



CHINA YUANBANG PROPERTY HOLDINGS LIMITED

(Incorporated in Bermuda)

(Co. Reg. No. 39247)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting" or "AGM") of CHINA YUANBANG PROPERTY HOLDINGS LIMITED (the "Company") will be held by way of electronic means on Friday, 28 October 2022 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Auditors' Report thereon.

(Resolution 1)
2. To re-elect the following Directors of the Company pursuant to the following Company's Bye-laws:
 - (i) Mr Chua Siong Kiat (Retiring under Bye-law 85(6)) **(Resolution 2)**
 - (ii) Mr Zhou Jiangtao (Retiring under Bye-law 86(1)) **(Resolution 3)**
 - *Mr Chua will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee respectively. Mr Chua will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). Detailed information on Mr Chua required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.*
 - *Detailed information on Mr Zhou pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.*
3. To approve the payment of Directors' fees of S\$100,000/- for the financial year ending 30 June 2023, to be paid half-yearly in arrears. (FY2022: S\$104,000/-).

(Resolution 4)
4. To re-appoint Moore Stephens LLP, Public Accountants and Chartered Accountants, Singapore as the Company's Auditors and to authorise the Directors to fix their remuneration.

(Resolution 5)
5. To transact any other ordinary business which may be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

6. SHARE ISSUE MANDATE

That pursuant to Rule 806 of the Listing Manual ("Listing Manual") of the SGX-ST, authority be given to the Directors of the Company to allot and issue ordinary shares ("shares") in the Company whether by way of rights, bonus or otherwise (including shares as may be issued pursuant to any Instruments (as defined below) made or granted by the Directors while this resolution is in force notwithstanding that the authority conferred by this resolution may have ceased to be in force at the time of issue of such shares) and/or make or grant offers, agreements or options or otherwise issue convertible securities (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares at any time and upon such terms and conditions and for such purpose and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- (a) the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares

- (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a *pro rata* basis to all shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
- (b) for the purpose of determining the aggregate number of shares that may be issued under subparagraph (a) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) as at the time of the passing of this Resolution, after adjusting for:
- (i) new shares arising from the conversion or exercise of convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of Listing Manual; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares; and
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Bye-Laws of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority shall, continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law or by the Bye-Laws to be held, whichever is earlier.

See Explanatory Note (i)

(Resolution 6)

By Order of the Board

Huang Tak Wai
Company Secretary

13 October 2022

Explanatory Notes to Resolution to be passed –

- (i) The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting or the date by which such Annual General Meeting is required by law or the Bye-Laws to be held or such authority is varied or revoked by the Company in a general meeting, (whichever is earlier), to allot and issue shares (including shares to be issued in pursuance of Instruments made or granted pursuant to the Resolution) up to an amount not exceeding fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to twenty per cent. (20%) may be issued other than on a *pro rata* basis.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

1. The Annual General Meeting (the "Meeting") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. The Meeting will be held **by electronic means only**. Members will **NOT** be able to attend the Meeting physically. A Member being a Depositor whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act of Singapore) is entitled to appoint proxy/proxies to attend and vote in his/her/its stead. A proxy/proxies need not be a member of the Company.

If a Depositor wishes appoint a proxy/proxies to attend the Meeting, then he/she/it should complete the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the Singapore Share Transfer Agent, B.A.C.S. Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896 or sent by email to main@zicoholdings.com at least forty-eight (48) hours before the time of the Meeting.

Members are strongly encouraged to submit completed Proxy Forms or Depositor Proxy Forms electronically via email.

3. If the Depositor is a corporation, the instrument appointing proxy/proxies must be executed under seal or the hand of its duly authorised officer or attorney.

Participation in the Annual General Meeting (the "Meeting" or "AGM") via "live" webcast or "live" audio feed

1. As the AGM will be held by way of electronic means, Members/Depositors will **NOT** be able to attend the AGM in person. All Members/Depositors or their corporate representatives (in the case of Members/Depositors which are legal entities) will be able to participate in the AGM proceedings by accessing a "live" webcast or listening to a "live" audio feed. To do so, Members/Depositors are required to pre-register their participation in the AGM ("Pre-registration") at this link: <https://conveneagm.sg/CYB2022> ("AGM Registration and Q&A Link") **by 10:00 a.m. on 26 October 2022** ("Registration Deadline") for verification of their status as Members/Depositors (or the corporate representatives of such Members/Depositors).
2. Upon successful verification, each such Member/Depositor or its corporate representative will receive an email by **10:00 a.m. on 27 October 2022**. The email will contain instructions to access the "live" webcast or "live" audio feed of the AGM proceedings. Members/Depositors or their corporate representatives must not forward the email to other persons who are not Members/Depositors and who are not entitled to participate in the AGM proceedings. Members/Depositors or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 1 above but do not receive an email by **10:00 a.m. on 27 October 2022** may contact the Company for assistance at main@zicoholdings.com.

Voting by proxy

3. Members/Depositors who wish to vote on any or all of the resolutions at the AGM may appoint a proxy/proxies to do so on their behalf, indicating how the Member/Depositor wishes to vote for or vote against or abstain from voting on each resolution.
4. The duly executed proxy form must be deposited at the office of the **Singapore Share Transfer Agent at B.A.C.S. Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896** or sent by email to main@zicoholdings.com not less than forty-eight (48) hours before the time appointed for the holding of the AGM.
5. Live voting will be conducted during the Meeting. It is important for attendees to ensure their own web-browser enabled devices are ready for voting during the AGM.
6. CPF or SRS investors who wish to appoint a proxy/proxies should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **at least seven (7) working days before the AGM (i.e. by 10:00 a.m. on 18 October 2022) in order to allow sufficient time for their respective relevant intermediaries to submit their votes by the cut-off date.**

Submission of questions prior to the AGM

7. Members/Depositors may submit questions related to the resolutions to be tabled at the AGM (i) during Pre-registration via the AGM Registration and Q&A Link by **10:00 a.m. on 19 October 2022**; or (ii) via email IR@yuanbang.com so that they may be addressed before or during the AGM proceedings.
8. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received either before or during the AGM. The Company will publish the minutes of the AGM on SGXNet within one month after the date of AGM.
9. Members/Depositors (including CPF and SRS investors) and, where applicable, their proxy(ies) can also ask the Chairman of the Meeting questions related to the resolutions to be tabled for approval at the Meeting, by typing in and submitting text-based questions via the "live" webcast during the Meeting proceedings. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Important reminder

Members/Depositors are advised to regularly check the Company's announcements released on SGXNet for updates on the AGM.

Personal data privacy:

By (a) submitting an instrument appointing a proxy(ies) and/or representative to vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a Member/Depositor of the Company consents to the collection, use and disclosure of the Member's/Depositor's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing a proxy(ies) for the AGM (including any adjournment thereof);
- (ii) the processing of the Pre-registration for purposes of granting access to Members/Depositors (or their corporate representatives in the case of Members/Depositors which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary;

- (iii) addressing relevant and substantial questions from Members/Depositors received before the AGM and if necessary, following up with the relevant Members/Depositors in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.