



## CHINA JISHAN HOLDINGS LIMITED

(Incorporated in Singapore with limited liability)  
(Company Registration No. 200310591E)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of China Jishan Holdings Limited (the "Company") will be held at Novotel Clark Quay Singapore, Clove Room, Level 5 177A River Valley Road, Singapore 179031 on Tuesday, 29 April 2014 at 10 a.m. to transact the following business:-

#### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **[Resolution 1]**
2. To approve Directors' Fees of RMB490,061 (2013: RMB518,000) to be paid half-yearly in arrears for the financial year ending 31 December 2014 to the independent Directors. **[Resolution 2]**
3. To re-elect the following Directors retiring pursuant to the Company's Articles of Association:
  - a) Mr Yu Ming Hai [retiring pursuant to Article 89] **[Resolution 3(a)]**
  - b) Mr Xu Ping Wen [retiring pursuant to Article 89] **[Resolution 3(b)]**
4. To re-appoint Messrs Moore Stephens LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 4]**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

#### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution with or without any modifications:-

#### ORDINARY RESOLUTION

6. "That pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be and they are hereby authorised to issue shares and convertible securities in the Company [whether by way of rights (renounceable or non-renounceable), bonus or otherwise] at any time and upon such terms and conditions and for such purposes and to such person as the Directors may in their absolute discretion, deem fit provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50 per centum of the total number of issued shares excluding treasury shares, in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed 20 per centum of the total number of issued shares excluding treasury shares, in the capital of the Company at the time of the passing of this Resolution and that such authority shall continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, unless revoked or varied at a general meeting of the Company."

[See Explanatory Note (i)]

**[Resolution 5]**

#### BY ORDER OF THE BOARD

Chan Wai Teng Priscilla  
Company Secretary  
Singapore, 11 April 2014

#### NOTES:

A Member is entitled to appoint up to two proxies to attend and vote in his place. A proxy need not be a Member of the Company. Members wishing to vote by proxy at the meeting may use the proxy form enclosed. The completed proxy form must be lodged at the Registered Office of the Company at 1 Sophia Road #05-03 Peace Centre Singapore 228149 not less than 48 hours before the time appointed for the Meeting.

Note to item no. 3:-

The Board of Directors, in consultation with the Nominating Committee, recommends to members the re-election of Messrs Yu Ming Hai and Xu Ping Wen.

Note to item no. 3(b):-

Mr Xu Ping Wen is an Independent Director, Chairman of the Remuneration Committee, and member of the Audit and Risk Committee and Nominating Committee. He will continue in the said capacities upon re-election as a Director of the Company.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:

- (i) The ordinary Resolution 5 proposed in item 6 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares in the capital of the Company (the "shares") and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue Shares pursuant to such instruments, up to an amount not exceeding in total 50 per centum of the total number of issued shares excluding treasury shares, with a sub-limit of 20 per centum of the total number of issued shares excluding treasury shares for issue other than on a pro-rata basis to existing shareholders of the Company, for such purposes as they consider would be in the interests of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the date the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier.

The percentage of the issued share capital is based on the number of issued shares excluding treasury shares in the capital of the Company at the time of the passing of this Resolution after adjusting for (a) new shares arising from the conversion or exercise of convertible securities (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution and (c) any subsequent bonus issue, consolidation or subdivision of shares.

Rule 816(1) of the Listing Manual of the Singapore Exchange Securities Trading Limited states that subject to Rule 816(2), a rights issue must provide for the rights to subscribe for securities to be renounceable in part or in whole in favour of a third party at the option of the entitled shareholders.

Rule 816(2)(a)(ii) states that an issuer can undertake non-renounceable rights issues in reliance on this general mandate to issue rights shares if the rights shares are priced at not more than 10% discount to the weighted average price for trades done on the Exchange for the full market day on which the rights issue is announced. If trading in the issuer's shares is not available for a full market day, the weighted average price must be based on the trades done on the preceding market day up to the time the rights issue is announced. Rule 816(2)(b) states that the non-renounceable rights issue must comply with Part V of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited except Rule 816(1).