



China Great Land Holdings Ltd.

華地控股

(Company Registration No. 200312792W)
(Incorporated in the Republic of Singapore)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Seletar Country Club, Eagle's View Level 2, 101 Seletar Club Road, Singapore 798273 on Friday, 30 May 2014 at 10.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Auditor's Report thereon. **(Resolution 1)**
- To approve the Directors' fees of S\$103,000.00 for the financial year ending 31 December 2014. **(Resolution 2)**
- To re-elect the following Directors of the Company retiring pursuant to Article 89 of the Company's Articles of Association:
Mr Cui Zhongwei **(Resolution 3)**
Mr Tan Huay Pin **(Resolution 4)**
(See Explanatory Note 1)
- To re-appoint Messrs Foo Kon Tan Grant Thornton LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolution with or without modifications:

- AUTHORITY TO ALLOT AND ISSUE SHARES** **(Resolution 6)**
(A) "that, pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
(i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise;
(ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares;
(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
(B) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that:-

- the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 100% of the total number of issued shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (b) below);
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company at the time this Resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, provided the options or share awards were granted in compliance with the provisions of the Listing Manual of the SGX-ST; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and

unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."

(See Explanatory Note 2)

- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

ON BEHALF OF THE BOARD

Li Zhangjiang De Malca
Executive Chairman and Managing Director

15 May 2014

Notes:

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy in his stead.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at 112 Robinson Road, #05-01, Singapore 068902 not later than 48 hours before the time appointed for the Meeting.

Explanatory Notes:

- Mr Cui Zhongwei will, upon re-election as a Director of the Company, remain as the Executive Director of the Board.
Mr Tan Huay Pin will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration and Nominating Committees and a member of the Audit Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
The Directors who have offered themselves for re-election have each confirmed that, they do not have any relationship (including immediate family relationships) with the other Directors, the Company or its 10% shareholders. The current directorships in other listed company (if any) and details of other principal commitments held by each of these Directors are set out on pages 8 to 9 of this Annual Report.
- The Ordinary Resolution 6 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the issued share capital of the Company, excluding treasury shares, of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20% of the issued share capital of the Company, excluding treasury shares, at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.