

CIRCULAR DATED 3 JULY 2015

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the contents herein or as to the course of action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold all your shares in the capital of China Yuanbang Property Holdings Limited (the "**Company**"), you should immediately forward this Circular, the Notice of Special General Meeting and the enclosed proxy forms to the purchaser or to the stockbroker, bank or agent through whom you effected the sale for onward transmission to the purchaser.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.



## **CHINA YUANBANG PROPERTY HOLDINGS LIMITED**

(Company Registration Number: 39247)

(Incorporated in Bermuda on 4 December 2006)

### **CIRCULAR TO SHAREHOLDERS**

#### **IN RELATION TO**

**THE PROPOSED CONSOLIDATION OF EVERY 10 ORDINARY SHARES WITH A PAR VALUE OF HK\$0.20 EACH IN THE AUTHORISED AND ISSUED CAPITAL OF THE COMPANY INTO ONE (1) ORDINARY SHARE WITH A PAR VALUE OF HK\$2.00 EACH IN THE AUTHORISED AND ISSUED CAPITAL OF THE COMPANY**

#### **IMPORTANT DATES AND TIMES**

Last date and time for lodgement of proxy forms	:	18 July 2015 at 10:30 a.m.
Date and time of Special General Meeting	:	20 July 2015 at 10:30 a.m.
Place of Special General Meeting	:	TCT Room 1, Level 4, YMCA, One Orchard Road, Singapore 238824

# CONTENTS

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER TO SHAREHOLDERS</b>	4
1. INTRODUCTION .....	4
2. THE PROPOSED SHARE CONSOLIDATION .....	5
3. FINANCIAL EFFECTS OF THE PROPOSED SHARE CONSOLIDATION .....	8
4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS .....	10
5. DIRECTORS' RECOMMENDATION .....	10
6. SPECIAL GENERAL MEETING .....	11
7. ACTION TO BE TAKEN BY SHAREHOLDERS .....	11
8. RESPONSIBILITY STATEMENT .....	11
9. INSPECTION OF DOCUMENTS .....	12
<b>NOTICE OF SPECIAL GENERAL MEETING</b> .....	13

## DEFINITIONS

For the purpose of this Circular, the following definitions have, where appropriate, been used:

- “Bermuda Act” : The Companies Act 1981 of Bermuda, as amended, modified or supplemented from time to time.
- “Books Closure Date” : The time and date to be determined by the Directors, at and on which the Register of Members and the Share Transfer Books of the Company will be closed to determine the entitlements of Shareholders to the Consolidated Shares pursuant to the Proposed Share Consolidation.
- “Bye-laws” : The bye-laws of the Company, as amended, modified or supplemented from time to time.
- “CDP” : The Central Depository (Pte) Limited.
- “Companies Act” : The Companies Act (Chapter 50 of Singapore), as amended, modified or supplemented from time to time.
- “Company” : China Yuanbang Property Holdings Limited, a company incorporated in Bermuda as an exempted company with limited liability.
- “Consolidated Shares” : Ordinary shares with a par value of HK\$2.00 each in the authorised and issued capital of the Company following the Proposed Share Consolidation.
- “Depositor Proxy Form” : A form for a depositor to appoint a proxy to attend and vote at the SGM on their behalf.
- “Directors” : The directors of the Company as at the date of this Circular.
- “Effective Date” : The date to be determined by the Directors as being the date when the Proposed Share Consolidation will become effective.
- “Effective Trading Date” : The date on which the Shares will trade on the SGX-ST in board lots of 100 Consolidated Shares.
- “EPS” : Earnings Per Share.
- “Existing Shares” : Ordinary shares with a par value of HK\$0.20 each in the authorised and issued capital of the Company prior to the Proposed Share Consolidation.
- “Group” : The Company and its Subsidiaries.
- “Latest Practicable Date” : 22 June 2015, being the latest practicable date prior to the printing of this Circular.
- “Listing Manual” : The listing manual of the SGX-ST, as amended from time to time.
- “Market Day” : A day on which the SGX-ST is open for trading in securities.
- “Memorandum” : The Memorandum of Association of the Company.

## DEFINITIONS

“MTP Requirement”	:	The listing requirement that the six (6)-month volume weighted average share price of the issuers listed on the Mainboard of the SGX-ST has to be maintained at a minimum trading price of S\$0.20.
“New Share Certificates”	:	Physical share certificates in respect of the Consolidated Shares.
“Notice of SGM”	:	The notice of SGM as set out on pages 13 to 14 of this Circular.
“NTA”	:	Net tangible assets.
“Old Share Certificates”	:	Physical share certificates in respect of the Existing Shares in issue.
“Proposed Share Consolidation”	:	The proposed consolidation of every 10 Existing Shares into one (1) Consolidated Share, fractional entitlements to be disregarded.
“Securities Account”	:	The securities account maintained by a depositor with CDP but not including a securities sub-account maintained with a Depository Agent.
“SGM”	:	The Special General Meeting of the Company to be held on 20 July 2015, notice of which is given on pages 13 to 14 of this Circular.
“SGX-ST”	:	Singapore Exchange Securities Trading Limited.
“Share Registrar” or “Share Transfer Agent”	:	B.A.C.S Private Limited.
“Shareholder Proxy Form”	:	A form for Shareholders (not being a depositor) to appoint a proxy to attend and vote at the SGM on their behalf.
“Shareholders”	:	Registered holders for the time being of Shares.
“Shares”	:	Existing Shares or Consolidated Shares, as the case may be.
“Subsidiaries”	:	Companies which are for the time being subsidiaries of the Company as defined by Section 5 of the Companies Act.
“Substantial Shareholder”	:	A person who has an interest in the shares of a company, the nominal amount of which is not less than five per cent. (5%) of the nominal value of all the voting shares of that company.

### Currencies and others

“HK\$”	:	Hong Kong dollars.
“RMB”	:	Renminbi.
“\$” or “S\$” and “cent”	:	Singapore dollars and cents, respectively.
“%” or “per cent.”	:	Percentage or per centum.

## DEFINITIONS

The terms “**depositor**”, “**Depository Register**” and “**Depository Agent**” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Bermuda Act or the Listing Manual (or any modification thereof) and not otherwise defined in this Circular shall have the same meaning assigned to it in the Companies Act, the Bermuda Act or the Listing Manual, as the case may be.

Any reference to a time of a day in this Circular is a reference to Singapore time.

Any discrepancies between the listed amounts and the totals in the tables in this Circular are due to rounding.

Unless otherwise stated, the following exchange rate has been used in this Circular:

S\$1.00: RMB4.52

The exchange rate as set out above is used for illustration purposes only and should not be construed as a representation that the relevant amounts have been or could be converted at the rate above or at any other rate or at all.

# LETTER TO SHAREHOLDERS



## CHINA YUANBANG PROPERTY HOLDINGS LIMITED

(Company Registration Number: 39247)

(Incorporated in Bermuda on 4 December 2006)

*Directors:*

Lin Yeju (*Chairman and Non-Executive Director*)  
Ouyang Sheng (*Executive Director and Chief Executive Officer*)  
Zheng Shaorong (*Executive Director*)  
Teo Yi-Dar (*Independent Director*)  
Huang Zhangxin (*Independent Director*)  
Chong Soo Hoon Sean (*Independent Director*)

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

3 July 2015

To: *The Shareholders of China Yuanbang Property Holdings Limited*

Dear Sir/Madam,

**THE PROPOSED SHARE CONSOLIDATION OF EVERY 10 ORDINARY SHARES WITH A PAR VALUE OF HK\$0.20 EACH IN THE AUTHORISED AND ISSUED CAPITAL OF THE COMPANY INTO ONE (1) ORDINARY SHARE WITH A PAR VALUE OF HK\$2.00 EACH IN THE AUTHORISED AND ISSUED CAPITAL OF THE COMPANY**

### 1. INTRODUCTION

The Directors are convening a special general meeting of the Company to be held on 20 July 2015 to seek the approval of Shareholders for the Proposed Share Consolidation.

The purpose of this Circular is to explain the reasons for, and to provide Shareholders with the relevant information pertaining to, the proposed adoption of the Proposed Share Consolidation to be tabled at the SGM.

The SGX-ST takes no responsibility for the correctness of any statements made, reports contained or opinions expressed in this Circular.

*This Circular has been prepared solely for the purposes outlined above and may not be relied upon by any persons (other than the Shareholders to whom this Circular is despatched to by the Company) or for any other purpose.*

# LETTER TO SHAREHOLDERS

## 2. THE PROPOSED SHARE CONSOLIDATION

### 2.1 Background

The Company is seeking the approval of Shareholders at the SGM to undertake the Proposed Share Consolidation pursuant to which the Company will consolidate every 10 Existing Shares into one (1) Consolidated Share, fractional entitlements to be disregarded.

Accordingly, under the Proposed Share Consolidation, every 10 Existing Shares registered in the name of each Shareholder (not being a depositor), or standing to the credit of the Securities Account of each depositor, as at the Books Closure Date will be consolidated to constitute one (1) Consolidated Share, fractional entitlements to be disregarded. The Proposed Share Consolidation will take effect on the Effective Date.

**Shareholders should note that the number of Consolidated Shares which they will be entitled to resulting from the Proposed Share Consolidation, based on their holdings of Existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including aggregating and selling the fractional entitlements and retaining the net proceeds for the benefit of the Company, and purchasing and cancelling the same.**

The Consolidated Shares in issue will rank *pari passu* in all respects with each other, and will be traded on the SGX-ST in board lots of 100 Consolidated Shares.

As at the Latest Practicable Date, the Company has an issued and paid-up capital of HK\$138,800,000 comprising 694,000,000 Shares. On the assumption that there will be no new Existing Shares issued by the Company up to the Books Closure Date and no fractions of Consolidated Shares arising from the Proposed Share Consolidation, following the implementation of the Proposed Share Consolidation, the Company will have an issued and paid-up capital of HK\$138,800,000 comprising 69,400,000 Consolidated Shares.

The Proposed Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the Shareholders' equity of the Group. Shareholders will not be required to make any payment to the Company in respect of the Proposed Share Consolidation.

### 2.2 Rationale for the Proposed Share Consolidation

On 1 August 2014, the Monetary Authority of Singapore and the Singapore Exchange Limited jointly announced that from March 2015, all issuers listed on the Mainboard of the SGX-ST would be given a one-year transition period to comply with the MTP Requirement. The MTP Requirement was introduced to improve the overall quality and attractiveness of the securities market in Singapore, as well as to curb excessive speculation and market manipulation. On 10 February 2015, the Singapore Exchange Limited further announced that the MTP Requirement would be introduced with effect from 2 March 2015, with issuers to be assessed for compliance with the MTP Requirement from 1 March 2016. Issuers that fail to fulfil the MTP Requirement at the first review date on 1 March 2016 or any of the subsequent quarterly reviews will be placed on the Watch-list. The assessment of whether an issuer has met the MTP Requirement will be based on the volume weighted average price of the issuer's shares for the six (6) months preceding the date of review. Issuers placed on the Watch-list on or after 1 March 2016 will have a 36-month period to exit from the Watch-list. Issuers who fail to exit from the Watch-list will be subject to delisting in accordance with the listing rules.

## LETTER TO SHAREHOLDERS

For the past six (6) calendar months prior to the Latest Practicable Date, the six (6)-month volume weighted average price of the Shares was S\$0.0626, which is below the MTP Requirement of S\$0.20.

The highest and lowest closing market prices and the transacted volume of the Shares traded on the SGX-ST for each of the past six (6) calendar months from December 2014 to May 2015 are as follows:

<b>Month</b>	<b>Highest Price</b> (S\$)	<b>Lowest Price</b> (S\$)	<b>Volume of</b> <b>traded Shares</b> (‘000)
December 2014	0.095	0.052	2,963
January 2015	0.090	0.051	3,610
February 2015	0.070	0.055	499
March 2015	0.063	0.050	1,272
April 2015	0.073	0.050	4,835
May 2015	0.067	0.049	3,713

Source: <http://www.sgx.com/>

The theoretical adjusted six (6)-month volume weighted average price of the Consolidated Shares over the same period is S\$0.626.

In light of the above, the Company proposes to undertake the Proposed Share Consolidation to comply with the MTP Requirement.

### 2.3 Conditions for the Proposed Share Consolidation

The Proposed Share Consolidation is subject to:

- (a) the approval of the SGX-ST for the dealing in, listing of and quotation for the Consolidated Shares on the SGX-ST; and
- (b) the approval of Shareholders by ordinary resolution of the Proposed Share Consolidation at the SGM.

On 23 June 2015, the Company announced that it had obtained in-principle approval from the SGX-ST for the listing of, dealing in, and quotation for the Consolidated Shares arising from the Proposed Share Consolidation, subject to, *inter alia*, Shareholders’ approval at the SGM. Shareholders should note that the in-principle approval of the SGX-ST is not to be taken as an indication of the merits of the Proposed Share Consolidation, the Consolidated Shares, the Company and/or its Subsidiaries.

An announcement will be made by the Company to notify Shareholders in due course of the Effective Trading Date, the Books Closure Date and the Effective Date.

### 2.4 Updating of Register of Members and Depository Register for the Consolidated Shares

If Shareholders at the SGM approve the Proposed Share Consolidation, Shareholders’ and depositors’ entitlements to the Consolidated Shares will be determined on the Books Closure Date, and the Register of Members and the Depository Register will then be updated to reflect the number of Consolidated Shares held by Shareholders and depositors. The Consolidated Shares will begin trading in board lots of 100 Consolidated Shares on the Effective Trading Date.



## LETTER TO SHAREHOLDERS

### **(a) Deposit of Share Certificates with CDP**

Shareholders who hold Old Share Certificates in their own names and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP must deposit their Old Share Certificates with CDP, together with duly executed instruments of transfer in favour of CDP, no later than 12 Market Days prior to the Books Closure Date. After the Books Closure Date, CDP will not accept any Old Share Certificates for deposit.

After the Books Closure Date, CDP will only accept the deposit of New Share Certificates and Shareholders who wish to deposit their Old Share Certificates with CDP must first deliver their Old Share Certificates to the Share Registrar, for cancellation and issuance of New Share Certificates in replacement thereof as described below.

### **(b) Issue of New Share Certificates**

Shareholders who have deposited their Old Share Certificates with CDP at least 12 Market Days prior to the Books Closure Date need not take any further action. The Company will make arrangements with CDP to effect the exchange for New Share Certificates pursuant to the Proposed Share Consolidation.

Shareholders who have not deposited their Old Share Certificates with CDP as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to forward all their Old Share Certificates to the Share Registrar at 63 Cantonment Road, Singapore 089758 during normal business hours (9.00 a.m. to 5.00 p.m., Mondays to Fridays) and preferably, not later than five (5) Market Days after the Books Closure Date for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Registrar for the receipt of any Old Share Certificates. The New Share Certificates will be sent by ordinary mail or registered mail (at the election of the relevant Shareholder) to the registered addresses of the relevant Shareholders at their own risk within 10 Market Days after the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is the later.

Shareholders shall deliver their respective Old Share Certificates to the Share Registrar in accordance with the provisions set out above, only after the Company's announcement of the Books Closure Date.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Share Registrar for cancellation.

Shareholders should notify the Share Registrar if they have lost any of their existing Old Share Certificates or if there is any change in their respective addresses from that reflected in the Register of Members of the Company.

### **(c) Share Certificates Not Valid for Settlement of Trades on the SGX-ST**

Shareholders who hold Old Share Certificates are reminded that their Old Share Certificates are not valid for settlement of trading in the Consolidated Shares on the SGX-ST as the Shares are traded under a book-entry (scripless) settlement system, but will continue to be accepted for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Share Registrar. The New Share Certificates will not be valid for delivery for trades done on the SGX-ST although they will continue to be *prima facie* evidence of legal title to Consolidated Shares.

## LETTER TO SHAREHOLDERS

### 2.5 Trading Arrangements for the Shares and Odd Lots

#### *(a) Trading Arrangements for the Shares*

Subject to the approval for the Proposed Share Consolidation by Shareholders at the SGM, with effect from 9.00 a.m. on the Effective Trading Date, trading in the Shares will be in board lots of 100 Consolidated Shares. Accordingly, every 10 Existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Existing Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

#### *(b) Trading Arrangements for Odd Lots*

All fractional entitlements arising upon the implementation of the Proposed Share Consolidation will be disregarded.

The Existing Shares are currently traded in board lots of 100 Existing Shares. Following the implementation of the Proposed Share Consolidation, the Securities Accounts of depositors maintained with CDP may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of 100 Consolidated Shares).

Shareholders who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade in such odd lots on the SGX-ST can trade with a minimum size of one (1) Consolidated Share on the SGX-ST's unit share market. The unit share market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying shares. The market for trading of such odd lots of Consolidated Shares may be illiquid.

### 3. FINANCIAL EFFECTS OF THE PROPOSED SHARE CONSOLIDATION

For illustrative purposes only and based on the latest audited consolidated financial statements of the Group for the financial year ended 30 June 2014, the financial effects of the Proposed Share Consolidation on the Company and the Group are set out below. The financial effects of the Proposed Share Consolidation have been prepared based on the following assumptions:

- (a) the computation does not take into account any expenses that may be incurred in relation to the Proposed Share Consolidation;
- (b) for the purposes of illustrating the financial effects of the Proposed Share Consolidation on share capital, gearing and NTA per Share, it is assumed that the Proposed Share Consolidation had been completed on 30 June 2014;
- (c) for the purposes of illustrating the financial effects of the Proposed Share Consolidation on the EPS of the Group, it is assumed that the Proposed Share Consolidation had been completed on 1 July 2013;
- (d) the NTA per Share is computed based on the 694,000,000 Shares in issue, as at 30 June 2014, and the EPS of the Group is computed based on the weighted average of 694,000,000 Shares in issue as at 30 June 2014;

## LETTER TO SHAREHOLDERS

- (e) the financial effects of the Proposed Share Consolidation are purely for illustrative purposes only and are neither indicative of the actual financial effects of the Proposed Share Consolidation on share capital, NTA per Share, EPS and gearing, nor do they represent the future financial performance and/or position of the Company and the Group immediately after the completion of the Proposed Share Consolidation; and
- (f) there will be no fractions of Consolidated Shares arising from the Proposed Share Consolidation.

### 3.1 Share Capital

	Before the Proposed Share Consolidation		After the Proposed Share Consolidation	
	<i>HK\$</i>	<i>Number of Shares</i>	<i>HK\$</i>	<i>Number of Shares</i>
Issued and paid-up share capital	138,800,000	694,000,000	138,800,000	69,400,000

### 3.2 Consolidated NTA Attributable to the Owners of the Company

	Before the Proposed Share Consolidation	After the Proposed Share Consolidation
NTA ( <i>RMB '000</i> )	805,213	805,213
Number of Shares	694,000,000	69,400,000
NTA per Share ( <i>RMB cents</i> )	116.02	1,160.2

### 3.3 EPS

	Before the Proposed Share Consolidation	After the Proposed Share Consolidation
Consolidated earnings (after tax, minority interest and extraordinary items) ( <i>RMB'000</i> )	143,744	143,744
Number of Shares	694,000,000	69,400,000
EPS ( <i>RMB cents</i> )	21.3	213.0

### 3.4 Gearing

The Proposed Share Consolidation will not have any effect on the gearing of the Company and of the Group.

## LETTER TO SHAREHOLDERS

### 4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

#### 4.1 Interests of Directors

As at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders of the Company in the issued share capital of the Company, as recorded in the Register of Directors' Interests and the Register of Substantial Shareholders' Interests, respectively, are as follows:

	Direct Interest		Deemed Interest	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>
<b>Directors</b>				
Lin Yeju	–	–	358,267,000 <sup>(2)</sup>	51.62
Ouyang Sheng	–	–	–	–
Zheng Shaorong	–	–	–	–
Teo Yi-Dar	–	–	–	–
Huang Zhangxin	–	–	–	–
Chong Soo Hoon Sean	–	–	–	–
<b>Substantial Shareholders</b>				
Chen Jianfeng	320,400,000	46.17	37,867,000 <sup>(3)</sup>	5.46
Lin Yeju	–	–	358,267,000 <sup>(2)</sup>	51.62
Proven Choice Group Limited <sup>(4)</sup>	129,600,000	18.67	–	–
Wang Lin Jia	–	–	129,600,000	18.67

Notes:

- (1) Based on the Company's total issued share capital of 694,000,000 Shares as at the Latest Practicable Date.
- (2) Madam Lin is deemed to be interested in all the shares in the Company that her spouse, Mr Chen Jianfeng, is interested in. Mr Chen Jianfeng has a direct interest in 320,400,000 shares in the Company and a deemed interest in 37,867,000 shares in the Company.
- (3) Shares are held by DBS Vickers Securities (S) Pte Ltd.
- (4) Proven Choice Group Limited is an investment company incorporated in the British Virgin Islands. It is wholly-owned by Mr Wang Lin Jia who is not related to any of the Directors or Substantial Shareholders.

#### 4.2 Interests of Controlling Shareholders

None of the Directors or controlling Shareholders of the Company has any interest, direct or indirect, in the Proposed Share Consolidation (other than through their respective shareholdings in the Company).

### 5. DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the Proposed Share Consolidation is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution to approve the Proposed Share Consolidation as set out in the Notice of SGM.

## LETTER TO SHAREHOLDERS

### 6. SPECIAL GENERAL MEETING

Shareholders' approval will be sought at the SGM for the Proposed Share Consolidation. The proposal will be tabled as an ordinary resolution at the SGM as set out in the Notice of SGM.

The SGM 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 ordinary resolution set out in the Notice of SGM.

### 7. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the SGM and who wish to appoint a proxy or proxies to attend and vote at the SGM on their behalf should complete, sign and return the enclosed Shareholder Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Share Transfer Agent at 63 Cantonment Road, Singapore 089758, not less than 48 hours before the time fixed for the SGM. The completion and return of the Shareholder Proxy Form by a Shareholder does not preclude him from attending and voting in person at the SGM if he so wishes, in place of his proxy or proxies.

A Depositor shall not be regarded as a Shareholder entitled to attend the SGM and to speak and vote thereat. Depositors who wish to attend and vote at the SGM, and whose names are shown in the records of CDP as at a time not earlier than 48 hours prior to the time of the SGM, may attend as CDP's proxies. Depositors who are individuals and who wish to attend the SGM in person need not take any further action and can attend and vote at the SGM without the lodgment of any proxy form. Depositors who are individuals and are unable to attend the SGM personally and wish to appoint their nominee or nominees to attend and vote on their behalf and Depositors which are corporations must complete, sign and return the enclosed Depositor Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Share Transfer Agent at 63 Cantonment Road, Singapore 089758, not later than 48 hours prior to the time of the SGM. The completion and return of a Depositor Proxy Form by an individual Depositor does not preclude him from attending and voting in person at the SGM if he so wishes, in place of his nominee or nominees.

### 8. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Group and the Proposed Share Consolidation, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

## LETTER TO SHAREHOLDERS

### 9. INSPECTION OF DOCUMENTS

Copies of the following documents are available for inspection at the office of the Share Transfer Agent at 63 Cantonment Road, Singapore 089758, during normal business hours from the date hereof up to and including the date of the SGM:

- (a) the Memorandum and Bye-laws of the Company; and
- (b) the annual report of the Company for the financial year ended 30 June 2014.

Yours faithfully

**Lin Yeju**

*Chairman and Non-Executive Director*

For and on behalf of the Board of Directors of  
**China Yuanbang Property Holdings Limited**

## NOTICE OF SPECIAL GENERAL MEETING



## 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

## NOTICE OF SPECIAL GENERAL MEETING

- (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.