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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 SELL TREASURY SHARES,
TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company (“AGM” or “**Annual General Meeting**” or “**Meeting**”) to be held by way of electronic means on Thursday, 18 June 2026 at 2:30 p.m. is set out in this circular on pages 23 to 28.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company 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 or postponement thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment or postponement thereof (as the case may be) should you so desire.

Hong Kong, 28 April 2026

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Chairman	
Introduction	3
General Mandate to Issue Shares and Sell Treasury Shares	4
General Mandate to Repurchase Shares	4
Re-election of the retiring Directors	4
Re-Appointment of Auditor	5
Proposed adoption of New Articles of Association	6
Annual General Meeting	6
Responsibility Statement	7
Closure of Register of members	8
Recommendation	8
Further Information	8
Appendix I — Explanatory statement	9
Appendix II — Details of Directors proposed to be re-elected	12
Appendix III — Proposed amendments of the Articles of Association	15
Notice of Annual General Meeting	24

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened and held by way of electronic means at 2:30 p.m. on Thursday, 18 June 2026
“Articles of Association”	the second amended and restated articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of directors of the Company
“CCASS”	has the meaning ascribed to it under the Listing Rules
“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
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 April 2026, 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
“New Articles of Association”	the third amended and restated articles of association of the Company incorporating the changes as set out in Appendix III to this circular proposed to be approved and adopted by the Shareholders at the AGM
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix III to this circular which will be incorporated in the New Articles of Association proposed to be approved and adopted by the Shareholders at the Annual General Meeting

DEFINITIONS

“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 (excluding Treasury Shares, if any) as at the date of passing the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 6 of the notice of the Annual General Meeting
“RMB”	Renminbi, the lawful currency of PRC
“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)
“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 and/or to sell or transfer Treasury Shares (if any) 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 (excluding Treasury Shares, if any) 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
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules
“US\$”	the lawful currency of United State of America
“%”	per cent.

LETTER FROM THE CHAIRMAN



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:

Mr. Chen Xuping (*Chairman and Chief Executive Officer*)
Mr. Zhao Yi (*Chief Financial Officer*)
Mr. Zhang Xuzhong
Ms. Shen Ying

Non-executive Director:

Ms. Sun Jiahui

Independent Non-executive Directors:

Mr. Frederick Peter Churchouse
Mr. Chan Chi On, Derek
Mr. Xiang Bing
Mr. Leong Chong

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

28 April 2026

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND SELL TREASURY SHARES,
TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION
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 proposed Amendments and the adoption of the New Articles of Association to seek your approval of the relevant resolutions relating to these matters at the Annual General Meeting, and to give you a notice of the AGM.

LETTER FROM THE CHAIRMAN

GENERAL MANDATE TO ISSUE SHARES AND SELL TREASURY SHARES

On 18 June 2025, 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 7,041,631,192 Shares. Subject to the 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 allot, issue and deal with a maximum of 1,408,326,238 Shares and/or to sell or transfer Treasury Shares (if any) representing not more than 20% of the total number of issued shares of the Company (excluding Treasury Shares, if any) 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 18 June 2025, 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 7,041,631,192 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 704,163,119 Shares representing not more than 10% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the Latest Practicable Date.

An explanatory statement as required under the Share Repurchase Rules to provide the Shareholders with the requisite information necessary to enable them to make an informed decision on whether to vote for or against the resolution in respect of the Repurchase Mandate is set out in the Appendix I to this circular.

RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently comprises nine Directors, of which four are executive Directors, namely Mr. Chen Xuping, Mr. Zhao Yi, Mr. Zhang Xuzhong and Ms. Shen Ying; of which, one is non-executive Director, namely Ms. Sun Jiahui; and four are independent non-executive Directors, namely Mr. Frederick Peter Churchouse, Mr. Chan Chi On, Derek, Mr. Xiang Bing and Mr. Leong Chong.

Pursuant to Article 84 of the Articles of Association, Mr. Zhang Xuzhong, Mr. Frederick Peter Churchouse and Mr. Xiang Bing will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

LETTER FROM THE CHAIRMAN

Recommendation of the Nomination Committee with respect to the Independent Non-executive Directors subject to Re-election at the Annual General Meeting

The Nomination Committee of the Company has assessed and reviewed the annual written confirmations of independence provided by each of the independent non-executive Directors, namely Mr. Frederick Peter Churchouse and Mr. Xiang Bing, and is of the view that each of them satisfies all the independence criteria as set out in Rule 3.13 of the Listing Rules.

It is noted that Mr. Frederick Peter Churchouse and Mr. Xiang Bing have each served on the Board for more than nine years. Accordingly, pursuant to the Corporate Governance Code, their re-election as independent non-executive Directors will be subject to approval by the Shareholders by way of separate resolutions at the Annual General Meeting.

The Nomination Committee considers that the long service of Mr. Frederick Peter Churchouse and Mr. Xiang Bing has not affected their ability to exercise independent judgement. Throughout their tenure, they have provided objective views and independent guidance to the Board and have demonstrated a firm commitment to their roles as independent non-executive Directors. The Nomination Committee is satisfied that they possess the requisite character, integrity, independence and experience to continue fulfilling their roles effectively.

The Nomination Committee is of the view that the continued service of Mr. Frederick Peter Churchouse and Mr. Xiang Bing is beneficial to the Board and the Company, as they contribute a diversity of skills, extensive professional experience, continuity and stability to the Board, and the Company has benefited greatly from their valuable insights and in-depth knowledge of the Group's business.

Having regard to the Board diversity policy and the nomination policy adopted by the Company, the Board, with the recommendation of the Nomination Committee, recommends the re-election of the retiring Directors at the Annual General Meeting. Accordingly, the Board has proposed that each of the retiring Directors, namely Mr. Zhang Xuzhong, Mr. Frederick Peter Churchouse and Mr. Xiang Bing, be re-elected as Directors by way of separate resolutions at the Annual General Meeting.

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

RE-APPOINTMENT OF AUDITOR

Pursuant to the Articles of Association of the Company, Deloitte Touche Tohmatsu will retire as the auditor of the Company at the forthcoming annual general meeting. Deloitte Touche Tohmatsu has indicated its willingness to be re-appointed as the auditor of the Company for the ensuing year following the conclusion of the annual general meeting. The audit fee for the year ending 31 December 2026 is estimated to be in the range of approximately HK\$8.5 million to HK\$9.0 million. Such fee has been estimated with reference to the complexity and business plans of the Group, the expected scope of the audit, the audit timetable and the resources required by the auditor.

An ordinary resolution will be proposed at the annual general meeting to approve the re-appointment of Deloitte Touche Tohmatsu as the auditor of the Company.

LETTER FROM THE CHAIRMAN

PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 17 April 2026, the Board proposed to amend the existing Articles of Association and to adopt the New Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association. The proposed amendments are made for the purposes of (i) bringing the existing Articles of Association in line with the latest regulatory requirements in relation to hybrid meetings and electronic voting, and the electronic dissemination of corporate communications by listed issuers; (ii) optimizing the articles regarding treasury shares; and (iii) making consequential and other housekeeping amendments.

Details of the proposed Amendments are set out in Appendix III to this circular. In view of the number of amendments proposed to be made to the Articles of Association, the Board proposes that the New Articles of Association which consolidate all the proposed Amendments be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the Articles of Association, subject to approval of such proposal by way of a special resolution of the Shareholders at the Annual General Meeting.

The legal adviser to the Company as to Hong Kong laws has confirmed that the Amendments comply with the applicable requirements of the Listing Rules. The legal adviser to the Company as to the laws of the Cayman Islands has confirmed that the Amendments are not inconsistent with, and do not contravene, the applicable laws of the Cayman Islands.

The Board will put forward to the Shareholders at the Annual General Meeting a special resolution to approve the Amendments and the adoption of the New Articles of Association. The Amendments and the adoption of the New Articles of Association shall take effect subject to the passing of such special resolution.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held by way of electronic means on Thursday, 18 June 2026 at 2:30 p.m. is set out on pages 23 to 28 of this circular.

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, 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 where the AGM is to be held as a physical meeting. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will in any event be voted by way of poll by the Shareholders as the AGM will be held by electronic means.

Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the AGM) for the proxy to receive the login access code to participate online in Vistra eVoting Portal.

Registered Shareholders will be able to attend the AGM, vote and submit questions online via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company.

LETTER FROM THE CHAIRMAN

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the AGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the “**Intermediary**”) and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the AGM electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary. Details regarding the eVoting Portal including the login details will be emailed to them by the Company’s branch share registrar, Tricor Investor Services Limited.

If any Shareholder has any question on the arrangements of the AGM, please contact Tricor Investor Services Limited, the Company’s branch share registrar and transfer office, at the following:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email: is-enquiries@vistra.com
Telephone: (852) 2980-1333
(From 9:00 a.m. to 5:00 p.m. Monday to Friday,
excluding Hong Kong public holidays)

A form of proxy for use by 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 complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment or postponement thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment or postponement thereof (as the case may be) should you so desire.

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.

LETTER FROM THE CHAIRMAN

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026, both dates inclusive, for the purpose of ascertaining the Shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 12 June 2026.

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.

FURTHER INFORMATION

Your attention is drawn to the Appendices to this circular.

Yours faithfully
By Order of the Board
Longfor Group Holdings Limited
Chen Xuping
Chairman

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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 Resolution.

1. SHAREHOLDERS' APPROVAL

The Listing Rules provide that all on-market shares repurchased by company with its primary listing on the Stock Exchange must be of fully paid up shares and all share repurchases by such company must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval in relation to specific transactions.

Such authority may only continue in force during the period from the passing of the resolution in respect of the Repurchase Resolution until the earlier of: (i) the conclusion of the next annual general meeting of the Company; (ii) the revocation or variation of such authority by ordinary resolution of the shareholders of the Company in general meeting; and (iii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum of association and articles of association of the Company or any applicable law to be held.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,041,631,192 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 704,163,119 Shares representing not more than 10% of the total number of issued shares of the Company as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

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.

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any shares it repurchased and/or hold such shares as treasury shares for subsequent sale or transfer subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchases.

4. 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 Act 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 2025 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.

5. 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>
2025		
April	11.70	8.87
May	11.10	9.76
June	10.28	9.10
July	10.86	9.29
August	11.63	9.55
September	12.24	10.07
October	12.03	9.53
November	10.61	9.21
December	10.20	8.45
2026		
January	10.59	8.56
February	10.83	9.69
March	9.94	7.43
April (up to the Latest Practicable Date)	8.46	7.39

6. UNDERTAKING

The Directors have undertaken 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.

For the Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company has appropriate measures to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as Treasury Shares. The Company has implemented the following measures: (i) the Company would procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited (HKSCC) to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company would withdraw the Treasury Shares from CCASS, and either re-register them in the Company's own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

7. 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.

According to the disclosure of interests dated 30 March 2026, Charm Talent International Limited ("**Charm Talent**") was interested in an aggregate of 3,016,814,950 Shares, representing approximately 42.84% of the issued share capital of the Company as at the Latest Practicable Date. 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 47.60% 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.

8. 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:

Mr. Zhang Xuzhong (“Mr. Zhang”), aged 51, was appointed as an executive Director of the Company on 10 January 2023. He is currently the president of the property division of the Group and a member of the Investment Committee. Mr. Zhang graduated from Southeast University (東南大學) in 1997 with a bachelor’s degree in civil engineering, majoring in industrial and civil engineering (工民建). He subsequently graduated from the University of South Australia in 2004 and obtained a master’s degree in business administration.

Mr. Zhang joined the Group in 2014 and had served as the general manager of Zhejiang Longfor. He is currently responsible for overseeing the property division of the Group. He is also serves as a director of certain subsidiaries of the Group.

Mr. Zhang first entered into a service contract as an executive Director with the Company on 10 January 2023. His current term commenced on 10 January 2026 and will last for three years. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. For the year ended 31 December 2025, Mr. Zhang received total remuneration of approximately RMB12,537,000. Mr. Zhang’s remuneration was determined by the Board with reference to the recommendations of the remuneration committee of the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhang is interested in 1,887,191 Shares as a beneficial owner and is interested in 8,784,432 Shares as a beneficiary of a trust within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang (i) does not hold 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 any of its subsidiaries; (iii) does not have any other interests in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Zhang has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in relation to his appointment as an executive Director.

Mr. Frederick Peter Churchouse (“Mr. Churchouse”), aged 76, was appointed as an independent non-executive Director of the Company on 1 November 2009. He is also a member of the Audit Committee and the Environmental, Social and Governance Committee of the Company. Mr. Churchouse has been involved in Asian securities and property investment markets for more than 30 years. He is currently a private investor, including through his family investment vehicle, Portwood Company Limited. He is also an independent non-executive director of Hysan Development Company Limited (a company listed on the Stock Exchange, stock code: 00014).

In 2004, Mr. Churchouse established an Asian investment fund under LIM Advisors. He served as a director of LIM Advisors and as a Responsible Officer until the end of 2009. Prior to that, he worked at Morgan Stanley from early 1988 as a managing director and advisory director, where he held various senior roles including head of regional research, regional strategist and head of regional property research. Mr. Churchouse obtained a Bachelor of Arts degree and a Master of Social Sciences degree from the University of Waikato in New Zealand.

Mr. Churchouse has entered into a service contract with the Company as an independent non-executive Director. His current term commenced on 1 November 2024 and will last for three years. He is 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. For the year ended 31 December 2025, Mr. Churchouse received director's fees of HK\$400,000. His director's emoluments were determined by the Board based on the recommendations of the Remuneration Committee of the Company, with reference to the prevailing market rate for independent non-executive directors.

As at the Latest Practicable Date, Mr. Churchouse is interested in 461,271 Shares as a beneficial owner within the meaning of Part XV of the SFO.

Mr. Churchouse has served as an independent non-executive Director of the Company for more than nine years. Despite his long service, the Board is of the view that Mr. Churchouse continues to be independent and meets all the independence guidelines set out in Rule 3.13 of the Listing Rules. During his tenure, Mr. Churchouse has provided independent judgement, objective advice and valuable contributions to the Board and its committees. The Board believes that his extensive experience and in-depth knowledge of the Group's business enable him to continue to contribute effectively to the Board, and therefore recommends his re-election as an independent non-executive Director.

Save as disclosed above, (i) Mr. Churchouse 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 any of its subsidiaries; (iii) does not have any other interests 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.

Mr. Churchouse has confirmed (i) his independence with reference to the factors set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence.

Save as disclosed above, Mr. Churchouse 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 an independent non-executive Director.

Mr. Xiang Bing (“**Mr. Xiang**”), aged 63, was appointed as an independent non-executive Director of the Company on 1 November 2009. He is the chairman of the nomination committee of the Company, and a member of the audit committee, the remuneration committee and the environmental, social and governance committee of the Company. Mr. Xiang obtained a doctoral degree in accounting from the University of Alberta in Canada. He is the founding dean and professor of Cheung Kong Graduate School of Business in Beijing, the People’s Republic of China. Mr. Xiang was previously an independent non-executive director of Sinolink Worldwide Holdings Limited (stock code: 01168), which is listed on The Stock Exchange of Hong Kong Limited, and retired from such position on 31 May 2023.

Mr. Xiang has entered into a service contract with the Company as an independent non-executive Director. His current term commenced on 1 November 2024 and will last for three years. He is 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. For the year ended 31 December 2025, Mr. Xiang received director’s fees of HK\$400,000. His director’s emoluments were determined by the Board based on the recommendations of the Remuneration Committee of the Company, with reference to the prevailing market rate for independent non-executive directors.

As at the Latest Practicable Date, Mr. Xiang has personal interests in 10,507 Shares as the beneficial owner pursuant to Part XV of the SFO.

Mr. Xiang has served as an independent non-executive Director of the Company for more than nine years. Despite his long service, the Board is of the view that Mr. Xiang continues to be independent and meets all the independence guidelines set out in Rule 3.13 of the Listing Rules. During his tenure, Mr. Xiang has provided independent judgement, objective advice and valuable contributions to the Board and its committees. The Board believes that his extensive experience and in-depth knowledge of the Group’s business enable him to continue to contribute effectively to the Board, and therefore recommends his re-election as an independent non-executive Director.

Save as disclosed above, (i) Mr. Xiang 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 any of its subsidiaries; (iii) does not have any other interests 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.

Mr. Xiang has confirmed (i) his independence with reference to the factors set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence.

Save as disclosed above, Mr. Xiang 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 an independent non-executive Director.

The following are the changes to the existing articles of association introduced by the New Articles of Association. Unless otherwise specified, clause, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Articles of Association.

Note: The Third amended and restated articles of association of the Company is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Article No. Provisions in the new Articles of Association (showing changes to the existing articles of association)

2. (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

<u>WORD</u>	<u>MEANING</u>
“Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands <u>and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</u>
“address”	<u>for the purposes of these Articles, “address” includes an electronic address unless the Act or the Listing Rules require a postal address.</u>
“Central Clearing and Settlement System”	<u>the Central Clearing and Settlement System operated by HKSCC.</u>
“HKSCC”	<u>the Hong Kong Securities Clearing Company Limited.</u>
“Listing Rules”	<u>the rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time of the Designated Stock Exchange.</u>
“Notice”	<u>written notice unless otherwise specifically stated and as further defined in these Articles and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.</u>

“treasury shares” shares repurchased and held by the Company in treasury as authorized by the Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale or transfer on the Stock Exchange of Hong Kong Limited.

2. (2) In these Articles, unless there be something within the subject or context inconsistent with such construction:

(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, ~~and including where the representation takes the form of~~ writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or Notice and the Member’s election comply with all applicable Statutes, rules and regulations;

(i) Section 8 and Section 19 of the Electronic Transactions Act ~~(2003)~~ of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;

(j) references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;

~~(j)~~(k) a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64E;

- ~~(k)~~(l) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;
- ~~(h)~~(m) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and
- ~~(m)~~(n) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.
- (o) unless the context otherwise requires, any reference to "print", "printed", or "printed copy" and "printing" shall be deemed to include electronic versions or electronic copies;
- (p) any reference to the term "place" within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a "place" shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term "place" is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and
- (q) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.
3. (2) Subject to the Act, the Company's Memorandum and Articles of Association and, where applicable, the Listing Rules and/or the rules and regulations of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.

3. (3) Subject to compliance with the Listing Rules and the rules and regulations of any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.
10. (a) the necessary quorum shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class (excluding treasury shares); and
44. The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.
51. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.
55. (2) (c) the Company, if so required by the Listing Rules, has given notice of its intention to sell such shares to, and caused advertisement both in daily newspaper and in a newspaper circulating in the area of the last known address of such Member or any person entitled to the share under Article 54 and where applicable, in each case in accordance with the requirements of the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.
56. An annual general meeting of the Company shall be held in each financial year ~~other than the financial year of the Company's adoption of these Articles~~ and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any).

63. (1) The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman, is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.
63. (2) If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.
64. Subject to Article 64C, the chairman may, ~~with (without~~ the consent of ~~any meeting at which a quorum is present (and shall if so directed by the meeting) or shall at the direction of the meeting,~~ adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Article 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.
66. (2) ~~In the case of a physical meeting where~~ Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
76. The instrument appointing a proxy shall be ~~in writing under the hand of such form,~~ including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by the appointor or ~~of his~~ attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or ~~under the hand of signed by~~ an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

139. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.
151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), ~~and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.~~
152. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolutions appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
154. The remuneration of the Auditor shall be fixed by an ordinary resolution passed at a ~~the Company in~~ general meeting or in such manner as the Members may by ordinary resolution determine.
158. (1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:

- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5) without the need for any additional consent or notification, ~~subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;~~
- (f) by publishing it on the Company's website or the website of the Designated Stock Exchange ~~without the need for any additional consent or notification~~ ~~to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network website (a "notice of availability");~~ or
- 158.(2) ~~*[Intentionally deleted.]*~~ ~~The notice of availability may be given by any of the means set out above other than by posting it on a website.~~
158. (5) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may provide register ~~with the Company~~ with an electronic address to which notices can be served upon him.
158. (6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles, 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.
159. (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, documents or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rule ~~to a Member on the day following that on which a notice of availability is deemed served on the Member;~~
159. (c) ~~if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;~~

159. ~~(d)~~(c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
159. ~~(e)~~(d) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.
160. (1) Any Notice or other document delivered or sent in any manner permitted by post to or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
160. (2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such ~~an~~ electronic or postal address has been so supplied) by giving the ~~n~~Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
161. For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.
162. (2) ~~A~~Unless otherwise provided by the Act, a resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.

PAYMENT OF CORPORATE ACTION PROCEEDS AND
ELECTRONIC INSTRUCTIONS BY MEMBERS

168. To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:
- (a) accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “corporate communication” and “actionable corporate communications” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, subject to reasonable authentication measures as the Board may from time to time determine; and
 - (b) pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.

NOTICE OF ANNUAL GENERAL MEETING



LONGFOR GROUP HOLDINGS LIMITED

龍湖集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 960)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Longfor Group Holdings Limited (the “**Company**”) will be held at 2:30 p.m., on Thursday, 18 June 2026 electronically, for the purpose of considering and, if thought fit, to pass with or without amendments, the following resolutions:

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 2025;
2.
 - (i) To re-elect Mr. Zhang Xuzhong as an executive director of the Company;
 - (ii) To re-elect Mr. Frederick Peter Churchouse as an independent non-executive director of the Company;
 - (iii) To re-elect Mr. Xiang Bing as an independent non-executive director of the Company; and
 - (iv) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;
4. To consider and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolutions of the Company:

“**THAT:**

- (a) subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) or securities convertible into Shares and/or to sell or transfer Treasury Shares (if any) 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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) and Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred 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 (excluding Treasury Shares, if any) 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 recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

“**Treasury Shares**” has the meaning ascribed to it under the Listing Rules.

- (e) the Company may use the general mandate for the sale or transfer of Treasury Shares.
5. 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 (excluding Treasury Shares, if any) 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.”

“**Treasury Shares**” has the meaning ascribed to it under the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

6. 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 4 and 5 above, the general mandate granted to the Directors pursuant to ordinary resolution numbered 4 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 and Treasury Shares (as defined above), if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred 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 5, provided that such extended amount shall not exceed 10% of the total number of shares of the Company in issue (excluding Treasury Shares, if any) as at the date of passing of the said Resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution).”

SPECIAL RESOLUTION

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

“**THAT:**

- (a) the proposed amendments to the existing second amended and restated articles of association of Longfor Group Holdings Limited (“**Company**”) (such amendments, the “**Amendments**”) in the manner as set out in Appendix III to the circular of the Company dated 28 April 2026 (the “**Circular**”) be and are hereby approved;
- (b) the third amended and restated articles of association of the Company incorporating and consolidating the Amendments in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, be approved and adopted in substitution for and to the exclusion of the existing second amended and restated articles of association of the Company with immediate effect after the close of the meeting; and that any one director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the third amended and restated articles of association of the Company.”

By Order of the Board
Longfor Group Holdings Limited
Chen Xuping
Chairman

Hong Kong, 28 April 2026

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except if the chairman of the AGM is appointed as proxy) for the proxy to receive the login access code to participate online in Vistra eVoting Portal.

Registered Shareholders will be able to attend the AGM, vote and submit questions online via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company.

Non-registered holders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the AGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the “**Intermediary**”) and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the AGM electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary.

Details regarding the eVoting Portal including the login details will be emailed to them by the Company’s branch share registrar, Tricor Investor Services Limited.

- (b) Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member. In addition, a proxy or proxies representing a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- (c) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting or adjourned or postponed meeting (as the case may be).
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized on its behalf.
- (e) The register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026, 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 Wednesday, 18 June 2026, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 12 June 2026. The record date for determining the eligibility to attend and vote at the AGM will be Thursday, June 18, 2026.
- (f) Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment or postponement thereof should such member so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.
- (g) An explanatory statement containing further details regarding ordinary resolutions numbered 4 to 6 and special resolution numbered 8 above will be sent to shareholders together with the 2025 Annual Report.
- (h) With regard to item no. 3 in this notice, details of the retiring Directors, namely Mr. Zhang Xuzhong, Mr. Frederick Peter Churchouse and Mr. Xiang Bing 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 28 April 2026.
- (i) 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 nine members: Mr. Chen Xuping, Mr. Zhao Yi, Mr. Zhang Xuzhong and Ms. Shen Ying who are executive directors; Ms. Sun Jiahui who is non-executive director; and Mr. Frederick Peter Churchouse, Mr. Chan Chi On, Derek, Mr. Xiang Bing and Mr. Leong Chong who are independent non-executive directors.