



CHINA JISHAN HOLDINGS LIMITED

("Company")

(Incorporated in the Republic of Singapore)

Company Reg. No. 200310591E

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of China Jishan Holdings Limited (the "Company") will be held at Furama RiverFront Singapore, Jupiter III (Level 3), 405 Havelock Road, Singapore 169633 on Friday, 29 April 2016 at 10 a.m. to transact the following business:-

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Auditors' Report thereon. **[Resolution 1]**
- To approve Directors' Fees of RMB472,875 (2015: RMB478,500) to be paid half-yearly in arrears for the financial year ending 31 December 2016. **[Resolution 2]**
- To re-elect the following Directors retiring pursuant to the Company's Constitution:-
 - Mr Yu Ming Hai [retiring pursuant to Article 89] **[Resolution 3(a)]**
 - Mr Xu Ping Wen [retiring pursuant to Article 89] **[Resolution 3(b)]**
- To re-appoint Messrs Moore Stephens LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 4]**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without any modifications, of which Resolution 5 will be proposed as Ordinary Resolution and Resolution 6 will be proposed as a Special Resolution:-

ORDINARY RESOLUTION

- "That pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of the Singapore Exchange Limited, the Directors of the Company be and they are hereby authorised to issue shares and convertible securities in the Company [whether by way of rights (renounceable or non-renounceable), bonus or otherwise] at any time and upon such terms and conditions and for such purposes and to such person as the Directors may in their absolute discretion, deem fit provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50 per centum of the total number of issued shares excluding treasury shares, in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed 20 per centum of the total number of issued shares excluding treasury shares, in the capital of the Company at the time of the passing of this Resolution and that such authority shall continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, unless revoked or varied at a general meeting of the Company."
[See Explanatory Note (i)] **[Resolution 5]**

SPECIAL RESOLUTION

- "That the Constitution of the Company be altered in the manner as set out in the Appendix to the Notice of Annual General Meeting dated 6 April 2016."
[See Explanatory Note (ii)] **[Resolution 6]**

BY ORDER OF THE BOARD

Chan Wai Teng Priscilla
Company Secretary
Singapore, 6 April 2016

NOTES:

A Member is entitled to appoint no more than two proxies to attend and vote in his place. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy. A proxy need not be a Member of the Company. Members wishing to vote by proxy at the meeting may use the proxy form enclosed. The completed proxy form must be lodged at the Registered Office of the Company at 1 Sophia Road #05-03 Peace Centre Singapore 228149 not less than 48 hours before the time appointed for the Meeting.

Pursuant to Section 181 of the Companies Act, Chapter 50 of Singapore, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at the Annual General Meeting. Relevant intermediary is either:-

- a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
- a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or
- the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.

Note to item no. 3:-

The Board of Directors, in consultation with the Nominating Committee, recommends to members the re-election of Messrs Yu Ming Hai and Xu Ping Wen.

Note to item no. 3(b):-

Mr Xu Ping Wen is an Independent Director, Chairman of the Remuneration Committee and member of the Audit and Risk Committee and Nominating Committee. He will continue in the said capacities upon re-election as a Director of the Company.

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:

- The Ordinary Resolution 5 proposed in item 6 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares in the capital of the Company (the "shares") and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue Shares pursuant to such instruments, up to an amount not exceeding in total 50 per centum of the total number of issued shares excluding treasury shares, with a sub-limit of 20 per centum of the total number of issued shares excluding treasury shares for issue other than on a pro-rata basis to existing shareholders of the Company, for such purposes as they consider would be in the interests of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the date the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier.

The percentage of the issued share capital is based on the number of issued shares excluding treasury shares in the capital of the Company at the time of the passing of this Resolution after adjusting for (a) new shares arising from the conversion or exercise of convertible securities (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution and (c) any subsequent bonus issue, consolidation or subdivision of shares.

Rule 816(1) of the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX-ST) states that subject to Rule 816(2), a rights issue must provide for the rights to subscribe for securities to be renounceable in part or in whole in favour of a third party at the option of the entitled shareholders.

Rule 816(2)(a)(ii) states that an issuer can undertake non-renounceable rights issues in reliance on this general mandate to issue rights shares if the rights shares are priced at not more than 10% discount to the weighted average price for trades done on the Exchange for the full market day on which the rights issue is announced. If trading in the issuer's shares is not available for a full market day, the weighted average price must be based on the trades done on the preceding market day up to the time the rights issue is announced. Rule 816(2)(b) states that the non-renounceable rights issue must comply with Part V of Chapter 8 of the Listing Manual of the SGX-ST except Rule 816(1).

- The Special Resolution 6 proposed in item 7 above is to adopt a new Constitution following the wide-ranging changes to the Companies Act, Chapter 50 (the "Companies Act") introduced pursuant to (1) the Companies (Amendment) Act 2005 which took effect from 30 January 2006 and (2) the Companies (Amendment) Act 2014 which took effect in phases on 1 July 2015 and 3 January 2016 respectively, (collectively the "Amendment Acts"). The new Constitution will consist of the memorandum and articles of association of the Company which were in force immediately before 3 January 2016 and incorporate amendments to (inter alia) take into account the changes to the Companies Act introduced pursuant to the Amendment Acts. Please refer to the Appendix to the Notice of Annual General Meeting dated 6 April 2016.

PERSONAL DATA PRIVACY

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 personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 or service providers) 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 or service providers), 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 or service providers) 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.