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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 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 **Longfor Group Holdings Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
DECLARATION OF FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Longfor Group Holdings Limited to be held at 2:30 p.m. on Tuesday, 28 May 2019 at Room 1501-02, 15th Floor, Hong Kong Club Building, 3A Chater Road, Central, Hong Kong is set out on pages 13 to 17 of this circular. A form of proxy for your use at the annual general meeting is enclosed with this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting should you so desire.

Hong Kong, 24 April 2019

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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 2:30 p.m. on Tuesday, 28 May 2019 at Room 1501-02, 15th Floor, Hong Kong Club Building, 3A Chater Road, Central, Hong Kong
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Company”	Longfor Group Holdings Limited, an exempted company incorporated in the Cayman Islands on 21 December 2007 with limited liability, with its Shares listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	15 April 2019, 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
“PRC”	the People’s Republic of China
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 6 of the notice of the Annual General Meeting
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase during the period as set out in the Repurchase Resolution, up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing the Repurchase Resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s)

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## DEFINITIONS

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“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the proposed ordinary resolution as referred to in ordinary resolution no. 5, up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the resolution approving the Share Issue Mandate
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE CHAIRMAN

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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)**

*Executive Directors:*

Madam WU Yajun (*Chairperson*)  
Mr. SHAO Mingxiao (*Chief Executive Officer*)  
Mr. ZHAO Yi  
Mr. LI Chaojiang

*Independent Non-executive Directors:*

Mr. Frederick Peter CHURCHOUSE  
Mr. CHAN Chi On, Derek  
Mr. XIANG Bing  
Mr. ZENG Ming

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal Place of Business*

*in Hong Kong:*  
15th Floor, 1 Duddell Street, Central,  
Hong Kong

Hong Kong, 24 April 2019

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS, DECLARATION OF  
FINAL DIVIDEND 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 the granting to the Directors of the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate, the re-election of retiring Directors, and the declaration of final dividend; and to seek your approval of the relevant resolutions relating to these matters at the Annual General Meeting.

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## LETTER FROM THE CHAIRMAN

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### GENERAL MANDATE TO ISSUE SHARES

On 8 June 2018, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors propose to seek your approval of the Share Issue Mandate to be proposed at the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,952,568,605 Shares. Subject to passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the Annual General Meeting, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 1,190,513,721 Shares representing not more than 20% of the total number of issued shares of the Company as at the Latest Practicable Date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 5 and 7 respectively of the notice of the Annual General Meeting.

### GENERAL MANDATE TO REPURCHASE SHARES

On 8 June 2018, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,952,568,605 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the Repurchase Resolution will be 595,256,860 Shares representing not more than 10% of the total number of issued shares of the Company as at the Latest Practicable Date.

An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Mandate is set out in the Appendix I to this circular.

### RE-ELECTION OF THE RETIRING DIRECTORS

The board of Directors currently comprises eight Directors, of which four are Executive Directors, namely Madam WU Yajun, Mr. SHAO Mingxiao, Mr. ZHAO Yi and Mr. LI Chaojiang; and four are Independent Non-Executive Directors, namely Mr. Frederick Peter CHURCHOUSE, Mr. CHAN Chi On, Derek, Mr. XIANG Bing and Mr. ZENG Ming.

Pursuant to Article 84 of Articles of Association, Madam WU Yajun, Mr. LI Chaojiang; and Mr. ZENG Ming will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

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## LETTER FROM THE CHAIRMAN

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The Board has reviewed the annual written confirmation of independence of Mr. ZENG Ming and assessed his independence based on the independence criteria as set out in rule 3.13 of the Listing Rules. He does not have any other relationships with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company. The Board is also not aware of any circumstance that might influence Mr. ZENG Ming in exercising independent judgment and are satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive director. On this basis, Mr. ZENG Ming is considered independent.

The Board nominated Mr. ZENG Ming to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting. Accordingly, the Board proposed that he stand for re-election as independent non-executive director at the Annual General Meeting.

The Board is of the view that Mr. ZENG Ming is beneficial to the Board with diversity of his comprehensive experience and knowledge in corporate strategy that contributes to invaluable expertise, continuity and stability to the Board. The Board believes that he will continue to contribute effectively to the Board.

Details of the retiring Directors proposed to be re-elected in the Annual General Meeting are set out in the Appendix II to this circular.

### **DECLARATION OF FINAL DIVIDEND**

As stated in the Company's announcement dated 25 March 2019, the Board recommends the payment of a final dividend of RMB0.69 for the year ended 31 December 2018 per Share. Subject to the approval by the Shareholders at the Annual General Meeting, the proposed final dividend is expected to be paid on Wednesday, 10 July 2019 to the Shareholders whose names are on the registers of members of the Company on Wednesday, 26 June 2019.

### **ANNUAL GENERAL MEETING**

At the Annual General Meeting, resolutions will be proposed to approve the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate, the re-election of retiring Directors and the declaration of the final dividend. The notice of the Annual General Meeting is set out on pages 13 to 17 of this circular.

### **ACTION TO BE TAKEN**

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, 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 the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting if you so desire.

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## LETTER FROM THE CHAIRMAN

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### VOTING BY WAY OF POLL

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 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. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 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 proposed resolutions referred to in this circular and the notice of Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed at the Annual General Meeting to give effect to them.

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



This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing the Repurchase Resolution.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,952,568,605 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 595,256,860 Shares representing not more than 10% of the total number of issued shares of the Company as at the Latest Practicable Date.

### **2. REASONS FOR REPURCHASE**

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cashflow or working capital facilities which will be legally available for such purpose in accordance with its memorandum of association, the Articles of Association, the Companies Law of the Cayman Islands and any other applicable law.

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 financial statements contained in the Company's annual report for the year ended 31 December 2018 in the event that the Repurchase Mandate were to be carried out in full at any time 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARES PRICES

The table below is a summary of the monthly highest and lowest traded prices in each of the previous twelve months preceding the Latest Practicable Date:-

	Shares Traded Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2018</b>		
April	24.70	22.80
May	25.25	22.70
June	25.60	19.96
July	23.90	20.10
August	22.60	19.74
September	22.95	20.05
October	19.92	16.60
November	22.05	20.15
December	23.40	21.90
<b>2019</b>		
January	24.70	22.05
February	25.05	23.30
March	28.05	23.90
April (up to the Latest Practicable Date)	29.70	28.50

#### 5. 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 repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and articles of association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, 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 Repurchase 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 Repurchase Mandate is approved by the Shareholders.

**6. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase 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 group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Charm Talent International Limited ("Charm Talent") was interested in an aggregate of 2,617,948,201 Shares, representing approximately 43.98% of the issued share capital of the Company. Based on such shareholding and in the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholding of Charm Talent would be increased to approximately 48.87% of the issued share capital of the Company. Accordingly, Charm Talent would be required under Rule 26 of the Takeovers Code to make a mandatory offer in respect of all the issued Shares by reason of such increase. However, the Directors will not repurchase Shares to such an extent as would result in takeover obligations. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchases made under the Repurchase Mandate.

The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than the amount of public float as required under the Listing Rules.

**7. SHARES REPURCHASE MADE BY THE COMPANY**

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

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

**Madam Wu Yajun**, aged 54, was appointed as executive director of the Company on December 21, 2007, and is the Chairperson of the Board of the Company. She is also a member of the Remuneration Committee and Investment Committee of the Company. Madam Wu is the founder of the Group. She graduated from Northwestern Polytechnical University (西北工業大學) majoring in navigation engineering and obtained a Bachelor degree in Engineering in 1984. Madam Wu serves as a member of the Standing Committee of the All-China Federation of Industry & Commerce (全國工商聯), and consultant of the Real Estate Branch Chamber of the Chongqing General Chamber of Commerce (重慶市總商會). Madam Wu is also a director of certain subsidiaries of the Group.

Madam Wu has entered into a service contract as an executive director with the Company for a term of 3 years from 21 December 2016. She is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Madam Wu received emoluments in a total sum of RMB 11,624,000 for the year ended 31 December 2018. But, she did not receive any director's fee for the said year. The director's emoluments of Madam Wu was determined by board of Directors based on the recommendations of the remuneration committee of the Company, with reference to her duties and responsibilities with the Company and the prevailing market rate for her positions.

Madam Wu does not have personal interests in the Shares. Madam Wu is taken to be interested in the 2,617,948,201 Shares held by Charm Talent pursuant to Part XV of the SFO. These 2,617,948,201 Shares are held by Charm Talent International Limited ("Charm Talent"). The entire issued share capital of Charm Talent is indirectly wholly-owned by HSBC International Trustee Limited ("HSBC International Trustee") as the trustee of the XTH Trust. Madam Wu has received an undertaking from Madam Cai (daughter of Madam Wu), the settlor of the XTH Trust, pursuant to which Madam Cai has undertaken to procure Charm Talent to exercise the voting rights of the Shares held by Charm Talent in accordance with Madam Wu's instructions. As Madam Wu is entitled to control the exercise of the voting power of the Shares held by Charm Talent, Madam Wu is taken to be interested in the Shares held by Charm Talent.

Save as disclosed above, Madam Wu (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Madam Wu has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to her re-election as Director.

**Mr. Li Chaojiang**, aged 50, was appointed as executive director of the Company on 23 November 2016 and is the member of the Remuneration Committee of the Company. Mr. Li joined the Group in 2011. He graduated from Yangzhou Teachers College (揚州師範學院) majoring in Chinese Language and Literature and obtained a Bachelor of Arts degree in 1990. Prior to joining the Group, Mr. Li worked for P & G (China) Company Limited (寶潔(中國)有限公司), Ericsson (China) Communications Company Limited (愛立信(中國)通信有限公司) and Zovie Real Estate Group Co, Limited (中惠熙元房地產集團有限公司). Mr. Li is also a director of certain subsidiaries of the Group.

Mr. Li has entered into a service contract as an executive director with the Company for a term of 3 years from 23 November 2016. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Li received emoluments in a total sum of RMB 16,397,000 for the year ended 31 December 2018. But, he did not receive any director's fee for the said year. The director's emoluments of Mr. Li was determined by board of Directors based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the prevailing market rate for his positions.

Mr. Li has personal interests in 721,993 Shares and interest in 2,585,000 Shares granted under a restricted share award scheme through a trust and 1,650,000 options at an exercise price of HK\$9.37 per share under the share option scheme adopted by the Company on 1 November 2009 within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Li has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his re-election as Director.

**Mr. Zeng Ming**, aged 48, was appointed as independent non-executive director of the Company on 3 June 2011. He is also the chairman of the Remuneration Committee of the Company. Mr. Zeng is currently the chairman, Academic Council of Alibaba Group. Mr. Zeng obtained his Doctor of Philosophy in International Business and Strategy from University of Illinois at Urbana-Champaign, USA in 1998 and a Bachelor of Arts degree in Economics from Fudan University (復旦大學) in 1991. Mr. Zeng was the professor of Strategy at Cheung Kong Graduate School of Business, Beijing China and a faculty member at INSEAD, France.

Mr. Zeng has entered into a service contract as an independent non-executive director with the Company for a term of 3 years commencing from 3 June 2017. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Under the service contract, Mr. Zeng will receive director's fees of HK\$400,000 per annum which was determined by board of Directors with reference to his duties and responsibilities with the Company and the prevailing market rate for his positions.

Mr. Zeng has personal interests in 160,000 Shares and interests in options to subscribe for 240,000 Shares at an exercise price of HK\$8.28 granted under the Company's share option scheme adopted by the Company on 1 November 2009 within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Zeng has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Zeng has confirmed that there is no other information required to be brought to the attention of the shareholders and the Company or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his re-election as director of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 Tuesday, 28 May 2019 at Room 1501-02, 15th Floor, Hong Kong Club Building, 3A Chater Road, 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 2018;
2. To declare a final dividend RMB0.69 per share for the year ended 31 December 2018;
3. To re-elect directors and authorize the board of directors to fix the directors’ remuneration;
4. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the board of directors to fix the auditors’ remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:-

“**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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).”



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## NOTICE OF ANNUAL GENERAL MEETING

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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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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).”

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

Hong Kong, 24 April 2019

*Notes:-*

- (a) 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.
- (b) 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 22, 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).
- (c) The register of members of the Company will be closed from Thursday, 23 May 2019 to Tuesday, 28 May 2019, 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 Tuesday, 28 May 2019, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 22 May 2019.
- (d) The register of members of the Company will be closed from Monday, 24 June 2019 to Wednesday, 26 June 2019, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 21 June 2019.
- (e) An explanatory statement containing further details regarding ordinary resolutions numbered 5 to 7 above will be sent to shareholders together with the 2018 Annual Report.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (f) With regard to item no. 3 in this notice, details of the retiring Directors, namely Madam Wu Yajun, Mr. Li Chaojiang and Mr. Zeng Ming 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 24 April 2019.
- (g) 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. Zhao Yi and Mr. Li Chaojiang 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.*