



# CHINA YUANBANG PROPERTY HOLDINGS LIMITED

(Incorporated in Bermuda)  
(Co. Reg. No. 39247)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting" or "AGM") of CHINA YUANBANG PROPERTY HOLDINGS LIMITED (the "Company") will be held by way of electronic means on Friday, 29 October 2021 at 10:00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2021 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company pursuant to Bye-law 86(1) of the Company's Bye-laws: **(Resolution 2)**
  - Mr. Ouyang Sheng **(Resolution 2)**
  - Mr. Chong Soo Hoon Sean **(Resolution 3)**
  - Detailed information on Mr. Ouyang required pursuant to Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") can be found in the Annual Report.
  - Mr. Chong Soo Hoon Sean will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Mr. Chong will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Mr. Chong required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.
- To approve the payment of Directors' fees of \$5104,000/- for the financial year ending 30 June 2022, to be paid half-yearly in arrears (FY2021: \$5104,000/-). **(Resolution 4)**
- To re-appoint Moore Stephens LLP, Public Accountants and Chartered Accountants, Singapore as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business which may be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

#### 6. SHARE ISSUE MANDATE

- That pursuant to Rule 806 of the Listing Manual ("Listing Manual") of the SGX-ST, authority be given to the Directors of the Company to allot and issue ordinary shares ("shares") in the Company whether by way of rights, bonus or otherwise (including shares as may be issued pursuant to any Instruments (as defined below) made or granted by the Directors while this resolution is in force notwithstanding that the authority conferred by this resolution may have ceased to be in force at the time of issue of such shares) and/or make or grant offers, agreements or options or otherwise issue convertible securities (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) warrants, debentures or other instruments convertible into shares at any time and upon such terms and conditions and for such purpose and to such persons as the Directors may, in their absolute discretion, deem fit provided that:
- the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
  - for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) 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) as at the time of the passing of this Resolution, after adjusting for:
    - new shares arising from the conversion or exercise of convertible securities;
    - new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of Listing Manual; and
    - any subsequent bonus issue, consolidation or subdivision of shares;
  - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited and the Bye-Laws of the Company; and
  - unless revoked or varied by the Company in a general meeting, such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law or by the Bye-Laws to be held, whichever is earlier.

See Explanatory Note (i)

**(Resolution 6)**

- 7. TO APPROVE THE CONTINUED APPOINTMENT OF MR. TEO YI-DAR ("MR. TEO") AS AN INDEPENDENT DIRECTOR FOR PURPOSES OF RULE 210(5)(D)(III)(A) OF THE LISTING MANUAL OF THE SGX-ST**  
That subject to and contingent upon the passing of Resolution 8 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM, excluding the directors and the chief executive officer ("CEO") of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST):
  - the continued appointment of Mr. Teo, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
  - the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr. Teo as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

See Explanatory Note (ii)

**(Resolution 7)**

- 8. TO APPROVE THE CONTINUED APPOINTMENT OF MR. TEO AS AN INDEPENDENT DIRECTOR FOR PURPOSES OF RULE 210(5)(D)(III)(B) OF THE LISTING MANUAL OF THE SGX-ST**  
That subject to and contingent upon the passing of Resolution 7,
  - the continued appointment of Mr. Teo, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
  - the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr. Teo as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

See Explanatory Note (ii)

**(Resolution 8)**

By Order of the Board

Huang Tak Wai

Company Secretary

14 October 2021

### Explanatory Notes to Resolution to be passed –

- The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting or the date by which such Annual General Meeting is required by law or the Bye-Laws to be held or such authority is varied or revoked by the Company in a general meeting (whichever is earlier), to allot and issue shares (including shares to be issued in pursuance of Instruments made or granted pursuant to the Resolution) up to an amount not exceeding fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to twenty per cent. (20%) may be issued other than on a pro rata basis.

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 any subsequent bonus issue, consolidation or subdivision of shares.

- The ordinary resolutions proposed in Resolutions 7 and 8 are in anticipation of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022.

With effect from 1 January 2022, Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST will provide that a director will not be independent if he has been a director for an aggregate period of more than nine years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the chief executive officer of the Company and their respective associates.

The Company is seeking to obtain shareholders' approval for Mr. Teo's continued appointment as an independent Director prior to 1 January 2022, as he has served for more than nine years on the Board of the Company.

If such requisite approval is not obtained prior to 1 January 2022, Mr. Teo will be regarded as non-independent as of 1 January 2022 and will be re-designated as a Non-Independent Director.

The requisite approval, if obtained, would remain in force until the earlier of the following: (i) the retirement or resignation of Mr. Teo; or (ii) the conclusion of the third Annual General Meeting following the passing of the relevant Ordinary Resolutions.

### Notes:

- The Meeting is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. A Member/Depositor entitled to attend and vote at the Annual General Meeting (the "Meeting") must appoint the Chairman of the Meeting to attend and vote in his/her stead. The Chairman of the Meeting, as proxy, need not be a member/depositor of the Company.
- Due to the Government prevailing regulations to prevent the spread of COVID-19, Members/Depositors shall attend the Annual General Meeting (the "Meeting") via electronic means only. If a Member being a Depositor whose name appears in the Depository Register (as defined in Section 815F of the Securities and Futures Act of Singapore) wishes to vote at the Meeting, then he/she/it should complete the Depositor Proxy Form appointing the Chairman of the Meeting as proxy and deposit the duly completed Depositor Proxy Form at the Singapore Share Transfer Agent, B.A.C.S. Private Limited, 8 Robinson Road #03-00, ASO Building, Singapore 048544 or sent by email to [main@zicoholdings.com](mailto:main@zicoholdings.com) at least forty-eight (48) hours before the time of the Meeting.
- If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

### Participation in the Annual General Meeting ("AGM") via "live" webcast or "live" audio feed

- As the AGM will be held by way of electronic means, Members/Depositors will NOT be able to attend the AGM in person. All Members/Depositors or their corporate representatives (in the case of Members/Depositors who are legal entities) will be able to participate in the AGM proceedings by accessing a "live" webcast or listening to a "live" audio feed. To do so, Members/Depositors are required to pre-register their participation in the AGM ("Pre-registration") at this link: <https://conveneagm.sg/CYB> ("AGM Registration and Q&A Link") by **10:00 a.m. on 27 October 2021** ("Registration Deadline") for verification of their status as Members/Depositors (or the corporate representatives of such Members/Depositors).

- Upon successful verification, each such Member/Depositor or its corporate representative will receive an email by **10:00 a.m. on 28 October 2021**. The email will contain instructions to access the "live" webcast or "live" audio feed of the AGM proceedings. Members/Depositors or their corporate representatives must not forward the email to other persons who are not Members/Depositors and who are not entitled to participate in the AGM proceedings. Members/Depositors or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 1 above but do not receive an email by **10:00 a.m. on 28 October 2021** may contact the Company for assistance at [main@zicoholdings.com](mailto:main@zicoholdings.com).

### Voting by proxy

- Members/Depositors may only exercise their voting rights at the AGM via proxy voting (see paragraphs 4 and 5 below).
- Members/Depositors who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the Meeting as their proxy to do so on their behalf, indicating how the Member/Depositor wished to vote for or vote against or abstain from voting on each resolution.
- The duly executed proxy form must be deposited at the office of the Singapore Share Transfer Agent at B.A.C.S. Private Limited, 8 Robinson Road #03-00, ASO Building, Singapore 048544 or sent by email to [main@zicoholdings.com](mailto:main@zicoholdings.com) not less than forty-eight (48) hours before the time appointed for the holding of the AGM.
- Please note that Members/Depositors will not be able to vote through the "live" webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.
- CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **at least seven (7) working days before the AGM (i.e. by 10:00 a.m. on 19 October 2021)** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date.

### Submissions of questions prior to the AGM

- Members/Depositors may submit questions related to the resolutions to be tabled at the AGM during Pre-registration via the AGM Registration and Q&A Link by 10:00 a.m. on 22 October 2021 so that they may be addressed before or during the AGM proceedings.
- The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received either before or during the AGM. The Company will publish the minutes of the AGM on SGXNet within one month after the date of AGM.
- Please note that Members/Depositors will not be able to ask questions at the AGM "live" during the webcast and audio feed, and therefore it is important for Members/Depositors to pre-register their participation in order to be able to submit their questions in advance of the AGM.

### Important reminder

Due to the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Members/Depositors are advised to regularly check the Company's announcements released on SGXNet for updates on the AGM. Further, in light of the current COVID-19 measures, which may make it difficult for Members/Depositors to submit completed proxy forms by post, Members/Depositors are strongly encouraged to submit completed proxy forms electronically via email.

### Personal data privacy:

(a) submitting an instrument appointing the Chairman of the Meeting as proxy to vote at the Annual General Meeting and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the Annual General Meeting in accordance with this Notice, a Member/Depositor of the Company consents to the collection, use and disclosure of the Member's/Depositor's personal data by the Company (or its agents or service providers) for the following purposes:

- the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the Annual General Meeting (including any adjournment thereof);
- the processing of the Pre-registration for purposes of granting access to Members/Depositors (or their corporate representatives in the case of Members/Depositors who are legal entities) to the live webcast or live audio feed of the Annual General Meeting proceedings and providing them with any technical assistance where necessary;
- addressing relevant and substantial questions from Members/Depositors received before the Annual General Meeting and if necessary, following up with the relevant Members/Depositors in relation to such questions;
- the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof); and
- enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.