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SPRINGLAND
Springland International Holdings Limited
華地國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1700)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting (or at any adjournment thereof) (“**AGM**”) of Springland International Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Monday, 18 May 2015 at Conference Room I, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and of the auditors for the year ended 31 December 2014;
2. To declare a final dividend of HK\$9 cents per share for the year ended 31 December 2014;
3.
 - (i) To re-elect Mr. Tao Qingrong as an executive director of the Company;
 - (ii) To re-elect Mr. Fung Hiu Chuen, John as a non-executive director of the Company;
 - (iii) To re-elect Dr. Zhang Weijiong as an independent non-executive director of the Company;
4. To authorize the board of directors of the Company to fix the directors’ remuneration;
5. To re-appoint Ernst & Young as the auditors of the Company and to authorize the board of directors of the Company to fix auditors’ remuneration;

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of HK\$0.01 each (**“Share”**) in the share capital of the Company, subject to and in accordance with all applicable laws and rules including the Rules (**“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**), on the Stock Exchange or on any other stock exchange on which the Shares may be listed be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its Shares at a price to be determined by the Directors;
- (c) the Aggregate nominal value of the Shares which are authorised to be repurchased by Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly. In case by operation of applicable laws and regulations the nominal value of the shares of the Company becomes zero or is abolished, the authority granted to the Directors to exercise the powers of the Company to repurchase Shares in paragraph (a) above shall be limited to such number of Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of this resolution subject to adjustment in a proportionate manner upon the occurrence of each of consolidation or subdivision of Shares during the Relevant Period, if any; 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 any applicable laws or the Company’s articles of association to be held; or

- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this resolution.”

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

“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 and deal with new Shares or securities convertible into Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in the above paragraph (a) shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion during the Relevant Period (as hereinafter defined) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the purpose of granting or issuing Shares or a right to acquire Shares to the Directors, officers and/or employees of the Company and/or any of its subsidiaries; or (iii) issue of Share(s) in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time or; or (iv) pursuant to a specific authority granted by the shareholders of the Company; or (v) issue of Shares as scrip dividend or similar arrangement in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly. In case by operation of applicable laws and regulations the nominal value of the shares of the Company becomes zero or is abolished, the authority granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares in paragraph (a) above, otherwise than pursuant to the circumstances set out in items (i) to (v) in this paragraph (c), shall be limited to such number of Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of this resolution subject to adjustment in a proportionate manner upon the occurrence of each of consolidation or subdivision of Shares during the Relevant Period, if any; 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 any applicable laws or the Company’s articles of association to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this resolution.”; and

“Rights issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory applicable to the Company).”

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

“THAT conditional upon the passing of resolutions nos. 6 and 7 as set out in the notice convening the AGM, the general mandate granted to the Directors pursuant to resolution no. 7 as set out in the notice convening the AGM be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 as set out in the notice convening the AGM, provided that such amount shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of this resolution.

By order of the Board
Springland International Holdings Limited
Chen Jianqiang
Chairman

Hong Kong, 13 April 2015

Notes:

1. The register of members of the Company will be closed from 14 May 2015 (Thursday) to 18 May 2015 (Monday) (both days inclusive), during which period no transfer of share(s) will be effected. In order to be eligible to attend and vote at the AGM of the Company to be held on 18 May 2015 (Monday), all transfers documents, accompanied by the relevant share certificates, must be lodged with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 13 May 2015 (Wednesday).
2. Any shareholder entitled to attend and vote at the AGM or any adjournment thereof is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the AGM.
5. For the purpose of determining the entitlement to the final dividend for the year ended 31 December 2014 (if approved), the register of members of the Company will be closed from 27 May 2015 (Wednesday) to 29 May 2015 (Friday) (both dates inclusive), during which period no transfer of share(s) will be effected. To be entitled to the final dividend for the year ended 31 December 2014 (if approved), all transfers documents, accompanied by the relevant share certificates, must be lodged with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 26 May 2015 (Tuesday).
6. Members of the Company are advised to read the circular dated 13 April 2015 which contains information concerning the relevant resolutions to be proposed in this notice.

As at the date of this announcement, the Board comprises three executive directors, namely Mr Chen Jianqiang, Mr Tao Qingrong and Mr Yu Yaoming; one non-executive director, namely Mr Fung Hiu Chuen, John; and three independent non-executive directors, namely Dr Lin Zhijun, Dr Zhang Weijiong and Mr. Cheung Yat Ming.