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If you have sold or transferred all your shares in China Greenland Broad Greenstate Group Company 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 or transfer was effected for transmission to the purchaser or the transferee.

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China Greenland Broad Greenstate Group Company Limited

中國綠地博大綠澤集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1253)

**(1) PROPOSED SHARE CONSOLIDATION;
(2) CHANGE IN BOARD LOT SIZE;
(3) PROPOSED CHANGE OF COMPANY NAME;
(4) PROPOSED ADOPTION OF NEW AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used on this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the EGM of the Company to be held at Floor 8, Block D3, 5th Building, Hongqiao World Center, 1588 Lane, Zhuguang Road, Shanghai, the PRC on Friday, 7 November 2025, at 2:00 p.m. is set out on pages 20 to 23 of this circular.

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy for use at the EGM in accordance with the instructions printed on the form and return it to the office of the branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM (i.e. not later than 2:00 p.m. on Wednesday, 5 November 2025) or any adjournment of that meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment of that meeting should you so wish.

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DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this circular.

“Announcement”	the announcement of the Company dated 29 August 2025 in relation to, among other things, the Proposed Share Consolidation, the Change in Board Lot Size, the Change of Company Name and the Adoption of New Amended and Restated Memorandum and Articles of Association
“Board”	the board of Directors
“Business Day(s)”	day(s) (excluding Saturdays, Sundays and public holidays) on which banks are open for business in Hong Kong
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Change in Board Lot Size”	the proposed change in board lot size for trading on the Stock Exchange from 4,000 Existing Shares to 12,000 Consolidated Shares upon Proposed Share Consolidation becoming effective
“Company”	China Greenland Broad Greenstate Group Company Limited, the company incorporated in the Cayman Islands with limited liability, the share of which are listed on the Stock Exchange (stock code: 1253)
“Consolidated Share(s)”	the ordinary share(s) of par value HK\$0.25 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the Proposed Share Consolidation, the Proposed Change of Company Name and the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association
“Existing Share(s)”	ordinary share(s) of HK\$0.025 each in the existing share capital of the Company before the Proposed Share Consolidation becomes effective

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	15 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Adoption of New Amended and Restated Memorandum and Articles of Association”	the proposed amend and restate the Existing Memorandum and Articles to reflect the Proposed Share Consolidation and Proposed Change of Company Name, with effect from the same time as the Proposed Share Consolidation and/or Proposed Change of Company Name take effect
“Proposed Change of Company Name”	the proposed change of the Chinese name of the Company from “中國綠地博大綠澤集團有限公司” to “中國綠博生態科技集團有限公司”, and the English name of the Company from “China Greenland Broad Greenstate Group Company Limited” to “China Green Broad Ecological Technology Company Limited”
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Proposed Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares of par value of HK\$0.025 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.25
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s) as the case may be

DEFINITIONS

“Shareholder(s)”	holder(s) of the issued Share(s)
“Supplemental Announcements”	the announcements dated 9 September 2025, 25 September 2025 and 9 October 2025 with respect to the revised timetable in relation to the Proposed Share Consolidation and Change in Board Lot Size
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

EXPECTED TIMETABLE

The expected timetable for the Proposed Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced under a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event	Time and date
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Despatch date of circular with notice of the EGM	On or before, Monday, 20 October 2025
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Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM.....	4:30 p.m. on Monday, 3 November 2025
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Closure of the register of members of the Company (both days inclusive)	Tuesday, 4 November 2025 to Friday, 7 November 2025
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Latest date and time for lodging the proxy form for the EGM.....	2:00 p.m. on Wednesday, 5 November 2025
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Record date for attendance and voting at the EGM	Friday, 7 November 2025
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Date and time of the EGM	2:00 p.m. on Friday, 7 November 2025
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Publication of announcement on poll results of the EGM	Friday, 7 November 2025
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The following events are conditional on the fulfilment of the conditions for the implementation of the Proposed Share Consolidation and the Change in Board Lot Size as set out in this circular:

Event	Time and date
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Effective date of the Proposed Share Consolidation.....	Tuesday, 11 November 2025
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First day of free exchange of Existing Share certificates for new share certificates for the Consolidated Shares	Tuesday, 11 November 2025
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Commencement of dealings in Consolidated Shares.....	9:00 a.m. on Tuesday, 11 November 2025
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EXPECTED TIMETABLE

Event	Time and date
Original counter for trading in the Existing Shares in board lots of 4,000 Existing Shares (in the form of Existing Share certificates) temporarily closes	9:00 a.m. on Tuesday, 11 November 2025
Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of Existing Share certificates) opens	9:00 a.m. on Tuesday, 11 November 2025
Original counter for trading in the Consolidated Shares in board lots of 12,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Tuesday, 25 November 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates and Existing Share certificates) commences	9:00 a.m. on Tuesday, 25 November 2025
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Tuesday, 25 November 2025
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Monday, 15 December 2025
Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of Existing Share certificates) closes	4:10 p.m. on Monday, 15 December 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates and Existing Share certificates) ends	4:10 p.m. on Monday, 15 December 2025
Last day and time for free exchange of Existing Share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Wednesday, 17 December 2025

LETTER FROM THE BOARD



China Greenland Broad Greenstate Group Company Limited

中國綠地博大綠澤集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1253)

Executive Directors:

Mr. LIN Guangqing
Mr. WANG Yaoming

Independent non-executive Directors:

Mr. DAI Guoqiang
Mr. YANG Yuanguang
Ms. ZHANG Rui

Registered Office:

P.O. Box 31119,
Grand Pavilion Hibiscus Way,
802 West Bay Road Grand Cayman,
KY1-1205 Cayman Islands

Head Office:

Floor 8, Block D3,
5th Building Hongqiao World Center
1588 Lane Zhuguang Road
Shanghai, the PRC

*Principal Place of Business
in Hong Kong:*

Room 1920, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

20 October 2025

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED SHARE CONSOLIDATION;
(2) CHANGE IN BOARD LOT SIZE;
(3) PROPOSED CHANGE OF COMPANY NAME;
(4) PROPOSED ADOPTION OF NEW AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in relation to, among other matters, the Proposed Share Consolidation, Change in Board Lot Size, Change of Company Name and Adoption of New Amended and Restated Memorandum and Articles of Association and the Supplement

LETTER FROM THE BOARD

Announcements with respect to the revised timetable in relation to the Proposed Share Consolidation and Change in Board Lot Size. The purpose of this circular is to provide you with more information regarding the Proposed Share Consolidation, Change in Board Lot Size, Change of Company Name, Adoption of New Amended and Restated Memorandum Articles of Association and the notice of the EGM.

1. PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of par value of HK\$0.025 each will be consolidated into one (1) Consolidated Share of par value of HK\$0.25 each. The Share Consolidation is conditional upon, among other things, the approval of the shareholders at the EGM.

Effects of the Proposed Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$200,000,000 divided into 8,000,000,000 shares of par value of HK\$0.025 each, and there are 6,041,164,796 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further shares will be issued from the Latest Practicable Date up to the date of the EGM, upon the Proposed Share Consolidation becoming effective, there will be 604,116,479 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK\$200,000,000 divided into 800,000,000 shares of par value of HK\$0.25 each. Upon the Proposed Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Proposed Share Consolidation, the implementation of the Proposed Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the shareholders, save that any fractional Consolidated Shares will not be allocated to shareholders who may otherwise be entitled and the necessary professional expenses for the implementation of the Proposed Share Consolidation.

The Board believes that the Proposed Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Proposed Share Consolidation would be, unable to pay its liabilities as they become due. The Proposed Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the shareholders.

LETTER FROM THE BOARD

Conditions of the Proposed Share Consolidation

The implementation of the Proposed Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the shareholders at the EGM to approve the Proposed Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Proposed Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Proposed Share Consolidation, if any.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of Share Consolidation is expected to be 11 November 2025. As at the Latest Practicable Date, none of the condition above had been fulfilled.

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares upon the Proposed Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Proposed Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares or any other equity or debt securities in issue of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time when the Proposed Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

LETTER FROM THE BOARD

Other securities of the Company

As at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be. As at the Latest Practicable Date, the Company has no share scheme in effect.

2. CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares were traded on the Stock Exchange in the board lot size of 4,000 Existing Shares. It is proposed that, conditional on the Proposed Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will be 12,000 Consolidated Shares.

Based on the closing price of HK\$0.02 per Existing Share (equivalent to the theoretical closing price of HK\$0.2 per Consolidated Share) as quoted on the Stock Exchange as at the date of the Announcement, (i) the board lot value of Existing Shares is HK\$80; (ii) the board lot value of Consolidated Shares would be HK\$800 assuming the Proposed Share Consolidation becoming effective; and (iii) the estimated board lot value of 12,000 Consolidated Shares would be HK\$2,400 assuming that the change in board lot size had also been effective.

Based on the closing price of HK\$0.021 per Existing Share (equivalent to the theoretical closing price of HK\$0.21 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the board lot value of Existing Shares is HK\$84; (ii) the board lot value of Consolidated Shares would be HK\$840 assuming the Proposed Share Consolidation becoming effective; and (iii) the estimated board lot value of 12,000 Consolidated Shares would be HK\$2,520 assuming that the change in board lot size had also been effective.

The change in board lot size will not result in any change in the relative rights of the shareholders.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

The Consolidated Shares will be rounded down to a whole number and fractional Consolidated Shares arising from the Proposed Share Consolidation (if any), 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. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

LETTER FROM THE BOARD

Arrangement on odd lot trading and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Proposed Share Consolidation, the Company had appointed Get Nice Securities Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares from 9:00 a.m. on Tuesday, 25 November 2025 to 4:00 p.m. on Monday, 15 December 2025 (both days inclusive). Shareholders who wish to take advantage of this facility should contact NG Hon Sau, Larry of G/F-3/F, Cosco Tower, Grandmillennium Plaza, 183 Queen's Road Central, Hong Kong (telephone number: (852) 2526 7868) during office hours of such period. Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Shareholders or potential investors should note that (i) odd lots will be created after the Share Consolidation and the Change in Board Lot Size; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price.

Exchange of certificates for Consolidated Shares

Subject to the Proposed Share Consolidation becoming effective, which is currently expected to be on Tuesday, 11 November 2025, being the second Business Day immediately after the date of the EGM, the Shareholders may during the period from Tuesday, 11 November 2025 to Wednesday, 17 December 2025 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day submit Existing Share certificates for the Existing Shares (in the colour of blue) to Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited (17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong), to exchange for new share certificates for the Consolidated Shares in the colour of pink at the expense of the Company.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Proposed Share Consolidation becoming effective, after 4:10 p.m. on Monday, 15 December 2025, trading will only be in Consolidated Shares and certificates for the Existing Shares in blue colour will only remain effective as documents of title and may be exchanged for share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

LETTER FROM THE BOARD

Reason for the Proposed Share Consolidation and the Change in Board Lot Size

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in September 2024 (the “Guide”) has further stated that market price of the shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules. It has also stated in the Guide that taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

Based on the closing price of (i) HK\$0.02 per Existing Share as at the date of the Announcement, the value per board lot of 4,000 Existing Shares is HK\$80; and (ii) HK\$0.021 per Existing Share as at the Latest Practicable Date, the value per board lot of Existing Shares is HK\$84, which is less than HK\$2,000. The closing prices of the Existing Shares has been very close to or below HK\$0.10 per Existing Share since January 2024. In view of the share prices almost reaching extremity, the Proposed Share Consolidation is justified to increase the corresponding share price and to facilitate trading activities. The Proposed Share Consolidation will bring about a corresponding increase in trading price per board lot of the Shares to above HK\$2,000, which is also expected to reduce the overall transaction and handling costs of dealing in the Shares. With a corresponding upward adjustment in the trading price of the Consolidated Shares, the Board believes that investment in the Consolidated Shares would become more attractive to a broader range of investors, thereby improving the liquidity of the Consolidated Shares and further broadening the Shareholder base of the Company.

Although the Proposed Share Consolidation and the Change in Board Lot Size may lead to the creation of odd lots of Shares owned by the Shareholders, the Company will designate an agent to stand in the market to provide matching services for odd lots of Shares for a period of not less than three weeks.

Accordingly, the Board is of the view that the Proposed Share Consolidation and the Change in Board Lot Size are beneficial to and in the interest of the Company and the Shareholders as a whole.

Although the Company does not have any concrete plan at the Latest Practicable Date, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to meet its operational needs or support future development of the Group. The Company will publish an announcement in accordance with the Listing Rules as and when appropriate. The Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Proposed Share Consolidation and Change in Board Lot Size. The Directors will consider carefully the likely impact on the Shareholders before they proceed on other corporate actions.

LETTER FROM THE BOARD

3. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the Chinese name of the Company from “中國綠地博大綠澤集團有限公司” to “中國綠博生態科技集團有限公司”, and the English name of the Company from “China Greenland Broad Greenstate Group Company Limited” to “China Green Broad Ecological Technology Company Limited”.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the fulfilment of following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM approving the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing the Certificate of Incorporation on Change of Name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date of the issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out necessary registration and/or filing procedures with the Registrar of Companies in Hong Kong.

Reasons for the Proposed Change of Company Name

As mentioned in the Company’s annual report for the year ended 31 December 2024, the Group has been intended to (i) diversify its business to develop in new business including investment in new energy research and development, construction, operation and maintenance of photovoltaic powerplants and hydropower plants after acquisition of ZDX Energy Internation Co., Ltd., including its wholly-owned subsidiary Sichuan Guoneng Tairui Electromechanical Co., Ltd.* (四川國能泰瑞機電有限公司), which is engaged in comprehensive operation and maintenance services for hydropower plants and established a new energy joint venture — Shanghai Green Energy Zhihui Energy Technology Co., Ltd, while the joint venture partners has rich experience in investment, construction, operation and maintenance of photovoltaic powerplants, in 2024; and (ii) further develop its existing business after acquisition of Shanghai Greenland Senmao Landscaping Engineering Co., Ltd. (上海綠地森茂綠化工程有限公司), which is principally engaged in landscaping and greening engineering construction, in 2025.

LETTER FROM THE BOARD

In the future, the Group will unswervingly following the high-quality development path of ecological priority, green and low-carbon with sturdy spirit and more pragmatic style.

The Board considers the Proposed Change of Company Name will better reflect the business focus of the Company on distinctive development and its strategic direction of individual future development, which is in the best interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders. All the Existing Share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be effective as documents of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for the free exchange of the Existing Share certificates for new Share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new Share certificates will be issued under the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name has become effective.

LETTER FROM THE BOARD

PROPOSED ADOPTION OF NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board also proposed to amend and restate the Existing Memorandum and Articles to reflect the Proposed Share Consolidation, the Change in Board Lot Size, the Proposed Change of Company Name, with effect from the same time as the Proposed Share Consolidation and/or Proposed Change of Company Name take effect. The Board proposed to put forward a special resolution to the shareholders for approval at the EGM to adopt the amendments of New Memorandum and Articles of Association as following:

Memorandum of Association	
Original Memorandum	Amended Memorandum
1. The name of the Company is China Greenland Broad Greenstate Group Company Limited 中國綠地博大綠澤集團有限公司.	1. The name of the Company is China Greenland Broad Greenstate Group Company Limited 中國綠地博大綠澤集團有限公司 China Green Broad Ecological Technology Company Limited 中國綠博生態科技集團有限公司 .
2. The registered office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.	2. The registered office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands P. O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.
6. The authorised share capital of the Company is HK\$100,000,000 divided into 4,000,000,000 shares of a nominal or par value of HK\$0.025 each, with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Act (as revised) of the Cayman Islands and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.	6. The authorised share capital of the Company is HK\$100,000,000 200,000,000 divided into 4,000,000,000 800,000,000 shares of a nominal or par value of HK\$0.025 0.25 each, with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Act (as revised) of the Cayman Islands and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.

LETTER FROM THE BOARD

Articles of Association	
Original Articles	Amended Articles
2. Interpretation 2.2 In these Articles, unless there be something in the subject or context inconsistent therewith: ... “Company” shall mean China Greenland Broad Greenstate Group Company Limited 中國綠地博大綠澤集團有限公司.	2. Interpretation 2.2 In these Articles, unless there be something in the subject or context inconsistent therewith: ... “Company” shall mean China Greenland Broad Greenstate Group Company Limited 中國綠地博大綠澤集團有限公司 <u>China Green Broad Ecological Technology Company Limited 中國綠博生態科技集團有限公司</u>.
3. Share Capital and Modification of Rights 3.1 The authorised share capital of the Company at the date of the adoption of these Articles is HK\$100,000,000 divided into 4,000,000,000 shares of a nominal or par value of HK\$0.025 each.	3. Share Capital and Modification of Rights 3.1 The authorised share capital of the Company at the date of the adoption of these Articles is HK\$100,000,000 200,000,000 divided into 4,000,000,000 800,000,000 shares of a nominal or par value of HK\$0.025 0.25 each.

LETTER FROM THE BOARD

Articles of Association	
Original Articles	Amended Articles
12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights, on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of and/or the resolutions to be added to the meeting agenda, and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.	12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened and resolutions to a meeting agenda shall be added on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights, on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of and/or the resolutions to be added to the meeting agenda, and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.
13.7 A poll shall (subject as provided in Article 13.8) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the chairman of the meeting directs. No Notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.	13.7 A Subject to the Listing Rules, a poll shall (subject as provided in Article 13.8) be taken in such manner (including the use of ballot or voting papers or tickets or electronic voting or otherwise) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the chairman of the meeting directs. No Notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

LETTER FROM THE BOARD

Articles of Association	
Original Articles	Amended Articles
30. Notices 30.1 Except as otherwise provided in these Articles, any Notice or document may be served by the Company and any Notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him Notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of Notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all Notices shall be given to that holder for the time being whose name stands first in the register and Notice so given shall be sufficient notice to all the joint holders.	30. Notices 30.1 Except as otherwise provided in these Articles, any Notice or document may be served by the Company and any Notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address contact details or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him Notices and documents to be given or issued to him by the Company by such electronic means or having it published on the Exchange's website in accordance with the Listing Rules, or (in the case of Notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all Notices shall be given to that holder for the time being whose name stands first in the register and Notice so given shall be sufficient notice to all the joint holders.

LETTER FROM THE BOARD

Articles of Association	
Original Articles	Amended Articles
30.4 A member shall be entitled to have Notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of Notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any Notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such Notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, Notices or other documents of the Company to any member whose registered address is outside Hong Kong.	30.4 A member shall be entitled to have Notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of Notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any Notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such Notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, Notices or other documents of the Company to any member whose registered address is outside Hong Kong.

LETTER FROM THE BOARD

Save for the Proposed Amendments to the Memorandum and Articles set out above, other provisions of the Memorandum and Articles shall remain unchanged. The Proposed Adoption of the New Amended and Restated Memorandum and Articles is subject to the passing of the special resolution.

EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages 20 to 23 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 decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.greenland-broadgreenstate.com.cn>). Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on Wednesday, 5 November 2025) or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board is of the view that the Proposed Share Consolidation, the Proposed Change of Company Name and the Proposed Adoption of New Amended and Restated Memorandum and Articles. are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the all resolutions to be proposed at the EGM.

By order of the Board
China Greenland Broad Greenstate Group Company Limited
LIN Guangqing
Chairman and Executive Director



China Greenland Broad Greenstate Group Company Limited

中國綠地博大綠澤集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1253)

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the “**Extraordinary General Meeting**”) of China Greenland Broad Greenstate Group Company Limited (the “**Company**”) will be held at Floor 8, Block D3, 5th Building, Hongqiao World Center, 1588 Lane, Zhuguang Road, Shanghai, the PRC on Friday, 7 November 2025 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Proposed Share Consolidation” in the Circular, with effect from the second business day immediately following the date on which this resolution is passed by the Shareholders, being a day on which the Shares of the Company are traded on the Stock Exchange:
 - (a) every ten (10) issued and unissued Existing Shares with a par value of HK\$0.025 each in the share capital in the Company be consolidated into one (1) Consolidated Share with a par value of HK\$0.25 each, and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to restrictions in respect of ordinary shares contained in the memorandum of association and articles of association of the Company (the “**Proposed Share Consolidation**”);
 - (b) immediately following the Share Consolidation becoming effective, the authorised share capital of the Company will be changed from HK\$200,000,000 divided into 8,000,000,000 Existing Shares with a par value of HK\$0.025 each to HK\$200,000,000 divided into 800,000,000 Consolidated Shares with a par value of HK\$0.25 each;
 - (c) any fractional Consolidated Shares resulting from the Proposed Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and

NOTICE OF EGM

- (d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Proposed Share Consolidation.”

SPECIAL RESOLUTIONS

2. “THAT

- (a) subject to and conditional upon the approval of the Registrar of Companies in Cayman Islands being obtained, the Chinese name of the Company from “中國綠地博大綠澤集團有限公司” to “中國綠博生態科技集團有限公司”, and the English name of the Company from “China Greenland Broad Greenstate Group Company Limited” to “China Green Broad Ecological Technology Company Limited” (the “**Proposed Change of Company Name**”); and
- (b) any Directors be and is hereby authorised to do all such acts and things and execute all such documents as may be necessary, desirable or expedient for the purpose of, or in connection with the implementation of or giving effect to the Proposed Change of Company Name, including without limitation to attend to any necessary registrations and filings for and on behalf of the Company in accordance with the relevant requirements of the applicable laws, rules and regulations in Cayman Islands and Hong Kong.”

3. “THAT conditional upon the Proposed Share Consolidation and/or the Proposed Change of Company Name becoming effective:

- (a) the existing second amended and restated memorandum and articles of association of the Company be and are hereby amended in the manner as set out in the Circular;
- (b) the third amended and restated memorandum and articles of association of the Company in the form produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be and are hereby approved and adopted as the new memorandum and articles of association of the Company, in substitution for and to the exclusion of the existing second amended and restated memorandum and articles of association of the Company in their entirety, with effect upon the Proposed Share Consolidation and/or the Proposed Change of Company Name becoming effective; and

NOTICE OF EGM

- (c) any one of the Directors, be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the aforesaid amendments to the existing third amended and restated memorandum and articles of association of the Company and/or the adoption of the third amended and restated memorandum and articles of association of the Company.”

By order of the Board

China Greenland Broad Greenstate Group Company Limited

LIN Guangqing

Chairman and Executive Director

Shanghai, the People's Republic of China

20 October 2025

Notes:

1. The resolution at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.greenland-broadgreenstate.com.cn>) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney 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, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 2:00 p.m. on Wednesday, 5 November 2025) or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked. For determining the entitlement to attend and vote at the Extraordinary General Meeting, the record date will be Friday, 7 November 2025. In order to be eligible to attend and vote at the Extraordinary General Meeting, unregistered holders of shares of the Company shall ensure that all 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 for registration not later than 4:30 p.m. on Monday, 3 November 2025.

In the event that Extraordinary General Meeting is adjourned to a date later than 7 November 2025 because of bad weather or other reasons, the record date for determination of the entitlement to attend and vote at the Extraordinary General Meeting will remain as the aforesaid date.

NOTICE OF EGM

4. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.

As at the date of this notice, our executive Directors are Mr. LIN Guangqing and Mr. WANG Yaoming and our independent non-executive Directors are Mr. DAI Guoqiang, Mr. YANG Yuanguang and Ms. ZHANG Rui.