

CIRCULAR DATED 2 SEPTEMBER 2019

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by China Jishan Holdings Limited (the “**Company**”).

If you are in any doubt as to the course of action you should take, you should consult your bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of the Company, you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or the transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



CHINA JISHAN HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200310591E)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

**THE PROPOSED DECLARATION OF AN INTERIM DIVIDEND OF S\$0.0193 PER
ORDINARY SHARE FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2019**

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	15 September 2019 at 10.00 a.m.
Date and time of Extraordinary General Meeting	:	18 September 2019 at 10.00 a.m.
Place of Extraordinary General Meeting	:	Crystal Suite, Level 2, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616

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DEFINITIONS

In this Circular, the following definitions apply throughout except where the context otherwise requires or otherwise stated:

<i>“Act”</i>	:	The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
<i>“Board” or “Board of Directors”</i>	:	The board of directors of the Company for the time being
<i>“Books Closure Date”</i>	:	The time and date to be determined by the Board, on and at which the Register of Members and share transfer books of the Company will be closed to determine the entitlement of Shareholders to the payment of the proposed Interim Dividend
<i>“CDP”</i>	:	The Central Depository (Pte) Limited
<i>“Circular”</i>	:	This circular to Shareholders dated 2 September 2019
<i>“Company”</i>	:	China Jishan Holdings Limited
<i>“Constitution”</i>	:	The constitution of the Company, as amended, supplemented, or modified from time to time
<i>“Director”</i>	:	A director of the Company for the time being
<i>“EGM”</i>	:	The extraordinary general meeting of the Company, notice of which is set out in this Circular
<i>“FY” or “Financial Year”</i>	:	Financial year ended or, as the case may be, ending 31 December
<i>“Interim Dividend”</i>	:	The proposed interim dividend by the Company to the Shareholders of S\$0.0193 in cash for each Share held as at the Books Closure Date, for the financial period ended 30 June 2019
<i>“Latest Practicable Date”</i>	:	28 August 2019, being the latest practicable date prior to the printing of this Circular
<i>“Listing Manual”</i>	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time
<i>“Register of Members”</i>	:	Register of members of the Company
<i>“Securities Accounts”</i>	:	The securities account maintained by a Depositor with the CDP but not including a securities sub-account maintained with a Depository Agent
<i>“Securities and Futures Act”</i>	:	The Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“Shares”</i>	:	Ordinary shares in the capital of the Company
<i>“Shareholders”</i>	:	Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to Shares held by CDP, mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited

<i>“Substantial Shareholder”</i>	:	A person (including a corporation) who has an interest in not less than 5% of the total issued voting Shares of the Company
<i>“S\$” or “SGD”</i>	:	Singapore dollars, the lawful currency of Singapore
<i>“%”</i>	:	Percentage or per centum

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act. The term **“subsidiary”** shall have the meaning ascribed to it in Section 5 of the Act.

Words importing the singular number shall include the plural number where the context admits and *vice versa*. Words importing the masculine gender shall include the feminine or neuter genders where the context admits and *vice versa*. Reference to persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word defined under the Act, the Securities and Futures Act, the Listing Manual or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning ascribed to it under the Act, the Securities and Futures Act, the Listing Manual or any statutory modification thereof, as the case may be.

Any reference to a time of day and to dates in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregate of the figures that precede them.

CHINA JISHAN HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200310591E)

Directors:

Mr. Jin Guan Liang (Executive Director)
Mr. Xiao Ziliang (Executive Director and Chief Executive Officer)
Mr. Yu Ming Hai (Executive Director)
Mr. Yong Kok Hoon (Executive Director)
Mr. Lien Kait Long (Lead Independent Director)
Mr. Mak Yen-Chen Andrew (Independent Director)
Ms. Cai Tianchen (Independent Director)

Registered Office:

112 Robinson Road
#05-01
Singapore 068902

2 September 2019

To: The Shareholders of CHINA JISHAN HOLDINGS LIMITED

Dear Sir / Madam

THE PROPOSED DECLARATION OF AN INTERIM DIVIDEND OF S\$0.0193 PER ORDINARY SHARE FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2019

1. INTRODUCTION

The purpose of this Circular is to provide Shareholders with information relating to the proposed declaration of the Interim Dividend and seek the approval of the Shareholders for the same at the EGM to be held at Crystal Suite, Level 2, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616 on 18 September 2019 at 10 a.m., as set out in the notice of the EGM on page 7 of this Circular.

2. THE PROPOSED DECLARATION OF INTERIM DIVIDEND

The Directors propose to seek approval from the Shareholders for declaring an interim dividend of approximately S\$5,818,950 (equal to S\$0.0193 per Share), based on the issued and paid-up share capital of the Company comprising 301,500,000 Shares as at the Latest Practicable Date.

Accordingly, an ordinary resolution will be proposed at the EGM to consider and, if thought fit, to approve the proposed declaration of the Interim Dividend for the financial period ended 30 June 2019.

The Shareholders' entitlements to the Interim Dividend will be based on the issued and paid-up capital of the Company as at the Books Closure Date to be determined.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

None of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the proposed Interim Dividend, save for their interests by virtue of their respective shareholdings, as the case may be, in the Company.

4. APPROVALS AND DIRECTORS' RECOMMENDATION

After having considered, amongst other things, the financial condition of the Company, the Directors are collectively of the view that the proposed Interim Dividend is in the best interests of the Company and the Shareholders and accordingly, recommend that the Shareholders vote in favour of the proposed Interim Dividend at the EGM.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 7 of this Circular, will be convened at Crystal Suite, Level 2, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616 on 18 September 2019 at 10 a.m. for the purpose of considering and, if thought fit, passing, with or without any modifications, the resolution set out in the notice of EGM.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf must complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 112 Robinson Road, #05-01, Singapore 068902 not less than 72 hours before the time fixed for the EGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. In such event, the relevant Proxy Form will be deemed to be revoked.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the EGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed Interim Dividend, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be made available for inspection by the Shareholders at the registered office of the Company at 112 Robinson Road, #05-01, Singapore 068902, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Constitution of the Company; and
- (b) the annual report of the Company for FY2018.

Yours faithfully
For and on behalf of the Board of Directors
CHINA JISHAN HOLDINGS LIMITED

XIAO ZILIANG
Executive Director and Chief Executive Officer

CHINA JISHAN HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200310591E)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of China Jishan Holdings Limited (the “**Company**”) will be held at Crystal Suite, Level 2, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616 on 18 September 2019 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications the following ordinary resolution:

Unless otherwise defined, all capitalised terms in this Notice of EGM shall have the same meanings as those defined or construed in the Circular dated 2 September 2019 issued by the Company to the Shareholders.

ORDINARY RESOLUTION – THE PROPOSED DECLARATION OF AN INTERIM DIVIDEND OF S\$0.0193 PER ORDINARY SHARE FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2019

That:

- (a) approval be and is hereby given for the Company to declare the Interim Dividend to the Shareholders on the basis of S\$0.0193 for each issued ordinary share in the capital of the Company held by a Shareholder or on his/her behalf as at the Books Closure Date; and
- (b) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including but not limited to executing all such documents as may be required, approving any amendments, alterations or modifications to any documents, and filing and/or submitting any notices, forms and documents with or to the relevant authorities) as they or each of them may in their/or each of their absolute discretion consider desirable, expedient or necessary or in the interests of the Company to give effect to the proposed declaration of the Interim Dividend.

BY ORDER OF THE BOARD

Xiao Ziliang
Executive Director and Chief Executive Officer

2 September 2019

Notes:

1. A member of the Company entitled to attend and vote at the EGM who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote in his/her stead at the EGM. A proxy need not be a member of the Company. Provided that if a member shall nominate two proxies, then the member shall specify the proportion of his shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
2. A member of the Company entitled to attend and vote at the EGM which is a corporation is entitled to appoint an authorised representative or proxy to vote on its behalf.
3. A member of the Company entitled to attend and vote at the EGM who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote in his/her stead at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act, (Chapter 50) of Singapore.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 112 Robinson Road, #05-01, Singapore 068902, not less 72 hours before the time appointed for holding the EGM or any adjournment thereof.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 shareholder 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.

CHINA JISHAN HOLDINGS LIMITED

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IMPORTANT:

CPF investors

1. For investors who have used their CPF monies to buy the Company's shares, this Circular is forwarded to them at the request of the CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to attend the EGM as an observer or vote should contact their CPF Approved Nominees.

Personal Data Privacy

4. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Company's Notice of EGM.

PROXY FORM

(Please see notes overleaf before completing this Form)

I/We _____ (Name), NRIC/Passport Number _____

of _____ (Address)

being a member/members of **CHINA JISHAN HOLDINGS LIMITED** (the "Company"), hereby appoint:

Name	NRIC / Passport No	Proportion of Shareholdings %
Address		

*and/or (delete as appropriate)

Name	NRIC / Passport No	Proportion of Shareholdings %
Address		

or failing him/her, the Chairman of the EGM (as defined herein) as my/our proxy/proxies to attend, speak and vote for me/us on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at Crystal Suite, Level 2, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616 on 18 September 2019 at 10 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for the Ordinary Resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

(If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate).

No.	Ordinary Resolution	For	Against
1	To approve the proposed declaration of an interim dividend of S\$0.0193 per ordinary share for the financial period ended 30 June 2019		

Signed this _____ day of _____ 2019.

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Member(s) or,
Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM



Notes:

1. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register maintained by The Central Depository (Pte) Limited (“CDP”), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the said Depository Register and registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. A member of the Company who is not a relevant intermediary as defined under Section 181(6) of the Companies Act (Chapter 50) of Singapore is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints more than one proxy, the member shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
4. For any member who acts as a relevant intermediary as defined under Section 181(6) of the Companies Act (Chapter 50) of Singapore who is either:
 - a. a banking corporation licensed under the Banking Act (Chapter 19) of Singapore or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - b. a capital markets services licence holder which provides custodial services for securities and holds shares in that capacity; or
 - c. Central Provident Fund (“CPF”) Board established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased on behalf of CPF investors,you are entitled to appoint one (1) or more proxies to attend and vote at the EGM. The proxy need not be a member of the Company. Please note that if any of your shareholdings are not specified in the list provided by the relevant intermediary to the Company, the Company may have the sole discretion to disallow the said participation of the said proxy at the forthcoming EGM.
5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 112 Robinson Road, #05-01, Singapore 068902 not less than 72 hours before the time appointed for holding the EGM.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act (Chapter 50) of Singapore.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company shall reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) the member accepts and agrees to the personal data privacy terms set out in the notice of EGM dated 2 September 2019.