

CHIWAYLAND INTERNATIONAL LIMITED

(Registration Number 200610437K)

(Incorporated in the Republic of Singapore)

(the “**Company**”)

MINUTES OF ANNUAL GENERAL MEETING

PLACE : Rose Room 1, Level 1, York Hotel, 21 Mount Elizabeth Road, Singapore 228516
DATE : Tuesday, 26 April 2016
TIME : 10.00 a.m.
PRESENT : Please see Attendance List attached hereto.

1. CHAIRMAN

On behalf of the Board of Directors (“**Board**”), Mr Tian Hong Lei, an Executive Director of the Company (“**Mr Tian**”) extended a warm welcome to all present. Mr Tian invited Mr Qian Jianrong (“**Chairman**”) and Mr Louis Tai (“**CFO**”) to share with the meeting regarding the financial performance and outlook for the Company.

2. QUORUM

Having ascertained that a quorum was present, the Chairman called the meeting to order at 10.00 a.m.

3. NOTICE

The notice of meeting dated 8 April 2016, having been previously circulated to the shareholders, was taken as read.

4. FINANCIAL PERFORMANCE

4.1 The CFO briefly presented the financial highlights of the Group for the financial year ended 31 December 2015 (“**FY2015**”). The salient points were as follows:

- a. Revenue increased by 62%, mainly due to an increase in gross floor area (“**GFA**”) sold, as well as an increase in the average selling prices of certain property projects;
- b. Gross profit increased by 61%, with the gross profit margin maintained at 8.3%;
- c. Net profits after tax increased by 44% as the Company had incurred one-off expenses relating to the reverse take-over exercise (“**RTO**”) in the previous financial year; and
- d. Cash and cash equivalents increased by 6%, placing the Company in a stronger financial position.

4.2 The CFO also shared the following important milestones of the Group for FY2015:

- a. The Group has completed the Zhangjiagang Royal Palace project and Phases 1 and 2 of the Suzhou Royal Palace project in the People’s Republic of China (“**PRC**”);
- b. The Group has expanded its real estate business into two cities in Australia, namely Sydney and Brisbane, and was able to secure an aggregate of six land parcels for development, mostly for residential units;
- c. The Group has also ventured into the fund management business to leverage on its strengths in identifying real-estate related investment opportunities; and

- d. The Group has intention to venture into the property development market in the United States of America (“USA”), and had signed an interim business agreement with UCCH Commons LLC, a Los-Angeles developer, to enter into a 50% joint venture to develop a mixed use property project in Los Angeles.

4.3 After bringing the meeting through the milestones achieved by the Group in FY2015, the CFO invited the Chairman to share his thoughts regarding the prospects and outlook for the Group going forward.

5. FUTURE PROSPECTS AND STRATEGIES

5.1 The Chairman highlighted the following items to the meeting:

- a. While there are still inherent risks in the PRC property development market in light of the current economic conditions, the Group’s projects, especially those located in Suzhou, have seen large appreciations in their average selling prices.
- b. The PRC government has imposed more cooling measures for the property markets in first-tier cities compared to second-tier cities. While the overall market conditions for the property markets in the second-tier cities in which the Group operate remain challenging, the prospects for the Group’s property development business in the PRC look positive as long as the Group is able to select its projects prudently. The Group is looking towards expanding into second-tier cities other than those it is currently operating in for further growth and plans to grow the business, to become a significant player in China over the next three years;
- c. Despite the challenging environment, some of the Group’s projects, particularly in Xuzhou and Xuancheng, continue to do well. Based on the Group’s annual sales in these cities, it is one of the top property developers in those cities;
- d. With the encouraging response to the Group’s pre-sale activities in Australia, as well as the Group’s initial steps into the USA property development market, the Group intends to expand further into international markets to develop itself as an international property developer;
- e. The Group’s property projects in Brisbane and Sydney are progressing in line with the respective project schedules. The Group has obtained various planning approvals and is taking steps for the sale;
- f. The Group looks towards increasing its fund management activities and increase its assets under management. This will enable the Group to shift towards an asset-light strategy, by reducing the need for its own capital investment in developing property projects; and
- g. The Group intends to continue sourcing for opportunities to increase its investment properties in order to provide the Group with a steady and recurrent income stream. This will also help the Group to manage its cash flow and alleviate the cyclical nature of its revenue.

5.2 At the end of the Chairman’s presentation, the meeting was invited to raise questions to the Board.

6. QUERIES RAISED BY THE MEETING

6.1 A shareholder, Mr Lee Kim Ming, noted that the Company’s share price was performing poorly and that the Company had not recommended a dividend for FY2015. He queried if the Management’s remuneration packages were linked to the performance of the Company’s share price and overall performance. The Management clarified that the interest of the

Executive Directors, especially the Chairman, are aligned with shareholders as they held a majority of the Company's shares. It was therefore in the interest of the Management to ensure that the Company performs well. The Board would also assess the performance of the Company from time to time to determine whether to issue dividends to shareholders. Mr Kwok Wei Woon, the Lead Independent Director ("**Mr Kwok**"), responded to a further query that the Board would continually review and consider if the roles of Chairman and Chief Executive Officer should be divided to ensure better management of the Company.

- 6.2 As the gearing ratio of the Group was over 80%, Mr Lee Kim Ming queried whether there was a cap on the gearing ratio and requested the Board to consider if the Company should repay some of its indebtedness. The Directors responded that the Company has set up a Risk Management and Compliance Committee to review and monitor the risks faced by the Group. As the gearing ratio of the Group was lower compared to some of the other companies in the same industry, as well as in light of the interest rate cuts by the PRC banks, the Board was of the opinion that the current gearing ratio was not overly high.
- 6.3 Another shareholder, Mr Koh Peng Tih, requested for the Board to include its corporate presentations in the annual report or to disseminate it via SGXNET, so that shareholders would be able to follow the presentations more easily.
- 6.3 Another shareholder, Ms Tay Ai Beng, raised the following queries:
 - a. As the market for the Company's shares has not been liquid, it has been difficult for shareholders to trade in the Company's shares. As such, she enquired whether the Company had any plans to improve its share liquidity; and
 - b. Due to the low share prices, what the Company's plans to meet the minimum trading price requirement of S\$0.20 were.
- 6.4 Mr Tian (Executive Director) responded that the overall trading market in Singapore has not been very liquid. As there are more than 100 million of the Company's shares held in public hands, there is a large enough number of shares in circulation to ensure liquidity. A contributing factor to the low volume of trades and share price is possibly that the Singapore investment public is not fully aware of the Group's activities since its primary operations are located overseas.
- 6.5 Mr Kwok (Lead Independent Director) clarified that the Board had carefully considered how the Company should best comply with the minimum trading price requirement, and felt that the Management should be given time to improve the Group's fundamentals, in which case the trading prices of the Company could recover based on the financial performance of the Group. The Chairman also commented that the Management did not intend to migrate to the Catalist or undertake a share consolidation exercise unless they felt that any of the aforesaid actions would be in the interests of the shareholders.
- 6.6 Another shareholder, Mr Lim Yew Chiang felt that the Company's low share price was due to its lack of visibility in the Singapore market. He suggested for the Company to consider increasing its publicity campaigns to build awareness of its brand in Singapore, as well as investing in joint ventures as a minority shareholder to develop property development projects in Singapore to increase visibility. The Management took his comments into consideration, and indicated that the Company will consider additional steps to increase its efforts in communicating with its shareholders and the public in general. The Chairman added that due to the current cooling measures imposed by the Singapore government, it was not advantageous for the Group to develop projects in Singapore. The Management would continue to review and assess the relevant rules and regulations to see if it could develop any property projects in Singapore in the future.
- 6.8 Another shareholder, Mr Derek Yeo Chee Hong, asked the Chairman to elaborate more on the Company's growth strategy overseas. The Chairman replied that the Group was currently targeting to grow its overseas operations such that the revenue contribution of its overseas property development projects would be at least 50% in the next 5 years. The Chairman also

clarified that the Group currently intends to set up its fund management business in the PRC, Singapore and Australia.

- 6.9 Another shareholder, Mr Tan Jee Say, enquired about the asset-light strategy of the Group. The Management commented that its fund management activities will enable the Group to tap on and manage the funds of PRC investors wishing to invest overseas, who can place their funds with the Group for management as it develops its international property portfolio. This will increase the revenue of the Group through management fee income while allowing the Group to leverage on its strengths in the real estate business.
- 6.10 Mr Chua Hwee Song, the Independent Director of the Company, thanked the shareholders for their active participation, valuable comments and useful suggestions. As much discussion had exchanged between shareholders and the Directors, he suggested for the meeting to proceed with the matters covered in the agenda of the annual general meeting, and that shareholders were welcome to approach the Directors and Management after the meeting had concluded if they wish to continue any further discussions.

7. (RESOLUTION 1) REPORTS AND ACCOUNTS

- 7.1 The independent scrutineers, Zico BPO Pte. Ltd., explained the voting procedures to shareholders. The Chairman then requested the CFO to bring the meeting through the notice of annual general meeting. On behalf of the Chairman of the meeting, the CFO presented the first item on the notice which was to receive and adopt the accounts of the Company and Reports of the Directors and Auditors for the financial year ended 31 December 2015.

- 7.2 Mr Lee Kim Ming proposed the following resolution to the Meeting:

“That the Audited Accounts for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors be received and adopted.”

- 7.3 The resolution was duly seconded by Mr Ng Kok Hue.

8. (RESOLUTIONS 2 AND 3) RE-ELECTION OF DIRECTORS

- 8.1 Items 2 and 3 of the notice were to seek members' approval for the re-election of the following Directors:-

- (a) Mr Qian Jianrong pursuant to Regulation 107 of the Constitution; and
- (b) Mr Chua Hwee Song pursuant to Regulation 117 of the Constitution

- 8.2 On behalf of the Chairman of the meeting, the CFO then requested members to propose and/or second the following motions:

“That Mr Qian Jianrong be re-elected as a Director of the Company.”

“That Mr Chua Hwee Song be re-elected as a Director of the Company.”

- 8.3 Resolution 2 was proposed by Mr Lee Kim Ming and seconded by Mr Ng Kok Hue.

- 8.4 Resolution 3 was proposed by Mr Chair Choon Teck, a proxy appointed by Mr Zhang Feng, a shareholder of the Company, and seconded by Mr Lee Kim Ming.

9. RETIREMENT OF MR POH CHEE KUAN

The next item on the notice was to note the retirement of Mr Poh Chee Kuan. Mr Poh had decided not to seek re-appointment and will retire as Director at the conclusion of the meeting. The Board took the opportunity to thank Mr Poh for his past contributions, and extended its best wishes for his future endeavours.

10. (RESOLUTION 4) RE-APPOINTMENT OF AUDITORS

10.1 On behalf of the Chairman of the meeting, the CFO proceeded to item 5 on the notice, which was to re-appoint Messrs KPMG LLP as the Company's Auditors and to authorise the Directors to fix their remuneration.

10.2 Mr Lee Kim Ming proposed the following resolution to the meeting:

"That Messrs KPMG LLP be and are hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors."

10.3 The resolution was duly seconded by Mr Chair Choon Teck a proxy appointed by Mr Zhang Feng, a shareholder of the Company.

11. ANY OTHER BUSINESS

It was noted that no notice was received in respect of any other business that may be properly transacted at the meeting. The CFO on behalf of the Chairman thus proceeded with the special business of the meeting.

12. (RESOLUTION 5) AUTHORITY TO ALLOT AND ISSUE NEW SHARES

12.1 The last item on the notice was to seek members' approval to authorise and empower the Directors to allot and issue shares or convertible securities pursuant to Section 161 of the Companies Act and the Listing Manual of the SGX-ST. With the consent of the members, the proposed resolution stated in the item 6 of the notice of meeting was taken as read.

12.2 The resolution was duly proposed by Mr Lee Kim Ming and seconded by Mr Ng Kok Hue.

13. ADJOURNMENT OF MEETING

The meeting was adjourned at 12 p.m. for 20 minutes to allow the independent scrutineers to tabulate the results of the poll.

14. ANNOUNCEMENT OF RESULTS

14.1 The meeting convened at 12.20 p.m. for the announcement of the results of the poll. The breakdown of the results of the poll is as follows:

Ordinary Resolution and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Resolution 1: Adoption of Directors' Statement and Audited Accounts for the financial year ended 31 December 2015	541,567,440	541,396,774	99.97	170,666	0.03
Resolution 2: Re-election of Mr Qian Jianrong as a Director	541,567,440	541,566,774	100	666	0

Ordinary Resolution and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Resolution 3: Re-election of Mr Chua Hwee Song as a Director	541,567,440	541,566,774	100	666	0
Resolution 4: Reappointment of Messrs KPMG LLP as Auditors and to authorise the Directors to fix their remuneration	541,567,440	541,566,774	100	666	0
Resolution 5: Authority to allot and issue of shares	541,567,440	541,380,108	99.97	187,332	0.03

14.2 In light of the above, all the ordinary resolutions tabled at the meeting were approved.

13. END OF MEETING

There being no other business, on behalf of the Chairman, the CFO declared the meeting closed and thanked all present at the Meeting.

CONFIRMED BY:

Qian Jianrong
Chairman of the meeting