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Landing International Development Limited

藍鼎國際發展有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 582)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of Landing International Development Limited (the “**Company**”) will be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 3 July 2018 at 11:00 a.m. for considering and if thought fit, to approve the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT**, conditional upon (i) compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda to effect the Capital Reduction (as defined below) and; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and the permission to deal in, the New Shares (as defined below) in issue, with effect from the business day immediately following the date of passing this resolution:

- (a) every fifty (50) issued shares of the Company of a par value of HK\$0.01 (the “**Existing Shares**”) each in the issued share capital of the Company be consolidated into one (1) issued consolidated share of a par value of HK\$0.50 each (the “**Consolidated Shares**” and each a “**Consolidated Share**”) in the issued share capital of the Company (the “**Share Consolidation**”);
- (b) immediately following the Share Consolidation, the issued share capital of the Company be reduced by (i) rounding down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share in the issued share capital of the Company; and (ii) cancelling the paid up capital of the Company to the extent of HK\$0.49 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.50 to HK\$0.01 (the “**New Shares**” and each a “**New Share**”) (the “**Capital Reduction**”, together with the Share Consolidation, shall comprise the “**Capital Reorganisation**”);

- (c) all of the New Shares resulting from the Capital Reorganisation shall rank pari passu in all respects with each other in accordance with the memorandum of association and bye-laws of the Company;
- (d) the credits arising from the Capital Reduction be transferred to the contributed surplus account of the Company and applied by the directors of the Company (“**Director(s)**”) in accordance with the bye-laws of the Company and all applicable laws, including towards setting off the accumulated losses of the Company;
- (e) fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company; and
- (f) any one Director be and is hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient to complete, implement and give effect to any and all the arrangements in relation to the Capital Reorganisation.”

By order of the Board of
Landing International Development Limited
Yang Zhihui
Chairman and Executive Director

Hong Kong, 8 June 2018

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business:*
Suites 5801–5804, 58/F
Two International Finance Centre
No. 8 Finance Street
Central, Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint a proxy or, if such member is a holder of more than one share, more than one proxy to attend and vote instead of such member. Where a member appoints more than one proxy the instrument of proxy shall state which proxy is entitled to vote on a poll. A proxy needs not be a member of the Company.
2. To be valid, a form of proxy must be delivered to the branch share registrar of the Company in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the meeting or adjourned meeting (or 24 hours before a poll is taken, if the poll is not taken on the same day as the meeting or adjourned meeting). If a form of proxy is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or an office copy) must be delivered to the branch share registrar of the Company in Hong Kong with the form of proxy, except that the power of attorney which has already been registered with the Company need not be so delivered. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof should he so wish.

3. Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
4. The register of members of the Company will be closed from Wednesday, 27 June 2018 to Tuesday, 3 July 2018 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending and voting at the SGM, all transfers, accompanied by the relevant certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Tuesday, 26 June 2018.
5. The votes to be taken at the meeting for the resolution will be by way of a poll.

As at the date of this announcement, the Board comprises Mr. Yang Zhihui (Chairman) and Ms. Zhou Xueyun as executive Directors and Mr. Fok Ho Yin, Thomas, Mr. Bao Jinqiao and Mr. Wong Chun Hung as independent non-executive Directors.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.