See Explanatory Notes to Shareholders]

#### **BY ORDER OF THE BOARD**

Li Zhangjiang De Malca

Executive Chairman and Managing Director

21 February 2014

Singapore

#### **Explanatory Notes to Shareholders:**

- (a) Mazars LLP has confirmed that it is not aware of any professional reasons why Foo Kon Tan Grant Thornton LLP, being the new Auditors, should not accept appointment as Auditors;
- (b) the Board of Directors confirms that there were no disagreements with Mazars LLP on accounting treatments within the last 12 months from the date of this Circular;
- (c) the Board of Directors confirms that the Company is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders;
- (d) the reason for the Proposed Change of Auditors is because the Board of Directors is of the view that a change of Auditors should take place to ensure cost-effective audits of the Company and its subsidiaries; and
- (e) the Board of Directors confirms that the Company has complied with Rules 712 and 715 in relation to the Proposed Change of Auditors.

#### **Notes:**

- (a) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (b) The instrument appointing a proxy or proxies that has been executed by a member must be lodged at the office of the Company's share registrar, M&C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068906, not less than 48 hours before the time appointed for the Extraordinary General Meeting. The completion and return of the proxy form by a member will not prevent him from attending and voting in person at the Extraordinary General Meeting if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.
- (c) The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.