



CHIWAYLAND INTERNATIONAL LIMITED
(Registration No.: 200610437K)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of CHIWAYLAND INTERNATIONAL LIMITED (the "Company") will be held at SGX Auditorium, 2 Shenton Way, SGX Centre 1, Level 2, Singapore 068804 on 27 April 2015 at 10:00 a.m., for the following purposes:

AS ORDINARY BUSINESS:

- To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 31 December 2014 together with the Auditors' Report thereon. (**Resolution 1**)
- To record the retirement of Dr Chua Yong Hai, as a Director pursuant to Section 153(6) of the Companies Act, Cap 50. Dr Chua Yong Hai has decided not to seek re-election and will retire at the conclusion of the AGM. (see explanatory note 1)
- To re-elect Mr. Tian Honglei, a Director retiring under Article 107 of the Company's Articles of Association and who being eligible, will offer himself for re-election. (**Resolution 2**)
- To re-elect Mr. Kwok Wei Woon, a Director retiring under Article 107 of the Company's Articles of Association and who being eligible, will offer himself for re-election. (see explanatory note 2) (**Resolution 3**)
- To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. (**Resolution 4**)

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution, with or without any modifications:

6. Authorise to Allot and Issue Shares

"That pursuant to Section 161 of the Companies Act and Rule 806 of the listing manual ("Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:

- issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- make or grant offers, agreements or options that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares (collectively, "Instruments"),

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided that:

- the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution and including Shares which may be issued pursuant to any adjustments effected under any relevant Instrument) to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued Shares in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued Shares in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the total number of issued Shares shall be calculated and based on the total number of issued Shares in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
- in exercising the authority granted by this Resolution, the Company shall comply with the provisions of Companies Act, the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (unless revoked or varied by the Company in a general meeting), such authority granted under this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."

(see explanatory note 3)

- To order any other business that may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Wee Woon Hong
Lee Hock Heng

Company Secretaries
Singapore
10 April 2015

Explanatory Notes:

- Dr Chua Yong Hai will retire as an Independent Director of the Company at the conclusion of the AGM. Upon Dr Chua's retirement, he will cease to be the Chairman of the Nominating and Remuneration Committees and a member of the Audit and Risk Management and Compliance Committees. His replacement for each Committee will be announced in due course.
- Mr. Kwok Wei Woon will, upon re-appointment as a Director of the Company, continue to serve as the Chairman of the Audit Committee and a member of the Nominating, Remuneration and Risk Management and Compliance Committees. Mr. Kwok will be considered by the Nominating Committee to be independent for the purposes of Rule 704(B) of the Listing Manual of the SGX-ST.
- The Ordinary Resolution 5, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

Notes:

- A member of the Company entitled to attend and vote at the above Annual General Meeting may appoint not more than two proxies to attend and vote instead of him.
- Where a member appoints two proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- If the member is a corporation, the instrument appointing the proxy must be under the seal of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 6 Eu Tong Sen Street #04-08 The Central, Singapore 059817, not less than 48 hours before the time appointed for holding the above Annual General Meeting.

Personal Data Privacy:

"Personal data" in this Notice of the Annual General Meeting has the same meaning as "personal data" in the Personal Data Protection Act 2012 ("PDPA"), which includes your personal data and your proxy's and/or representative's name, address, NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s and/or representative's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. Your personal data and your proxy and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share register and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of CHIWAYLAND INTERNATIONAL LIMITED (the "Company") will be held at SGX Auditorium, 2 Shenton Way, SGX Centre 1, Level 2, Singapore 068804 on 27 April 2015 at 11.00 a.m. (or at such time immediately following the annual general meeting of the Company on the same date at 10.00 a.m.) for the purpose of considering and, if thought fit, passing with or without modifications, the resolution as set out below as ordinary resolution:

PROPOSED GEOGRAPHICAL EXPANSION OF THE REAL ESTATE BUSINESS TO AUSTRALIA AND SINGAPORE

That:

- the Company be and is hereby given for the Proposed Expansion (as defined in the Circular to Shareholders dated 10 April 2015) which includes, inter alia, property development activities, acquiring and holding investments in Property Related Assets (as defined in paragraph 2.2(a) of the Circular to Shareholders dated 10 April 2015) and development of Property Related Assets, and trade in properties including buying and selling of Property Related Assets in Australia and Singapore;
- the Company be and is hereby authorised to invest in, purchase or otherwise acquire, or sell or dispose of any such assets, investments, shares or equity interests in any entity, company or corporation that is involved in Property Related Assets (as defined in paragraph 2.2(a) of the Circular to Shareholders dated 10 April 2015) which includes, inter alia, property development activities, acquiring and development of Property Related Assets, and trade in properties including buying and selling of Property Related Assets in Australia and Singapore; and is within the scope of the Proposed Expansion on such terms and conditions as the directors deem fit from time to time, and such directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such to any such investment, purchase, acquisition, sale or disposal; and
- the directors of the Company or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he may think fit.

By Order of the Board

CHIWAYLAND INTERNATIONAL LIMITED

QIAN JIANRONG
Executive Chairman and Chief Executive Officer
10 April 2015

Notes:

- A shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company ("EGM") may appoint not more than two proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 6 Eu Tong Sen Street, #04-08, The Central, Singapore 059817 not later than 48 hours before the time appointed for the holding of the EGM.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.