

## CHINA YUANBANG PROPERTY HOLDINGS LIMITED

(Incorporated in Bermuda)  
(Company Registration No. 39247)

### MINUTES OF ANNUAL GENERAL MEETING HELD BY WAY OF ELECTRONIC MEANS

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**DATE** : Friday, 28 October 2022

**TIME** : 10:00 a.m.

**PRESENT** : **BOARD OF DIRECTORS**

Mdm Lin Yeju	Non-Executive Chairman
Mr Ouyang Sheng	Executive Director and Chief Executive Officer
Mr Zhou Jiangtao	Executive Director
Mr Chua Siong Kiat	Lead Independent Director
Mr Chong Soo Hoon Sean	Independent Director
Mr Xia Weichang	Independent Director

**IN ATTENDANCE/BY INVITATION** :

- Mr Huang Tak Wai, Chief Financial Officer and Company Secretary
- Ms Lao Mei Leng, Audit Partner of Moore Stephens LLP
- Other attendees - As per Attendance List maintained by the Company

**SHAREHOLDERS** : As set out in the webcast Attendance Report

**CHAIRMAN OF THE MEETING** : Mr Chong Soo Hoon Sean

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#### INTRODUCTION AND QUORUM

As permitted under COVID-19 (Temporary Measures) on Alternative Arrangements for Meeting for Companies Order 2020, the Annual General Meeting (“**AGM**”) was conducted via electronic means. Shareholders who had pre-registered with the Company participated in the proceedings through a “live” webcast.

Mr Chong Soo Hoon Sean (the “**Chairman**”) informed shareholders that he had been nominated as the Chairman of the Meeting.

As a quorum was present, the Chairman declared the AGM open at 10.00 a.m.

The Chairman introduced the Board of Directors, the Chief Financial Officer and Company Secretary and the Audit Partner from Moore Stephens LLP present.

#### NOTICE

The Notice of AGM dated 13 October 2022 convening the AGM was taken as read.

#### “LIVE” QUESTIONS AND ANSWERS (“Q&A”)

Shareholders were informed that there would be one “live” Q&A session for the AGM which they could submit their questions via the online chatbox until the close of the “live” Q&A session.

The Chairman advised that there were no questions received in advance of the AGM.

## **“LIVE” VOTING**

The Chairman informed that he had been appointed as proxy by a number of Shareholders and he will be voting the motions in accordance with their instructions. The Chairman exercised his right under Bye-law 65 of the Company’s Bye-laws to demand a poll be taken on the motions tabled at this AGM. All resolutions at the AGM will be put to vote by way of a poll undertaken in real time via electronic means.

BACS Private Limited and Agile 8 Advisory Pte. Ltd. were appointed as Polling Agent and Scrutineer respectively. The validity of the proxies submitted by shareholders by the submission deadline of 10.00 a.m. on 26 October 2022 had been reviewed and the votes of all such valid proxies had been counted and verified.

A short video explaining the “live” Q&A and “live” voting was played.

## **Q&A**

As there was no question received during the “live” Q&A, the Chairman declared the “live” Q&A session closed and proceeded with the business of the AGM.

## **ORDINARY BUSINESS:**

### **1. RESOLUTION 1 – DIRECTORS’ REPORT AND AUDITED FINANCIAL STATEMENTS**

1.1 Ordinary Resolution 1 was to receive and adopt the Directors’ Report and Audited Financial Statements for the year ended 30 June 2022 together with the Auditors’ Report.

1.2 The motion was duly proposed by the Chairman.

### **2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR, MR CHUA SIONG KIAT**

2.1 Ordinary Resolution 2 was to re-elect Mr Chua Siong Kiat as a Director of the Company, who was retiring pursuant to Bye-law 85(6) of the Company’s Bye-laws.

2.2 Mr Chua will upon re-election, remain as the Lead Independent Director, Chairman of the Audit Committee, a member of the Nominating Committee and the Remuneration Committee respectively. Mr Chua will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

2.3 Ordinary Resolution 3 was duly proposed by the Chairman.

### **3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR, MR ZHOU JIANGTAO**

3.1 Ordinary Resolution 3 was to re-elect Mr Zhou Jiangtao, who was retiring pursuant to Bye-law 86(1) of the Company’s Bye-laws. Mr Zhou had indicated his consent to remain in the office.

3.2 The motion was duly proposed by the Chairman.

**4. RESOLUTION 4 – DIRECTORS’ FEES FOR THE YEAR ENDING 30 JUNE 2023**

- 4.1 Ordinary Resolution 4 was to approve the payment of Directors’ fees for the year ending 30 June 2023.
- 4.2 The Board had recommended the payment of Director’s fees of up to S\$100,000 for the financial year ended 30 June 2023 to be paid half-yearly in arrears.
- 4.3 The motion was duly proposed by the Chairman.

**5. RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS**

- 5.1 Ordinary Resolution 5 was to re-appoint Moore Stephens LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration.
- 5.2 The retiring Auditors, Moore Stephens LLP, had expressed their willingness to continue in office.
- 5.3 The motion was duly proposed by the Chairman.

**ANY OTHER ORDINARY BUSINESS**

As there was no notice of any other ordinary business received by the Secretary, the Chairman proceeded to deal with the special business of the AGM.

**SPECIAL BUSINESS:**

**6. RESOLUTION 6 – SHARE ISSUE MANDATE**

- 6.1 Ordinary Resolution 6 was to authorise the Directors to allot and issue shares pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited. The text of the resolution was set out under Resolution 6 in the Notice of the AGM.
- 6.2 The motion was duly proposed by the Chairman.

**CASTING OF VOTES**

Three minutes were given to Shareholders to cast their votes. At the end of the voting period, the Chairman declared the voting closed.

## ANNOUNCEMENT OF RESULTS

The Chairman referred Shareholders to the voting results shown on the webcast platform. Based on the verified tabulation of votes, the results of the poll were as follows:

	Ordinary Resolutions	Total Number of Shares Represented by Votes For and Against the Relevant Resolution	FOR		AGAINST	
			Number of Shares	%	Number of Shares	%
1.	Directors' Report and Audited Financial Statements for the financial year ended 30 June 2022	45,000,000	45,000,000	100	0	0
2.	Re-election of Mr Chua Siong Kiat as a Director of the Company	45,000,000	45,000,000	100	0	0
3.	Re-election of Mr Zhou Jiangtao as a Director of the Company	45,000,000	45,000,000	100	0	0
4.	Approval of Directors' fees for FY2023	45,000,000	45,000,000	100	0	0
5.	Re-appointment of Moore Stephens LLP as the Company's Auditors and to authorise the Directors to fix their remuneration	45,000,000	45,000,000	100	0	0
6.	Share Issue Mandate	45,000,000	45,000,000	100	0	0

Based on the results of the poll, the Chairman declared all the motions carried and it was RESOLVED as follows:

### RESOLUTION 1

That the Directors' Report and the Audited Financial Statements for the financial year ended 30 June 2022 together with the Auditors' Report be received and adopted.

### RESOLUTION 2

That Mr Chua Siong Kiat be re-elected as a Director of the Company.

### RESOLUTION 3

That Mr Zhou Jiangtao be re-elected as a Director of the Company.

### RESOLUTION 4

That the payment of Directors' fees of S\$100,000 (One Hundred Thousand Singapore Dollars) for the year ending 30 June 2023, payable half-yearly in arrears, be approved.

### RESOLUTION 5

That Moore Stephens LLP, Public Accountants and Chartered Accountants, Singapore be re-appointed as the Company's Auditors, at a remuneration to be determined by the Directors.

## RESOLUTION 6

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:

- (a) the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a *pro rata* basis to all shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
- (b) 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 time of the passing of this Resolution, after adjusting for:
  - (i) new shares arising from the conversion or exercise of convertible securities;
  - (ii) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of Listing Manual; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares; and
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Bye-Laws of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority shall, 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.

## **CONCLUSION**

There being no other business to transact, the Chairman declared the Meeting of the Company closed at 10.20 a.m.

Confirmed as True Record of Proceedings held

Chong Soo Hoon Sean  
Chairman of the Meeting