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## **LONGFOR GROUP HOLDINGS LIMITED**

**龍湖集團控股有限公司**

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

**(Stock Code: 960)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Longfor Group Holdings Limited (the “**Company**”) will be held at 2:30 p.m., on Thursday, 16 June 2022 at 15th Floor, No. 1 Duddell Street, Central, Hong Kong, for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2021;
2. To declare a final dividend of RMB1.23 per Share for the year ended 31 December 2021;
3.
  - (i) To re-elect Madam Wu Yajun as an executive director of the Company;
  - (ii) To re-elect Mr. Chan Chi On, Derek as an independent non-executive director of the Company;
  - (iii) To re-elect Mr. Xiang Bing as an independent non-executive director of the Company;
  - (iv) To re-elect Mr. Chen Xuping as an executive director of the Company; and
  - (v) To authorise the board of directors of the Company to fix the Directors’ remuneration;

4. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the board of directors to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolutions of the Company:

**“THAT:**

- (a) subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) or securities convertible into Shares and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power during or 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 pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company as at the date of this Resolution carrying a right to subscribe for or purchase shares or otherwise convertible into shares; or (iii) the exercise of the subscription rights under the share option schemes of the Company; or (iv) any scrip dividend scheme or similar arrangement for the grant or issue of shares or rights to acquire Shares of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution); and the said approval shall be limited accordingly; and

(d) for the purpose 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 to be held by the Articles of Association of the Company and any applicable laws; and
- (iii) the revocation or variation of the authority given under this resolution by 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 to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject 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 applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares on the Stock Exchange subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the total number of the shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution 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 (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution); and the said approval shall be limited accordingly; and
- (c) for the purpose 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 to be held by the articles of association of the Company and any applicable laws; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

- 7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** subject to the passing of ordinary resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to ordinary resolution numbered 5 be and is hereby extended by the addition to the total number of shares of the Company which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6, provided that such extended amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of the said Resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution).”

## SPECIAL RESOLUTION

8. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“**THAT** the amended and restated articles of association of Longfor Group Holdings Limited (“**Company**”) be amended in the manner as set out in the circular of the Company dated 20 April 2022 (the “**Circular**”); the second amended and restated articles of association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “**A**” and signed by the chairman of the annual general meeting for the purpose of identification, which incorporates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect after the close of the meeting; and that any one director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the second amended and restated articles of association of the Company.”

By Order of the Board  
**Longfor Group Holdings Limited**  
**WU Yajun**  
*Chairperson*

Hong Kong, 20 April 2022

*Notes:*

- (a) In light of the continuing risks posed by the COVID-19 pandemic, the Company is adopting special arrangements for the AGM as set out in this circular on pages 1 to 2. Shareholders of the Company (“**Shareholders**”) may submit questions and view the AGM by live online webcast.

Registered Shareholders will be able to view and listen to the Annual General Meeting and submit questions online. Each registered Shareholder’s personalized login and access code will be sent to him or her under separate letter. Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to view the Annual General Meeting, and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

- (b) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.

- (c) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of that power or authority, must be deposited at 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 not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting (as the case may be).
- (d) The register of members of the Company will be closed from Monday, 13 June 2022 to Thursday, 16 June 2022, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the annual general meeting to be held on Thursday, 16 June 2022, all share transfer documents accompanied by the relevant share certificates must be lodged with 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 not later than 4:30 p.m. on Friday, 10 June 2022.
- (e) The register of members of the Company will be closed from Monday, 11 July 2022 to Tuesday, 12 July 2022, both days inclusive, during which period no transfer of shares of the Company will be effected. To qualify for the proposed dividend, all share transfers documents accompanied by the relevant share certificates must be lodged with 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 not later than 4:30 p.m. on Friday, 8 July 2022.
- (f) An explanatory statement containing further details regarding ordinary resolutions numbered 5 to 7 above will be sent to shareholders together with the 2021 Annual Report.
- (g) With regard to item no. 3 in this notice, details of the retiring Directors, namely Madam Wu Yajun, Mr. Chan Chi On, Derek, Mr. Xiang Bing and Mr. Chen Xuping proposed be re-elected as directors of the Company are set out in the Appendix II to the circular to shareholders of the Company dated 20 April 2022.
- (h) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the Meeting will be taken by poll except where the chairman of the Meeting, 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.

*As at the date of this notice, the Board comprises eight members: Madam Wu Yajun, Mr. Shao Mingxiao, Mr. Chen Xuping and Mr. Zhao Yi who are executive Directors; and Mr. Frederick Peter Churchouse, Mr. Chan Chi On, Derek, Mr. Xiang Bing and Mr. Zeng Ming who are independent non-executive Directors.*