

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting (“**AGM**”) of China Jishan Holdings Limited (“**Company**”) will be convened and held by electronic means on Friday, 26 June 2020 at 10 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors’ Report thereon. **[Resolution 1]**
2. To approve Directors’ Fees of RMB828,586 (2019: RMB800,992) to be paid half-yearly in arrears for the financial year ending 31 December 2020. **[Resolution 2]**
3. To re-elect the following Directors retiring pursuant to the Regulation 89 of the Company’s Constitution and Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). [see Explanatory Note (i):-
 - a) Mr Yong Kok Hoon **[Resolution 3(a)]**
 - b) Ms Cai TianChen **[Resolution 3(b)]**
 - c) Mr Lien Kait Long **[Resolution 3(c)]**
- 4(i) That contingent upon the passing of Ordinary Resolution 3(c) above, and in accordance with Rule 210(5)(d) (iii) of the Listing Manual of the SGX-ST which will take effect on 1 January 2022, shareholders to approve Mr Lien Kiat Long’s continued appointment as an Independent Director, this Resolution to remain in force until the earlier of Mr Lien Kiat Long’s retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution and Resolution 4(ii) below. [See Explanatory Note (ii)] **[Resolution 4(i)]**
- 4(ii) That contingent upon the passing of Ordinary Resolution 4(i) above, and in accordance with Rule 210(5)(d) (iii) of the Listing Manual of the SGX-ST which will take effect on 1 January 2022, shareholders (excluding the Directors and Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer) to approve Mr Lien Kiat Long’s continued appointment as an Independent Director, this Resolution to remain in force until the earlier of Mr Lien Kiat Long’s retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution and Resolution 4(i) above. [See Explanatory Note (ii)] **[Resolution 4(ii)]**
5. To re-appoint Messrs Moore Stephens LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 5]**
6. 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 resolution with or without any modifications:-

ORDINARY RESOLUTION

7. That pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore) and the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors of the Company to:
 - (a) (i) issue shares of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (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) options, warrants, debentures, or other instruments convertible into shares,

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at any time and upon such terms and conditions and for such purposes and to such persons, as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors, while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution, shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 (1) 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) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities which are issued and outstanding or subsisting at the time of the passing of this Resolution;
 - (b) new shares arising from exercising share options or vesting of share awards which are issued and outstanding or subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (iii)] **[Resolution 6]**

BY ORDER OF THE BOARD

Chan Wai Teng Priscilla
Company Secretary
Singapore, 9 June 2020

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EXPLANATORY NOTES:

- (i) Ordinary Resolutions 3(a), (b) and (c) proposed in items 3(a), (b) and (c) above:-

The Board of Directors, in consultation with the Nominating Committee, recommends to members the re-election of Mr Yong Kok Hoon, Ms Cai TianChen and Mr Lien Kait Long who will be retiring by rotation pursuant to Regulation 89 of the Constitution and Rule 720(5) of the Listing Manual of the SGX-ST.

Please refer to the "Supplemental Information" section of the Company's annual report for the financial year ended 31 December 2019 ("**Annual Report 2019**") for detailed information on each of Mr Yong Kok Hoon, Ms Cai TianChen and Mr Lien Kait Long as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

Note to Ordinary Resolution 3(b) proposed in item 3(b) above:-

Ms Cai TianChen is an Independent Director, Chairman of the Remuneration Committee and member of the Audit and Risk Committee. She will continue in the said capacities upon re-election as a Director of the Company.

Note to Ordinary Resolution no. 3(c) proposed in item 3(c) above:-

Mr Lien Kait Long is a Non-Executive and Independent Chairman of the Board and Chairman of the Audit and Risk Committee and member of the Remuneration Committee and Nominating Committee. Upon the passing of Resolutions 3(c), 4(i) and 4(ii), he will continue in the said capacities upon re-election as an Independent Director of the Company.

- (ii) Ordinary Resolutions 4(i) and 4(ii) proposed in items 4(i) and 4(ii) above – On 6 August 2018, the SGX-ST amended the Listing Manual following the publication of the Code of Corporate Governance 2018 by the Monetary Authority of Singapore. As part of the amendments to the Code of Corporate Governance 2018, certain guidelines from the Code of Corporate Governance 2012 were shifted into the Listing Manual for mandatory compliance. On 28 November 2018, the SGX-ST issued the Transitional Practice Note 3 to establish transitional arrangements for certain guidelines shifted into the Listing Manual. Pursuant thereto, and in respect of Rule 210(5)(d)(iii) of the Listing Manual, to ensure that the independence designation of a director who has served for more than 9 years as at and from 1 January 2022 is not affected, the Company is seeking to obtain shareholders' approvals for Mr Lien Kiat Long's continued appointment as an independent director prior to 1 January 2022, as he has served for more than 9 years on the Board of the Company. Rule 210(5)(d)(iii) of the Listing Manual provides that continued appointment as independent director, after an aggregate period of more than 9 years on the board, must be sought and approved in separate resolutions by (A) all shareholders (Resolution 4(i)); and (B) shareholders excluding directors, chief executive officer, and their associates (Resolution 4(ii)).
- (iii) Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the next Annual General Meeting, or the date by which the next AGM 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 in the capital of the Company (the "shares") and to make or grant instruments 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 and subsidiary holdings) with a sub-limit of 20 per centum of the total number of issued shares (excluding treasury shares and subsidiary holdings) 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.

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, which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Rule 816(1) of the Listing Manual of 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).

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NOTES ON THE ALTERNATIVE ARRANGEMENTS FOR THE FORTHCOMING AGM TO BE HELD ON 26 JUNE 2020

1. Conduct of AGM by electronic means

1.1 This forthcoming AGM is being convened and will be held by electronic means pursuant to the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means, and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, inter alia, general meetings of companies. **Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice of AGM will be sent to members solely by electronic means via publication on SGXNet (<https://www.sgx.com/securities/company-announcements>).**

1.2 **Due to the current COVID-19 restriction orders in Singapore, members (including relevant intermediaries, as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)) will not be able to attend the AGM in person.**

Pursuant to Section 181 of the Companies Act (Chapter 50 of Singapore), a relevant intermediary means:-

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

1.3 A member will also not be able to vote online on the resolutions to be tabled for approval at the AGM. Instead, alternative arrangements for participation at the AGM is in place for members who have pre-registered to participate at the AGM by:

- (a) observing and/or listening to the proceedings of the AGM via a "live" audio-visual webcast or "live" audio-only stream;
- (b) submitting questions in advance of the AGM; and
- (c) appointing the Chairman of the AGM ("**AGM Chairman**") as proxy to attend, speak and vote on their behalf at the AGM.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out below.

2. Pre-Registration for live webcast

2.1 The proceedings of this AGM will be broadcasted "live" through a webcast comprising both video (audio-visual) and audio feeds ("**Live Webcast**"). Shareholders and investors holding Shares, including those through Depository Agents ("DA"), the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS Investors**") ("**Investors**") who wish to follow the proceedings must pre-register via the pre-registration site at URL: <https://sg.conveneagm.com/chinajishan> ("**Pre-registration Website**") no later than **10.00 a.m. on 23 June 2020** (Singapore time) ("**Registration Deadline**"). Investors through DA should also note time-line in Item 2.4 below.

Following authentication of status of a shareholder or an Investor, such shareholder or Investor will receive an email notification and will be able to access the Live Webcast to watch and/or listen to the AGM proceedings via signing in using the account details created during pre-registration at the Pre-registration Website.

2.2 Shareholders who have pre-registered by the Registration Deadline but do not receive the aforementioned email by **2.00 p.m. on 25 June 2020** (Singapore time) should contact the Company's share registrar, M & C Services Private Limited for assistance, at +65 62280504 or +65 62280507 or gpa@mncsingapore.com.

2.3 Shareholders MUST NOT forward the unique link to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

2.4 Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (other than CPF/SRS Investors) should also notify his/her relevant intermediary by **5.00 p.m. on 16 June 2020** (Singapore time) in order for the relevant intermediary to make the necessary arrangements to facilitate the validation of the investors as participants.

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2.5 The relevant intermediary of CPF/SRS Investors is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company's Share Registrar, M & C Services Private Limited, via email to gpa@mncsingapore.com at least 72 hrs before the AGM.

3. Submit Questions in Advance

3.1 Members and Investors will not be able to ask questions "live" during the broadcast of this AGM. Instead, all members and Investors may pre-submit questions relating to the business of this AGM before **10.00 a.m. on 19 June 2020 (Friday)** (Singapore time) ("**Submission Deadline**"):

(a) via the pre-registration form at the Pre-registration Website (URL: <https://sg.conveneagm.com/chinajishan>); or

(b) by email to zavierong@august.com.sg.

3.2 Members will need to identify themselves when posing questions by email by providing the following details:

(a) the member's full name as it appears on his/her/its CDP/CPF/SRS/scrip-based share records;

(b) the member's NRIC/Passport/UEN Number;

(c) the member's contact number and email address; and

(d) the manner in which the member holds his/her/its shares in the Company (e.g. via CDP, CPF or SRS) records.

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

3.3 The Company will endeavour to address substantial and relevant questions prior to the AGM through publication on SGXNet or at the AGM.

3.4 Please note that shareholders will not be able to ask questions at the AGM and accordingly, it is important for shareholders to submit their questions by the Submission Deadline.

3.5 The Company will publish the minutes of the AGM on SGXNet, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the AGM.

4. Proxy Voting

4.1 Shareholders will not be able to vote online on the resolutions to be tabled for approval at the AGM. Instead, if shareholders (whether individuals or corporates) wish to exercise their votes, they must submit a proxy form to appoint the AGM Chairman to attend, speak and vote on their behalf at the AGM. The AGM Chairman, as proxy, need not be a member of the Company. An electronic copy of the proxy form has been made available on SGXNet (<https://www.sgx.com/securities/company-announcements>) and the following website (<https://sg.conveneagm.com/chinajishan>).

4.2 Shareholders (whether individuals or corporates) appointing the AGM Chairman as proxy must give specific instructions in the proxy form as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution, failing which the appointment of the AGM Chairman as proxy and votes for the resolution will be treated as invalid.

4.3 The proxy form is not valid for use by Investors (including CPF/SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor (other than a CPF/SRS Investor) who wishes to vote should also approach his/her/its relevant intermediary as soon as possible to specify his/her/its voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator at least seven (7) working days before the date of the AGM to submit his/her voting instructions.

4.4 The proxy form (together with the power of attorney, if any, under which it is signed or a certified copy thereof) must be submitted to the Company not less than 72 hours before the time appointed for holding the AGM (i.e. no later than **10.00 a.m. on 23 June 2020** (Singapore time) through any one of the following means:

(i) by depositing a physical copy at the Company's registered office at 112 Robinson Road, #05-01, Singapore 068902; or

(ii) by sending a copy by email to the Company's Share Registrar, M & C Services Private Limited at gpa@mncsingapore.com.

A member who wishes to submit the proxy form must first download the proxy form from SGXNet or the Webcast website, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

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4.5 **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

5. **Documents relating to AGM**

All documents or information relating to the business of this AGM (including the Annual Report 2019, proxy form and this Notice of AGM) have been, or will be, published on SGXNet. **Printed copies of the documents will not be despatched to members.** Members and Investors are advised to check SGXNet regularly for updates.

6. **General**

Shareholders are reminded not to congregate to watch the Live Webcast and ensure that safe distancing measures are practiced and regulations and all government advisories are adhered to.

IMPORTANT: Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its arrangements for the AGM at short notice. Shareholders are advised to regularly check our corporate announcements via SGXNet for updates on the AGM.

PERSONAL DATA PRIVACY

By submitting the proxy form appointing the AGM Chairman to attend, speak and vote at the AGM and/or any adjournment thereof, a member 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 the appointment of the AGM Chairman as proxy for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.