



# CHINA YUANBANG PROPERTY HOLDINGS LIMITED

(Company Registration Number: 39247)

(Incorporated in Bermuda on 4 December 2006)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of China Yuanbang Property Holdings Limited (the "**Company**") will be held at TCT Room 1, Level 4, YMCA, One Orchard Road, Singapore 238824 on Monday, 20 July 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution:

*All references to the Circular in this Notice of Special General Meeting shall mean the Company's Circular to Shareholders dated 3 July 2015 (the "**Circular**"). All capitalised terms not otherwise defined herein shall have the meanings given to them in the Circular.*

### **Ordinary Resolution: The Proposed Share Consolidation**

That:

- (a) with effect from the date to be determined by the Directors of the Company, being the effective date of the Proposed Share Consolidation, every 10 existing issued and unissued ordinary shares with a par value of HK\$0.20 each in the authorised and issued capital of the Company be consolidated into one (1) share with a par value of HK\$2.00 each in the capital of the Company, resulting in an authorised capital of HK\$600,000,000 divided into 300,000,000 ordinary shares with a par value of HK\$2.00 each and an issued capital of HK\$138,800,000 divided into 69,400,000 ordinary shares with a par value of HK\$2.00 each in the share capital of the Company;
- (b) following the consolidation in paragraph (a) above, the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient in connection with the consolidation, including but not limited to disregarding fractional entitlements, issuing new share certificates in respect of the Consolidated Shares and/or fractions of shares and making arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and, in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit and/or repurchasing (and, if thought fit, cancelling) any fractional entitlements in such manner and on such terms as the Directors may think fit; and

- (c) the Directors of the Company and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including, without limitation, to execute all such documents, to approve any amendments, alterations or modifications to any documents and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities, as may be required) as they or he may consider necessary, desirable or expedient to give full effect to the matters contemplated by this Ordinary Resolution.

BY ORDER OF THE BOARD

**Lin Yeju**

*Chairman and Non-Executive Director*

3 July 2015

NOTES:

1. A Depositor (as defined in Section 130A of the Companies Act (Chapter 50 of Singapore)) whose name appears in the Depository Register (as defined in Section 130A of the Companies Act (Chapter 50 of Singapore)) is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If a Depositor wishes to appoint a proxy/proxies to attend and vote at the Special General Meeting on his/her behalf, then he/she must complete and sign the Depositor Proxy Form and deposit the same at the office of the Share Transfer Agent, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758, at least 48 hours before the time of the Special General Meeting.
3. If a Shareholder wishes to appoint a proxy/proxies to attend and vote at the Special General Meeting on his/her behalf, then he/she must complete and sign the Shareholder Proxy Form and deposit the same at the office of the Share Transfer Agent, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758, at least 48 hours before the time of the Special General Meeting.
4. If the Depositor/Shareholder is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member'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 Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special 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 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, and (iii) 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.