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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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This Circular is issued by Yorkshine Holdings Limited (the “**Company**”). **If you are in any doubt** as to any aspect of this Circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in the capital of the Company, you should at once hand this Circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

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**YORKSHINE HOLDINGS LIMITED**  
**煜新控股有限公司\***

*(Incorporated in Singapore with limited liability)*

*(Company Registration No. 198902648H)*

**Singapore Stock Code: MR8**

**Hong Kong Stock Code: 1048**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS**  
**PROPOSED GRANTING OF GENERAL MANDATE**  
**TO ISSUE NEW SHARES**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of the Company to be held at Mandarin Meeting Suite 801, Level 8 Main Tower, Meritus Mandarin Singapore, 333 Orchard Road, Singapore 238867 on Friday, 14 September 2018 at 10:30 a.m. is set out on pages 14 to 18 of this Circular. A proxy form for use at the Annual General Meeting is also enclosed with this Circular.

If you are not able to attend the Annual General Meeting, please complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company’s Singapore Principal Share Registrar and Transfer Office, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Singapore Shareholders) or the Company’s Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders) as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or its adjournment. Completion and return of the proxy form shall not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

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## DEFINITIONS

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*In this Circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Mandarin Meeting Suite 801, Level 8 Main Tower, Meritus Mandarin Singapore, 333 Orchard Road, Singapore 238867 on Friday, 14 September 2018 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 18 of this Circular, or any adjournment thereof
“Annual Report”	the annual report of the Company for the Year
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CCASS”	Central Clearing and Settlement System
“CDP”	The Central Depository (Pte) Limited
“Companies Act”	the Companies Act (Chapter 50) of Singapore, as may be amended, modified and supplemented from time to time
“Company”	YORKSHINE HOLDINGS LIMITED, a company incorporated in Singapore with limited liability, the Shares of which are listed on the Main Board of the SGX-ST and the Main Board of the SEHK
“Constitution”	the constitution of the Company
“controlling shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules and Listing Manual
“Depositor(s)”	the term “Depositor(s)” shall have the meaning ascribed to it in Section 81SF of the SFA
“Director(s)”	the director(s) of the Company
“General Share Issue Mandate”	a general and unconditional mandate to allot, issue or deal with Shares, subject to and in accordance with the terms and conditions of the mandate
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“HK\$”	Hong Kong dollars
“HKSCC”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“Latest Practicable Date”	8 August 2018, being the latest practicable date prior to the printing of this Circular for ascertaining certain information in this Circular
“Listing Manual”	the listing manual of the SGX-ST, as amended, modified or supplemented from time to time
“Nominating Committee”	the nominating committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Securities Account(s)”	the securities account(s) maintained with CDP, but not including the securities account(s) maintained with a depository agent (as defined in Section 81SF of the SFA)
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFA”	The Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share(s)”	ordinary share(s) in the capital of the Company, and the term “Share” shall be construed accordingly
“Shareholder(s)”	the registered holder(s) of the Share(s), except where the registered depositor is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the Depositors whose Securities Accounts with CDP are credited with the Shares; and where the registered holder is HKSCC, the term “Shareholders” shall, in relation to such Shares, mean the depositors whose securities accounts are maintained by HKSCC or other licensed securities dealers or registered institutions in securities, or custodian banks through CCASS, and the term “Shareholder” shall be construed accordingly

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## DEFINITIONS

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“subsidiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules and the Companies Act
“S\$”	Singapore dollars and cents respectively
“Year”	the financial year ended 30 April 2017
“%”	per centum or percentage

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## DEFINITIONS

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**Depositors.** The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

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

**References.** Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

**Rounding.** Any discrepancies in figures included in this Circular between the amounts listed and their actual values are due to rounding. Accordingly, figures may have been adjusted to ensure that totals or sub-totals shown, as the case may be, reflect an arithmetic aggregation of the figures that precede them.

**Sections.** Any reference in this Circular to a section is a reference to a section of this Circular, unless otherwise stated.

**Shareholders.** References to “you”, “your” and “yours” in this Circular are, as the context so determines, to Shareholders (including persons whose Shares are deposited with CDP or HKSCC or who have purchased Shares on the SGX-ST or the SEHK).

**Statutes or ordinances.** Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended, supplemented or re-enacted. Any word defined under the SFA, SFO, Companies Act, Hong Kong Listing Rules, or any statutory or regulatory modification thereof and not otherwise defined in this Circular shall, where applicable, have the meaning ascribed to it under the respective enactment, as the case may be, unless the context otherwise requires.

**Time and date.** Any reference to a time of day and date in this Circular is made by reference to Singapore and Hong Kong time and date, unless otherwise stated.

# YORKSHINE HOLDINGS LIMITED

煜新控股有限公司\*

*(Incorporated in Singapore with limited liability)*

*(Company Registration No. 198902648H)*

**Singapore Stock Code: MR8**

**Hong Kong Stock Code: 1048**

*Executive Directors:*

Zhu Jun (*Executive Chairman*)

Wang Jianqiao

*Registered Office:*

24 Raffles Place

#10-05 Clifford Centre

Singapore 048621

*Non-executive Director:*

Ouyang Qian

*Headquarters and Principal Place  
of Business in Hong Kong:*

Room Nos. 1102-4 on 11/F

Empire Centre, 68 Mody Road

Kowloon, Hong Kong

*Independent non-executive Directors:*

Tang Chi Loong

Foo Teck Leong

William Robert Majcher

15 August 2018

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
PROPOSED GRANTING OF GENERAL MANDATE  
TO ISSUE NEW SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The primary purpose of this Circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for, among others, (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the General Share Issue Mandate.

**2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Regulation 89 of the Constitution, Ms. Wang Jianqiao and Mr. Foo Teck Leong shall retire at the Annual General Meeting. In addition, Dr. Ouyang Qian (who was appointed on 13 February 2017) will retire at the Annual General Meeting pursuant to Regulation 88 of the Constitution. All the above retiring Directors, being eligible, shall offer themselves for re-election at the Annual General Meeting.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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Mr. Foo Teck Leong brings his valuable industry experiences and contributes to the Board's efforts in promoting the best interests of the Company and its Shareholders. Alongside the other independent non-executive Directors, he contributes to ensuring that the interests of all Shareholders are taken into account and that relevant issues are subject to objective and dispassionate consideration by the Board. The Company received a written confirmation from Mr. Foo Teck Leong annually on his independence in accordance with the Hong Kong Listing Rules and the Listing Manual. Accordingly, the Board considers that Mr. Foo Teck Leong remains independent pursuant to Rule 3.13 of the Hong Kong Listing Rules and Rule 704(8) of the Listing Manual and recommends him to be re-elected as an independent non-executive Director at the Annual General Meeting.

The information required to be disclosed under the Hong Kong Listing Rules in relation to the Directors proposed for re-election is set out in Appendix I to this Circular.

### 3. GENERAL SHARE ISSUE MANDATE

At the annual general meeting of the Company held on 17 October 2016, a general mandate was granted by the then Shareholders to the Directors to allot, issue or deal with Shares, subject to and in accordance with the terms and conditions of the mandate. As at the date of this Circular, the Company does not have a General Share Issue Mandate in force and in effect.

An ordinary resolution as set out in the notice of the Annual General Meeting will be proposed at the Annual General Meeting, pursuant to Section 161 of the Companies Act, the Listing Manual and the Hong Kong Listing Rules, to seek the approval of the Shareholders to authorise and empower the Directors to:

- (a) (i) allot and issue Shares in the Company, 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, during the continuance of such authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

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

- (b) issue Shares in pursuance of any Instruments made or granted by the Board while such authority was in force (notwithstanding that such issue of the Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Resolution);



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## LETTER FROM THE BOARD

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provided always that subject to any applicable regulations as may be prescribed by the SGX-ST and the SEHK:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does 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 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does 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 and the SEHK) 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 number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for the following events:
  - (aa) new Shares arising from the conversion or exercise of any convertible securities;
  - (bb) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of this Resolution is passed, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
  - (cc) 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 the Listing Manual, as amended from time to time (unless such compliance has been waived by the SGX-ST), the Hong Kong Listing Rules, as amended from time to time (unless such compliance has been waived by the SEHK) and the Constitution for the time being; and
- (4) the authority conferred by this Resolution shall continue in force until the earliest of:
  - (aa) the conclusion of the next annual general meeting of the Company;
  - (bb) the date by which the next annual general meeting of the Company is required by law to be held; and
  - (cc) the revocation or variation of the authority given under this Resolution by ordinary resolution passed by the Shareholders in general meetings.

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## LETTER FROM THE BOARD

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Notwithstanding the above, it must be noted that the Hong Kong Listing Rules and the Listing Manual provide that the general mandate obtained from Shareholders in general meeting shall be subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted under the general mandate must not exceed 20% of the total number of the issued Shares as at the date of passing the mandate. The Company shall comply with the requirements under the Hong Kong Listing Rules or the Listing Manual for matters relating to the general mandate, whichever is more onerous.

As at the Latest Practicable Date, the Company had 191,484,269 Shares in issue and the maximum number of Shares that can be issued other than on a pro-rata basis to Shareholders is 38,296,853 Shares, being approximately 20% of the Shares in issue (assuming no Share is issued or repurchased and cancelled after the Latest Practicable Date and up to the passing of the relevant Resolution).

The grant of the General Share Issue Mandate will provide flexibility to the Directors to issue new Shares when it is in the interest of the Company.

**IMPORTANT: Notwithstanding the grant of the General Share Issue Mandate, the Company shall from time to time comply with the relevant requirements under Rule 806 of the Listing Manual and the Hong Kong Listing Rules in relation to issuance of securities, in particular Rules 7.19(6) and 13.36 thereof.**

#### 4. NOTICE OF CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 11 September 2018 to Friday, 14 September 2018, both dates inclusive. In order to be eligible for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Singapore Principal Share Registrar and Transfer Office, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Singapore Shareholders), or the Company's Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders) for registration no later than 4:30 p.m. on Monday, 10 September 2018.

#### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 18 of this Circular.

Pursuant to the Hong Kong Listing Rules and the Listing Manual, any vote of shareholders at a general meeting must be taken by poll.

Rule 13.39(4) of the Hong Kong Listing Rules provides that any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid.

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## LETTER FROM THE BOARD

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An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 704(16) of the Listing Manual and Rule 13.39(5) of the Hong Kong Listing Rules.

### **6. DIRECTORS' RECOMMENDATION**

The Directors consider that the Resolutions in relation to, among others, the proposed re-election of retiring Directors and the proposed granting of the General Share Issue Mandate are in the best interests of the Company and Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of all such Resolutions at the Annual General Meeting.

### **7. ACTION TO BE TAKEN BY SHAREHOLDERS**

Set out on pages 14 to 18 of this Circular is a notice convening the Annual General Meeting at which the resolutions are proposed to be passed. A proxy form for use at the Annual General Meeting is enclosed with this Circular. Shareholders who are unable to attend the Annual General Meeting and wish to appoint a proxy/proxies to attend and vote at the Annual General Meeting on their behalf will find attached to this Circular a proxy form which they requested to complete and sign in accordance with the instructions printed thereon and return it to the Company's Singapore Principal Share Registrar and Transfer Office, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Singapore Shareholders) or to the Company's Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders) not later than 48 hours before the time fixed for the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude you from attending and voting in person at the Annual General Meeting or adjournment (as the case may be) should you so wish.

### **8. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Manual and the Hong Kong Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this Circular misleading in any material respect.

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## LETTER FROM THE BOARD

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In accordance with the Listing Manual, 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 of the proposed re-election of retiring Directors and the proposed granting of the General Share Issue Mandate, 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.

### 9. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 24 Raffles Place #10-05 Clifford Centre Singapore 048621 and the headquarters and principal place of business of the Company in Hong Kong at Room Nos. 1102-4 on 11/F, Empire Centre, 68 Mody Road, Kowloon, Hong Kong, during normal business hours for three (3) months from the date hereof:

- (a) The Constitution;
- (b) This circular together with the accompanying proxy form and notice of Annual General Meeting; and
- (c) The Annual Report.

### 10. GENERAL INFORMATION

Your attention is drawn to the information set out in Appendix I to this Circular.

### 11. MISCELLANEOUS

This circular is written in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully  
For and on behalf of the Board  
**YORKSHINE HOLDINGS LIMITED**  
**Zhu Jun**  
*Executive Chairman and Executive Director*

The following are details of the Directors who shall retire and being eligible, offer themselves for re-election at the Annual General Meeting.

#### EXECUTIVE DIRECTOR

Ms. Wang Jianqiao (“**Ms. Wang**”), aged 30, was appointed the executive Director on 30 October 2015. She holds directorships in certain subsidiaries of the Company. She is also a director of Golden Star Group Limited, which is the controlling shareholder of the Company. She had worked for large enterprises including the Finance Shared Service Center of the Baosteel Group in 2012 and Ping An Bank between 2013 and 2015. Ms. Wang served as a vice president of Xinxing Investment Group in 2014 and was appointed as director for its group companies. She holds a bachelor’s degree in Management from the Shanghai Finance University. She holds (i) an Executive Master of Business Administration program of Shanghai Jiao Tong University and (ii) an Executive Master of Business Administration of KEDGE Business School. She has also been awarded 2017 outstanding graduate of Antai College of Economics and Management of Shanghai Jiao Tong University.

Ms. Wang has entered into a service agreement with the Company for a term of 3 years commencing from 30 October 2015. The service contract may be terminated in accordance with the provisions in the service contract by either party giving to the other party 3 months’ written notice. She is also subject to the provisions of retirement by rotation at least once every three years and re-election in accordance with the Constitution. For the year ended 30 April 2017, she was entitled to receive annual emoluments of HK\$1,800,000 which were determined by the Board by reference to her duties and responsibilities with the Company.

Ms. Wang does not have any relationship with any Directors and key management personnel. Save as disclosed above, Ms. Wang does not have other relationship with the substantial or controlling shareholder(s) of the Company. Ms. Wang had not held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Ms. Wang did not have any interest in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

As far as the Directors are aware, save as disclosed above, there is no other information relation to Ms. Wang which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules, nor are there any other matters concerning Ms. Wang that need to be brought to the attention of the Shareholders.

## NON-EXECUTIVE DIRECTOR

Dr. Ouyang Qian (“**Dr. Ouyang**”), aged 62, was appointed the non-executive Director on 13 February 2017. He has been nominated by State-owned Assets Supervision and Administration Commission of the State Council as an independent director of China National Cereals, Oils and Foodstuffs Corporation. Before that, he served as the chairman of supervisory board of China CITIC Bank Corporation Limited (“**China CITIC Bank**”) from August 2013 till October 2015. He held various positions in China CITIC Bank during the period from 1988 to 2015. Dr. Ouyang graduated from Tsinghua University, Beijing in 1982, with a bachelor of science degree majoring in engineering. He obtained a doctor of philosophy degree at University of Manchester, England in 1988. During his tenure with China CITIC Bank, he was responsible for research and design of its internal risk control system, foreign exchange transactions, bond transactions, gold trading and management of asset portfolio investment. Dr. Ouyang is also a member of the risk committee of Darby Asian Mezzanine Fund. He has been a member of the Remuneration Committee since 13 February 2017.

Dr. Ouyang has entered into a letter of appointment with the Company on 13 February 2017. Pursuant to the letter of appointment, Dr. Ouyang was appointed for a term of three years commencing on 13 February 2017 and his appointment will be subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Constitution. For the year ended 30 April 2017, he was entitled to receive an annual director’s fee of HK\$3.00, which was determined by the Board by reference to his duties and responsibilities with the Company.

Dr. Ouyang does not have any relationship with any Directors, key management personnel, or substantial or controlling shareholder(s) of the Company. Save as disclosed above, Dr. Ouyang (i) had not held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (ii) did not hold other position in the Company or other members of the Group. As at the Latest Practicable Date, Dr. Ouyang did not have any interest in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

As far as the Directors are aware, save as disclosed above, there is no other information relating to Dr. Ouyang, which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules, nor are there any other matters concerning Dr. Ouyang that need to be brought to the attention of the Shareholders.

## INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Foo Teck Leong (“**Mr. Foo**”), aged 53, was appointed the independent non-executive Director on 1 April 2010. Mr. Foo graduated from the National University of Singapore with a degree of Accountancy in 1989 and obtained a Master of Business Administration degree from The University of Manchester, the United Kingdom in 2004. Mr. Foo has been a member of the Institute of Singapore Chartered Accountants since 1994. Mr. Foo currently manages a business consultancy firm, Red Dot Consult Pte. Ltd. and holds directorships in several privately held companies. He has been the chairman of the Audit Committee since 19 November 2010, and a member of the Remuneration Committee and the Nominating Committee since 1 April 2010.

Mr. Foo has entered into letters of appointment with the Company each for a term of two years commencing on 1 February 2016 and 1 February 2018 respectively. The letters of appointment may be terminated in accordance with the provisions in the letter of appointment either party giving to the other party three months’ written notice. Mr. Foo is subject to the provisions of retirement by rotation at least once every three years and re-election in accordance with the Constitution. For the year ended 30 April 2017, he was entitled to receive an annual director’s fee of S\$45,000, which was determined by the Board by reference to the prevailing market conditions as well as his duties and responsibilities in the Company. The amount of Director’s fee may vary subject to Shareholders’ approval at annual general meeting to be convened for each financial year.

Mr. Foo does not have any relationship with any Directors, key management personnel, or substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Foo (i) had not held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (ii) did not hold other position in the Company or other members of the Group. As at the Latest Practicable Date, Mr. Foo did not have any interest in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

As far as the Directors are aware, save as disclosed above, there is no other information relating to Mr. Foo, which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules, nor are there any other matters concerning Mr. Foo that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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# YORKSHINE HOLDINGS LIMITED

## 煜新控股有限公司\*

*(Incorporated in Singapore with limited liability)*

*(Company Registration No. 198902648H)*

**Singapore Stock Code: MR8**

**Hong Kong Stock Code: 1048**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of YORKSHINE HOLDINGS LIMITED (the “**Company**”) shall be held at Mandarin Meeting Suite 801, Level 8 Main Tower, Meritus Mandarin Singapore, 333 Orchard Road, Singapore 238867 on Friday, 14 September 2018 at 10:30 a.m. (the “**Annual General Meeting**”) for the purpose of transacting the following businesses:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the audited consolidated financial statements of the Company and its subsidiaries for the year ended 30 April 2017 together with the Independent Auditor’s Report thereon.

**(Resolution 1)**

2. To re-elect the following director(s) of the Company (the “**Director(s)**”) pursuant to the constitution of the Company (the “**Constitution**”):

- (i) Ms. Wang Jianqiao as executive Director (Regulation 89)

*[See Explanatory Note 1]*

**(Resolution 2)**

- (ii) Dr. Ouyang Qian as non-executive Director (Regulation 88)

*[See Explanatory Note 2]*

**(Resolution 3)**

- (iii) Mr. Foo Teck Leong as independent non-executive Director (Regulation 89)

*[See Explanatory Note 3]*

**(Resolution 4)**

3. To approve the sum of up to S\$140,000 as Directors’ fees for the year ended 30 April 2018 (2017: S\$140,000).

**(Resolution 5)**

4. To re-appoint Messrs Baker Tilly TFW LLP as the independent auditor of the Company and to authorise the Directors to fix its remuneration.

**(Resolution 6)**

\* For identification purpose only



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## NOTICE OF ANNUAL GENERAL MEETING

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### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without amendments:

5. General Share Issue Mandate

“That pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore (the “**Companies Act**”), the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**SEHK**”), approval be and is hereby given to the directors of the Company (the “**Directors**”) at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (a) (1) allot and issue shares in the Company (the “**Shares**”), whether by way of rights, bonus or otherwise; and/or
- (2) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, during the continuance of such authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the board of Directors (the “**Board**”) may, in its absolute discretion, deem fit; and

- (b) issue Shares in pursuance of any Instruments made or granted by the Board while such authority was in force (notwithstanding that such issue of the Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Resolution);

provided always that subject to any applicable regulations as may be prescribed by the SGX-ST and the SEHK:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does 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 the shareholders of the Company (the “**Shareholders**”) (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does 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);

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- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST and the SEHK) 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 number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for the following events:
- (aa) new Shares arising from the conversion or exercise of any convertible securities;
  - (bb) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of this Resolutions is passed, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
  - (cc) 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 the Listing Manual, as amended from time to time (unless such compliance has been waived by the SGX-ST), the Hong Kong Listing Rules, as amended from time to time (unless such compliance has been waived by the SEHK) and the constitution of the Company for the time being; and
- (4) the authority conferred by this Resolution shall continue in force until the earliest of:
- (aa) the conclusion of the next annual general meeting of the Company;
  - (bb) the date by which the next annual general meeting of the Company is required by law to be held; and
  - (cc) the revocation or variation of the authority given under this Resolution by ordinary resolution passed by the Shareholders in general meetings.”

*[See Explanatory Note 4]*

**(Resolution 7)**

6. To transact any other business that may properly be transacted at the annual general meeting of the Company.

By Order of the Board  
**Srikanth Rayaprolu**  
*Company Secretary*

Singapore, 15 August 2018

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*Explanatory Notes:*

1. Ms. Wang Jianqiao shall, upon re-election as a Director of the Company, remain as the executive Director of the Company.
2. Dr. Ouyang Qian shall, upon re-election as a Director of the Company, remain as the non-executive Director of the Company, remain as a member of the Remuneration Committee.
3. Mr. Foo Teck Leong shall, upon re-election as a Director, remain as the independent non-executive Director of the Company, the Chairman of the Audit Committee and a member of each of the Nominating Committee and the Remuneration Committee. Mr. Foo is considered as independent in accordance with Rule 704(8) of the Listing Manual and Rule 3.13 of the Hong Kong Listing Rules.
4. The Ordinary Resolution 7 proposed in item 5 above, if passed, shall empower the Directors to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) may be issued other than on a pro-rata basis to Shareholders.

For determining the aggregate number of Shares that may be issued on a pro-rata basis, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall 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 the Ordinary Resolution 7 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 the Ordinary Resolution 7 is passed and any subsequent bonus issue, consolidation or subdivision of Shares. In determining the 20% which may be issued other than on a pro-rata basis, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall 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 the Ordinary Resolution 7 is passed.

**IMPORTANT: Notwithstanding the passing of the Ordinary Resolution 7, the Company shall from time to time comply with the relevant requirements under Rule 806 of the Listing Manual and the Hong Kong Listing Rules in relation to issuance of securities, in particular Rules 7.19(6) and 13.36 thereof.**

*Notes:*

- (1) (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote at the Annual General Meeting. Where such member appoints more than one proxy, the proportion of his shareholding to be represented by each proxy shall be specified in the instrument of proxy.

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- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than one proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the instrument of proxy.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.

- (2) A proxy needs not be a member of the Company.
- (3) Where a member appoints two proxies, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
- (4) The instrument appointing a proxy or proxies must be under the hand of the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney duly authorised in writing or a duly authorised officer.
- (5) The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, must be deposited at the Company’s Singapore Principal Share Registrar and Transfer Office, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Singapore Shareholders), or at the Company’s Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders), not later than 48 hours before the time appointed for the holding of the Annual General Meeting or its adjournment.
- (6) For the purpose of ascertaining Shareholders’ entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 11 September 2018 to Friday, 14 September 2018, both dates inclusive. In order to be eligible for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Singapore Principal Share Registrar and Transfer Office, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Singapore Shareholders), or the Company’s Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders) for registration no later than 4:30 p.m. on Monday, 10 September 2018.
- (7) Completion and return of a proxy form will not preclude a member from attending and voting in person at the above meeting or its adjournment and in such event, the proxy form previously submitted shall be deemed to be revoked.

### **Personal Data Privacy:**

“Personal data” in this notice has the same meaning as “personal data” in the Personal Data Protection Act 2012, which includes your and your proxy’s and/or representative’s name, address and NRIC/Passport No. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or its adjournment, a member of the Company (i) consents to the collection, use and disclosure of the member’s and its proxy(ies)’s or representative’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 its adjournment) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including its adjournment), 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 express 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, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) 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. Your and your proxy’s and/or representative’s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company’s verification and record purposes.