



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 of CHINA YUANBANG PROPERTY HOLDINGS LIMITED (the "Company") will be held at Meeting Room 327, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Tuesday, 29 October 2019 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 2019 together with the Auditors' Report thereon.
(Resolution 1)
- To re-elect the following Directors of the Company pursuant to the Company's Bye-laws:
 - Mr Zhou Jiangtao (Retiring under Bye-law 86(1)) (Resolution 2)
 - Mr Teo Yi-Dar (Retiring under Bye-law 86(1)) (Resolution 3)Mr Zhou Jiangtao will, upon re-election as a Director of the Company, remain as an Executive Director of the Company. Detailed information on Mr Zhou required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.
- Mr Teo Yi-Dar will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Nominating Committee, Remuneration Committee and Share Option Scheme Committee. Mr Teo will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). Detailed information on Mr Teo 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 S\$130,000/- for the financial year ending 30 June 2020, to be paid half-yearly in arrears. (FY2019: S\$130,000/-).
(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, 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);
- for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (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 date 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 outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of Shares; and
- 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. Authority to Offer and Grant Options and to Allot and Issue Shares Under the China Yuanbang Share Option Scheme

That, the Directors be authorised and empowered to:

- offer and grant options from time to time to selected Executive and Non-Executive directors and employees of the Company and its subsidiaries in accordance with the terms and conditions of the China Yuanbang Share Option Scheme (the "Scheme"); and
- allot and issue Shares to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Scheme upon the exercise of such options and in accordance with the terms and conditions of the Scheme,

provided always that the aggregate number of Shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

See Explanatory Note (ii)

(Resolution 7)

By Order of the Board

Huang Tak Wai

Company Secretary

4 October 2019

Explanatory Notes to Resolutions 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 to be held (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.
- The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company, to offer and grant options to selected Executive and Non-Executive Directors and employees of the Company and its subsidiaries under the Scheme and to allot and issue Shares of up to a number not exceeding in total fifteen per cent. (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time pursuant to the exercise of the options under the Scheme.

Notes:

- A Shareholder being a Depositor 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.
- If a Depositor wishes to appoint a proxy/proxies to attend the Annual General Meeting, then he/she must complete and deposit the Depositor Proxy Form at the office of the Singapore Share Transfer Agent, B.A.C.S. Private Limited, 8 Robinson Road #03-00, ASO Building, Singapore 048544, at least forty-eight (48) hours before the time of the Annual General 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.

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 (or its agents) 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 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) 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.

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting (the "SGM") of China Yuanbang Property Holdings Limited (the "Company") will be held at Meeting Room 327, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 29 October 2019 at 10:30am (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting to be held at 10:00am on the same day and at the same place) for the purpose of considering and, if thought fit, passing the following resolutions:

All capitalised terms used in this Notice of SGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Circular to the Shareholders of the Company dated 4 October 2019.

AS A SPECIAL RESOLUTION

THE PROPOSED CAPITAL REORGANISATION

That:–

- with effect from 29 October 2019 or such other date as the Directors of the Company may determine in accordance with the Companies Act 1981 of Bermuda (the "Proposed Capital Reorganisation Effective Date"):
 - the issued and paid-up share capital of the Company be reduced (the "Capital Reduction") from HK\$138,800,000 divided into 69,400,000 shares with a par value of HK\$2.00 each, to HK\$6,940,000 divided into 69,400,000 shares with a par value of HK\$0.10 each, by the cancellation of the paid-up share capital of the Company to the extent of HK\$1.90 on each of the shares with a par value of HK\$2.00 in issue on the Proposed Capital Reorganisation Effective Date so that each issued share with a par value of HK\$2.00 shall be treated as one (1) fully paid share with a par value of HK\$0.10 as at the Proposed Capital Reorganisation Effective Date, and any liability of the holder of such shares to make any further contribution to the share capital of the Company on each such share shall be treated as satisfied;
 - subject to and forthwith upon the Capital Reduction taking effect, all of the authorised but unissued shares with a par value of HK\$2.00 each in the share capital of the Company (which shall include, without limitation, the authorised but unissued share capital resulting from the Capital Reduction) be cancelled and the authorised share capital of the Company of HK\$600,000,000 be diminished by HK\$593,060,000 representing the amount of shares so cancelled (the "Authorised Capital Diminution"), and forthwith upon the Authorised Capital Diminution, the authorised share capital of the Company be increased from HK\$6,940,000 to HK\$60,000,000 by the creation of 530,600,000 shares with a par value of HK\$0.10 each (the "Authorised Capital Increase");
 - subject to and forthwith upon the Capital Reduction taking effect, the credit arising from the Capital Reduction in the sum of HK\$131,860,000 be credited to the contributed surplus account of the Company (the "Crediting of Contributed Surplus"); and
 - the Directors of the Company be authorised to utilise any credit balance in the contributed surplus account of the Company in such manner as may be determined by the Directors in accordance with the Bye-laws of the Company and all applicable laws, (collectively, the "Proposed Capital Reorganisation"); and
- the Directors of the Company and each of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things and/or procure to be done any and all acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this special resolution and to exercise such discretion in connection with, relating to or arising from the Proposed Capital Reorganisation and/or the matters contemplated herein, with such modifications thereto (if any) as they or she/he may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Capital Reorganisation.

By Order of the Board

Lin Yeju

Non-Executive Chairman

4 October 2019

Notes:

- With the exception of CDP (which may appoint more than two proxies), a member of the Company who is entitled to attend and vote at the SGM is entitled to appoint not more than two proxies to attend and vote in his behalf. A member who wishes to appoint a proxy to attend and vote on his behalf thereat should complete, sign and return the attached Member Proxy Form in accordance with the instructions printed thereon. A proxy need not be a member of the Company.
- A Depositor who is an individual and whose name appears in the Depository Register as maintained by CDP as at a time not earlier than forty-eight (48) hours prior to the time fixed for the holding of the SGM, and who is unable to attend the SGM personally and wishes to nominate a person to attend and vote on his behalf thereat as CDP's proxy and Depositors which are not individuals, should complete, sign and return the attached Depositor Proxy Form in accordance with the instructions printed thereon. An individual Depositor that has nominated a person to attend and vote at the SGM on his behalf as CDP's proxy may attend and vote in person as CDP's proxy at the SGM if he so wishes.
- All proxy forms must be deposited at the office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 not less than forty-eight (48) hours prior to the time fixed for holding of the SGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company:

- 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 of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, the Listing Manual, regulations and/or guidelines (collectively, the "Purposes"),
- 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and
- 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.