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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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Springland International Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

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

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A letter from the Board is set out on pages 3 to 5 of this circular. A notice convening the AGM of the Company to be held at 9:30 a.m. on Monday, 16 May 2016 at Conference Room, 26th Floor, Wuxi Jinling Hotel, No.1 Xianqian East Street, Wuxi, Jiangsu, PRC is set out on pages 13 to 16 of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are intending to attend and vote at the AGM, you are requested to read the notice and complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

8 April 2016

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## DEFINITIONS

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*In this circular, unless the context otherwise indicates, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company scheduled to be held at 9:30 a.m. on Monday, 16 May 2016 at Conference Room, 26/F, Wuxi Jinling Hotel, No.1 Xianqian East Street, Wuxi, Jiangsu, PRC, or if applicable, any adjournment thereof, the notice of which is set out on pages 13 to 16 of this circular
“Articles”	the articles of association of the Company, as may be amended, supplemented or modified from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, cap. 22 (Law 3 of 1961, as consolidated and revised) of Cayman Islands
“Company”	Springland International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$” and “cents”	Hong Kong dollars, and cents, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with new Shares of not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution for approving the grant of such mandate
“Latest Practicable Date”	31 March 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as may be amended, supplemented or modified from time to time

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## DEFINITIONS

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“Memorandum”	the memorandum of association of the Company, as may be amended, supplemented or modified from time to time
“PRC”	The People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region or Taiwan
“Relevant Period”	in respect of the Repurchase Mandate, has the meaning ascribed to it in paragraph (d) of resolution no.6, and in respect of the Issue Mandate has the meaning ascribed to it in paragraph (d) of resolution no.7 in the Notice of AGM in this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase the fully paid up Shares of not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution for approving the grant of such mandate
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as may be amended, supplemented or modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 30 September 2010
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as may be amended, supplemented or modified from time to time
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Chen Jianqiang (*Chairman*)  
Mr. Tao Qingrong (*Chief Executive Officer*)  
Mr. Yu Yaoming

*Non-executive Director:*

Mr. Fung Hiu Chuen, John

*Independent non-executive Directors:*

Dr. Lin Zhijun  
Dr. Zhang Weijiong  
Mr. Cheung Yat Ming

*Registered office:*

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

*Head office:*

26th Floor,  
Wuxi Jinling Hotel,  
No. 1 Xianqian East Street,  
Wuxi, Jiangsu, the PRC

*Principal place of business  
in Hong Kong:*

Suite 1508, 15/F,  
Cityplaza Four,  
12 Taikoo Wan Road,  
Taikoo Shing  
Hong Kong

8 April 2016

*To the Shareholders,*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM relating to: (i) grant of the Repurchase Mandate to the Directors; (ii) grant of the Issue Mandate to the Directors; and (iii) the proposed re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### THE REPURCHASE MANDATE

As approved on the last annual general meeting of the Company held on 18 May 2015, a general unconditional mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares with an aggregate nominal value not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. As at the Latest Practicable Date, the Company has an issued share capital of HK\$24,210,500 divided into 2,421,050,000 Shares of HK\$0.01 each. Subject to the passing of an ordinary resolution to approve the Repurchase Mandate at the AGM and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, exercise of the Repurchase Mandate in full would result in up to a maximum of 242,105,000 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$2,421,050, being repurchased by the Company during the Relevant Period. An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

### THE ISSUE MANDATE

As approved on the last annual general meeting of the Company held on 18 May 2015, a general mandate was granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate in order to provide flexibility and discretion to the Directors to issue new Shares. As at the Latest Practicable Date, the Company has an issued share capital of HK\$24,210,500 divided into 2,421,050,000 Shares of HK\$0.01 each. Subject to the passing of an ordinary resolution approving the Issue Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 484,210,000 Shares, representing 20% of the total number of Shares in issue and a share capital of HK\$4,842,100, being issued by the Company during the Relevant Period. In addition, an ordinary resolution will also be proposed to extend the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles, three Directors, namely, Mr. Chen Jianqiang, Dr. Lin Zhijun and Mr. Cheung Yat Ming will retire by rotation at the AGM. All the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice dated 8 April 2016 convening the AGM to be held at 9:30 a.m. on Monday, 16 May 2016 at Conference Room, 26th Floor, Wuxi Jinling Hotel, No.1 Xianqian East Street, Wuxi, Jiangsu, PRC, is set out on pages 13 to 16 of this circular.

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at all general meetings of the Company must be taken by poll except where the chairman, 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 chairman of the AGM will demand a poll for every resolution put to the vote at the AGM unless if there is any additional procedural or administrative matters to be voted at the AGM the chairman of the AGM may decide to allow such matters to be voted on by a show of hands.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to read the notice and complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Such form of proxy for use at the AGM is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

### RECOMMENDATION

The Directors consider that (i) the grant of the Repurchase Mandate and (ii) the grant of the Issue Mandate to the Directors (and the extension thereto as described in resolution 8 as set out in the notice of AGM on pages 13 to 16 of this circular); and (iii) the re-election of retiring Directors, are in the interests of the Company, the Group and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of all corresponding resolutions to be proposed at the AGM respectively.

### 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.

### GENERAL

Your attention is also drawn to the appendices to this circular.

Yours faithfully,  
By order of the Board  
**Springland International Holdings Limited**  
**Chen Jianqiang**  
*Chairman*

*This appendix serves as an explanatory statement as required under the Listing Rules, to provide the requisite information to you for consideration of the proposed Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the Company has an issued share capital of HK\$24,210,500 divided into 2,421,050,000 Shares of HK\$0.01 each.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that none of the outstanding share options granted under the Share Option Scheme is exercised and no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to a maximum of 242,105,000 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$2,421,050 being repurchased by the Company during the Relevant Period.

## **REASONS FOR REPURCHASES**

Although the Directors have no present intention to exercise the Repurchase Mandate, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to, and is in the best interests of, the Company and the Shareholders as a whole. The ability of the Company to repurchase Shares would also be beneficial to the Shareholders who retain their investment in the Company since their proportionate interest in the Company's assets would increase as a result of such repurchases. Furthermore, depending on market conditions and funding arrangements at that time, such repurchases may lead to an enhancement of the net value of the Company and its assets and/or earnings per Share. Such repurchases will only be made during the Relevant Period when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

## **FUNDING OF REPURCHASES**

The Directors propose that the repurchase of Shares under the proposed Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the Memorandum and the Articles and the applicable laws of the Cayman Islands. Under the laws of the Cayman Islands, repurchases of Shares by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or repurchase over the par value of the Shares to be repurchased must be paid out of the Company's profits or share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of the Company's capital.



The exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2015 in the results announcement of the Company dated 16 March 2016).

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the pertaining circumstances.

### **SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 months are as follows:

	<b>Price per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2015</b>		
March	2.48	2.27
April	3.15	2.32
May	3.12	2.63
June	3.15	2.63
July	2.80	2.19
August	2.75	1.98
September	2.15	1.95
October	2.15	1.90
November	2.03	1.76
December	2.00	1.60
<b>2016</b>		
January	2.05	1.48
February	1.58	1.41
March (up to the Latest Practicable Date)	1.60	1.46

### **TAKEOVERS CODE**

If, as a result of any Shares repurchased by the Company, a Shareholder's proportionate interest in voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors are not aware of any shareholder or group of shareholders acting in concert who will become obliged to make a general offer under the Takeovers Code as a result of the exercise of the Repurchase Mandate. Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of repurchase, the exercise of the Repurchase Mandate in full may result in less than 25% of the total issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no present intention to exercise the Repurchase Mandate to the extent that less than 25% of the total issued share capital of the Company will be held by the public.

**SHARE REPURCHASE BY THE COMPANY**

The Company repurchased a total of 16,807,000 Shares on the Stock Exchange in the previous 6 months, details of which are set out as follows:

<b>Repurchase Date</b>	<b>No. of Shares</b>	<b>Purchase Price</b>	
		<b>Highest</b>	<b>Lowest</b>
		<i>HK\$</i>	<i>HK\$</i>
1 September 2015	937,000	2.09	1.99
2 September 2015	720,000	2.10	1.99
4 September 2015	591,000	2.09	1.99
7 September 2015	319,000	2.09	2.01
8 September 2015	450,000	2.09	2.00
15 September 2015	200,000	2.08	2.05
23 September 2015	450,000	2.10	2.02
24 September 2015	2,000,000	2.09	2.02
29 September 2015	850,000	2.08	2.00
30 September 2015	930,000	2.08	2.00
2 October 2015	500,000	2.09	2.02
5 October 2015	620,000	2.09	2.01
7 October 2015	630,000	2.09	2.02
19 October 2015	1,650,000	2.03	1.92
28 October 2015	1,150,000	2.03	1.94
30 October 2015	400,000	2.02	1.93
23 November 2015	1,760,000	1.93	1.82
24 November 2015	630,000	1.90	1.83
7 December 2015	2,020,000	1.80	1.67

**GENERAL**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and the Articles and the applicable laws of the Cayman Islands.

None of the Directors or, to the best of their knowledge and having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No connected person has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles:

#### **EXECUTIVE DIRECTOR**

**Mr. Chen Jianqiang** (陳建強先生), aged 58, is the founder of the Group and Chairman of the Company. He has been the executive Director of the Company since June 2006. Mr. Chen is responsible for the overall corporate strategy planning, business development and investment of the Group. Since the Group's incorporation in 1996, Mr. Chen has been engaging in retail business and actively participating in the management and development of the Group's business. Mr. Chen is also a director of the major operating subsidiaries of the Group. He holds an executive master's degree in business administration from China Europe International Business School. Mr. Chen is the chairman of honors of the World Chinese Traders General Association (Hong Kong) Ltd. (香港華商世界貿易總會).

Pursuant to the existing service contract between Mr. Chen and the Company, the appointment of Mr. Chen was for a term of 3 years commencing from 21 October 2013 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Chen is the sole director and shareholder of Octopus Holdings Foundation, the controlling shareholder and an associated corporation of the Company. Save as disclosed above, Mr. Chen does not hold any other position in the Group and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Chen has not and did not hold any directorships in any other public listed companies in the last three years preceding the Latest Practicable Date. As at the Latest Practicable Date, Mr. Chen is interested in 1,442,500,000 Shares representing approximately 59.24% of the issued share capital of the Company and 1 share in Octopus Holdings Foundation, the controlling shareholder and an associated corporation of the Company, which are required to be disclosed pursuant to Part XV of the SFO. The current Director's fee payable to Mr. Chen is RMB1,073,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Chen is determined by reference to his duty and experience and the prevailing market rates for executives of a similar position.

Save as disclosed above, Mr. Chen has no other information which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Dr. Lin Zhijun** (林志軍博士), aged 61, was appointed as an independent non-executive Director in February 2008. Dr. Lin is the chairman of the audit committee and a member of the nomination committee and remuneration committee of the Company. Dr. Lin is now the dean and professor of School of Business in Macau University of Science and Technology. Dr. Lin holds a Master of Science degree in accounting from University of Saskatchewan in Canada and a Ph.D degree in economics (accounting) from Xiamen University. Since 1983, Dr. Lin worked for various facilities in many academic institutes, including Xiamen University, and was a visiting professor in the University of Hong Kong, tenured professor in the faculty of management of the University of Lethbridge in Canada and head and professor of the department of accountancy and law in Hong Kong Baptist University. He worked for an international accounting firm, Touche Ross & Co. Canada (now known as “**Deloitte**”) in Toronto from 1982 to 1983. Dr. Lin is also a member of the American Institute of Certified Public Accountants (AICPA), the Chinese Institute of Certified Public Accountants (CICPA) and the Australian Institute of Certified Management Accountants (CMA). He is a member of various educational accounting associations including the American Accounting Association, the International Association for Accounting Education and Research and the Hong Kong Association for Accounting Education. He is currently an independent non-executive director of China Everbright Limited (stock code: 0165), Sinotruk (Hong Kong) Limited (stock code: 3808) and Dali Foods Group Company Limited (stock code: 3799), all of them are companies listed on The Stock Exchange of Hong Kong Limited. From 2012 to April 2014, Dr. Lin served as independent non-executive director of Zhengzhou Coal Mining Machinery Group Company Limited (stock code: 0564), a company listed on The Stock Exchange of Hong Kong Limited.

Pursuant to the letter of appointment entered into between Dr. Lin and the Company, the appointment of Dr. Lin was for a term of 3 years commencing from 21 October 2013 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Save as disclosed above, Dr. Lin does not hold any other position in the Group and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed about, he has not and did not hold any directorship in any other public listed companies in the last three year preceding the Latest Practicable Date. As at the Latest Practicable Date, Dr. Lin does not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO. The current Director’s fee payable to Dr. Lin is HK\$240,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Dr. Lin was determined by reference to his duty and experience and the prevailing market rates for executives of a similar position.

Save as disclosed above, Dr. Lin has no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

**Mr. Cheung Yat Ming (張一鳴)**, aged 47, was appointed as independent non-executive Director in March 2014. Mr. Cheung is a member of the audit committee, nomination committee and remuneration committee of the Company. Mr. Cheung is currently an executive director, chief executive officer and responsible officer of New Century Asset Management Limited, a REIT manager of New Century Real Estate Investment Trust (stock code: 1275), a REIT listed on The Stock Exchange of Hong Kong Limited. Mr. Cheung holds a bachelor degree in accountancy from the Hong Kong Polytechnic University. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants (HKICPA) and a chartered accountant of the Institute of Chartered Accountants in England and Wales (ICAEW).

Mr. Cheung has extensive experience in the fields of investment, real estate and property market, corporate finance and auditing. Mr. Cheung worked for Arthur Andersen & Co. in Hong Kong and China from 1991 to 1994. In September 1994, Mr. Cheung joined Citibank (now named Citigroup) as an accountant and administration manager and held the position of assistant vice president from September 1996. In October 1997, he started working in Salomon Smith Barney (now named Citigroup) as an equity research analyst. Since May 1999, Mr. Cheung worked for Donaldson, Lufkin & Jenrette. He joined HSBC Securities (Asia) Limited as the head of Hong Kong and China property research department from November 2000 to April 2005. Mr. Cheung joined Cohen & Steers Asia Limited in 2005 as a senior vice president and executive director, supervising its Asia Pacific real estate investment and research functions. Mr. Cheung worked as the head of research of DBS Vickers (Hong Kong) Limited from June 2009 to 2011. From August 2011 to 2013, Mr. Cheung has been acting as the chief investment officer of Neutron INV Partners Limited and has been involved in work such as setting up the Neutron Greater China Equity Fund and marketing to local and overseas institutional investors, consultants, distribution intermediaries. He currently is an independent non-executive director of Best Pacific International Holdings Limited (stock code: 2111), a company listed on The Stock Exchange of Hong Kong Limited.

Pursuant to the letter of appointment entered into between Mr. Cheung and the Company, the appointment of Mr. Cheung was for a term of 3 years commencing from 11 March 2014 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Save as disclosed above, Mr. Cheung does not hold any other position in the Group and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, he has not and did not hold any directorship in any other public listed companies in the last three year preceding the Latest Practicable Date. As at the Latest Practicable Date, Mr. Cheung does not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO. The current Director's fee payable to Mr. Cheung is HK\$240,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Cheung was determined by reference to his duty and experience and the prevailing market rates for executives of a similar position.

Save as disclosed above, Mr. Cheung has no other information which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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 9:30 a.m. on Monday, 16 May 2016 at Conference Room, 26th Floor, Wuxi Jinling Hotel, No.1 Xianqian East Street, Wuxi, Jiangsu, PRC 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 2015;
2. To declare a final dividend of HK\$7 cents per share for the year ended 31 December 2015;
3.
  - (i) To re-elect Mr. Chen Jianqiang as an executive director of the Company;
  - (ii) To re-elect Dr. Lin Zhijun as an independent non-executive director of the Company;
  - (iii) To re-elect Mr. Cheung Yat Ming 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;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (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);



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- (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).”

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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, 8 April 2016

*Notes:*

1. The register of members of the Company will be closed from 12 May 2016 (Thursday) to 16 May 2016 (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 16 May 2016 (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 11 May 2016 (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 2015 (if approved), the register of members of the Company will be closed from 27 May 2016 (Friday) to 31 May 2016 (Tuesday) (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 2015 (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 2016 (Thursday).
6. Members of the Company are advised to read the circular dated 8 April 2016 which contains information concerning the relevant resolutions to be proposed in this notice.